

**AECOM TECHNOLOGY CORPORATION**  
**CORPORATE GOVERNANCE GUIDELINES**

**Adopted March 1, 2007**  
**Last Approved by the Board of Directors August 27, 2009**

**Role of the Board of Directors**

The Board of Directors oversees the business and affairs of the Corporation in accordance with applicable law. It monitors overall corporate performance and establishes the strategic direction of the Corporation. This includes the Board's approval of strategic plans presented by management. Management is responsible for implementing the Corporation's strategic direction. The Board's core governance functions include:

- advising and counseling management regarding significant issues, risks and transactions;
- assessing the performance of the Chairman and Chief Executive Officer and senior management and setting compensation accordingly;
- overseeing the Company's integrity and ethics, and compliance with laws;
- monitoring the Company's operating results and financial condition and overseeing the Company's financial reporting; and
- nominating directors and shaping effective corporate governance.

**Board Membership Criteria**

Members of the Board of Directors should have the highest professional and personal ethics and values. The Board's Nominating and Governance Committee annually reviews the appropriate skills and characteristics required of Board members in the context of the current composition of the Board, the operating requirements of the Corporation and the long-term interests of stockholders. In conducting this assessment, the Committee considers diversity, age, skills, and such other factors as it deems appropriate to maintain a balance of knowledge, experience and capability.

As a whole, the Board of Directors should include individuals that are committed to enhancing stockholder value with sufficient time to effectively carry out their duties. While all directors should possess business acumen, the Board of Directors endeavors to include an array of targeted skills and experience in its overall composition. Criteria that the Nominating and Governance Committee looks for in director candidates include business experience and skills, judgment, independence, integrity and an understanding of such areas as finance, marketing, regulation, public policy and the absence of potential conflicts with the Corporation's interests.

## **Director Independence**

A majority of the Board consists of independent Directors as defined in accordance with the listing standards of the New York Stock Exchange. To be considered "independent," a Director must be determined by the Board, after recommendation by the Nominating and Governance Committee to have no material relationship with the Company other than as a Director. In making its determination concerning the absence of a material relationship, the Board adheres to all of the specific tests for independence included in the New York Stock Exchange listing standards.

## **Other Board Memberships**

The Corporation values the experience and perspective that Directors bring from their service on other boards, but also recognizes that other board memberships and activities may also limit a Director's time and availability and may present conflicts of interest or legal issues, including independence issues. As a general rule, Directors should limit their service as directors on publicly-held company and investment company boards to no more than [five] (including the Corporation's Board of Directors). Service on the boards of subsidiary companies is not included in this calculation. Moreover, if a director sits on several mutual fund boards within the same fund family, it will count as one board for purposes of this calculation. Directors should advise the Chairperson of the Nominating and Governance Committee in advance of accepting an invitation to serve on another board. Extraordinary or transitional situations involving the number of directorships of any particular Director or potential Director shall be subject to review by the Nominating and Governance Committee.

## **Lead Independent Director**

The independent Directors will annually select a Lead Independent Director from among the independent Directors serving on the Corporation's Board. The Lead Director will chair the executive sessions of non-employee and independent Directors and consult with the Chairman on agendas for Board meetings and other matters pertinent to the Corporation and the Board.

## **Selection of New Directors**

The Nominating and Governance Committee identifies, investigates and recommends prospective directors to the Board. The Nominating and Governance Committee also considers any recommendations for director candidates that are properly submitted by stockholders in accordance with the procedures described in the Corporation's annual proxy statement.

## **Board Size**

The Bylaws provide that the number of Directors is determined by the Board. The Board's size is assessed at least annually by the Board Nominating and Governance Committee and changes are recommended to the Board when appropriate.

## **Term of Office**

The Board of Directors is divided into three classes, as nearly equal in number as possible, with staggered terms of three years each so that the term of one class expires at each annual meeting of stockholders.

