



## MYR GROUP INC.

### NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

#### I. PURPOSE OF THE COMMITTEE

The primary purposes of the Nominating and Corporate Governance Committee (the "Committee") of the Board of Directors (the "Board") of MYR Group Inc. (the "Company") shall be (a) to identify and to recommend to the Board individuals qualified to serve as directors of the Company, (b) to advise the Board with respect to the Board's composition, procedures and committees, (c) to advise the Board on corporate governance matters, including the ongoing review and assessment of the Board's Corporate Governance Principles, and (d) to oversee the self-evaluation of the Board and the Board's committees.

#### II. COMPOSITION OF THE COMMITTEE

The Committee shall consist of three or more directors, as determined from time to time by the Board. Each member of the Committee shall be "independent" and qualified to serve on the Committee pursuant to the rules of the Nasdaq Stock Market, as they may be amended from time to time (the "Nasdaq Rules"), the rules of the Securities and Exchange Commission (the "SEC"), and all other applicable laws, rules and regulations.

The chairperson of the Committee shall be designated by the Board, *provided* that if the Board does not so designate a chairperson, the members of the Committee, by a majority vote, may designate a chairperson.

Committee members shall serve for such terms as may be fixed by the Board, or at the will of the Board if no specific term is fixed. Any vacancy on the Committee shall be filled by majority vote of the Board. No member of the Committee shall be removed except by majority vote of the Board.

#### III. MEETINGS AND PROCEDURES OF THE COMMITTEE

The Committee shall meet as often as it determines necessary to carry out its duties and responsibilities, but no less frequently than two times annually. The Committee may also hold special meetings or act by unanimous written consent as the Committee may decide. The Committee, in its discretion, may ask members of management or others to attend its meetings (or portions thereof) and to provide pertinent information as necessary. The Committee, to the extent required by the Nasdaq Rules and as it may otherwise determine to be appropriate, will meet in separate executive sessions.

Where appropriate and permissible under Nasdaq Rules and other applicable law or regulation, the Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate.

A majority of the members of the Committee present in person or by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other shall constitute a quorum.

The Committee, with the assistance of the Corporate Secretary, shall maintain minutes of its meetings and records relating to those meetings and shall report regularly to the Board on its activities, as appropriate.

#### IV. DUTIES AND RESPONSIBILITIES OF THE COMMITTEE

In carrying out its duties and responsibilities, the Committee's policies and procedures should remain flexible, so that it may be in a position to best address, react, or respond to changing circumstances or conditions. Consistent with and subject to applicable law and rules and regulations promulgated by the SEC, the Nasdaq Rules, or any other applicable laws, rules or regulatory authority, the following duties and responsibilities are within the authority of the Committee and the Committee:

**A. *Board Candidates and Nominees***

(a) To assist in identifying, recruiting and, if appropriate, interviewing candidates to fill positions on the Board, including persons suggested by stockholders or others;

(b) To review the background and qualifications of individuals being considered as director candidates in accordance with the Board's Corporate Governance Principles. Among the qualifications considered in the selection of candidates, the Committee shall look at the following attributes and criteria of candidates: experience, skills, expertise, personal and professional integrity, character, business judgment, time availability in light of other commitments, dedication, conflicts of interest, and such other relevant factors, including diversity in the makeup of the Board, that the Committee considers appropriate in the context of the needs of the Board;

(c) To recommend to the Board the director nominees for election by the stockholders or appointment by the Board, as the case may be, pursuant to the Bylaws of the Company, which recommendations shall be consistent with the criteria for selecting directors established by the Board from time to time;

(d) To review the suitability for continued service as a director of each Board member when his or her term expires and when he or she has a change in status, including but not limited to an employment change, and to recommend whether or not the director should be re-nominated; and

(e) The Committee shall have the sole authority to retain or terminate any search firm to be used to identify director candidates, including sole authority to approve the search firm's fees and other retention terms, such fees to be borne by the Company.

**B. *Board Composition and Procedures***

(a) To review annually the size and composition of the Board as a whole and to recommend to the Board, if necessary, measures to be taken so that the Board reflects the appropriate balance of knowledge, experience, skills, expertise and diversity required for the Board as a whole and contains at least the minimum number of independent directors required by Nasdaq Rules and SEC rules;

(b) To make recommendations on the frequency and structure of Board meetings; and

(c) To make recommendations concerning any other aspect of the procedures of the Board that the Committee considers warranted, including, but not limited to, procedures with respect to the waiver by the Board of any Company rule, guideline, procedure or corporate governance principle.

**C. *Board Committees***

(a) To review annually committee assignments and to make recommendations to the Board regarding the size and composition of each standing committee of the Board, including the identification of individuals qualified to serve as members and chairpersons of Board committees; including the Committee, and to recommend individual directors to fill any vacancy that might occur on a Board committee;

(b) To monitor the functioning of the committees of the Board and to make recommendations for any changes, including the creation and elimination of committees; and

(c) To recommend that the Board establish such special committees as may be desirable or necessary from time to time in order to address ethical, legal or other matters that may arise. The Committee's power to make such a recommendation under this Charter shall be without prejudice to the right of any other committee of the Board, or any individual director, to make such a recommendation at any time.

**D. Corporate Governance**

(a) To periodically review the Board's Corporate Governance Principles and recommend to the Board any revisions thereto in order to assure that they are appropriate for the Company and comply with the requirements of the Nasdaq Rules and any other applicable laws or regulations;

(b) To develop and recommend to the Board a code of business conduct and ethics (the "Code") for the Company, which shall be consistent with any applicable laws, regulations and listing standards;

(c) To review periodically, and at least annually, the Code adopted by the Board to assure that it is appropriate for the Company and comply with the requirements of any applicable laws or regulations, and to recommend any desirable changes to the Board;

(d) To develop a process for annual evaluation of the Board and its committees and to oversee these annual evaluations; and

(e) To consider any other corporate governance issues that arise from time to time, including appropriate revisions to the Company's Certificate of Incorporation, Bylaws and corporate governance framework and policies, and to develop appropriate recommendations for the Board.

**V. EVALUATION OF THE COMMITTEE**

The Committee shall, on an annual basis, evaluate its performance. The evaluation shall address all matters that the Committee considers relevant to its performance, including a review and assessment of the adequacy of this Charter, and shall be conducted in such manner as the Committee deems appropriate.

The Committee shall deliver to the Board a report, which may be oral, setting forth the results of its evaluation, including any recommended amendments to this Charter.

**VI. RESOURCES AND OUTSIDE ADVISERS**

In fulfilling its responsibilities, the Committee will have full access to all of the Company's books, records, facilities and personnel. The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities, and may retain, at the Company's expense, such independent counsel or other consultants or advisers as it deems necessary.

While the members of the Committee have the duties and responsibilities set forth in this Charter, nothing contained in this Charter is intended to create, or should be construed as creating, any responsibility or liability of members of the Committee, except to the extent otherwise provided under applicable federal or state law.