

**RESTATED CHARTER FOR THE AUDIT COMMITTEE
OF
ECOLOGY AND ENVIRONMENT, INC.**

This Charter sets forth the purpose, authority, and responsibilities of the Audit Committee of Ecology and Environment, Inc. (the "Company"). The adequacy of the Charter will be reviewed and assessed annually by the Audit Committee.

Purpose

The Audit Committee has as its primary purpose oversight responsibility for (a) the quality and integrity of the Company's financial reporting; (b) the compliance by the Company with legal and regulatory requirements; (c) adequacy of the Company's internal control systems and review of the performance, qualifications and independence of the Company's independent public accountants.

Authority

The Audit Committee has been duly established by the Board of Directors and is provided with appropriate resources and authority to discharge its responsibilities effectively. The Audit Committee has the authority to obtain advice and assistance from outside legal, accounting and other advisors as deemed appropriate to fully execute its duties and responsibilities. The Company shall provide appropriate funding, as determined by the Audit Committee, for compensation to the independent auditor and to any advisors that the Audit Committee chooses to engage.

Composition

The Audit Committee shall be composed of not less than three members of the Board of Directors each of whom shall be (a) "independent directors" as defined by Rule 5605 (a)(2) of the NASDAQ Stock Market Rules and (b) able to read and understand financial statements. As required by Section 407 of the Sarbanes-Oxley Act of 2002 (the "Act"), at least one member of the Audit Committee must be a "financial expert" as defined in rules adopted by the Securities and Exchange Commission (SEC) to implement that requirement. Each member of the Audit Committee shall not have participated in the preparation of the financial statements of the Company or any current subsidiary of the Company at any time during the past three (3) years. Notwithstanding the above, each member of the Audit Committee shall meet the independence, experience and other applicable requirements relevant to Audit Committee members, as and when required, of NASDAQ, the Securities and Exchange Act of 1934 (the Exchange Act") and the rules and regulations of the SEC and other applicable regulatory authority.

The members of the Audit Committee shall be appointed and replaced by the Board of Directors. The chair of the Committee shall be designated by the Board of Directors or, if it does not do so, the committee members shall elect a chairperson by vote of a majority of the full committee.

Meetings

The Audit Committee shall meet or hold telephone meetings at least quarterly, with additional meetings as deemed appropriate. The Audit Committee may request any officer or employee of the Company or the Company's outside counsel or other advisor to attend a meeting of the Committee or to meet with any members of, or consultants to the Committee.

Responsibilities of the Audit Committee

The Audit Committee shall provide assistance to the Board of Directors in fulfilling its responsibilities to the Company's shareholders related to accounting matters and reporting practices of the Company and to the quality and integrity of the financial statement of the Company. The independent public accountants are responsible for planning and carrying out an audit consistent with applicable legal and professional standards and the terms of their engagement letter.

In carrying out these responsibilities, the Audit Committee shall perform the following functions:

1. Appoint, compensate, retain and replace the Company's independent public accountants, subject to ratification with respect to retention at the next scheduled annual shareholder meeting. Evaluate at least annually the independence of the independent public accountants, including evaluating whether the independent public accountants provide audit services or consulting services to management, receive the specific representations of the independent public accountants as to their independence and ensure that the independent public accountants submit to the Audit Committee a formal written statement delineating all relationships between the independent public accountants and the Company consistent with Independent Standards Board Standard No. 1. Specifically, the Audit Committee will be responsible for: (a) evaluating the provision of non-audit services to the Company as required by Sections 201 and 202 of the Sarbanes-Oxley Act of 2002; (b) the audit partner rotations requirement in Section 203 of that Act; (c) the conflict of interest requirements in Section 206 of that Act; and (d) any improper influence on the conduct of audits covered under Section 303 of that Act.
2. Approve the terms, including compensation, of all auditing services, and the terms of any non-auditing services which the independent public accountants or an affiliate are permitted to render under the Exchange Act, with pre-approval of such non-audit services subject to *deminimis* exception under the Exchange Act.
3. Meet with the independent public accountants and management to review: (a) audit objectives; (b) responsibilities of the independent public accountants; (c) responsibilities of management; and (d) the scope of proposed audit work, including limited reviews and such other procedures as may be considered necessary and/or appropriate for the current year, and the procedures to be used.
4. At the completion of the annual examination, review the Company's financial statements and related footnotes, the independent public accountants' report

thereon, any significant changes required in the independent public accountant's audit plan, any serious difficulties or disputes with management encountered during the course of the audit, and any other matters related to conduct of the audit that are to be communicated to the Audit Committee under generally accepted audited standards.