## **Director Retirement Policy**

Unless otherwise recommended by the Nominating and Governance Committee and approved by the Board of Directors, directors are expected to retire from the Board of Directors at the end of the term of service during which they turn 72 years of age. Directors who are over 72 years of age and serving on the Board of Directors upon the effective date of the Director Retirement Policy [August 27, 2009] shall retire at the later of the end of their current term of service or the Corporation's 2011 Annual Meeting.

## **Number and Composition of Board Committees**

The Board has four committees: Audit, Compensation and Organization, Nominating and Governance and Planning, Finance and Investments. The Audit, Compensation and Organization and Nominating and Governance Committees are comprised solely of non-employee independent Directors. The Planning, Finance and Investments Committee may include one or more employee Directors. In addition, all Audit Committee members must meet the additional qualifications for audit committee members as established from time to time under the New York Stock Exchange listing standards.

Each committee is chaired by an independent Director who, in accordance with the committee charter, applicable law and the input of other committee members, determines the agenda, the frequency and length of the meetings and who has unlimited access to management, information and independent advisors, as necessary and appropriate.

## **Board Agenda and Meetings**

The Chairman and the CEO in coordination with the Lead Independent Director set the schedule and agenda for Board meetings and determines the timing and length of the meetings of the Board, taking into account input and suggestions from other members of the Board and management. In addition to regularly scheduled meetings, unscheduled Board meetings may be called, upon proper notice, at any time to address specific needs of the Corporation. The Annual Stockholder Meeting will be scheduled in conjunction with a regularly scheduled Board meeting. The Board expects all Board members to attend regularly scheduled meetings and the Annual Meeting, unless there are extenuating circumstances.

## **Executive Sessions**

Non-employee Directors meet in executive session at each regularly scheduled Board meeting. The sessions are chaired by the Lead Independent Director. Any non-employee Director can request that additional executive sessions be scheduled.

## **Board Compensation**

Non-employee Directors receive compensation at a level that allows the Board to secure and retain the highest-quality members. Employee Directors are not paid additional compensation for their services as Directors. The Board periodically reviews and recommends changes to Board compensation to ensure that the total compensation remains competitive and appropriate.

## **Board Access to Senior Management and Independent Advisors**

Directors are encouraged and provided opportunities to talk directly to any member of management regarding any questions or concerns the Director may have. The Board and each Board committee have the right at any time to retain independent outside financial, legal or other advisors.

## **Director Orientation and Education**

The Corporation will maintain an orientation program that contains written material, oral presentations and site visits. All Directors are encouraged to periodically attend, at Corporation expense, certain director continuing education programs offered by various organizations recommended by the Corporation. The Corporation also provides ongoing Director education through presentations at Board and Committee meetings and Board briefings.

## **Evaluation of Board Performance**

The Board and each Board committee conduct a self-evaluation annually. The Nominating and Governance Committee oversees this self-evaluation process and assesses the full Board's performance. The Committee recommends changes to improve the Board, the Board committees and individual Director effectiveness. The Committee utilizes an annual Board evaluation to gather input to assist the Committees' evaluation and recommendations.

## **Chief Executive Officer Performance Review**

The Compensation and Organization Committee annually reviews the CEO performance. Evaluations will be held in executive session outside of the presence of the CEO, after which the Committee shall present the results of the review to the CEO.

## **Succession Planning**

The independent Directors plan for succession to the position of President and Chief Executive Officer as well as certain other senior management positions. To assist the independent Directors, the President and Chief Executive Officer annually provides an assessment of senior officers and of their potential to succeed him. He also provides the independent Directors with an assessment of persons considered potential successors to other senior management positions.

### **Stock Ownership Guidelines – Directors and Senior Officers**

The Board of Directors has adopted stock ownership guidelines for its directors and certain senior officers. At least annually these guidelines will be reviewed by the Compensation and Organization Committee and the Board.

### **Periodic Review of Corporate Governance Guidelines**

The Nominating and Governance Committee and the Board will review these Corporate Governance Guidelines and related corporate governance documents at least annually and revise as appropriate.