

Audit Committee Charter

Purpose of the Committee

The purpose of the Audit Committee (the “Committee”) of the Board of Directors (the “Board”) of Primoris Services Corporation (the “Company”) shall be to assist Board oversight of (i) the integrity of the Company’s financial statements, (ii) the accounting and financial reporting processes of the Company and the audits of the financial statements of the Company, (iii) the Company’s compliance with financial legal and regulatory requirements, (iv) the independent auditors’ qualifications and independence, and (v) the performance of the independent auditors.

While the Committee has the duties and responsibilities set forth in this charter, the Committee is not responsible for planning or conducting the audit or determining whether the Company’s financial statements are complete and accurate and are stated in accordance with generally accepted accounting principles. The Company’s management is responsible for preparing the financial statements and the independent auditors are responsible for auditing those financial statements. The Committee does not itself prepare financial statements or perform audits or auditing services, and its members are not auditors, certifiers of the Company’s financial statements or guarantors of the Company’s independent auditors’ reports. It is not the duty or responsibility of the Committee to ensure that the Company complies with all laws and regulations. Each member of the Committee shall be entitled to rely on (a) the integrity of those persons and organizations within and outside of the Company from which it receives information, (b) the accuracy of the financial and other information provided to the Committee by such persons or organizations absent actual knowledge to the contrary (which shall be promptly reported to the Board) and (c) representations made by management as to any audit and non-audit services provided by the independent auditors to the Company.

The registered public accounting firm engaged for the purpose of issuing an audit report for inclusion in the Company’s Annual Report on Form 10-K is referred to herein as the “independent auditors.” The independent auditors for the Company are accountable to the Board and the Committee, as representatives for the stockholders. This Charter is intended as a component of the flexible governance framework within which the Board, assisted by its committees, directs the affairs of the Company. While it should be interpreted in the context of all applicable laws, regulations and listing requirements, as well as in the context of the Company’s Certificate of Incorporation and Bylaws, it is not intended to establish by its own force any legally binding obligations.

Composition of the Committee

The Committee shall be comprised of at least three members of the Board each of whom has been affirmatively determined in the business judgment of the Board to qualify as independent directors (“Independent Directors”) under (a) the rules of the National Association of Securities Dealers’ Nasdaq Stock Market (“Nasdaq”), including, as applicable, the standards set forth under Rule 10A-3 (“Rule 10A-3”) of the Securities Exchange Act of 1934 (the rules of Nasdaq and Rule 10A-3, taken together, “Applicable Listing Rules”) and (b) the Company’s

Corporate Governance Guidelines. Such members will be elected by and serve at the pleasure of the Board.

Each member of the Committee shall be “financially literate” under the Applicable Listing Rules, as such qualifications are interpreted by the Board in its business judgment. At least one member of the Committee shall have “accounting or related financial management expertise”, under the Applicable Listing Rules, as such qualifications are interpreted by the Board in its business judgment. In addition, at least one member of the Committee should be an “audit committee financial expert,” as such term is defined in the rules and regulations promulgated by the U.S. Securities and Exchange Commission (the “SEC”).

Vacancies on the Committee shall be filled by majority vote of the Board at the next meeting of the Board following the occurrence of the vacancy or by unanimous written consent of the Board. No member of the Committee shall be removed except by majority vote of the Board.

Meetings and Procedures of the Committee

The Committee may fix its own rules of procedure, which shall be consistent with the Bylaws of the Company and this Charter. The Committee shall meet at least once each quarter or more frequently as circumstances or such rules of procedure as it may adopt require. The Committee will meet with the independent auditors upon the completion of their quarterly reviews and annual audit to review the independent auditors’ examination and any management letter issued. Periodically the Committee shall meet separately with management and independent auditors to discuss any matters that the Committee believes should be discussed privately.

The Board shall designate one member of the Committee as its Chairperson. The Chairperson of the Committee or a majority of the members of the Committee may also call a special meeting of the Committee. 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. In the event of a tie vote on any issues being voted on by the Committee, the Chairperson’s vote shall decide the issue.

The Committee may request that any directors, officers or employees of the Company, or other persons whose advice and counsel are sought by the Committee attend any meeting of the Committee. The Committee shall regularly report to the Board on Committee findings, recommendations and other matters the Committee deems appropriate or the Board requests. The Committee shall keep written minutes of its meetings, which minutes shall be maintained with the books and records of the Company.

Committee Responsibilities

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 react or respond to changing circumstances or conditions. The following are within the authority of the Committee:

Supervise the Independent Audit

1. Appoint, retain and terminate, in its sole discretion, (subject, if applicable, to stockholder ratification) and oversee and determine compensation of the work of any independent auditors, who shall report directly to the Committee.

2. Review and after receiving management's comments, in its sole discretion, approve the Company's independent auditors' annual or quarterly engagement letter, including all proposed fees contained therein, and pre-approve all audit and all legally permitted non-audit engagements and relationships between the Company and the independent auditors.

3. Obtain and review annually from the Company's independent auditors a written report describing:

- a. the independent auditors' internal quality control procedures;
- b. any material issues raised by the most recent internal quality control review, peer review, or by any inquiry or investigation by any governmental or professional authority within the preceding five years, and any steps taken to deal with any such material issues; and
- c. all relationships between the independent auditors and the Company.

