



**URS CORPORATION
CORPORATE GOVERNANCE GUIDELINES**

AS AMENDED MAY 23, 2013

A. Role of the Board of Directors

1. Responsibility to Stockholders

The primary responsibility of the Board of Directors (the “Board”) of URS Corporation (the “Company”) is to oversee the affairs of the Company for the benefit of all stockholders.

2. Major Decisions

Except for those matters reserved for decision by the Company’s stockholders, the Board is the ultimate decision-making body of the Company. It elects the Company’s Chief Executive Officer who is charged with the conduct of the Company’s business, acts as his or her advisor, and monitors his or her performance. It is the general policy of the Board that all decisions that could have a material effect on the Company or its stockholders be considered by the Board or the appropriate Committee thereof, as applicable.

B. Composition of the Board of Directors

1. Qualifications

It is the Board’s objective that the Board be composed of individuals who have the highest personal and professional integrity, who have demonstrated exceptional ability and judgment and who are effective, in connection with the other members of the Board, in providing the diversity of skills, expertise, experiences, competencies, perspectives, educational and professional backgrounds, personal accomplishments, and geographic, race, gender, ethnic and age diversity appropriate for the business and operations of the Company and which serve the long-term interests of stockholders. It is the policy of the Board to assemble a Board of Directors that, as a whole, possesses the appropriate balance of professional and industry knowledge and experience, financial and technical expertise and leadership skills necessary to oversee and direct the Company’s business, as well as the range of viewpoints essential for effective functioning of the Board.

2. Independence

It is the policy of the Board that at least a majority of its members be independent. An “independent” Director is one who (i) the Board has affirmatively determined not to have a material relationship with the Company (either directly or as a partner, stockholder or officer of an organization that has a relationship with the Company); (ii) is not a member of management or an employee of the Company and has not been a member of management or an employee of the Company within the past three years; (iii) has not received during any twelve-month period within the last three years more than \$120,000 in direct compensation from the Company (other than director and committee fees and pension or other forms of deferred compensation for prior service); (iv) is not, and within the past three years has not been, a current partner or employee of a present or former internal or external auditor of the Company (or of an affiliate of the Company); (v) is not, and within the past three years has not been, an executive officer of a company in which an executive officer of the Company serves on the compensation committee of such other company that concurrently employs the Director; (vi) is not a current employee of a company that has made payments to, or received payments from, the Company for property or services in an amount which, in any of the last three fiscal years, exceeds the greater of \$1 million, or 2% of such other company’s consolidated gross revenues; (vii) has no immediate family members meeting the descriptions set forth in (ii) through (vi) above; and (viii) to the extent applicable with respect to membership on the Board or any specific Committees, satisfies additional requirements for “independence” promulgated from time to time by the New York Stock Exchange (the “NYSE”) and the Securities and Exchange Commission (the “SEC”). Consideration should also be given to all other relevant facts and circumstances, including issues that may arise as a result of any Director compensation (whether direct or indirect), any charitable contributions by the Company to organizations with which a Director is affiliated and any consulting arrangement between the Company and a Director. The Board Affairs Committee reports annually to the full Board on these matters.

3. Size

The Company’s Bylaws provide that the number of Directors will be fixed from time to time by resolution of the Board or by the Company’s stockholders at the annual meeting of stockholders, provided that the number of Directors which shall constitute the Board shall be not less than five nor more than fifteen. The precise number of Directors is determined by the Board based on its current composition and requirements. It is the policy of the Board that the number of Directors not exceed a number that can function efficiently and effectively as a body.

4. Employee Directors

The Chief Executive Officer of the Company should be a member of the Board. Other Company employees who are members of the senior management team should serve as members of the Board only in unusual circumstances when their knowledge and areas of responsibility can materially contribute to the Board's deliberations.

5. Chairman and Lead Independent Director

The Board has discretion concerning the appointment of the Chairman of the Board (the "Chairman") and the Lead Independent Director of the Board (the "Lead Independent Director"), the respective duties of the Chairman and Lead Independent Director if either one is appointed, and who may hold such offices. It is the Board's policy to determine whether or not the role of Chief Executive Officer and Chairman should be combined or separated based on the Company's circumstances and needs at any given time and in accordance with the Company's Bylaws, and the Board does not otherwise have a policy on whether or not such roles should be combined or separated. The Board is free to make these choices in the best interests of the Company and its stockholders at any point in time. However, consistent with the Company's Bylaws, it is the policy of the Board that, if the Chairman is not an "independent" Director, one of the "independent" Directors who has served as a Director of the Company for at least one year shall be designated by the "independent" Directors as the "Lead Independent Director."

