2021 10-K

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PROXY STATEMENT

California Water Service Group

California Water Service Group

California Water Service Company, Hawaii Water Service Company,
New Mexico Water Service Company, Washington Water Service Company,
TWSC, Inc., CWS Utility Services, and HWS Utility Services

1720 North First Street
San Jose, CA 95112-4508
(408) 367-8200

April 13, 2022

Dear Fellow Stockholder:

It is my pleasure to invite you to join us for the California Water Service Group 2022 Annual Meeting of Stockholders at 9:30 a.m. Pacific Time on Wednesday, May 25, 2022. Once again, we will hold the Annual Meeting online to allow for greater participation by all of our stockholders, regardless of their geographic location. Reduce the costs and environmental impact of the Annual Meeting and continue to support the health and well-being of our employees and stockholders during the pandemic. Please see the Notice of Annual Meeting on the next page for more information. Your vote is very important. We encourage you to read the Proxy Statement and vote your shares at your earliest convenience, even if you plan to attend the meeting.

2021 was another year of successfully navigating the global pandemic and the challenges it brought to our everyday lives. Through it all, we remained focused on fulfilling our essential role of providing our customers and communities continued access to a safe, reliable, and affordable water supply. We continued to take extraordinary measures to keep our employees healthy and to support our customers and the communities we serve during this difficult year. We also made tremendous effort to make critical improvements to our infrastructure so that our water systems remain safe and reliable, both now and in the future.

Notwithstanding these challenges, in fiscal 2021 we delivered excellent business results to our stockholders. For the year, we had strong financial performance. We invested $293 million in infrastructure, expanded into a fifth state, Texas, and added 4,600 new customers. We also focused on making environmental, social, and governance progress as part of our overall risk management program, which is critical to the long-term sustainability of our business.

This year's Board nominees represent a wide range of backgrounds and expertise. We believe our diversity of experiences, perspectives, and skills contributes to the Board's effectiveness in managing risk and overseeing strategy and execution, positioning us for long-term success.

On behalf of the California Water Service Group Board of Directors, thank you for your continued support and investment.

Sincerely,

Peter C Nelson

Peter C. Nelson
Chairman of the Board

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California Water Service Group

Notice of Annual Meeting of Stockholders

Date and Time	Location	Record Date
Wednesday, May 25, 2022 9:30 a.m. Pacific Time	To attend and participate in the Annual Meeting visit **www.virtualshareholdermeeting.com/CWT2022**	Only stockholders at the close of business on March 29, 2022 are entitled to receive notice of and vote at the Annual Meeting

The 2022 Annual Meeting of Stockholders of California Water Service Group (Group) will be held on May 25, 2022, at 9:30 a.m. Pacific Time. You will be able to attend the Annual Meeting, vote your shares electronically, and submit your questions during the live webcast by visiting **www.virtualshareholdermeeting.com/CWT2022**. At the Annual Meeting, stockholders will consider and vote on the following matters:

1. Election of the 12 directors named in the Proxy Statement;
2. An advisory vote to approve executive compensation;
3. Ratification of the selection of Deloitte & Touche LLP as the Group's independent registered public accounting firm for 2022;
4. Approval of an amendment to the Certificate of Incorporation to increase the number of authorized shares of common stock from 68,000,000 to 136,000,000; and
5. Such other business as may properly come before the Annual Meeting.

These matters are more fully described in the proxy statement accompanying this notice. We believe your vote is important. Please submit a proxy as soon as possible so that your shares can be voted at the Annual Meeting in accordance with your instructions. You may submit your proxy: (a) online, (b) by telephone, or (c) by U.S. Postal Service mail. You may revoke your proxy at any time prior to the vote at the Annual Meeting. Of course, in lieu of submitting a proxy, you may vote online during the Annual Meeting. For specific instructions, please refer to "Questions and Answers About the Proxy Materials and the Annual Meeting" in this proxy statement and the instructions on the proxy card.

In the event of a technical malfunction or other situation that the Chair determines may affect the ability of the Annual Meeting to satisfy the requirements for a meeting of stockholders to be held by means of remote communication under the Delaware General Corporation Law, or that otherwise makes it advisable to adjourn the Annual Meeting, the Chair or Corporate Secretary will convene the meeting at 10:30 a.m. Pacific Time on the date specified above and at the address specified above solely for the purpose of adjourning the meeting to reconvene at a date, time, and physical or virtual location announced by the Chair or Corporate Secretary. Under either of the foregoing circumstances, we will post information regarding the announcement on our Investor Relations website at **http://ir.calwatergroup.com.**

Important Notice Regarding the Availability of Proxy Materials for the Stockholders Meeting to be Held on May 25, 2022:
Electronic copies of the Group's Form 10-K, including exhibits, and this Proxy Statement will be available at **www.proxyvote.com.**

The Group expects to mail the Notice Regarding Internet Availability of Proxy Materials to its stockholders commencing on or about April 13, 2022.

By Order of the Board of Directors

Michelle R. Mortensen

Michelle R. Mortensen
Vice President, Corporate Secretary and Chief of Staff

April 13, 2022

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Information About Our 2022 Annual Meeting of Stockholders

Date and time:	Wednesday, May 25, 2022 at 9:30 a.m. Pacific Time
Location:	To attend and participate in the Annual Meeting visit **www.virtualshareholdermeeting.com/CWT2022**
Record Date:	March 29, 2022
Voting matters:	Stockholders will be asked to vote on the following matters at the Annual Meeting:

Overview of Voting Items

PROPOSAL	FOR MORE INFORMATION	BOARD RECOMMENDATION
Proposal 1: Election of 12 Directors	Pages 12-27	**FOR All Nominees**

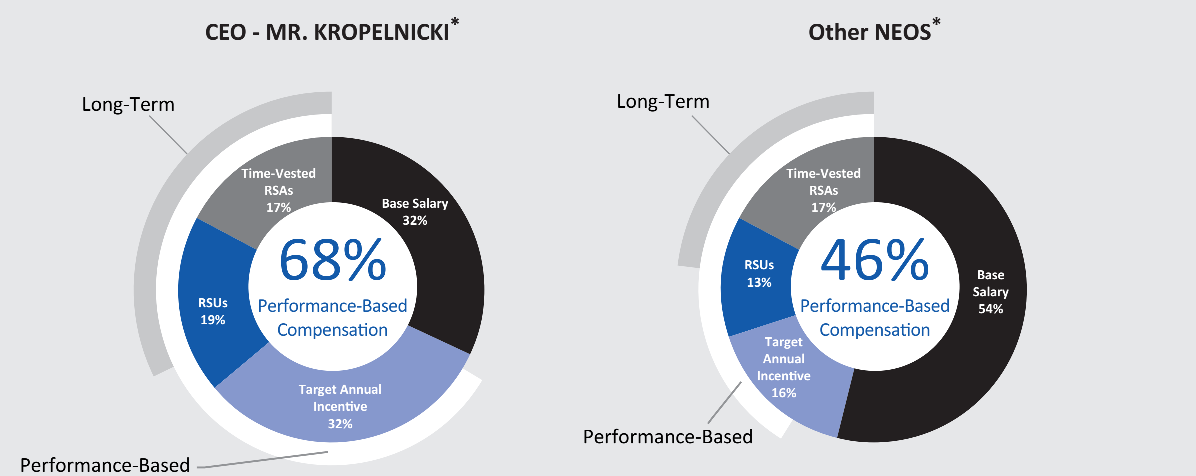
The Board of Directors and Nominating/Corporate Governance Committee believes that all of the following 12 nominees listed are highly qualified and have the skills and experience required for membership on our Board. A description of the specific experience, qualifications, attributes, and skills that led our Board to conclude that each of the nominees should serve as director follows the biographical information of each nominee. The directors reflect the diversity of the Company's stockholders, employees, customers, and communities.

Name and Principal Occupation	Age	Director Since	Independent	Committees				
				A	C	F	NG	S
Gregory E. Aliff Former Vice Chairman and Senior Partner of U.S. Energy & Resources, Deloitte LLP	68	2015	YES	○				●
Terry P. Bayer Former COO of Molina Healthcare, Inc.	71	2014	YES	●	●	○		
Shelly M. Esque Former Vice President and Global Director of Corporate Affairs of Intel Corporation	61	2018	YES				●	●
Martin A. Kropelnicki President & CEO of California Water Service Group	55	2013	—					
Thomas M. Krummel, M.D. Emile Holman and Chair Emeritus of the Department of Surgery at Stanford University School of Medicine	70	2010	YES		○		●	
Richard P. Magnuson Lead Director of California Water Service Group Managing Director of Orpheum Capital	66	1996	YES	●		●	○	
Yvonne A. Maldonado, M.D. Professor of Global Health and Infectious Diseases, Departments of Pediatrics and Epidemiology and Population Health, Stanford University	66	2021	YES				●	●
Scott L. Morris Chairman of Avista Corporation	64	2019	YES		●			●
Peter C. Nelson Chairman of the Board of California Water Service Group	74	1996	—					
Carol M. Pottenger Principal and Owner of CMP Global, LLC	67	2017	YES			●	●	◌
Lester A. Snow Director and Former President of the Klamath River Renewal Corporation	70	2011	YES		●	●		○
Patricia K. Wagner Former Group President of U.S. Utilities for Sempra Energy	59	2019	YES	●		●		
Number of meetings held during 2021				**4**	**3**	**2**	**2**	**3**

○ Chair	**A:** Audit	**C:** Organization and Compensation
◌ Vice Chair	**F:** Finance and Capital Investment	**NG:** Nominating/Corporate Governance
● Member	**S:** Enterprise Risk Management, Safety, and Security	

PROPOSAL	FOR MORE INFORMATION	BOARD RECOMMENDATION
Proposal 2: Advisory Vote on Executive Compensation	Page 79	**FOR**

We closely align the total direct compensation of our officers with performance and appropriately balance officer focus on our short- and long-term priorities with annual and long-term rewards. Providing compensation that attracts, retains, and motivates talented officers is our committed goal. Our compensation programs reward excellent job performance, identify exceptional leadership, and represent fair, reasonable, and competitive total compensation that aligns officers' interests with the long-term interests of our stockholders and customers.



*Target allocation for fiscal 2021 compensation

**Target allocation for fiscal 2021 compensation. Includes target compensation for all NEOs other than Mr. Kropelnicki

PROPOSAL	FOR MORE INFORMATION	BOARD RECOMMENDATION
Proposal 3: Ratification of Independent Accountants	Page 82	**FOR**

The Board believes the continued retention of Deloitte & Touche LLP is in the best interests of the Company and its stockholders. The Board is recommending stockholder ratification of Deloitte & Touche LLP as the independent registered public accounting firm, to audit the Group's books, records, and accounts for the year ending December 31, 2022.

PROPOSAL	FOR MORE INFORMATION	BOARD RECOMMENDATION
Proposal 4: Approval of Amendment to the Group's Certificate of Incorporation to Increase the Number of Authorized Shares of Common Stock	Page 83	**FOR**

We are asking stockholders to approve an amendment to the Group's Certificate of Incorporation to increase the authorized number of common shares by 68,000,000 shares. Our Board of Directors believes that the availability of additional authorized shares of Common Stock is needed to provide us with additional flexibility to issue Common Stock for a variety of general corporate purposes as the Board of Directors may determine to be desirable. This includes, but is not limited to, using Common Stock as consideration for acquisitions, mergers, business combinations or other corporate transactions, raising equity capital, including pursuant to any future at-the-market equity programs, adopting additional employee benefit plans or reserving additional shares for issuance under existing plans, and implementing stock splits or stock dividends. Without stockholders approval of the Proposed Certificate Amendment, we may not have sufficient unissued and unreserved authorized shares to engage in similar transactions in the future.

Our Company

California Water Service Group is the third-largest publicly traded water utility in the United States, providing high-quality water and wastewater services to more than two million people in over 100 communities. Headquartered in San Jose, California, the Group consists of four regulated subsidiaries: California Water Service (Cal Water), Hawaii Water Service

(Hawaii Water), New Mexico Water Service (New Mexico Water), Washington Water Service (Washington Water) and Texas Water Service (Texas Water). We secure, treat, test, store, and distribute water, and we provide wastewater collection and treatment services.

Fiscal 2021 Overview

2021 Financial Highlights

Operating Revenue	Net Income
$790.0M	$101.1M
Earnings Per Share	**Capital Investment**
$1.96	$293.2M
Dividend Increase	
8%	

Governance Highlights

Effective Board Leadership and Independent Oversight

- Separation of Chairman and CEO roles, plus independent Lead Director with well-defined responsibilities
- Executive sessions led by independent Lead Director at Board meetings
- Ongoing review of the Board composition and succession planning
- Focus on the diversity, experience, skills, and attributes that enhance our Board
- Mandatory director retirement at age 75
- Substantial majority of independent directors and all-independent committees

Stockholder Rights

- No dual-class common stock structure
- Annual election of all directors
- Majority voting for directors in uncontested elections
- No supermajority voting requirements in governing documents
- Stockholder right at 10% threshold to call a special meeting
- Annual Advisory vote for say-on-pay

Overview of Corporate Governance

- Code of Conduct for Directors, Officers, and Employees
- Clawback policy
- Stock ownership guidelines for executive officers and directors
- Prohibition on short sales, transactions in derivatives, and hedging and pledging of stock by directors and executive officers
- Annual review of committee assignments and committee chairs
- Annual committee assessments
- Integrated active risk management

Board of Directors

California Water's director nominees collectively contribute significant experience in the areas most relevant to overseeing the Company's business and strategy.

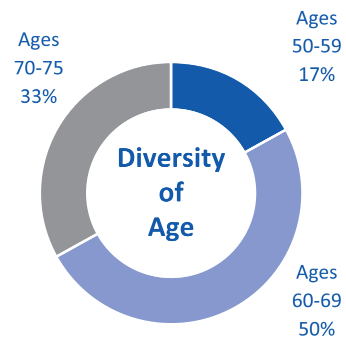
Board Diversity

Based on the voluntary self-identification of gender, age, race, and ethnicity by our directors, the graphs below represent the diversity of the Board.

GENDER DIVERSITY

42%

5 out of 12 directors are gender diverse

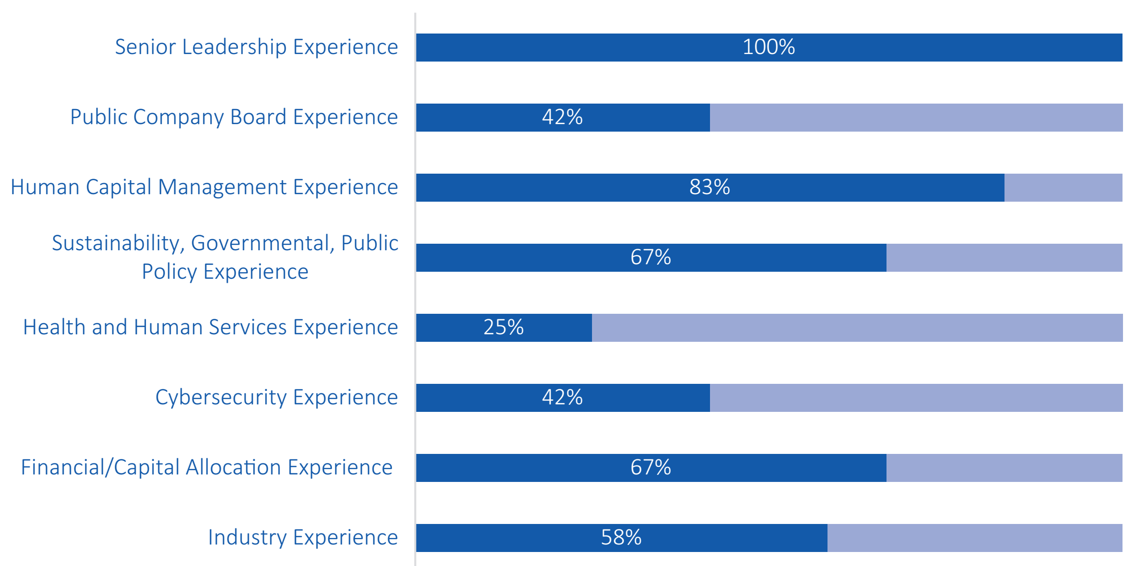


RACIAL/ETHNIC DIVERSITY

8%

1 out of 12 directors are ethnically diverse

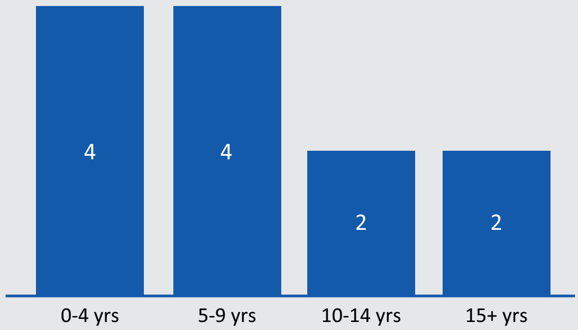
Board Experience/Qualifications/Skills/Attributes



Board Independence

ALL Independent Board Committees	**10 of 12** Independent Director Nominees
75 Mandatory Retirement Age	**Richard P. Magnuson** Independent Lead Director

Board Tenure



9.6 Years
Average Director Tenure

Stockholder Engagement and Responsiveness

Our Board and management value the views of our stockholders and believe that maintaining an active dialogue with them is important to our commitment to enhance long-term stockholder value. For fiscal year 2021, we received 93% of the votes cast on the Say-on-Pay advisory vote taken at the 2021 Annual Meeting of Stockholders.

