

**CONNECTICUT WATER SERVICE, INC.  
THE CONNECTICUT WATER COMPANY**

**Charter of the Corporate Governance Committee**

**I. Committee's Purpose**

The Corporate Governance Committee (the "Committee") is appointed by the Board of Directors (the "Board") to assist the Board in identifying qualified individuals to become directors, recommend to the Board qualified director nominees for election at the Annual Meeting of Shareholders, and recommend a set of corporate governance guidelines.

**II. Committee Membership**

The Committee members shall be appointed, and may be replaced, by the Board. The Committee shall consist of no fewer than three directors. All members of the Committee shall meet the same independence standards which have been adopted by the Audit Committee with reference to the rules of NASDAQ Stock Market LLC and the Securities and Exchange Commission.

**III. Meetings**

The Committee shall meet as often as necessary to carry out its responsibilities. Any Committee member may request the Chairman to call a meeting. The Chairman of the Committee shall report on any Committee meeting held at the next regularly scheduled Board meeting following the Committee meeting.

**IV. Committee Goals and Responsibilities**

1. The Committee shall recommend to the Board director nominees for election at the shareholders annual meeting.
2. Prior to nominating an existing director for re-election to the Board, the Committee shall consider and review the existing director's:
  - a) Board and committee meeting attendance and performance;
  - b) Length of Board service;
  - c) Experience, skills, and contributions that the existing director brings to the Board; and
  - d) Independence
3. In the event that a director vacancy arises, the Committee shall seek and identify a qualified director nominee to be recommended to the Board for either appointment by the Board to serve the remainder of the term of the director position that is vacant or for election at the Annual Shareholders Meeting.

4. All director nominees shall possess personal and professional integrity, have good business judgment, relevant experience and skills, and, in the opinion of the Committee, will be effective directors in conjunction with the full Board in collectively serving the long-term interests of the Company's shareholders.
5. The Committee shall have the discretion and authority to retain any search firm to assist in identifying director candidates, retain outside counsel and/or any other internal or external advisors and approve all related fees and retention terms.
6. The Committee shall follow the procedure set in Article II, Section 7, of the Company's bylaws for receiving and reviewing shareholder nominations.
7. Any concerns regarding non-financial matters that are reported to the Company's Ethics & Compliance Officer that the Audit Committee refers to the Committee shall be reviewed and investigated by the Committee.
8. The Committee shall review all matters involving actual or potential conflicts of interest involving the Company and its Board members and senior executives. The Committee shall review all related person transactions (defined as transactions required to be disclosed pursuant to Item 404 of Regulation S-K) on an ongoing basis. All such transactions shall be reviewed, approved, ratified or disapproved by the Corporate Governance Committee or the independent members of the full Board of Directors.
9. The Committee shall oversee the Board's annual evaluation.
10. The Committee shall review and reassess the adequacy of its Charter annually and recommend any proposed changes to the Board for approval.

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