

Nominating and Governance Committee Charter
(Applicable to AWR and its subsidiaries, hereinafter “the Corporation”)

Purposes

The Nominating and Governance Committee (hereinafter, “the Committee”) shall be responsible for identification and recommendation to the Board of Directors (hereinafter, “the Board”) of American States Water Company and its subsidiaries (hereinafter, “the Corporation”), of candidates to serve on the Board, succession planning for the Chief Executive Officer, and to recommend to the Board corporate governance practices and policies.

Membership

The Committee shall be comprised of members who meet the independence requirements of the New York Stock Exchange. The Chair of the Committee shall be a non-employee director and shall be prominently involved in the Committee’s recruitment process. The Chairman of the Board shall serve as an “ex-officio” member of the Committee.

Responsibilities

The Committee shall recommend to the Board the criteria for the selection of candidates to serve on the Board, evaluate all proposed candidates; recommend to the Board nominees to fill vacancies on the Board; and recommend to the Board prior to the annual meeting of shareholder a slate of nominees for election to the Board by the shareholder of the Corporation at the annual meeting. The Committee shall review annually Board performance and needs, and shall recommend to the Board the composition, organization and responsibilities of the committees of the Board of Directors.

The Committee shall be responsible for recommending to the Board of Directors a successor to the Chief Executive Officer when a vacancy occurs through retirement or otherwise. The Committee may also establish or review emergency procedures for management succession in the event of death, disability or departure of members of senior management. The Committee shall also review the Corporation’s code of conduct and ethics policies and practices.

In carrying out its duties generally, the Committee shall seek possible candidates for the Board and otherwise aid in attracting qualified candidates to the Board. The Committee shall be available to the Chairman of the Board or Chief Executive Officer and other members of the Board for consultation concerning candidates for the Board. The Committee shall periodically review, assess and make recommendations to the Board with regard to the size and composition of the Board. The Committee shall have all additional powers necessary to carry out its responsibilities and such other duties as may be assigned by the Board from time to time.

The Committee shall annually review its own performance.

Dated as of October 28, 2002