

TETRA TECH INC
Form DEF 14A
January 18, 2019

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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 under §240.14a-12

Tetra Tech, Inc.

(Name of Registrant as Specified In Its Charter)

N/A

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

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Notice of 2019 Annual Meeting and Proxy Statement

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January 18, 2019

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 Thursday, February 28, 2019, at 10:00 a.m. Pacific Time.

Details of the business to be conducted at the Annual Meeting are given in the accompanying 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. Consequently, most stockholders will not receive paper copies of our proxy materials and will instead 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 by mail. 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 by mail by following the instructions listed on your proxy card, notice, or voting instruction form. Please refer to the section entitled "Voting Your Shares" in the *Meeting and Voting Information* section of the accompanying proxy statement for a description of these voting methods. If your shares are held by a bank, broker, or other nominee (your record holder) and you have not given your record holder instructions on how to vote your shares, your record holder will NOT be able to vote your shares with respect to any matter other than ratification of the appointment of the independent registered public accounting firm. We strongly encourage you to vote.

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NOTICE OF 2019 ANNUAL MEETING OF STOCKHOLDERS

To Our Stockholders:

You are cordially invited to attend our 2019 Annual Meeting of Stockholders to be held on Thursday, February 28, 2019, at 10:00 a.m. Pacific Time, at the Westin Pasadena, 191 N. Los Robles Avenue, Pasadena, California 91101. At the meeting, stockholders will vote on the following items of business:

1. To elect the ten directors nominated by our Board to serve a one-year term;
2. To approve, on an advisory basis, our executive compensation;
3. To ratify the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for fiscal year 2019; and
4. To transact any other business properly brought before the meeting or any adjournment or postponement thereof.

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 4, 2019. **Our Board recommends that stockholders vote FOR each of the director nominees nominated by our Board, and FOR Items 2 and 3.** After considering these items of business at the Annual Meeting, Dan Batrack, our Chairman and Chief Executive Officer, will review our fiscal 2018 performance.

Even if you cannot attend the Annual Meeting, it is important that your shares be represented and voted. You may vote as follows:

Important Notice Regarding the Availability of Proxy Materials. The Notice of Annual Meeting, Proxy Statement, and our 2018 Annual Report on Form 10-K are available at www.proxyvote.com. You are encouraged to access and review all of the important information contained in our proxy materials before voting.

On behalf of the Board of Directors, management, and employees of Tetra Tech, thank you for your continued support.

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BY ORDER OF THE BOARD OF DIRECTORS

Preston Hopson

Senior Vice President, General Counsel and Secretary

Pasadena, California
January 18, 2019

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2019 ANNUAL MEETING OF STOCKHOLDERS**

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Proxy Summary

PROXY SUMMARY

This section contains summary information described in greater detail in other parts of this proxy statement and does not contain all the information you should consider before voting. Stockholders are urged to read the entire proxy statement before voting. On January 18, 2019, we intend to make our proxy materials, including this proxy statement, available to all stockholders entitled to vote at the Annual Meeting.

Tetra Tech

Tetra Tech is a leading provider of high-end consulting and engineering services that focuses on water, environment, infrastructure, resource management, energy, and international development. We are a global company that leads with science and is renowned for our expertise in providing water-related solutions for public and private clients. We typically begin at the earliest stage of a project by identifying technical solutions and developing execution plans tailored to our clients' needs and resources. Our solutions may span the entire life cycle of consulting and engineering projects and include applied science, data analytics, research, engineering, design, construction management, and operations and maintenance.

Engineering News-Record (ENR), the leading trade journal for our industry, has ranked Tetra Tech as the number one water services firm for the past 15 years, most recently in its May 2018 "Top 500 Design Firms" issue. In 2018 Tetra Tech was also ranked number one in water treatment/desalination, water treatment and supply, environmental management, environmental science, consulting/studies, solid waste, hydro plants, and wind power. *ENR* ranks Tetra Tech among the largest 10 firms in numerous other service lines, including engineering/design, chemical and soil remediation, site assessment and compliance, dams/reservoirs, power transmission and distribution, and hazardous waste.

Our reputation for high-end consulting and engineering services and our ability to apply our skills to develop solutions for water and environmental management has supported our growth for over 50 years since the founding of our predecessor company. By combining ingenuity and practical experience, we have helped to advance sustainable solutions for managing water, protecting the environment, providing energy, and engineering the infrastructure for our cities and communities. Today, we are working on projects worldwide, and currently have more than 17,000 staff and over 400 offices.

Annual Meeting Information

Time and Date 10:00 a.m. Pacific Time on Thursday, February 28, 2019

Place Westin Pasadena, 191 N. Los Robles Avenue, Pasadena, California 91101

Record Date Stockholders as of the close of business on January 4, 2019

Attending the Meeting Please follow the instructions described under "Annual Meeting Procedures" in the *Meeting and Voting Information* section of this proxy statement

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Item	Board Recommendation	Vote Required	Discretionary Broker Voting
1. Election of directors	FOR each nominee	Majority of votes cast	No
2. Advisory vote to approve executive compensation	FOR	Majority of shares represented and entitled to vote on the item	No
3. Ratification of appointment of PricewaterhouseCoopers LLP as independent registered public accounting firm for fiscal year 2019	FOR	Majority of shares represented and entitled to vote on the item	Yes

Fiscal 2018 Performance Highlights

Summary. Tetra Tech's fiscal 2018 operating results reflected significant growth compared to fiscal 2017, which was itself a year of strong operational and financial performance. We achieved record-highs in revenue, operating income, and diluted earnings per share (EPS). Our focus on providing clients with high-end consulting and engineering services primarily in the water, environment, and infrastructure markets has resulted in increased margins and reduced risk in our business.

Our fiscal 2018 revenue growth was generally consistent with our annual operating plan and resulted from broad-based contract wins and strategic acquisitions. The revenue growth was led by our U.S. federal government business, which increased 8.1% compared to fiscal 2017, and our U.S. state and local government business, which increased 32.9%. We began fiscal 2019 with authorized and funded backlog that reached an all-time high of \$2.66 billion in the fourth quarter of fiscal 2018.

Highlights of our fiscal 2018 results of operations as reported in our fiscal year 2018 Annual Report on Form 10-K are noted below:

Fiscal 2018 Highlights
(\$ in millions, except EPS)

	\$	Record High	vs. Fiscal 2017
Revenue	\$ 2,964		+8%

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Operating Income	\$ 190	+4%
EPS	\$ 2.42	+19%
Backlog	\$ 2,664	+5%

Strong Stock Price Performance. Our strong annual total stockholder return (TSR) of 48% in fiscal 2018 (September 29, 2017 to September 30, 2018) contributed to our cumulative three-year TSR of 182% for the fiscal 2016 through fiscal 2018 period (September 25, 2015 to September 30, 2018). We compare our TSR to the S&P 1000 and our TSR peer group (listed on page 58 of this proxy statement); we outperformed both in fiscal 2018 and over the cumulative three-year period. TSR measures the return that we have provided our stockholders, including stock price appreciation and dividends paid (assuming reinvestment thereof).

One- and Three-Year TSR

Disciplined Capital Allocation. Effectively deploying capital is one of our core strategies, and we have been consistently disciplined in our execution of that strategy by returning cash to our stockholders¹, while being a strategic and financially disciplined investor with respect to acquisitions. Over the last three years, we have returned \$340 million to stockholders through dividends and stock repurchases.

