

TETRA TECH INC
Form DEF 14A
January 12, 2011

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

Tetra Tech, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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January 11, 2011

DEAR TETRA TECH STOCKHOLDERS:

You are cordially invited to attend the Annual Meeting of Stockholders of Tetra Tech, Inc., which will be held at the Westin Pasadena, 191 N. Los Robles Avenue, Pasadena, California 91101, on Tuesday, March 1, 2011, at 10:00 a.m. Pacific Time.

Details of the business to be conducted at the annual meeting are given in the Notice of Annual Meeting of Stockholders and the proxy statement.

We use the Internet as our primary means of furnishing proxy materials to our stockholders. Stockholders will receive a notice with instructions for accessing the proxy materials and voting via the Internet. The notice also provides information on how stockholders may obtain paper copies of our proxy materials if they so choose. Internet transmission and voting are designed to be efficient, minimize cost and conserve natural resources.

Whether or not you plan to attend the annual meeting, please vote as soon as possible. As an alternative to voting in person at the annual meeting, you may vote via the Internet, by telephone or, if you receive a paper proxy card in the mail, by mailing the completed proxy card. Voting by any of these methods will ensure your representation at the annual meeting.

Thank you for your continued support of Tetra Tech. We look forward to seeing you at the annual meeting.

Dan L. Batrack
Chairman and Chief Executive Officer

Pasadena, California

YOUR VOTE IS IMPORTANT

In order to ensure your representation at the annual meeting, you may submit your proxy and voting instructions via the Internet, by telephone or, if you receive a paper proxy card and voting instructions by mail, you may vote your shares by completing, signing and dating the proxy card as promptly as possible and returning it in the enclosed envelope. Please refer to the section entitled "Voting via the Internet, by Telephone or by Mail" on page 3 of the proxy statement for a description of these voting methods. Under recent regulatory changes, if you have not given your broker specific instructions to do so, your broker will NOT be able to vote your shares with respect to most proposals, including the election of directors and the nonbinding votes on executive compensation and the frequency of voting on compensation. If you do not provide voting instructions via the Internet, by telephone, or by returning a proxy card or voting instruction card, your shares will not be voted with respect to those matters. We strongly encourage you to vote.

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**3475 East Foothill Boulevard
Pasadena, California 91107**

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

To Be Held March 1, 2011

The Annual Meeting of Stockholders of Tetra Tech, Inc., a Delaware corporation, will be held on Tuesday, March 1, 2011, at 10:00 a.m. Pacific Time, at the Westin Pasadena, 191 N. Los Robles Avenue, Pasadena, California 91101, for the following purposes:

- (1) To elect seven members of our Board of Directors;
- (2) To vote on a nonbinding resolution regarding executive compensation;
- (3) To vote on the frequency of nonbinding stockholder votes to approve executive compensation;
- (4) To vote on the amendment of our 2005 Equity Incentive Plan to increase the number of shares of common stock issuable under the Plan by 2,500,00 shares;
- (5) To ratify the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for fiscal year 2011; and
- (6) To act upon such other matters as may properly come before the annual meeting or any adjournments or postponements thereof.

These items of business are more fully described in the proxy statement. The record date for determining those stockholders who will be entitled to notice of, and to vote at, the annual meeting and any adjournments or postponements thereof is January 3, 2011. A list of stockholders entitled to vote at the annual meeting will be available for inspection at our principal executive offices at the address listed above.

Whether or not you plan to attend the annual meeting, please vote as soon as possible. As an alternative to voting in person at the annual meeting, you may vote via the Internet, by telephone or, if you receive a paper proxy card in the mail, by mailing a completed proxy card. For detailed information regarding voting instructions, please refer to the section entitled "Voting via the Internet, by Telephone or by Mail," on page 3 of the proxy statement. You may revoke a previously delivered proxy at any time prior to the annual meeting. If you decide to attend the annual meeting and wish to change your proxy vote, you may do so automatically by voting in person at the annual meeting.

BY ORDER OF THE BOARD OF DIRECTORS

Janis B. Salin

Senior Vice President, General Counsel and Secretary

Pasadena, California
January 11, 2011

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**3475 East Foothill Boulevard
Pasadena, California 91107**

PROXY STATEMENT

These proxy materials are provided in connection with the solicitation of proxies by our Board of Directors. The proxies are for use at our 2011 Annual Meeting of Stockholders, which we will hold at 10:00 a.m. Pacific Time on Tuesday, March 1, 2011, at the Westin Pasadena, 191 N. Los Robles Avenue, Pasadena, California 91101. The proxies will remain valid for use at any meetings held upon adjournment of that meeting.

The Notice of Annual Meeting, this proxy statement and our Annual Report for the fiscal year ended October 3, 2010, have been made available to all stockholders entitled to notice and to vote at the annual meeting. The Annual Report is not incorporated into this proxy statement and is not considered proxy soliciting material. The Annual Report is posted at the following website addresses: www.tetratech.com and www.proxyvote.com.

PURPOSE OF MEETING

The specific proposals to be considered and acted upon at the annual meeting are summarized in the accompanying Notice of Annual Meeting of Stockholders. Each proposal is described in more detail in this proxy statement.

VOTING

Voting Rights

Only stockholders of record of our common stock on January 3, 2011 (the "Record Date"), will be entitled to vote at the annual meeting. Stockholders who hold shares in "street name" may vote at the annual meeting only if they hold a valid proxy from their broker. On the Record Date, there were 61,972,918 shares of common stock outstanding.

A majority of the outstanding shares of common stock entitled to vote at the annual meeting must be present or represented by proxy at the annual meeting in order to have a quorum. Stockholders of record who are present at the meeting in person or by proxy and who abstain from voting, including brokers holding customers' shares of record who cause abstentions to be recorded at the meeting, will be included in the number of stockholders present at the meeting for purposes of determining whether a quorum is present.

Each stockholder of record is entitled to one vote at the annual meeting for each share of common stock held by such stockholder on the record date. In the election of directors, each director must be elected by the vote of the holders of a majority of the votes cast for the election of directors. A majority of the votes cast means that the number of votes cast "for" a director must exceed the number of votes cast

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"against" that director. Stockholders may not cumulate votes in the election of directors. A properly executed proxy marked "withhold authority" with respect to the election of one or more directors will not be voted with respect to the director or directors indicated, although it will be counted for purposes of determining whether there is a quorum. For Proposals 2, 4 and 5, the affirmative vote of the holders of a majority of the shares of common stock present or represented by proxy and entitled to vote on the item will be required for approval. For Proposal 3, a plurality of votes cast will determine the outcome. A properly executed proxy marked "abstain" with respect to any matter, as applicable, will not be voted, although it will be counted for purposes of determining whether there is a quorum. Accordingly, an abstention will have the effect of a negative vote.

For shares held in "street name" through a broker or other nominee, the broker or nominee may not be permitted to exercise voting discretion with respect to some of the matters to be acted upon. Thus, if stockholders do not give their broker or nominee specific instructions, their shares may not be voted on those matters and will not be counted in determining the number of shares necessary for approval. Shares represented by such "broker non-votes" will, however, be counted in determining whether there is a quorum.

If the persons present or represented by proxy at the annual meeting constitute the holders of less than a majority of the outstanding shares of common stock as of the Record Date, the annual meeting may be adjourned to a subsequent date for the purpose of obtaining a quorum. The inspector of elections appointed for the annual meeting will separately tabulate affirmative and negative votes, abstentions and broker non-votes.

Admission to Meeting

You are entitled to attend the annual meeting if you were a stockholder of record or a beneficial owner of our common stock on the Record Date, or you hold a valid legal proxy for the annual meeting. If you are a stockholder of record, you may be asked to present valid picture identification, such as a driver's license or passport, for admission to the annual meeting.

If your shares are registered in the name of a bank or brokerage firm (your record holder), you may be asked to provide proof of beneficial ownership as of the Record Date, such as a brokerage account statement, a copy of the Notice of Internet Availability of Proxy Materials or voting instruction form provided by your bank, broker or other holder of record, or other similar evidence of ownership, as well as picture identification, for admission. If you wish to be able to vote in person at the annual meeting, you must obtain a legal proxy from your brokerage firm, bank or other holder of record and present it to the inspector of elections with your ballot at the annual meeting.

Recommendations of the Board of Directors

Our Board of Directors recommends that you vote:

FOR each of the nominees of the Board of Directors (Proposal No. 1);

FOR the nonbinding advisory resolution regarding executive compensation (Proposal No. 2);

FOR nonbinding stockholder votes once every year to approve executive compensation (Proposal No. 3);

FOR the amendment of our 2005 Equity Incentive Plan (Proposal No. 4); and

FOR the ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for fiscal 2011 (Proposal No. 5).

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Voting via the Internet, by Telephone or by Mail

For stockholders whose shares are registered in their own names, as an alternative to voting in person at the annual meeting, you may vote via the Internet, by telephone or, for those stockholders who receive a paper proxy card in the mail, by mailing a completed proxy card. For those stockholders who receive a Notice of Internet Availability of Proxy Materials (described under "Internet Availability of Proxy Materials" below), the Notice provides instructions on how to access your proxy card, which contains instructions on how to vote via the Internet or by telephone. For those stockholders who receive a paper proxy card, instructions for voting via the Internet or by telephone are set forth on the proxy card. Those stockholders who receive a paper proxy card and voting instructions by mail, and who elect to vote by mail, should sign and return the mailed proxy card in the prepaid and addressed envelope that was enclosed with the proxy materials, and your shares will be voted at the annual meeting in the manner you direct. In the event that you return a signed proxy card on which no directions are specified, your shares will be voted **FOR** each of the nominees of the Board of Directors (Proposal No. 1); **FOR** the approval of the compensation of our named executive officers, as disclosed in this proxy statement pursuant to the compensation disclosure rules of the SEC (Proposal No. 2); **FOR** the option of once every year as the frequency with which stockholders are provided an advisory vote on executive compensation, as disclosed pursuant to the compensation disclosure rules of the SEC (Proposal No. 3); **FOR** the amendment of our 2005 Equity Incentive Plan (Proposal No. 4); **FOR** the ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for fiscal 2011 (Proposal No. 5); and in the discretion of the proxy holders as to any other matters that may properly come before the annual meeting or any postponement or adjournment of the annual meeting.

If your shares are registered in the name of a bank or brokerage firm (your record holder), you will receive instructions from your record holder that must be followed so that your record holder may vote your shares in accordance with your instructions. Many banks and brokerage firms have a process for their beneficial holders to provide instructions via the Internet or over the telephone. If you hold shares through a bank or brokerage firm and wish to be able to vote in person at the annual meeting, you must obtain a legal proxy from your brokerage firm, bank or other holder of record and present it to the inspector of elections with your ballot at the annual meeting.

Revocation of Proxies

You may revoke or change a previously delivered proxy at any time before the annual meeting by delivering another proxy with a later date, by voting again via the Internet or by telephone, or by delivering written notice of revocation of your proxy to our Secretary at our principal executive offices before the beginning of the annual meeting. You may also revoke your proxy by attending the annual meeting and voting in person, although attendance at the annual meeting will not, in and of itself, revoke a valid proxy that was previously delivered. If you hold shares through a bank or brokerage firm, you must contact that bank or brokerage firm to revoke any prior voting instructions. You also may revoke any prior voting instruction by voting in person at the annual meeting if you obtain a legal proxy as described under "Admission to Meeting" above.

INTERNET AVAILABILITY OF PROXY MATERIALS

In accordance with Securities and Exchange Commission ("SEC") rules, we are using the Internet as our primary means of furnishing proxy materials to stockholders. Consequently, most stockholders will not receive paper copies of our proxy materials. We will instead send these stockholders a Notice of Internet Availability of Proxy Materials with instructions for accessing the proxy materials, including our proxy statement and annual report, and voting via the Internet. The Notice of Internet Availability of Proxy Materials also provides information on how stockholders may obtain paper copies of our proxy materials if they so choose. This makes the proxy distribution process more efficient and less costly, and helps conserve natural resources. If you previously elected to receive our proxy materials electronically, these materials will continue to be sent via email unless you change your election.

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The names of persons who are nominees for director and their positions with us are set forth in the table below. The proxy holders intend to vote all proxies received by them for the nominees listed below unless otherwise instructed. The authorized number of directors is presently seven. Each of the current directors has been nominated for election by the Board of Directors upon recommendation of the Nominating and Corporate Governance Committee and has decided to stand for re-election.

Proxies may not be voted for more than seven directors, and stockholders may not cumulate votes in the election of directors. In the event any nominee is unable or declines to serve as a director at the time of the meeting, the proxies will be voted for any nominee who may be designated by the Board of Directors to fill the vacancy, if any. As of the date of this proxy statement, the Board of Directors is not aware that any nominee is unable or will decline to serve as a director. The seven nominees receiving the highest number of affirmative votes of the shares entitled to vote at the meeting will be elected to the Board of Directors to serve until the next annual meeting of stockholders and until their successors have been elected.

No arrangement or understanding exists between any nominee and any other person or persons pursuant to which any nominee was or is to be selected as a director or nominee. The nominees do not have any family relationship among themselves or with any of our executive officers.

The following table presents information concerning the nominees.

Name	Age	Position
Dan L. Batrack	52	Chairman, Chief Executive Officer, President, Director
Hugh M. Grant	74	Director
Patrick C. Haden	57	Director
J. Christopher Lewis	54	Presiding Director
Albert E. Smith	61	Director
J. Kenneth Thompson	59	Director
Richard H. Truly	73	Director

Board Composition, Skills and Experience

We do not expect or intend that each director will have the same background, skills and experience. Rather, we expect that Board members will have a diverse portfolio of backgrounds, skills and experiences. One goal of this diversity is to assist the board as a whole in its oversight and advice concerning our business and operations. Listed below are key skills and experience that we consider important for our directors to have in light of our current business and structure.

Senior Leadership Experience. Directors who have served in senior leadership positions are important to us as they bring experience and perspective in analyzing, shaping and overseeing the execution of important operational and policy issues at a senior level.

Public Company Board Experience. Directors who have served on other public company boards can offer advice and insights with regard to the dynamics and operation of a board of directors; the relations of a board to the CEO and other management personnel; the importance of particular agenda and oversight matters; and oversight of a changing mix of strategic, operational and compliance-related matters.

Business Development and Mergers and Acquisitions (M&A) Experience. Directors who have a background in business development and in M&A transactions can provide insight into developing and implementing strategies for growing our business through combinations with other

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organizations. Useful experience in this area includes analysis of the "fit" of a proposed acquisition with a company's strategy, the valuation of transactions and management's plan for integration with existing operations.

Financial Expertise. Knowledge of financial markets, financing and funding operations, and accounting and financial reporting processes is important because it assists our directors in understanding, advising and overseeing our capital structure, financing and investing activities, financial reporting, and internal control of such activities.

