

TETRA TECH, INC.

CHARTER FOR THE STRATEGIC PLANNING AND ENTERPRISE RISK COMMITTEE OF THE BOARD OF DIRECTORS

1. PURPOSE

The Strategic Planning and Enterprise Risk Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Tetra Tech, Inc. (the “Company”) principally to oversee the Company’s long-term strategy.

The Committee will fulfill its responsibilities by carrying out the activities enumerated in Section 3 of this Charter.

2. COMPOSITION OF THE COMMITTEE

The Committee shall be comprised of not less than three directors. At least a majority of the members of the Committee shall meet the independence requirements of the NASDAQ Stock Market.

The members of the Committee shall be appointed by the Board. One member of the Committee shall be appointed as Committee Chairman by the Board. Committee members may be replaced by the Board.

3. RESPONSIBILITIES AND DUTIES

To fulfill its responsibilities and duties, the Committee shall:

1. Oversee the Company’s strategic planning process. Work with management to plan, schedule and set agenda for the annual offsite Strategic Planning and Enterprise Risk meeting, which shall be a joint meeting with the Board of Directors.

2. As part of the annual Strategic Planning and Enterprise Risk meeting, review and recommend to the Board certain strategic decisions regarding exit from existing lines of business and entry into new lines of business, acquisitions, joint ventures, investments or dispositions of businesses and assets, and the financing of related transactions, and review and approve management’s capital allocation strategy.

3. As requested by management, review the Company’s bid and proposal strategy for contracts that present high risk to the financial health of the Company.

4. Oversee the Company’s Enterprise Risk Management (ERM) policies and procedures and working with the Company’s Risk Management Officer on ERM reports to the Board.

5. As determined by executive management, review any changes in technology and regulatory trends to assess the impact of technology and regulatory changes on business strategy and resource allocation.

6. Make regular reports to the Board.

7. Have the authority, in its sole discretion, to retain and terminate (or obtain the advice of) any adviser to assist it in the performance of its duties. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any adviser retained by the Committee, and shall have sole authority to approve the adviser's fees and the other terms and conditions of the adviser's retention. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any adviser retained by the Committee.

8. Form and delegate authority to subcommittees, as the Committee deems appropriate.

9. Perform any other activities consistent with this Charter, the Company's corporate governance documents and applicable listing standards, laws and regulations as the Committee or the Board considers appropriate, including but not limited to the Company's legal and regulatory compliance.

4. COMMITTEE MEETINGS

The Committee will meet on a regular basis at least two times each year, and will hold special meetings as circumstances require. The timing of the meetings to be scheduled for an upcoming fiscal year shall be determined by the Committee prior to the beginning of such fiscal year.

At all Committee meetings, a majority of the total number of members shall constitute a quorum. The Committee Chairman shall preside at each meeting. In the event the Committee Chairman is not present at a meeting, the Committee members shall designate one of its members as the acting chair of such meeting. All meetings shall be held subject to and in accordance with the applicable sections of the General Corporation Law of the State of Delaware. Minutes shall be kept of each meeting of the Committee.