

SJW GROUP
**AMENDED AND RESTATED CHARTER FOR THE
NOMINATING & GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS**

Approved by the Board: November 15, 2016

1. PURPOSE

The Nominating & Governance Committee (“Committee”) shall consider and develop governance principles for the Company, develop criteria for evaluating the performance of the Board and determining the requirements and qualifications for members of the Board, and shall propose to the full Board nominees for the position of Director of the Company.

2. COMPOSITION OF THE NOMINATING & GOVERNANCE COMMITTEE

The Committee shall be comprised of three or more directors as determined by the Board each of whom shall be an independent director as defined in the listing standards of the New York Stock Exchange (or other principal market on which the securities of the Corporation are traded) and free of any material relationship with the Corporation that would interfere with the exercise of his or her independent judgment.

The members of the Committee shall be elected by the Board at its annual organizational meeting and they shall continue in office until their successors are duly elected and qualified. Each appointed Committee member may be removed by the Board at any time. Unless a chairperson is elected by the full Board, the members of the Committee may designate a chairperson by majority vote of the full Committee membership.

3. RESPONSIBILITIES AND DUTIES

In carrying out the purpose set forth in Section 1 above, the Nominating & Governance Committee shall:

1. Periodically review and recommend modifications to the corporate governance policies as appropriate. In carrying out such function the Committee will review appropriate stock exchange listing standards as well as any statutory and regulatory requirements.
2. Develop guidelines for Board committee structure and operations, for committee member qualifications and for the appointment and removal of committee members.
3. In consultation with the Chief Executive Officer (“CEO”) and the Chairperson, review the appropriate skills and characteristics required of Board members in the context of the current make-up of the Board.

4. Develop and periodically review policies and procedures for nominations for director, including the criteria for the selection of directors, procedures for identifying and evaluating candidates for director, and policies for addressing shareholder recommendations of candidates for director.
5. Oversee the compliance with all applicable rules, regulations and procedures established by the Securities and Exchange Commission relating to the nomination of director nominees by shareholders.
6. Develop criteria for evaluating the performance of the Board and from time to time make such evaluations as are appropriate.
7. In consultation with the CEO and the Chairperson, identify and review candidates qualified to become members of the Board of Directors, consistent with criteria approved by the Board, and recommend to the full Board the director nominees to be voted upon at the next annual meeting of shareholders. The Committee shall have the sole authority to retain any search firm appropriate to identify director candidates, including sole authority to approve the search firm's fees and other retention terms.
8. Periodically review succession plans for the executive officers, in consultation with the CEO, other board members and other appropriate management personnel.
9. Develop and implement continuing education programs for directors, including orientation and training for new directors.
10. Request if necessary that any directors, officers, or employees of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting to provide such information as the Committee requests.
11. Oversee the evaluation of the Board and management.
12. Perform an annual evaluation of the effectiveness of the Committee in carrying out its duties.
13. Perform any other activities consistent with this Charter, the Company's By-Laws and governing law as the Committee or the Board deems necessary or appropriate.
14. Review the Committee Charter from time to time for adequacy and recommend any changes to the Board.
15. Report to the Board on the major items covered at each Committee meeting.

4. NOMINATING & GOVERNANCE COMMITTEE MEETINGS

The Nominating & Governance Committee will meet periodically as necessary to act upon any matter within its jurisdiction. A majority of the total number of members of the

Committee shall constitute a quorum at all Committee meetings. A majority of the members of the Committee present at any meeting attended by a quorum shall be empowered to act on behalf of the Committee. Minutes shall be kept of each meeting of the Committee.

Adopted by the Board: November 15, 2016



Suzy Papazian, General Counsel and
Corporate Secretary