Industry and Technical Expertise. Because we are a provider of consulting, engineering, program management, construction and technical services focusing on water, natural resources, environment, infrastructure and energy, education or experience in these fields is useful in understanding our various services, the potential expansion of those services, and the market segments in which we compete.

Government Expertise. Since approximately 52% of our revenue in fiscal 2010 was derived from U.S. federal government clients, directors who have served in government positions can provide experience and insight into working constructively with government agencies and administrators, and addressing significant public policy issues in areas related to our business and operations.

Business Experience and Qualifications of Nominees

Mr. Batrack joined our predecessor in 1980. He has served as our Chief Executive Officer ("CEO") and a director since November 2005, and was named Chairman in January 2008. He has also served as our President since October 2008. Mr. Batrack has served in numerous capacities over the last 30 years, including project scientist, project manager, operations manager, senior vice president and president of an operating unit. He has managed complex programs for many small and Fortune 500 clients, both in the United States and internationally. Mr. Batrack holds a B.A. degree in Business Administration from the University of Washington.

Mr. Batrack provides to the Board executive leadership and vision, together with an extensive network of client and industry relationships. His thorough knowledge of our business, strategy, people, operations, competition and financial position, as evidenced by our strong growth during his tenure as CEO, provides us with strong leadership focused on long-term performance and stockholder value.

Mr. Grant joined our Board in January 2003. He spent approximately 38 years with Ernst & Young LLP (and its predecessor, Arthur Young & Company) where, among other things, he was Vice-Chairman and Regional Managing Partner of the Western United States, which had 2,000 employees. While at Ernst & Young, Mr. Grant served as the audit partner in charge of several large public companies, including those in the engineering and construction and defense industries. Mr. Grant retired from Ernst & Young in 1996. From 2000 to 2008, he served as a director of IndyMac Bancorp, Inc., the holding company for IndyMacBank, and as a director of IndyMac Bank. He also served on IndyMac's audit, management development and compensation, corporate governance and capital committees during his tenure. Mr. Grant also serves as a director and a member of the audit/finance committees of two non-profit entities.

Mr. Grant has an in-depth understanding of the preparation and analysis of financial statements, and is considered an "audit committee financial expert" under SEC rules, based on his lengthy experience as a certified public accountant practicing public accounting. Mr. Grant's extensive accounting and financial knowledge is an invaluable asset to the Board in its oversight of the integrity of our financial statements and the financial reporting process. In addition, he has leadership and management experience, which is complemented by his prior service as a public company outside director.

Mr. Haden has been a member of our Board since December 1992. From 1987 to August 2010, Mr. Haden served as a general partner of Riordan, Lewis & Haden ("RLH"), a Los Angeles-based private

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equity firm that invests in high-growth middle market enterprises. During his tenure at RLH, he was a director of several portfolio companies. Since 2009, he has served as a director and a member of the audit committee of The Apothecary Shops, an RLH portfolio company. In addition, Mr. Haden has served since 2003 as a director of TCW Strategic Income Fund, Inc., a diversified, closed-end management investment company, and The TCW Funds, a registered investment company. From 2000 to 2008, he served as a director of IndyMac Bancorp, Inc., the holding company for IndyMacBank, and as a director of IndyMac Bank. He also served on IndyMac's strategic planning, information technology and compensation committees during his tenure. Mr. Haden also serves on the board and on various committees of several non-profit organizations. Since August 2010, he has served as the Athletic Director of the University of Southern California.

Mr. Haden brings to the Board his affiliation with a prestigious university, together with his demonstrated abilities in leadership, management and motivation. Through his prior relationship with RLH, he provides significant experience in M&A transactions. Mr. Haden's service as a director of a public company board brings cross-board experience.

Mr. Lewis has been a member of our Board since February 1988. He currently serves as the Presiding Director of our Board and, as such, chairs the executive sessions of the Board meetings. Mr. Lewis co-founded RLH, and has been its Managing Director since 1982. Mr. Lewis currently serves on the Board of maxIT Healthcare, Secure Mission Solutions, IntriPlex Technologies and Silverado Senior Living. From 1999 to 2009, he served as a director of SM&A, a provider of management consulting, proposal management and program support services. Mr. Lewis currently serves as a director, and on the audit and compensation committees, of several privately held companies.

As a Managing Director of a private equity firm, and as a director of several companies, Mr. Lewis brings to the Board significant senior leadership, management, operational and financial experience. He has extensive experience in evaluating new business opportunities, which strengthens our ability to select strategic acquisitions. Mr. Lewis also brings experience as a public company outside director.

Mr. Smith has been a member of our Board since May 2005. He served as Chairman from March 2006 to January 2008, after having served as Vice Chairman since September 2005. Mr. Smith is a former member of the U.S. Secretary of Defense's Defense Science Board, serving from 2002 to 2005. He was an Executive Vice President of Lockheed Martin and President of its Integrated Systems & Solutions business until 2004. From 1999 to 2003, Mr. Smith was Executive Vice President of Lockheed Martin's Space Systems Company. Prior to that, Mr. Smith was President of Government Systems at Harris Corporation. He has also worked for the Central Intelligence Agency, where he received the Intelligence Medal of Merit. Mr. Smith has served as a director of the Curtiss-Wright Corporation, a multinational provider of highly engineered products and services, and as a member of its finance and audit committees, since 2006. He has served as a director of CDI Corporation, a professional services company, and as a member of its finance and compensation committees, since 2008. Mr. Smith also served on the Board of Trustees of Aerospace Corporation from 2005 to 2007.

Mr. Smith has significant executive, management and operational experience, including his leadership roles with us and at Lockheed Martin Corporation. He brings broad knowledge of the federal defense industry, specifically in the areas of aerospace, systems and processes, and the engineering services business. Mr. Smith has an engineering degree, which gives him a technical understanding of our business. In addition, he has experience as a director of other public companies, which positions him to provide his insights into a variety of corporate governance practices and other board functions.

Mr. Thompson joined our Board in April 2007. Since 2000, he has been the President and Chief Executive Officer of Pacific Star Energy, LLC, a private energy investment firm. Mr. Thompson also serves as Managing Director for the Alaska Venture Capital Group, LLC, a private oil and gas exploration firm. From 1998 to 2000, he was the Executive Vice President for ARCO's Asia-Pacific Region. In this role, Mr. Thompson led ARCO's Asia-Pacific operating companies. In previous positions, Mr. Thompson was

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head of ARCO's oil and gas research and technology center and was responsible for global technology strategy and energy technology transfer to more than 20 countries. Mr. Thompson served in various technical and management roles at ARCO from 1974 to 2000. Mr. Thompson has served as a director of Alaska Air Group, Inc., a holding company for Alaska Airlines and Horizon Air Industries, and as a member of its governance/nominating and safety committees, since 1999. He has served as a director of Coeur d'Alene Mines Corporation, and as a member of its governance/nominating, audit and compensation committee, since 2002. Mr. Thompson also serves on the boards, and on various committees, of several non-profit organizations.

Through Mr. Thompson's various executive positions, including the role of CEO, he brings to the Board leadership, risk management, operations, strategic planning, engineering, environmental, safety and regulatory experience. He also brings expertise in mining, our fastest growing commercial sector, and in oil and gas, in which we are expanding our environmental and process engineering practices. Mr. Thompson also has experience as a director of other public companies, which enables him to provide insights into a variety of strategic planning, compensation, finance and governance practices.

Admiral Truly joined our Board in April 2003. He is the former Executive Vice President of Midwest Research Institute ("MRI"). Prior to joining MRI in 1997, Admiral Truly was Vice President of the Georgia Institute of Technology, and Director of the Georgia Tech Research Institute, from 1992 to 1997. From 1989 to 1992, he served as the eighth Administrator of the National Aeronautics and Space Administration ("NASA") under President George H.W. Bush, and prior to that, he had a distinguished career in the U.S. Navy and NASA, retiring from the Navy as Vice Admiral. Admiral Truly was an astronaut with NASA and piloted the *Columbia*, commanded the *Challenger*, and in 1986 led the investigation of the *Challenger* accident. Admiral Truly was awarded the Presidential Citizens Medal, has served on the Defense Policy Board and Army Science Board, and is a member of the National Academy of Engineering. From 2005 to 2010, he served as a director of Xcel Energy, Inc., an electric power and natural gas utility. Admiral Truly also served on Xcel's finance, governance, compensation and nominating, and nuclear environmental and safety committees during his tenure. Since 2005, Admiral Truly has served as a director of Edenspace Systems Corp., Inc., a private company. He also serves on the boards, and on various committees, of several educational and non-profit organizations.

As a retired Vice Admiral of the U.S. Navy, Admiral Truly brings to the Board extensive knowledge of the federal government, particularly the U.S. Department of Defense. The agencies of the Department of Defense are, collectively, our largest client. As the former Administrator of NASA, one of our clients, he brings a broad understanding of NASA's structure, goals and procedures. Admiral Truly also possesses an extensive background in the engineering services business, and his engineering degree gives him a technical understanding of our business. Admiral Truly also has experience serving as a public company outside director.

Chairman Emeritus

Dr. Li-San Hwang has served as our Chairman Emeritus since March 2006. As Chairman Emeritus, Dr. Hwang is invited to attend Board and Board committee meetings, but he does not have voting rights. Chairman Emeritus is an unpaid position; however, we reimburse Dr. Hwang for his attendance-related expenses.

Dr. Hwang joined our predecessor in 1967 and led our acquisition of the Water Management Group of Tetra Tech, Inc., a subsidiary of Honeywell Inc., in March 1988. He served as our Chief Executive Officer from our formation until November 2005. Dr. Hwang has served as an advisor to numerous government and professional society committees and has published extensively in the field of hydrodynamics. He is a graduate of the National Taiwan University, Michigan State University and the California Institute of Technology, holding B.S., M.S. and Ph.D. degrees, respectively, in Civil Engineering, specializing in water resources.

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Independent Directors

Upon recommendation of the Nominating and Corporate Governance Committee, our Board of Directors has determined that, as of the date of this proxy statement, each member of the Board of Directors other than Mr. Batrack is independent under the criteria established by NASDAQ for director independence. The NASDAQ criteria include various objective standards and a subjective test. A member of the Board of Directors is not considered independent under the objective standards if, for example, he is, or at any time during the past three years was, employed by us. Mr. Batrack is not independent because he is an employee.

All members of each of our Audit, Compensation, Nominating and Corporate Governance, and Strategic Planning committees are, as of the date of this proxy statement, independent directors. Mr. Smith, the Chairman of our Strategic Planning Committee, was not independent during fiscal 2010 because he was employed by us until January 2008. In addition, upon recommendation of the Nominating and Corporate Governance Committee, the Board has determined that the members of the Audit Committee meet the additional independence criteria required for audit committee membership under applicable NASDAQ listing standards.

The subjective test under NASDAQ criteria for director independence requires that each independent director not have a relationship which, in the opinion of the Board of Directors, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. The subjective evaluation of director independence by the Board of Directors was made in the context of the objective standards referenced above. In making its independence determinations, the Board of Directors considers the transactions and other relationships between us and each director and his or her family members and affiliated entities. The Board of Directors determined that there were no transactions or other relationships that exceeded NASDAQ objective standards and none would otherwise interfere with the exercise of independent judgment in carrying out the responsibilities of a director.

Corporate Governance

We are committed to excellence in corporate governance and maintain clear policies and practices that promote good corporate governance. Many of these policies and practices are designed to ensure compliance with the listing requirements of NASDAQ and applicable corporate governance requirements, including the following:

The Board has adopted clear corporate governance policies;

A majority of our Board members are independent of us and our management;

The independent members of our Board meet regularly in executive session without the presence of management;

All members of the Board committees are currently independent;

The charters of our Board committees clearly establish their respective roles and responsibilities;

We have a clear Code of Business Conduct that applies to our directors, officers and employees;

We have a hotline available to all employees for the anonymous submission of employee complaints, and all complaints relating to accounting, internal controls or auditing matters go directly to the Chairman of our Audit Committee;

Our Finance Code of Professional Conduct is a code of ethics that applies to our principal executive officer and all members of our finance department, including our principal financial officer and principal accounting officer;

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Our internal audit control function maintains critical oversight over the key areas of our business and financial processes and controls, and reports directly to our Audit Committee; and

We have stock ownership guidelines for our non-employee directors and executive officers.

Key information regarding our corporate governance initiatives can be found on our website, www.tetratech.com, including our Corporate Governance Principles, Code of Business Conduct, Finance Code of Professional Conduct, and charters for each of the committees of our Board. The corporate governance page can be found by clicking on "Corporate Governance" in the Investor Relations section of our website.

Board Leadership Structure

Our Board believes strongly in the value of an independent board of directors. Currently, all directors other than Mr. Batrack are independent. We have established a Presiding Director role with broad authority and responsibility, as described further below. The independent members of the Board also meet regularly without management, which meetings are chaired by the Presiding Director. Mr. Lewis currently serves as the Presiding Director, and Mr. Batrack currently serves as our Chairman and CEO.

The Board believes that it should maintain flexibility to select our Chairman and board leadership structure from time to time. Our policies do not preclude the CEO from also serving as Chairman of the Board. The Board believes that it is currently in our best interest, and that of our stockholders, for Mr. Batrack to serve in both roles. The Board believes this provides an efficient and effective leadership model for our company. Combining the Chairman and CEO roles fosters clear accountability, effective decision-making and alignment on corporate strategy. In light of Mr. Batrack's knowledge of our company and its industry, and his experience successfully navigating us through both strong and challenging periods, his ability to speak as Chairman and CEO provides us with strong unified leadership.

The Board believes the role of Chairman and CEO, together with the role of the Presiding Director, provides an appropriate balance in our leadership. The role given to the Presiding Director helps ensure a strong, independent and active Board.

The Presiding Director has the following roles and responsibilities:

scheduling meetings of the independent directors;

chairing the separate meetings of the independent directors;

serving as principal liaison between the independent directors and the Chairman and CEO on sensitive issues;

communicating from time to time with the Chairman and CEO, and disseminating information to the rest of the Board of Directors as appropriate;

providing leadership to the Board of Directors if circumstances arise in which the role of the Chairman may be, or may be perceived to be, in conflict;

being available, as appropriate, for communication with stockholders; and

overseeing, with the Chairman of the Nominating and Corporate Governance Committee, the annual self-evaluation of the Board of Directors.

The Role of the Board of Directors in Risk Oversight and Management Continuity

We believe that risk is inherent in the pursuit of long-term growth opportunities. Our management is responsible for day-to-day risk management activities. The Board of Directors, acting directly and through its committees, is responsible for the oversight of our risk management. With the oversight of the Board,

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we have implemented an enterprise risk management ("ERM") program with practices and policies designed to help manage the risks to which we are exposed in our business and to align risk-taking appropriately with our efforts to increase stockholder value.