As illustrated in the table below, our Board has been responsive to stockholder feedback. Over the past several years, we have made numerous changes to our governance and executive compensation programs and related disclosures based on feedback from our stockholders and our annual review of market practices.

Recent Governance and Executive Compensation Changes

Governance

- Formed the Enterprise Risk Management, Safety, and Security Committee
- Environmental, social, and governance (ESG) items are overseen by the Nominating/ Corporate Governance Committee
- Adopted four new policies: Environmental Sustainability; Diversity, Equality, and Inclusion; Political Engagement; and Human Rights
- Published our first ESG report with disclosure aligned with the Sustainability Accounting Standards Board (SASB) Water Utilities & Services Industry Standards and in reference to Global Reporting Initiate (GRI) standards
- Included environmental leadership in the 2020 long-term incentive compensation program for the three-year performance period 2020—2022 and affordability and rate design in the 2021 long-term incentive compensation program for the three-year performance period 2021—2023

Compensation

- Continued emphasis on allocating long-term incentive compensation to performance-based equity awards
- Modified the performance criteria used for long-term and short-term incentive compensation programs
- Revised the methodologies used to determine our Supplemental Executive Retirement Plan's (SERP) actuarial assumptions and amended the plan, increasing the plan's unreduced retirement age from 60 to 65
- Conducted an independent, third-party review of:
    - Our President and CEO's compensation
    - Our executive short-term and long-term incentive compensation programs
    - Our proxy peer group
- Updated our peer group to reflect industry changes

Environmental, Social, and Governance Highlights

As a company, we have always stood for "doing the right thing." We strive to make the world a better place and take pride in our long-standing efforts to provide safe water at affordable rates, plan for our customers' future water needs, be responsible stewards of the environment, invest and give back to our communities, have the best-trained employees, and maintain high ethical standards. This commitment is instilled in our shared purpose, which is to enhance the quality of life for our customers, communities, employees, and stockholders.

Our Approach to Environmental, Social, and Governance (ESG)

As the world continues to face unprecedented challenges and the impacts of climate change become increasingly evident, we remain committed to contributing to a sustainable future and a high quality of life for our customers, communities, stockholders, and employees. To do so, we integrate sustainability across our business, enable cross-functional collaboration, and regularly evolve our approach to adjust to the changing landscape. We prioritize ESG focus areas based on the importance to our business and to our stakeholders, which informs ongoing elements of our broader ESG program and priorities, including ESG reporting and disclosure, objective-setting, integration with our corporate strategy, and internal and external stakeholder engagement efforts.

In 2021, we established ESG objectives, formalized our ESG governance structure, developed a climate change strategy, and performed thorough climate analyses. We developed objectives for key ESG topics in 2021 to drive performance and further embed sustainability into our strategic framework. Through this goal-setting process, we conducted a gap assessment to determine where existing corporate initiatives, strategic plans, and Enterprise Risk Management efforts did not sufficiently address higher-priority ESG topics. Based on this assessment, we identified a subset of ESG topics on which to focus and worked closely with our internal subject matter experts and company leadership to develop time-bound, measurable, short- and long-term ESG objectives. We believe this process fosters accountability, establishes milestones, allows for performance tracking and reporting, and further incorporates ESG into our business strategy. Through our strategic framework and objective-setting process, we have also mapped and further integrated these ESG topics into our Enterprise Risk Management process to align our focus areas. This provides direction for our executive leaders and enables strategic action to address risks while improving ESG performance.

To further drive ESG progress, we have also implemented a formal structure for ESG governance to designate responsibility and guide our execution. Our full Board oversees execution of our climate change strategy, and the Nominating/Corporate Governance Committee oversees our ESG program and reporting. The committee and/or the full Board are updated by executive leadership on ESG matters as needed and at least annually. Topics typically covered in these updates may include introduction of new strategic ESG initiatives, progress on ESG objectives and existing initiatives, results of relevant studies and reports, current and emerging ESG trends and regulations, and more. At the executive level, our officers discuss and manage our corporate responsibility and sustainability practices. To lead the Group's strategy, our ESG Executive Advisory Council monitors material ESG issues and is responsible for critical decision-making related to ESG initiatives. Our ESG Executive Advisory Council includes our VP, Customer Service & Chief Citizenship Officer, who provides oversight for specific risks and commitments related to ESG.

ESG Report

Our 2021 Environmental, Social, and Governance (ESG) Report covers our activities from January 1, 2021 to December 31, 2021 and commemorates the fifth year of reporting on our ESG activities. The report aligns with the Sustainability Accounting Standards Board (SASB) Water Utilities and Services Industry Standard, and references the 2021 Global Reporting Initiative (GRI) Universal Standards and most recent version of each relevant Topic Standard. The full report, including additional information on the following topics, may be accessed at **www.calwatergroup.com/esg2021**. Web links are provided throughout this proxy statement for convenience and are inactive textual references only. The content on the referenced websites does not constitute a part of, and is not incorporated by reference into, this proxy statement.

Workplace and Employee Safety

We are dedicated to conducting business in a manner that protects and promotes the health and safety of our employees, those involved with our operations, and the communities where we work. Our employees are our most valuable asset; therefore, our philosophy is that health and safety should be a vital part of everything we do. We regard applicable health and safety legislation as a minimum standard, and are committed to complying with and striving to exceed that minimum. Our occupational health and safety management system, which applies across our employee population, structures our approach to maintain an accident-free and healthy work environment. We strive to instill a culture of safety that continues to strengthen as employees leverage tools, training, and resources for hazard identification and mitigation. Examples that demonstrate our commitment to the safety and well-being of our employees include the following:

- Development of local safety committees to promote safe practices through performing job safety analyses, supporting collaborative efforts to mitigate risks, and reviewing safety standards with employees to promote hazard awareness

- Engagement with our union workforce through the Power4America (P4A) program to train union members to become safety ambassadors, who in turn train and audit supervisors and other union members, provide guidance on leading safety practice, and review safety processes in the field

- Performance of job safety analyses to identify potential hazards, record trends in our compliance, and highlight practices to reduce risk

- Implementation of a Stop Work Authority Program policy, empowering employees to pause tasks if health, safety, or environmental risks are observed, as well as a policy to prevent punishment or retribution for exercising Stop Work Authority

- Continued execution of a hands-on vehicle safety program, incorporating a specific focus on training employees to drive safely, addressing the causes of distracted driving, and implementing driving policies that promote consistency across departments and locations

- Providing safety training to improve employee safety and risk awareness and preparation as well as offering specialized training relevant to specific teams and/or roles based on their exposure to safety risks

Additionally, as the pandemic continues, we prioritize health and safety for our workforce by working to minimize exposures and implementing best practices. Our safety team updated our COVID-19 Prevention Plan to align with Centers for Disease Control and Prevention (CDC) and OSHA requirements. In our facilities, we continue to conduct additional cleanings, enable social distancing, require screening processes, distribute personal protective equipment, implement COVID-19 safety training, provide individual pods for each building, and perform COVID-19 district validation audits. To minimize risk of exposure, we updated our employee travel policy to limit traveling and to outline requirements for testing and quarantine after traveling. We provide free on-site COVID-19 testing services on a regular basis for employees at our San Jose, California campus and provide COVID-19 test kits for our field employees. Our return-to-work plan includes staggered shifts and a phased approach to safely bring employees back in stages, which should allow us to maintain support for our customers and improve efficiency. We have collaborated with our unions on next steps and increased our vaccination rates by offering cash bonuses to incentivize employees.

Diversity, Equality, and Inclusion

As part of our commitment to diversity and equality, we enforce a zero-tolerance approach to discrimination, harassment, and retaliation, and we provide equal opportunity regardless of age, sex, race, ethnicity, ancestry, religion, creed, citizenship status, disability, national origin, marital status, military status, sexual orientation, gender identity, socio-economic status, or any other characteristic protected by law or any other non-job-related factor or activity. We continue to promote inclusive hiring processes and maintain respect for diversity throughout the Company at all levels, from the Board of Directors to entry-level employees.

To support diverse recruitment and develop broader outreach, we:

- Leverage targeted job boards and partner with local community colleges

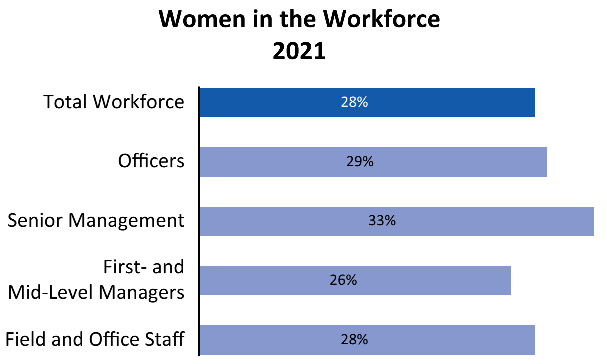
- Enhance our hiring selection process by providing more diverse panels of interviewers and training our teams to prevent bias during the selection process

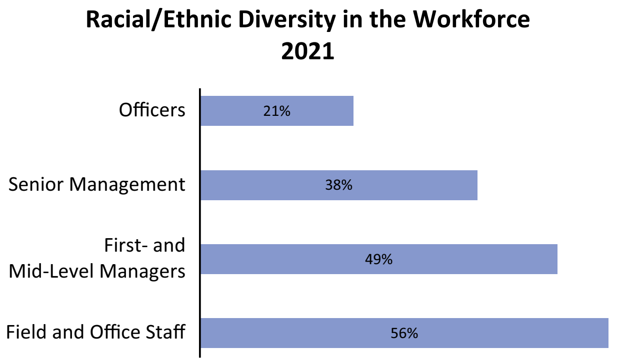
- Annually analyze pay equity for diversity factors, including gender, within our business

- Factor diversity into our selection of high-potential leaders in our leadership development program

- Cultivate an inclusive work environment and encourage people to share their experiences through events that discuss cultural and ethnic awareness
- Provide regular training to enhance inclusion throughout the Company, including sexual harassment avoidance training and an annual training on unconscious bias
- Source from women-, minority-, veteran-, disabled veteran-, and LGBTQ-owned suppliers

The graphs below represent the diversity of the employees based on voluntary self-identification.





Our public Diversity, Equality, and Inclusion Policy outlines our commitments for this topic. Additional information on this topic may be accessed at **www.calwatergroup.com/esg2021**.

Human Capital Management

To attract, retain, and develop the best talent, we provide competitive benefits, engage our employees to foster supportive environments, and develop their capabilities and expertise. We regularly update our human resources policies and processes to contribute to a stronger workforce, reflect our dedication to equal opportunity, diversity, and inclusion, and improve retention and satisfaction.

Talent Attraction and Retention

- Our refreshed hiring process involves flexible interview format options and provides guidelines on interview questions and rating factors
- Our managers are trained on unconscious bias and instructed to consider the impacts of a hire on the organization
- We partner with local high schools, trade schools, and colleges to educate students about potential careers in the water industry
- Each year, we employ two surveys to assess employee satisfaction and engagement, share results with our officer team, and work with local management to improve our performance

Training and Development

- We promote internal hiring by encouraging our current employees to apply to higher positions and offering an interim promotion program
- We provide consistent, streamlined training for employees to develop leadership skills and become managers
- Our 18-month-long Future Leaders of Water (FLOW) program offers select high-potential managers an opportunity to improve leadership skills
- We incentivize employees to achieve certifications beyond the minimum requirements by offering incentives and tuition reimbursement

Compensation, Benefits, and Employee Well-Being

We offer competitive wages and generous benefits for employees including:

- A commuter benefits program that encourages alternative modes of transportation
- An Employee Assistance Program that provides childcare and eldercare resources
- Our Critical Incident Response Management (CIRM) program that trains employees across the Company to provide peer-to-peer emotional support for coworkers who have experienced stress, loss, grief, change, or other traumatic events
- Financial wellness education, including planning tools and investment advisory services

Labor Relations and Management

- We respect the right to freedom of association and collective bargaining, and we honor an employee's right to choose to be represented or not
- We engage with our unions in productive discussions to review business matters and mitigate potential issues
- We collaborate with our unions to support career development for our employees and offer applicable safety and functional training

Corporate Responsibility and Sustainability

As a steward of our planet's most precious resource, the sustainability of our business is inextricably linked to the sustainability of our water supply and the well-being of our stakeholders. In our increasingly changing and interconnected world impacted by climate change, a global pandemic, social tensions, and technological innovations, it is more important than ever to build corporate responsibility, sustainability, and resilience into everything we do.

No single ESG topic stands alone, so we continually work to address the interconnections between them and apply an interdisciplinary approach to providing a sustainable supply of safe, affordable water for our customers. The graphic below depicts the key linkages between some of the various elements of how we protect our planet.

Managing Water Supply

We evaluate the long-term supply of groundwater and surface water to monitor changes in availability to meet demand. To help secure long-term water supply, we strive to purchase and produce recycled water and incorporate projects that enhance treatment, increase supplies, and replenish groundwater aquifers.

Increasing System Efficiency

To preserve the water in our own distribution network, minimize water loss, and reduce energy required to pump water, we install and upgrade infrastructure that is designed to enhance efficiency. We incorporate technology that is designed to allow us to quickly identify and address leaks, and we continue to improve our metering and reporting to understand opportunities for improvement.

Reducing Water Consumption

Customer conservation helps to protect availability of water for the future, and it reduces the energy needed to deliver water. We target opportunities to promote conservation and efficiency by educating our customers, offering programs for water-efficient appliances, and providing financial incentives that encourage reduced water consumption.

Mitigating and Adapting to Climate Change

Complex interdependencies impact the supply and demand of water. The energy we consume to provide water and wastewater services for our customers can contribute to climate change, which increases the likelihood and severity of droughts that reduce the availability of water and emergency weather events that may disrupt our systems. Lowering energy demand by increasing customer water-use efficiency—paired with minimizing energy usage in our own facilities, fleets, and distribution network—can mitigate climate change and reduce impacts to our water supply and systems. Additionally, reducing water consumption and developing diverse water supplies can help our business adapt to the changing water availability and enable continuous water delivery for our customers.

Promoting Affordability

We continually aim to preserve affordability for our customers through our strategic efforts to manage our water supply, distribution, and consumption. The critical need to invest in water system infrastructure, increasingly stringent water quality standards, and rising costs all impact the overall cost of providing a safe, reliable water supply. We focus on operational efficiencies, rate design, and robust conservation programs to preserve affordability for customers, with an emphasis on low-income communities.

We are dedicated to managing climate-related risks and opportunities throughout the Group. We align our management of climate change with the recommendations of the Task Force on Climate-Related Financial Disclosures (TCFD), starting at the highest level of leadership. In addition to reviewing climate risks, the full Board of Directors is involved in discussions of our climate mitigation and adaptation. The Board also formally approved and oversees execution of our climate change strategy. Within our executive leadership team, the CEO spearheads the planning and execution of our climate change strategy, and our VP, Customer Service & Chief Citizenship Officer oversees all climate-related efforts. The Strategy & Operating Committee, comprising senior officers, oversees our strategy for energy management as part of our plans to reduce our environmental footprint and contributions to climate change.

To drive our climate change strategy, in 2021 we completed a Climate Change Risk Assessment and Adaptation Framework to identify climate-related risks and opportunities that could impact our business over various future time horizons and two greenhouse gas concentration trajectories to capture a range of potential future climate scenarios. Conducted at the district level to provide actionable insights, this assessment leverages estimated projections to identify and prioritize the climate-related impacts to our operations, facilities, and water supply portfolio; helps us more fully understand and integrate climate-related impacts into our demand forecasts; and develops the steps for prioritizing actions for addressing climate risks over time.

Acknowledging the potential and real impacts of these climate-related risks to our business, our climate strategy focuses on mitigation and adaptation across our value chain—in sourcing, treatment and distribution, and community engagement. We adapt and plan for impacts to our water supply and infrastructure, anticipate shifts in customer demand, and work to protect our watersheds. As part of our efforts to enhance our fleet, facilities, and infrastructure for treatment and distribution, we continue to increase efficiency, reduce the energy required to deliver water to customers, and advocate for climate-related projects to systematically improve performance. Lastly, we continue to expand customer water conservation programs, communicate with our customers about associated energy savings, and share summaries of climate change monitoring and adaptation studies with our communities. Additional information on this topic may be accessed at **www.calwatergroup.com/esg2021**.

Public Policy and Political Involvement

Our political involvement is policy driven, nonpartisan, and transparent. It is intended to benefit our customers, communities, employees, and stockholders by advocating for affordability, water quality, sustainability, and equality for our customers, as well as safeguarding our position as a leading provider of water service in the communities we serve. In addition to following applicable regulations, we set clear internal expectations for our employees and seek to align our activities with our values and objectives. Our Community Affairs and Government Relations team manages our political donations in accordance with local, state, and federal laws and regulations, and oversees two employee-funded Political Action Committees (PACs). Our Rates Department provides oversight for our relationship with the California Public Utilities Commission (CPUC) and examines regulatory impacts.

