



Charter of the Audit Committee of the Board of Directors

CACI International Inc.

Audit Committee of the Board of Directors Charter

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The CACI Audit Committee is a committee of the Board of Directors. Its primary responsibilities are to assist the Board of Directors in fulfilling its oversight of: (i) the integrity of the Company's financial statements; (ii) the effectiveness of the Company's internal control over financial reporting, (iii) the Company's compliance with applicable legal and regulatory requirements; (iv) the independence and qualifications of the Company's independent auditor; and (v) the performance of the Company's internal and independent auditors. The Audit Committee is also responsible for preparing an Audit Committee report as required by the Securities and Exchange Commission to be included in the Company's Annual Proxy Statement.

Committee Composition

1. The Committee shall be composed of at least three (3) independent directors, as defined in applicable regulations and listing standards.
2. Each member of the Committee must be found by the Board of Directors to be financially literate, as defined in applicable regulations and listing standards, or must become so within a reasonable time following appointment to the Committee.
3. At least one member of the Committee shall have accounting or related financial management experience as determined by the Board of Directors. In addition, the Committee shall annually require the Board of Directors to make a determination as to whether or not any of the Committee's members qualifies as an "Audit Committee Financial Expert", as defined by the regulations of the Securities and Exchange Commission (SEC), and ensure that the Company makes the related disclosure required by Item 401 (h) of SEC Regulation S-K.
4. The members of the Committee must have adequate time to perform the responsibilities of the Committee. In order to assure that this is the case, should any member of the Committee be serving on the audit committees of more than three (3) companies, the Board of Directors must make an affirmative determination that such service would not impair the ability of such member to effectively serve on the Committee (which determination shall be disclosed in the Company's proxy statement).
5. Members of the Committee shall be appointed (and may be removed) by the Board of Directors.

Committee Responsibilities

Independent Auditor

1. To be directly responsible for the appointment, compensation, and oversight of the work of the independent auditor (including resolution of disagreements between management and the independent auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or related work, and each independent audit firm so engaged shall report directly to the Committee.
2. To review with the independent auditor any problems or difficulties encountered in connection with performance of the audit, including restrictions on the scope of activities, access to requested information, and disagreements with management. In connection with such review, the Committee should focus on any accounting adjustments noted or proposed by the auditor that were not adopted by management; communications between the auditor and their national office regarding auditing or accounting issues arising in connection with the engagement; any management or internal control letter issued or proposed to be issued; and the responsibilities, budget and staffing of the Company's internal audit function.

3. To approve in advance the engagement of the independent auditor to perform any audit or non-audit services in accordance with Section 202 of the Sarbanes-Oxley Act and its implementing regulations, and to approve in advance the engagement of any other "big four" firm to perform accounting, finance or tax services in support of the Company's finance and accounting departments. The Committee may delegate to one or more of its members the authority to grant the required pre-approvals, provided that such member or members report any such decisions to the Committee at its next quarterly meeting.
4. To obtain and review at least annually in connection with the Committee's determination of the independent auditor's qualifications, performance and independence a report from the independent auditor describing: (i) the independent auditor's quality control procedures; (ii) any material issues raised by the most recent internal quality control review, or peer review, of the independent auditor, or any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the independent auditor, and any steps taken to address any such issues; and (iii) all relationships between the independent auditor and the Company.
5. In connection with the evaluation of the independent auditor to: (i) review and evaluate the independent auditor's lead partner taking into account the opinions of Company management and internal auditors; (ii) ensure that such partner is rotated off the engagement as required by applicable law; (iii) consider whether, in order to ensure an appropriate degree of independence, there should be a rotation of the independent audit firm itself; and (iv) present to the Board of Directors the Committee's conclusions with respect to such matters.
6. To establish clear policies governing the hiring of employees or former employees of the independent auditor.

Financial Reporting

7. To obtain and review at least annually a report of the independent auditor regarding (i) all critical accounting policies and practices to be used; (ii) all material alternative treatments of financial information within generally accepted accounting principles that have been discussed with Company management, including the ramifications of the use of such alternative treatments and the treatment preferred by the independent auditor; and (iii) other material written communications between the independent auditor and Company management (such as the management letter or a schedule of unadjusted differences).
8. To discuss the Company's audited financial statements and quarterly financial statements with management and the independent auditor, including the disclosures included in "Management's Discussion and Analysis of Financial Condition and the Results of Operations." The Committee shall also discuss any other matters required to be communicated to the Committee by the independent auditor under the applicable professional standards prior to the filing of annual and quarterly financial statements with the SEC.
9. To discuss with management and the independent auditor significant financial reporting issues and judgments made in connection with the preparation of the financial statements and the reasonableness of those judgments.
10. To discuss in general terms (including a discussion of the types of information disclosed and the type of presentation to be made) the Company's earnings press releases and accompanying financial information and earnings guidance.
11. To consider the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the financial statements.

