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

Purpose

The Governance and Nominating Committee (the "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, to develop and recommend to the Board corporate governance principles applicable to the Board and the Company and to oversee the evaluation of the Board and management of the Company.

Powers and Duties

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

Board Candidates and Structure

1. Evaluate the needs of the Board periodically to determine the qualifications of individuals and the Board structure best suited to further enhance the composition of the Board, including size of board, depth of experience, diversity, knowledge, skills, 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 identifying and attracting candidates, including women and minority 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 stockholders 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 director and officer insurance and indemnification, 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. Review the Company's corporate governance guidelines on an annual basis, or more frequently if appropriate, and recommend changes as necessary.

7. Periodically review the Company's code of ethics and business conduct and the insider trading policy, and make recommendations to the Board for its approval.

8. Consider and approve, as appropriate, any request for a waiver and/or interpretation of the code of ethics and business conduct with respect to a director or an executive officer.

9. 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.

10. Periodically review, evaluate and amend, as appropriate, the stock ownership guidelines applicable to directors and certain officers of the Company, and review the status of compliance thereunder.

Director Oversight

11. Periodically review and make recommendations to the Board regarding director orientation and continuing education.

12. Develop, recommend to the Board and oversee an annual self-evaluation process of the Board and its committees.

13. No less than once annually, review director compensation and benefits and make recommendations to the Board concerning the fixing of such compensation.

Executive Officer Succession Planning, Talent Development and Appointments

14. Periodically consider the processes supporting the Board's CEO succession planning and review of talent development for potential CEO succession candidates.

15. Periodically review the processes around succession planning and talent development for members of management at the named executive officer level, with a view to supporting the executive management needs of the Company.

16. Periodically review the processes around succession planning and talent development for executive leadership at key operating units, with a view to supporting the leadership needs of the Company.

17. Review annually the CEO's nomination of executive officers and make recommendations to the Board of such persons to be elected executive officers by the Board and proposed personnel changes involving such executive officers.

Other Responsibilities

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

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

20. Retain, terminate and approve fees and other retention terms of 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.

21. Periodically review and discuss with management matters associated with environmental, social and governance themes and their impact on Company performance and the achievement of strategic objectives.

22. Periodically review and discuss with management the Company's public reporting on corporate responsibility and sustainability.

23. Periodically review and discuss with management the Company's practices and policies relating to the support of business, charitable, educational and industry/trade organizations and with respect to political activity.

24. Perform any other responsibilities delegated to the Committee by the Board from time to time.

Composition and 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 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.