The Strategic Planning Committee is responsible for the oversight of the ERM. Our Vice President of Contract Risk Management reports the status of the ERM to the Strategic Planning Committee on a semi-annual basis. The reports address our risk management effectiveness, those projects that may significantly impact our financial condition, and any new risk issues and mitigation measures that have been implemented.

As part of the overall risk oversight framework, other committees of the Board also oversee certain categories of risk associated with their respective areas of responsibility. For example, the Audit Committee oversees matters related to accounting and financial reporting, financial metrics and measures, liquidity and cash flow, tax and treasury, litigation and claims, and compliance with the Sarbanes-Oxley Act of 2002. The Compensation Committee oversees compensation-related risk management, as discussed further under "Compensation Committee" on page 11 and in the "Compensation Governance" portion of the Compensation Discussion and Analysis on page 31. The Nominating and Corporate Governance Committee is responsible for our Code of Business Conduct; anti-fraud measures; and values, beliefs and transparency.

Each committee reports to the full Board on its activities. In addition, the Board participates in regular discussions among the directors and with our senior management with respect to several core subjects in which risk oversight is an inherent element, including strategy, operations, finance, mergers and acquisitions, and legal matters. The Board of Directors believes that the leadership structure described above under "Board Leadership Structure" facilitates the Board's oversight of risk management because it allows the Board, with leadership from the Presiding Director and working through its committees, including the independent Audit Committee, to participate actively in the oversight of management's actions.

A key responsibility of the Board and our CEO is ensuring that an effective process is in place to provide continuity of leadership over the long term at all levels in the company. Each year, succession planning reviews are held at each business group level, culminating in a full review of senior leadership talent by the independent directors. During this review, the CEO and the independent directors discuss future candidates for senior leadership positions, succession timing for those positions, and development plans for the highest-potential candidates. This process ensures continuity of leadership over the long term, and it forms the basis on which we make ongoing leadership assignments.

Board Meetings and Committees

During our fiscal year ended October 3, 2010, our Board of Directors held eight meetings. During this period, all of the incumbent directors attended or participated in more than 75% of the aggregate of the total number of meetings of the Board and the total number of meetings held by all committees of the Board on which each such director served, during the period for which each such director served. Our directors are strongly encouraged to attend the annual meeting of stockholders, and all of our directors attended last year's annual meeting.

We have four standing committees: the Audit Committee, the Compensation Committee, the Nominating and Corporate Governance Committee and the Strategic Planning Committee. Each of these committees has a written charter approved by the Board of Directors. A copy of each charter can be found by clicking on "Corporate Governance," then "Board Committees" in the Investor Relations section of our

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website at www.tetratech.com. The members of the committees, as of the date of this proxy statement, are identified in the following table.

Director	Audit Committee	Compensation Committee	Nominating and Corporate Governance Committee	Strategic Planning Committee
Hugh M. Grant	Chairman	X	X	
Patrick C. Haden	X	X	Chairman	
J. Christopher Lewis	X	Chairman	X	
Albert E. Smith				Chairman
J. Kenneth Thompson		X	X	X
Richard H. Truly		X	X	X
<i>Audit Committee</i>				

The Audit Committee is responsible for reviewing the financial information that will be provided to stockholders and others; reviewing the system of internal controls that management has established; appointing, retaining and overseeing the performance of our independent registered public accounting firm; overseeing our accounting and financial reporting processes and the audits of our financial statements; and pre-approving audit and permissible non-audit services provided by the independent registered public accounting firm. This committee held five meetings during fiscal 2010. Our Board has determined that Mr. Grant is an "audit committee financial expert" as defined in Item 407(d) of Regulation S-K. Each member of this committee is an independent director and meets each of the other requirements for audit committee members under applicable NASDAQ listing standards.

Compensation Committee

The Compensation Committee's basic responsibility is to review the performance and development of our management in achieving corporate goals and objectives and to assure that our senior executives are compensated effectively in a manner consistent with our strategy, competitive practice, sound corporate governance principles and stockholder interests. Toward that end, this committee oversees, reviews and administers our compensation and equity plans.

The Compensation Committee's responsibilities and duties include an annual review and approval of our compensation strategy to ensure that it promotes stockholder interests and supports our strategic and tactical objectives, and that it provides appropriate rewards and incentives for management and employees, including a review of compensation-related risk management. During fiscal 2010, the Compensation Committee performed these oversight responsibilities and duties by, among other things, reviewing our compensation practices and policies generally, including an evaluation of the design of our executive compensation program, in light of our risk management policies and programs. Additional information regarding the Compensation Committee's risk management review appears in the "Compensation Governance" portion of the Compensation Discussion and Analysis on page 30.

This committee held five meetings during fiscal 2010. Each member is an independent director under the applicable NASDAQ listing standards, an "outside director" as defined in Section 162(m) of the Internal Revenue Code (the "Code"), and a "non-employee director" as defined in Rule 16b-3 under the Securities Exchange Act of 1934.

The Compensation Committee has the exclusive authority and responsibility to determine all aspects of executive compensation packages for executive officers. The Compensation Committee retains and does not delegate any of its exclusive power to determine all matters of executive compensation and benefits, although the CEO, together with the Human Resources staff, present compensation and benefit proposals to the Compensation Committee. For additional information concerning the Compensation Committee's

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processes and procedures for consideration and determination of executive officer compensation, see the "Compensation Discussion and Analysis" section of this proxy statement.

Nominating and Corporate Governance Committee

The Nominating and Corporate Governance Committee is responsible for overseeing, reviewing and making periodic recommendations concerning our corporate governance policies, and for recommending to the full Board candidates for election to the Board of Directors. This committee is also responsible for making recommendations to the full Board regarding the compensation of non-employee directors by means of an annual review of the market practices for non-employee directors for companies in our peer group. The Nominating and Corporate Governance Committee held four meetings during fiscal 2010. Each member is an independent director under applicable NASDAQ listing standards.

Nominees for the Board of Directors should be committed to enhancing long-term stockholder value and must possess a high level of personal and professional ethics, sound business judgment and integrity. The Board of Directors has codified the standards for directors in our Corporate Governance Principles. These Principles provide that the Nominating and Corporate Governance Committee will work with the Board to determine the appropriate characteristics, skills and experiences for the Board as a whole and its individual members with the objective of having a Board with diverse backgrounds and experience. Characteristics expected of all directors include independence, integrity, high personal and professional ethics, sound business judgment, and the ability and willingness to commit sufficient time to the Board. In evaluating the suitability of individual Board members, the Nominating and Corporate Governance Committee takes into account many factors, including general understanding of business development and strategy, risk management, finance, financial reporting and other disciplines relevant to the success of a publicly traded company in today's business environment; understanding of our business and the issues affecting that business; education and professional background; personal accomplishment; and diversity. With regard to diversity, we are committed to considering candidates for the Board regardless of gender, ethnicity and national origin. Final approval of a candidate will be determined by the full Board. The Board will evaluate each individual in the context of the Board as a whole, with the objective of recommending a group that can best perpetuate the success of our business and represent stockholder interests through the exercise of sound judgment using its diversity of experience. The Committee evaluates each incumbent director to determine whether he or she should be nominated to stand for re-election, based on the types of criteria outlined above as well as the director's contributions to the Board during that director's current term.

The brief biographical description of each nominee set forth in the "Business Experience and Qualifications of Nominees" section above includes the primary individual experience, qualifications, attributes and skills of each of our directors that led to the conclusion that each director should serve as a member of the Board of Directors at this time.

In recommending candidates for election to the Board of Directors, our Nominating and Corporate Governance Committee considers nominees recommended by directors, officers and others, using the same criteria to evaluate all candidates. The committee reviews each candidate's qualifications, including whether a candidate possesses any of the specific qualities and skills desirable in certain members of the Board of Directors. Evaluations of candidates generally involve a review of background materials, internal discussions and interviews with selected candidates as appropriate. Upon selection of a qualified candidate, the Nominating and Corporate Governance Committee recommends the candidate for consideration by the full Board of Directors. The committee may engage consultants or third-party search firms to assist in identifying and evaluating potential nominees. To recommend a prospective nominee for the Nominating and Corporate Governance Committee's consideration, stockholders should submit the candidate's name and qualifications to our Secretary in writing at the following address: Tetra Tech, Inc., Attn: Secretary, 3475 E. Foothill Boulevard, Pasadena, California 91107.

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When submitting candidates for nomination to be elected at our annual meeting of stockholders, stockholders must also follow the notice procedures and provide the information required by our bylaws. In particular, for the Nominating and Corporate Governance Committee to consider a candidate recommended by a stockholder for nomination at the 2012 annual meeting, the recommendation must be delivered or mailed to and received by the Secretary at our principal executive offices on or between October 13, 2011 and November 12, 2011 (or, if the 2012 annual meeting is not held within 30 days of the anniversary of the date of the 2011 annual meeting, no later than the tenth day following the date of our public announcement of the date of the 2012 annual meeting). The recommendation must include the same information as is specified in our bylaws for stockholder nominees to be considered at an annual meeting, including the following:

The name and address of the stockholder who intends to make the nomination and of the person to be nominated;

A representation that the stockholder is a record holder of our common stock on the date of such notice and intends to appear in person or by proxy at the meeting to nominate the person specified in the notice;

A description of all arrangements or understandings between the stockholder and the nominee or any other person (naming such person) pursuant to which the nomination is to be made by the stockholder;

Information regarding the nominee that would be required to be included in our proxy statement by the rules of the SEC, including the nominee's age, business experience for the past five years and any other directorships held by the nominee, including directorships held during the past five years; and

The consent of the nominee to serve as a director if so elected.

Strategic Planning Committee

The Strategic Planning Committee is responsible for reviewing management's long-term strategy and making a recommendation to the Board regarding that strategy; reviewing and recommending to the Board certain strategic decisions regarding our exit from existing lines of business and entry into new lines of business; reviewing acquisitions, joint ventures, investments or dispositions of businesses and assets, and the financing of these transactions; reviewing the allocation of corporate resources recommended by management, including their relationship with our long-term business objectives and strategic plans; and assessing the impact of technology on our business strategy and resource allocation. As previously noted, the Strategic Planning Committee is also responsible for the oversight of the ERM. In addition to its semi-annual risk management reviews, this committee held one two-day meeting during fiscal 2010. As of the date of this proxy statement, each member of this committee is an independent director under applicable NASDAQ listing standards. Mr. Smith was not an independent director during fiscal 2010.

Director Compensation

This section provides information regarding the compensation policies for non-employee directors and amounts paid and securities awarded to these directors in fiscal 2010.

During fiscal 2010, cash fees earned by non-employee directors were as follows:

Annual retainer of \$50,000 for serving on the Board of Directors for the year of Board service beginning upon election at the 2010 Annual Meeting of Stockholders;

Additional annual retainer fee of \$15,000 for Mr. Lewis for serving as the Presiding Director and for Mr. Grant for serving as the Chairman of the Audit Committee;

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Additional annual retainer fee of \$5,000 for Messrs. Lewis, Haden and Smith for serving as Chairmen of the Compensation Committee, the Nominating and Corporate Governance Committee and the Strategic Planning Committee, respectively;

Additional fee of \$2,000 per in-person or telephonic Board meeting attended;

Additional fee of \$2,000 per in-person or telephonic Audit Committee meeting attended; and

Additional fee of \$1,500 per in-person or telephonic Compensation Committee, Nominating and Corporate Governance Committee or Strategic Planning Committee meeting attended.

We also reimbursed reasonable out-of-pocket expenses incurred by directors in connection with attending meetings and performing other Board-related services.

The following table shows the cash amounts earned by each non-employee director for his services in fiscal 2010:

Non-Employee Director	Board Member Fees	Board Meeting Fees	Committee Chair and Presiding Director Fees	Committee Meeting Fees	Total Amount Paid
Hugh M. Grant	\$ 50,000	\$ 16,000	\$ 15,000	\$ 23,500	\$ 104,500
Patrick C. Haden	\$ 50,000	\$ 16,000	\$ 5,000	\$ 23,500	\$ 94,500
J. Christopher Lewis	\$ 50,000	\$ 16,000	\$ 20,000	\$ 23,500	\$ 109,500
Albert E. Smith	\$ 50,000	\$ 14,000	\$ 5,000	\$ 1,500	\$ 70,500
J. Kenneth Thompson	\$ 50,000	\$ 16,000	\$ 0	\$ 15,000	\$ 81,000
Richard H. Truly	\$ 50,000	\$ 16,000	\$ 0	\$ 13,500	\$ 79,500

Under our 2003 Outside Director Stock Option Plan, each of our non-employee directors receives an annual grant option to purchase 8,000 shares of our common stock. On March 1, 2010, Messrs. Grant, Haden, Lewis, Smith, Thompson and Truly each received such an option at an exercise price of \$20.28 per share, the fair market value (closing price) of a share of our common stock on the date of grant. Each option vests and becomes exercisable in full on the first anniversary of the grant date if the director has not ceased to be a director prior to such date. Options granted under the 2003 Outside Director Stock Option Plan have a term of ten years measured from the grant date, and vest immediately in full upon certain changes in our control or ownership or upon the optionee's death, disability or retirement while a member of the Board. Although non-employee directors are eligible to participate in our 2005 Equity Incentive Plan, they will receive option grants under only the 2003 Outside Director Stock Option Plan until the termination of that plan.

Each of our non-employee directors also receives an annual award of 1,500 shares of restricted stock under our 2005 Equity Incentive Plan. These shares are awarded concurrently with the annual grants of restricted stock to our executive officers as described in the "Compensation Discussion and Analysis" section of this proxy statement. On November 13, 2009, Messrs. Grant, Haden, Lewis, Smith, Thompson and Truly each received such an award. The shares of restricted stock vest in equal installments over three years beginning as of the award date. The number of vested shares in each installment (from 0% to 140%) is based on the average annual percentage growth in our earnings per share from the base year, using the same calculation that is used to determine the vesting of restricted stock awards to executive officers under the Policy. Accordingly, based on this growth formula, on November 12, 2010, (i) 140% of the third installment of the fiscal 2008 award vested; (ii) 100% of the second installment of the fiscal 2009 award vested; and (iii) 0% of the first installment of the fiscal 2010 award vested. All unvested shares will be forfeited upon a director's departure from the Board. For additional information concerning the vesting of restricted stock, please refer to the "Compensation Discussion and Analysis" section of this proxy statement.

Our non-employee directors receive no other form of remuneration, perquisites or benefits.