1 Through dividends and stock repurchases

Corporate Governance Highlights

Our corporate governance policies and practices reflect our principles and allow our Board to effectively oversee our company in the interest of creating long-term value. The key elements of our program and the related benefits to our stockholders are set forth below:

STOCKHOLDER RIGHTS

Our Practice or Policy	Description and Benefit to Our Stockholders
Annual Election of Directors	Our directors are elected annually, reinforcing their accountability to our stockholders.
Single Class of Outstanding Voting Stock	We have no class of preferred stock outstanding, which means that our common stockholders together control our company with equal voting rights.
Majority Voting for Director Elections	We have a majority vote standard for uncontested director elections, which increases Board accountability to stockholders.
Mandatory Director Resignation Policy	Incumbent directors who receive more "AGAINST" votes than "FOR" votes must tender their resignation to the Board for consideration.
No Poison Pill	We do not have a stockholder rights plan (commonly referred to as a "poison pill").
Stockholder Calls for Special Meetings	Our bylaws allow stockholders owning 20% or more of our outstanding shares to call a special meeting of stockholders.
Stockholder Action by Written Consent	Our bylaws allow stockholders to act by written consent in lieu of a meeting.
Majority Voting for Charter Amendments	Our charter allows for stockholders to amend the charter by a majority vote.

BOARD STRUCTURE

Our Practice or Policy	Description and Benefit to Our Stockholders
Governance Policies	Our Corporate Governance Policies provide stockholders with information regarding the best practice principles of our corporate governance program and Board framework.
90% Independent	All of our current directors, except our Chairman/Chief Executive Officer (CEO), are independent, ensuring that our directors oversee our company without undue influence from management.
Director Diversity	30% (3) of our current directors are female. We are currently in compliance with California Senate Bill 826 requiring at least 1 female director on the Board by December 31, 2019, and, ultimately, 3 female directors by December 31, 2021.
Robust Presiding Director Role	Our Presiding Director is selected by our independent directors for a four-year term to perform clearly delineated duties, such as presiding at executive sessions of our Board and serving as the principal liaison between the independent directors and the CEO.
Committee Governance	Our Board Committees have written charters that clearly establish their respective roles and responsibilities and are comprised exclusively of independent directors. Committee composition and charters are reviewed annually by our Board.
Mandatory Retirement	We have adopted a mandatory director retirement age of 75, which helps ensure regular refreshment of our Board. ²
Board Refreshment	Our Board's Nominating and Corporate Governance (NCG) Committee annually reviews our Board composition, which helps ensure we have the right balance between continuity and fresh perspectives. We added four new directors over the last five years, and one long-serving director retired, thereby reducing the average tenure of the Board.
Annual Performance Evaluations	Our NCG Committee oversees an annual performance evaluation of our Board, its Committees, and individual directors to ensure they continue to serve the best interests of stockholders.
Executive Sessions	Our Board and Committees regularly meet in executive session without members of management to support independent dialogue and evaluation.
Access to Management and Experts	Our Board and Committees have complete access to all levels of management and can engage advisors at our expense, giving them access to employees with direct responsibility for managing our company and experts to help them fulfill their oversight responsibilities on behalf of our stockholders.
Succession Planning	Our Board's NCG Committee and/or our full Board reviews potential CEO and other senior executive potential successors annually to develop our future leaders and ensure we can sustain business continuity.

² Mr. Grant has been granted an exemption because of his qualifications and experience. He has announced that if he is re-elected at the Annual Meeting, he will retire as a director at the end of that term at our Annual Meeting of stockholders to be held in 2020.

EXECUTIVE COMPENSATION

**At-Risk,
Performance-Based
Compensation**

For fiscal 2018, 82.7% of our CEO's target total direct compensation (TDC) and an average of 64.1% of our other Named Executive Officers' (NEOs') target TDC was at-risk (all TDC compensation components other than base salary). Further, 67.2% of our CEO's target TDC and an average of 53.6% of our other NEOs' target TDC was performance-based (annual incentive plan [AIP] award, options, and performance share units (PSUs)).

Annual Say-on-Pay Vote

We have a policy to hold an advisory vote to approve executive compensation on an annual basis.

**Executive and Director
Stock Ownership
Guidelines**

As of the end of fiscal 2018, all of our directors and executive officers are in compliance with our stock ownership guidelines, helping ensure the alignment of their interests with those of our stockholders.³

Best Practices

Our executive compensation program reflects a number of what we believe are best practices that are summarized at the end of this proxy summary and in the executive summary of the *Compensation Discussion and Analysis* section of our proxy statement.

2019 Director Nominees

Our Board has overseen the continuing transformation of our company, including our strategic decision to focus on our high-end consulting and engineering business. Further, the Board has overseen the continuation of our capital allocation plan, which included share repurchases of \$75 million and cash dividends of \$24 million in fiscal 2018. Our Board members have demonstrated their commitment to diligently and effectively execute

³ Per the terms of the guidelines, Mr. Birkenbeuel, who joined the Board in July 2018, and two officers appointed within the last two years have five years to meet the guideline requirements; all other directors and officers already meet the requirements.

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their fiduciary duties on behalf of our stockholders, and we recommend that each of our incumbent directors be re-elected at the Annual Meeting.

Name	Age	Director Since	Principal Occupation	Independent	AC	CC	NC	SC
Dan L. Batrack	60	2005	Chairman and CEO, Tetra Tech, Inc.	No				
Gary R. Birkenbeuel	61	2018	Retired Regional Assurance Managing Partner, Ernst & Young LLP	Yes	•		•	
Hugh M. Grant	82	2003	Retired Vice Chair & Regional Managing Partner, Ernst & Young LLP	Yes	C		•	
Patrick C. Haden	65	1992	President, Wilson Avenue Consulting	Yes		•	•	
J. Christopher Lewis	62	1988	Managing Director, Riordan, Lewis & Haden	Yes	•	•		
Joanne M. Maguire	64	2016	Retired Executive Vice President, Lockheed Martin Space Systems Company	Yes			C	•
Kimberly E. Ritrievi	60	2013	President, The Ritrievi Group LLC	Yes	•			•
Albert E. Smith (PD)	69	2005	Retired Executive Vice President, Lockheed Martin	Yes			•	C
J. Kenneth Thompson	67	2007	President and CEO, Pacific Star Energy, LLC	Yes		C		•
Kirsten M. Volpi	54	2013	EVP, COO and CFO, Colorado School of Mines	Yes	•	•		

AC = Audit Committee

CC = Compensation Committee

NC = Nominating and Corporate Governance Committee

SC = Strategic Planning and Enterprise Risk Committee

C = Chairperson

• = Member

PD = Presiding Director

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Proxy Summary

Executive Compensation Highlights

Our Board's Compensation Committee designs our executive compensation program to motivate our executives to execute our business strategies and deliver long-term stockholder value. We pay for performance, with compensation dependent on our achieving financial and business performance objectives while aligning executives with the interests of our stockholders.

We value our stockholders' opinions about our governance and compensation practices, and we actively solicit input through our stockholder engagement program. In advance of the Annual Meeting, we engaged in telephonic, email, and/or in-person discussions with our largest institutional stockholders, representing a majority of our then-outstanding shares, to solicit their views on our corporate governance and executive compensation programs.

The TDC paid to our executives comprises the following three components:

Base salary;

Performance-based cash incentive under our Annual Incentive Plan (AIP); and

Long-term incentives (LTIs) delivered in equity and consisting of:

- 50% Performance Stock Units (PSUs) with cliff vesting after a three-year performance period, subject to achievement of the applicable performance goals, based 50% on EPS growth and 50% on relative TSR, and subject to the holder's continuous employment with us through the applicable vesting date;
- 25% non-qualified stock options vesting over four years, subject to the holder's continuous employment with us through the applicable vesting date; and
- 25% Restricted Stock Units (RSUs) vesting over four years, subject to the holder's continuous employment with us through the applicable vesting date.