The Director of Community Affairs and Government Relations reports directly to the Vice President, Customer Service and Chief Citizenship Officer, who provides periodic summaries to the President & CEO. In turn, the President & CEO briefs the Board on pertinent legislative updates in alignment with our Political Engagement Policy. Additionally, the VP, Customer Service and Chief Citizenship Officer provides an annual update on the Company's political contribution process to the Nominating/Corporate Governance Committee of the Board of Directors. Our political contributions, advocacy efforts, and focus areas can be found in public records. We maintain transparency in our positions, and we file a quarterly Report of Lobbyist Employer in accordance with California Government Code Section 86116. We do not work with contract lobbyists in any states other than California, and none of our employees are registered as lobbyists.

Additional Corporate Governance Information Available

Our corporate webpage includes the following:

- California Water Service Bylaws
- Corporate Governance Guidelines
- Audit Committee Charter
- Organization and Compensation Committee Charter
- Finance and Capital Investment Committee Charter
- Nominating/Corporate Governance Committee Charter
- Enterprise Risk Management, Safety, and Security Committee Charter
- Ethics Policy of the Board of Directors
- Business Code of Conduct
- Environmental, Social, and Governance Report
- Annual Supplier Diversity Reports
- Environmental Sustainability Policy
- Diversity, Equality, and Inclusion Policy
- Human Rights Policy
- Political Engagement Policy
- Commitment to Providing Excellent, Affordable Service and High-Quality Water to All Customers
- Information Regarding Reporting of Financial, Audit, and Security Law Matters

CORPORATE GOVERNANCE MATTERS

PROPOSAL 1 — ELECTION OF DIRECTORS

Our Board of Directors unanimously recommends that you vote **"FOR"** the election of each of the following nominees.

The Nominating/Corporate Governance Committee assesses the composition of and criteria for membership on the Board and its committees on an ongoing basis in consideration of our current and future business and operations. In fulfilling this responsibility, the Nominating/Corporate Governance Committee takes a long-term view and seeks a variety of occupational and personal backgrounds on the Board in order to obtain a range of viewpoints and perspectives and to enhance the diversity of the Board as a group.

The Nominating/Corporate Governance Committee considers a variety of factors, including our long-term strategy, the skills and experiences that directors provide to the Board (including in the context of our business strategy), the performance of the Board and the organization, the Board's director retirement policy, the Board's view that a balanced and effective board should include members across a continuum of tenure, and the belief that valuable insights can be gained from diversity of gender, race, ethnic and national background, geography, age, and sexual orientation. The Board assesses its effectiveness in this regard as part of the annual board and director evaluation process. As a result of these long-term strategic assessments, the Nominating/Corporate Governance Committee has articulated a set of principles on board composition, which include:

Board Composition	
Diversity	Our Board is comprised of members who demonstrate a diversity of thought, perspectives, skills, backgrounds, experiences, and independence and has a goal of identifying candidates that can contribute to that diversity in a variety of ways, including ethnically and gender diverse candidates.
Board Skills	Our Board is composed of a collective set of skills to address corporate challenges, especially in the areas of business strategy, financial performance, utility regulation, risk management, cybersecurity, technology and enterprise innovation, and executive talent and leadership, and should evolve with the organization's business strategy.
Industry Experience	Our Board seeks and retains members with industry experience, including water, utility, and technology, that align with our long-term strategy; recognizes the utility industry is complex; and understands the importance of having directors who have experienced challenging business cycles and can share their knowledge.
Tenure	Our Board retains members across the director tenure spectrum to promote effective oversight and embrace innovation, as well as a changing market and customer expectations.
Board Size	Our Board considers the appropriate size of the board in relation to promoting active engagement, open discussion, effective risk management, and productive dialogue with management; continuously assesses the bench of successors for Board leadership positions in both expected and unexpected departure scenarios.

Director Nomination Process

The Nominating/Corporate Governance Committee's regular evaluation of the composition of, and criteria for membership on, the Board is ongoing. This evaluation includes an annual review of committee assignments, committee chairs, committee effectiveness, and director succession planning. Incumbent directors eligible for re-election, nominees to fill vacancies on the Board, and any nominees recommended by stockholders all undergo a review by the Committee.

Through a variety of sources, the Nominating/Corporate Governance Committee identifies new director nominees and will consider director nominees recommended by stockholders in the same manner it considers other nominees. This process is described in the following section. Stockholders seeking to recommend nominees for consideration by the Nominating/Corporate Governance Committee should submit a recommendation in writing describing the nominee's qualifications and other relevant biographical information, together with confirmation of the nominee's consent to serve as director. Please submit this information to the Corporate Secretary, California Water Service Group, 1720 North First Street, San Jose, California 95112-4508.

Stockholders may also nominate directors by adhering to the advance notice procedure described under "Questions and Answers About the Proxy Materials and the Annual Meeting — How can a stockholder propose a nominee for the Board or other business for consideration at a stockholders' meeting?" on page 92 in this Proxy Statement.

Director Criteria

Our Board believes our directors should possess a combination of skills, professional experience, and a diversity of backgrounds necessary to oversee our business. Also, the Board believes every director should possess certain attributes as reflected in the Board's membership criteria.

The Nominating/Corporate Governance Committee's charter requires that as part of the search process for each new candidate, the Committee will actively seek out diverse candidates to include in the pool from which candidates are chosen. The Committee focuses on the development of a Board composed of directors that meet the criteria set forth below:

Director Criteria	
Personal Characteristics	• High personal and professional ethics, integrity and honesty, good character, and sound judgment • Independence and absence of any actual or perceived conflicts of interest • The ability to be an independent thinker
Commitment to the Organization	• A willingness to put in the time and energy to satisfy the requirements of Board and committee membership, including attendance and participation in Board and committee meetings of which they are a member and the annual meeting of stockholders, and be available to management to provide advice and counsel • Possess, or be willing to develop, a broad knowledge of critical issues facing the organization
Diversity	• Diversity, including the candidate's professional and personal experience, background, perspective, and viewpoint, as well as the candidate's gender and ethnicity
Skills and Experience	• Value derived from each nominee's skills, qualifications, experience, and ability to impact long-term strategic objectives • Solid educational background • Substantial tenure and experience in leadership roles • Business and financial experience • Understanding the intricacies of a public utility • Experience in risk management • Additionally, Section 2.9 of our bylaws contains requirements that a person must meet to avoid conflicts of interest that would disqualify that person from serving as a director
Identification of Director Nominees	• Through a variety of sources, the Nominating/Corporate Governance Committee identifies new director nominees and will consider director nominees recommended by stockholders in the same manner it considers other nominees. This process is described in "Director Qualifications and Diversity" and found elsewhere in this Proxy Statement.
Retirement Age of Directors	• We have established a mandatory retirement age for all directors. All directors must retire no later than the Annual Meeting that follows the date of the director's 75th birthday. Additionally, an employee director must retire as an employee no later than the Annual Meeting that follows the date of his or her 70th birthday, but may remain on the Board at the discretion of the Board of Directors.
Executive Sessions of the Board	• Under our Corporate Governance Guidelines, the non-management directors meet at least four times each year in executive session without management present, and the independent directors meet in executive session at least once a year. The Lead Independent Director, Richard P. Magnuson, chairs these sessions.

Information about our directors and nominees as of April 13, 2022 is as follows:

Name	Age	California Water Service Group Position	Current Term Expires	Director Since	Independent	Occupation	Other Board Experience	Public Utilities or Public Health Experience
Gregory E. Aliff	68	Director	2022	2015	Yes	Former Vice Chairman and Senior Partner of U.S. Energy & Resources, Deloitte LLP	Yes	Yes
Terry P. Bayer	71	Director	2022	2014	Yes	Former COO of Molina Healthcare, Inc.	Yes	Yes
Shelly M. Esque	61	Director	2022	2018	Yes	Former Vice President and Global Director of Corporate Affairs of Intel Corporation	Yes	
Martin A. Kropelnicki	55	President & CEO and Director	2022	2013	No	President & CEO of California Water Service Group	Yes	Yes
Thomas M. Krummel, M.D.	70	Director	2022	2010	Yes	Emile Holman and Chair Emeritus of the Department of Surgery at Stanford University School of Medicine	Yes	Yes
Richard P. Magnuson	66	Lead Director & Chair of the Board's Executive Sessions	2022	1996	Yes	Managing Director of Orpheum Capital	Yes	
Yvonne A. Maldonado, M.D.	66	Director	2022	2021	Yes	Professor of Global Health and Infectious Diseases, Departments of Pediatrics and Epidemiology and Population Health, Stanford University	Yes	Yes
Scott L. Morris	64	Director	2022	2019	Yes	Chairman of Avista Corporation	Yes	Yes
Peter C. Nelson	74	Chairman of the Board	2022	1996	No	Chairman of the Board of California Water Service Group	Yes	Yes
Carol M. Pottenger	67	Director	2022	2017	Yes	Principal and Owner of CMP Global, LLC	Yes	
Lester A. Snow	70	Director	2022	2011	Yes	Director and Former President of the Klamath River Renewal Corporation	Yes	Yes
Patricia K. Wagner	59	Director	2022	2019	Yes	Former Group President of U.S. Utilities for Sempra Energy	Yes	Yes

Director Nominees

Upon the recommendation of the Nominating/Corporate Governance Committee, our Board has nominated for election at the 2022 Annual Meeting of Stockholders a slate of twelve director nominees. All of the nominees were most recently elected by stockholders at the 2021 Annual Meeting. All directors are elected annually to serve until the next Annual Meeting or until their respective successors are elected.

Gregory E. Aliff

Independent
Age: 68
Director Since 2015

Committees:

- Chair, Audit
- Enterprise Risk Management, Safety, and Security

Public Board Directorships:

Current:

- New Jersey Resources Corp

Previous:

- SCANA Corporation

Retired

Mr. Aliff is a retired Vice Chairman and Senior Partner, US Energy and Resources, at Deloitte LLP. From 2012 to his retirement in 2015, Mr. Aliff led Deloitte's US Sustainability Services, which focused on industrial and commercial water and energy management. From 2002 to 2012, he led Deloitte's US Energy and Resources practice, where he oversaw all professional services to the sector. Mr. Aliff earned his Bachelor of Science in accounting and his Master of Business Administration from Virginia Tech. He is a Certified Public Accountant and a designated Board Leadership Fellow of the National Association of Corporate Directors (NACD). He also holds a CERT Certificate in Cybersecurity Oversight from NACD. In addition to his public company directorships, Mr. Aliff has also served on the board of several non-profit organizations.

Mr. Aliff brings extensive accounting, auditing, and financial reporting experience to the Board, with specific expertise in both the public utility and energy and resources industries. He has in-depth experience in strategy, enterprise risk management, and regulatory affairs from his many years providing professional services to numerous major utilities. Mr. Aliff's deep understanding of public utility markets and the breadth of experience he has gained from working with public companies make him a valuable resource to the Board.

Terry P. Bayer

Independent
Age: 71
Director Since 2014

Committees:

- Chair, Finance and Capital Investment
- Organization and Compensation
- Audit

Public Board Directorships:

Previous:

- Apria Healthcare Group, Inc.

Retired

Ms. Bayer is the former Chief Operating Officer (COO) for Molina Healthcare, Inc., a managed care company that provides solutions to meet the healthcare needs of low-income individuals and families who participate in government programs, including Medicaid, Medicare, and Marketplace. She held that position from 2005 until her retirement in February 2018. She was previously Executive Vice President of Health Plan Operations and also held management positions at Family Health Plan (FHP), Maxicare, Matria Healthcare, and AccentCare, Inc. Ms. Bayer currently serves as a board director of Pack4U, a personalized medication delivery and remote patient monitoring company. She holds a Juris Doctor Degree from Stanford University, a Master of Public Health from the University of California, Berkeley, and a Bachelor of Arts in communication from Northwestern University.

Ms. Bayer brings senior leadership, financial, operational, and public health expertise to the Board from her service as the COO of Molina Healthcare, Inc., a public company. She has many years of experience as an operating executive with a strong focus on government program compliance, public health and administration, and customer service. Ms. Bayer's significant background and experience in healthcare supports the Board's efforts in overseeing and advising on employee health matters. Her previous experience as a director of Apria Healthcare Group, Inc. and her compliance and compensation committee memberships, allow Ms. Bayer to contribute to the Board.

Shelly M. Esque

Independent
Age: 61
Director Since 2018

Committees:

- Nominating/Corporate Governance
- Enterprise Risk Management, Safety, and Security

Retired

Ms. Esque, prior to her retirement in 2016, served as Vice President and Global Director of Corporate Affairs at Intel Corporation, a leader in the semiconductor industry. Overseeing professionals in more than 35 countries, she was responsible for enhancing Intel's reputation as the world's leading technology brand and corporate citizen. She also served as both president and chair of the Intel Foundation. In her capacity as a leader of Intel's corporate social responsibility, community, education, foundation, and government relations worldwide, Ms. Esque represented Intel at numerous events, including the World Economic Forum, World Bank, UNESCO, and forums promoting women in the workplace.

Ms. Esque received the Greater Phoenix Chamber of Commerce 2011 ATHENA Businesswoman of the Year Award for excellence in business and leadership, exemplary community service, and support and mentorship of other women. She was also recognized by AZ Business Magazine as one of the 50 Most Influential Women in Arizona. Ms. Esque is active on many non-profit boards, including Basis Charter Schools, Take the Lead, and the Boyce Thompson Arboretum, among others. Ms. Esque's strong understanding of corporate social responsibility, education, media relations, and government and community affairs makes her a valuable resource to the board.

Martin A. Kropelnicki

Age: 55
Director Since 2013

President & CEO, California Water Service Group

Mr. Kropelnicki is President & CEO of the Group. Mr. Kropelnicki joined the Group as Vice President, Chief Financial Officer (CFO) and Treasurer in 2006 and was named President and COO in 2012. He then was appointed President & CEO of the Group effective September 1, 2013. He has over 33 years of experience in finance and operations, including 15-plus years as CFO at publicly listed companies. He has held executive positions at PowerLight Corporation, Hall Kinion & Associates, Deloitte & Touche Consulting Group, and Pacific Gas & Electric Company. He serves as a director for the Bay Area Council and the California Foundation on the Environment & Economy, and is a member of the Silicon Valley Leadership Group. Mr. Kropelnicki is the past President of the National Association of Water Companies (NAWC) and currently serves on the NAWC Executive Committee. He holds a Bachelor of Arts and Master of Arts in business economics from San Jose State University. In 2016, Mr. Kropelnicki was awarded the United States Navy Memorial Fund's Naval Heritage Award. He is the 12th recipient of this award since its inauguration.

Mr. Kropelnicki is well positioned to lead the Group's management team and give guidance and perspective to the Board. His experience as the former CFO of the Group provides expertise in both corporate leadership and financial management and his management experience enables him to offer valuable perspectives to our strategic planning, rate making, and budgeting, along with operational and financial reporting.

Thomas M. Krummel, M.D.

Independent
Age: 70
Director Since 2010

Board Committees:

- Chair, Organization and Compensation
- Nominating/Corporate Governance

Public Board Directorships:

Current:

- Procept BioRobotics Corporation

Emile Homan and Chair Emeritus, Department of Surgery, Stanford University

Dr. Krummel is the Emile Holman Professor and Chair Emeritus of the Department of Surgery at Stanford University School of Medicine and former co-director of the Stanford Biodesign program. A leader in his field, he has been honored with the William E. Ladd Medal by the American Academy of Pediatrics, the Albion Walter Hewlett Award by the Stanford Department of Medicine, the Henry J. Kaiser Family Foundation Award for Excellence in Clinical Teaching; the John Austin Collins, M.D. Memorial Award for Outstanding Teaching and Dedication to Resident Training, and the Lucile Packard Children's Hospital Recognition of Service Excellence. Dr. Krummel is currently chair of the board of directors at Fogarty Innovation, a not-for-profit medtech educational incubator, a venture partner at Santé Ventures, and a board member for Morgridge Institute for Research at the University of Wisconsin.

Dr. Krummel brings to the Board experience in professional training and development as well as a familiarity with medical, public health, and science issues. He offers the Board unique insight on public health matters, including healthcare policy and legislation, drinking water quality, and employee health.

Richard P. Magnuson

Independent
Age: 66
Director Since 1996

Lead Independent Director

Board Committees:

- Chair, Nominating/Corporate Governance
- Audit
- Finance and Capital Investment

Public Board Directorships:

Previous:

- Rogue Wave Software
- IKOS System, Inc.
- OrCAD Sytems Corporation

Managing Director of Orpheum Capital

Mr. Magnuson is a venture capital investor and our Lead Independent Director. He is Managing Director of Orpheum Capital, a private investment fund. From 1984 to 1996, he was a general partner of Menlo Ventures, a venture capital firm. Mr. Magnuson holds an undergraduate degree in economics, and a law degree and a Master of Business Administration from Stanford University. In addition to his previous public company experience, Mr. Magnuson has served on the boards of several privately held companies.

With his legal and venture capital background, Mr. Magnuson brings valuable financial and business strategy expertise to the Board. His past experience on the boards of other public companies, as well as his insight on financial and operational matters, adds value to the Board. His past and current Board service also provides insight on corporate governance practices.

Yvonne (Bonnie) A. Maldonado, M.D.

