

FLUOR CORPORATION
COMPLIANCE AND ETHICS COUNCIL
CHARTER

STATEMENT OF PURPOSE

In order to assist the Compliance and Ethics Committee in its responsibilities under its charter, at its meeting of April 27, 2005, the Committee formed the Compliance and Ethics Council (the "Council") to assist the Committee with regard to oversight of reporting, investigating and recommending corrective action, including discipline, for violations of the Company's Code of Business Conduct and Ethics.

The Council is comprised of the following members, to serve at the leisure of the Committee:

- Chief Financial Officer
- Chief Legal Officer
- Head of Human Resources and Administration
- Head of Health, Safety and Environmental
- Head of Internal Audit
- Head of Corporate Security
- Head of Corporate Compliance
- Lead Corporate Investigator
- Legal Counsel (Lead HR Attorney)

The members of the Compliance and Ethics Council shall be appointed and may be replaced or removed by the Committee.

RESPONSIBILITIES

The Committee has delegated the following responsibilities related to reporting, investigating and recommending corrective action, including discipline, for violations of the Company's Business Conduct and Ethics 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.
- Reviewing results of investigations regarding alleged compliance and ethics violations, and determine and implement any new or changed controls to better detect, and prevent reoccurrence of, similar future violations.