

**CHARTER OF THE  
GOVERNANCE AND NOMINATING COMMITTEE  
OF THE  
BOARD OF DIRECTORS  
OF  
QUANTA SERVICES, INC.**

***Purpose***

The Governance and Nominating Committee has overall responsibility to identify qualified individuals to become members of the Board and the committees thereof, to recommend that the Board select the director nominees for the next annual meeting of stockholders and to fill any vacancy, to make recommendations for nominations to the Board regarding executive officers and to develop and recommend to the Board corporate governance principles applicable to the Board and the Company.

***Powers and Duties***

***Board Candidates and Structure***

1. Evaluate the needs of the Board to determine the qualifications of individuals and the Board structure best suited to further enhance the composition of the Board, including depth of experience, balance of business interest and experience, length of service on any one committee, and required expertise and qualifications for membership on each committee.
2. Assist in attracting candidates who meet these qualifications and review the qualifications of persons identified as prospective members of the Board.
3. Recommend to the Board qualified persons to be nominated for election or re-election as directors, the membership and chairman of each board committee, including additional committee members to fill vacancies as needed, and consider suggestions for board membership submitted by shareholders in accordance with the notice provisions and procedures set forth in the Company's Bylaws.
4. Evaluate Company policies relating to the recruitment of directors, including D&O insurance and indemnification bylaws, and make recommendations to the Board regarding such matters.
5. Evaluate the charter, duties and powers of board committees at least annually, including this committee, according to existing and planned Company objectives and recommend changes with respect thereto.

***Corporate Governance***

6. Develop and recommend to the Board for its approval a set of corporate governance guidelines; review the guidelines on an annual basis, or more frequently if appropriate, and recommend changes as necessary.
7. Consider and approve, as appropriate, any request for a waiver and/or interpretation of the code of business conduct and ethics applicable to Officers and Directors.
8. Monitor non-Board services provided by directors to the Company and its subsidiaries and potential conflicts of interest or other issues arising as a result of other positions held or proposed to be held by, or any change in circumstances of, a Director.

### *Director Oversight*

9. Periodically review and make recommendations to the Board regarding Director orientation and continuing education.
10. Develop, recommend to the Board for its approval and oversee an annual self-evaluation process of the Board and its committees.
11. No less than once annually, review director compensation and benefits and make recommendations to the Board concerning the fixing of such compensation.

### *Executive Officer Oversight*

12. Review the CEO's evaluation and nomination of corporate officers and make recommendations to the Board of such persons to be elected officers by the Board and proposed personnel changes involving such officers.

### *Other Responsibilities*

13. Report the Committee's actions and recommendations to the Board after each committee meeting.
14. Conduct and present to the Board an annual performance evaluation of the Committee.
15. Retain and approve related fees for any search firm engaged to assist in identifying director candidates, outside counsel and any other advisors as the Committee may deem appropriate in its sole discretion.
16. Perform any other responsibilities delegated to the Committee by the Board from time to time.

### *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.