Fiscal 2018 Elements of Annual and Long-Term Compensation

We target the TDC of our NEOs around the market median, giving consideration to various factors, such as responsibilities, individual performance, tenure, retention, company performance, succession planning, and competitive market levels. The majority of this compensation is tied to financial, operational, or stock price performance and is therefore "at risk," meaning that if we fail to achieve our financial objectives and create stockholder value, our executives may ultimately not realize some or all of the performance-based components of compensation, which may result in payments below the market median. In fiscal 2018, 82.7% of our CEO's target TDC and an average of 64.1% of our other NEOs' target TDC was at-risk (all TDC compensation components other than base salary were at risk). Further, 67.2% of our CEO's target TDC and an average of 53.6% of our other NEOs' target TDC was performance-based (AIP award, options, and PSUs).

Fiscal 2018 Target Total Direct Compensation Mix*

*

See the *Compensation Discussion and Analysis* section of this proxy statement for a description of the manner in which these amounts are determined.

Pay for Performance

Our Compensation Committee designed the executive compensation program to reflect its philosophy that a majority of compensation should be tied to our success in meeting predetermined performance objectives, the achievement of which should positively influence our stock price. The objective is to motivate the executives to achieve these annual and long-term financial goals in order to deliver a consistent and sustainable return to our stockholders. As indicated below, for the period from fiscal 2015 to 2018, our CEO reported compensation increased approximately 11% and, on average, our other NEOs reported compensation increased 33% compared to our 182% TSR performance over the same period. See the *Compensation Discussion and Analysis* and the *Summary Compensation Table* in this proxy statement for additional information.

Change in Reported Compensation Compared to Three-Year Cumulative TSR

Fiscal 2015 to Fiscal 2018

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Proxy Summary

Compensation Best Practices

As summarized below and described in further detail in the *Compensation Discussion and Analysis* section of this proxy statement, our executive compensation program is aligned with our goals and strategies and reflects what we believe are best practices.

What We Do

What We Do Not Do

Pay for performance: in fiscal 2018, 82.7% of our CEO's target TDC and an average of 64.1% of our other NEOs' target TDC was at-risk; and 67.2% of our CEO's target TDC and an average of 53.6% of our other NEOs' target TDC was tied to company performance

Emphasize long-term performance: in fiscal 2018, 62.0% of our CEO's target TDC and an average of 42.1% of our other NEOs' target TDC was equity-based and thereby tied to creating stockholder value

Require double-trigger vesting for change in control equity vesting and cash severance benefits

Maintain stock ownership guidelines for both executives and the Board of Directors

Maintain a clawback policy

Use an independent compensation consultant retained directly by the Compensation Committee

Regularly assess potential risks relating to our compensation policies and practices

Annually review the Compensation Committee's charter and evaluate the Compensation Committee's performance

Have employment agreements with our NEOs

Excise tax gross up payments in connection with change in control severance benefits

Provide gross-ups to cover tax liabilities associated with executive perquisites

Permit directors or officers to hedge or pledge company stock

Grant stock options with an exercise price less than the fair market value on the date of grant

Re-price or exchange stock options

Promise multi-year guarantees for bonus payouts or salary increases

Pay dividends or dividend equivalents on equity awards unless and until the awards vest

Ratification of Appointment of PwC

Our Board's Audit Committee has appointed PricewaterhouseCoopers LLP (PwC) as our independent registered public accounting firm for the 2019 fiscal year, and our Board is seeking stockholder ratification of the appointment. PwC is knowledgeable about our operations and accounting practices and is well qualified to act as our independent registered public accounting firm. The Audit Committee considered the qualifications, performance, and independence of PwC; the quality of its discussions with PwC; and the fees charged by PwC for the level and quality of services provided during fiscal 2018, and has determined that the reappointment of PwC is in the best interest of our company and its stockholders.

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CORPORATE GOVERNANCE, SUSTAINABILITY, AND CORPORATE SOCIAL RESPONSIBILITY

Our mission is to be the premier, worldwide, high-end consulting and engineering firm focusing on water, environment, infrastructure, resource management, energy, and international development services. We are renowned for our expertise in providing water-related solutions for public and private clients. We typically begin at the earliest stage of a project by identifying technical solutions and developing execution plans tailored to our clients' needs and resources. Our solutions may span the entire life cycle of consulting and engineering projects.

Our reputation for high-end consulting and engineering expertise and our ability to apply our skills to develop innovative solutions for our clients has supported our growth for over 50 years. By combining ingenuity and practical experience, we have helped to advance solutions for managing water, protecting the environment, providing energy, and engineering the infrastructure for our cities and communities.

Corporate Governance

Under the oversight of our Board of Directors, we have designed our corporate governance program to ensure continued compliance with applicable laws and regulations, the rules of the Securities and Exchange Commission (SEC) and the listing standards of the Nasdaq Stock Market (Nasdaq), and to reflect best practices as informed by the recommendations of our outside advisors, the voting guidelines of our stockholders, the policies of proxy advisory firms, and the policies of other public companies.

We are committed to operating with honesty and integrity and maintaining the highest level of ethical conduct. We encourage stockholders to visit the Corporate Governance section of our website, which includes the following corporate governance documents:

Corporate Code of Conduct

Finance Code of Professional Conduct, which applies to our CEO and all members of our finance department, including our Chief Financial Officer and principal accounting officer

Corporate Governance Policies

Charters for our Board's Audit Committee, Compensation Committee, NCG Committee, and Strategic Planning and Enterprise Risk Committee

Stock Ownership Guidelines

You can access these documents by visiting our website at www.tetratech.com/en/corporate-governance, but should note that information on our website is not and should not be considered part of, nor is it incorporated by reference into, this proxy statement. You can also receive copies of these documents, without charge, by written request mailed to our Corporate Secretary at Tetra Tech, Inc., 3475 E. Foothill Boulevard, Pasadena, California 91107.

We maintain a hotline that is available to all employees for the anonymous submission of employee complaints by telephone and internet. All complaints go directly to our General Counsel and Chief Compliance Officer, and all complaints relating to accounting, internal controls, or auditing matters also go directly to the

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Corporate Governance, Sustainability and Corporate Social Responsibility

Chairman of our Audit Committee. We also maintain an internal audit control function that provides critical oversight over the key areas of our business and financial processes and controls, and reports directly to the Audit Committee. Our Board has also adopted a written related person transactions policy. Under the policy, the Audit Committee (or other committee designated by the NCG Committee) reviews transactions between us and "related persons."

Our company conducts its business on the bases of the quality of its services and the integrity of its association with its clients and others. Our Code of Conduct demonstrates our commitment to ascribe to the highest standards of ethical conduct in the pursuit of our business and applies to all of our directors, officers, and employees. Our policies have been translated into five languages, and our employees are trained on them and affirm their commitment to comply with the policies when they first join our company and periodically thereafter.

Sustainability

Tetra Tech supports clients in more than 100 countries around the world, helping them to solve complex problems and achieve solutions that are technically, socially, and economically sustainable. Our high-end consulting and engineering services focus on using innovative technologies and creative solutions to minimize environmental impacts. Our greatest contribution toward sustainability is through the projects we perform every day for our clients. Sustainability is embedded in our projects from recycling freshwater supplies to recycling water products, reducing energy consumption, and reducing greenhouse gas emissions in developing countries.

Our Sustainability Program focuses on supporting our mission to be a premier provider of high-end consulting and engineering services focused on water, natural resources, environment, infrastructure, energy, and international development. We seek to achieve this mission embracing sustainability in our business and operations while supporting the company in delivering excellent services to our clients, maintaining superior financial performance, and emphasizing safety in the execution of services.

Our Sustainability Program allows us to further expand our commitment to sustainability by encouraging, coordinating, and reporting on actions to minimize our collective impacts on the environment. The Program has four primary pillars:

Projects the solutions we provide for our clients;

Procurement our procurement and subcontracting approaches;

Processes the internal policies and processes that promote sustainable practices, reduce costs, and minimize environmental impacts; and

People the Tetra Tech employees who support communities in which they live and work.

Our program is based on the Global Reporting Initiative (GRI) Sustainability Report Framework, the internationally predominant sustainability reporting protocol for corporate sustainability plans. The GRI addresses three fundamental impact areas: environmental, economic, and social sustainability.

