

CALIFORNIA WATER SERVICE GROUP

NOMINATING/CORPORATE GOVERNANCE COMMITTEE CHARTER

Following to Board action at its October 23, 2002 meeting, the Board of Directors of California Water Service Group has established a Nominating/Corporate Governance Committee. The Committee's purpose, membership, structure and meetings, goals and responsibilities are described below:

Purpose. The Committee is established to assist the Board by: (i) identifying candidates and nominating individuals qualified to become Board members; and (ii) developing and recommending to the Board a set of corporate governance principles applicable to the Company.

Membership. All members of the Nominating/Corporate Governance Committee shall meet the "independence" requirement of the New York Stock Exchange and any additional qualifications established by the Committee. The members of the Committee shall be appointed by the Board, annually, in consultation with the Chairman of the Board and shall serve until their successors shall be duly elected and qualified.

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

Goals and Responsibilities. The Committee shall: (i) review and reassess the adequacy of corporate governance guidelines annually, and recommend to the Board any changes deemed appropriate; (ii) provide oversight of the evaluation of the Board and management; (iii) provide for the annual performance evaluation of the Committee; (iv) review possible candidates for Board membership, including nominations received from stockholders, consistent with the Board's Director criteria; (v) annually recommend a slate of nominees to the Board with respect to nominations for the Board at the Annual Meeting of Stockholders; (vi) review

Chairman's recommendations for committee assignments; (vii) have sole authority to select, retain and terminate any search firm to be used to identify Director candidates, including authority to approve the search firm's fees and other retention terms; (viii) generally advise the Board on corporate governance matters; (ix) elect a Committee Chair; and (x) annually, and as needed, review new and changing corporate governance laws, regulations, and issues.

Operations of the Nominating/Corporate Governance Committee. The Committee Chair will preside at all meetings of the Committee and shall present findings and recommendations to the Board. The Committee shall have the authority to delegate to subcommittees.

Meetings. Committee meetings will be convened at the discretion of the Committee Chair.

Approved 2/23/05