

Nomination and Corporate Governance Committee Charter

A. Purpose

The Nomination and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of The York Water Company (the “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 carry out the responsibilities delegated by the Board relating to the Company’s director nominations process (and such related matters as may be required under the federal securities laws), including, identifying individuals qualified to serve as members of the Board, identifying and recommending to the Board director nominees for the next annual meeting of shareholders in accordance with the By-laws and filling vacancies for the remainder of the unexpired term of any elected directors;

To develop and maintain the Company’s corporate governance policies; and

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

B. Membership

The Committee shall be composed of at least three directors, each of whom shall satisfy all the “independence” tests of applicable laws, rules and regulations, including those of The NASDAQ Stock Market, Inc.

C. Appointment and Removal

The members of the Committee and the Committee Chairman shall be appointed by the Board based on recommendations by the Board Chairman with advice from the President and shall serve until such member’s successor is duly elected and qualified or until such member’s earlier resignation or removal. The members of the Committee may be removed, with or without cause, by a majority vote of the Board.

D. Meetings and Procedures

The Committee shall meet, in person or telephonically, 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, but no such persons shall have the right to vote.

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.

E. Duties and Responsibilities

The Committee shall have the following duties and responsibilities:

(1) Board Size and Composition

Establish criteria for the selection of new directors to serve on the Board.

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, including professional experience, perspectives, education, skills, backgrounds, culture and work-style, 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 if desired.

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. The Committee shall have the sole authority and necessary funding, to retain, set compensation and retention terms for, and terminate any outside counsel and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. Any search firm, outside counsel and any other advisors retained by the Committee shall be independent as determined in the discretion of the Committee.

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 unexpired 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.

Review potential director conflicts of interest and recommend to the Board a determination as to whether a conflict exists.

Approve requests by independent directors to serve as an outside non-employee director of more than three other public companies.

(2) 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.

Periodically review the charter of each committee of the Board and make recommendations to the Board for the creation of additional committees or the elimination of committees of the Board.

(3) Evaluation of the Board

At least annually, oversee the evaluation of the Board of Directors and members of committees (including this Committee) with the results presented to the Board.

(4) Corporate Governance

To advise and, as needed, develop and make recommendations to the Board concerning corporate governance issues, principles and guidelines.

To review periodically the corporate governance documents of the Company, including, but not limited to, the Committee Charter, the Company's Articles of Incorporation, the Company's By-laws, the Company's Code of Conduct and recommend changes to the Board, when necessary.

(5) Succession Planning

To annually review and evaluate the succession plans relating to the CEO and other executive officer positions and make recommendations to the Board with respect to the selection of individuals to occupy these positions.

(6) Director Education and Orientation

Coordinate director education programs and oversee the orientation of new directors.

(7) General Nomination and Corporate Matters

Review internal controls (COSO 2013) principles related to the Nomination and Corporate Governance Committee.

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.