Independent
Age: 66
Director Since 2021

Board Committees:

- Nominating/Corporate Governance
- Enterprise Risk Management, Safety, and Security

Professor of Global Health and Infectious Diseases, Departments of Pediatrics and Epidemiology and Population Health, Stanford University

Dr. Maldonado is currently a pediatric infectious diseases epidemiologist at Stanford University School of Medicine as well as the medical director of Infection Prevention and Control, and an attending physician at Packard Children's Hospital at Stanford. She is also a professor in the Departments of Pediatrics and Health Research and Policy, chief of the Division of Infectious Diseases, director of Global Child Health, and senior associate dean for faculty development and diversity at Stanford's School of Medicine. Dr. Maldonado is currently the chair of the American Academy of Pediatrics Committee on Infectious Diseases, serves on the board of the Lucile Packard Foundation for Children's Health, and is a member of numerous medical associations and committees.

Nationally and internationally renowned for her knowledge, research, and expertise in infectious and vaccine-preventable disease control and international health, Dr. Maldonado has led studies and investigations funded by the United States, CDC, WHO, NIH, and Gates Foundation worldwide on HIV, polio, and measles. Dr. Maldonado brings a unique perspective and valuable insight to the Board.

Scott L. Morris

Independent
Age: 64
Director Since 2019

Committees:

- Organization and Compensation
- Enterprise Risk Management, Safety, and Security

Public Board Directorships:

Current:

- Avista Corporation

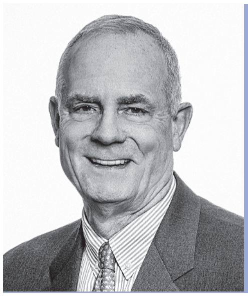
Previous Board Directorship:

- McKinstry

Chairman, Avista Corporation

Mr. Morris has been Chairman of Avista Corporation, a publicly traded electrical and natural gas utility serving customers primarily in the Pacific Northwest, since January 2008. From January 2008 to October 1, 2019, he also served as Avista's CEO, from January 2008 to January 2018 he served as its President, and from May 2006 to December 2007, he served as its President and Chief Operating Officer. Mr. Morris joined Avista in 1981 and his experience at the company includes management positions in construction and customer service and general manager of the company's Oregon utility business. He is a graduate of Gonzaga University where he received his master's degree from Gonzaga University in organizational leadership. He also attended the Stanford Business School Financial Management Program and the Kidder Peabody School of Financial Management. Mr. Morris serves on the board of McKinstry and on the Board of Trustees of Gonzaga University. He has served on a number of Spokane non-profit and economic development boards.

Mr. Morris brings to the Board a deep knowledge and understanding of the utility industry, having spent his entire career in the industry. As a former senior executive, he also contributes senior leadership experience and valuable perspectives on strategy, operations, and business management.



Peter C. Nelson

Age: 74
Director Since 1996

Chairman, California Water Service Group

Mr. Nelson is Chairman of the Board of the Group and its subsidiaries. He is a director of the California Chamber of Commerce and a past president of the National Association of Water Companies (NAWC). Mr. Nelson has a strong record of operational and strategic leadership in the public utility business, including his 17-plus years of experience as the former President & CEO of the Group. An engineer by training with a graduate degree in business administration, he gained extensive senior executive experience at Pacific Gas & Electric Company. He has a vast understanding of the water industry from his role as the former President & CEO of the Group and from his leadership roles representing the water profession nationally at NAWC as well as in California at the State Chamber of Commerce.

Carol M. Pottenger

Independent
Age: 67
Director Since 2017

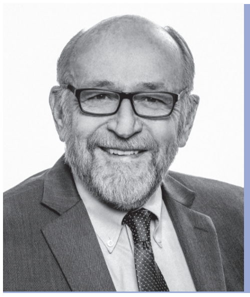
Board Committees:

- Vice Chair, Enterprise Risk Management, Safety, and Security
- Finance and Capital Investment
- Nominating/Corporate Governance

Principal and Owner, CMP Global, LLC

As principal and owner of CMP Global LLC, *Ms. Pottenger's* organization, which was founded in 2014, provides consulting services in business development, process improvement, corporate governance, strategic planning, and cyber and information systems. The first female three-star Admiral in American history to lead in a combat branch, Ms. Pottenger commanded two ships, a logistic force of 30 ships, a Japan-based strike-group of eight ships, and the Expeditionary Force of 40,000 sailors during her 36 years in the U.S. Navy before retiring in 2013. She was also the senior U.S. Flag Officer responsible for military transformation and sensitive military topics such as counterterrorism and cybersecurity while on assignment with NATO.

Ms. Pottenger brings unique experience to the board, ranging from operations to technology to risk management. A graduate of Purdue University in Lafayette, Indiana, she also serves on various private, defense, and non-profit boards, including the U.S. Navy Memorial Foundation in Washington, D.C., PricewaterhouseCoopers LLP Board of Partners and Principals, and Serco North America.



Lester A. Snow

Independent
Age: 70
Director Since 2011

Board Committees:

- Chair, Enterprise Risk Management, Safety, and Security
- Finance and Capital Investment
- Organization & Compensation

Retired

Mr. Snow has served as Secretary of the California Natural Resources Agency, Director of the California Department of Water Resources, Regional Director of the U.S. Bureau of Reclamation, Executive Director of the CALFED Bay Delta Program, and General Manager of the San Diego County Water Authority. He served as Executive Director of the California Water Foundation, an initiative of the Resources Legacy Fund, and serves on the board of the Klamath River Renewal Corporation. He holds a Master of Science Degree in water resources administration from the University of Arizona and a Bachelor of Science in earth sciences from Pennsylvania State University.

Mr. Snow brings more than 40 years of water and natural resource management experience to the Board. His distinguished public service career enables him to assist the Board in addressing water and environmental issues as well as regulatory and public policy matters. Mr. Snow's executive experience in the public sector provides the Board with critical insight on a variety of operational and financial matters.

Patricia K. Wagner

Independent
Age: 59
Director Since 2019

Committees:

- Audit
- Finance and Capital Investment

Public Board Directorships:

Current:

- Apogee Enterprises
- Primoris Services Corporation

Previous:

- SoCalGas

Retired

Ms. Wagner, prior to her retirement in 2019, served as Group President, U.S. Utilities for Sempra Energy, an energy-services holding company whose subsidiaries include San Diego Gas & Electric Company (SDG&E) and Southern California Gas Company (SoCalGas), both California regulated utilities, as well as other companies operating in the electric and gas infrastructure business. Prior to her role as Group President, from 2017 to 2018 she served as Chairman and Chief Executive Officer of SoCalGas, one of the largest natural gas utilities in the country. She served as Executive Vice President of Sempra Energy in 2016, and as President and Chief Executive Officer of Sempra U.S. Gas & Power from 2014 to 2016. During her 24-year career in the utility sector, Ms. Wagner held a range of other leadership positions, including: Vice President of Audit Services for Sempra Energy; Vice President of Accounting and Finance for SoCalGas; Vice President of Information Technology for SoCalGas and SDG&E; and Vice President of Operational Excellence for SoCalGas and SDG&E. Ms. Wagner is currently a director of Apogee Enterprises, Inc., a public company that designs and develops commercial glass and metal products, and Primoris Services Corporation, a public company providing a wide range of specialty construction services, fabrication, maintenance, replacement, and engineering services. Ms. Wagner earned her Master of Business Administration from Pepperdine University and her bachelor's degree in chemical engineering from California State Polytechnic University, Pomona.

Ms. Wagner has immense working knowledge and familiarity with the California regulatory environment and has worked with the California Public Utilities Commission. Her deep understanding of regulatory affairs and experience working for an investor-owned utility make her a valuable asset to the Group. She also brings valuable accounting and finance, senior leadership, and operational experience to the Board.

CORPORATE GOVERNANCE PRACTICES

We are committed to objective, independent leadership on our Board and each of its committees. In addition, our Board believes the active, objective, and independent oversight of management is central to effective Board governance and serves the best interests of all stakeholders, including customers, stockholders, regulators, suppliers, associates, and the general public.

Specifically, our Board has adopted Corporate Governance Guidelines comprised of rigorous governance practices and procedures. To maintain and enhance its independent oversight, our Board has implemented measures to further enrich Board composition, leadership, and effectiveness. These measures align our corporate governance structure with achieving our strategic objectives and enable our Board to effectively communicate and oversee our culture of compliance and in-depth risk management. Our Board frequently discusses business and other matters with the senior management team and principal advisors such as our legal counsel, auditors, consultants, and financial advisors. Our Board annually reviews and approves the Corporate Governance Guidelines and charters of the Board committees to align with evolving best practices and regulatory requirements, including the New York Stock Exchange (NYSE) corporate governance listing standards. The Corporate Governance Guidelines and the current charters for the Audit, Organization and Compensation, Finance and Capital Investment, Nominating/Corporate Governance, and Enterprise Risk Management, Safety, and Security committees are posted on our website at **http://www.calwatergroup.com.**

Corporate Governance Overview

Our corporate governance practices are substantially aligned with the Investor Stewardship Group's (ISG) Corporate Governance Framework for U.S. Listed Companies, as shown in the table below.

ISG Principle	Our Practice
Principle 1 Boards are accountable to stockholders	• Annual election of all directors • Majority voting for directors in uncontested elections • Directors are required to offer to resign if they fail to receive a majority of votes cast • No supermajority voting requirements in governing documents • Stockholder right at 10% threshold to call a special meeting
Principle 2 Stockholders should be entitled to voting rights in proportion to their economic interest	• No dual class common stock structure • Each stockholder is entitled to one vote per share • No cumulative voting for directors

Principle 3
Boards should be responsive to stockholders and be proactive in order to understand their perspectives
	• Proactive, year-round investor outreach program
	• Directors receive regular updates on investor feedback and are available for stockholder engagement
	• In response to investor feedback, over the last several years, we have, for example:
	  • published our first Environmental, Social, and Governance report;
	  • formed the Enterprise Risk Management, Safety, and Security Committee;
	  • incorporated environmental leadership into our incentive compensation program; and
	  • modified the performance criteria used for long-term and short-term incentive compensation programs

Principle 4 Boards should have a strong, independent leadership structure	• Independent Lead Director with well-defined responsibilities • Substantial majority of the Board is independent (10 of 12 director nominees or 82% of the Board) and Board committees are completely independent • Non-management directors meet at least four times each year in executive session without management present, and the independent directors meet in executive session at least once a year
Principle 5 Boards should adopt structures and practices that enhance their effectiveness	• Continuous focus on Board refreshment, with a balanced mix of director tenures and five new directors joining the Board since 2017 • Increasing focus on Board diversity, with 5 female directors (42% of the Board) and 1 ethnically diverse director (8% of the Board) • Annual review of the Board, committees, Independent Lead Director, and individual directors • Limits on outside board service, with no director permitted to serve on more than 4 public company boards (including the Group) and directors who are public company executive officers not permitted to serve on more than 2 public company boards (including the Group) • Mandatory director retirement at age 75
Principle 6 Boards should develop management incentive structures that are aligned with the long-term strategy of the company	• Target total direct compensation is heavily weighted towards performance, comprising 68% of CEO pay and 46% of other NEO pay in 2021, and appropriately balances short-term drivers of the Group's success and long-term creation of stockholder value • Organization & Compensation Committee annually re-evaluates the mix of fixed and variable compensation in order to best attract, retain and incentivize talented officers who contribute to the long-term success of the Group • We incorporate a number of risk mitigation features into our executive compensation program, including stock ownership requirements, clawback provisions and anti-hedging and anti-pledging policies

Board Structure and Independence

Our Board encompasses the optimal mix of diverse backgrounds, experiences, skills, expertise, and an uncompromising commitment to integrity and thorough judgment. The Board thoughtfully advises and guides management as they work to achieve our long-term strategic goals. To promote sound board structure and independence standards, our Board adheres to the following policies and procedures:

- Our Board is comprised of a substantial majority of independent directors
- All directors are required to retire no later than the Annual Meeting that follows the date of the director's 75th birthday
- Our Board conducts an annual review of Board composition, committee effectiveness, and succession planning resulting in refreshment of the Board and a diversity of skills, attributes, and perspectives on the Board
- Upon election at the annual meeting, the average tenure of the members of the Board will be approximately nine years
- Directors are required to offer to resign if they fail to receive a majority of votes cast

Board Oversight

Our Board is responsible for seeing that our organization is appropriately stewarding the resources entrusted to it and following legal and ethical standards. In addition, our Board has the fundamental and legal responsibility to provide oversight and accountability for the organization. By following key risk management principles, our Board provides a solid foundation of organizational oversight:

- Understands the organization's strategy and key drivers of success
- Regularly assesses the risks in the organization's strategy
- Appropriately defines the role of the full Board and its standing committees specific to risk management and key risk oversight
- Assesses the organization's risk management system — including people, processes, and technology — to confirm resource appropriateness and sufficiency
- Works with management to understand and agree on the types (and format) of risk information the Board requires and risk prioritization
- Encourages dynamic and constructive risk dialogue between management and the Board, including a willingness to challenge assumptions
- Closely monitors the potential and evolving risks to culture and the incentives structure
- Oversees the critical alignment of strategy, risk, controls, compliance, incentives, and people

Director Orientation and Continuing Education

Our director education about California Water Service Group and our strategy, control framework, regulatory environment, and industry begins when a director is elected to our Board and continues throughout his or her tenure on the Board. Upon joining our Board, new directors are provided with a comprehensive orientation about our company, which includes an overview of director duties and our corporate governance, one-on-one sessions with the Chairman and President & CEO, and presentations by senior management and other key management representatives on the organization's strategy, regulatory framework, and control framework. As directors are appointed to new committees or assume a leadership role, such as committee chair, they receive additional orientation sessions specific to such responsibilities.

Board and Committee presentations, educational briefings, discussions with subject matter experts on business, governance, regulatory, and control matters help to keep directors appropriately apprised of key developments in our business and in our industry, including material changes in regulation, so they can carry out their oversight responsibilities.

Annual Evaluation of Board, Committees, and Independent Lead Director

Overview of Evaluation Process

Our Board and Committees maintain a regular and robust evaluation process to promote the effective functioning of our Board. It is important to examine Board, Committee, and director performance and to solicit and act upon feedback received from each member of our Board. Evaluations are intended to assess the effectiveness in board composition and conduct, meeting structure, materials and information, committee composition and effectiveness, strategic and succession planning, culture and exercise of oversight, as well as continued education and access to management.

Annual Board Self-Evaluations

As part of the evaluation, each Board member completes an anonymous, comprehensive questionnaire soliciting input on topics such as corporate governance issues, Board and committee culture, structure and meeting process, director interactions with each other and with management, management responsiveness, quality and quantity of information provided to the Board of Directors, strategic planning, and more.

Summary of Written Evaluations

Each Director's anonymous responses to the questionnaire are sent to outside counsel retained by the Company at the Nominating/Corporate Governance Committee's request. Outside counsel compiles the results of the evaluations into a report for the Nominating/Corporate Governance Committee and Lead Independent Director.

Conversations

Additionally, the Lead Independent Director has individual conversations throughout the year with each member of the Board, providing further opportunity for dialogue, feedback, and improvement.

Board Review

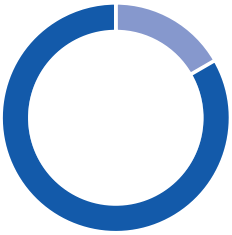
The responses to the questionnaires, in addition to other feedback provided by Board members through interviews and other communications, are then reviewed and compiled by our Lead Independent Director in order to determine strengths and areas for improvement. Those results are then discussed with the Governance Committee and the Board of Directors, and such results are used to improve Board and committee performance. Matters that require further assessment or additional follow-up are addressed at future Board or committee meetings, as applicable.

Actions

Our evaluation process typically generates robust comments and discussion with the Board, including with respect to Board composition and processes. These evaluation results have led to changes designed to increase Board effectiveness and efficiency. Examples include enhancements to meeting materials, the structure of the Board, responsibilities of committees, committee and executive session discussions, committee reports to the Board, Director onboarding, continuing education, and hands-on experiences with our business, senior leaders, and emerging talent throughout the Company.

Director Independence

As discussed in our Corporate Governance Guidelines, a substantial majority of the Board is comprised of independent directors. Based on the recommendation of the Nominating/Governance Committee, the Board determined that, other than Martin A. Kropelnicki and Peter C. Nelson, each of our director nominees (Gregory E. Aliff, Terry P. Bayer, Shelly M. Esque, Thomas M. Krummel, M.D., Richard P. Magnuson, Yvonne A. Maldonado, M.D., Scott L. Morris, Carol M. Pottenger, Lester A. Snow, and Patricia K. Wagner) is independent.



10 out of 12 director nominees are independent

Under the listing standards of the New York Stock Exchange, a director is independent if he or she has no material relationship, whether commercial, industrial, banking, consulting, accounting, legal, charitable, familial, or otherwise,

Proxy

with the organization, either directly or indirectly as a partner, stockholder, or executive officer of an entity that has a material relationship with us. Our Board makes an affirmative determination regarding the independence of each director annually, based on the recommendation of the Nominating/Corporate Governance Committee.

