



DYCOM INDUSTRIES, INC.

CORPORATE GOVERNANCE COMMITTEE CHARTER

Purpose

The Corporate Governance Committee (the "Committee") of the Board of Directors (the "Board of Directors") of Dycom Industries, Inc. (the "Company") shall (i) monitor significant developments in the law and practice of corporate governance and of the duties and responsibilities of directors of public companies, (ii) assist the Board of Directors in developing, putting into practice, and monitoring a set of corporate governance guidelines (the "Corporate Governance Guidelines") and codes of business conduct and ethics applicable to the Company, (iii) identify and evaluate individuals qualified to become members of the Board of Directors and recommend to the Board of Directors the director nominees (including directors standing for reelection) for each annual meeting of shareholders and from time to time to fill vacancies on the Board of Directors, (iv) recommend to the Board of Directors nominees for each of the committees of the Board of Directors and for the Chair of each committee, (v) oversee the annual evaluation of the Board, its committees and the Chief Executive Officer of the Company and (vi) perform such other duties as assigned to it from time to time by the Board of Directors.

Membership Requirements

The Committee shall be comprised of the number of directors the Board of Directors shall determine from time to time, such number not to be less than three. The membership of the Committee shall meet the applicable requirements of the New York Stock Exchange and any other applicable laws, rules and regulations with respect to independence, as determined by the Board of Directors. The members of the Committee shall be appointed annually by the Board of Directors and may be replaced or removed at any time by the Board of Directors. The Board of Directors shall appoint one member of the Committee to serve as the Chair of the Committee.

Meetings

Subject to the Company's By-Laws and resolutions of the Board of Directors, the Committee shall meet at least two times annually at such times as the Chair of the Committee shall designate. The Committee shall fix its own rules of procedure, and a majority of the number of members then serving on the Committee shall constitute a quorum. Meetings of the Committee may be held in person or by conference call (including videoconference). In lieu of a meeting, the Committee may act by unanimous written consent.

Authority

In discharging its responsibilities, the Committee shall have authority to retain outside counsel or other consultants in the Committee's sole discretion. The Committee shall have sole authority to approve the fees and other retention terms of such consultants.

and to terminate such consultants. The Committee shall have the authority to create subcommittees with such powers as the Committee shall from time to time confer.

Responsibilities and Duties

The Committee shall have the following responsibilities and duties:

1. Monitor the independence of the Directors.
2. Review and assess the adequacy of the Company's policies and practices on governance, including the Corporate Governance Guidelines which will set forth:
 - a. standards regarding director qualifications;
 - b. guidelines regarding director access to management and, as necessary and appropriate, to independent advisors;
 - c. guidelines regarding director orientation and continuing education programs;
 - d. requirements as to the number, identity and responsibilities of Board Committees;
 - e. requirements that the Board of Directors conduct annual evaluations to ensure that it and its committees are conducting themselves in an efficient manner; and
 - f. such other matters as the Committee deems necessary or appropriate.
3. Review and assess the adequacy of the Company's process of handling communications to and from directors.
4. Review and advise the Board of Directors on its leadership structure and the roles of Chairman of the Board and the Chief Executive Officer.
5. Recommend to the Board of Directors changes in the Company's corporate governance policies and procedures, including changes to the Corporate Governance Guidelines.
6. Review and establish, for approval by the Board of Directors, succession planning for executive officers of the Company.
7. Together with the Board of Directors, evaluate and, as necessary, nominate successors to the Chief Executive Officer and other executive officers.

8. Review and make recommendations to the Board of Directors regarding proposals of shareholders that relate to corporate governance.
9. Review and recommend to the Board of Directors changes in the Company's Articles of Incorporation and By-Laws.
10. Monitor compliance with the Corporate Governance Guidelines and propose modifications of the Corporate Governance Guidelines to the Board for consideration as appropriate.
11. Monitor compliance with the Company's Code of Business Conduct and Ethics and the Code of Ethics for Senior Financial Officers and review and approve all requests by directors or officers for waivers of such Codes.
12. Establish criteria and processes for, and lead the Board of Directors and each committee of the Board of Directors in, each body's annual performance self-evaluation.
13. Ensure that this Charter, the Corporate Governance Guidelines, the Code of Business Conduct and Ethics, the Code of Ethics for Senior Financial Officers and the Internal Process for Handling Communications to and from Directors are posted on the Company's website.
14. Recommend to the Board of Directors the director nominees for election by the Company's shareholders, including those nominees that are recommended by shareholders in accordance with the procedures set forth in the Company's By-Laws.
15. Adopt and review annually the Internal Process for Handling Communications to and from Directors.
16. Recommend to the Board of Directors persons to fill vacancies on the Board of Directors.
17. Recommend to the Board of Directors the appointment of officers of the Company.
18. Recommend to the Board of Directors committee appointments, removal of Directors from committees or from the Board of Directors, and Chairs and committee structure and operation.
19. Review annually committee assignments and recommend to the Board of Directors on an annual basis the rotation of committee membership subject to the needs and expertise of the Board.
20. Review annually with the Board of Directors the composition of the Board as a whole on an annual basis, including the review of an incumbent director's continuation on the Board.

21. Recommend to the Board of Directors whether to accept the resignation for an incumbent director who fails to receive more votes cast for than against at a shareholder meeting.
22. Evaluate whether it is appropriate for a director who retires from or is subject to a material change in job description to continue service on the Board.
23. Together with the Board, determine whether a director's simultaneous service on more than three (3) public company boards would impair the director's service on the Board.
24. Evaluate the performance of the individual directors on an annual basis.
25. Oversee the evaluation of the Company's Chief Executive Officer's performance on an annual basis, and submit its evaluation to the Compensation Committee.
26. Oversee on a periodic basis the peer evaluation by each director of each director's performance as a director.
27. Review the disclosures on Committee functions, related party transactions and communications between security holders and the Board of Directors required to be included in the Company's proxy statement.
28. Assist the Board of Directors on corporate responsibility and environmental, social and human capital matters, as well as oversight of associated risks.
29. Perform any other activities consistent with this Charter, the Company's By-Laws and governing law, as the Committee or the Board of Directors deems necessary or appropriate.

Reports

The Committee shall keep minutes of its meetings and make them available to the Board of Directors. The Committee shall report to the Board of Directors periodically, but no less than once annually.

Performance Evaluation; Assessment of Charter

The Committee shall annually conduct a self-evaluation of its performance and shall report to the Board of Directors the results of the self-evaluation. The Committee shall review and assess the adequacy of this Charter annually and recommend changes to the Board of Directors.