4. Oversee the independence of the Company's independent auditors by, among other things:

- a. reviewing a formal written statement from the independent auditor describing all relationships between the independent auditor and the Company, consistent with Independence Standards Board Standard No. 1 (as modified or supplemented);
- b. actively engaging in a dialogue with the independent auditors with respect to any disclosed relationships or services that may impact the objectivity and independence of the independent auditors, and taking appropriate action to satisfy itself of the auditors' independence;
- c. considering whether, in addition to assuring the regular rotation of the lead audit partner as required by law, there should be a rotation of the Company's independent auditors; and
- d. approving hiring policies by the Company for hiring employees or former employees of the independent auditors.

5. After discussions with management, present to the Board its conclusions regarding independence of the independent auditors and its evaluation of the independent auditor's lead audit partner.

6. Obtain and review the annual audit plan of the Company's independent auditors, including the scope of audit activities, and monitor the plan's progress and results.

7. Review the results of the independent auditors quarterly reviews and year-end audit, including any comments or recommendations. .

8. Attempt to resolve all disagreements between the Company's independent auditors and management regarding financial reporting.

Oversee Internal Controls and Risk Management

9. Periodically review and discuss with management and the independent auditors the following:

- a. all significant deficiencies in the design or operation of internal controls which could adversely affect the Company's ability to record, process, summarize, and report financial data, including any material weaknesses in internal controls identified by the Company's independent auditors;
- b. any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal controls; and
- c. any significant changes in internal controls or in other factors that could significantly affect internal controls, including any corrective actions with regard to significant deficiencies and material weaknesses.

10. Review:

- a. through inquiry and discussions the adequacy and effectiveness of the Company's accounting and internal control policies and procedures on a regular basis ; and
- b. the yearly report prepared by management assessing the effectiveness of the Company's internal control structure and procedures for financial reporting, prior to its inclusion in the Company's annual report.

11. Review with management the Company's administrative, operational and accounting internal controls.

12. Discuss the process by which management of the Company assesses and manages the Company's exposure to financial risk and the steps taken to monitor and control such exposures.

13. Establish procedures for (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

Oversee Financial Reporting

14. Review with management and the Company's independent auditors the following:
 - a. the Company's annual audited financial statements and quarterly financial statements, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations", and any major issues related thereto; and
 - b. critical accounting policies and such other accounting policies of the Company as are deemed appropriate for review by the Committee prior to the regulatory filing of any annual or quarterly financial statements.
 - c. major issues regarding accounting principles and financial statements presentations, including (A) any significant changes in the Company's selection or application of accounting principles and (B) any analyses prepared by management and/or the independent auditors setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements and
 - d. all material written communications between the independent auditors and management, including a management letter or schedule of unadjusted differences.
 - e. the effect of regulatory and accounting initiatives on the financial statements of the Company, as well as any material financial or non-financial arrangements that are not disclosed in the financial statements of the Company

15. Review on a regular basis with the Company's independent auditors any problems or difficulties encountered in the course of any audit work, any restrictions on the scope of the independent auditors' activities or on access to requested information and any significant disagreements with management. The Committee may consider reviewing the following:
 - a. any accounting adjustments that were noted or proposed by the independent auditors but were rejected by management (as immaterial or otherwise); and
 - b. any significant communications between the audit team and the independent auditors' national office respecting auditing or accounting issues presented by the engagement.

16. Receive periodic reports from the Company's independent auditors and management of the Company to assess the impact on the Company of significant accounting or financial reporting developments that may impact the Company.

17. Review the Company's earnings press releases, as well as financial information and earnings guidance provided by the Company to analysts and rating agencies. This review

may be done generally (i.e., discussion of the types of information to be disclosed and type of presentations to be made). The Committee need not discuss in advance each earnings release or each instance in which the Company may provide earnings guidance.

Oversee Legal & Ethical Compliance

18. Meet periodically with the General Counsel, and outside counsel when appropriate, to review legal and regulatory matters, including any matters that may have a material impact on the financial statements of the Company.

19. Review the Company's program to monitor compliance with the Company's Code of Ethics and its Code of Ethics Supplement for CEO and Senior Financial Officers, and meet periodically with Company management to discuss compliance with such Codes.

Minutes and Reports

20. The Committee will record summaries of its recommendations to the Board in written form that will be incorporated as a part of the minutes of the Board., The Committee should discuss with the Board any issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, and the performance and independence of the Company's independent auditors.

21. Review and approve any proposed related party transactions.

22. The Committee will prepare the report required by the rules of the SEC to be included in the Company's annual proxy statement.

Evaluation of the Committee

The Committee shall, on an annual basis, evaluate its performance under this Charter and evaluate whether this Charter appropriately addresses the matters that are or should be within its scope. As part of its evaluation, the Committee shall address all matters that the Committee considers relevant to its performance, including at least the following: the adequacy, appropriateness and quality of the information and recommendations presented by the Committee to the Board, the manner in which they were discussed or debated, and whether the number and length of meetings of the Committee were adequate for the Committee to complete its work in a thorough and thoughtful manner.

The Committee shall deliver to the Board a report, orally or in writing, setting forth the results of its evaluations, including any recommended amendments to this Charter and any recommended changes to the Company's or the Board's policies or procedures.

Delegation to Subcommittee

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; provided, however, that no subcommittee shall consist of fewer than two members; and provided further that the Committee shall not delegate to a subcommittee any

power or authority required by any law, regulation or listing standard to be exercised by the Committee as a whole.

Investigations and Studies; Outside Advisers

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 expert advice to the extent the Committee determines it to be appropriate, including retaining, with or without Board approval, independent counsel, accountants, consultants or others, to assist the Committee in fulfilling its duties and responsibilities.

Authority

The Committee of the Board is established pursuant to Article 4.1 of the Company's Amended Bylaws and Section 141 (c) of the Delaware General Corporation Law.

As of December 16, 2008