Independence Standards

The Board has adopted standards to assist in assessing the independence of directors, which are part of the Corporate Governance Guidelines available at **http://www.calwatergroup.com.** Under these standards, our Board has determined that a director is not independent if:

- The director is, or has been within the last three years, an employee of any company that comprises the Group or an immediate family member is, or has been within the last three years, an executive officer of any company that comprises the Group.
- The director has received, or has an immediate family member who has received, during any 12-month period during the last three years, more than $120,000 in direct compensation from companies that comprise the Group, other than director or committee fees and pension or other forms of deferred compensation for prior service.
- The director, or an immediate family member, is a current partner of the Group's internal or external auditor; the director is a current employee of such a firm; the director's immediate family member is a current employee of such a firm who personally works on the Group's audit, or the director or an immediate family member was within the last three years a partner or employee of such a firm and personally worked on the Group's audit within that time.
- The director, or an immediate family member, is, or has been within the last three years, employed as an executive officer of another company where any of the Group's present executive officers serves or served at the same time on that company's compensation committee.
- The director is a current employee, or has an immediate family member who is a current executive officer, of a customer or vendor or other party that has made payments to or received payments from companies that comprise the Group for property or services in an amount that, in any of the last three fiscal years, exceeded the greater of $1 million or 2% of the party's consolidated gross revenues.
- The director, or the director's spouse, is an executive officer of a non-profit organization to which the Group makes, or in the past three years has made, payments that, in any single fiscal year, exceeded the greater of $1 million or 2% of the non-profit organization's consolidated gross revenues

In addition, our Board has determined that none of the following relationships, by itself, is a material relationship that would impair a director's independence:

- Being a residential customer of any service territory
- Being a current executive officer or employee of, or being otherwise affiliated with, a commercial customer from which the Group has received payments that, in any of the last three fiscal years, did not exceed the greater of (i) 1% of the Group's consolidated gross revenues for the year; or (ii) $500,000
- Being a current executive officer or employee of, or having a 5% or greater ownership or similar financial interest in, a supplier or vendor that has received payments from the Group that, in any of the last three fiscal years, did not exceed the lesser of(i) 1% of the Group's consolidated gross revenues for the year; or (ii) $500,000
- Being a director of any of the Group's subsidiaries

Directors inform the Board as to any relationships they may have with the organization and provide other pertinent information in annual questionnaires they complete, sign, and certify. The Board reviews relevant relationships to identify possible impairments to director independence and in connection with disclosure obligations. For those directors who reside in one of our service territories and are customers, our Board has determined that it is not a material relationship that would impair their independence under the above standards.

Board Leadership Structure and Composition

Leadership Structure

Peter C. Nelson has served as Chairman of the Board since 2012. The roles of Chairman of the Board and CEO for the organization are separate. Our Board currently believes separating these roles is the most appropriate leadership structure, at this time, based on numerous factors, including the Board's historical practice (which has predominantly been to separate the roles), its assessment of the organization's leadership, and the organization's current and anticipated needs. The Board attributes a portion of the historical success of its leadership model to the Chairman of the Board's 17-plus years of service as the former President & CEO, including his industry knowledge and executive management skills, rather than by the particular leadership structure chosen. The Board believes that Mr. Nelson, who retired as CEO in 2013, brings significant experience in the water and public utility industries, making him best positioned to lead the Board as it oversees and monitors implementation of our business strategy, considers risks related to strategy and business decisions, and performs its oversight function.

Our Board reviews its leadership structure regularly to confirm that it remains appropriate for the Group. The Board retains the flexibility to change the leadership structure from time to time so that it can adjust, as appropriate, as the Group's needs change.

Lead Independent Director

Our Lead Independent Director is selected annually from and by the independent directors, serves for a period of at least one year, and has expansive duties and authority as included in our Corporate Governance Guidelines.

Richard P. Magnuson currently serves as Lead Independent Director. Our Corporate Governance Guidelines list the Lead Independent Director's responsibilities and authority including:

- Presides at meetings of the Board in the absence of the Chairman of the Board
- Recommends to the Chairman of the Board items for consideration to be included in the Board meeting agendas and schedules
- Serves as liaison between the Chairman of the Board and the independent directors
- Consults and communicates with major stockholders upon request

In evaluating candidates for Lead Independent Director, the independent directors consider several factors, including each candidate's corporate governance experience, board service and tenure, leadership roles, and the ability to meet the necessary time commitment. For an incumbent Lead Independent Director, the independent directors also consider the results of the annual Lead Independent Director assessment as described above.

Annual Meeting Attendance

All directors are expected to attend the Annual Meeting of Stockholders, unless attendance is prevented by an emergency. All of our Board members who were directors as of the date of our 2021 Annual Meeting attended the meeting.

Board Meetings and Committees

Board Meetings

Our policy is that all directors must be able to devote the required time to carry out director responsibilities and should attend all meetings of the Board and of committees on which they serve.

Members of the Board are expected to attend Board meetings in person, unless the meeting is held by teleconference. During 2021, there were nine meetings of the Board and collectively 14 committee meetings. The incumbent directors attended at least 75%, and on average attended 100%, of all Board and applicable committee meetings in 2021 (held during the period each director served).

Committees

There are five committees within our Board of Directors: Audit; Organization and Compensation; Finance and Capital Investment; Nominating/Corporate Governance; and Enterprise Risk Management, Safety, and Security. The membership and the function of each of these committees are described below.

Name	Audit	Organization and Compensation	Finance and Capital Investment	Nominating/ Corporate Governance	Enterprise Risk Management, Safety, and Security
Gregory E. Aliff	**C**				**M**
Terry P. Bayer	**M**	**M**	**C**		
Shelly M. Esque				**M**	**M**
Martin A. Kropelnicki					
Thomas M. Krummel, M.D.		**C**		**M**	
Richard P. Magnuson	**M**		**M**	**C**	
Yvonne A. Maldonado, M.D.				**M**	**M**
Scott L. Morris		**M**			**M**
Peter C. Nelson					
Carol M. Pottenger			**M**	**M**	**V**
Lester A. Snow		**M**	**M**		**C**
Patricia K. Wagner	**M**		**M**		
Number of meetings held during 2021	**4**	**3**	**2**	**2**	**3**

C: Chair **V**: Vice Chair **M**: Member

Audit Committee	
Current Members: Gregory E. Aliff, Chair Terry P. Bayer Richard P. Magnuson Patricia K. Wagner Committee Meetings Held in 2021: **4**	**Primary Responsibilities:** • Represents and assists the Board in oversight of the quality and integrity of the Company's financial statements; the Company's compliance with legal, environmental, regulatory, and reporting requirements; the qualifications, performance, and independence of the Company's Independent Registered Public Accounting Firm; the Company's internal audit function; cybersecurity risk; and third party supplier risk • Responsible for the appointment, retention, compensation, and oversight of the Independent Registered Public Accounting Firm • Reviews with management each Form 10-K and 10-Q report required to be submitted to the SEC • Reviews annually the quality of reporting processes and internal controls, internal auditor reports and opinions, and any recommendations the Independent Registered Public Accounting Firm may have for improving or changing the Company's internal controls • Oversees and reviews with management risks related to the Company's financial reporting and internal controls • Oversees the Company's compliance program with respect to legal and regulatory requirements, including the Company's codes of conduct, and oversees the Company's policies and procedures for monitoring compliance • Oversees the Company's cybersecurity program, including management's response to emerging risks and compliance with all federal and state cybersecurity standards and privacy laws • Oversees the Company's program to identify, manage, and mitigate third party supplier risk and reviews with management compliance with the Supplier Code of Conduct and performance of the Supplier Diversity Program

All members of the Audit Committee are independent as defined in the New York Stock Exchange, and meet additional independence requirements for audit committee members applicable under SEC rules and the New York Stock Exchange listing standards.

The Board has determined that each Audit Committee member has considerable knowledge in financial and auditing matters to serve on the Audit Committee. Gregory E. Aliff, Terry P. Bayer, and Patricia K. Wagner meet the New York Stock Exchange listing standards of financial sophistication and are "audit committee financial experts" under SEC rules.

Organization and Compensation Committee

Current Members:	Primary Responsibilities
Thomas M. Krummel, M.D., Chair Terry P. Bayer Scott L. Morris Lester A. Snow Committee Meetings Held in 2021: **3**	• Oversees the Company's officer compensation structure, policies and programs; assesses whether the Company's compensation structure establishes appropriate incentives for officers; and assesses the results of the Company's most recent advisory vote on executive compensation • Oversees the evaluation and recommendations of the compensation of the CEO to the independent directors and of the executive officers to the Board of Directors • Reviews the organizational structure for the Company's senior management • Oversees the strategies and policies related to human capital management, including matters such as diversity and inclusion, workplace environment, culture, talent development and retention, and succession planning • Oversees a periodic assessment of the risk related to the Company's compensation policies and practices applicable to officers and employees • Reviews and discusses with our management the Compensation Discussion and Analysis disclosure required to be included in the proxy statement for the Annual Meeting of Stockholders to be filed with the SEC and, based on such review and discussion, determines whether to recommend to the Board that the Compensation Discussion and Analysis disclosure be included in such filing • Oversees preparation of the Compensation Committee report required by SEC rules to be included in the proxy statement for the annual meeting of stockholders All members are independent as defined in the listing standards of the New York Stock Exchange, and meet additional independence requirements for compensation committee members applicable under SEC rules and the New York Stock Exchange listing standards.

Compensation Consultant

The Organization and Compensation Committee retained Veritas Executive Compensation Consultants (Veritas) to advise it on marketplace trends in executive compensation, management proposals for the 2022 compensation program, and executive officer compensation decisions. Additionally, Veritas generally evaluated our equity compensation programs. Veritas has been retained for advice on 2023 executive compensation.

Veritas was directly accountable to the Organization and Compensation Committee. To maintain the independence of their advice, Veritas did not provide any services to us other than those described above and advice to the Nominating/ Corporate Governance Committee on marketplace trends in director compensation for the 2022 compensation program. In addition, the Organization and Compensation Committee conducted a conflict of interest assessment, considering the six factors below with respect to Veritas and confirmed no conflict-of-interest existed:

- The provision of other services to the Group by Veritas
- The amount of fees received from the Group by Veritas, as a percentage of total revenue of Veritas
- The policies and procedures of Veritas that are designed to prevent conflicts of interest

- Any business or personal relationship between the consultants at Veritas with whom the Group works and any members of the Organization and Compensation Committee
- Any of our stock owned by the Veritas consultants
- Any business or personal relationship of Veritas or the Veritas consultants with any of the Group's executive officers

For a description of the processes and procedures used by the Organization and Compensation Committee for the consideration and determination of executive compensation, see "Compensation Discussion and Analysis" on page 47 in this Proxy Statement.

Finance and Capital Investment Committee

Current Members:

Terry P. Bayer, Chair
Richard P. Magnuson
Carol M. Pottenger
Lester A. Snow
Patricia K. Wagner

Committee Meetings Held in 2021: **2**

Primary Responsibilities:

- Assists the Board of Directors in fulfilling its oversight responsibilities with respect to the monitoring and oversight of our financial resources, including its capital investment management and rate recovery, and resolution planning and processes
- Assists the Board in reviewing our financial policies, strategies, and capital structure
- Reviews and makes recommendations to the Board for approval, where authority to do so has been delegated by the Board, regarding:
  - long-term financial objectives and policies
  - financing requirements and financing plans
  - the annual dividend plan
  - oversight of the annual operating budgets
  - oversight of the annual capital investment plans, including periodic updates on the progress of the annual construction and capital investment programs
  - reports received from the employee benefit finance committee
  - other finance matters as appropriate

In addition, the Committee will discuss with management the policies and procedures concerning the major risk exposures, including exposures to infrastructure failure risk and credit risk, and the steps management has taken and/or proposes to take to monitor, mitigate, and control such exposures within the capital investment process.

All members are independent as defined in the listing standards of the New York Stock Exchange.

Nominating/Corporate Governance Committee

Current Members:	Primary Responsibilities:
Richard P. Magnuson, Chair Shelly M. Esque Thomas M. Krummel, M.D. Yvonne A. Maldonado, M.D. Carol M. Pottenger Committee Meetings Held in 2021: **2**	• Oversees director succession planning and actively seeks diverse individuals qualified to become Board members • Evaluates the composition of the board annually to assess whether the skills, experience, characteristics, and other criteria established by the Board are currently represented on the Board as a whole and in individual directors, and to assess the criteria that may be needed in the future • Evaluates the performance of the individual directors and full Board annually • Oversees risks related to matters of corporate governance, including director independence and Board performance • Recommends to the Board the size, structure, composition, and functioning of the Board and its committees • Reviews the compensation of directors for service on the Board and its committees, and recommends changes to the Board as appropriate • Reviews the Corporate Governance Guidelines annually and recommends changes to the Board • Oversees the Company's Code of Business Conduct and Ethics for Directors and compliance with the code • Provides oversight of and reviews the Company's strategy, policies, practices, risks, and disclosures with respect to ESG matters, and makes recommendations to management as appropriate • Assists management in overseeing internal and external communications with employees, investors, and other stakeholders regarding the Company's position on or approach to ESG matters All members are independent as defined in the listing standards of the New York Stock Exchange.

Enterprise Risk Management, Safety, and Security Committee

Current Members:

Lester A. Snow, Chair
Carol M. Pottenger, Vice Chair
Gregory E. Aliff
Shelly M. Esque
Scott L. Morris
Yvonne A. Maldonado, M.D.

Committee Meetings Held in 2021: **3**

Primary Responsibilities

- Assists the Board in the oversight of our enterprise risk management, safety, and security programs, including those related to physical safety and security
- Discusses with management our principal risks and the effectiveness of the processes used by management to both identify and analyze major risks, as well as the effectiveness of the programs to manage and mitigate risks
- Reviews with management our risk assessments, the steps management has taken, or would consider taking, to minimize such risks or exposures and safeguard assets, and our underlying policies with respect to risk assessment, risk management, and asset protection
- Discusses with management current and emerging applicable matters that may affect the business, operations, performance, or public image of the organization, or are otherwise pertinent to us and our stakeholders
- Reviews our Emergency Preparedness program, including emergency response and coordination with authorities
- Reviews our physical safety and security programs to ensure preventive detection and remedial controls and processes are in place
- Oversees our other compliance programs for enterprise risk management, safety, and security, as well as our policies and procedures for monitoring compliance
- Makes recommendations to the Board and to our senior management with respect to any of the above matters as the Committee deems necessary or appropriate

All members are independent as defined in the listing standards of the New York Stock Exchange.

Board Role in Risk Oversight

Inherent in the Board's responsibilities is an understanding of, and oversight over, the various risks facing the Company. The Board does not view risk in isolation, but includes risk as part of its regular consideration of business decisions and business strategy. To assist the Board in its risk oversight, the Board reviews the Company's risks and the responsibilities of management and the Board committees regularly. The committees report to the entire Board on a regular basis and have overlapping directors, invite Chairs of other committees and other directors to attend meetings, and hold joint meetings as necessary.

Board of Directors

The Company believes that its Board leadership structure supports the risk oversight function of the Board. As effective risk oversight is an important priority of the Board, the Board has allocated responsibilities for risk oversight among the full Board and its committees.

Audit

Oversees risks related to financial reporting and internal controls, cybersecurity, and third-party suppliers.

Organization and Compensation

Oversees risks related to human capital management and oversees periodic assessments of risks relating to our compensation plans and programs to see that these plans and programs do not encourage management to take unreasonable risks relating to our business.

Finance and Capital Investment

Oversees risks within the capital investment programs including infrastructure failures and credit risk.

Nominating/Corporate Governance

Oversees risks related to matters of corporate governance, including director independence and Board performance, as well as risks related to environmental, social responsibility, and sustainability matters.

Enterprise Risk Management, Safety, and Security

Oversees management's development and execution of the Group's enterprise risk management, safety, and security programs, including those related to physical safety and security and advises on the committee oversight function for key risks.

Executive Management

Management

The Company's Management Committee (MC), chaired by the President & CEO, is comprised of Group and subsidiary executives, and meets monthly. Among other functions, the MC identifies and prioritizes key risks and recommends the implementation of appropriate mitigation measures as needed. The MC reports to the Audit Committee and Enterprise Risk Management, Safety, and Security Committee no less frequently than annually. Further review or reporting on risks is conducted as needed or as requested by the Board or committee.

Strategy Operating

The Company's Management Committee (SOC), chaired by the President & CEO, is comprised of senior officers and NEOs, and meets twice per month. Among other functions, the SOC assesses evolving market conditions and develops a long-term strategy to mitigate emerging risks and maximize future opportunities. Priorities for the SOC include, but are not limited to, workforce transformation (including succession planning, employee development, and recruitment), business development, political climate, operating model, affordability, resiliency, climate change, and sustainability, with an emphasis on water resource planning.