6. Change of Position

It is the policy of the Board that an employee Director should promptly tender his or her resignation from the Board concurrently with the termination of his or her employment with the Company for any reason, and that a non-employee Director should promptly tender his or her resignation from the Board concurrently with any material change in his or her primary job responsibility or position held at the time such Director was most recently elected to the Board. Each such resignation will be irrevocable until either accepted or rejected by the Board. The Board may reject such resignation and invite any such Director to remain on the Board when the Board determines, following a review and recommendation by the Board Affairs Committee and consideration of any appropriate and relevant factors, that continued access to such Director's knowledge and experience is in the best interests of the Company and its stockholders. The Director who tenders his or her resignation would not participate in the decision of the Board with respect to his or her resignation.

7. Outside Directorships

It is the policy of the Board that non-employee Directors are encouraged to limit the number of other boards on which they serve, taking into account potential board attendance, participation and effectiveness on these boards. Non-employee Directors should advise the Chairman (if one is appointed), the Lead Independent Director (if one is appointed), the Chief Executive Officer (if the Chairman is not the Chief Executive Officer) and the Chairman of the Board Affairs Committee if they accept an invitation to serve on another board. Additionally, members of the Company's Audit Committee should not simultaneously serve on the audit committees of more than three public companies, including the Company's Audit Committee, unless the Board (i) determines that such simultaneous service will not impair the ability of such members to effectively serve on the Company's Audit Committee and (ii) such determination is disclosed in the Company's proxy statement.

8. Majority Vote Standard

The Company's Bylaws include a majority vote standard for the election of Directors in uncontested elections. Under this standard, each Director to be elected by the stockholders must be elected by the vote of the holders of a majority of the votes cast for the election of Directors at any meeting at which a quorum is present, provided that if the number of nominees exceeds the number of Directors to be elected, the Directors shall be elected by the vote of the holders of a plurality of the votes cast. If an incumbent Director nominated for reelection at a stockholder meeting does not receive a majority of the votes cast in an uncontested election, the Director must promptly tender his or her resignation to the Board, which resignation shall be irrevocable until either accepted or rejected by the Board. In that event, the Board Affairs Committee (or any successor committee established by the Board) will consider the vote and recommend to the full Board whether to accept or reject the resignation or whether other action should be taken. The Board then will act on the Board Affairs Committee's recommendation, taking into account any factors or other information that it considers appropriate and relevant, and will publicly disclose its decision within 90 days from the date of the certification of the election results. The Director who tenders his or her resignation shall not participate in the recommendation of the Board Affairs Committee (or successor committee) or the decision of the Board with respect to his or her resignation. If the Director's resignation is not accepted by the Board, then the Director will continue to serve until the next annual meeting or until his or her successor is duly elected, or his or her earlier resignation or removal.

9. Retirement Age

It is the policy of the Board that no non-employee Director should be nominated to stand for reelection after attaining age 72.

10. Selection of New Directors

The Board nominates Directors for election at the annual meeting of stockholders and selects Directors to fill vacancies which occur between annual meetings. The Board has delegated to the Board Affairs Committee, in consultation with the Chairman (if one is appointed), the Lead Independent Director (if one is appointed) and the Chief Executive Officer (if the Chairman is not the Chief Executive Officer or if no Chairman or Lead Independent Director is appointed), the primary responsibility for identifying, evaluating, reviewing and recommending qualified candidates to serve on the Board (consistent with criteria approved by the Board). The Board Affairs Committee also has the primary responsibility for evaluating, reviewing and recommending for nomination for reelection to the Board the incumbent Directors.

11. New Director Orientation and Incumbent Director Education

The Board and the Company have a complete orientation process for new Directors that includes background material, meetings with senior management and visits to the Company's facilities. Additionally, the Board and the Company have a process for the systematic review and communication to incumbent Directors of important corporate governance issues and trends in corporate governance practices that could potentially impact the Company and/or the functioning of the Board and its committees.

12. Director Compensation

Employee Directors receive no additional compensation for their Board service. The Company's policy with respect to the compensation of non-employee Directors is to set the form and amount of such compensation at a level and in a manner that is competitive with comparable companies. The Company uses stock based compensation as a component of the non-employee Director compensation to strengthen the non-employee Directors' commitment to the future of the Company and to further align their interests with those of the Company's stockholders. The Board Affairs Committee periodically reviews the compensation paid to non-employee Directors for their service on the Board and its Committees and recommends any changes considered appropriate to the Board for its approval.

