

COMPENSATION COMMITTEE CHARTER

AMENDED AND RESTATED CHARTER OF THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS OF MASTEC, INC.

(March 2006)

1. PURPOSE

The Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of MasTec, Inc. (the “Company”) shall assist the Board in discharging its responsibilities relating to the compensation of the Company’s executive officers. The Committee seeks to establish and put into practice competitive compensation programs to attract, retain and motivate qualified senior executives and to align those executives’ financial interests with the interests of the Company’s shareholders. The Committee shall also be responsible for producing the annual report or such other disclosure on executive compensation as required by the Securities and Exchange Commission (the “SEC”) for inclusion in the Company’s annual proxy statement.

2. ORGANIZATION AND MEMBERSHIP

The Committee shall be comprised of three or more directors, each of whom must be independent as determined in accordance with the standards set forth in the Company’s Board of Directors’ Governance Principles. In addition, each member of the Committee must be a “Non-Employee Director” as defined by Rule 16b-3 of the Securities Exchange Act of 1934.

Members of the Committee shall be appointed by the Board and, unless otherwise directed by the Board, shall serve one-year terms. Members may be removed by the Board at any time with or without cause. Upon the removal or resignation of a member, the Board may appoint a successor to serve the remainder of the unexpired term. The Board will appoint one member of the Committee as chairperson. If the Board fails to appoint a chairperson, the Committee will appoint one member of the Committee as chairperson. The Company shall have the power to create subcommittees with such powers as the Committee shall from time to time confer.

Meetings

The Committee will hold at least two meetings per year or more frequently as circumstances dictate. The chairperson of the Committee will establish the agenda for each Committee meeting. The Committee shall meet in executive session to discuss and approve compensation of the Chief Executive Officer (the “CEO”). The CEO may be present at any meetings in which the Committee discusses and approves the compensation of all other executive officers, but may not vote on such approvals. The Committee shall also meet with the CEO and any person designated by the CEO at each meeting.

3. RESPONSIBILITIES AND DUTIES

To fulfill its responsibilities and duties, the Committee will:

1. Discharge the Board's responsibilities relating to compensation and evaluation of the Company's executive officers.
2. Oversee incentive compensation plans and equity-based plans that are subject to board approval.
3. Establish the compensation policies and philosophy for the Company and its executive officers.
4. Review and approve corporate goals and objectives relevant to the CEO's compensation, consistent with Company policies and strategy.
5. Evaluate the CEO's performance in light of the corporate goals and objectives.
6. Either as a committee or together with the other Independent Directors (as directed by the Board), determine and approve the CEO's compensation level based upon the Committee's evaluation.
7. Make recommendations to the Board with respect to non-CEO executive officer compensation.
8. Have sole authority, without Board action, to retain, compensate, and terminate outside advisors to the Committee, such as compensation consultants.
9. Approve option grants and stock awards and seek stockholder approval as necessary, under the Company's stock option plans.
10. Exercise general oversight of the Company's benefit plans and evaluate any proposed new retirement or executive benefit plans.
11. Produce a report, or such other disclosure, on executive officer compensation as required by the SEC for inclusion in the Company's annual proxy statement.
12. Advise the Board on trends in compensation programs for independent directors, with a view towards aligning such compensation with stockholder interests.
13. Review and make recommendations to the Board regarding the compensation for the members of the Board and Board committees.
14. Report to the Board on a regular basis and submit minutes of all meetings to the Board.
15. Annually review and evaluate the performance of the Committee and update this Charter as necessary.

16. Perform any other activities consistent with this Charter, the Company's Bylaws and governing law, as the Committee or the Board deems necessary or appropriate.