

**TUTOR PERINI CORPORATION**  
**AUDIT COMMITTEE CHARTER**

This Audit Committee Charter (the “Charter”) was adopted by the Board of Directors (the “Board”) of Tutor Perini Corporation, a Massachusetts corporation (the “Company”).

**I. PURPOSES:**

The purposes of the Audit Committee (the “Committee”) of the Board are to assist the Board with its oversight responsibilities regarding (1) the integrity of the Company’s financial statements and financial reporting process, (2) the Company’s compliance with financial, legal and regulatory requirements, (3) the independent auditor’s qualifications and independence, (4) the performance of the independent auditors and the Company’s internal audit function, (5) the Company’s system of disclosure controls and procedures and internal control over financial reporting, (6) the Company’s overall risk profile, and (7) the fulfillment of the other responsibilities set forth in this Charter.

The Committee is responsible for preparing a report on its activities for inclusion in the Company’s annual proxy statement, in accordance with applicable rules and regulations of the Securities and Exchange Commission (“SEC”).

**II. MEMBERSHIP:**

The Committee shall be comprised of not less than three (3) members of the Board. The Committee shall be organized in compliance with the rules and standards established by the New York Stock Exchange, Inc. (“NYSE”) from time to time and applicable SEC rules. The members of the Committee, including the Chair (as defined below), shall be appointed by the Board on the recommendation of the Nominating and Governance Committee for one-year terms and may be removed from the Committee, with or without cause, by the Board. Committee members shall serve until their successors are duly elected and qualified by the Board, or until their earlier resignation or removal. No member of the Committee may receive any compensation from the Company other than Director’s fees. The Board shall designate one of the Committee members to serve as chair of the Committee (the “Chair”). If the Board shall fail to designate a Chair, or should the Chair be absent or unavailable, the members of the Committee may designate a chair by majority vote of the full Committee membership. No Committee member will simultaneously serve on the audit committees of more than three public companies, unless the Board determines that such simultaneous service would not impair the ability of the Committee member to serve effectively on the Committee. Committee members shall have the following qualifications:

A. Each member of the Committee shall be “independent” as determined by the Board in its business judgment in accordance with standards established by the NYSE.

B. Each member of the Committee shall be “financially literate” (or become so within a reasonable time after his or her appointment to the Committee), as such qualification is interpreted by the Board in its business judgment in accordance with standards established by the NYSE.

C. At least one member of the Committee shall have “accounting or related financial management expertise,” as such qualification is interpreted by the Board in its business judgment in accordance with standards established by the NYSE.

D. At least one member of the Committee shall meet the Securities and Exchange Commission’s definition of an “audit committee financial expert” as determined by the Board in its business judgment.

### **III. POWERS AND RESPONSIBILITIES:**

The Committee has the following powers and responsibilities:

A. To be directly responsible for the appointment, compensation, retention and oversight over the work of independent auditor(s) (including resolution of any disagreements between Company management and the independent auditor regarding financial reporting) engaged for the purpose of preparing or issuing an audit report or related work or performing other audit, review or attest services for the Company. The independent auditor(s) shall report directly to the Committee. The Committee shall also be responsible for the appointment, compensation, retention and oversight of the Company’s internal audit function.

B. To establish procedures for: (1) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and (2) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

C. At least annually, to obtain and review a report by the independent auditors describing (1) the auditing firm’s internal quality-control procedures, (2) any material issues raised by the most recent internal quality-control review, or peer review, of the auditing firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the auditing firm, and any steps taken to deal with any such issues, and (3) all relationships between the independent auditor and the Company in order to assess the auditing firm’s independence.

D. To review and evaluate the qualifications, performance and independence of the independent auditors and the lead partner of the independent auditors and present the Committee’s conclusions with respect to the independent auditors to the full Board. If so determined by the Committee, recommend that the Board replace the independent auditor.

E. To ensure that the lead audit partner does not serve in that capacity for more than five years and consider whether the audit firm itself should be changed periodically.

F. To meet with management and the independent auditor, either together or separately, to review and discuss the Company’s annual audited financial statements and quarterly financial statements, including the Company’s disclosures under “Management’s Discussion and Analysis of Financial Condition and Results of Operations.”

G. To review and pre-approve all permissible non-audit services to be performed by the independent auditor, considering whether the performance of such permissible non-audit

services is compatible with the auditors' independence. The Committee may delegate pre-approval authority to one or more of its members. The member or members to whom such authority is delegated is required to report, for informational purposes, any pre-approval decisions to the Audit Committee at its next regularly scheduled meeting.

