

TETRA TECH, INC.

CHARTER FOR THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS

1. PURPOSE

The Nominating and Corporate Governance Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Tetra Tech, Inc. (the “Company”) to (i) select the individuals qualified to serve on the Board (consistent with criteria that the Board has approved) for election by stockholders at each annual meeting of stockholders and to fill vacancies on the Board; (ii) develop, recommend to the Board, and assess corporate governance policies for the Company; and (iii) oversee the evaluation of the Board.

The Committee will fulfill these 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. 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. Periodically assess, develop and communicate with the full Board concerning the appropriate criteria for nominating and appointing directors, including (a) the Board’s size and composition; (b) corporate governance policies, applicable listing standards and laws; (c) individual director expertise, experience, qualifications, attributes, skills and willingness to serve actively; (d) the number of other public and private company boards on which a director candidate serves; (e) consideration of director nominees proposed or recommended by stockholders and related policies and procedures; and (f) other appropriate factors.

2. Recommend to the Board the individuals to be nominated for nomination as directors at each annual meeting of stockholders and appoint individuals to fill vacancies on the Board, subject to legal rights, if any, of third parties to nominate or appoint directors. The Committee shall conduct the appropriate inquiries into the backgrounds and qualifications of candidates.

3. Recommend to the Board the appointees to be selected by the Board for service on the committees of the Board.

4. Develop and no less frequently than annually assess and make recommendations to the Board concerning appropriate corporate governance policies, including those relating to the retirement of directors. The Committee shall have oversight of the Company's corporate governance guidelines and policies governing the full Board as they relate to matters concerning the selection of individuals to serve on the Board. The corporate governance guidelines for the Company are incorporated in this Charter.

5. Oversee an annual review of the performance of the full Board and each committee of the Board, and report the results thereof to the full Board.

6. Review and reassess annually the adequacy of the various committee charters and recommend any proposed changes to the Board for approval.

7. Makes recommendation to the Board on changes in the compensation of non-employee Directors.

8. Review the succession plans relating to the positions held by the Company's corporate officers and make recommendations to the Board with respect to the selection of individuals to occupy these positions.

9. Review and discuss 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.

10. Consider any conflict of interest issues between Board members or corporate officers and the Company.

11. Make regular reports to the Board.

12. 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.

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

14. 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 four 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.