The following is our Enterprise Risk Management and Risk Responsibility Matrix, which identifies our major corporate risks, board oversight, and lead officer and department currently responsible for risk mitigation. It also demonstrates our commitment to transparency and accountability for management of the key risks facing the company and effective risk management:

Board Oversight	Tier 1 Risk[1]	Lead Officer
Full Board	Affordability and Access Risk	VP, Rates and Regulatory Affairs
	Political Risk	VP, Customer Service & Chief Citizenship Officer
	Regulatory Risk	VP, Corporate Development
	Water Supply Risk	VP, Customer Service & Chief Citizenship Officer
	Climate Change Risk	VP, Customer Service & Chief Citizenship Officer
Enterprise Risk Management, Safety, and Security Committee (ESSC)[2]	Environmental Contamination Risk	VP, Engineering & Chief Water Quality & Environmental Compliance Officer
	Safety and Security Risk	VP, IT & Chief Risk Officer
	Natural or Human-Caused Disaster Risk	VP, IT & Chief Risk Officer and VP, Operations
	Emergency Preparedness & Business Continuity Risk	VP, IT & Chief Risk Officer
	Water Quality Risk	VP, Engineering & Chief Water Quality & Environmental Compliance Officer
Finance Committee	Infrastructure and Asset Failure Risk	VP, Engineering & Chief Water Quality & Environmental Compliance Officer
Organization/Compensation Committee	Talent Risk, including Diversity, Equality, and Inclusion	VP, Chief Human Resource Officer
Audit Committee	Cybersecurity Risk	VP, IT & Chief Risk Officer
	Third-Party Supplier Dependency Risk	VP, CFO & Treasurer

(1) Each Tier 1 Risk topic is also led by designated officers of the Company across departments.

(2) The Enterprise Risk Management, Safety, and Security Committee is responsible for the oversight of the emergency response management process, including emergency response management updates and annual reporting to the Board regarding compliance.

Board Oversight of Cybersecurity Risk

The Board and Audit Committee are responsible for overseeing information technology risks. The Board recognizes the importance of maintaining the trust and confidence of our customers, employees, and stockholders and the need to protect personal and proprietary data. To more effectively prevent, detect, and respond to information security threats, our Vice President of Information Technology & Chief Risk Officer, who reports directly to our President & CEO, leads a team who is responsible for managing our enterprise-wide information security strategy, policy, standards, architecture, and processes. The Board and Audit Committee receive regular reports from our Vice President of Information Technology & Chief Risk Officer no less than quarterly on information technology risks, including cybersecurity and data security risks, as well as the status of projects to strengthen the Company's information security systems, assessments of the Company's security program, and the emerging threat landscape.

Management of Cybersecurity Risk

We align with multiple standards and regulations for cybersecurity and data privacy, including the following:

- National Institute of Standards and Technology (NIST) Cybersecurity Framework
- The Sarbanes-Oxley Act

- NIST 800-171 and Cybersecurity Maturity Model Certification
- Payment Card Industry Data Security Standard
- California Consumer Privacy Act (CCPA)
- Health Insurance Portability and Accountability Act
- Defense Federal Acquisition Regulations Supplement (DFARS)

We regularly assess our adherence to these standards and maintain programs that meet these requirements. The Group has not experienced any material cybersecurity breaches in the last three years.

Our Information Technology (IT) team continues to support a variety of best practices that align with recognized frameworks and reflect our advanced approach to cybersecurity:

- Regular testing: External audits annually test our controls and assess opportunities to mitigate deficiencies, and we continue to witness measurable improvements in testing by correcting any weakness detected in past assessments. A third party conducts an annual network penetration test on our corporate and supervisory control and data acquisition (SCADA) networks. In addition to reviewing known software vulnerabilities, the assessment includes tests to breach the network through various pathways, analyzes our security levels, and evaluates our Incident Response Plan. Our IT team also conducts a rehearsal for our Incident Response Plan multiple times per year and leverages support from the DHS, the FBI, and our contractors that offer critical defensive solutions.

- Monitoring for risks: We engage a third party to manage our Security Operations Center (SOC) and monitor network traffic 24/7. Our SOC identifies and responds to cybersecurity issues in real time by assessing the level of threats and determining appropriate actions.

- Security controls: We incorporate physical- and software-based preventive, detective, and corrective security controls, and our Security Incident Event Management tool monitors all security logs, includes detective controls, and identifies irregular activities. This software also records how often vulnerabilities are scanned and patched.

- Defensive technology: Multiple technologies help protect our system through defensive solutions. Our intrusion prevention system is designed to block unwanted traffic in the network, our next-generation antivirus program provides additional defense, and our end point protection systemCrowdstrike targets suspicious activity on endpoint devices. We also leverage a data loss prevention security tool that inspects outgoing traffic and is designed to block sensitive data from being exposed.

- Regular improvements: We regularly enhance our systems and integrate new information to upgrade our systems. We review and approve software and hardware acquisitions for security, and we have incorporated advanced controllers within our SCADA system. To support ongoing improvement, we engage the FBI, DHS, and Fusion Center for incident response support and collaborate to share critical information.

Our leaders also share knowledge to protect our infrastructure and learn from recent developments. Our Vice President of Information Technology and Chief Risk Officer serves as the President Emeritus of the San Francisco Bay Area Chapter of InfraGard, which is a collaboration between the FBI and members of the private sector that promotes the protection of U.S. critical infrastructure and enables the exchange of important information. Our Director of IT Security and Chief Information Security Officer also actively participates on the Safety and Security Committee of the NAWC to collaborate with members of our industry and learn best practices.

Our employees represent the foundation of cybersecurity protection and are a key line of defense, and we strengthen their ability to target risks by proactively training active employees and contractors each year. We update our online security awareness training annually to review key policies and practices for security.

To further engage our workforce and inform employees of applicable security topics, we provide a monthly internal cybersecurity newsletter. Our monthly campaign on mock phishing emails reminds employees to refrain from clicking on fraudulent emails disguised as safe content. First-time offenders undergo additional training, repeat offenders must meet with their supervisors and the IT Security team, and additional offenses result in a negative performance log. Due to our preventive controls and training, we have observed year-over-year reductions in employees clicking on test phishing emails.

Other Governance Best Practices

We adopted other practices we believe reflect our commitment to good corporate governance including:

Policies Prohibiting Hedging and Pledging

In accordance with our Insider Trading Policy, our directors and executives are prohibited from:

- Hedging their ownership of Group stock, including trading in options, puts, calls, or other derivative instruments related to Group stock or debt; and
- Pledging their ownership of Group stock.

Executive Compensation Recovery ("Clawback") Policy

Our Board has adopted an executive compensation recovery, or "clawback," policy requiring the reimbursement of excess incentive-based compensation provided to the executives in the event of certain restatements of our financial statements. A more detailed description of the Executive Compensation Recovery Policy appears in the "Compensation Discussion and Analysis" section of this Proxy Statement.

Codes of Business Conduct

Board members are expected to adhere to the Code of Business Conduct and Ethics for Members of the Board of Directors, which outlines expectations for behavior and promotes a culture of honesty. Our Business Code of Conduct applies to all officers and employees of Group, highlights areas of ethical risk, provides guidance in recognizing and handling ethical issues, and describes established mechanisms for reporting unethical conduct. We require employees to receive annual ethics training as part of the Business Code of Conduct. Our Business Code of Conduct is available on our website at **http:/www.calwatergroup.com**.

Director Compensation

The Nominating/Corporate Governance Committee is responsible for non-employee director compensation and makes recommendations to the Board. For 2021, the Nominating/Corporate Governance Committee retained the services of Veritas for determining non-employee director compensation with Veritas' recommendations based on competitive positioning, both in terms of individual compensation components and total compensation.

For fiscal year ended 2021, our non-employee directors received compensation comprised of both annual cash retainers for Board and committee chair services (with additional retainers for the Chairman of the Board and the Lead Director) and an annual equity award along with meeting fees for their service. In response to the coronavirus pandemic and its devastating effects on the communities we serve, all directors elected to take a temporary voluntary cash compensation (cash retainer and meeting attendance fees) reduction of 10% for fiscal year 2021, contributing the value of their reduction to the Cal Water Hardship Fund to assist our customers. In lieu of the value of their reduced cash compensation, a special equity grant with risk of forfeiture was issued to each director on January 4, 2021 in the form of a restricted stock award, vesting on the one-year anniversary of the grant.

Board Retainers:	
Annual Base Retainer—All Directors	$65,500
Chairman of the Board Retainer	$60,000
Lead Director Retainer	$22,000
Committee Chair Retainers:	
Audit Committee Chair Retainer	$18,000
Organization and Compensation Committee Chair Retainer	$13,500
Nominating/Corporate Governance Committee Chair Retainer	$12,500
Finance and Risk Management Committee Chair Retainer	$10,000
Enterprise Risk Management, Safety, and Security Committee Chair Retainer	$11,000
Enterprise Risk Management, Safety, and Security Committee Vice Chair Retainer	$ 5,500
Board/Committee Meeting Attendance Fees:	
Chairman of the Board—Board Attendance Fee	$ 4,600
All Other Directors—Board Attendance Fee	$ 2,300
Chairman of the Board—Committee Attendance Fee	$ 1,800
All Other Directors—Committee Attendance Fees	$ 1,800
Equity:	
Annual RSA Equity Grants(1)	$87,500
Special Fiscal Year 2021 Equity Grant(1)	Varies

(1) In 2021, non-employee directors received special one-time grants of restricted stock in lieu of the value of such director's reduced cash compensation and annual grants of restricted stock valued at $87,500 as the Board retainer. The restricted stock grants were made on January 4, 2021 and March 2, 2021, respectively, and were fully vested on the first anniversary of the grant date.

Directors may elect to defer cash compensation payable to them under the Group's deferred compensation plan in the same manner as applicable to the Group's executives as described below.

Name (a)	Fees Earned or Paid in Cash ($) (b)	Stock Awards[(2)(3)] ($) (c)	Total ($) (h)
Peter C. Nelson, Chairman[(1)]	$180,910	$101,907	$282,817
Richard P. Magnuson, Lead Director	132,530	96,402	228,932
Gregory E. Aliff	117,320	95,119	212,439
Terry P. Bayer	110,300	94,157	204,457
Shelly M. Esque	91,400	92,233	183,633
Thomas M. Krummel, M.D.	108,600	93,943	202,543
Yvonne A. Maldonado, M.D.	64,672	58,891	123,563
Scott L. Morris	93,020	92,393	185,413
Carol M. Pottenger	99,590	93,141	192,731
Lester A. Snow	110,840	94,585	205,425
Patricia K. Wagner	95,000	92,233	187,233

(1) Mr. Nelson's retainer includes the Chairman of the Board retainer for his role as Chairman of the Board.

(2) Amounts reflect the full grant date fair value of each RSA granted in 2021 to the non-employee directors, calculated in accordance with FASB ASC Topic 718, disregarding estimates for forfeitures. On January 4, 2021, in lieu of the value of reduced cash compensation, non-employee directors received special one-time grants of restricted stock valued at $19,402 for Mr. Nelson, $13,897 for Mr. Magnuson, $12,614 for Mr. Aliff, $11,652 for Mr. Bayer, $9,728 for Ms. Esque, $11,438 for Dr. Krummel, $9,888 for Mr. Morris, $10,637 for Ms. Pottenger, $12,080 for Mr. Snow and $9,728 for Mr. Wagner. In addition, On March 2, 2021, non-employee directors received annual grants of restricted stock valued at $87,500 as the Board retainer. Assumptions used in the calculation of these amounts are included in footnote 12 of Group's annual report on Form 10-K, filed with the Securities and Exchange Commission on February 24, 2022.

(3) At the end of 2021, the aggregate number of RSAs held by each current non-employee director was as follows: Peter C. Nelson, 5,261; Gregory E. Aliff, 12,680; Terry P. Bayer, 14,607; Shelly M. Esque, 6,033; Thomas M. Krummel, M.D., 26,663; Richard P. Magnuson, 15,169; Yvonne A. Maldonado, M.D. 1,021; Scott L. Morris, 3,598; Carol M. Pottenger, 7,569; Lester A. Snow, 17,305; Patricia K. Wagner, 3,595.

COMPENSATION DISCUSSION AND ANALYSIS

Executive Compensation

In this section, we describe our executive compensation philosophy and program that supports our strategic objectives and serves the long-term interests of our stockholders. We also discuss how our President & Chief Executive Officer, Chief Financial Officer, and other Named Executive Officers (collectively, our NEOs) were compensated in 2021 and describe how their compensation fits within our executive compensation philosophy. For fiscal 2021, our NEOs were:

Name	Title
Martin A. Kropelnicki	President & CEO
Thomas F. Smegal III	Vice President, Chief Financial Officer
Paul G. Townsley	Vice President, Corporate Development
Robert J. Kuta	Vice President, Engineering and Chief Water Quality and Environmental Compliance Officer
Lynne P. McGhee	Vice President, General Counsel

This section is divided into the below six sections:

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1 2021 Compensation Overview

Our executive compensation programs are designed to attract, motivate, and retain key officers with the ultimate goal of generating strong operating results and creating long-term alignment with our stockholders and customers. We reward for excellent job performance, overall leadership, long-term results, and provide for fair, reasonable, and competitive total compensation.

Our executive compensation programs are built upon the following framework:

- **Pay-for-performance** by aligning officer compensation to pre-established, quantifiable performance goals
- Use performance metrics that are **understandable** and are **tied to key performance indicators**; all of our officers have the **ability to make an impact**
- Provide **competitive pay** to attract and retain highly qualified officers
- **Align management interests with the long-term interests of our customers and stockholders**
- Establish performance goals that are **aligned with our organizational strategy**
- Maintain a **one-team approach**, meaning all eligible officers and department heads share the same performance targets and compensation plan

Our officer team's 2021 performance demonstrates our commitment to delivering value to our stockholders and customers, with strong performance on both financial and non-financial measures. For 2021, our performance resulted in 134% achievement of target for the short-term incentive compensation plan and 159% achievement of target and payout for the long-term performance-based equity grant for performance period 2019-2021.

2 NEO Compensation Components and Pay Mix

Our officers' total direct compensation is heavily weighted towards performance and appropriately balances officer focus on our short- and long-term priorities with annual and long-term rewards. Consistent with our compensation philosophy, our total compensation program was developed by taking into account competitive market data as well as a variety of additional factors, including individual experience, tenure, performance and leadership, Group performance, and internal equity among the officers.

2021 Total Direct Compensation

	Martin Kropelnicki	Thomas Smegal	Paul Townsley	Robert Kuta	Lynne McGhee
Base Salary	$ 901,872	$429,032	$378,245	$324,508	$311,531
Short-Term Incentive	1,206,000	172,136	151,795	130,248	125,022
Long-Term Incentive	988,683	198,496	192,777	186,897	185,400
Total Direct Compensation(1)	**3,096,555**	**799,664**	**722,817**	**641,745**	**621,953**

(1) Represents base salary, earned annual performance-based short-term incentive compensation, grant date fair value of long-term performance-based restricted stock units, and grant date fair value of time-based restricted stock awards.

Total Compensation Philosophy for Executives

Providing compensation that attracts, retains, and motivates talented officers is our committed goal. Our compensation programs reward excellent job performance, identify exceptional leadership, and represent fair, reasonable, and competitive total compensation that aligns officers' interests with the long-term interests of our stockholders and customers.

The Committee believes a balance of fixed and variable compensation components with short-term and long-term compensation elements, maintains a strong link between the NEOs' compensation and the overall Group's performance while promoting the interests of both customers and stockholders. The Committee annually re-evaluates the mix of fixed and variable compensation, including the proportions of incentive compensation awarded as short-term cash-based and long-term equity-based awards and stockholder feedback. Additionally, the Committee continues to monitor our program on an annual basis to ensure the structure will not incentivize excessive risk-taking.

In addition, our executive compensation program considers the following factors:

- The overall financial and operating performance of our company
- Changes in market conditions, cost of living differences, and market trends
- Each officer's performance and contributions to the achievement of short-term and long-term financial goals and operational milestones
- Each NEO's job responsibilities, expertise, historical compensation, and years and level of experience
- Our overall succession planning and the importance of retaining each NEO and each NEO's potential to assume greater responsibilities in the future
- Peer group benchmarking data and compensation analyses

We believe our executive compensation program is achieving the intended results. Our compensation programs continue to be competitive in the industry and have resulted in the attraction and retention of talented officers who contribute to the long-term success of the Group. Our compensation programs create a strong linkage between pay and performance through long-term equity and annual performance-based short-term incentive compensation without encouraging imprudent risk taking by our officers.

Elements of Compensation

The material elements of our officer compensation program for 2021 included:

- Base Salary
- Annual Short-Term Performance-Based Incentive Compensation
- Performance and Time-Based Long-Term Equity Compensation
- Basic and Supplemental Pension Plan Benefits
- Employee funded Deferred Compensation Plan Benefits
- Limited Perquisites

In determining compensation, the Committee is mindful that as a holding company for a California regulated utility, the Group's financial performance is substantially dependent upon CPUC regulation plus other factors, which to a large extent are beyond the control of officers. Therefore, the Committee's decisions regarding overall compensation are determined largely by evaluation of factors that are within the officers' control and its comparisons with companies in its peer group. As discussed below under "2021 Performance Goals and Performance", the metrics used to determine our officers' annual short-term performance-based incentive compensation and the vesting of long-term performance-based equity compensation awards are appropriate metrics that align officer performance in a manner beneficial to both stockholders and customers, and do not encourage imprudent risk-taking.

Base Salary

The only guaranteed portion of executive total compensation is fixed base salaries commensurate with the performance of primary roles and responsibilities. The Committee reviews officer base salaries annually and determines whether or not to recommend adjustments to salaries based on performance and changing market conditions.

