

TETRA TECH, INC. AND SUBSIDIARIES

Code of Business Conduct

I. INTRODUCTION

As a matter of principle, Tetra Tech, Inc. and its subsidiaries (herein referred to as “Tetra Tech” or the “Company”) conduct its business on the basis of the quality of its services and products and the integrity of its association with its customers and others. Tetra Tech maintains business practice standards that will command the respect of everyone with whom the Company conducts business. These standards are intended to protect the Company’s reputation, the quality of its products and services and the best interests of its clients, shareholders and employees.

The dedication by Tetra Tech and all of its employees to this Code of Business Conduct demonstrates our commitment to ascribe to the highest standards of ethical conduct in the pursuit of Tetra Tech’s business. This Code of Business Conduct articulates Tetra Tech’s basic policy that all of its employees and non-employee directors will conduct the Company’s business throughout the world in accordance with such principles.

II. STANDARDS - THE EMPLOYMENT RELATIONSHIP WITH TETRA TECH

A. Dealing with Each Other

Tetra Tech understands that effective relationships are based on the recognition of the value and worth of each individual, and the necessity to provide a working climate conducive to the success and well-being of all employees.

We work to create an atmosphere of mutual trust and respect by being honest, fair and consistent. We will treat all employees fairly and impartially, and we will consistently follow employee policies and procedures.

We listen to one another and foster open and honest communications. We value the opinions of employees and respect their diverse backgrounds. We encourage communication among employees and solicit ideas and suggestions about the Company.

B. Employee Development

Employee initiative is the primary driver of career development. Tetra Tech will offer opportunities for training and development that may include tuition assistance for continuing education. It is our policy to conduct performance and development assessments and to support the career development of our employees.

C. Non-Discrimination and Sexual Harassment

We are committed to the policy and practice of non-discrimination. No employee or applicant for employment will be discriminated against because of age, race, religion, ancestry, sex, national origin, disability, veteran status, sexual orientation, or genetics.

It is also the policy of the Company to provide a workplace free of sexual harassment. Verbal or physical harassment or behavior that creates a hostile work environment will not be tolerated.

Non-Discrimination and Sexual Harassment (continued)

Tetra Tech has internal complaint processes available to any employee who believes he or she has been discriminated against or sexually harassed. Please refer to the Tetra Tech Code of Employee Conduct for additional procedures concerning sexual harassment and discrimination.

D. Health and Safety

It is the policy of Tetra Tech to provide and maintain a workplace free of recognized safety and health hazards. The protection of employee health and the prevention of work-related injuries and illnesses are a vital and integral part of Company operations. Tetra Tech has developed a comprehensive health and safety program to provide for the safety of its employees and ensure compliance with applicable regulations.

It is the responsibility of all employees to abide by established rules and regulations and to report any injury, illness or unsafe condition to their supervisor. Specific safety programs and procedures are available within each office and on the Company intranet site. Questions regarding health and safety should be directed to your entity's health and safety representative or Corporate Administration in Pasadena at (626) 470-2542.

E. Conflict of Interest

Employees should avoid situations in which their private interests or those of the members of their family conflict with the interests of the Company. Employees may not solicit or accept salaries, fees, commissions or any other thing of value from contractors, suppliers, customers, consultants, or other persons and organizations doing business with the Company. Gifts, meals, and entertainment of nominal value are excluded from this requirement. Please see the Gifts, Meals, and Entertainment section beginning on page 4 of this Code.

Employees will be reminded of their responsibility to disclose any potential conflict by receiving the Company's Conflict of Interest Plan and signing an associated acknowledgement form.

In a situation in which an employee's relationship with another person or organization might conflict with job performance or the Company's interests, the employee must disclose the potential conflict to his or her manager. It will be reviewed by Legal in Corporate Administration and management, and the employee will be notified if the relationship poses a conflict of interest.

F. Confidential and Proprietary Information

Employees must maintain the confidentiality of the Company's trade secrets and proprietary information. Examples of proprietary information include bid data, employee charge rates, proprietary software, customer lists, planning materials, marketing plans, and much of the technical information that the Company generates or uses in its business.

G. Media Contact and Public Discussion

News media contact and responses such as press releases, and public discussion of Company business, should be made only through Investor Relations at (626) 470-2477. Employees should immediately refer all such contacts to that Department.

H. Insider Trading

Employees have a responsibility to ensure that inside information is not misused. Federal law prohibits employees from buying or selling securities of Tetra Tech based on information not publicly available that could affect the price of the securities.

