

Tetra Tech, Inc.
Board of Directors
Nominating and Corporate Governance
Committee Charter

The Nominating and Corporate Governance Committee is appointed by the Board of Directors (the "Board") of Tetra Tech, Inc. (the "Company"). The members of the Committee shall be "independent," as defined by the NASDAQ Stock Market LLC. The Nominating and Corporate Governance Committee shall make regular reports to the Board.

The Nominating and Corporate Governance Committee is responsible for considering and making recommendations to the Board concerning the appropriate size, function and needs of the Board. This responsibility includes:

1. Establishing the criteria for Board membership and the number of members.
2. Considering, recommending and recruiting candidates to fill positions on the Board.
3. Conducting the appropriate and necessary inquiries into the backgrounds and qualifications of possible candidates.
4. Recommending the director nominees for approval by the Board and the stockholders.
5. Considering questions of possible conflicts of interest of Board members and of the Company's senior executives.
6. Monitoring and recommending the functions of the various committees of the Board.
7. Review and reassess the adequacy of the various committee charters annually and recommend any proposed changes to the Board for approval.
8. Recommending members of the committees, including the determination of the independence of committee members and satisfaction of the "financial expert" requirement for the audit committee members.
9. Advising on changes in Board compensation.
10. Making recommendations on the structure of Board meetings.
11. Recommending nominating and corporate governance matters for consideration by the Board.

12. Considering matters of corporate governance and reviewing, periodically, the Company's corporate governance principles.

13. Establishing director retirement policies.

14. Reviewing annually with the Chairman and CEO the succession plans relating to positions held by elected corporate officers and making recommendations to the Board with respect to the selection of individuals to occupy these positions.

15. Making an annual assessment of the overall performance of the Board.

16. Reviewing and discussing with management matters concerning the Company's Code of Conduct and anti-fraud policies in accordance with the Company's Enterprise Risk Management (ERM) responsibility matrix.