C. Board and Committee Functions

1. Corporate Governance Guidelines

It is the policy of the Board to have corporate governance guidelines to facilitate the Company's mission. The Board Affairs Committee is responsible for conducting periodic reviews of the Company's corporate governance guidelines and other corporate governance issues that may, from time to time, merit consideration by the entire Board.

2. Frequency of Meetings

The Board meets regularly on previously determined dates, and conducts special meetings on the call of the Chairman, the Lead Independent Director, the Chief Executive Officer, the President or any two Directors. The Chairman of each Committee, in consultation with the Chief Executive Officer and members of that Committee, determines the frequency of meetings of that Committee.

3. Attendance at Meetings

Directors are expected to attend all meetings of the Board and the committees on which they serve. Directors must notify the Chairman of circumstances preventing attendance at a meeting.

4. Establishing Agendas

The Chairman (or if one is not appointed, the Chief Executive Officer), in consultation with the Lead Independent Director (if one is appointed) and the Chief Executive Officer (if the Chairman is not the Chief Executive Officer), establishes the agenda for each Board meeting. The Chairman of each Committee, in consultation with the Chairman (if one is appointed), the Lead Independent Director (if one is appointed) and the Chief Executive Officer (if the Chairman is not the Chief Executive Officer), establishes the agenda for each Committee meeting. Any Director may suggest that particular items be placed on the agenda for any Board or Committee meeting.

5. Briefing Materials

The agenda for each Board and Committee meeting is normally provided to Directors in advance of the meeting, together with written materials (when possible) on matters to be presented for consideration. The Chief Executive Officer will provide the Directors with any additional information the Directors believe necessary to perform their duties. The Chairman (if one is appointed) and the Lead Independent Director (if one is appointed) generally approve information provided to the Directors. Members of the Board or any Committee should review any such materials provided to them in advance of the applicable meeting.

6. Participation of Management, Advisors and Guests

The Board is comfortable with the regular attendance at Board and Committee meetings by members of senior management. Should either the Chairman (if one is appointed), the Chief Executive Officer (if one is appointed) or the Lead Independent Director (if one is appointed) want additional advisors or guests to attend Board meetings on a regular basis, it is expected that this suggestion will be made to either the full Board or, in the case of a recommendation by the Chief Executive Officer, to the Lead Independent Director (if one is appointed), for the Board's or the Lead Independent Director's approval. The Board meets in executive session, which shall be chaired by the Chairman (if one is appointed) or the Lead Independent Director (or, if there is no Chairman or Lead Independent Director, then by the Chairman of either the Audit, Board Affairs, or Compensation Committee, as designated from time to time by the independent Directors), to consider matters of a confidential nature which may not be appropriate to discuss in the presence of non-Directors. The Chairman and the Lead Independent Director determine which, if any, non-Directors should attend such executive sessions. The Chairman of each Committee, subject to the direction of the particular Committee, determines which, if any, members of senior management, advisors or other non-Committee members attend each Committee meeting.

7. Access to Management

Members of the Board have complete access to the Company's management and outside counsel and such other resources, including legal, financial or other advisors, as the Board deems necessary or appropriate to fulfill its responsibilities. Members of the Board should use judgment in contacting management so that the business and operations of the Company and the ability of the managers to discharge their duties are not disrupted.

8. Committees

The Board has established an Audit Committee, a Board Affairs Committee and a Compensation Committee as standing Committees of the Board. The Board also establishes such standing and special purpose Committees as the Board deems necessary or appropriate from time to time to assist the Board in overseeing the affairs of the Company. Each standing Committee has a written charter that specifies the delegations of responsibilities and authority to that Committee, which are reviewed periodically by such Committee and the entire Board.

9. Committee Membership

The composition of each Committee is determined by the Board. The Board Affairs Committee, after consultation with the Chairman (if one is appointed), the Lead Independent Director (if one is appointed) and the Chief Executive Officer (if the Chairman is not the Chief Executive Officer or if no Chairman or Lead Independent Director is appointed), and considering the wishes of the individual Directors, shall recommend to the entire Board annually the chairmanship and membership of each Committee. Consideration is given to rotating Committee members and Chairmen periodically, but the Board does not mandate such rotation as a policy.

10. Independence: Audit, Board Affairs and Compensation Committees; Chairmanships

The Audit, Board Affairs and Compensation Committees are composed solely of Directors who qualify as independent within the meaning of these Guidelines, including (to the extent applicable with respect to membership on a particular Committee) any requirement for “independence” promulgated from time to time by the NYSE or the SEC.