5. Review with the independent public accountants and with management the adequacy and effectiveness of the accounting and financial controls of the Company, and elicit any recommendations that they may have for the improvement of such internal control procedures or particular areas where new or more detailed procedures are desirable. Review responses by management to recommendations for improvement made by the independent public accountants. The Audit Committee will be responsible for developing and adopting a Code of Ethics for senior financial officers of the Company as required in Section 406 of the Sarbanes-Oxley Act of 2002.

6. Review periodically with the independent public accountants the form of the Company's financial statements to determine that the independent public accountants are satisfied with the disclosure and content of the financial statements presented to the shareholders. Any changes in significant accounting policies should be reviewed.

7. Provide the independent public accountants with the opportunity to meet at least annually with the members of the Audit Committee without representatives of management being present. Among the items to be discussed in these meetings are the independent public accountants' evaluation of management's financial and accounting personnel, and the cooperation, which the independent public accountants received during the course of their audit. The Audit Committee will also receive the report of the independent public accountants required by Section 204 of the Sarbanes-Oxley Act of 2002.

8. Review and discuss with management and the outside auditing firm the annual audited and quarterly financial statements of the Company, including: (a) an analysis of the auditor's judgment as to the quality of the Company's accounting principles, setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements; (b) the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations," including accounting policies that may be regarded as critical; and (c) major issues regarding the Company's accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles and financial statement presentations.

9. Review and discuss the adequacy of the Company's internal controls (with particular emphasis on the scope and performance of the internal audit function) and disclosure, and review and discuss with the principal internal auditor of the Company the scope and results of the internal audit program.

10. Review and discuss the Company's policies with respect to risk assessment and risk management.

11. Establish policies for the hiring of employees and former employees of the outside auditing firm.

12. Meet to evaluate the performance of the independent public accountants at least annually without representatives of the independent public accountants being present.

13. Establish the procedures for handling complaints regarding and investigate any improprieties or suspected improprieties in the Company's operations. In particular, the Audit Committee will be responsible for the receipt, retention, and consideration of complaints received regarding accounting, internal accounting controls, or auditing matters affecting the Company, and will receive, retain, and consider confidential, anonymous submissions by employees of the Company of concerns regarding questionable accounting or auditing matters as required by Section 301 of the Sarbanes-Oxley Act of 2002.

14. Cause an investigation to be made into any matter that comes to the attention of the Audit Committee within the scope of its duties, with the power to retain independent counsel, accountants, or others for this purpose if, in its judgment, that is appropriate.

15. Consider such other matters as may be from time to time referred to the Audit Committee by the Board of Directors of the Company.

16. Discuss the following with the Company's independent public accountants: (a) Management's selection of, or any changes in significant accounting policies, and the effect of significant account policies in controversial areas or areas for which there is a lack of authoritative guidance, or consensus, or diversity in practice; (b) all critical accounting policies, estimates, and practices used by management; (c) all alternative treatments of financial information within generally accepted accounting principals that have been discussed with Management, the ramifications of the use of such alternative treatments and the treatment preferred by the independent public accountants; (d) information relevant to the audit including awareness of violations, or possible violations of law or regulations; (e) information related to significant unusual transactions that are outside the normal course of business, or otherwise unusual due to timing, size, or nature; (f) difficult or contentious matters for which the auditor consulted outside the engagement team and that the independent public accountants reasonable determined are relevant to the Audit Committee's oversight of the financial reporting process; and (g) other material written communications between the independent public accountants and Management.

17. Discuss with the Company's independent public accountants any other matters required to be discussed by PCAOB Auditing Standards No. 16.

Limitation of the Committee's Role

Notwithstanding the duties and responsibilities of the Audit Committee set forth in this charter, it is not the duty of the Committee to plan or conduct audits or to

determine that the Company's financial statements and disclosures are complete and accurate and are in accordance with GAAP and applicable rules and regulations. These are the responsibilities of management and the Company's independent public accountants. Moreover, the designation of any member of the Committee as a "financial expert" does not: (i) impose on such person any duties, obligations or liabilities that are greater than the duties, obligations and liabilities imposed on any member of the Committee not so designated; (ii) deem such person an "expert" for any purpose, including without limitation for purposes of the Securities Act of 1933; and (iii) affect the duties, obligations or liabilities of any member of the Audit Committee of the Board of Directors.

Restatement December 8, 2014