Internal and Disclosure Controls

12. To (i) discuss with management and Internal Audit management's process for assessing the effectiveness of internal control over financial reporting under Section 404 of the Sarbanes-Oxley Act; (ii) review with management, Internal Audit and the independent auditor major issues as to the adequacy and effectiveness of the Company's internal control over financial reporting; and (iii) review any specific remedial actions adopted in light of significant deficiencies or material weaknesses.
13. To discuss with management its process for performing its required quarterly certifications under Section 302 of the Sarbanes-Oxley Act, including the evaluation of the effectiveness of disclosure controls by the Company's Chief Executive Officer and Chief Financial Officer and to discuss with management, Internal Audit and the independent auditor any changes in internal control over financial reporting that have materially affected or are reasonably likely to materially affect the Company's internal control over financial reporting that are required to be disclosed in the Company's periodic filings with the SEC.

14. To review with management and the independent auditor at the completion of the annual audit the adequacy of internal controls, including controls over computerized information systems, and any significant findings and recommendations, and management's responses.
15. To review the Company's guidelines and policies with respect to risk assessment and management, including the risk of fraud, and to discuss the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures.
16. To review with management the Company's overall anti-fraud programs and controls.

Internal Audit

17. To review the appointment, replacement, reassignment, or dismissal of the head of Internal Audit and Government Compliance.
18. To review with the head of Internal Audit and Government Compliance the results of Internal Audit's review of the Company's compliance with its code of conduct.
19. To consider and review with management and the head of Internal Audit and Government Compliance:
 - a. Significant Internal Audit findings during the year, recommendations and management's responses thereto.
 - b. Any difficulties encountered in the course of conducting its internal audits, including any restrictions on the scope of their work or access to required information, or anything which might impair the independence of the Company's internal auditors.
 - c. The annual Internal Audit Plan, department budget and staffing.
 - d. Any material changes required in the planned scope of their audit plan.
 - e. Coordination of work with the independent auditor to ensure effective use of audit resources.
 - f. The Internal Audit charter.
 - g. Internal Audit's compliance with IIA's *Standards for the Professional Practice of Internal Auditing (Standards)*.
20. To review Internal Audit reports regarding its review of officers' expense accounts and perquisites, including their use of corporate assets, and to recommend appropriate actions based on findings reported by Internal Audit.

Government Compliance

21. To review with the head of Internal Audit and Government Compliance the results of the audits conducted by the U.S. Defense Contractor Audit Agency (DCAA), the major findings and ramifications of such audits and the Company's corrective action plans to address matters identified by DCAA.

Legal and Ethical Compliance

22. To review and approve all related party transactions required to be disclosed pursuant to SEC regulations and to discuss with management the business rationale for the transactions and whether appropriate disclosures have been made.
23. To establish and comply with a procedure for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters and the confidential, anonymous submission by Company employees of information regarding questionable accounting or auditing matters.
24. To review with the Company's internal legal counsel legal and regulatory matters that may have a material impact on the financial statements, related Company compliance policies, and programs and reports received from regulators.

Other Matters

25. To review at least annually and update as necessary the Committee's charter.
26. To report regularly to the Board of Directors on the activities of the Committee.
27. To periodically meet separately with management, the head of Internal Audit and Government Compliance and the independent auditor to discuss issues, if any, that warrant the attention of the Committee.
28. To provide an open avenue of communications between the internal and independent auditors and the Board of Directors.
29. To engage as necessary independent counsel and other advisors to assist the Committee in carrying out its duties. The Company shall provide the Committee appropriate funding, as determined by the Committee, for payment of compensation to the independent auditors and any counsel or advisors engaged by the Committee.
30. To annually perform an evaluation of its performance.
31. To perform such other functions as may be required by law, the Company's Charter or By-Laws, or by the Board of Directors.

Miscellaneous

1. The Committee shall have the power to conduct or authorize investigations into any matters within the Committee's scope of responsibilities.
2. The Committee shall meet at least four (4) times per year or more frequently as circumstances require. The Committee may ask members of management or others to attend the meeting and provide pertinent information as necessary.
3. Minutes of each meeting are to be prepared by the Chief Legal Officer or his designee and approved by the Committee.