Our Sustainability Program is led by our Chief Sustainability Officer, who has been appointed by executive management and is supported by other key corporate and operations representatives via our Sustainability Council. We have established specific metrics for the company and six corporate service departments. In addition to measuring our performance against these established metrics, we compile best

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Corporate Governance, Sustainability and Corporate Social Responsibility

practices from our operations and corporate service groups by means of a quarterly sustainability survey. This survey is used to identify sustainable practices that can be transferred enterprise-wide and is used to assess participation in our Sustainability Program.

Our Board of Directors and executive management team reviews and approves the Sustainability Program and evaluates our progress in achieving the goals and objectives outlined in our plan. Additional information on our Sustainability Program and our annual sustainability report that documents our progress may be found on our website at www.tetratech.com/sustainability.

Corporate Social Responsibility

Our company seeks clear, sustainable solutions that improve the quality of life. We take this responsibility seriously because our work often places us at the center of our clients' environmental, safety, and sustainability challenges. These challenges often involve the opinions of public, industry, and government stakeholders who seek our advice on complex issues. We have helped thousands of towns, cities, industries, and governments find sustainable solutions to complex issues concerning resource management and infrastructure.

To provide solutions to these challenges, we believe in maintaining our technical objectivity. We have earned our reputation for technical objectivity over more than five decades. We have designed state-of-the-art buildings in urban centers around the world, helped provide clean drinking water facilities in developing countries, and supported many Fortune 500 companies to balance environmental needs with business goals. In 2018 Tetra Tech joined the UN Global Compact for Advancing Sustainable Development, which aims to combat poverty and inequalities and reduce impacts from the changing climate.

We also encourage our professionals to participate in outreach programs to help improve the communities in which they live and work. Tetra Tech associates and offices around the globe participate in many financial, in-kind, volunteer, and pro bono activities each year. In 2018 we advanced our commitment to *Leading with Science*® through our Science, Technology, Engineering, and Mathematics (STEM) Program to help shape the next generation of innovators and problem solvers. As a supporter of the nonprofit humanitarian organization Engineers Without Borders USA and Engineers Without Borders Canada, we are committed to helping communities in developing countries meet their basic human needs through lasting, scalable projects and technologies.

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OUR BOARD OF DIRECTORS

Overview

Our Board of Directors is responsible for overseeing, counseling, and directing management in serving the long-term interests of our company and stockholders, with the goal of building long-term stockholder value and ensuring the strength of our company for our clients, employees, and other stakeholders. In this capacity, the Board's primary responsibilities include establishing an effective corporate governance program with a Board and Committee structure that ensures independent oversight; overseeing our business, strategies, and risks; maintaining the integrity of our financial statements; evaluating the performance of our senior executives and determining their compensation; undertaking succession planning for our CEO and other senior executives; and reviewing our annual operating plan and significant strategic and operational objectives and actions.

Board Composition

Our bylaws provide that our Board shall consist of between five and ten directors, with the exact number fixed from time to time by Board resolution. The Board has fixed the number at ten. We believe a limited number of directors helps maintain personal and group accountability. Our Board is independent in composition and outlook, other than our CEO. All of our current directors have been nominated for election by the Board of Directors upon recommendation by the NCG Committee.

Board Meetings and Attendance

During fiscal 2018, our Board of Directors held seven meetings. During this period, all of the incumbent directors attended or participated in at least 75% of the total number of meetings of the Board and the 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 then in office attended last year's annual meeting.

Corporate Governance Policies

Our Corporate Governance Policies provide the corporate governance framework for our company and reflect the beliefs of our Board with respect to, among other things, the matters described below. They are reviewed at least annually and amended from time to time to reflect changes in regulatory requirements, evolving best practices, and recommendations from our stockholders and advisors.

Matter	Description of Policy
Board Composition	<p>Reasonable Size. Our Board shall be between five and ten directors.</p> <p>No Over-Boarded Directors. Our directors sit on three or fewer other public company boards.</p> <p>Mandatory Retirement. Our Board has fixed the retirement age for directors at 75.¹ There are no established term limits on service.</p>

¹ Mr. Grant has been granted an exemption because of his qualifications and experience. He has informed the Board that if he is re-elected at the Annual Meeting, he will retire as a director at the end of that term at our Annual Meeting of stockholders to be held in 2020.

Matter	Description of Policy
Director Independence	<p>Majority Independent. A majority of our directors satisfy the Nasdaq independence standards.</p> <p>Regular Executive Sessions. Our independent directors meet in executive session following each meeting of the Board, each meeting of the Audit Committee, and certain other Committee meetings.</p>
Board Leadership Structure	<p>Robust Presiding Director Role. Since our CEO is also Chairman, our independent directors selected one of themselves to serve as Presiding Director, with established roles and responsibilities. See <i>Board Leadership Structure</i> for further details.</p> <p>Annual Review. The Board annually appoints a Chair and determines whether the positions of Chair and CEO will be held by one individual or separated.</p>
Board Committees	<p>Independence. Board Committees are comprised only of independent directors.</p> <p>Governance. Board Committees act under charters, which are evaluated annually, setting forth their purposes and responsibilities. The charters allow for the engagement, at our expense, of independent legal, financial or other advisors as the directors deem necessary or appropriate.</p> <p>Attendance. Directors prepare for and are expected to attend all meetings of our Board and its Committees on which they serve and are strongly encouraged to attend all annual stockholder meetings.</p>
Director Qualifications	<p>Diverse and Relevant Experience. The NCG Committee works with the Board to determine the appropriate characteristics, skills, and experiences for the directors. We are committed to selecting candidates regardless of gender, ethnicity, and national origin.</p>
Board Duties	<p>Management Succession Planning. Our Board conducts executive succession planning annually, including progress in current job position and career development in terms of strategy, leadership, and execution.</p>

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Financial Reporting, Legal Compliance, and Ethical Conduct. Our Board maintains governance and oversight functions, but our executive management maintains primary responsibility.

Stock Ownership Guidelines. To align the interests of stockholders with the directors and executive officers, our Board has established stock ownership guidelines applicable to executive officers and directors.

Matter	Description of Policy
Continuous Board Improvement	<p>New Director Orientation. All new directors participate in an orientation program to familiarize themselves with our company.</p> <p>Continuing Education. Directors continue their education through meetings with executive management and other managers to enhance the flow of meaningful financial and business information. They also receive presentations to assist with their continuing education.</p> <p>Annual Performance Evaluations. The NCG Committee oversees an annual self-assessment process to ensure our Board and each of the Committees are functioning effectively.</p>

Director Independence

Upon recommendation of the NCG Committee, our Board of Directors has determined that each of Mr. Birkenbeuel, Mr. Grant, Mr. Haden, Mr. Lewis, Ms. Maguire, Ms. Ritrievi, Mr. Smith, Mr. Thompson, and Ms. Volpi is independent under the criteria established by Nasdaq for director independence. Mr. Batrack is not independent because he is serving as our CEO.

In connection with the assessment of Mr. Thompson's independence, we reviewed the facts and circumstances of his role as an independent director of Coeur Mining, Inc. and Pioneer Natural Resources Company, two of our clients, and Alaska Air Group, Inc., one of our vendors. We concluded that Mr. Thompson is an independent director because his role at each of these companies is limited to that of an independent director, each of the companies is a large public company, and the amount of business done with each of the companies is immaterial to us (less than 1% of our fiscal 2018 net revenue).

All members of each of our Audit, Compensation, NCG, and Strategic Planning and Enterprise Risk committees are independent directors. In addition, the members of the Audit Committee and Compensation Committee each meet the additional independence criteria required for such committee membership under applicable Nasdaq listing standards. The Board has also determined that each member of the Audit Committee qualifies as an "audit committee financial expert" under SEC rules.

