

PERINI CORPORATION

CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER

Purpose

The Board of Directors (the "Board") of Perini Corporation (the "Company") has established a Corporate Governance and Nominating Committee (the "Committee"), the main purposes of which will be to identify and evaluate Board candidates, and to lead the corporate governance effort for the Company.

Composition

The Committee shall consist of at least two directors. All members shall be "independent directors" as defined in the New York Stock Exchange listing standards, and so affirmed by the Board.

The Board shall appoint the members of the Committee and may replace or remove any such member with or without cause. The Committee Chair will be designated by the Board.

Duties and Responsibilities

The Committee has authority to retain and terminate, in its sole discretion, outside advisors (including, without limitation, legal and other consultants and experts as well as any search firm to identify potential director candidates), including the authority to approve fees and other contract terms.

The Committee will meet as frequently as it deems necessary, but not less than two times per year. A majority of the members of the Committee shall constitute a quorum for such meeting, and the Committee may act by majority vote of the members present. The Committee may invite any consultant, officer of the Company or such other person it considers necessary or appropriate to attend meetings. The Committee may delegate its authority to person(s) and/or subcommittee(s) as appropriate.

With respect to director nominations, the Committee shall:

1. Identify and evaluate potential Board candidates which may include candidates nominated by stockholders in accordance with the Company's By-Laws, those identified by a search firm retained for such purpose, or other candidates. Among factors to consider are the character, independence, relevant professional, business and/or Board experience, and availability of time to attend to the business of the Company that the candidate possesses.

2. Evaluate performance of incumbent Board members.
3. Recommend director nominees to the Board for consideration for election by shareholders, or to fill vacancies on the Board that may occur between annual meetings.
4. Recommend director nominees for each committee of the Board, and nominees for Chair of each such committee.
5. Nominate a Lead Director to be approved by a majority of the independent directors.
6. Evaluate the independence of each Board member in accordance with the New York Stock Exchange listing standards and also considering any other factors particular to a director that may impair independence. Submit such evaluation to the Board in support of affirmation of independent Board members.
7. Recommend removal of a director, if appropriate, and advise the Board on whether to accept a tendered resignation, as applicable.

With respect to Corporate Governance, the Committee shall:

1. Develop, recommend, and periodically review a set of Corporate Governance Guidelines for the Company.
2. Review this charter annually and recommend changes, when appropriate, to the Board.
3. Develop and periodically review a Code of Business Ethics and Conduct for the Company.
4. Review and monitor the size and composition of the Board; make recommendations as appropriate.
5. Conduct evaluations of the performance of the Board and each committee, including a self-evaluation of the Committee.
6. Report Committee actions and recommendations to the Board.
7. Recommend to the Board criteria relating to director tenure such as retirement age, limitations on the number of times a director may stand for reelection, and other criteria.

Adopted March 10, 2004