CHARTER OF THE FINANCE AND INVESTMENT COMMITTEE
OF THE
BOARD OF DIRECTORS
OF
QUANTA SERVICES, INC.

Purpose

The Finance and Investment Committee (the "Committee") has overall responsibility to (i) review, approve and monitor the acquisitions, dispositions and investments of Quanta Services, Inc. (the "Company"), (ii) review, approve and make recommendations, as applicable, with respect to the capital structure, capital allocation and capital transactions of the Company, (iii) oversee derivative transaction practices and policies and other significant financial transaction matters of the Company and (iv) oversee tax and insurance matters of the Company.

Powers and Duties

In addition to such other powers and duties as the Board of Directors of the Company (the "Board") may from time to time assign, the Committee is authorized and empowered to:

Acquisitions, Dispositions and Investments

1. Consider, authorize and approve acquisitions and investments (each as hereinafter defined) by the Company, including without limitation, the terms, transaction structure and the form and amount of consideration, including cash, the assumption of debt and the issuance of promissory notes or common stock; provided, however, that this Committee shall not have the power or authority to approve any acquisition of or investment in a business or entity, whether by merger or through the purchase of stock or assets or otherwise, (i) that on an individual transaction basis involves aggregate consideration (including debt assumed) of more than $300 million, (ii) in which a substantial portion of the assets of such business or entity is not used or useful in the same or similar lines of business as the Company is engaged in at the time of such acquisition (or any reasonable extensions or expansions thereof), or (iii) that conducts its business primarily outside of North America in a country in which the Board has not previously authorized the Company to operate or to make an acquisition or investment, for which approval power and authority is reserved by the Board; and provided, further, that the Board delegates to a subcommittee consisting of the Chief Executive Officer the concurrent authority to consider, authorize and approve matters associated with (a) any acquisition (other than that described in clause (ii) or (iii) of the foregoing proviso) that involves aggregate consideration (including debt assumed) of no more than $50 million individually and, together with other acquisitions approved by the CEO during such calendar year, $300 million in the aggregate, and (b) any investment (other than that described in clause (ii) or (iii) of the foregoing proviso) that involves consideration (including debt assumed) of no more than $20 million individually and,

together with other investments approved by the CEO during such calendar year, $50 million in the aggregate. For purposes hereof, "acquisitions" and "investments" shall refer to acquisitions of assets and/or capital stock, acquisitions by merger or otherwise, and investments in debt or equity instruments or interests, in each case excluding acquisitions or investments previously approved by the Board as part of the Company's capital expenditure budget, with "acquisitions" consisting of those transactions resulting in the acquisition of control over, or the primary economic interest in, the acquired enterprise, following which the results of the acquired enterprise are expected to be consolidated within the Company's financial statements, and "investments" consisting of those transactions not resulting in the acquisition of control over, or the primary economic interest in, an enterprise, following which the results of the investment are not expected to be consolidated within the Company's financial statements (including for the avoidance of doubt, investment transactions intended as community philanthropy). With respect to any acquisition or investment (but excluding transactions intended as community philanthropy) for which (i) planned net capital expenditures (as of the date of the closing) are unfunded by the projected operating cash flows of the acquired company or investee enterprise for the 12-month period following closing, or (ii) the acquired company or investee enterprise has pending acquisition/investment commitments (as of the date of closing), the unfunded amount of such capital expenditures, as well as the aggregate acquisition/investment commitments of the acquired company or investee enterprise, must be added to the aggregate consideration for purposes of determining review by the Committee or Board, as applicable.

2. Consider, authorize and approve dispositions by the Company of any business enterprise or entity of the Company or any assets of the Company (other than ordinary course dispositions or dispositions of assets that are obsolete, uneconomical, surplus, worn out or otherwise no longer used or useful), including without limitation, the terms, transaction structure (such as dispositions of assets and/or capital stock, dispositions by merger or otherwise), and the form and amount of consideration; provided, however, that this Committee shall not have the power or authority to approve any disposition of a business or entity or assets, whether by merger or through the disposition of stock or assets or otherwise, that on an individual transaction basis involves aggregate consideration (including debt assumed) of more than $300 million, for which approval power and authority is reserved by the Board; and provided, further, that the Board delegates to a subcommittee consisting of the Chief Executive Officer the concurrent authority to consider, authorize and approve matters associated with any disposition that involves aggregate consideration (including debt assumed) of no more than $50 million individually and, together with other dispositions approved by the CEO during such calendar year, $300 million in the aggregate.