9 of 10 Director Nominees Independent

Gary R. Birkenbeuel
 Hugh M. Grant
 Patrick C. Haden
 J. Christopher Lewis
 Joanne M. Maguire
 Kimberly E. Ritrievi

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Albert E. Smith
Kenneth J. Thompson
Kirsten M. Volpi

Board Leadership Structure

Our Board of Directors does not have a policy with respect to whether the roles of Chairman and CEO should be separate or combined. We currently have a combined Chairman/CEO role, as well as an independent Presiding Director. We believe that the combined Chairman/CEO role is appropriate because it allows for one individual to lead our company with a cohesive vision, the ability to execute that vision, and the understanding of the significant enterprise risks that need to be mitigated or overcome to achieve that vision. It also fosters clear accountability, effective decision-making, and alignment on corporate strategy. Combined leadership at the top also provides the necessary flexibility for us to rapidly address the changing needs of our business.

Balancing our combined Chairman/CEO is our Presiding Director, who is independent and has critical duties in the boardroom to ensure effective and independent oversight of Board decision-making. In November 2015, the Board determined that the role of Presiding Director would rotate to ensure independence, and the term would be four years. At a meeting in January 2016, the independent directors elected Mr. Smith to serve as Presiding Director for a four-year term ending in January 2020.

Our Governance Policies describe the Presiding Director's duties, which delineate clear responsibilities to ensure independent stewardship of our Board, as summarized below.

Presiding Director Roles and Responsibilities:

scheduling meetings of the independent directors;

chairing the separate, executive session meetings of the independent directors;

servicing as principal liaison between the independent directors and the Chairman/CEO;

communicating with the Chairman/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 consultation and direct communication with major stockholders; and

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overseeing, with the NGC Committee, the annual self-evaluation of the Board.

Supplementing the Presiding Director are our Committee Chairs and members, all of whom are independent. With the Compensation Committee conducting a rigorous annual evaluation of the CEO's performance that is discussed by all independent directors during executive sessions, we believe our Board leadership structure provides independent oversight of our company.

Board Committees

Each of our Board committees has a written charter that describes its purposes, membership, meeting structure, authority, and responsibilities. These charters, which may be found in the Corporate Governance

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Board of Directors

section of our website at www.tetrattech.com/en/corporate-governance, are reviewed by the respective committee on an annual basis, with any recommended changes adopted upon approval by our Board. Updated charters are promptly posted on our website.

We have four standing committees consisting solely of independent directors, each with a different independent director serving as chairperson of the committee. Our Board committees are the Audit Committee, the Compensation Committee, the NCG Committee, and the Strategic Planning and Enterprise Risk Committee. We hold our Board committee meetings sequentially (i.e., committee meetings do not overlap with one another). As a result of holding sequential meetings, each of our Board members is given the opportunity to attend each committee meeting. We believe this practice is highly beneficial to our Board as a whole and the company in general because each of our Board members is aware of the detailed work conducted by each Board committee. This practice also affords each of our Board members the opportunity to provide input to the committee members before any conclusions are reached.

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Board of Directors

The primary responsibilities, membership, and meeting information for our four standing committees are summarized below.

Audit Committee

Current Members:

Hugh M. Grant (Chair)

Gary R. Birkenbeuel

J. Christopher Lewis

Kimberly E. Ritrievi

Kirsten M. Volpi

Meetings in Fiscal 2018: 6

Average Attendance in Fiscal 2018: 100%

All members satisfy the audit committee experience and independence standards required by Nasdaq and have been determined to be financially literate.

Each member of the Audit Committee has been determined to be an "audit committee financial expert" under applicable SEC regulations.

Responsibilities:

reviewing our significant accounting principles, policies, and practices in reporting our financial results under generally accepted accounting principles;

reviewing our annual audited financial statements and related disclosures;

reviewing management letters or internal control reports and reviewing our internal controls over financial reporting;

reviewing the effectiveness of the independent audit effort;

appointing, retaining, and overseeing the work of the independent accountants;

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pre-approving audit and permissible non-audit services provided by the independent registered public accounting firm;

reviewing our interim financial results for each of the first three fiscal quarters;

reviewing and discussing the reports of our internal Management Audit Department;

reviewing and discussing financial, liquidity, tax and treasury, litigation, and Sarbanes-Oxley (SOX) compliance matters in accordance with our enterprise risk management (ERM) responsibility matrix;

reviewing and overseeing related party transactions;

approving compensation of our Chief Financial Officer;

reviewing complaints regarding accounting, internal controls, or auditing matters; and

preparing the annual Audit Committee Report to be included in the proxy statement.

Compensation Committee

Current Members:

J. Kenneth Thompson (Chair)

Patrick C. Haden

J. Christopher Lewis

Kirsten M. Volpi

Meetings in Fiscal 2018: 6

Average Attendance in Fiscal 2018: 100%

All members satisfy the independence standards required by Nasdaq.

All members qualify as "non-employee directors" under Rule 16b-3 of the Securities Exchange Act of 1934, as amended, and as "outside directors" under Section 162(m) of the Internal Revenue Code.

Responsibilities:

reviewing and approving the annual base salaries and annual incentive opportunities of the CEO and other executive officers, including an evaluation of the performance of the executive officers in light of our performance goals and objectives;

reviewing and approving, as they affect the executive officers, all other incentive awards and opportunities, any employment agreements and severance arrangements, any change-in-control agreements, and any special or supplemental compensation and benefits;

reviewing and discussing comments provided by stockholders and proxy advisory firms regarding our executive compensation;

overseeing our compliance with SEC rules and regulations regarding stockholder approval of certain executive compensation matters;

reviewing director and executive officer stock ownership under our Stock Ownership Guidelines;

reviewing and discussing incentives and rewards in accordance with our ERM responsibility matrix;

making recommendations to the Board with respect to incentive-based compensation plans, equity-based plans, and executive benefits;

reviewing and approving all grants of equity awards;

reviewing and discussing the annual Compensation Discussion and Analysis and Compensation Committee Report to be included in the proxy statement; and

retaining and working with the independent compensation consultant.

The Compensation Committee may delegate any or all of its responsibilities to a subcommittee. The Compensation Committee has no current intention to delegate any of its responsibilities to a subcommittee.

Nominating and Corporate Governance Committee

Current Members:

Joanne M. Maguire (Chair)

Gary R. Birkenbeuel

Hugh M. Grant

Patrick C. Haden

Albert E. Smith

Meetings in Fiscal 2018: 5

Average Attendance in Fiscal 2018: 100%

All members satisfy the independence standards required by Nasdaq.

Responsibilities:

developing criteria for nominating and appointing directors, including Board size and composition, corporate governance policies, and individual director expertise, attributes, and skills;

recommending to the Board the individuals to be nominated as directors;

recommending to the Board the appointees to be selected for service on the Board committees;

overseeing an annual review of the performance of the Board and each committee;

reviewing annually the adequacy of the committee charters and recommending proposed changes to the Board;

making recommendations to the Board on changes in the compensation of non-employee directors;

reviewing the succession plans relating to the positions held by executive officers;

reviewing our Code of Conduct and anti-fraud policies in accordance with our ERM responsibility matrix; and

considering any conflict of interest issues between us and directors or executive officers.

Strategic Planning and Enterprise Risk Committee

Current Members:

Albert E. Smith (Chair)

Joanne M. Maguire

Kimberly E. Ritrievi

J. Kenneth Thompson

Meetings in Fiscal 2018: 2

Average Attendance in Fiscal 2018: 100%

Responsibilities:

overseeing our strategic planning process and working with management to plan the annual offsite Strategic Planning and Enterprise Risk meeting;

reviewing and recommending to the Board certain strategic decisions regarding our exit from existing lines of business, entry into new lines of business, acquisitions, joint ventures, investments in or dispositions of businesses, and reviewing and approving our capital allocation strategy;

reviewing, as requested by management, our bid and proposal strategy for high risk contracts;

overseeing our ERM policies and procedures and working with our Corporate Risk Management Officer on ERM reports to the Board; and

reviewing, as determined by management, any changes in technology and regulatory trends to assess the impact of technology and regulatory changes on business strategy and resource allocation.