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In November 2010, our Board adopted stock ownership guidelines for non-employee directors. These guidelines call for each non-employee director to own shares of our common stock having a value equal to the lesser of three times the non-employee director's regular annual cash retainer or 7,000 shares, with a five-year period to attain that ownership level. Until a director's stock ownership requirement is met, the director must retain at least 75% of "gain shares" resulting from the exercise of a stock option. "Gain shares" means the total number of shares of our common stock that are being exercised, excluding shares that would have been used to satisfy minimum tax withholding obligations had the director been employed by us as a common law employee. In addition to shares of common stock, vested but unexercised stock options and vested shares of restricted stock count in determining stock ownership for purposes of the guidelines. The failure to comply with the stock ownership guidelines will result in the director being required to use one-third of any net annual retainer to purchase shares of our stock. As of November 2010, all of our non-employee directors met the stock ownership guidelines.

The following table provides information as to compensation for services of the non-employee directors during fiscal 2010:

Director Compensation

Non-Employee Director	Fees Earned or Paid in Cash (\$)	Option Awards (\$)⁽¹⁾	Restricted Stock Awards (\$)⁽²⁾	Total (\$)
Hugh M. Grant	104,500	62,240	38,325	205,065
Patrick C. Haden	94,500	62,240	38,325	195,065
J. Christopher Lewis	109,500	62,240	38,325	210,065
Albert E. Smith	70,500	62,240	38,325	171,065
J. Kenneth Thompson	81,000	62,240	38,325	181,565
Richard H. Truly	79,500	62,240	38,325	180,065

(1) The amounts in the Option Awards column represent the aggregate grant date fair values, computed in accordance with Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic 718, of stock option awards issued pursuant to the 2003 Outside Director Stock Option Plan. The grant date fair value of these awards is calculated using the closing price of our common stock on the grant date as if these awards were vested and issued on the grant date. The grant date fair value of the stock option awards granted on March 1, 2010, to each non-employee director was \$7.78 per share. There can be no assurance that these grant date fair values will ever be realized by the non-employee directors. For information regarding the number of stock options held by each non-employee director as of October 3, 2010, see the column "Stock Options Outstanding" in the table below.

(2) The amounts in the Restricted Stock Awards column represent the aggregate grant date fair values, computed in accordance with FASB ASC Topic 718, of restricted stock awards issued pursuant to the 2005 Equity Incentive Plan. The grant date fair value of these awards is calculated using the closing price of our common stock on the grant date as if these awards were vested and issued on the grant date. The grant date fair value of the restricted stock awards granted on November 13, 2009, to each non-employee director was \$25.55 per share. There can be no assurance that these grant date fair values will ever be realized by the non-employee directors. For information regarding the number of shares of unvested restricted stock held by each non-employee director as of October 3, 2010, see the column "Unvested Restricted Stock Outstanding" in the table below.

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Each of the non-employee directors owned the following number of stock options and shares of unvested restricted stock as of October 3, 2010.

Non-Employee Director	Stock Options Outstanding	Unvested Restricted Stock Outstanding
Hugh M. Grant	56,000	3,000
Patrick C. Haden	32,000	3,000
J. Christopher Lewis	77,460	3,000
Albert E. Smith	59,917	4,166
J. Kenneth Thompson	26,500	3,000
Richard H. Truly	40,000	3,000

Stockholder Communications with the Board of Directors

Stockholders may communicate with our Board of Directors through our Secretary by sending an email to bod@tetratech.com or by writing to the following address: Board of Directors, c/o Secretary, Tetra Tech, Inc., 3475 E. Foothill Boulevard, Pasadena, California 91107. Stockholders also may communicate with our Compensation Committee through our Secretary by sending an email to compensationcommittee@tetratech.com, or by writing to the following address: Compensation Committee, c/o Secretary, Tetra Tech, Inc., 3475 E. Foothill Boulevard, Pasadena, California 91107. Our Secretary will forward all correspondence to the Board of Directors or the Compensation Committee, except for spam, junk mail, mass mailings, job inquiries, surveys, business solicitations or advertisements, or patently offensive or otherwise inappropriate material.

Recommendation of the Board of Directors

Our Board of Directors recommends that the stockholders vote **FOR** the election of each of the nominees listed in this proxy statement.

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PROPOSAL NO. 2

NONBINDING VOTE ON EXECUTIVE COMPENSATION

As required under the newly enacted Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (the "Dodd-Frank Act"), our Board of Directors is submitting a "Say on Pay" proposal for stockholder consideration. While the vote on executive compensation is nonbinding and solely advisory in nature, our Board of Directors and the Compensation Committee value the opinion of our stockholders and will review the voting results and seek to determine the causes of any significant negative voting result to better understand issues and concerns not previously presented. Stockholders who want to communicate with the Board of Directors or management should refer to "Stockholder Communications with the Board of Directors" on page 16 of this proxy statement for additional information.

Executive compensation is an important matter for our stockholders. The core of our executive compensation philosophy and practice continues to be to pay for performance. Our executive officers are compensated in a manner consistent with our strategy, competitive practice, sound corporate governance principles, and stockholder interests and concerns. We believe our compensation program is strongly aligned with the long-term interests of our stockholders. Compensation of our executive officers is designed to enable us to attract and retain talented and experienced senior executives to lead us successfully in a competitive environment.

Our named executive officers are identified on page 30, and the compensation of the named executive officers is described on pages 30 to 57, including the Compensation Discussion and Analysis ("CD&A") on pages 30 to 45. The CD&A section of this proxy statement provides additional details on our executive compensation, including our compensation philosophy and objectives and the fiscal 2010 compensation of the named executive officers.

We are asking stockholders to vote on the following resolution:

"RESOLVED, that Tetra Tech's stockholders approve, on an advisory basis, the compensation of Tetra Tech's named executive officers as disclosed in Tetra Tech's proxy statement for the 2011 Annual Meeting of Stockholders pursuant to the compensation disclosure rules of the Securities and Exchange Commission (which disclosure includes the Compensation Discussion and Analysis, the Summary Compensation Table for fiscal 2010 and the other related tables and disclosures)."

As indicated above, the stockholder vote on this resolution will not be binding on us or the Board of Directors, and will not be construed as overruling any decision by us or the Board. The vote will not be construed to create or imply any change to our fiduciary duties or those of the Board, or to create or imply any additional fiduciary duties for us or the Board.

Vote Required

The affirmative vote of a majority of the shares of our common stock present or represented by proxy and voting at the annual meeting is required for approval of this proposal. If you own shares through a bank, broker or other holder of record, you must instruct your bank, broker or other holder of record how to vote in order for them to vote your shares so that your vote can be counted on this proposal.

Recommendation of the Board of Directors

The Board of Directors recommends that the stockholders vote **FOR** Proposal No. 2.

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PROPOSAL NO. 3

**NONBINDING VOTE REGARDING THE FREQUENCY OF VOTING ON
EXECUTIVE COMPENSATION**

Under the Dodd-Frank Act, we are also required to seek a nonbinding advisory stockholder vote regarding the frequency of submission to stockholders of a "Say on Pay" advisory vote such as Proposal No. 2. The Dodd-Frank Act specifies that stockholders be given the opportunity to vote on our executive compensation programs either annually, every two years or every three years. Although this vote is advisory and nonbinding, our Board of Directors will review voting results and give serious consideration to the outcome of such voting.

Our Board of Directors recognizes the importance of receiving regular input from our stockholders on important issues such as our compensation programs. Our Board also believes that a well-structured compensation program should include plans that drive creation of stockholder value over the long-term, and that it should receive advisory input from our stockholders each year. Accordingly, as indicated below, the Board recommends that you vote in favor of an annual advisory vote on our compensation programs.

Stockholders may cast their vote on their preferred voting frequency by choosing the option of one year, two years, three years or abstain from voting when voting in response to the resolution set forth below:

"RESOLVED, that the option of once every one year, two years or three years that receives the highest number of votes cast for this resolution will be determined to be the preferred frequency with which Tetra Tech is to hold a stockholder vote to approve the compensation of the named executive officers, as disclosed pursuant to the compensation disclosure rules of the Securities and Exchange Commission (which disclosure shall include the Compensation Discussion and Analysis, the Summary Compensation Table for fiscal 2010 and the other related tables and disclosures)."

The option of one year, two years or three years that receives the highest number of votes cast by stockholders will be the frequency for the advisory vote on executive compensation that has been selected by stockholders. However, as indicated above, the stockholder vote on the frequency of nonbinding stockholder votes to approve executive compensation will not be binding on us or the Board, and will not be construed as overruling any decision by us or the Board. The vote will not be construed to create or imply any change to our fiduciary duties or those of the Board, or to create or imply any additional fiduciary duties for us or the Board.

Recommendation of the Board of Directors

The Board of Directors recommends that the stockholders vote **FOR** the option of **once every year** as the frequency with which stockholders are provided an advisory vote on executive compensation, as disclosed pursuant to the compensation disclosure rules of the SEC.

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PROPOSAL NO. 4

APPROVAL OF AMENDMENT OF THE 2005 EQUITY INCENTIVE PLAN

We are requesting that stockholders approve the amendment of the Tetra Tech, Inc. 2005 Equity Incentive Plan (the "EIP"), which amendment was approved by the Board of Directors on November 7, 2010, subject to stockholder approval. The EIP was approved by stockholders at the 2006 annual meeting. A copy of the EIP is attached to this proxy statement as Appendix A. The description of the EIP set forth below is a summary and so is qualified by reference to the complete text of the EIP.

General

In March 2006, our stockholders originally approved the adoption of the EIP and a share reserve of 3,000,000 shares plus the remaining shares under our 2002 Stock Option Plan. The EIP amended, restated and renamed the 2002 Stock Option Plan. In February 2009, our stockholders approved an amendment to the EIP to add 2,500,000 shares. We are requesting that stockholders approve the November 7, 2010 amendment of the EIP to increase the overall share reserve by 2,500,000 shares because:

Additional shares are necessary to attract new employees and executives, including those employees and executives of prospective acquisitions;

Additional shares are needed to further the goal of retaining and motivating existing personnel; and

The grants of stock options and awards of restricted stock are integral components of our compensation policy.

Our Board of Directors has adopted guidelines with respect to awards under the EIP that are set forth in our Executive Compensation Policy (the "Policy"). Under those guidelines:

The grants of stock options and awards of restricted stock in a fiscal year should not exceed 2% of the outstanding shares of our common stock as of the last business day of the prior fiscal year, although the Compensation Committee has discretion to increase this amount in the event of special circumstances, such as an acquisition;

A reserve of at least 10% of the shares available for distribution each fiscal year will be held outside the normal annual distribution for special needs such as hiring and retention that occur during that year; and

The grants of stock options and awards of restricted stock to executive officers in a fiscal year should not exceed 0.9% of the outstanding shares of our common stock as of the last day of the prior fiscal year.

Our Compensation Committee typically grants stock option grants and awards restricted stock in November of each year, following the completion of our fiscal year and the review of our performance. The following grants and awards were made in 2008, 2009 and 2010:

	November 2008		November 2009		November 2010	
	Options	Restricted Stock	Options	Restricted Stock	Options	Restricted Stock
Executive Officers and Non-Employee Directors*	257,900	76,345	304,024	88,258	357,249	84,606
Other Employees	725,300		728,200		655,600	
Total	983,200	76,345	1,032,224	88,258	1,012,849	84,606

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*

As indicated under "Director Compensation" above, non-employee directors receive restricted stock awards under the EIP, but receive stock option grants under the 2003 Outside Director Stock Option Plan.

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The stock option grants to employees below the executive officer level demonstrate our strong commitment to align not just executive compensation, but employee compensation generally, with our long-term stock performance and stockholders' interests. To date, we have limited employee restricted stock awards to executive officers and non-employee directors.

As of September 26, 2008, September 25, 2009, and October 1, 2010, the last business day of each of the last three fiscal years, the number of outstanding shares of common stock was 59,868,980, 61,257,264 and 61,754,905, respectively.

The 2,500,000 shares to be added to the EIP pursuant to the amendment of the EIP, in combination with the remaining authorized shares and shares added back into the plan from forfeitures, is expected to satisfy our equity compensation needs through the November 2012 grants.

The EIP contains the following important features:

Repricing of stock options is prohibited unless stockholder approval is obtained;

Stock options and stock appreciation rights ("SARs") must be granted with an exercise price that is not less than 100% of the fair market value on the date of grant;

The maximum term of stock options and SARs is eight years;

The EIP has a fixed number of shares authorized for issuance. It is not an "evergreen" plan;

No more than 1,000,000 shares in the aggregate may be awarded as restricted stock, restricted stock units ("RSUs"), unrestricted grants of shares or other full-value awards;

The period of restriction for restricted stock and RSUs, if time-based, may not be less than three years and, if based on performance objectives, may not be less than one year; and

The EIP is intended to restrict the "recycling" of shares, so shares exchanged or withheld to pay the purchase or exercise price of an award or to satisfy tax withholding obligations count against the numerical limits of the EIP.

As of January 3, 2011, the fair market value of a share of our common stock was \$25.36.

Share Reserve

Shares originally authorized under the EIP (3,000,000 plus remaining shares under the 2002 Stock Option Plan) on March 6, 2006 (adoption date)	3,586,216
Shares added by February 2009 amendment of the EIP	+2,500,000
Shares granted (less available cancellations) and shares expired from March 6, 2006 through December 1, 2010 under the EIP	-5,417,737

Remaining shares available for grant as of December 1, 2010 (and estimated to be available on March 1, 2011) under the EIP

	668,479
Shares being requested by November 7, 2010 amendment of the EIP	+2,500,000

Total shares available for grant under the EIP (as amended on November 7, 2010) 3,168,479

As of the end of fiscal 2010, we had 5,239,240 options outstanding with a weighted average exercise price of \$20.35 and a weighted average remaining contractual term of 4.9 years.

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If the amendment of the EIP is approved, the aggregate number of shares of our common stock that will be available for issuance under the EIP would increase to 3,168,479 shares, based on the estimates set forth above. If awards granted under the EIP are forfeited or terminate before being exercised, then the shares underlying those awards will again become available for awards under the EIP.

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As indicated above, no more than 1,000,000 shares in the aggregate may be awarded as restricted stock, RSUs, unrestricted grants of shares or other full-value awards under the EIP. No participant in the EIP may be granted awards during any fiscal year with respect to more than 1,000,000 shares.

In the event of any dividend or distribution payable in shares, or any stock split, reverse stock split, combination or reclassification of shares, the Compensation Committee will make appropriate adjustments to the number of shares and kind of shares or securities issuable under the EIP (on both an aggregate and per-participant basis). In addition, appropriate adjustments will be made to each outstanding award, to the award limit set forth in the preceding paragraph, and to the exercise price of outstanding options and stock appreciation rights.

Administration

The Compensation Committee administers the EIP, and has complete discretion, subject to the provisions of the EIP, to select the employees and other participants to receive awards under the EIP, and determine the type, size and terms of the awards to be made to each individual selected. The Compensation Committee will also determine the time when the awards will be granted and the duration of any applicable exercise and vesting period, including the criteria for exercisability and vesting.