11. Reports to the Board

All material activities of the Committees are reported to the Board. Any other reports from the Committees to the Board are made on an as needed basis, within the discretion of the Committee Chairmen.

12. Meetings of Independent Directors

The independent Directors shall meet in executive session at least annually without the presence of the Chief Executive Officer or any employee Directors. Such meeting shall be chaired by the Lead Independent Director or, if there is no Lead Independent Director, then by the Chairman of either the Audit, Board Affairs, or Compensation Committee, as designated from time to time by the independent Directors. The Lead Independent Director has the authority to call meetings of the independent Directors. The results of any such meeting may be discussed with the Chief Executive Officer by the Lead Independent Director or by such designated Committee Chairman.

13. Conflicts of Interest

The business or family relationships of a Director may on occasion give rise to that Director having a material personal interest in a particular matter raised before the Board or a Committee. The Board or Committee, after consulting with counsel, determines on a case-by-case basis whether any such conflict or potential conflict of interest exists. The Board and each Committee take appropriate steps

in accordance with the Company's Code of Business Conduct and Ethics, these guidelines and the charter of the relevant Committee to identify any such potential conflicts and to assure that all Directors voting on a matter are disinterested with respect to that matter.

D. Board and Chief Executive Officer Evaluations

1. Criteria for Board Evaluation

The Board Affairs Committee facilitates a periodic assessment of the performance of the Board, including Board Committees, and coordinates provision of the results to the full Board for discussion. The assessment includes evaluation of the Board's contribution as a whole, specific areas in which the Board and/or management believe better contributions could be made, the effectiveness of the Board's diverse mix of skills, perspectives and experiences and overall Board composition and makeup. The Committee also annually considers and assesses the independence of Directors, including whether a majority of the Board continues to be independent in both fact and appearance, within the meaning prescribed by these Guidelines, the NYSE and the SEC. The purpose of the review is to increase the effectiveness of the Board as a whole.

2. Appointment and Evaluation of the Chief Executive Officer

The Board has the sole power and authority to appoint and remove the Chief Executive Officer. The Compensation Committee annually reviews and evaluates the performance of the Chief Executive Officer. The review is based upon objective criteria, including the performance of the Company's business and the accomplishment of objectives previously established in consultation with the Chief Executive Officer. The results of the review are communicated to the Chief Executive Officer by the Chairman of the Compensation Committee, and are used by that Committee and the Board when considering the compensation of the Chief Executive Officer.

E. Succession Planning

The Board has the primary responsibility for the development and periodic review of a detailed plan of succession of Directors and management. The Board may from time to time delegate such responsibility to a Committee.

With respect to executive succession planning, the Board's goal is to have a long-term and continuing program to plan for CEO succession and to monitor and advise on management's senior leadership development program and succession planning for other executive officers. The Board also has short-term contingency plans in place for emergencies or unplanned events, such as the departure, death, or disability of the CEO or other executive officers.

F. Stock Ownership Guidelines

The Board has established Stock Ownership Guidelines to encourage Directors and executive officers to voluntarily maintain a reasonable level of personal share ownership to demonstrate their personal commitment to the Company's long-term success and to continue to align their own interests with the interests of the Company's stockholders. The number of shares that each Director is encouraged to hold is determined as a multiple of three times the Director's annual cash retainer, and then converted to a fixed number of shares of the Company's common stock based on the closing price of the stock on the date of determination. The number of shares that each executive officer is encouraged to hold is determined as a multiple of the officer's annual base salary specific to such officer, and then converted to a fixed number of shares of the Company's common stock based on the closing price of the stock on the date of determination. Directors and executive officers are encouraged to hold at least the number of shares of common stock that satisfy the guidelines as of the first day of each fiscal year. When individuals first become Directors or executive officers, or an officer is promoted to a position with a higher base salary multiple under the guidelines, then those Directors and executive officers are encouraged to satisfy the guidelines, or the higher multiple under the guidelines, within five years of the date of their appointment, election, hiring or promotion, as applicable.

G. Miscellaneous

1. Presentations to the Board

The Board encourages the Chief Executive Officer, from time to time, to bring into Board and Committee meetings other managers who can provide the Directors with additional insight into specific areas of the Company's business and/or whom the Chief Executive Officer believes should be given exposure to the Board.

2. Board Interaction with Investors, the Press etc.

The Board believes that senior management should speak for the Company. In no event should any Director communicate any confidential or market-sensitive information to any person or constituency outside the Board. Directors should refer any external inquiries to the Chief Executive Officer for handling.