Executive Sessions

Our Board believes it is important to have executive sessions without our CEO being present, which are scheduled after every regular meeting of the Board. Our independent directors have robust and candid discussions at these executive sessions during which they can critically evaluate the performance of our company, CEO, and management.

In addition, executive sessions of the Audit Committee are scheduled following each regular meeting of the Audit Committee (with our independent auditors, with the head of our Management Audit Department, and with executive management, if deemed necessary), and an executive session of the Compensation Committee is scheduled following the Compensation Committee meeting each November at which executive compensation determinations are made.

Risk Oversight

Enterprise Risk Management and Strategic Risks

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 this oversight, we have implemented an 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 and Enterprise Risk Committee is responsible for the oversight of the ERM program. Our Corporate Risk Management Officer reports the status of the ERM program to this 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 to better coordinate with management and serve the long-term interests of our stockholders. Our Board receives reports from the committees regarding topics discussed at the committee meetings, which include the areas of risk overseen primarily by the committees.

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 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, to participate actively in the oversight of management's actions.

OVERSIGHT OF RISK

Board or Committee	Major Areas of Responsibility
Board of Directors	Annual operating plan;
	Corporate governance;
	Executive succession planning;
	Major initiatives;
	Mergers and acquisitions;
	Business development;
	Capital allocation;
	Project execution;
	Major litigation; and

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Major markets and clients

Financial metrics and measures;

Financial statements and controls;

Liquidity and cash flow;

Tax and treasury strategy;

Audit Committee

Fiscal discipline;

Management audit;

Litigation and claims; and

Sarbanes-Oxley compliance and anti-fraud policies

Compensation Committee

Management incentives and awards; and

Compensation-related risks

Director succession planning

**Nominating and Corporate
Governance Committee**

Code of Conduct; and

Anti-fraud policies

**Strategic Planning and Enterprise
Risk Committee**

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Business planning and performance;

Risk appetite and tolerance;

Bids and proposals;

Capital structure;

Technology and cyber-related risks; and

Corporate ERM

Risks Associated with Compensation Policies and Practices

As described in the *Compensation Discussion and Analysis* section of this proxy statement, we maintain what we believe are best practices in compensation and corporate governance that collectively encourage ongoing risk assessment and mitigation. The Compensation Committee periodically reviews our executive compensation program to ensure that it does not provide incentives that encourage our employees to take excessive risks in managing their respective businesses or functional areas. Our compensation program includes the following safeguards:

the program balances executive retention with rewarding stockholder value creation;

the majority of executive compensation is at-risk, with a mix that is consistent with market practices and primarily equity-based to promote long-term performance and sustainable growth;

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the incentive mix is balanced, with short- and long-term performance metrics that do not overlap, cover different time periods, and are balanced among annual financial objectives and long-term economic and stockholder value creation;

our AIP and LTIs appropriately balance profitable growth in the near term with sustainable long-term financial success, use multiple performance metrics, measure performance at multiple levels (corporate, business group, and individual), and provide realized compensation based primarily on our performance;

the Compensation Committee may exercise downward discretion to adjust the objective, formulaic AIP awards, based on individual performance;

AIP awards are not guaranteed and are subject to a maximum payout caps;

our incentive metrics and performance goals have multiple approval levels and oversight, including approval by members of the Compensation Committee;

our PSU awards are performance-based, use multiple performance metrics, are subject to maximum payout opportunities to encourage appropriate performance focus and limit potential risk-taking, and cliff vest at the end of three years;

our change of control plan is market-aligned, with change of control benefits provided on a double-trigger basis, and these benefits do not provide excessive incentive to seek a transaction and are not grossed up for excise taxes;

our clawback policy and stock ownership guidelines are consistent with market practices; and

our stock ownership guidelines, annual stock awards, and vesting provisions create sustained and consistent ownership stakes.

Based on these and other factors, as well as the advice of its independent compensation consultant, the Compensation Committee has concluded that our compensation policies and practices strike an appropriate compensation-risk balance, do not encourage excessive risk-taking, and do not as a whole create risks that are reasonably likely to have a material adverse effect on our company.

Succession Planning

Our Board is involved in the identification and cultivation of our future leaders. We maintain an annual performance review process and leadership development program for our key employees. Management develops leadership at lower levels of our organization by identifying core talent, cultivating the skills and capabilities that will allow identified individuals to become our future leaders, assessing their development, and identifying gaps and developmental needs in skills and experience. At its meetings, the Board has the opportunity to meet with leaders of our company, including business group leaders and leaders in finance, law, information technology, risk management, and human resources. In addition, Board members have freedom of access to key employees.

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The NCG Committee conducts executive succession planning annually, including progress in current job position and career development in terms of strategy, leadership, and execution. 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.

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Board and Committee Evaluations

The NCG Committee oversees and conducts an annual evaluation of our directors, Board, and Board committees. For the Board, the comprehensive self-assessment covers areas such as effectiveness, composition, culture, resources, and meetings. Each of the 35 topics within these areas is scored from 1 (Needs Improvement) to 5 (Role Model), with 3 being Acceptable. The Board then discusses each topic that has received a score from any director of 3 or less.

The directors also comment on the Board's most significant contribution to the company during the last 12 months, the most important issues the Board should address in the next 12 months, and the areas in which the company could improve its Board management practices. These comments result in action items that are placed on the agenda and addressed in subsequent Board meetings.

For each of the Committees, the self-assessment covers areas such as Committee composition, effectiveness, structure, information and resources, and meetings. As with the Board self-assessment, each of the topics within these areas is scored from 1 to 5. The members of the Committee also comment on the Committee's greatest contribution to the company during the last 12 months and the most important issues the Committee should address in the next 12 months. The Chair of each Committee then leads a discussion among the Committee members of each topic that has received a score from any Committee member of 3 or less, and of the general comments. The responses result in action items that are placed on the agenda and addressed in subsequent Committee meetings.

Many of the improvements in our corporate governance practices and Board and Committee processes have resulted from the annual evaluation process. Our Board views the annual evaluation process as an integral part of its commitment to cultivating excellence and best practices in its performance.

Selection of Director Nominees

Director nominees are generally recommended to the Board by the NCG Committee for election to the Board by our stockholders and to fill vacancies occurring between annual meetings of stockholders. Our Board believes that the backgrounds and qualifications of our directors, considered as a group, provide a mix of complementary experience, knowledge and abilities that allows our directors to effectively fulfill their oversight responsibilities.

In considering whether to recommend a candidate as a director nominee, the NCG Committee applies the criteria described in our Governance Policies, including 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 NCG Committee takes into account many factors, including a 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 the then-current business environment; understanding of our business and the issues affecting that business; relevant education and professional background; personal accomplishment; and diversity. The NCG Committee does not assign specific weights to the criteria, and no particular criterion is necessarily applicable to all nominees.

In recommending candidates for election to the Board of Directors, the NCG Committee considers nominees recommended by directors, officers, stockholders, and others, using the same criteria to evaluate all candidates. The NCG 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

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with selected candidates as appropriate. Upon selection of a qualified candidate, the NCG Committee recommends the candidate for consideration by the full Board. The Committee may engage consultants or third-party search firms to assist in identifying and evaluating potential nominees.

Stockholder Submission of Director Nominees

Stockholders may recommend director candidates by submitting the candidate's name, together with his or her qualifications, to NCG Committee Chair, c/o Corporate Secretary, Tetra Tech, Inc., 3475 E. Foothill Boulevard, Pasadena, California 91107. To be considered at the 2020 Annual Meeting, stockholder nominations must comply with the notice procedures and other requirements of our bylaws as described in the *Meeting and Voting Information* section of this proxy statement under "Submission of Stockholder Items for 2020 Annual Meeting."