Eligibility and Types of Awards under the EIP

The EIP permits the granting of stock options, restricted stock, RSUs and SARs. Our employees (including employee directors and executive officers), non-employee directors and consultants are eligible to participate in the EIP. As of December 1, 2010, approximately 12,000 employees (including employee directors and executive officers) and six non-employee directors were eligible to participate in the EIP.

Options

The Compensation Committee may grant nonqualified stock options or incentive stock options under the EIP, and may provide for time-based vesting or vesting upon satisfaction of performance goals and/or other conditions. Unless otherwise provided by the Compensation Committee, stock options become exercisable in four equal annual installments commencing on the first anniversary of the date of grant, provided that the recipient's service has not terminated. The stock option exercise price is established by the Compensation Committee and must be at least 100% of the per share fair market value of our common stock on the date of grant. Repricing of stock options is prohibited unless stockholder approval is obtained. Unless the Compensation Committee provides for earlier expiration, stock options will expire eight years after the date of grant. Unless otherwise provided by the Compensation Committee, unvested stock options will expire upon termination of the optionee's service with us, and vested stock options will expire three months following a termination for any reason other than death or disability, and 12 months following a termination for death or disability.

The exercise price must be paid at the time the shares are purchased. Consistent with applicable laws, regulations and rules, payment of the exercise price of a stock option may be made in cash, by surrendering or attesting to previously acquired shares of our common stock, or by any other method that the Compensation Committee deems appropriate.

Restricted Stock

The Compensation Committee may award restricted stock under the EIP and determine the number of shares associated with each award. Unless otherwise determined by the Compensation Committee, participants are not required to pay any consideration to us at the time of award. The Compensation Committee may determine the number of shares covered by each restricted stock award, and may provide for time-based vesting or vesting upon satisfaction of performance goals and/or other conditions. The period of restriction, if time-based, may not be less than three years, and if performance-based, may not be

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less than one year. When the restricted stock award conditions are satisfied, then the participant is vested in the shares and has complete ownership of the shares. If a participant's termination of service occurs before the end of the period of restriction, or any performance objectives are not achieved by the end of the applicable measurement period, then we have the right to require forfeiture of such shares if issued at no cost or to repurchase unvested shares from the participant at their original issuance price or other stated or formula price.

RSUs

The Compensation Committee may award RSUs under the EIP. Participants are not required to pay any consideration to us at the time of grant of a RSU. The Compensation Committee may determine the number of shares covered by each RSU award, and may provide for time-based vesting or vesting upon satisfaction of performance goals and/or other conditions. The period of restriction, if time-based, may not be less than three years and, if performance-based, may not be less than one year. When the participant satisfies the vesting conditions of the RSU award, we will deliver to the participant the number of shares specified in the award, or cash equal to the fair market value of the underlying shares, to settle the vested RSUs. If a participant's termination of service occurs before the end of the period of restriction, or any performance objectives are not achieved by the end of the applicable measurement period, then the RSUs granted under the award will be forfeited.

SARs

The Compensation Committee may grant SARs under the EIP, and determine the number of shares covered by each SAR. The Compensation Committee may provide for time-based vesting or vesting upon satisfaction of performance goals and/or other conditions. Unless otherwise provided by the Compensation Committee, SARs become exercisable in four equal annual installments commencing on the first anniversary of the date of grant, provided that the recipient's service has not terminated. The SAR base price is established by the Compensation Committee and must be at least 100% of the per share fair market value of our common stock on the date of grant. Unless the Compensation Committee provides for earlier expiration, SARs will expire eight years after the date of grant. Unless otherwise provided by the Compensation Committee, unvested SARs will expire upon termination of the participant's service with us and vested SARs will expire three months following a termination for any reason other than death or disability, and 12 months following a termination for death or disability.

Upon exercise of a SAR, the participant will receive payment from us in an amount determined by multiplying (a) the difference between (i) the fair market value of a share on the date of exercise and (ii) the exercise price times (b) the number of shares with respect to which the SAR is exercised. SARs must be paid in shares of our common stock.

Performance Goals

Awards under the EIP may be made subject to performance conditions as well as time-vesting conditions. Such performance conditions may be established and administered in accordance with the requirements of Section 162(m) of the Internal Revenue Code ("Section 162(m)") for awards intended to qualify as "performance-based compensation" thereunder. To the extent that performance conditions under the EIP are applied to awards intended to qualify as performance-based compensation under Section 162(m), such performance conditions must utilize one or more objective measurable performance goals as determined by the Compensation Committee based upon one or more factors, including, but not limited to: (i) achieving a target level of revenue and/or revenue, net of subcontractor costs; (ii) achieving a target level of income from operations; (iii) achieving a target level of net income; (iv) achieving a target level of earnings per share; (v) achieving a target return on our capital, assets or stockholders' equity; (vi) maintaining or achieving a target level of appreciation in our stock price; (vii) achieving or maintaining a stock price that meets or exceeds the performance of stock market indices or other benchmarks;

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(viii) achieving a level of stock price, earnings or income performance that meets or exceeds performance in comparable areas of peer companies; (ix) achieving specified cost reductions; (x) achieving improvements in collection of outstanding accounts receivable or reductions in write-offs; (xi) achieving a target days sales outstanding level; and (xii) achieving a target level of cash flow from operations.

Change in Control

Unless otherwise provided in the applicable award agreement, outstanding stock options, restricted stock, RSUs and SARs will vest and become immediately exercisable or payable in full in the event of a change in control, which generally consists of one or more of the following events:

An acquisition by any person of beneficial ownership of securities representing 50% or more of the combined voting power of our voting securities (on one date or during any 12-month period);

The consummation of a merger, reorganization or consolidation, if our stockholders (together with any trustee or fiduciary acquiring securities under any benefit plan) do not own more than 50% of the combined voting power of the merged company's then-outstanding securities (other than a recapitalization in which no person acquires more than 50% of the combined voting power of our outstanding securities);

During any two consecutive years, individuals who at the beginning of such period constitute the board cease to constitute at least a majority of the board (excluding any board member whose appointment is approved by at least a majority of the then-incumbent directors, other than in connection with an actual or threatened proxy contest); or

A sale of all or substantially all of our assets (other than a sale to an entity in which our stockholders own 50% or more of the voting securities of such entity).

Amendment and Termination

The Board of Directors may amend the EIP at any time and for any reason, provided that any such amendment will be subject to stockholder approval to the extent stockholder approval is required by applicable laws, regulations or rules. The EIP will terminate on the earliest to occur of (i) the date that is ten years after our stockholders approve the EIP; (ii) the date on which all shares available for issuance under the EIP have been issued as fully vested shares; or (iii) the date determined by the Board. The termination or amendment of the EIP will not impair the rights or obligations of any participant under any award previously made under the EIP without the participant's consent.

New Plan Benefits

All awards to directors, executive officers, employees and consultants are made at the discretion of the Compensation Committee. Therefore, the benefits and amounts that will be received or allocated under

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the amended EIP are not determinable at this time. The following table is for illustrative purposes only and provides certain summary information concerning equity awards made in fiscal 2010.

Name and Principal Position	Number of Options Granted	Average Per Share Exercise Price of Options (\$)	Number of Shares of Restricted Stock Granted
Dan L. Batrack Chairman, Chief Executive Officer and President	70,000	25.55	30,000
David W. King Executive Vice President and Chief Financial Officer	27,500	25.55	5,000
Donald I. Rogers, Jr. Senior Vice President and President of Remediation and Construction Management	35,543	25.55	7,110
Douglas G. Smith Senior Vice President and President of Engineering and Architecture Services	24,318	25.55	4,864
Ronald J. Chu Senior Vice President and President of Technical Support Services	29,413	25.55	5,884
Executive Officer Group	304,024	25.55	79,258
Non-Employee Director Group	48,000	20.28	9,000
Non-Executive Officer Employee Group	728,200	25.55	

Federal Income Tax Consequences

The following is a brief summary of the federal income tax consequences applicable to awards granted under the EIP based on federal income tax laws in effect on the date of this proxy statement.

This summary is not intended to be exhaustive and does not address all matters which may be relevant to a particular participant based on his or her specific circumstances. The summary expressly does not discuss the income tax laws of any state, municipality or non-U.S. taxing jurisdiction, or the gift, estate, excise (including the rules applicable to deferred compensation under Internal Revenue Code Section 409A) or other tax laws other than federal income tax law. The following is not intended or written to be used, and cannot be used, for the purposes of avoiding taxpayer penalties. Because individual circumstances may vary, we advise all participants to consult their own tax advisors concerning the tax implications of awards granted under the EIP.

A recipient of a stock option or SAR will not have taxable income upon the grant of the stock option or SAR. For nonstatutory stock options and SARs, the participant will recognize ordinary income upon exercise in an amount equal to the difference between the fair market value of the shares and the exercise price on the date of exercise. Any gain or loss recognized upon any later disposition of the shares generally will be a capital gain or loss.

The acquisition of shares upon exercise of an incentive stock option will not result in any taxable income to the participant, except, possibly, for purposes of the alternative minimum tax. The gain or loss recognized by the participant on a later sale or other disposition of such shares will either be long-term capital gain or loss or ordinary income, depending upon whether the participant holds the shares for the legally required period (currently two years from the date of grant and one year from the date of exercise). If the shares are not held for the legally required period, the participant will recognize ordinary income equal to the lesser of (i) the difference between the fair market value of the shares on the date of exercise and the exercise price, or (ii) the difference between the sales price and the exercise price.

For stock grant awards, unless vested or the participant elects to be taxed at the time of grant, the participant will not have taxable income upon the grant, but upon vesting will recognize ordinary income

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equal to the fair market value of the shares at the time of vesting less the amount paid for such shares (if any). Any gain or loss recognized upon any later disposition of the shares generally will be a capital gain or loss.

A participant is not deemed to receive any taxable income at the time an award of RSUs is granted. When vested RSUs (and dividend equivalents, if any) are settled and distributed, the participant will recognize ordinary income equal to the amount of cash and/or the fair market value of shares received less the amount paid for such RSUs (if any).

At the discretion of the Compensation Committee, the EIP allows a participant to satisfy his or her tax withholding requirements under federal and state tax laws in connection with the exercise or receipt of an award by electing to have shares withheld, and/or by delivering to us already-owned shares of our common stock.

If the participant is an employee or former employee, the amount the participant recognizes as ordinary income in connection with an award is subject to withholding taxes (generally not applicable to incentive stock options) and we are allowed a tax deduction equal to the amount of ordinary income recognized by the participant, provided that Section 162(m) contains special rules regarding the federal income tax deductibility of compensation paid to certain employees under Section 162(m).

Equity Compensation Plan Information

The following table provides information as of October 3, 2010 with respect to the shares of our common stock that may be issued under our existing equity compensation plans under which awards may be granted. All of our existing plans have been approved by our stockholders. All of our employees are eligible to participate in the Employee Stock Purchase Plan (the "ESPP") and the EIP.

	A	B	C
	Number of Securities to be Issued Upon Exercise of Outstanding Options ⁽¹⁾	Weighted Average Exercise Price of Outstanding Options	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column A)
Equity Compensation Plans Approved by Stockholders ⁽²⁾	5,239,240	\$ 20.35	3,572,475 ⁽³⁾

(1) Excludes purchase rights under our ESPP for the purchase right period that commenced on January 1, 2010 and ended on December 31, 2010.

(2) Consists of the EIP, the 2003 Outside Director Stock Option Plan and the ESPP. Does not include shares we are proposing to add to the EIP pursuant to Proposal No. 4.

(3) As of October 3, 2010, an aggregate of 1,757,791; 70,000; and 1,744,684 shares of common stock were available for issuance under the EIP, the 2003 Outside Director Stock Option Plan and the ESPP, respectively. As of fiscal 2010 year end, only 527,915 of these shares remained available for full-value awards.

Vote Required

The affirmative vote of a majority of the shares of our common stock present or represented by proxy and voting at the annual meeting is required for approval of this proposal.

Recommendation of the Board of Directors

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The Board of Directors recommends that the stockholders vote **FOR** the approval of the amendment of the Tetra Tech, Inc. 2005 Equity Incentive Plan.

Table of Contents**PROPOSAL NO. 5****RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM****General**

We are asking our stockholders to ratify the Audit Committee's appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for fiscal year 2011. In the event the stockholders fail to ratify the appointment, the Audit Committee will reconsider this appointment. Even if the appointment is ratified, the Audit Committee, in its discretion, may direct the appointment of a different independent registered public accounting firm at any time during the year if the Audit Committee determines that such a change would be in our and our stockholders' best interests.

PricewaterhouseCoopers LLP has audited our consolidated financial statements annually since fiscal year 2004. Representatives of PricewaterhouseCoopers LLP are expected to be present at the annual meeting, and they will have an opportunity to make a statement if they desire to do so. It is also expected that those representatives will be available to respond to appropriate questions.

Principal Accountant Fees and Services

The following is a summary of the fees billed or expected to be billed to us by PricewaterhouseCoopers LLP for professional services rendered for the fiscal years ended October 3, 2010 and September 27, 2009.

Fee Category	Fiscal 2010 Fees	Fiscal 2009 Fees
Audit Fees	\$ 2,135,861	\$ 2,255,489
Audit-Related Fees		\$ 58,075
Tax Fees	\$ 722,540	\$ 109,183
All Other Fees	\$ 3,000	\$ 3,000
Total Fees	\$ 2,861,401	\$ 2,425,747

Audit Fees. Consists of fees billed for professional services rendered for the integrated audit of our consolidated financial statements and our internal control over financial reporting, for review of the interim consolidated financial statements included in quarterly reports, and for services that are normally provided by PricewaterhouseCoopers LLP in connection with statutory and regulatory filings or engagements.

Audit-Related Fees. In fiscal 2010, there were no audit-related fees. In fiscal 2009, these fees were related to due diligence procedures on an acquisition.

Tax Fees. Consists of fees billed for professional services for tax compliance, tax advice, tax planning and tax returns. These services include assistance regarding federal, state and international tax compliance; assistance with tax reporting requirements, tax returns and audit compliance; mergers and acquisitions tax compliance; and tax advice on international and state tax matters. None of these services were provided under contingent fee arrangements.

All Other Fees. These fees were associated with an annual license fee for software used by management in performing technical research.

Policy on Audit Committee Pre-Approval of Audit and Permissible Non-Audit Services of Independent Registered Public Accounting Firm

The Audit Committee's policy is to pre-approve all audit and permissible non-audit services to be provided by the independent registered public accounting firm, subject to limited discretionary authority

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granted to our CEO. These services may include audit services, audit-related services, tax services and other services. Pre-approval is generally detailed as to the particular service or category of services and is generally subject to a specific budget. The independent registered public accounting firm and management are required to periodically report to the Audit Committee regarding the extent of services provided by the independent registered public accounting firm in accordance with this pre-approval, and the fees for the services performed to date. The Audit Committee may also pre-approve particular services on a case-by-case basis.

