

**California Water Service Group
Organization and Compensation Committee Charter**

I. Purpose

The purpose of the Organization and Compensation Committee (the “Committee”) is to assist the Board of Directors (the “Board”) of California Water Service Group (the “Company”) in discharging its responsibilities relating to compensation of the Company’s executive officers.

II. Committee Membership

The Committee will consist of at least four independent directors appointed by the Board based on the recommendation of the Nominating/Corporate Governance Committee. For purposes hereof, an “independent” director is a director who meets the New York Stock Exchange (“NYSE”) definition of “independence” applicable to directors and compensation committee members, as determined by the Board. The Board will designate one member of the Committee to serve as Chair. Additionally, members of the Committee must qualify as “non-employee directors” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934 and as “outside directors” for purposes of Section 162(m) of the Internal Revenue Code.

III. Meetings

The Committee will meet as often as may be deemed necessary or appropriate, in its judgment, either in person or telephonically, and at such times and places as the Committee determines. The majority of the members of the Committee constitutes a quorum. The Committee will report regularly to the full Board with respect to its activities.

IV. Outside Advisors

The Committee will have the authority, in its sole discretion, to retain or obtain the advice of such outside counsel, experts and other advisors as it determines appropriate to assist it in the full performance of its functions, including any compensation consultant used to assist the Committee in the evaluation of Chief Executive Officer (“CEO”) or senior executive compensation. The Committee will receive appropriate funding from the Company, as determined by the Committee, for payment of compensation to any consultants and advisors retained by the Committee, and will be directly responsible for the appointment, termination, compensation and oversight of the work of any consultants and advisors retained by the Committee. The Committee will

assess the independence of any consultants or advisors prior to receiving advice from them, in accordance with NYSE listing standards.

V. Responsibilities of the Committee

Among its specific duties and responsibilities, the Committee will:

1. Oversee the Company's officer compensation structure, policies and programs, assess whether the Company's compensation structure establishes appropriate incentives for officers, and assess the results of the Company's most recent advisory vote on executive compensation.
2. Administer and make recommendations to the Board with respect to the Company's equity-based compensation plans and any incentive-compensation plans.
3. Oversee the Company's Employee Stock Purchase Plan
4. Review and approve goals and objectives relevant to the compensation of the CEO, evaluate the CEO's performance in light of those goals and objectives, and, based on this evaluation, recommend the CEO's compensation level to the independent directors for approval.
5. Oversee the evaluation and recommend the compensation of executive officers other than the CEO to the Board.
6. Review and discuss with management the Company's Compensation Discussion and Analysis and related disclosures that Securities and Exchange Commission ("SEC") rules require be included in the Company's annual report and proxy statement, recommend to the Board based on the review and discussions whether the Compensation Discussion and Analysis should be included in the annual report and proxy statement, and prepare the compensation committee report that SEC rules require be included in the annual report and proxy statement.
7. At least annually, assess whether the work of compensation consultants involved in determining or recommending executive or director compensation has raised any conflict of interest that is required to be disclosed in the annual report and proxy statement.
8. Review the organizational structure for the Company's senior management.
9. Oversee a periodic assessment of the risks related to the Company's compensation policies and practices applicable to officers and employees, and review the results of this assessment.

10. Review succession plans relating to positions held by executive officers, and make recommendations to the Board regarding a succession plan for the position of CEO.
11. Consider and recommend to the Board, in consultation with the Nominating/Corporate Governance Committee, the frequency of the Company's advisory vote on executive compensation.
12. Oversee the Company's engagement efforts with shareholders on the subject of executive compensation;

VI. Annual Performance Evaluation and Other Matters

The Committee will annually evaluate its performance and the adequacy of its charter and recommend changes to the Board as appropriate.

Board Affirmed 9/25/19