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The qualifications that are particularly desirable for our directors to possess to provide oversight and stewardship of our company include the following:

Qualification	Description	Value to Our Board and Stockholders
Senior Leadership Experience	Service in a senior executive position	Provides us valuable external perspectives with which to assess our operations, execute our strategies, mitigate related risks, and improve our policies and procedures.
Industry and Technical Expertise	Experience in consulting and engineering services that focus on water, the environment, infrastructure, resource management, energy, and international development	Allows us to better understand the needs of our clients in developing our business strategies, as well as evaluate acquisition and divestiture opportunities.
Government Client Experience	Service in a position that requires interaction with government clients	Provides us 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 Development and Mergers and Acquisitions (M&A) Experience	Background in business development and in the analysis of proposed M&A transactions	Provides us insight into developing and implementing strategies for growing our business through combinations with other organizations, including analyses of the "fit" of a proposed acquisition with our company's strategy, the valuation of transaction, and the management plan for integration with existing operations.
Financial Sophistication	Understanding of accounting, auditing, tax, banking, insurance, or investments	Helps us oversee our accounting, financial reporting, and internal control processes; manage our capital structure, optimize capital allocation; and undertake significant transactions.

**Public Board
Experience**

Prior or concurrent service on other
SEC-reporting company boards

Demonstrates understanding of the extensive and complex oversight responsibilities of directors and helps reinforce management accountability for maximizing long-term stockholder value. Also provides insights into a variety of strategic planning, compensation, finance, and governance practices.

The graph below shows the qualifications of our director nominees:

Board Refreshment

Our Governance Policies reflect our belief that directors should not be subject to term limits. While term limits could facilitate fresh ideas and viewpoints being consistently brought to the Board, we believe they are counter-balanced by the disadvantage of causing the loss of a director who over a period of time has developed insight into our strategies, operations, and risks, and continues to provide valuable contributions to Board deliberations. Our decision not to establish term limits is consistent with the prevailing practice among companies in the S&P 1000. We recognize that certain governance stakeholders have suggested that longer-serving directors may have decreased independence and objectivity; however, we believe that an arbitrary decision to remove knowledgeable directors and the consistent oversight they bring weighs against strict restrictions on director tenure. Ultimately, it is our Board's responsibility to establish board refreshment policies, using its discretion in the best interest of our company and stockholders.

We have adopted the policies shown below to facilitate refreshment of our Board and ensure that it continues to appropriately challenge our management.

POLICIES SUPPORTING BOARD REFRESHMENT

Policy	Description
Mandatory Resignation	Incumbent directors who are not elected by a majority vote of the votes cast by our stockholders must promptly tender their resignation to the Board.
Retirement	The Board has fixed the retirement age for directors at 75 (determined as of the Annual Meeting following the director's birthday).
Resignation Tendered Upon Retirement or Change in Principal Employment	A director who retires from or changes his/her principal occupation or business association must offer to tender his/her resignation to the Chairman of the NCG Committee so that there is an opportunity for the Board, through the NCG Committee, to review the continued appropriateness of Board membership under the new circumstances.
Over-Boarding	Without specific approval from the Board, no director may serve on more than three other public company boards.

The graph below shows the tenure of our director nominees:

Director Diversity

As provided in our Governance Policies, we are committed to considering candidates for the Board regardless of age, gender, ethnicity, and national origin. While diversity is a consideration, nominees are not chosen or excluded solely or primarily based on such basis. Rather, the

NCG Committee focuses on skills,

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Board of Directors

expertise, and background to complement the existing Board in light of the diverse and global nature of our businesses and operations. Three of the four most recently-appointed independent directors are women.

Active Stockholder Engagement and Communications Policy

Governance Engagement

We value our stockholders' opinions about our governance policies and practices, and we actively solicit input through our stockholder engagement program. In advance of the Annual Meeting, we proactively contacted our largest institutional stockholders, representing a majority of our then-outstanding shares, to solicit their views on our corporate governance and executive compensation programs. We welcome feedback on our corporate governance program that this active and ongoing engagement with stockholders provides.

Contacting the Board

Stockholders may contact our Board, Chairman, Presiding Director, any Committee or Committee Chair, or any other individual director concerning business-related matters by writing to Board of Directors (or a particular subgroup or individual director), c/o Corporate Secretary, Tetra Tech, Inc., 3475 E. Foothill Boulevard, Pasadena, California 91107; or via email to asktheboard@tetrattech.com.

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ITEM 1 ELECTION OF DIRECTORS

Our bylaws provide for a Board of between five and ten directors, with the exact number fixed from time to time by a resolution of our Board. The Board has fixed the number at ten, and there are currently ten directors on our Board. Each of the nominees is currently a member of our Board of Directors and, other than Mr. Birkenbeuel, who joined our Board in July 2018, was elected to our Board of Directors at the 2018 annual meeting of stockholders. Mr. Birkenbeuel was originally recommended to serve as a director of our Board by an incumbent director.

Each director elected at the Annual Meeting will serve until our 2020 Annual Meeting and until a successor is duly elected and qualified. Each of the ten nominees has consented to being named in this proxy statement and to continue serving if elected. If any nominee is unable or unwilling for good cause to stand for election or serve as a director if elected, the persons named as proxies may vote for a substitute nominee designated by our existing Board of Directors, or our Board may choose to reduce its size.

Majority Voting Standard

Our bylaws provide that each director nominee will be elected at the Annual Meeting if he or she receives a majority of the votes cast with respect to his or her election in an uncontested election like this one. Consequently, in order to be elected, a nominee must receive more votes "for" than "against" his or her election. Should any of the nominees fail to receive the vote required to be elected in accordance with our bylaws, that director must promptly tender his or her resignation to the Board of Directors. In that event, the NCG Committee will make a recommendation to the Board as to whether to accept or reject the tendered resignation, or whether other action should be taken. The Board will then act on the tendered resignation, taking into account the NCG Committee's recommendation, and publicly disclose its decision regarding the tendered resignation and the rationale behind the decision within ninety (90) days from the date of the certification of the election results.

In voting for the election of directors, each share has one vote for each position to be filled, and there is no cumulative voting.

Recommendation of Board of Directors

Our Board of Directors recommends that you vote FOR each of the director nominees. The persons named as proxies will vote for the election of each of the ten nominees unless you specify otherwise.

2019 Director Nominees

The following pages provide information on each nominee for election at the Annual Meeting, including his or her age, Board leadership roles held, and business experience during at least the past five years. We also indicate the name of any other public company for which each nominee currently serves as a director or served as a director during the past five years.

Presented below is information regarding each nominee's experience and qualifications that led our Board to the conclusion that he or she should serve as a director in light of the company's business and structure. We believe that each of these nominees has integrity and adheres to our high ethical standards. In addition, each nominee has demonstrated the ability to exercise sound judgment, as well as a commitment to serving the long-term interests of our stockholders.

DAN L. BATRACK

Select Business Experience

Tetra Tech, Inc.

