

Nomination and Corporate Governance Committee

A. Purpose

The Nomination and Corporate Governance Committee of the Board of The York Water Company is appointed by, and generally acts on behalf, of the Board. The Committee's purposes shall be:

To recommend to the Board the structure and operations of the Board;

To identify individuals qualified to serve as members of the Board, and to identify and recommend to the Board director nominees for the next annual meeting of shareholders in accordance with the By-laws and to fill vacancies for the remainder of the unexpired term of any elected directors;

To oversee the Board's annual evaluation of its performance and the performance of other Board committees.

B. Membership

The Committee shall be composed of at least three directors, each of whom must be independent.

C. Meetings and Procedures

The Committee shall meet as often as it may deem necessary and appropriate in its judgment, but in no event less than two times per year. A majority of the members of the Committee shall constitute a quorum.

The Chairperson of the Committee or a majority of the members of the Committee may call a special meeting of the Committee.

The Committee may delegate authority to one or more members of the Committee when appropriate, but no such delegation shall be permitted if the authority is required by

a law, regulation, or listing standard to be exercised by the Committee as a whole.

The Committee may request 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.

The Committee shall fix its own rules of procedure, which shall be consistent with the By-laws of the Company and the Committee Charter.

The Committee shall keep written minutes of its meetings, which minutes shall be maintained with the books and records of the Company.

The Committee shall report to the Board on the matters discussed at each meeting of the Committee, including describing all actions taken by the Committee at the meeting.

D. Duties and Responsibilities

The Committee shall have the following duties and responsibilities:

(1) Board Size and Composition

Consider and recommend to the Board the appropriate size, function, and needs of the Board, taking into account that the Board as a whole shall have competency in the following areas: (i) industry knowledge; (ii) accounting and finance; (iii) business judgment; (iv) management; (v) leadership; (vi) business strategy; (vii) crisis management; (viii) corporate governance; and (ix) risk management. The Board also seeks members from diverse backgrounds so that the Board consists of members with a broad spectrum of experience and expertise and with a reputation for integrity. Directors should have experience in positions with a high degree of responsibility, be leaders in the companies or institutions with which they are affiliated, and be selected based upon

contributions that they can make to the Company.

Determine what types of backgrounds, skills, and attributes of Board members are needed to help strengthen and balance the Board, taking into account the competencies described above, and actively seek individuals qualified to become Board members and maintain an active file of suitable candidates for consideration as nominees to the Board.

Recommend to the Board one member of the Board to serve as Chairperson of the Board. Recommend to the Board one member of the Board to serve as Vice Chairperson of the Board.

Have the sole authority, and necessary funding, to retain, set compensation and retention terms for, and terminate any search firm to be used to identify director candidates.

Evaluate and recommend to the Board the slate of nominees for directors to be elected by the shareholders at the Company's next annual meeting of shareholders in accordance with the By-laws and, where applicable, to fill vacancies for the remainder of the unexpected term of any elected director. In recommending nominees, the Committee shall consider nominees recommended by Company shareholders. Such recommendations shall be submitted to the Chairperson of the Committee in accordance with the By-laws. Recommendations by the Committee should include a review by the Committee of the performance and contribution of fellow directors, as well as the qualifications of new nominees.

E. Board Committees

Recommend to the Board, standing committees of the Board and the

responsibilities of such committees, including each committee's structure, operations, and authority to delegate to subcommittees.

F. Evaluation of the Board

Oversee the evaluation of the Board as directors and members of committees, in conjunction with nomination of directors.

G. General Nomination and Corporate Matters

Perform any other activities consistent with the Committee Charter, the Company's Articles of Incorporation, the Company's By-laws, and governing law, as the Committee or the Board deems necessary or appropriate.