Employees may not buy or sell securities when they have inside information of a material nature, but may buy or sell when that information becomes publicly available. Inside information that might be material includes , acquisitions, earnings estimates, pending awards, expansion or curtailment of operations, sales or purchases of substantial assets, or other significant business developments. Employees may not give this information to family, friends, or anyone outside the Company so that they can trade on the basis of inside information. Questions regarding insider information should be directed to our General Counsel in Corporate Legal at (626) 470-2481. Please refer to the Tetra Tech Insider Trading Policy for additional guidelines concerning this issue.

III. STANDARDS - CONDUCTING TETRA TECH'S BUSINESS

A. Dealing with Customers

Serving customers is the focal point of our business. Satisfying customers is the best way to ensure business success. We will accurately represent our products, services, and prices in our marketing, advertising, and sales efforts.

B. Dealing with Suppliers

We are committed to the fair treatment of suppliers. We will select suppliers who provide the best value for our customers and Tetra Tech. They will have the opportunity to compete fairly for our business.

C. Proprietary Information of Others

The Company regularly receives third party proprietary information. The wrongful possession or use of any proprietary information of any supplier, customer, business partner, or competitor is prohibited. Employees must obtain such proprietary information under the terms of a written confidentiality agreement containing the terms and conditions for the use and protection of the information. If an employee is offered, or comes into, unauthorized possession of third part proprietary information, the employee must immediately consult his or her local human resources representative or Legal in Corporate Administration at (626) 470-2481.

D. Gifts, Meals, and Entertainment

Business-related social contacts can be in the best interest of the Company when properly conducted on a limited basis. Employees should make every effort to ensure that there is not reason for a third party to view these contacts as improper. Giving and receiving business gifts of nominal value is permissible, provided they are associated with a business purpose and are reasonable in cost. Giving or receiving gifts of significant value is strictly prohibited. Customary business entertainment is proper; impropriety results when the frequency, nature or value of the entertainment is such that it could be interpreted as affecting or intending to affect an otherwise objective business decision.

Under no circumstances may a gift of money be given or received. Employees will decline or return any kind of significant gift, favor, or offer of excessive entertainment that violates these guidelines and inform the offeror of our policy.

As outlined later in this Code, the United States Government, and certain other government entities, have specific prohibitions concerning gratuities or entertainment provided to their employees.

E. Improper Payments

No payment will be made by, or anything of value given, on behalf of the Company either directly or indirectly to government officials, political candidates, or officers or employees of customers, suppliers or competitors which violates applicable laws or is designed to secure favored treatment for the Company.

F. Accurate Records and Reporting

Company records must reflect an accurate, complete and verifiable record of all transactions. No false or misleading entries may be made for any reason, and no employee may assist any other person in making such entries.

G. Political Contributions

Federal law prohibits a corporation from making a contribution in connection with federal elections. In addition, many of the fifty states and foreign countries have similar laws prohibiting corporate political contributions in connection with elections. [There is a new political contribution policy that should be included in the set of policies]

H. Legal Compliance

Our policy is to comply with all laws and regulations that are applicable to our business both in the United States and in other countries. To that end, the use of any Company funds or resources for an unlawful or improper purpose is strictly prohibited.

Employees must become familiar with and comply with the laws and regulations which govern their areas of responsibility. Whenever there is doubt as to the application of laws or regulations, Company decisions must be made with advice from Legal in Corporate Administration at (626) 470-2481. Employees are not authorized to take any action that would constitute a violation of law.

I. Antitrust Laws

Our policy is to comply with all federal, state and local antitrust laws. Antitrust laws are intended to preserve competition by prohibiting actions that could unreasonably restrain the functioning of a free marketplace.

Activities in restraint of trade including price-fixing or bid-rigging, and arrangements with competitors to divide or allocate markets or customers or exclude others from a market, are absolutely prohibited. The Company will only participate with trade associations or other business cooperative organizations that comply with antitrust laws.

All employees with management or marketing responsibilities are expected to have a working knowledge of the antitrust laws and prohibited activities related to their work. Employees must seek advice from Legal in Corporate Administration at (626) 470-2481 whenever a question or doubt in this area arises.

J. Export Laws

Many types of commercial data, products, software, and associated technical data may not be exported without prior written approval from the federal government. The Company is responsible for obtaining assurances from the customer that items delivered overseas, or delivered to a foreign customer in the United States, are not diverted to restricted countries.

Conversations of a technical nature with a citizen of another country may be considered an export even when the foreign citizen is in the United States. When foreign visitors tour our facilities, what they see can be considered an export. Questions about application of the export regulations for a particular transaction should be directed to Legal in Corporate Administration at (626) 470-2481.

IV. STANDARDS - BUSINESS WITH THE UNITED STATES GOVERNMENT

A. Special Nature of Government Business

The Federal Acquisition Regulation (FAR), and related laws and regulations, govern the Company's business with U.S. government agencies. The Company will comply with all applicable rules regarding socioeconomic considerations, e.g., affirmative action, contracts with small and small disadvantaged businesses, and labor standard requirements.