H. Receive all required communications from the independent auditors under the rules adopted by the PCAOB.

I. To review disclosures from the Company of (i) all significant deficiencies in the design or operation of internal controls which could adversely affect the Company's ability to record, process, summarize and report financial data and identify any material weakness in internal controls, and (ii) any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal controls.

J. To discuss analyses prepared by management and/or the independent auditors setting forth significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including analyses of the effects of alternative GAAP methods on the Company's financial statements; the effect of regulatory and accounting initiatives, as well as off-balance sheet structures on the financial statements of the Company; and earnings press releases (paying particular attention to any use of "pro forma," or "adjusted" non-GAAP, information), as well as financial information and earnings guidance provided to analysts and rating agencies.

K. To review any accounting adjustments that were noted or proposed by the auditor but were "passed" (including similar adjustments that were passed because individually they were not material); obtain an understanding of any significant communications between the audit team and the audit firm's national office respecting auditing or accounting issues presented by the engagement; and to review any "management" or "internal control" letter issued, or proposed to be issued, by the auditing firm to the Company.

L. To review and approve all potential transactions with related-parties; advise the Board as to whether such transactions are appropriate unless otherwise handled by the full Board.

M. As the Committee determines necessary to carry out its powers, to obtain advice and assistance from outside legal, accounting or other advisors.

N. To discuss with the Company's counsel and management any legal matters brought to the Committee's attention that could reasonably be expected to have a material impact on the Company's financial statements.

O. To discuss with management the adequacy of management information systems, internal accounting and financial controls.

P. To meet separately, on a periodic basis, with management, internal audit and with the independent auditors.

Q. To review with the independent auditor any audit problems or difficulties and management's response.

R. To ensure that clear policies are established regarding hiring employees or former employees of the independent auditors.

S. To review annually the policies and procedures relating to compliance with legal and regulatory requirements and the Company's compliance therewith.

T. To review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

U. To report regularly to the Board.

#### **IV. PERFORMANCE EVALUATION REPORT:**

The Committee shall provide to the Board an annual performance evaluation of the Committee, including an assessment of the performance of the Committee based on the powers and responsibilities set forth in this Charter and such other matters as the Committee may determine. The evaluation to the Board may take the form of an oral report by the Chair or any other member of the Committee designated by the Committee to make the report.

#### **V. DELEGATION TO SUBCOMMITTEE:**

The Committee may, in its discretion, delegate all or a portion of its powers and responsibilities to a subcommittee of the Committee.

#### **VI. RESOURCES AND AUTHORITY OF THE COMMITTEE:**

The Committee shall have the resources and authority appropriate to discharge its powers and responsibilities, including the authority to retain counsel and other experts and consultants. The Committee shall have the sole authority to approve all audit engagement fees and terms, as well as significant non-audit engagements with independent auditors. The Committee's responsibilities are limited to oversight. Management of the Company is responsible for the preparation, presentation and integrity of the Company's financial statements as well as the Company's financial reporting process, accounting policies, internal accounting controls and disclosure controls and procedures. The independent auditor is responsible for performing an audit of the Company's annual financial statements, expressing an opinion as to the conformity of such annual financial statements with generally accepted accounting principles and reviewing the Company's quarterly financial statements.

Risk oversight is the responsibility of the full Board. It is not the responsibility of the Committee to plan or conduct audits or to determine that the Company's financial statements and disclosure are complete and accurate and in accordance with generally accepted accounting principles and applicable laws, rules and regulations. The Committee shall also be entitled to rely on the integrity of those persons within the Company such as the Company's Internal Auditors or third party professionals and experts from which the Committee receives information in achieving the responsibilities set forth herein. The Company will provide appropriate funding, as determined by the Committee, in its capacity as a committee of the Board, for payment of compensation (a) to the public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services, (b) to any advisors employed by the Committee;

and (c) for ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its powers.

**VII. MINUTES:**

Minutes will be kept of each meeting of the Committee and will be available to each member of the Board. Any action of the Committee (other than actions for which the Committee has sole authority as set forth herein) shall be subject to revision, modification, rescission, or alteration by the Board, provided that no rights of third parties shall be affected by any such revision, modification, rescission, or alteration.

**VIII. AMENDMENTS:**

This Charter may be amended in whole or in part with the approval of a majority of the Board. This Charter and any amendments to this Charter shall be posted on the Company's website.