Vote Required

The affirmative vote of a majority of the shares of our common stock present or represented by proxy and voting at the annual meeting is required for approval of this proposal.

Recommendation of the Board of Directors

The Board of Directors recommends that the stockholders vote **FOR** the ratification of the appointment of PricewaterhouseCoopers LLP to serve as our independent registered public accounting firm for fiscal year 2011.

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OWNERSHIP OF SECURITIES

The following table sets forth information known to us with respect to beneficial ownership of our common stock at December 1, 2010 by:

All those persons known by us to own beneficially 5% or more of our common stock;

Each director and nominee;

Our CEO, Chief Financial Officer ("CFO") and the three most high compensated executive officers (other than the CEO and CFO) named in the table entitled "Summary Compensation Table" below (the "named executive officers"); and

All directors and executive officers as a group.

Beneficial ownership is determined under the rules of the SEC and generally includes voting or investment power with respect to securities. Except as indicated in the footnotes to this table and pursuant to applicable community property laws, to our knowledge the persons named in the table below have sole voting and investment power with respect to all shares of common stock beneficially owned. The number of shares beneficially owned by each person or group as of December 1, 2010 includes shares of common stock that such person or group had the right to acquire on or within 60 days after December 1, 2010, including, but not limited to, upon the exercise of options. References to options in the footnotes of the table below include only options to purchase shares that were exercisable on or within 60 days after December 1, 2010. For each individual and group included in the table below, percentage ownership is calculated by dividing the number of shares beneficially owned by such person or group by the sum of the 61,834,691 shares of common stock outstanding on December 1, 2010 plus the number of shares of common stock that such person or group had the right to acquire on or within 60 days after December 1, 2010. Unless otherwise stated, the business address of each of our directors, nominees and executive officers listed in the table below is c/o Tetra Tech, Inc., 3475 E. Foothill Boulevard, Pasadena, California 91107.

Name of Beneficial Owner	Number of Shares Beneficially Owned	Percentage Owned
BlackRock, Inc. ⁽¹⁾	4,815,396	7.8
Baron Capital Group, Inc. ⁽²⁾	4,401,578	7.1
Invesco Ltd. ⁽³⁾	4,071,294	6.6
Dan L. Batrack ⁽⁴⁾	278,940	*
Ronald J. Chu ⁽⁵⁾	47,873	*
Hugh M. Grant ⁽⁶⁾	54,000	*
Patrick C. Haden ⁽⁷⁾	28,200	*
David W. King ⁽⁸⁾	125,079	*
J. Christopher Lewis ⁽⁹⁾	103,978	*
Donald I. Rogers, Jr. ⁽¹⁰⁾	123,429	*
Albert E. Smith ⁽¹¹⁾	74,587	*
Douglas G. Smith ⁽¹²⁾	77,154	*
J. Kenneth Thompson ⁽¹³⁾	25,500	*
Richard H. Truly ⁽¹⁴⁾	38,000	*
All directors and executive officers as a group (19 persons) ⁽¹⁵⁾	1,864,534	3.0

*
Less than 1%

(1) All information regarding share ownership is taken from and furnished in reliance upon the Schedule 13G, dated as of January 20, 2010, filed by BlackRock, Inc., whose address is 40 East 52nd Street, New York, New York 10022.

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- (2) All information regarding share ownership is taken from and furnished in reliance upon the Schedule 13G, dated as of February 12, 2010, jointly filed by Baron Capital Group, Inc., BAMCO, Inc., Baron Capital Management, Inc. and Ronald Baron. The address of these entities and Mr. Baron is 767 Fifth Avenue, 49th Floor, New York, New York 10153.
- (3) All information regarding share ownership is taken from and furnished in reliance upon the Schedule 13G/A, dated as of February 10, 2010, jointly filed by Invesco PowerShares Capital Management LLC, Invesco AIM Advisors, Inc., and Invesco PowerShares Capital Management Ireland Ltd. The address of these entities is 1555 Peachtree Street NE, Atlanta, Georgia 30309.
- (4) Includes options to purchase 170,411 shares.
- (5) Includes options to purchase 33,730 shares.
- (6) Includes options to purchase 48,000 shares.
- (7) Includes options to purchase 24,000 shares. The business address of Mr. Haden is c/o University of Southern California Athletic Department, Heritage Hall 203A, 3501 Watt Way, Los Angeles, California 90089.
- (8) Includes options to purchase 108,750 shares.
- (9) Includes options to purchase 69,460 shares. The business address of Mr. Lewis is c/o Riordan, Lewis & Haden, 10900 Wilshire Boulevard, Suite 850, Los Angeles, California 90024.
- (10) Includes options to purchase 98,561 shares.
- (11) Includes options to purchase 47,730 shares.
- (12) Includes options to purchase 33,240 shares.
- (13) Includes options to purchase 18,500 shares. The business address of Mr. Thompson is 1120 Huffman Rd., Suite 24 PMB203, Anchorage, Alaska 99515.
- (14) Includes options to purchase 32,000 shares.
- (15) Includes options to purchase 1,359,553 shares.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Securities Exchange Act requires our executive officers, directors and persons who beneficially own more than 10% of our common stock to file reports of ownership and changes in ownership with the SEC. These persons are required to provide us with copies of all Section 16(a) forms they file. Based solely on our review of these forms and written representations from the executive officers and directors, we believe that all Section 16(a) filing requirements were met during fiscal 2010.

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EXECUTIVE COMPENSATION AND RELATED INFORMATION

Compensation Discussion and Analysis

Introduction

The following discussion describes and analyzes Tetra Tech's compensation program for its named executive officers. Tetra Tech's named executive officers for fiscal 2010 are the CEO, the CFO and the three most highly compensated executive officers (other than the CEO and CFO) who were serving as executive officers at the end of fiscal 2010. The named executive officers are Dan L. Batrack, Chairman and CEO; David W. King, Executive Vice President and CFO; Donald I. Rogers, Jr., Senior Vice President and President of Remediation and Construction Management ("RCM"); Douglas G. Smith, Senior Vice President and President and Engineering and Architecture Services ("EAS"); and Ronald J. Chu, Senior Vice President and President of Technical Support Services ("TSS").

In this Compensation Discussion and Analysis ("CD&A"), we first provide an *Executive Summary* with highlights of the CD&A. Next, we cover Tetra Tech's *Compensation Philosophy and Objectives*. We then discuss the *Compensation Process* the Compensation Committee follows in deciding how to compensate Tetra Tech's named executive officers, and provide a brief overview of the *Compensation Components* of Tetra Tech's compensation program. Finally, we engage in a detailed discussion and analysis of the Compensation Committee's November 2009 decisions about the named executive officers' *Fiscal 2010 Compensation*, and summarize the Compensation Committee's November 2010 decisions regarding *Fiscal 2011 Compensation*.

Executive Summary

Compensation Governance. The core of Tetra Tech's executive compensation philosophy continues to be pay for performance, and the framework includes the compensation governance features discussed below:

Tetra Tech's executive officers have no employment agreements. In addition, there are no guaranteed bonuses, special pension arrangements, matching contributions or preferential or above-market interest on deferred compensation, or special severance arrangements, other than change in control agreements described in the "Potential Payments Upon Termination or Change in Control" section of this proxy statement. Further, the executive officers have limited perquisites.

The CEO has been compensated below the median of Tetra Tech's peer group since he started serving as CEO in 2005.

Tetra Tech's Compensation Committee is comprised solely of independent directors that, as noted in "Stockholder Communications with the Board of Directors" on page 16 of this proxy statement, have established effective means for communicating with stockholders regarding their executive compensation ideas and concerns.

The Compensation Committee's independent compensation consultant, Towers Watson, is retained by the Committee to review executive compensation, and performs no other consulting or other services for Tetra Tech.

The Compensation Committee's review and approval of Tetra Tech's compensation strategy includes a review of compensation-related risk management. In this regard, the Committee reviews Tetra Tech's compensation programs, including the annual variable cash incentive plan and the long-term, equity-based incentive awards. The Committee does not believe that this compensation program creates risks that are reasonably likely to have a material adverse effect on Tetra Tech.

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Tetra Tech's compensation philosophy and related governance features are complemented by several specific elements designed to align Tetra Tech's executive compensation with long-term stockholder interests, including:

stock ownership guidelines for Tetra Tech's non-employee directors and executive officers, as described further on pages 14 and 35, respectively;

a cap, as a percentage of base salary, of 202% for the CEO bonus and 118% for the CFO and each Group President bonus, under the annual variable cash incentive plan; and

prohibitions on executive officers engaging in any speculative transactions in Tetra Tech securities, including engaging in short sales, engaging in transactions in put options, call options or other derivative securities, engaging in any other forms of hedging transactions, holding Tetra Tech's securities in a margin account or pledging Tetra Tech securities as collateral for a loan.

Executive Compensation Philosophy. Tetra Tech's executive officers are compensated in a manner consistent with Tetra Tech's strategy, competitive practice, sound compensation governance principles, and stockholder interests and concerns. The core of Tetra Tech's executive compensation philosophy continues to be to pay for performance, as discussed in greater detail below.

Tetra Tech's Fiscal 2010 Financial Performance and Executive Compensation.

In fiscal 2010, Tetra Tech's operating results improved compared to fiscal 2009 despite continuing difficult economic conditions. Although revenue declined by 4%, revenue, net of subcontractor costs, and operating income increased by 5% and 2%, respectively. Tetra Tech's diluted earnings per share declined 13% compared to fiscal 2009; however, excluding fiscal 2009 tax benefits, fiscal 2010 diluted earnings per share increased by 2%. Cash from operations in fiscal 2010 was \$106.8 million, compared to \$198.2 million (including a tax refund of \$39.8 million) in fiscal 2009. Further, at the end of fiscal 2010, Tetra Tech's backlog had increased by 17% from fiscal 2009.

Set forth below are tables that display each named executive officer's variable cash incentive compensation, long-term equity incentive compensation, and total direct compensation (annual base salary, variable cash incentive and long-term equity incentive amounts) for fiscal 2010 as compared to fiscal 2009.

Tetra Tech's variable cash incentive awards for the named executive officers are determined and paid under its Executive Compensation Plan ("ECP") and the related Policy, which are consistent with Tetra Tech's core philosophy to pay for performance. For executive officers other than the Group Presidents, including the CEO and CFO, cash incentive awards are based on Tetra Tech's overall performance in the fiscal year, together with the executive officer's individual performance. For Group Presidents, these awards are based upon the performance of each officer's respective business group, together with that officer's individual performance. For the corporate or group component, as applicable, the awards are determined by comparing performance to target, and by comparing the targets to the previous year's actual results, in four categories: (i) gross revenue; (ii) operating income; (iii) cash flow; and (iv) backlog. The method of calculation is specifically described on page 38. Variable cash incentive awards for fiscal 2010 under the ECP and the Policy for the named executive officers other than the CEO ranged from 42% to 80% of the named executive officer's annual base salary, while the target for each such officer was 70% of base salary. For the CEO, the award was 152% of his annual base salary, while his target was 120% of base salary.

With respect to equity incentive awards in fiscal 2010, Tetra Tech granted stock options and awarded restricted stock to the named executive officers. The stock options had time-based vesting at the rate of 25% per year and no performance conditions. The vesting of the restricted stock (with each share being considered equivalent to 2.5 stock options) is solely based on performance, as described

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below. As in prior years, the Compensation Committee believed that for fiscal 2010, the combination of $\frac{2}{3}$ time-based stock options and $\frac{1}{3}$ performance-based restricted stock offered a total long-term equity incentive opportunity aligned with stockholder interests, with the appropriate balance of risk, performance and retention.

Financial Performance for Fiscal 2010 Compared to Fiscal 2009

The tables below set forth the financial metrics used for determining the variable cash incentive awards for fiscal 2010, as compared to fiscal 2009. Tetra Tech does not disclose backlog targets for its business groups. As noted above, the CEO and CFO awards are based on the overall Tetra Tech results, and Group President awards are based on the results of their respective business groups. The results shown below include the impact of acquisitions in the respective fiscal year.

Tetra Tech

	Fiscal 2010	Fiscal 2009
Gross Revenue	\$ 2,201,232	\$ 2,287,484
% of Target	92%	106%
Operating Income	\$ 124,474	\$ 121,890
% of Target	93%	101%
Cash Flow	\$ 106,814	\$ 198,248
% of Target	134%	377%
Backlog	\$ 1,853,660	\$ 1,583,333
% of Target	109%	87%

RCM

	Fiscal 2010	Fiscal 2009
Gross Revenue	\$ 759,088	\$ 951,604
% of Target	73%	88%
Operating Income	\$ 33,651	\$ 38,156
% of Target	66%	57%
Cash Flow	\$ 31,064	\$ 36,316
% of Target	63%	66%

EAS

	Fiscal 2010	Fiscal 2009
Gross Revenue	\$ 294,112	\$ 299,691
% of Target	102%	88%
Operating Income	\$ 12,194	\$ 13,599
% of Target	80%	57%
Cash Flow	\$ 13,026	\$ 14,429
% of Target	81%	66%

TSS

	Fiscal 2010	Fiscal 2009
Gross Revenue	\$ 527,697	\$ 522,748
% of Target	105%	111%
Operating Income	\$ 39,186	\$ 37,584
% of Target	120%	117%
Cash Flow	\$ 39,455	\$ 37,605
% of Target	121%	109%

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Named Executive Officers	Fiscal 2010		Fiscal 2009	
	Variable Cash Incentive Award		Variable Cash Incentive Award	
Dan L. Batrack	\$	960,000	\$	924,000
David W. King	\$	320,000	\$	385,000
Donald I. Rogers, Jr.	\$	150,000	\$	250,000
Douglas G. Smith	\$	200,000	\$	150,000
Ronald J. Chu	\$	225,000	\$	205,000

Base Salaries

Named Executive Officers	Fiscal 2010		Fiscal 2009	
	Base Salary		Base Salary	
Dan L. Batrack	\$	630,000	\$	550,000
David W. King	\$	428,000	\$	418,000
Donald I. Rogers, Jr.	\$	356,000	\$	341,700
Douglas G. Smith	\$	329,000	\$	322,875
Ronald J. Chu	\$	283,000	\$	275,000

Equity Awards

Named Executive Officers	Fiscal 2010		Fiscal 2009	
	Equity Award Grant Value		Equity Award Grant Value	
Dan L. Batrack	\$	1,445,500	\$	738,050
David W. King	\$	394,500	\$	280,700
Donald I. Rogers, Jr.	\$	526,428	\$	220,836
Douglas G. Smith	\$	360,160	\$	194,546
Ronald J. Chu	\$	435,642	\$	185,810

Total Direct Compensation

Named Executive Officers	Fiscal 2010		Fiscal 2009	
	Total Direct Compensation		Total Direct Compensation	
Dan L. Batrack	\$	3,075,403	\$	2,244,130
David W. King	\$	1,186,276	\$	1,113,670
Donald I. Rogers, Jr.	\$	1,048,491	\$	820,376
Douglas G. Smith	\$	931,460	\$	697,954
Ronald J. Chu	\$	981,253	\$	682,243

Compensation decisions and other details are discussed in the remainder of this CD&A.