B. Procurement Integrity

The Procurement Integrity Act prohibits a competitor from seeking or obtaining proprietary information related to competitors or government source selection information. The Act also restricts the hiring by the Company of former government procurement officials. All employees are obligated to report suspected violations to their local human resources representative or Legal in Corporate Administration at (626) 470-2481.

C. Contract Negotiation and Pricing

Pursuant to the Truth in Negotiations Act, the FAR requires the Company to certify in writing that its cost and pricing data are current, complete and accurate up through the date of the agreement on contract price with the government. A claim of defective pricing, which could result in financial penalties and possible criminal charges against the Company and the individuals involved, may arise from a failure to comply with the Act. Extra care should be taken in the preparation of cost or pricing data before submitting it to the person responsible for submitting the proposal to the government. Changes affecting the cost or pricing data must be reported immediately to your Finance or Accounting Department, or Legal in Corporate Administration at (626) 470-2481.

D. Contract Performance

It is essential that the terms and conditions of each contract with the government be complied with particularly in the areas of key personnel, personnel qualification, deliverable products and testing. The prior written approval of an authorized government representative must be obtained before substitutions or changes can be made in such areas. Only a written contract modification can change a contract requirement.

E. Subcontracting

Special procedures must be followed when purchasing materials and services from other companies for use in government contracts. Many government contract requirements must be passed down to the Company's subcontractors and suppliers. Employees should make sure that all these required provisions are incorporated in our subcontracts.

F. Consultant Services

In retaining consultants to work on behalf of the Company, care should be taken to ensure that no conflict of interest exists. Employees overseeing such retained consultants must document and closely monitor the conformance of consultant services to the FAR both as to cost and scope of work.

G. Recording and Charging of Costs

Employees must ensure that their work is accurately recorded on their time sheet as it was performed and that it is charged to the right account number. Intentional mischarging of costs is a criminal offense and a violation of Company policy. Employees must ensure that all costs are charged to the appropriate account. An employee must document and have approved any necessary change of records or transfer of costs for accounting purposes. Guidance on how to complete time sheets and labor correction forms is found in reference documents applying to your organization, e.g., in Company policies, as they apply to your organization. Your Accounting Department can also provide guidance. An employee is required to sign his or her own time sheet, and an employee's signature certifies the accuracy of the information on the sheet. The signature of a Manager or Approver on an employee's time sheet represents a review and verification process. Electronic signatures may be acceptable.

Recording and Charging of Costs (continued)

No one is authorized to permit or require an employee to deviate from correct charging practices. Employees must report any deviations from proper charging practices to their manager, local Human Resources representative, Legal in Corporate Administration, or call the Tetra Tech Hotline at 1-800-886-2577.

H. Gifts, Meals or Gratuities

Employees may not provide or pay for meals, refreshments, travel or lodging expenses, or give anything of value to, federal government employees, except as specifically permitted by federal law and regulations then in effect. The Company and its employees must also comply with state, local and foreign government rules governing the acceptance of business courtesies.

I. Kickbacks

The Anti-Kickback Act forbids prime and subcontractors to offer, solicit, provide or accept any gift, money, or other thing of value for the purpose of improperly obtaining or rewarding favorable treatment in connection with United States government prime contracts and subcontracts. The law also requires the Company to report violations to the government where there are reasonable grounds to believe that a violation exists. Your local Human Resources representative or Legal in Corporate Administration is to be consulted prior to reporting suspected violations to the government.

V. COMPLIANCE AND ASSISTANCE

A. Reporting Violations of the Code

An employee who becomes aware of a violation of this Code or believes that a violation may take place in the future must report the matter. Ordinarily, the report should be made to the employee's immediate supervisor or manager who, in turn, must report it to Legal at (626) 470-2481. If no action is taken by the supervisor or the employee feels that it would be appropriate to report to a person in higher authority, the employee should bring the matter to the attention of his or her local Human Resources representative, Legal or call the Tetra Tech Hotline at 1-800-886-2577. To ensure that a reporting employee is protected from reprisal, requests for anonymity will be respected to the extent this does not result in the violation of the rights of another employee. Any attempt at reprisal against the reporting employee will be punished severely.

B. Reporting Violations of the Law

In addition to reporting violations of this Code of Business Conduct, it is Company policy to comply with all applicable laws that protect employees against unlawful discrimination or retaliation by their employer as a result of their lawfully reporting information regarding, or their participating in, investigations involving corporate fraud or other violations by the Company or its agents of federal or state law.

