

## **Nominating and Corporate Governance Committee Charter**

### **Purpose of the Committee**

The purposes of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Primoris Services Corporation (the “Company”) shall be to recommend to the Board individuals qualified to serve as directors of the Company and on committees of the Board; to advise the Board with respect to the Board’s composition, procedures and committees; to develop and recommend to the Board a set of corporate governance principles applicable to the Company; and to oversee the evaluation of the Board. The Committee shall report to the Board on a regular basis and not less than once per year.

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 three or more directors 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 (“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; provided, however, the Committee may be comprised of any number of non-independent directors (such non-independent directors constituting up to 100% of the Committee members) from time to time if the Company is deemed to be a “Controlled Company” at such time pursuant to the Applicable Listing Rules (currently Nasdaq listing Rule 4350).

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 written consent of the Board of Directors. 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 two times annually or more frequently as circumstances or such rules of procedure as it may adopt require. The Board may designate one member of the Committee as its Chairperson and in the absence of any such designation by the Board, the Committee shall designate by majority vote of the full Committee 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 call 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 to provide such pertinent information as the Committee requests.

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.

To the extent and in the manner that the Company is legally required to do by the rules of the Securities and Exchange Commission, this charter (as then constituted) shall be publicly filed.

### **Duties of the Committee**

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

The Committee shall have the following goals and responsibilities with respect to Board candidates and nominees:

- a. To establish procedures for evaluating the suitability of potential director nominees.
- b. 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 Board's criteria for selecting new directors. Such criteria shall include the possession of such knowledge, experience, skills, expertise and diversity as may enhance the Board's ability to manage and direct the affairs and business of the Company, including, when applicable, as may enhance the ability of committees of the Board to fulfill their duties. The Committee shall also take into account, as applicable, the satisfaction of any independence requirements imposed by law, regulation and the Applicable Listing Rules and the Company's Corporate Governance Guidelines. The Committee shall also consider advice and recommendations for candidates from shareholders, management and others as it deems appropriate. The Committee shall also recommend to the Board, oversee the implementation and effectiveness of, and review Company disclosures concerning policies and procedures relating to the consideration of Board nominee candidates by shareholders.
- c. 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 significant change in status, including but not limited to an employment change, and to recommend whether or not the director should be re-nominated.

## B. Board Composition and Procedures

The Committee shall have the following goals and responsibilities with respect to the composition and procedures of the Board as a whole:

- a. To review annually with the Board the composition of the Board as a whole and to recommend, if necessary, measures to be taken so that the Board (i) reflects the appropriate balance of knowledge, experience, skills, expertise and diversity required for the Board as a whole and (ii) contains at least the minimum number of Independent Directors required by the Applicable Listing Rules or such greater number or percentage of Independent Directors as the Committee may, from time to time, recommend to the Board is, in the Committee's judgment, appropriate for the Board.
- b. To review periodically the size of the Board and to recommend to the Board any appropriate changes.
- c. To assess the appropriateness of a director nominee who does not receive a "majority of votes cast" at an election of directors continuing to serve as a director and recommend to the Board the action to be taken with respect to any letter of resignation submitted by such director.
- d. To make recommendations on the frequency and structure of Board meetings.
- e. 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

The following shall be the goals and responsibilities of the Committee with respect to the committee structure of the Board:

- a. To make recommendations to the Board regarding the size and composition of each standing committee of the Board of Directors, including the identification of individuals qualified to serve as members of a standing committee, including the Committee, and to recommend to the Board individual directors to fill any vacancy that might occur on a committee, including the Committee.
- b. To monitor the functioning of the standing committees of the Board and to make recommendations for any changes, including the creation and elimination of standing committees.
- c. To review annually standing committee assignments and the policy with respect to the rotation of standing committee memberships and/or chairpersonships, and to report any recommendations to the Board.

- d. 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

The following shall be the goals and responsibilities of the Committee with respect to corporate governance:

- a. To develop and recommend to the Board a set of corporate governance principles for the Company, which shall be consistent with any applicable laws, regulations and listing standards. At a minimum, the corporate governance principles developed and recommended by the Committee shall address the following:
  - i. Director qualification standards and policies regarding director tenure, retirement, removal and succession.
  - ii. Director responsibilities.
  - iii. Director access to management and, as necessary and appropriate, independent advisors.
  - iv. Director compensation.
  - v. Director orientation and continuing education.
  - vi. Management succession.
- b. To review periodically, and at least annually, the corporate governance principles adopted by the Board to assure that they are appropriate for the Company, and to recommend any desirable changes therein to the Board.
- c. To require that the Company publish its Corporate Governance Guidelines as required by federal law and the Applicable Listing Rules.
- d. To meet with other committees of the Board as the Committee may deem necessary or appropriate in order to establish and/or evaluate the Company's Corporate Governance Guidelines.
- e. To consider any other corporate governance issues that arise from time to time, and to develop appropriate recommendations for the Board.
- f. To develop and review periodically, and at least every two years, the Code of Business Ethics applicable to directors, officers and employees of the Company to assure that they are appropriate for the Company and comply with the

requirements of the Applicable Listing Rules, and to recommend any desirable changes therein to the Board.

E. Evaluation of the Board and Management

The Committee shall be responsible for overseeing the evaluation of the Board as a whole. The Committee shall establish procedures to allow it to exercise this oversight function. These procedures shall be set forth in the corporate governance principles established by the Committee pursuant to this Charter.

**Evaluation of the Committee**

The Committee shall, on an annual basis, evaluate its performance under this Charter. In conducting this review, the Committee shall evaluate whether this Charter appropriately addresses the matters that are or should be within its scope. 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 evaluation, 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 counsel or other advisers as it deems necessary. 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.

### **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 September 19, 2008