Compensation Philosophy and Objectives

The Compensation Committee believes that the compensation programs for Tetra Tech's named executive officers should be designed to attract, motivate and retain talented executives responsible for

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Tetra Tech's success and should be determined within a framework that rewards performance. Within this overall philosophy, the Compensation Committee's objectives continue to be:

to offer a total compensation program that is flexible to adapt to evolving regulatory requirements and changing economic and social conditions, and takes into consideration the compensation practices of peer companies;

to provide annual variable cash incentive awards based on Tetra Tech's achievement of designated financial and non-financial objectives; and

to align the financial interests of executive officers with those of stockholders by providing appropriate long-term, equity-based incentives and retention awards that encourage a culture of performance consistent with established stock ownership guidelines.

The core of Tetra Tech's executive compensation philosophy continues to be pay for performance.

There are three major components of the compensation of Tetra Tech's named executive officers: base salary, variable cash incentive awards, and long-term, equity-based incentive awards. Consistent with Tetra Tech's philosophy to pay for performance, the weighting among the three major components is structured toward the variable cash incentive awards and long-term equity-based incentives, such that 60% or more of the aggregate value of the three major components for each named executive officer for fiscal 2010 is variable compensation, as more specifically shown below:

Named Executive Officers	Fiscal 2010 Total Direct Compensation	Variable Compensation as a % of Total Direct Compensation
Dan L. Batrack	\$ 3,075,403	78%
David W. King	\$ 1,186,276	60%
Donald I. Rogers, Jr.	\$ 1,048,491	65%
Douglas G. Smith	\$ 931,460	60%
Ronald J. Chu	\$ 981,253	67%

To supplement this philosophy, no executive officer has an employment agreement. Further, there are no guaranteed bonuses, special pension arrangements, matching contributions or preferential or above-market interest on deferred compensation, or special severance agreements other than the change in control agreements described below. Lastly, Tetra Tech provides limited perquisites to named executive officers.

As noted above, a core element of Tetra Tech's compensation philosophy is to align the interests of executive officers with those of stockholders by providing appropriate long-term incentives. To further this goal, Tetra Tech implemented a policy on November 7, 2010 regarding minimum ownership of shares by Tetra Tech's executive officers. These ownership guidelines call for the CEO to own shares of Tetra Tech's common stock having a value equal to the lesser of at least three times the CEO's base salary or 90,000 shares; for the CFO to own shares having a value equal to at least two times the CFO's base salary or 40,000 shares; and for each other executive officer to own shares having a value equal to the lesser of at least one times the executive officer's base salary or a number of shares determined by dividing the officer's base salary at the end of fiscal 2010 by the closing price of Tetra Tech's common stock on the last business day of fiscal 2010. Until an executive officer's stock ownership requirement is met, the executive officer must retain at least 75% of "gain shares" resulting from the exercise of a stock option or vesting of a restricted stock award. With respect to stock options, "gain shares" means the total number of shares of common stock that are being exercised less the number of shares, if any, used in the case of a cashless exercise to pay for the exercise price. With respect to a restricted stock award, "gain shares" means the total number of shares of common stock subject to any such equity award that vest. Gain shares do not include shares of common stock that are used to satisfy tax withholding obligations for federal and state

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income and employment taxes on any gain attributable such an award. Each executive officer has five years from the later of the date of such officer's appointment or the date of adoption of the guidelines to attain the required ownership level. In addition to shares of common stock, vested but unexercised stock options and vested shares of restricted stock count in determining stock ownership for purposes of the guidelines. The failure to comply with the stock ownership guidelines will result in the executive officer being required to use one-third of any net annual cash bonus to purchase shares of Tetra Tech stock. As of November 2010, all of Tetra Tech's executive officers met the stock ownership guidelines.

Consistent with statutory requirements, including the Sarbanes-Oxley Act of 2002, and the principles of responsible oversight, and depending upon the specific facts and circumstances of each situation, the Compensation Committee would review performance-based compensation where a restatement of financial results for a prior performance period could affect the factors determining payment of an incentive award.

Compensation Process

For fiscal 2010, the Compensation Committee began its process of deciding how to compensate Tetra Tech's named executive officers by considering the competitive market data provided by Towers Watson, with respect to the CEO, and Analytical/FMI ("Analytical"), an independent consultant, with respect to the CEO and other named executive officers. The Compensation Committee also considered the market data provided by Tetra Tech's human resources staff. The market data included information from peer company public disclosures and an industry-specific survey provided by Analytical. This was used to identify a list of 20 companies that comprised Tetra Tech's peer companies (the "Peer Companies"). The Peer Companies consisted of major engineering, consulting and construction companies that had median gross revenue of \$3.4 billion. For fiscal 2010, the Peer Companies were as follows:

AECOM Technology Corporation	ICF International, Inc.
Arcadis US	Jacobs Engineering Group, Inc.
Black & Veatch Corporation	Kleinfelder Engineering
Burns & Roe Enterprises, Inc.	M.A. Mortenson Company
Camp Dresser & McKee, Inc.	Parsons Brinckerhoff, Inc.
CH2M Hill Companies Ltd.	Parsons Corporation
Fluor Corporation	The Shaw Group, Inc.
Foster Wheeler Corporation	Turner Construction Company
Granite Construction, Inc.	Tutor Perini Corporation
HDR, Inc.	URS Corporation

To the extent of available information, the positions and compensation levels of Tetra Tech's named executive officers were compared to those of their counterpart positions at the Peer Companies, and the compensation levels for comparable positions at the Peer Companies were examined for guidance in determining base salaries, variable cash incentive awards, total cash compensation and long-term, equity-based incentive awards.

In making its annual compensation decisions for all named executive officers, the Compensation Committee considered the value of each item of compensation that the executives are eligible for, both separately and in the aggregate. Consistent with Tetra Tech's philosophy, the weighting among the three major components concentrates on variable cash incentive awards and long-term, equity-based incentive awards.

The Compensation Committee retains and does not delegate any of its exclusive power to determine all matters of executive compensation and benefits, although the CEO and Tetra Tech's human resources staff present industry-specific competitive market data, proposals and recommendations to the Compensation Committee. Further, the Compensation Committee and the Audit Committee jointly

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determine the compensation of the CFO. The Compensation Committee reports to the Board of Directors on the major items covered at each Compensation Committee meeting. Towers Watson works directly with the Compensation Committee (and not on behalf of management) to assist the Compensation Committee in satisfying its responsibilities with respect to the CEO. Towers Watson will undertake no projects for management except at the request of the Compensation Committee chairman and in the capacity of the Compensation Committee's agent where such projects are in direct support of the Compensation Committee's charter.

In determining executive compensation, the Compensation Committee also considers the possible tax consequences to Tetra Tech and its executives. In November 2008, the Compensation Committee implemented the ECP with respect to current and future executive officers, and to "covered employees" under Section 162(m). The Compensation Committee also awards shares of restricted stock under the EIP, the vesting of which is based on the achievement of growth in Tetra Tech's earnings per share. The variable cash incentive awards paid under the ECP and the shares of restricted stock awarded under the EIP are intended to comply with the exception for performance-based compensation under Section 162(m).

The Compensation Committee considers the accounting consequences to Tetra Tech of different compensation decisions and the impact on stockholder dilution. However, neither of these factors by itself will compel a particular compensation decision.

The Compensation Committee annually grants long-term, equity-based incentive awards to executive officers under the EIP after the close of the prior fiscal year and the review and evaluation of each executive officer's performance. For example, the fiscal 2010 awards were granted in November 2009, following the determination of Tetra Tech's financial performance in the fiscal year ended September 27, 2009. The Compensation Committee's policy is to grant these equity awards following the public release of Tetra Tech's fourth quarter and fiscal year results.

Compensation Components

The three major elements of Tetra Tech's executive officer compensation are: (i) base salary; (ii) variable cash incentive awards; and (iii) long-term, equity-based incentive awards. Similar to the practice of many Peer Companies, for retention purposes, Tetra Tech has shifted towards increasing executive officer base salaries to the median of the applicable peer group. In addition, Tetra Tech uses performance-based cash awards, together with restricted stock with performance-based vesting and stock options with time-based vesting. In special circumstances, restricted stock with time-based vesting will be awarded.

The Compensation Committee remains committed to the philosophy that a majority of the named executive officers' total compensation be comprised of variable, performance-based incentives that are tied to an increase in stockholder value. As noted above and as reflected in the "Summary Compensation Table," for the named executive officers in fiscal 2010, between 60% and 78% of actual total compensation was variable and performance-based.

Fiscal 2010 Compensation

Base Salary. Based on the Peer Companies data, the Compensation Committee concluded that base salaries have been generally consistent with or slightly trailed median competitive practice. Accordingly, and in light of general economic conditions, the Compensation Committee made minor adjustments to the annual base salaries of the named executive officers, other than the CEO, for fiscal 2010. In doing so, the Compensation Committee took into account the period of time the executive officers had been in their

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respective positions, their responsibilities and their historical performance. Effective November 21, 2009, the annual base salaries of the named executive officers were increased as follows:

Named Executive Officer	Fiscal 2010 Base Salary	Fiscal 2009 Base Salary	% Increase
David W. King	428,000	418,000	2.4
Donald I. Rogers, Jr.	356,000	341,700	4.2
Douglas G. Smith	329,000	322,875	1.9
Ronald J. Chu	283,000	275,000	2.9

For details regarding the CEO's base salary, please see the "CEO Compensation" section below.

Variable Cash Incentive Awards. The Compensation Committee believes that a significant portion of the annual cash compensation of each named executive officer should be in the form of variable cash incentive pay. Typically, the pay philosophy is to target annual cash compensation at the mean of the Peer Companies, with the opportunity to earn annual incentives in excess of that level based on achieving performance superior to the objectives set by the Compensation Committee. As explained below, annual cash incentives are paid to reward the achievement of specified operating, financial, strategic and individual measures, and goals that are expected to contribute to stockholder value creation over time.

The annual cash incentive awards for the named executive officers for fiscal 2010 were determined under the ECP and the Policy with reference to Tetra Tech's achievement of its fiscal 2010 objectives for the corporation as a whole and for each of its business groups, established financial performance criteria and the executive's individual contribution. The financial performance goals were consistent with the goals set forth in Tetra Tech's fiscal 2010 Annual Operating Plan ("AOP"), as approved by the Board of Directors.

For each named executive officer, the cash incentive awards under the ECP and the Policy are calculated by multiplying the individual's annual base salary at fiscal year-end by the individual's target award percentage, and multiplying the result by a corporate/group performance factor ("CPF") and an individual performance factor ("IPF"), as follows:

$$\text{BONUS} = \text{BASE} \times \text{TARGET AWARD \%} \times \text{CPF} \times \text{IPF}$$

The CPF, determined by the Compensation Committee following a recommendation by the CEO (other than with respect to himself), has a range of 0 to 1.4 with a target of 1.0 based on achievement of key performance and financial objectives. The CPF for corporate officers other than the Group Presidents is based on Tetra Tech's overall performance in the fiscal year. The CPF for the Group Presidents is based upon the performance of their respective business groups. In each case, actual fiscal 2010 performance is compared to fiscal 2010 target in the categories of (i) gross revenue, (ii) operating income, (iii) cash flow, and (iv) backlog. The Compensation Committee may elect to "zero" the CPF if results are significantly below expected targets or a manageable event negatively and severely impacted stockholder value.

Specifically, for each metric, the Committee reviewed fiscal 2010 performance as a percentage of the target and determined an award percentage (from 1.0 to 1.4). To reduce the effect of current year acquisitions, the calculation for each performance category in a business group that had acquisitions in the fiscal year was run both with and without the effect of such acquisitions on the group. The results were then averaged to determine the preliminary CPF. The CPF was then increased or decreased depending upon the growth level of the applicable AOP targets. This "growth factor" was determined by comparing the targets to the previous year's actual results. The Committee then applied a factor (from 0.9 for less than 5% growth to 1.2 for greater than 15% growth) for each metric based on the growth of that metric from fiscal 2009 actual to fiscal 2010 AOP. The results were then averaged to determine the final CPF. This process is illustrated below for each of the named executive officers.

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The IPF, determined by the Compensation Committee following a recommendation by the CEO (other than with respect to himself), has a range of 0 to 1.2 with a target of 1.0 for expected contribution level. The IPF for the CFO is determined jointly by the Audit Committee and Compensation Committee, giving strong consideration to the Audit Committee's assessment of the strength of Tetra Tech's internal financial controls and the accuracy and appropriateness of its financial reporting.

The CEO evaluates and scores each executive officer based on performance categories including contribution to the successful achievement of fiscal 2010 operational goals, leadership at Tetra Tech in his or her area of responsibility, strategic planning, and the implementation of corporate objectives. In fiscal 2010, such objectives were as follows:

Maintaining high standards in business ethics;

Maintaining high standards in customer service;

Maturing Tetra Tech's organizational structure;

Developing a three-year strategic plan that achieves value creation objectives;

Further implementing the contract management process to minimize risk and surprises;

Improving key management metrics and reporting;

Improving corporate-wide marketing functions and processes;

Winning key/targeted program competitions;

Further implementing Tetra Tech's enterprise resource planning system migration plan;

Identifying succession candidates for all executive positions;

Targeting corporate general and administrative expense to not exceed a specified percentage of gross revenue;

Reducing legal and risk management insurance expense while maintaining service levels; and

Providing a safe and healthy workplace for employees.

The minimum performance threshold for each of the CPF and the IPF is 0.6. Accordingly, the achievement of less than 60% in either the CPF or IPF would result in the elimination of the executive officer's bonus. Notwithstanding the above, the Compensation Committee has the discretion to adjust specific performance bonus amounts when deemed to be in the interests of the stockholders.

For fiscal 2010, a target award percentage was established for each named executive officer. The following table sets forth the target award percentage and the maximum award possible as a percentage of fiscal 2010 base salary for each such named executive officer, other than the CEO, under the Policy.