Reporting Violations of the Law (continued)

Specifically, Company policy prevents any employee from being subject to disciplinary or retaliatory action by the Company or any of its employees or agents as a result of the employee's:

- disclosing information to a government or law enforcement agency, where the employee has reasonable cause to believe that the information discloses a violation or possible violation of federal or state law or regulation; or
- providing information, causing information to be provided, filing, causing to be filed, testifying, participating in a proceeding filed or about to be filed (with any knowledge of the employer), or otherwise assisting in an investigation or proceeding regarding any conduct that the employee reasonably believes involves a violation of:
 - federal criminal law relating to securities fraud, mail fraud, bank fraud, or wire, radio and television fraud, or
 - any rule or regulation of the Securities and Exchange Commission, or any provision of federal law relating to fraud against shareholders, where, with respect to investigations, such information or assistance is provided to or the investigation is being conducted by a federal regulatory agency, a member of Congress, or a person at the Company with supervisory or similar authority over the employee.

To report violations of the law, employees should follow the complaint procedures as outlined under Section V.A. Reporting Violations of the Code. However, employees may also contact the Company's Compliance Officer directly due to the sensitive nature of the complaint. For information regarding the Compliance Officer, see Paragraph C below.

C. Compliance Responsibilities

This Code is to be strictly followed at all times and under all circumstances. Any violation will subject an employee, without regard to position or tenure with the Company, to disciplinary action, up to and including termination.

To protect our employees and other stakeholders, the Company has designated an individual who is responsible for administering and overseeing the compliance and reporting process of this Code. This person is referred to as the "Compliance Officer." The Company's Compliance Officer is responsible for tracking the hotline calls. Incoming calls will be documented in writing as to the date of the call, and the nature of the call. The Compliance Officer may refer the matter to the Human Resource representative as appropriate, but in no event shall the nondisclosure requirements be waived by this action. The Compliance Officer is responsible for ensuring that all hotline calls are addressed, and will follow through to the resolution of the issues raised in the call. The final actions taken in regard to the call will be documented and held in confidence to the extent possible.

Compliance Responsibilities (continued)

The Compliance Officer will refer complaints submitted, as he or she determines to be appropriate or as required under the directives of the Board of Directors, to the Board or an appropriate Committee of the Board.

In addition, the Compliance Officer will report directly to the Audit Committee of the Company's Board of Directors on matters arising under this description of Compliance Responsibilities.

Other Compliance Officer responsibilities include:

- Administering, implementing and overseeing ongoing compliance under this Code of Business Conduct and the policies contained herein.
- Establishing and administering procedures to assure that employee complaints will be collected, reviewed promptly, resolved in an appropriate manner, and retained.
- Making himself or herself available to discuss with employees any complaints raised or reports filed.
- With respect to complaints from employees or non-employees received by the Company relating to its accounting, auditing, and internal auditing controls and disclosure practices, establishing and administering procedures to assure that such complaints will be collected, reviewed promptly, treated or resolved in an appropriate manner, and retained. The Compliance Officer will present any such complaints received by the Company to the Audit Committee of the Board of Directors.
- With respect to employee complaints relating to the Company's accounting, auditing, and internal auditing controls and disclosure practices, establishing and administering procedures that enable employees to submit complaints and concerns in a confidential and anonymous manner. The Compliance Officer will present any such complaints received by the Company to the Audit Committee of the Board of Directors.
- Administering and overseeing the Company's training and educational programs designed to ensure that Company employees with supervisory authority with respect to other employees, or who are otherwise involved in the administration of Company policies, are aware of this Code of Business Conduct and the policies contained herein, know to involve the Compliance Officer in any matters involving this Code that arise (including informing the Compliance Officer of every complaint that arises), and are trained in the proper handling of employee complaints covered by this Code.
- Presenting a copy or a summary of each complaint received to those responsible for preparing and reviewing the Company's public filings and other public disclosures so that they are made aware of complaints involving the Company's accounting, auditing, and internal auditing controls or disclosure practices made by employees or by others.

D. False Reporting

Employees who file reports or provide evidence which they know to be false or without a reasonable belief in the truth and accuracy of such information will not be protected by the above policy statement and may be subject to disciplinary action, including termination of their employment. In addition, except to the extent required by law, the Company does not intend this Policy to protect employees who violate the confidentiality of any applicable lawyer-client privilege to which the Company or its agents may be entitled under statute or common law principles, or to protect employees who violate their confidentiality obligations with regard to the Company's trade secret information. Employees considering providing information that may violate these privileges or reveal Company trade secrets are advised to consult an attorney before doing so.

E. Individual Judgment

In summary, this Code of Business Conduct has been developed to help us better understand the proper conduct of the Company's business. The standards it contains are in the best interest of our employees, shareholders, customers, and the public at large. Ultimately, it is up to each of us to act consistent with this Code, and to maintain professional pride in our Company and ourselves.