

**CHARTER OF THE NOMINATING AND
CORPORATE GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS OF
MASTEC, INC.**

(March 2006)

1. PURPOSE

The Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of MasTec, Inc. (the “Company”) shall assist the Board to (i) identify individuals qualified to serve as directors of the Company consistent with criteria approved by the Board; (ii) select, or to recommend that the Board select, director nominees for the next annual meeting of shareholders of the Company; (iii) appoint or recommend to the Board that it appoint directors to committees of the Board, including the designation of each chairperson for each committee; (iv) develop, recommend to the Board, and maintain a set of corporate governance guidelines applicable to the Company; and (v) conduct annually a review of the effectiveness and performance of the Board, its committees and members, and management.

2. ORGANIZATION AND MEMBERSHIP

The Committee shall be comprised of three or more directors, each of whom must be an independent as determined in accordance with the standards set forth in the Company’s Board of Directors’ Governance Principles.

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.

3. 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. Each meeting should include an executive session of the Committee without management present. The Committee shall also meet with such persons as designated by the Chief Executive Officer at each meeting to review compliance with the code of business conduct and ethics.

4. RESPONSIBILITIES AND DUTIES

To fulfill its responsibilities and duties, the Committee will:

1. Identify individuals qualified to serve as directors, consistent with the criteria approved by the Board, which shall include, at a minimum, the following requirements:
 - (a) a majority of the directors must be independent as determined in accordance with the standards set forth in the Company's Board of Directors' Governance Principles;
 - (b) three directors must meet the enhanced standards of independence set forth in the Company's Board of Directors' Governance Principles for Audit Committee members;
 - (c) compliance with applicable New York Stock Exchange and Securities and Exchange Commission requirements; and
 - (d) the ability to contribute to the effective oversight and management of the Company, taking into account the needs of the Company and such factors as the individual's experience, perspective, skills and knowledge of the industry in which the Company operates.
2. Select, or recommend to the Board that it select, the director nominees for the next annual meeting of the shareholders of the Company.
3. Appoint or recommend to the Board that it appoint members of each committee of the Board, including the designation of each chairperson for each committee of the Board.
4. Have sole authority, without requiring action by the Board, to retain, compensate, and terminate outside advisors to the Committee, such as search firms, to assist the Committee in identifying director candidates.
5. Monitor and safeguard the Board's independence.
6. Devise and propose to the Board corporate governance guidelines setting forth:
 - (a) standards regarding director qualifications;
 - (b) responsibilities of directors;
 - (c) guidelines regarding director access to management and, as necessary and appropriate, independent advisors;
 - (d) guidelines regarding director compensation matters;
 - (e) guidelines regarding director orientation and continuing education;
 - (f) standards for the selection of the Chief Executive Officer;

- (g) requirements that the Board conduct an annual self-evaluation to ensure that the Board and its committees are conducting themselves in an efficient manner; and
 - (h) such other matters as the Committee deems necessary or appropriate.
5. Monitor compliance with and review annually the corporate governance guidelines.
 6. Devise and propose to the Board a code of business conduct and ethics for directors, officers and employees addressing, at a minimum, conflicts of interest and compliance with applicable laws, rules and regulations, including compliance and enforcement mechanisms.
 7. Monitor compliance with the code of business conduct and ethics, review and approve all requests by directors or officers for waivers of the code and annually review the Code of business conduct and ethics.
 8. Annually undertake performance evaluations of the Board committees and the Board and prepare reports to the Board regarding the evaluations.
 9. Report to the Board on a regular basis and submit minutes of all meetings to the Board.
 10. Annually review and evaluate the performance of the Committee and update this Charter as necessary.
 11. 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.