

## **FLUOR CORPORATION**

### **COMPLIANCE AND ETHICS COMMITTEE RESOLUTIONS FOR APPROVAL AT APRIL 27, 2005 MEETING**

The Compliance and Ethics Committee provides assistance to the Company's management and the Audit Committee to enable Fluor to continue to operate according to the highest ethical business standards and in accordance with applicable laws and regulations. Pursuant to the Committee's charter, it may form and delegate its duties and authority to subcommittees or officers and employees of the company to assist it in carrying out its responsibilities.

NOW, THEREFORE, BE IT RESOLVED, that the Committee hereby forms the Compliance and Ethics Council, to be comprised of the following members, to serve at the leisure of the Committee:

- Senior Vice President and Chief Financial Officer
- Senior Vice President, Chief Legal Officer and Secretary
- Senior Vice President, Human Resources & Administration
- Senior Vice President, Industrial Relations, Safety, and Security
- Vice President, Internal Audit
- Vice President, Finance & Ethics
- Vice President, Corporate Compliance;

RESOLVED FURTHER, the members of the Compliance and Ethics Council shall be appointed and may be replaced or removed by the Committee;

RESOLVED FURTHER, that the Committee delegates the following responsibilities related to reporting, investigating and recommending discipline for compliance and ethics-related policies and procedures to the Compliance and Ethics Council, subject to continued oversight by the Committee:

- Establishing mechanisms for employees to report suspected misconduct or violations of Company compliance and ethics-related policies and procedures and receive guidance on compliance and ethics issues, including an anonymous reporting mechanism.
- Encouraging employees and, as appropriate, agents to report possible violations of, and to seek guidance concerning, the Company compliance and ethics-related policies and procedures.
- Reviewing the status and disposition of Ethics Hotline calls, internal management reports regarding compliance and ethical conduct violations, and any other sources from which alleged compliance or ethical conduct violations may result.

- Establishing and communicating policies and procedures protecting employees and others from retaliation for reporting suspected misconduct.
- Establishing procedures to ensure that alleged compliance and ethics violations are appropriately investigated by the proper personnel in accordance with applicable laws and regulations and Company policies and procedures.
- Reviewing results of investigations regarding alleged compliance or ethics violations and discipline taken to ensure the discipline is appropriate to the violation and to maintain consistency.

RESOLVED FURTHER, that all actions previously taken by any member of the Compliance and Ethics Council or any officer of the Company prior to the date of these resolutions in connection with the actions contemplated by these resolutions are hereby ratified, confirmed and approved in all respects.