# 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 chief executive officer and other executive officers and review the disclosures in "Compensation Discussion and Analysis" and produce an annual compensation committee report that is included in the Company's proxy statement, in accordance with applicable rules and regulations.

## *Powers and Duties*

In addition to such other powers and duties as the Board may from time to time assign, the Committee shall:

*Management Compensation*

1. Review with management and approve the overarching compensation philosophy and guidelines for compensation of executive officers of the Company ("executive officers"), as defined in Rule 3b-7 of the Securities Exchange Act of 1934, as amended (the "Exchange Act").

2. Review and approve the Company's goals and objectives relevant to chief executive officer compensation, annually evaluate the chief executive officer's performance in light of those goals and objectives and determine the chief executive officer's compensation level based on this evaluation.

3. Annually review and discuss with management the evaluation of all other executive officers and review and approve the compensation, including base salary, incentive compensation, equity-based awards and other forms of compensation, including direct and indirect benefits, of such executive officers.

4. Periodically review and discuss with management determinations made concerning the performance and compensation of senior leadership personnel, other than executive officers, of the Company.

5. Review and approve the terms of any employment agreements or other agreements for compensation to be entered into between the Company and the executive officers of the Company.

6. Review, approve, and oversee the administration of the Company's incentive compensation plans for executive officers.

7. Review, approve, and where appropriate or required, recommend for approval by the Board and/or the stockholders of the Company, equity-based compensation plans; oversee the administration of the Company's equity-based compensation plans, including (except where authority has been otherwise delegated by the Board elsewhere) designation of the employees to whom the awards are to be granted, the amount of the award or equity to be granted and the terms and conditions applicable to each award or grant, subject to the provisions of the applicable plan.

8. Review and discuss with management the disclosures made in the "Compensation Discussion and Analysis" required by Securities and Exchange Commission ("SEC") regulations and, based on such review and discussions, recommend to the Board whether such "Compensation Discussion and Analysis" be included in the Company's annual proxy statement (or annual report on Form 10-K, as appropriate).

9. Produce the compensation committee report on executive officer compensation required to be included in the Company's annual proxy statement (or annual report on Form 10-K, as appropriate).

10. Review the Company's incentive compensation arrangements to determine whether they encourage excessive risk-taking; review and discuss at least annually the relationship between risk management policies and practices and compensation; and evaluate compensation policies and practices that could mitigate any such risk.

11. Review and recommend to the Board for approval the frequency with which the Company will conduct say-on-pay votes, taking into account the results of the most recent stockholder advisory vote on frequency of say-on-pay votes required by Section 14A of the Exchange Act, and review and approve the proposals regarding the say-on-pay vote and the frequency of the say-on-pay vote to be included in the Company's proxy statement.

12. Consider the results of the most recent stockholder advisory vote on the compensation of the Company's named executive officers, as appropriate, in carrying out the duties of the Committee with regard to executive compensation policies and practices.

13. Review, approve, and oversee the administration of any policy adopted by the Company pertaining to the reimbursement, forfeiture or recovery of incentive-based or other compensation from current or former executive officers of the Company.

*Other Responsibilities and Authority*

14. Regularly report the Committee's actions and recommendations to the Board.

15. Conduct and present to the Board an annual performance evaluation of the Committee.

16. Perform such other oversight functions that from time to time may be assigned to it by the Board.

17. Review and approve "qualified plans" as required by applicable rules and regulations.

***Retaining Outside Advisors***

The Committee shall have the authority, in its sole discretion, to retain and obtain the advice and assistance of compensation consultants, outside counsel and such other advisors as it deems necessary to assist with the execution of its duties and responsibilities as set forth in this Charter. The Committee shall appoint, set the compensation of, and oversee the work of, any compensation consultants, outside counsel and other advisors retained by the Committee. The Committee shall receive appropriate funding from the Company, as determined by the Committee, for the payment of compensation to its compensation consultants, outside counsel and other advisors.

The Committee shall evaluate whether any compensation consultant retained or to be retained by the Committee has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K. In retaining compensation consultants, outside counsel and other advisors, the Committee must take into consideration relevant factors that may affect the independence of compensation advisors, including without limitation, the specific factors identified by the SEC and the New York Stock Exchange ("NYSE").

***Composition and Procedural Matters***

The Committee shall be composed of at least three members of the Board, each of whom, in the business judgment of the Board, having considered the sources of each potential member's compensation and any affiliations with the Company, is "independent" under the rules of the NYSE. In addition, each Committee member shall be a "non-employee director" as defined by Rule 16b-3 under the Exchange Act. The members of the Committee shall be appointed and may be removed by the Board. The Committee shall meet as often as necessary, but 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.