

**CHARTER OF THE COMPENSATION COMMITTEE
OF THE
BOARD OF DIRECTORS
OF
QUANTA SERVICES, INC.**

Purpose

The Compensation Committee has overall responsibility to design, approve and evaluate the executive compensation plans, policies and programs of the Company, discharge the Board's responsibilities relating to compensation of the Company's executives and produce an annual report on executive compensation that is included in the Company's proxy statement, in accordance with applicable rules and regulations.

Powers and Duties

Management Compensation

1. Review the objectives, structure, cost, and administration of all compensation and benefit policies and plans.
2. Oversee the administration of the Company's 2001 Stock Incentive Plan and, when requested by the Board, any other Company stock option or award plans and make recommendations to the Board with respect to incentive-compensation plans and equity-based plans.
3. No less than once annually, review and approve all officers' and executives' salaries, stock options, and other forms of compensation, including direct and indirect incentives and benefits.
4. Approve any employment agreements or other agreements for compensation to be entered into between the Company and the senior executive officers of the Company.
5. Review and approve corporate goals and objectives relevant to chief executive officer compensation, evaluate the chief executive officer's performance in light of those goals and objectives and set the chief executive officer's compensation level based on this evaluation.
6. Retain, terminate and approve fees and other retention terms of any consultant(s) hired to assist in the evaluation of chief executive officer or other executive compensation.

Chief Executive Officer Succession

7. Receive periodically from the CEO his recommendations regarding his successor, the development of other executive talent and the executive management needs of the Company.
8. Recommend formally to the Board a successor to the chief executive officer when a vacancy occurs.

Reporting Responsibilities

9. Provide any reports concerning compensation necessary to comply with federal, state, or local statutes or regulations, including reports required to be included in the annual proxy statement of the Company.
10. Report the Committee's findings and recommendations to the Board after each committee meeting.

Other Responsibilities and Authority

11. Conduct and present to the Board an annual performance evaluation of the Committee.
12. Perform such other oversight functions that from time to time may be assigned to it by the Board.
13. Review and approve “qualified plans” as required by applicable rules and regulations.

Procedural Matters

The Committee shall be composed of at least three members of the Board, each of whom is, in the business judgment of the Board, “independent” under the rules of the New York Stock Exchange. The Committee shall meet no less than annually.

The Committee shall have the authority to delegate any of its responsibilities to subcommittees as the Committee may deem appropriate in its sole discretion.