The Committee has and continues to target fixed base salaries for each officer that are appropriate for the performance, skills, capabilities, tenure, and individual contributions in his/her position. Consistent with established practice, the 2021 base salaries for our officers were compared to the base salaries for similar positions within the competitive data and California peers. Similarly, the total target cash compensation for our officers (taking into account annual short-term incentive compensation targets) was compared to the competitive market data for target total cash compensation.

Each officer's 2021 base salary was within the competitive range (defined as plus or minus 20% from the median compensation level, based upon available survey data) of target total cash compensation.

In response to the pandemic and its devastating effects on the communities we serve, all executives elected to take a temporary voluntary pay reduction (averaging 10%) for fiscal year 2021. Executives, consistent with the Board of Directors, contributed the value of their pay reduction to the Cal Water Hardship Fund to assist our customers. In lieu of the value of their salary reduction, a special equity grant with risk of forfeiture was granted to each executive on January 4, 2021 in the form of a restricted stock award, vesting on the one-year anniversary of the date of grant.

2021 Salary Reduction

Name	2020 Base Salary	2021 Base Salary Before Temporary Voluntary Reduction	Percent Increase	2021 Base Salary After Temporary Voluntary Reduction	Percent Decrease
Martin A. Kropelnicki	$1,021,545	$1,021,545	0.0	$900,000	(12.0)
Thomas F. Smegal III	475,800	475,800	0.0	428,220	(10.0)
Paul G. Townsley	419,500	419,500	0.0	377,550	(10.0)
Robert J. Kuta	360,000	360,000	0.0	324,000	(10.0)
Lynne P. McGhee	345,500	345,500	0.0	310,950	(10.0)

For 2022, base salaries for NEOs were increased to reflect two years of cost-of-living increases and, in some cases, performance. This is intended to compensate NEOs for job performance and overall leadership while maintaining salaries within the "competitive range" of the market data. This market data is updated annually by our independent compensation consultant retained by the board.

2022 Salary Increase

Name	2021 Base Salary Before Temporary Voluntary Reduction	2022 Base Salary	Percent Increase From 2020/2021 Base Salary
Martin A. Kropelnicki	$1,021,545	$ 1,050,000	2.8
Thomas F. Smegal III	475,800	504,400	6.0
Paul G. Townsley	419,500	450,000	7.3
Robert J. Kuta	360,000	389,000	8.1
Lynne P. McGhee	345,500	366,300	6.0

Short-Term Performance Incentive Award Opportunity

For 2021, the short-term incentives (STI) target opportunity was unchanged from 2020.

President & CEO

Target STI Payout: 100% of base salary

Actual STI Payout Range: 0% to 200% of target,based on performance

All Other Officers

Target STI Payout: 30% of base salary

Actual STI Payout Range: 0% to 200% of target, based on performance

Performance and Time-Based Equity Compensation

For 2021, the Organization & Compensation Committee did not change the target total value for the long-term equity (LTI) compensation awards from 2020.

President & CEO	Group's Vice Presidents	All Other Executives
Target LTI Total Value: $920,000	Target LTI Total Value: $160,000	Target LTI Total Value: $95,000
• Performance-Based RSUs: 60%	• Performance-Based RSUs: 53%	• Performance-Based RSUs: 53%
• Time-Based RSAs: 40%	• Time-Based RSAs: 47%	• Time-Based RSAs: 47%

Performance-based RSUs have a three-year performance period, vesting 0% to 200% based on performance of each metric and time-based RSAs vest over three years.

3 Executive Compensation Governance and Process

Role of the Organization and Compensation Committee

We are committed to the highest standards of compensation governance. Comprised entirely of independent outside directors, the Organization and Compensation Committee (Committee) is responsible for overseeing our compensation programs for officers and officer succession.

The Committee recommends to the Board compensation levels and incentive performance objectives for officers for the 12-month period beginning January 1 of each year. These objectives align with stockholder and customer interests and support our long-term growth and health of the Company. To assist the Committee, our President & CEO provides an assessment of each officer's performance and contribution towards the key corporate goals. Our President & CEO's recommendations regarding direct compensation adjustments are provided to the Committee for each of our officers other than himself based on the competitive data and the other factors described below under "Total Compensation Factors."

The Committee starts its planning and review process in February of each preceding year and generally concludes its process in November. After year-end results are final, the Committee reviews the achieved results for the prior year, certifies the achievement of each goal, approves payment of incentive compensation as certified, and approves the incentive compensation targets for the current year.

The following summary outlines the key features of our officer compensation program:

What We Do	What We Don't Do
We pay for performance with compensation in the form of annual short-term performance-based incentives, as well as award more than half of long-term equity incentive compensation in the form of restricted stock units (RSUs) subject to performance-based vesting criteria over a three-year period.	No excessive perquisites; the Group provides officers with only limited perquisites consisting of a company vehicle with related excess liability insurance.
We retain an independent compensation consultant who reports to the Organization and Compensation Committee.	No tax gross-ups on perquisites or other personal benefits.
We hold an annual "say-on-pay" advisory vote.	No employment agreements; other than participation in the Executive Severance Plan, none of our officers are party to individual employment or severance agreements.
We require stock ownership with minimum holding requirements for all directors and officers to promote a long-term perspective in managing the Group and to help align the interests of our stockholders, directors, and officers.	No single-trigger change-in-control benefits; the Group's Executive Severance Plan provides for change-in-control severance benefits upon a termination of employment following a change-in-control; the Group's equity incentive plan does not require single-trigger vesting acceleration upon a change-in-control.
We cap individual payouts for short-term performance-based incentive and long-term equity incentive compensation plans.	No hedging and pledging of Group stock; the Group's directors and officers are prohibited from hedging their ownership of Group stock, including trading in options, puts, calls, or other derivative instruments related to Group stock or debt, in accordance with the anti-hedging prohibition in our insider trading policy; directors and officers are also prohibited from pledging their ownership of Group stock in accordance with an anti-pledging provision in our insider trading policy.
We have an officer compensation recovery ("clawback") policy requiring the reimbursement of excess incentive-based compensation, provided to the Group's officers in the event of certain restatements of the Group's financial statements.	

Role of the Independent Executive Compensation Consultant and Total Compensation Factors

Each year the Committee reviews, assesses, and recommends to the full Board all compensation for our officers after determining that the compensation for these individuals is competitive relative to companies of comparable size, complexity, location, and business nature (see below for additional discussion of this comparison).

Role of the Independent Executive Compensation Consultant

With respect to 2021 compensation decisions, the Committee engaged Veritas Executive Compensation Consultants (Veritas) as its independent executive compensation consultant.

Under the terms of its engagement, Veritas reports directly to the Committee; the Committee has sole authority to retain, terminate, and approve the fees paid to Veritas; and Veritas may not be engaged to provide any other services to us without the approval of the Committee. Other than its engagement by the Committee, Veritas does not perform any other services for the Group. The Committee believes having an independent evaluation of compensation is a beneficial tool for the Committee, the Group, and stockholders. The Committee retained Veritas for several purposes, including:

- Constructing and reviewing competitive compensation comparisons from readily available published survey and public filings data
- Performing a competitive assessment of the compensation programs and best practices for directors and officers
- Reviewing our compensation plans, including base salary, short-term incentives, and long-term incentives, relative to the plans of our proxy peer group

The Committee annually assesses Veritas in light of various factors, including performance and those factors required by SEC rules and NYSE Listed Company Rules regarding compensation consultant independence. The Committee has affirmatively concluded that Veritas is independent from California Water Service Group and has no conflicts of interest relating to its engagement by the Committee.

Total Compensation Factors

The Committee reviewed a number of compensation recommendations, including those pertaining to the officers that were based on the competitive assessments provided by and through consultation with Veritas. The Committee's recommendations to the Board were made, however, entirely by the Committee in its sole discretion.

In order to determine competitive compensation practices for 2021, the Committee relied, in part, on published survey compensation data, as well as proxy data for individual companies, compiled by Veritas. The individual companies are referred to in this proxy statement as the "Peer Group." In partnership with the independent consultant, a robust process has been established to appropriately assess the relevance of different companies in the context of making competitive compensation comparisons. As with prior years, an established process was used to assess the proxy peer group composition and to establish the fiscal 2021 peers using the following factors:

Regulated Utilities	Companies that are generally highly regulated public gas, water, or multi-utility-based organizations
Similar Business Models	Companies that operate in similar arenas, requiring similar skills and experiences from their executive talent, and being subject to similar market forces
Size (Revenue Within 1/2x-2x Range)	Companies of a broadly relevant size as an indicator of complexity and scope for executive roles; companies that are of a reasonable size for making market comparisons
Other Factors	Additionally, a portion of the Peer Group is subject to unique California statutes similar to the Group

On November 17, 2021, the Committee approved the following proxy peer group:

Allete, Inc.	Northwest Natural Gas Company
American States Water Company	NorthWestern Corp.
Avista Corporation	Otter Tail Corporation
Black Hills Corp.	PNM Resources
Chesapeake Utilities Corp.	San Jose Water Group
Essential Utilities, Inc.	South Jersey Industries, Inc.
MGE Energy	Unitil Corporation

To properly advise the committee, Veritas utilized data from this proxy peer group to compile the competitive pay information, comparing each officer's compensation to market levels for his/her executive position.

After consideration of the competitive data, in making compensation recommendations for the 2021 fiscal year for the officers, the Committee's general objective was to set total compensation within a "competitive range" for each officer's position based on the competitive data. The Committee considers the "competitive range" to mean that compensation levels are within plus or minus 20% of the median compensation levels, as determined by reference to the competitive data. Given reliable proxy data is only available for the CEO and CFO, general industry survey data is referenced using the same approach for the officers in other roles.

Actual compensation decisions for the officers were influenced by a variety of additional factors, including considerations of each individual's experience, tenure, performance and leadership, Group's performance, regional cost-of-living adjustments, internal equity among the officers, and the need to retain and motivate strategic talent.

In 2021, all executives elected to take a temporary voluntary pay reduction (averaging 10%) for fiscal year 2021. Executives, consistent with the Board of Directors, contributed the value of their pay reduction to the Cal Water Hardship Fund to assist our customers. In lieu of the value of their salary reduction, a special equity grant with risk of forfeiture was granted to each executive on January 4, 2021 in the form of a restricted stock award, vesting on the one-year anniversary of the date of grant.

Stockholder Engagement and Say-on-Pay

Our Board and management value the views of our stockholders and believe that maintaining an active dialogue with them is important to our commitment to long-term stockholder value. For fiscal year 2021, we received 93% of the votes cast on the Say-on-Pay advisory vote taken at the 2021 Annual Meeting of Stockholders. In light of the strong support received at our last Say-on-Pay vote, we did not make any changes to the executive compensation program in response to the 2021 Say-on-Pay vote.

The Committee recognizes that best practices in executive compensation continue to evolve, and we strongly believe in soliciting feedback from stockholders to better understand their perspectives, to receive their input on our business strategy and execution, and to gather feedback regarding other matters of investor interest. Over the course of 2021, management engaged regularly with investors at conferences and other forums, and discussed several topics, including corporate strategy, executive compensation, and environmental, social, and governance issues.

Through stockholder feedback, we have observed the following:

- **Stockholders have shared favorable views of our executive leadership team**, including each of the named executive officers, and the alignment between pay and performance.

- **Stockholders understand the drivers of the non-cash change in pension** which can change significantly based on uncontrollable factors (such as the discount rate) represent a large non-cash portion of the reported total compensation for our CEO and did not see the reported amount as a risk factor that influenced their Say-on-Pay vote. Instead, stockholders tend to focus on changes in our CEO's pay, excluding the actuarial change in pension value.

As illustrated in the table below, our Board has been responsive to stockholder feedback and over the past several years, we have made numerous changes to our governance and executive compensation programs, and our proxy statement based on feedback from our stockholders, as well as a review of market practices.

Recent Governance and Executive Compensation Changes

Governance	Compensation

• Formed the Enterprise Risk Management, Safety, and Security Committee
• Environmental, social responsibility, and sustainability items are now overseen by the Nominating/Corporate Governance Committee
• Adopted four new policies: Environmental Sustainability; Diversity, Equality, and Inclusion; Political Engagement; and Human Rights
• Published our first Environmental, Social, and Governance (ESG) report with disclosure aligned with Sustainability Accounting Standards Board (SASB) Water Utilities & Services Industry Standards, and referencing Global Reporting Initiate (GRI) standards
• Included environmental leadership in the 2020 long-term incentive compensation program for the three-year performance period 2020—2022 and affordability and rate design in the 2021 long-term incentive compensation program for the three-year performance period 2021—2023
	• Continued emphasis on allocating long-term incentive compensation to performance-based equity awards
	• Modified the performance criteria used for long-term and short-term incentive compensation programs
	• Revised the methodologies used to determine our Supplemental Executive Retirement Plan (SERP)'s actuarial assumptions and amended the plan, increasing the plan's unreduced retirement age from 60 to 65
	• Conducted an independent, third-party review of:
	  ◦ Our President and CEO's compensation program
	  ◦ Our executive short-term and long-term incentive compensation programs
	• Our proxy peer group
	• Updated our peer group to reflect industry changes

4 2021 Performance Goals and Performance

Pay-for-Performance

Our executive compensation program is designed to link officer compensation to our overall short-term and long-term performance (as measured by key operational and financial objectives incorporated in both long-term (LTI) and short-term (STI) performance-based compensation programs) as outlined below.

- We utilize a short-term performance-based compensation program consisting of an annual performance-based short-term incentive that supports our long-term growth objectives of the Group.
- More than half of long-term equity incentive compensation is in the form of restricted stock units (RSUs) subject to performance-based vesting criteria. The Group's President & CEO is awarded 60% of long-term equity incentive compensation in the form of RSUs, subject to performance-based vesting criteria, with the remaining 40% awarded in the form of time-based restricted stock awards (RSAs). The Group's vice presidents are awarded 53% of long-term equity incentive compensation in the form of RSUs, subject to performance-based vesting criteria, with the remaining 47% awarded in the form of RSAs.
- We use a three-year performance period for the long-term performance-based RSUs with vesting based upon achievement of annual performance targets related to customer affordability and rate design, shareholder value, and earnings per share.

2021 Corporate Goals, Objectives, and Achievements

Each year, our officers establish a number of corporate goals and objectives that promote the long-term growth and align the interests of stockholders, customers, and employees. The objectives are communicated internally and monitored quarterly. Changes in base salary for our President & CEO and other NEOs are generally based on progress against certain of these key corporate goals and individual officer performance.

Once the Committee assesses the business results for each long-term, goal as described below for 2021, the Committee then reviews and discusses the overall performance of each officer and the competitive data provided by the independent consultant retained by the Committee. Once reviewed and agreed upon, the Committee recommends to the Board the base salaries for our officers (including the President & CEO).

