

**CHARTER OF THE  
CORPORATE GOVERNANCE, NOMINATING, ENVIRONMENTAL AND  
HEALTH AND SAFETY COMMITTEE  
OF  
GLOBAL WATER RESOURCES, INC.**

**Membership**

The Corporate Governance, Nominating, Environmental and Health and Safety Committee (the “**Committee**”) of the board of directors (the “**Board**”) of Global Water Resources, Inc. (the “**Company**”) shall consist of three or more directors. Each member of the Committee shall be independent in accordance with the NASDAQ Stock Market Rules.

The members of the Committee shall be appointed by the Board based on recommendations from the Committee. The members of the Committee shall serve for such term or terms as the Board may determine or until earlier resignation or death. The Board may remove any member from the Committee at any time with or without cause.

**Purpose**

The purpose of the Committee is to carry out the responsibilities delegated by the Board relating to the Company’s director nominations process and procedures, developing and maintaining the Company’s corporate governance policies and any related matters required by the federal securities laws.

**Duties and Responsibilities**

The Committee shall have the following authority and responsibilities:

- To identify and screen individuals qualified to become members of the Board based upon various criteria, including experience, skills, expertise, diversity, personal and professional integrity, character, business judgment, time availability in light of other commitments, dedication, conflicts of interest and such other relevant factors that the Committee considers appropriate in the context of the needs of the Board. The Committee shall consider any director candidates recommended by the Company’s stockholders pursuant to the procedures described in the Company’s annual proxy statement. The Committee shall also consider any nominations of director candidates validly made by stockholders in accordance with applicable laws, rules and regulations and the provisions of the Company’s charter documents.
- To make recommendations to the Board concerning the size, structure and composition of the Board and its committees.
- To make recommendations to the Board regarding the selection and approval of the nominees for director to be submitted to a stockholder vote at the annual meeting of stockholders, subject to approval by the Board.

- To oversee the Company's corporate governance practices and procedures, including identifying best practices and reviewing and recommending to the Board for approval any changes to the documents, policies and procedures in the Company's corporate governance framework.
- To develop, subject to approval by the Board, a process for an annual self-evaluation of the Board and its committees and to oversee the conduct of this annual self-evaluation.
- To review the Board's committee structure and composition and to make recommendations to the Board regarding the appointment of directors to serve as members of each committee and committee chairmen as necessary.
- If a vacancy on the Board and/or any Board committee occurs, to identify and screen and make recommendations to the Board regarding the selection and approval of candidates to fill such vacancy either by election by stockholders or appointment by the Board.
- To review and recommend to the Board director independence determinations made with respect to continuing and prospective directors.
- To review and discuss with management disclosure of the Company's corporate governance practices, including information regarding the operations of the Committee and other Board committees, director independence and the director nominations process, and to recommend that this disclosure be, included in the Company's annual proxy statement or annual report on Form 10-K, as applicable.
- To monitor compliance with the Company's code of business conduct and ethics and the Company's insider trading policy, to investigate any alleged breach or violation of these policies, to enforce the provisions of these policies and to review these policies periodically and recommend any changes to the Board.
- To oversee risks and exposures associated with director and management succession planning, corporate governance and overall Board effectiveness.
- To review any director resignation letter tendered in accordance with the applicable policies of the Company, including the Company's majority voting policy with respect to directors, and evaluate and recommend to the Board whether such resignation should be accepted.
- To review periodic reports from management and such independent consultants, if any, as the Committee shall consider appropriate, such reports to note in particular any significant government requests for action and the manner of dealing with the same.

- To ensure that there is appropriate orientation, education and training programs for new and existing directors, such as education events offered to the entire Board, site visits to Company facilities, special briefing sessions or targeted training courses offered to some or all of the directors.
- To assess the Company's health and safety practices and ensure that there is a culture of health and safety enforcement, including:
  - requiring management to ensure that the Company has proper systems for implementing the Company's policies with respect to environmental and occupational health and safety matters, with such systems involving the appropriate standards, education, supervision and inspection and taking into account risk management practices in the industry;
  - requiring management to ensure that employees are: (a) aware of the Company's policies with respect to environmental and occupational health and safety matters and (b) expected to deal with environmental and occupational health and safety problems expeditiously and to bring such problems to the attention of appropriate management personnel; and
  - requiring management to keep the Committee apprised of current and emerging issues and proposed legislation in occupational health and safety matters as they may affect the Company's operations and bringing to the attention of the Board such issues as the Committee deems appropriate.

### **Outside Advisors**

The Committee shall have the authority, in its sole discretion, to select, retain and obtain the advice of a director search firm as necessary to assist with the execution of its duties and responsibilities as set forth in this Charter. The Committee shall set the compensation and oversee the work of the director search firm. The Committee shall have the authority, in its sole discretion, to retain and obtain the advice and assistance of outside counsel, an executive search firm and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. The Committee shall set the compensation and oversee the work of its outside counsel, the executive search firm and any other advisors. The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to its search consultants, outside counsel and any other advisors.

In retaining or seeking advice from a director search firm, outside counsel, executive search firm and any other advisors (other than the Company's in-house counsel), the Committee must take into consideration the factors specified in the NASDAQ Stock Market Rules. The Committee may retain, or receive advice from, any such advisor they prefer, including ones that are not independent, after considering the specified factors.

## **Structure and Operations**

The Board shall designate a member of the Committee as the chairperson. The Committee shall meet as often as it deems appropriate, but at least quarterly, at such times and places as it deems necessary to fulfill its responsibilities. The Committee shall report at least quarterly to the Board regarding its actions and make recommendations to the Board as appropriate. The Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.

The Committee shall review this Charter at least annually and recommend any proposed changes to the Board for approval.

## **Delegation of Authority**

The Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Committee may deem appropriate in its sole discretion.

## **Performance Evaluation**

The Committee shall conduct an annual evaluation of the performance of its duties under this charter and shall present the results of the evaluation to the Board. The Committee shall conduct this evaluation in such manner as it deems appropriate.