

The Compensation Committee acts on the behalf of the Board of Directors to oversee all aspects of URS' equity-based and incentive compensation plans (including URS' 401(k) plan), policies and procedures and the compensation of the URS senior officers.

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- **Compensation Committee Members** - The Compensation Committee is chaired by Mr. William D. Walsh and includes Mr. H. Jesse Arnelle, General Joseph W. Ralston and Mr. John D. Roach, all of whom are independent directors.

- **Compensation Committee Meetings** - The Compensation Committee shall meet at least four times annually and more frequently as considered necessary by the Compensation Committee or its chairperson.

CHARTER

The role and responsibilities of the Compensation Committee (the "Committee") of the Board of Directors (the "Board") of URS Corporation (the "Company") are as follows, subject to amendment by the Board from time to time:

ROLE

The Committee's role is to oversee all aspects of the Company's equity-based and incentive compensation plans, policies and procedures and the compensation of the Company's executive officers generally.

MEMBERSHIP

Committee membership shall consist of at least three Board members who qualify as independent within the meaning of the Company's Corporate Governance Guidelines and the rules of the New York Stock Exchange (the "NYSE") applicable to compensation committee members, as in effect from time to time when and as required by the NYSE. The members of the Committee and the Committee chairperson shall be appointed and removed by the Board.

PROCEDURES

Committee procedures shall be governed by Article III, Sections 10 and 11 and Article IV, Sections 1 and 2 of the Company's Bylaws except as otherwise provided by resolution of the Committee or the Board.

OPERATING PRINCIPLES

In fulfilling its function and responsibilities, the Committee should give due consideration to the following principles:

- **Communication** – Regular and meaningful contact throughout the year with senior management, other committee chairpersons and other key Committee advisors, as applicable, is viewed as important for strengthening the Committee's knowledge of sound compensation policies.

- **Committee Expectations and Information Needs** – The Committee should communicate to the Chief Executive Officer (the "CEO") or his designee the expectations of the Committee, and the nature, timing and extent of any specific information or other supporting materials requested by the Committee, for its meetings and deliberations.
- **Resources** – The Committee shall be authorized to access such internal and external resources, including retaining legal, financial or other advisors, as the Committee deems necessary or appropriate to fulfill its defined responsibilities. Without limiting the foregoing, the Committee shall have the sole authority to engage and terminate compensation consultants to assist the Committee in designing, reviewing and evaluating the Company's compensation policies and plans. The Committee shall have the sole authority to approve fees, costs and other terms of engagement of such outside resources.
- **Meeting Agendas** – Committee meeting agendas shall be the responsibility of the Committee chairperson with input from Committee members and other members of the Board, with additional input from members of senior management and outside advisors to the extent deemed appropriate by the chairperson.
- **Committee Meeting Attendees** – The Committee shall be authorized to request members of senior management, outside counsel and other advisors to participate in Committee meetings.
- **Reporting to the Board of Directors** – The Committee, through the Committee chairperson, shall report all material activities of the Committee to the Board from time to time, or whenever so requested by the Board. In addition, minutes from Committee meetings should be distributed to each Board member prior to the subsequent Board meeting.

MEETING FREQUENCY

The Committee shall meet at least four times annually, and more frequently as considered necessary by the Committee or its chairperson. To the extent practicable, Committee meetings should be held in conjunction with regularly scheduled Board meetings.

PRIMARY COMMITTEE RESPONSIBILITIES

The primary Committee responsibilities are:

- **Overall Compensation Strategy** – The Committee shall review and approve the Company's overall compensation strategy and policies as they affect the Company's executive officers. In fulfilling this responsibility, the Committee shall periodically review reports and data regarding the Company's execution of its compensation strategy and the implementation of its policies.
- **Compensation of CEO** – While the appointment and removal of the CEO is reserved to the Board, the Committee shall review and approve, in its sole discretion (without the need for further approval by the Board, but with input from the Board or other individual Directors as deemed appropriate by the Committee), the compensation (including salary, long-term incentives, bonuses, perquisites, equity incentives, severance payments and other benefits) and other terms of employment of the Company's CEO and shall evaluate the CEO's performance in light of relevant corporate performance goals and objectives. In determining the long-term incentive component of the CEO's compensation, the Committee should consider the Company's performance and relative stockholder return, the value of similar incentive awards given to chief executive

officers of comparable companies, and awards given to the Company's CEO(s) in past years. The Committee should report to the Board periodically regarding the material components of the compensation of the CEO, as approved by the Committee.

- Compensation of Other Officers – The Committee shall review and approve, in its discretion (without the need for further approval by the Board), but only upon recommendation of the CEO, the compensation (including salary, bonuses, stock bonuses, options and appreciation rights, perquisites, severance payments and other benefits) and other terms of employment (including, without limitation, the titles) of all other executive officers of the Company to the extent such authority has not been delegated to the CEO.

- Performance Appraisals – The Committee shall review and approve the financial performance targets of the Company's executive officers that are set at or near the beginning of the applicable performance cycle. The Committee should review a summary of the attainment of such targets at the end of the performance cycle in conjunction with overall performance appraisals.

- Senior Management Assessment – The Committee shall periodically review, discuss and assess the performance of senior management, seeking input from individual members of senior management, the full Board and others. The assessment includes evaluation of senior management's contribution as a whole, as well as evaluation of the contribution of each individual member of senior management. The factors to be considered shall include whether senior management, both individually and collectively, can and do provide the skills and expertise appropriate for the Company. The purpose of the review is to increase the effectiveness of senior management as a whole and on an individual basis. The results of such reviews shall be provided to senior management for further discussion as appropriate.

- Administration of Incentive Plans – The Committee shall administer, as and to the extent provided in the plan documents and upon the recommendation of the CEO, the Company's incentive compensation, stock, bonus and other similar plans and programs established by the Board from time to time, including without limitation establishing guidelines, interpreting plan documents, selecting participants, approving grants and awards, and making all other decisions required to be made by the plan administrator under such plans.

- Executive Compensation and Benefits Plans – The Committee shall review and make recommendations to the Board regarding the adoption of, amendment to, or termination of executive compensation and benefit plans as permitted or required thereunder.

- Succession Planning – The Committee shall annually review and approve the Company's organizational structure, succession plans for executive officers and programs for development of individuals to assume positions of higher responsibility, and periodically report to the Board regarding such matters.

- Proxy Statement Reports – The Committee shall prepare any report required by the rules of the Securities and Exchange Commission to be included in the Company's annual proxy statement.

- Committee Self Assessment – The Committee shall review, discuss and assess at least annually its own performance as well as the Committee role and responsibilities, seeking input from senior management, the full Board and others. Changes in the role and/or responsibilities of the Committee as outlined in this Charter, if any, shall be recommended to the full Board for approval.