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Named Executive Officer	Minimum Bonus as a % of Base Salary	Target Award (%)	Maximum Bonus as a % of Base Salary (%)
David W. King	0	70	118
Donald I. Rogers, Jr.	0	70	118
Douglas G. Smith	0	70	118
Ronald J. Chu	0	70	118

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The Compensation Committee determined that the CPF for Mr. King would be 1.06 after averaging the final award % for the four metrics. This calculation is illustrated below:

Metric	Actual FY 2010 as a % of Target FY 2010	Award % (0-1.4)	Actual FY 2010 vs. Target FY 2010 as a % of Actual FY 2009	Revised Award % (0-1.4)
Gross Revenue	92	0.92	5	0.92
Operating Income	93	0.93	10	1.02
Cash Flow	134	1.34	-60	1.21
Backlog	109	1.09	7	1.09
				=1.06

Following consideration of Mr. Batrack's recommendation, the Compensation Committee and Audit Committee jointly determined that Mr. King should receive an IPF of 1.01. Mr. Batrack noted that Mr. King is responsible for Tetra Tech's finance, accounting, information technology, management information systems and shared services groups. During fiscal 2010, Tetra Tech's back office systems became more comprehensive, resulting in an overall lower risk to Tetra Tech. In addition, Mr. King increasingly participated in investor meetings on behalf of Tetra Tech.

The Compensation Committee determined that the CPF for Mr. Rogers would be 0.75 after averaging the final award % for the four metrics. This calculation is illustrated below:

Metric	Actual FY 2010 as a % of Target FY 2010	Award % (0-1.4)*	Actual FY 2010 vs. Target FY 2010 as a % of Actual FY 2009	Revised Award % (0-1.4)
Gross Revenue	73	.73	9	.73
Operating Income	66	.62	33	.75
Cash Flow	63	.58	37	.70
Backlog	69	.69	44	.83
				=0.75

*

After acquisition adjustment

Following consideration of Mr. Batrack's recommendation, the Compensation Committee determined that Mr. Rogers should receive an IPF of 0.90. Mr. Batrack noted that Mr. Rogers manages RCM, Tetra Tech's largest business group by revenue in fiscal 2010, which is responsible for all of Tetra Tech's major construction projects. In part due to the significant downturn in the U.S. federal construction market, RCM's results were significantly below its AOP in revenue and profit.

The Compensation Committee determined that the CPF for Mr. Smith would be 0.91 after averaging the final award % for the four metrics. This calculation is illustrated below:

Metric	Actual FY 2010 as a % of Target FY 2010	Award % (0-1.4)	Actual FY 2010 vs. Target FY 2010 as a % of Actual FY 2009	Revised Award % (0-1.4)
Gross Revenue	102	1.02	-4	0.92
Operating Income	80	.80	12	0.88
Cash Flow	81	.81	11	0.89
Backlog	106	1.06	3	0.95
				=0.91

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Following consideration of Mr. Batrack's recommendation, the Compensation Committee determined that Mr. Smith should receive an IPF of 0.95. Mr. Batrack noted that Mr. Smith had facilitated the transitioning of the EAS operating units to Tetra Tech's enterprise resource management system, and to all other Tetra Tech systems and procedures. He also initiated the use of EAS-wide engineering standard protocols and supporting systems. Further, Mr. Smith coordinated with Tetra Tech's other business groups in pursuing and performing work on joint projects.

The Compensation Committee determined that the CPF for Mr. Chu would be 1.08 after averaging the final award % for the four metrics. This calculation is illustrated below:

Metric	Actual FY 2010 as a % of Target FY 2010	Award % (0-1.4)*	Actual FY 2010 vs. Target FY 2010 as a % of Actual FY 2009	Revised Award % (0-1.4)
Gross Revenue	105	1.04	-4	0.94
Operating Income	120	1.20	-13	1.08
Cash Flow	121	1.20	-13	1.08
Backlog	117	1.10	14	1.21
				=1.08

*

After acquisition adjustment

Following consideration of Mr. Batrack's recommendation, the Compensation Committee determined that Mr. Chu should receive an IPF of 1.05. Mr. Batrack noted that Mr. Chu led the growth of all TSS operating units in fiscal 2010. He also made significant progress in aligning TSS' operations into market-focused units, and was successful on several marketing fronts.

Based on the above analysis, cash incentive payments for fiscal 2010 pursuant to the ECP and the Policy to the named executive officers (other than the CEO) were as follows. Such payments reflected the discretion of the Compensation Committee.

Named Executive Officer	Fiscal 2010 Base Salary	Target Award Percentage	Corporate Performance Factor	Individual Performance Factor	Cash Incentive Award	Award as a % of Cash Compensation
David W. King	\$ 428,000	70	1.06	1.01	\$ 320,000	43%
Donald I. Rogers, Jr.	\$ 356,000	70	0.75	0.90	\$ 150,000	30%
Douglas G. Smith	\$ 329,000	70	0.91	0.95	\$ 200,000	38%
Ronald J. Chu	\$ 283,000	70	1.08	1.05	\$ 225,000	44%

Long-Term, Equity-Based Incentive Awards. The goal of Tetra Tech's long-term, equity-based incentive awards is to align the interests of named executive officers with stockholders and to provide each named executive officer with an incentive to manage Tetra Tech from the perspective of an owner with an equity stake in the business. Specifically, long-term incentive awards are designed to:

reward financial performance and encourage the achievement of long-term sustained growth of stockholder value;

aid in the retention of key executives;

balance the effect of market dynamics on equity compensation;

take into consideration the effect of equity award expense on Tetra Tech performance; and

foster executive officer stock ownership for purposes of compliance with the stock ownership guidelines.

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The Compensation Committee annually grants these awards to executive officers after the close of the fiscal year and the review and evaluation of each executive officer's performance. The Compensation Committee determines the size of the long-term, equity-based incentives according to each named executive officer's position with Tetra Tech, and sets a level it considers appropriate to create a meaningful opportunity for reward predicated on increasing stockholder value. In addition to the appropriate consideration of the competitive market data, the Compensation Committee takes into account an individual's performance history, the CEO's recommendations for awards other than his own, the value of existing vested and unvested outstanding equity awards, an individual's potential for future responsibility and promotion, and competitive total compensation targets for the individual's position and level of contribution, Tetra Tech's performance during the past fiscal year and the executive's expected impact on Tetra Tech's three-year strategic plan.

Tetra Tech typically starts with an equity award pool of approximately 1,000,000 shares for company-wide grants. Of that amount, approximately 300,000 shares are allocated to all executive officers, with approximately 170,000 shares allocated to the Group Presidents. The equity pool for Group Presidents is divided among them by determining three equally weighted factors: (i) the business group's contribution to Tetra Tech's overall operating income; (ii) the group's contribution to Tetra Tech's overall net income; and (iii) the risk factor applied to the group. The risk factor is determined by the CEO based upon the difficulty of attaining performance targets and the contribution of the Group President to his group's business.

The Compensation Committee's philosophy for the annual equity grants is that approximately 66% of the total value of grants be in stock options, which have value only if Tetra Tech's share price increases over the option term. The balance consists of shares of restricted stock, which have value if Tetra Tech achieves certain financial performance goals over the three-year vesting schedule as described below. The Compensation Committee selected restricted stock because the shares increase the named executive officer's equity interest in Tetra Tech, which is in direct alignment with stockholder interests. Further, the performance factor for vesting is growth in earnings per share which, like the variable cash incentive award factors discussed above, aligns with Tetra Tech's financial growth strategy.

In November 2009, the Compensation Committee made its fiscal 2010 annual awards to Tetra Tech's named executive officers under the EIP and the Policy. Grants of stock options and awards of restricted stock were made to the named executive officers (other than the CEO) as shown in the following table. The grant values, as a percentage of total direct compensation, are intended to be consistent with the Peer Companies. The awards to the CEO are addressed separately under "CEO Compensation" below.

Named Executive Officers	Stock	Grant Value of Stock Options (\$)	Restricted	Grant Value of Restricted Stock (\$)	Total
	Options Granted in Fiscal 2010 (#)		Stock Granted in Fiscal 2010 (#)		Grant Value as a % of Total Direct Compensation (%)
David W. King	27,500	266,750	5,000	127,750	33
Donald I. Rogers, Jr.	35,543	344,767	7,110	181,661	50
Douglas G. Smith	24,318	235,885	4,864	124,275	39
Ronald J. Chu	29,413	285,306	5,884	150,336	44

All stock options vest in equal annual installments over four years provided that the named executive officer remains employed by Tetra Tech. The exercise price of \$25.55 per share represented the closing selling price per share of Tetra Tech's common stock on the grant date. The option grant placed a significant portion of the named executive officers' total compensation at risk, since the option grant delivers a return only if Tetra Tech's common stock appreciates over the option's exercisable term.

Each year, the Compensation Committee authorizes a specific number of shares of restricted stock to be used for the three-year restricted stock plan that starts in the grant year. For example, in November 2009, the 2010 - 2012 restricted stock plan was authorized. The restricted stock awards under that plan vest

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in equal annual installments over the three-year performance period. Vesting is performance-based, based on the growth in Tetra Tech's fully diluted earnings per share from continuing operations ("EPS"), as adjusted pursuant to the Policy ("Adjusted EPS"), during the three-year performance period. These adjustments include the exclusion of the impacts from goodwill impairment, impairment on long-lived assets; charges and adjustments resulting from changes in accounting principles and related interpretations; the settlement of tax audits; and shares issued and costs incurred in connection with acquisitions or debt restructurings. For each three-year restricted stock program, the prior year Adjusted EPS is the measure control point, which cannot be modified. For example, for the grant made in fiscal 2010 which vests through fiscal 2012, the fiscal 2009 Adjusted EPS of \$1.21 is the basis of measurement. Annual award vesting is as follows:

Annual Award Vesting %	Adjusted EPS Growth
0% of installment	< 5% year-over-year
60% of installment	5 to 9% year-over-year
100% of installment	10 to 14% year-over-year
120% of installment	15 to 20% year-over-year
140% of installment	> 20% year-over-year

At the end of each fiscal year, Adjusted EPS for that fiscal year is determined and compared to Adjusted EPS for the immediately preceding fiscal year so that the year-over-year growth rate may be calculated. For each named executive officer, the Adjusted EPS growth rate is used to determine the vesting percentage of each installment, as indicated in the table above. If less than 100% of an installment vests, the balance of that installment is forfeited. Each installment of stock eligible for vesting in a given year is scored based upon the average annual Adjusted EPS growth since the year in which that installment was granted.

Since the Compensation Committee implemented a new restricted stock plan in each of fiscal 2008, 2009 and 2010, for purposes of restricted stock vesting in fiscal 2010, there were three individual plans, with their own performance periods and Adjusted EPS control points. Based upon information provided by the CFO, including the fiscal 2010 Adjusted EPS of \$1.27, the Compensation Committee determined the following:

For the 2008 plan, the three-year average annual growth rate over the control point of \$0.79 was 20.15%. Accordingly, 140% of the third installment of that award vested.

For the 2009 plan, the two-year average annual growth rate over the control point of \$1.02 was 12.13%. Accordingly, 100% of the second installment of that award vested.

For the 2010 plan, the growth rate over the control point of \$1.21 was 4.76%. Accordingly, 0% of the first installment of that award vested.

The Compensation Committee may also make restricted stock awards with time-based vesting provisions, typically over a three- or four-year period, for special retention purposes. None of these awards were made to named executive officers in fiscal 2010.

Please refer to the table entitled "Grants of Plan-Based Awards Fiscal 2010" in this proxy statement for additional information regarding the above-described grants to the named executive officers and all other outstanding equity awards previously granted to the named executive officers.

Tetra Tech has entered into change in control agreements with each of the named executive officers. Under these agreements, upon the occurrence of a change in control, all outstanding unvested stock options and restricted shares held by the named executive officers will vest (regardless of whether any applicable performance targets have been met), subject to the named executive officer remaining employed by Tetra Tech on such date. Please refer to the "Potential Payments Upon Termination or

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Change in Control" section of this proxy statement for additional information regarding change in control events and outstanding awards granted to the named executive officers.

CEO Compensation. The compensation philosophy for Tetra Tech's CEO is to set his base salary at the median of the Peer Companies, and the Compensation Committee has taken steps to reach this goal over a multi-year period. As noted above, with respect to its analysis of CEO compensation in fiscal 2010, the Compensation Committee retained Towers Watson to perform an independent assessment of the competitiveness of the CEO's cash and equity-based compensation and offer recommendations on near- and longer-term pay actions. Towers Watson's review included competitive analyses of (i) Mr. Batrack's total direct compensation opportunity, including base salary, target bonus opportunity, and long-term, equity-based award value; and (ii) the pay-for-performance alignment in relation to certain Peer Companies for which relevant information was available.

Towers Watson determined that Mr. Batrack's fiscal 2009 base salary, target total cash and total direct compensation were each below the 25th percentile for CEOs of the Peer Companies. The data indicated that the target bonus for Peer Company CEOs at the 50th percentile was 120%, while Mr. Batrack's was 100%. Further, the target long-term incentive for Peer Company CEOs at the 50th percentile was 240%, while Mr. Batrack's was 93%. Based on the public disclosures of the Peer Companies, the typical Peer Company CEO's maximum incentive payout was 200% of target, while Mr. Batrack's maximum opportunities consisted of an annual bonus of 168% of target and performance-share vesting at 120% of target.

Based upon its review of the Towers Watson report and other considerations, the Compensation Committee increased Mr. Batrack's base salary by 14.5%, from \$550,000 to \$630,000, effective November 21, 2009. His base salary remained significantly lower than the 50th percentile (or \$780,000) for CEOs of the Peer Companies.

Consistent with the Compensation Committee's philosophy that a significant portion of the annual cash compensation of the CEO should be in the form of variable cash incentive pay, approximately 60% of Mr. Batrack's total cash compensation for fiscal 2010 was performance-based, as described below.

Based upon its review of the Towers Watson report, which showed a 50th percentile target bonus opportunity of 120% of salary for CEOs at the Peer Companies, the Compensation Committee decided to increase Mr. Batrack's target percentage and maximum bonus for fiscal 2010 as set forth in the following table.

Named Executive Officer	Minimum Bonus as a % of Base Salary	Target Award (%)	Maximum Bonus as a % of Base Salary (%)
Dan L. Batrack	0	120	202

Mr. Batrack's annual bonus for fiscal 2010 was determined in accordance with the ECP and the Policy, and reflected the overall performance of Tetra Tech. For purposes of determining the fiscal 2010 CPF for Mr. Batrack, the Compensation Committee used the same standard as for the CFO, or 1.06. The IPF for the CEO is determined solely by the Compensation Committee. For fiscal 2010, the Compensation Committee concluded that Mr. Batrack's IPF was the maximum of 1.20, which reflected the Compensation Committee's belief that Mr. Batrack performed extremely well in a challenging economic environment.

The resulting bonus was \$960,000 as set forth below. Mr.&nb