Chief Executive Officer and a director from November 2005 to present

Chairman from January 2008 to present

Age 60

Director since November 2005

President from October 2008 to present

Attendance at Fiscal 2018 Board Meetings: 100%

Joined Tetra Tech's predecessor in 1980; served in numerous roles of increasing responsibility at our company, including project scientist, project manager, operations manager, senior vice president, president of an operating unit, and Chief Operating Officer

Managed complex programs for many small and Fortune 500 clients, both in the United States and internationally

Select Skills and Qualifications

Senior leadership experience; industry and technical experience; government client experience; business development and M&A experience; financial sophistication

Ten years leading our company as Chairman, 13 years as Chief Executive Officer, and 10 years as President

Primary responsibility for our M&A strategy

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Served as project manager on numerous government client projects

Member of Visitors Committee, University of Washington College of Engineering

Bachelor's degree in Business Administration from the University of Washington

Current Board Leadership Role

Chairman of the Board

GARY R. BIRKENBEUEL

Select Business Experience

Retired with 37 years with Ernst & Young LLP

Former Regional Assurance Managing Partner of Ernst & Young LLP, from 2003 to 2017

Age 61

Served as the audit partner in charge of multinational publicly and privately held companies engaged in the aerospace and defense, entertainment, technology, and media industries

Director since July 2018

Independent

Serves as a Visiting Professor at Claremont McKenna College since 2016

Attendance at Fiscal 2018 Board Meetings: 100%¹

Serves as a director and chairman of the investment and audit committees of the American Film Institute (AFI) since 2003

Select Skills and Qualifications

Financial expert; senior leadership experience

Managing Partner of Pacific South West Assurance practice at Ernst & Young LLP (2003-2008)

Implemented Financial Advisory Assurance Practice at Ernst & Young LLP (2008-2012)

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Direct relationship with PCAOB related to annual evaluation, accountability, and compensation of 1,100 U.S. Assurance partners while at Ernst & Young LLP (2012-2017)

Certified Public Accountant

"Audit committee financial expert" under SEC rules

Bachelor's degree in Economics from Claremont McKenna College

Current Board Roles

Member, Audit Committee

Member, Nominating and Corporate Governance Committee

¹ Attended 100% of all meetings since joining the Board of Directors.

HUGH M. GRANT

Select Business Experience

Retired with 38 years with Ernst & Young LLP (and its predecessor, Arthur Young & Company)

Vice Chairman and Regional Managing Partner of the Western United States at Ernst & Young LLP

Age 82

Director since January 2003

Served as the audit partner in charge of several large public companies, including those in the engineering and construction and defense industries, while at Ernst & Young LLP

Independent

Served on Ernst & Young's 15-member Management Committee for ten years

Attendance at Fiscal 2018 Board Meetings: 100%

Serves as the Vice Chairman and Chairman of the Audit Committee of Inglewood Park Cemetery since 1998

Select Skills and Qualifications

Senior leadership experience; financial sophistication

Served on the Management Committee of Ernst & Young LLP and as the Vice Chairman and Regional Managing Partner of the Western United States, which had 2,000 employees and 19 offices

38 years of financial and risk management expertise gained through auditing public companies

"Audit committee financial expert" under SEC rules

Certified Public Accountant

Bachelor of Science degree in Business from the University of Kansas

Current Board Roles

Chair, Audit Committee

Member, Nominating and Corporate Governance Committee

PATRICK C. HADEN

Select Business Experience

President, Wilson Avenue Consulting, since July 2017

Advisor to the President, University of Southern California (USC), from July 2016 to June 2017

Age 65

Athletic Director, USC, from August 2010 to June 2016

Director since December 1992

Independent

Director of TCW Funds, TCW Strategic Income Fund (a closed end mutual fund listed on the NYSE), Met West Funds, and serves on various Board committees of these companies

Other Public Company Board:

TCW Strategic Income Fund

Director of Auto Club of Southern California, and on the Audit/Finance and Investment Committees, since 2016

Attendance at Fiscal 2018 Board Meetings: 100%

General Partner of Riordan, Lewis & Haden (RLH), a Los Angeles-based private equity firm, from 1987 to August 2010

Director of several portfolio companies during his tenure at RLH

Serves on several foundation Boards: Rose Hills, Fletcher Jones, Unihealth, and Mayr

Select Skills and Qualifications

Senior leadership experience; business development and M&A experience; financial sophistication; public board experience

Multiple roles at a major university, which provides significant senior leadership and management experience

Leadership at a private equity firm, which provides significant experience in finance and investment, and in M&A transactions

Director roles at several TCW funds, one of which is publicly listed

Service on other public and private company boards

Rhodes Scholarship to Oxford University; degree in Economics

Practicing attorney from 1982 to 1987

Current Board Roles

Member, Nominating and Corporate Governance Committee
Member, Compensation Committee

J. CHRISTOPHER LEWIS

Select Business Experience

Managing Director and co-founder of RLH since 1982

Director of several privately-held companies: The Chartis Group and Silverado Senior Living

Age 62

Previously served as a director of two publicly traded companies

Director since February 1988

Select Skills and Qualifications

Independent

Senior leadership experience; business development and M&A experience; financial sophistication

Attendance at Fiscal 2018 Board Meetings: 100%

More than 35 years of leadership of a private equity firm and service as a director of several companies provides significant senior leadership, management, operational and financial experience

Private equity firm leadership provides significant experience in finance and investment, evaluating new business opportunities, and M&A transactions

"Audit committee financial expert" under SEC rules

Master's degree in Business Administration from the University of Southern California

Current Board Roles

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Member, Audit Committee
Member, Compensation Committee

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JOANNE M. MAGUIRE

Select Business Experience

Served as Executive Vice President of Lockheed Martin Space Systems Company (SSC), a provider of advanced-technology systems for national security, civil, and commercial customers, from 2006 until retirement in 2013

Joined Lockheed Martin Corporation in 2003 and assumed leadership of SSC in 2006

Age 64

Director since November 2016

Formerly with TRW's Space & Electronics sector (now part of Northrop Grumman), filling a range of progressively responsible positions from engineering analyst to Vice President and Deputy to the sector's CEO

Independent

Other Public Company Boards:

Member of the Board of Directors of CommScope, Inc., Visteon Corporation, and Draper Laboratory

CommScope, Inc.
Visteon Corporation

Select Skills and Qualifications

Attendance at Fiscal 2018 Board Meetings: 100%

Senior leadership experience; government client experience; industry and technical expertise; financial sophistication; public board experience

Held senior leadership positions within a publicly traded company in the technology sector, working with government clients

These positions provide valuable experience, including strategic planning, operations, risk management and corporate governance

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Elected to the National Academy of Engineering in 2011

Bachelor's degree in Engineering from Michigan State University and Master's degree in Engineering from the University of California, Los Angeles

Concurrent service on two other public company boards

Current Board Roles

Chair, Nominating and Corporate Governance Committee
Member, Strategic Planning and Enterprise Risk Committee

KIMBERLY E. RITRIEVI

Select Business Experience

President, The Ritrievi Group LLC, a private investment firm (2018 to present) and an advisor to technology and chemical companies on financial strategies (2005 to 2018)

Co-Director of Americas Investment Research at Goldman, Sachs & Co. from 2001 to 2004

Age 60

Director since November 2013

Former Specialty Chemical Analyst at Goldman, Sachs & Co., Credit Suisse First Boston, Lehman Brothers, and Paine Webber (now UBS Wealth Management)

Independent

Former process development engineer at ARCO Chemical

Other Public Company Boards:

Schweitzer-Mauduit
International, Inc.

Audit Committee and Compensation Committee member of the Board of Directors of Schweitzer-Mauduit International, Inc. since 2018

Attendance at Fiscal 2018 Board
Meetings: 100%

Serves as Co-Chair of the Princeton University School of Engineering and Applied Science Leadership Council since 2016 and member since 2000

Served as Vice Chair of the Dean's Advisory Board of the Harvard School of Dental Medicine from 2015 to 2018; served as Chair of the Dean's Advisory Board from 2011 to 2015 and member since 2001

Member of the Board of Directors of Intrinio, a privately-held company

Select Skills and Qualifications

Senior leadership experience; business development and M&A experience; industry and technical expertise; financial sophistication; public board experience

Over 30 years of executive, management, analytical, and operational experience at The Ritrievi Group and major investment banks

Master's degree in Management from the Massachusetts Institute of Technology (MIT) Sloan School of Management

Doctorate in Chemical Engineering from MIT

"Audit committee financial expert" under SEC rules

Current Board Roles

Member, Audit Committee

Member, Strategic Planning and Enterprise Risk Committee

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Item 1 Election of Directors