

Executive Committee Charter

(As adopted by the Board of Directors
On February 25, 2004)

The bylaws of California Water Service Group allow for an executive committee of the Board of Directors. The committee's authority, duties and responsibilities as defined in the bylaws are described below:

Membership. The committee shall consist of two or more directors to serve at the pleasure of the Board of Directors and shall include the Chairman of the Board. The Board of Directors may designate one or more directors as alternate members of the committee, who may replace any absent member at any meeting of the committee.

The Committee shall meet only if a quorum is present in person or by telephone. The presence of a majority of the members will constitute a quorum.

Purpose. The committee is established to act on behalf of the Board whenever it is not in session.

Authority. The committee shall have and may exercise, during intervals between the meetings of the Board, all the powers and authority of the Board in the management of the business and affairs of the corporation in such manner as the committee may deem in the best interests of the corporations, except with respect to:

- (a) the approval of any action which requires the approval or vote of the stockholders;
- (b) the filling of vacancies on the Board or on any committee;
- (c) the fixing of compensation of the Directors for serving on the Board or on any committee;
- (d) the amendment or repeal of bylaws or adoption of new bylaws;
- (e) the amendment or repeal of any resolution of the Board which by its express terms is not amendable or repealable;
- (f) a distribution to the stockholders of the corporation, except at a rate or in a periodic amount or within a price range determined by the Board;

- (g) the appointment of other committees of the Board or the members thereof.

Chair of the Executive Committee. The Chairman of the Board will call and preside at all meetings of the committee and will present the findings and recommendations to the Board of Directors.