

Tetra Tech, Inc.
Board of Directors
Compensation Committee Charter

The Compensation 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, Inc. ("Nasdaq"). The Compensation Committee shall make regular reports to the Board.

The purposes of the Compensation Committee are (i) to discharge the responsibilities of the Board relating to compensation of the Company's Chief Executive Officer ("CEO") and other executive officers, and (ii) to produce an annual report on executive compensation for inclusion in the Company's annual proxy statement that complies with the rules and regulations of the Securities and Exchange Commission, Nasdaq and other applicable rules and regulations.

The Compensation Committee's responsibility includes:

1. Evaluating the performance of the Chairman and the CEO in light of the Company's performance goals and objectives, and setting the compensation level of the Chairman and the CEO based upon the evaluation of their respective performances.
2. Evaluating the performance of the Company's other elected officers based upon the CEO's assessment and the Company's performance goals and objectives, and setting the compensation level of such elected officers based upon the CEO's recommendations and the respective performance evaluations.
3. Making recommendations to the Board with respect to incentive-based compensation plans, equity-based plans and executive benefits.
4. Preparing the Report of the Compensation Committee to be included in each proxy statement relating to the Company's annual meeting of stockholders.
5. Reviewing and approving all grants of equity awards under the 2005 Equity Incentive Plan.
6. Overseeing the administration of the Employee Stock Purchase Plan.
7. Reviewing and making recommendations to the Board with regard to the Company's overall compensation philosophy and objectives.