3. Consider, review and make recommendations to the Board regarding acquisitions, dispositions and investments by the Company to the extent beyond the approval limits of the Committee specified hereinabove, including without limitation, the terms, transaction structure, and the form and amount of consideration.

Capital Allocation, Capital Structure, Issuances of Securities and Indebtedness

4. Discuss and review with management capital allocation practices (e.g., dividend policy, equity and debt security repurchase activity), including recommendations with respect thereto.

5. Consider, review and make recommendations to the Board regarding the issuance, offering, repurchase, redemption or defeasance of securities, debt securities or other forms of indebtedness that the Committee determines to be the equivalent of debt (collectively, "offerings"), including with respect to any and all terms and conditions of such offerings and any agreements and documents pertaining to such offerings and take any and all other actions as may be necessary and appropriate in connection with such offerings.

6. Consider, review and make recommendations to the Board regarding the terms and conditions of credit agreements, letter of credit facilities, commercial paper facilities and other debt financing facilities, as well as monitor the status of credit ratings and other related matters.

7. Consider, authorize and approve capital expenditures by the Company or any direct or indirect wholly-owned subsidiary of the Company to the extent (i) not previously approved by the Board as part of the capital expenditure budget and (ii) beyond the Company's capital expenditure substitution policy as documented in management's internal controls for fixed assets.

Other Financial Transaction Matters

8. No less than annually (and, in the event of a significant change in the practices and policies to be followed by the Company in connection with entering into transactions of the type or of the nature of the transactions currently identified in the Company's practices and policies regarding derivative, hedging and swap transactions utilized to manage risk, upon such a change), (i) review and assess the Company's practices and policies with respect to derivative, hedging and swap transactions utilized to manage the Company's commodity, interest rate, foreign currency and other business risks ("derivative transactions"), (ii) review broad criteria established by the Company for selecting derivative transaction counterparties and (iii) determine whether an election should be made by the Company as to any exception from any requirement to submit swaps or any other derivative transaction for clearing.

9. Discuss and review with management the status of policies and processes covering significant financial matters, including cash management, off-balance sheet transactions, major financial exposures, leases, supply chain and procurement matters, and foreign exchange matters and investments, including recommendations with respect thereto.

Tax and Insurance Matters

10. Discuss and review with management tax strategies and tax planning activities, as well as any significant tax developments, including recommendations with respect thereto.

11. Discuss and review with management major insurance programs and insurance matters (other than director and officer insurance matters), including recommendations with respect thereto.

Other Matters

12. Delegate from time to time to any executive officer of the Company the authority to perform various functions and activities in connection with any transaction approved by the Committee, including, but not limited to, the execution of documents and the approval of wire transfers.

13. Report regularly actions taken by the Committee to the Board.

14. Retain, terminate and approve fees and other retention terms of any independent counsel and other advisers hired to assist the Committee in carrying out its duties.

15. 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.

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 ("NYSE"). The members of the Committee shall be appointed and may be removed by the Board. The Committee shall meet as often as necessary and shall have the authority to delegate any of its responsibilities to subcommittees as the Committee may deem appropriate in its sole discretion.

The Committee may retain or obtain advice from management personnel, as well as other experts, consultants, counsel or advisers (independent or otherwise), provided that, preceding any such retention or advice, the Committee must take into consideration all factors, including any applicable factors under NYSE rules, relevant to the adviser's independence from management. The Committee will be directly responsible for the appointment, oversight and termination of any adviser it retains, including the approval of fees and other retention terms of such adviser.

The Committee shall have the authority to delegate any of its responsibilities to subcommittees as the Committee may deem appropriate in its sole discretion.