Group Operations: Achieve planned operating results as defined in the 2021 Corporate Goals and Objectives	• Achieved record net income
	• Continued enhancement of the Group's safety organization and programs, making safety a top priority
	• Activated our Drought Response Taskforce, initiated Drought Response Plans, and mobilized to accelerate critical water supply projects
	• Signed an agreement to purchase a wastewater system serving 1,800 customers on the island of Kauai
	• Texas Water became the majority owner of BVRT, a Texas-based utility development company owning and operating four wastewater utilities, serving over 2,500 connections in the growing communities in between Austin and San Antonio
	• ESG and Emergency Risk Management accomplishments:
	  ◦ Updated Enterprise Risk Management Model
	  ◦ Continued enhancement of the Group's cybersecurity program
	  ◦ Published first framework-aligned ESG Report
	  ◦ Adopted four new ESG-related policies
	  ◦ Established an ESG governance framework
	  ◦ Developed a climate change strategy
	  ◦ Completed our Climate Change Risk Assessment & Adaptation Framework
	  ◦ Conducted a robust ESG goal-setting process
	• Named one of "America's Most Responsible Companies" by **Newsweek** magazine for 2022, ranking first among water utilities, 19th among energy and utility companies, and 180th overall among all companies nationwide
	• Increased spending with diverse vendors to 20.85% in California

Financial: Achieve budgeted earnings per share of $1.96, earn authorized return on equity on invested capital of 9.20%, and company-funded capital expenditures of $295 million	• Achieved net income of $101.1 million and diluted earnings per share of $1.96 (each determined in accordance with GAAP) • Achieved the majority of our operational goals while keeping controllable costs within budget • Invested $293.2 million of capital in accordance with our infrastructure improvement program • Increased the Group's 2022 annual dividend by eight cents, or 8.7%, which represents our 55th consecutive annual dividend increase • Raised net proceeds of $195.9 million through an at-the-market equity program, better matching the Company's capital needs with funding • Maintained the Group's strong credit rating of A+ stable and AA– for first mortgage bonds and "exceptional" liquidity rating from Standard & Poor's (one of the only North American utilities to do so) • Achieved consolidated Group earnings per share of $1.96 in 2021, representing a return on equity (determined in accordance with GAAP) of 9.6% as reported in item 7 of the Group's Form 10-K for the year ended December 31, 2021 as filed with the SEC

Regulatory: File the Cal Water 2021 General Rate Case (GRC), including its Infrastructure Improvement Plan	• Secured more than $20 million in state relief funds for customers who accrued overdue balances during the pandemic • Cal Water filed its 2021 General Rate Case, including our Infrastructure Improvement Plan, on July 2, 2021 requesting water infrastructure investments of $1.0 billion in accordance with the rate case plan for all regulated operating districts for the years 2022, 2023, and 2024 • On May 3, 2021, Cal Water filed a required application with the CPUC to review its cost of capital for 2022 through 2024. Cal Water requested a return on equity of 10.35%, a cost of debt of 4.23%, and a 53.4% equity capital structure • Advice Letter 2387, filed with the CPUC in 2020, was approved on January 29, 2021 authorizing the recovery of $96.1 million in costs associated with the Palos Verdes Peninsula Water Reliability Project • In November of 2021, Cal Water requested escalation rate increases for 2022 in 19 regulated districts that passed the earnings test, increasing annual adopted gross revenue by $21.7 million
Customer Service and Water Quality: Complete key strategic projects in the areas of customer service and water quality including: • Meet or exceed all customer service standards as set by the PUC • Meet or exceed all water quality standards in every state, every day, with no primary or secondary water quality violations in 2021 • Meet or exceed all wastewater discharge standards in every system, every day, in 2021	• Met all state and federal primary and secondary water quality standards in all water systems operated by Group during the pandemic • Met requirements of America's Water Infrastructure Act (AWIA) of 2018, including submittal deadlines for risk and resilience assessments for priority 3 systems and emergency response plans for priority 2 and 3 systems • Exceeded nine CPUC standards that encompass key measurements for telephone responsiveness, service responsiveness, billing accuracy, and general levels of customer complaints (the nine CPUC customer service standards are found in the CPUC's General Order 103-A) • Expanded customer service hours at our regional service to 7 a.m. to 7 p.m., and introduced service via on-line chat • Maintained an excellent environmental standards record throughout 2021
Employee Retention and Development: Implement key strategic projects in the area of employee retention and development	• Continued to execute on our Leadership Development Strategy by developing and implementing new manager training program to supplement refreshed management training program • Maintained our Emergency Operations Center to enable communication and coordination on instituting new COVID-19 protocols across operations and offices in four U.S. states, including 22 California districts • Received our second Silver Stevie® Award, in recognition of the Most Valuable Corporate Response in the COVID-19 Response category by the American Business Awards® (ABA) • Named a "Top 100 Workplace" in the San Francisco Bay Area for the 10th consecutive year by the Bay Area News Group • Received recertification as a Great Place to Work® by the Great Place to Work® Institute for the sixth consecutive year • Graduated our first Future Leaders of Water (FLOW) class

Performance-Based Short-Term Incentive (STI) Compensation

As strategic goals are long-term in nature, we maintain an annual performance-based short-term incentive compensation program for officers designed to align annual performance and achievement with the long-term strategic goals of the Group. The performance-based short-term incentive compensation is fully at risk with payout, dependent upon achievement of certain performance objectives over a one-year performance period.

The Committee considered a number of factors when establishing the 2021 short-term incentive performance metrics, including:

- Our long-term strategic plan
- Historical performance
- The regulatory environment in which we operate
- Feedback and analysis from our independent compensation consultant
- Stockholder feedback
- Management performance

The performance metrics are intended to foster and enhance cross-functional integration, customer relationships, continuous improvement, and team accountability while focusing on key corporate goals and initiatives. Targets for each of the performance metrics were designed to be challenging but achievable given strong management performance.

For 2021, the Committee granted the opportunity for our officers to receive short-term performance incentive (STI) awards as follows:

President & CEO	All Other Officers
Target STI Payout: 100% of base salary	Target STI Payout: 30% of base salary
Actual STI Payout Range: 0% to 200% of target, based on performance	Actual STI Payout Range: 0% to 200% of target, based on performance

Payment of the short-term performance incentive awards is typically made in March, following the Group's receipt of audited financial statements and the subsequent certification of the Group's performance by the Committee. See below for additional information regarding the performance goals and resulting payouts under the annual short-term incentive program for 2021.

Water Quality Weight: 20%	This metric evaluates performance based on number of procedural violations and violations of primary and secondary drinking water standards. The CPUC has authority to set drinking water standards for Cal Water. It has adopted the California State Water Resources Control Board, Division of Drinking Water (DDW) standards, which also incorporate U.S. Environmental Protection Agency (EPA) drinking water standards. Similarly, the Group's subsidiaries in Washington, Hawaii, and New Mexico are regulated by their respective state health regulators and the EPA. We have continued to include all state operations in the performance metric for primary water quality. The secondary and procedural water quality metrics measure activity in the California subsidiary only, but in the future, secondary and procedural water quality metrics could include other states' compliance. • A primary drinking water standard violation is related to public health, either acute or long-term • A secondary drinking water standard violation is related to taste or aesthetics, such as excessive iron and manganese, which can generate customer complaints • A procedural violation is a missed sample or other non-compliance item that is not a violation of a primary or secondary standard We make it a priority to meet all water quality standards, every day, in every service area. For this reason, the target performance level was set for no primary water standard violations, two or fewer secondary water standard violations, and no more than four procedural violations.

Performance Level*	Primary Water Standards Violations (all states)	Secondary Water Standards Violations (California only)	Procedural Violations (California only)	Goal Achieved
Maximum	0	0	0	200%
Target	0	2 or fewer	Up to 4	100%
Threshold	1 or fewer	4 or fewer	Up to 8	50%

* An additional tier applies between the target and maximum level

Customer Service Weight: 20%	This metric measures against CPUC standards and three internal performance indicators for all California districts, Hawaii, New Mexico, and Washington, including key measurements for telephone responsiveness, service responsiveness, billing accuracy and timeliness, and general levels of customer complaints. CPUC customer service standards are found in the CPUC's General Order 103-A. The Customer Service metric is evaluated each quarter for 10 measurements in 20 California service areas, Hawaii, New Mexico, and Washington for an annual target of 863 – 848 and a maximum annual measurement of 920.

Performance Level*	Criteria	Goal Achieved
Maximum	99.1% of maximum annual metric	200%
Target	92.1.% of maximum annual metric	100%
Threshold	90.0% of maximum annual metric	50%

* Multiple tiers apply between the threshold and target level, and between the target and maximum level.

Utility Plant Investment Weight: 20%	The annual Board-approved capital expenditures budget is the target for this metric. Investment in utility plant, property, and equipment is a driver of stockholder return and a key component of providing reliable, high-quality water service to customers. This metric is updated each year to reflect the annual approved capital program and budget for the Group and its subsidiaries, and is tied to regulatory approvals. For 2021, the annual Board-approved capital expenditure budget and target performance level was set at $295 million.

Performance Level*	2021 (In Millions)	Goal Achieved
Maximum	$315	200%
Target	$295	100%
Threshold	$265	25%

* Multiple tiers apply between the threshold and target level, and between the target and maximum level.

Earnings Per Share (EPS) Weight: 20%	This metric measures the annual budget-to-actual performance of the Company. Specifically, this measure compares the actual diluted earnings per share to the forecasted diluted earnings per share for the calendar year. The forecasted diluted earnings per share is adopted during the budget process by the Board of Directors each year at its January meeting. By adhering to budgets, management is able to demonstrate to the Board, stockholders and customers that the Company is effective at managing controllable costs and has the ability to efficiently execute its business plan.

Performance Level*	EPS Variance From Budget	Goal Achieved
Maximum	Over 10%	200%
Target	−2.5% to 2.5%	100%
Threshold	−7.6% to −10%	25%

* Multiple tiers apply between the threshold and target level, and between the target and maximum level.

Emergency Preparedness and Safety Weight: 20%	This metric is measured annually and is comprised of five safety program components. These five components include Community Emergency Operations Center (EOC) training, full attendance at Cal Water mandated safety training for all employees (minimum of five training topics annually), Total Case Incident Rate (TCIR), which represents the average number of work-related injuries incurred by 100 workers during a one-year period as measured against California companies, the number of preventable vehicle accidents, and the number of unannounced site safety audit and immediate onsite reviews. The five safety components are weighted as follows: • Community EOC Training measure–20% • Training attendance rate measure–20% • TCIR measure–20% • Preventable vehicle accident measure–20% • Unannounced site safety audit and immediate onsite review–20% Focused on improving the management of these safety programs, our officers have set this metric to improve performance from current conditions towards industry averages, where applicable, and performance expectations.

Community EOC Training

Performance Level*	Performance Target	Goal Achieved
Maximum	Conduct 12 community EOC trainings	200%
Target	Conduct eight community EOC trainings	100%
Threshold	Conduct six community EOC trainings	50%

* An additional tier applies between the target and maximum level.

Training Attendance

Performance Level*	Performance Target	Goal Achieved
Maximum	100% of applicable employees	200%
Target	85% of applicable employees	100%
Threshold	70% of applicable employees	25%

* Multiple tiers apply between the threshold and target level, and between the target and maximum level.

TCIR

Performance Level*	Performance Target	Numeric Equivalent	Goal Achieved
Maximum	25% improvement over 2021 target results	3.06	200%
Target	2020 achieved TCIR, excluding OSHA reportable COVID-19 incidents, plus up to eight OSHA reportable COVID-19 incidents in 2021	4.08	100%
Threshold	85% of 2021 target results	4.69	25%

* Multiple tiers apply between the threshold and target level, and between the target and maximum level.

Preventable Vehicle Accident

Performance Level*	Performance Target	Numeric Equivalent	Goal Achieved
Maximum	20% improvement over 2020 achieved results	26	200%
Target	Maintain 2020 achieved results	34	100%
Threshold	85% of 2020 achieved results	40	25%

* Multiple tiers apply between the threshold and target level, and between the target and maximum level.

Unannounced Site Safety Audit and Immediate Onsite Review

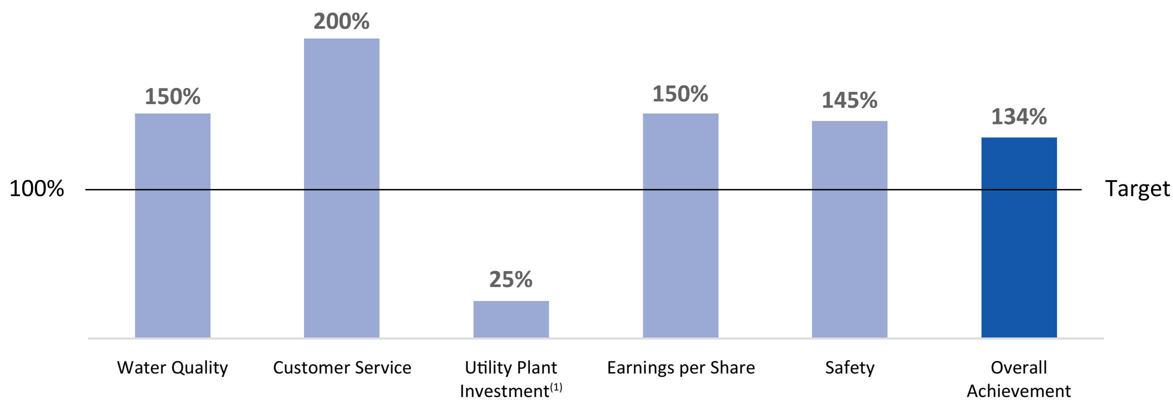
Performance Level*	Performance Target	Goal Achieved
Maximum	250 Audits	200%
Target	170 Audits	100%
Threshold	110 Audits	25%

* Multiple tiers apply between the threshold and target level, and between the target and maximum level.

Summary of 2021 Short-Term Performance Goal Achievements

Performance Metric	Minimum Threshold Performance	Target Performance	Maximum Performance	Achieved Results
Water Quality Weight: 20%	Up to one primary (all states), up to four secondary (California only), up to eight procedural violations (California only)	No primary (all states), up to two secondary (California only), up to four procedural violations (California only)	No primary (all states), no secondary (California only), no procedural violations (California only)	**150%**–No primary, no secondary, one procedural violation
Customer Service Weight: 20%	90.0% of the maximum annual metric	92.1% of the maximum annual metric	99.1% of the maximum annual metric	**200%**–Achieved 99.5% of the maximum annual metric
Utility Plant Weight: 20%	$265 million in company-funded capital expenditures	$295 million in company-funded capital expenditures	$315 million in company-funded capital expenditures	**25%**–$293.2 million in capital expenditures, of which $275 million was company-funded
Earnings Per Share (EPS) Weight: 20%	Negative 10% EPS variance from budget	+/- 2.5% EPS variance from budget	Positive10% EPS variance from budget	**150%**–Positive 6.5% EPS variance from budget
Safety Weight: 20%				**145%**–Overall safety
	• Conduct six community EOC trainings	• Conduct eight community EOC trainings	• Conduct 12 community EOC trainings	• 200%–Conducted 12 community EOC trainings
	• 70% of applicable employees trained	• 85% of applicable employees trained	• 100% of applicable employees trained	• 175%–96% of applicable employees trained
	• 85% of 2021 target results	• 2020 achieved TCIR, excluding OSHA reportable COVID-19 incidents, plus up to eight OSHA reportable COVID-19 incidents in 2021	• 25% improvement over 2021 target results	• 150%–4% improvement over 2020 TCIR results
	• 85% of 2020 achieved results	• Maintain 2020 achieved results for preventable vehicle accidents	• 20% improvement over 2020 achieved results	• 0%–achieved 65% of 2020 achieved results
	• 110 unannounced site safety audits and immediate onsite reviews	• 170 unannounced site safety audits and immediate onsite reviews	• 250 unannounced site safety audits and immediate onsite reviews	• 200%–364 unannounced site safety audits and immediate onsite reviews

Summary of Short-Term Performance Goal Achievement for 2021



(1) Company-funded capital expenditures were $275 million. The Group's 2021 achieved capital expenditures was $293.2 million as reported in item 7 of the Group's Form 10-K for the year ended December 31, 2021 as filed with the SEC. Excluding developer-funded expenditures of $18.2 million and including an increase in accounts payable accrual of $2.8 million for capital project spend, the Group spent $275 million on company-funded capital expenditures for the 2021 performance period.

The table below summarizes the total performance-based short-term incentive compensation earned by our officers for the fiscal year ended December 31, 2021.

Name	2021 Short-Term Incentive Award ($)[1]
Martin A. Kropelnicki	$1,206,000
Thomas F. Smegal	172,136
Paul G. Townsley	151,795
Robert J. Kuta	130,248
Lynne P. McGhee	125,022

(1) The short-term incentive compensation is paid out annually following certification of the prior year's results by the Committee.

2021 Long-Term Performance and Time-Based Equity Compensation

The purpose of our long-term equity incentive compensation is to better align executive compensation with the interests of both stockholders and customers, to create incentives for officer recruiting and retention, to encourage long-term performance by our officers, and to promote stock ownership. Risk is taken into account in determining the aggregate amount of incentive compensation and performance criteria, including assessment of risk management and risk mitigation.

As with target short-term incentive compensation, the Committee reviewed the competitive range of long-term equity compensation and total direct compensation for similar positions within the competitive market in making decisions regarding long-term equity compensation awards for 2021. The Committee also believes that, in the interest of strengthening and rewarding teamwork and collaboration within the officer team, the annual equity incentive awards granted to each of our officers should be based on the same objectives and methodology.

Based on the methodology described above, for 2021, the Committee set the total value for the long-term incentive (LTI) equity compensation awards as follows:

President & CEO	Group's Vice Presidents	All Other Executives
Target LTI Total Value: $920,000	Target LTI Total Value: $160,000	Target LTI Total Value: $95,000
• Performance-Based RSUs: 60%	• Performance-Based RSUs: 53%	• Performance-Based RSUs: 53%
• Time-Based RSAs: 40%	• Time-Based RSAs: 47%	• Time-Based RSAs: 47%

For the performance metrics applicable to the 2021 performance-based RSU award, the Committee will certify the level of achievement at the end of the three-year performance period. The number of shares awarded at the end of the three-year performance period is based on the extent the performance criteria is met over such time and subject to the officer's continued employment through such date.

The following section provides a more detailed look at each performance metric for the performance period 2021–2023, along with the maximum, target, and threshold levels for each and the benefits derived by our customers.

Return on Equity
Weight: 40%

This metric measures return on equity (ROE) as shown in the public financial statements of California Water Service Group. It is defined as net income divided by average common stockholders' equity for the three-year performance period. The final three-year achievement will be certified at the end of the three-year performance period. Stockholders expect the Company to earn its authorized return on equity for its regulated business. For this reason, the metric uses the authorized ROE as the target for 100% performance achievement. The rationale for tiers above and below the authorized ROE is to account for regulatory mechanisms and lag.

Performance Level*	Annual Return on Common Stockholders' Equity	Goal Achieved
Maximum	Target plus 50 basis points	200%
Target	California authorized ROE	100%
Threshold	Target minus 200 basis points	20%

* An additional tier applies between the target and maximum level.

Growth in Stockholders' Equity
Weight: 40%

This metric measures growth in stockholders' equity by the accumulation of two factors over the performance period growth in total stockholders' equity and actual dividends paid in the calendar year. These growth values can be objectively validated using the Company's audited annual financial statements. The metric, in a stock-price neutral way, measures the growth in stockholders' equity created by the Company over the performance period. Investors in water utilities are interested in value creation along with dividend growth.

Performance Level*	Accumulation of Stockholder Value Over the Performance Period	Goal Achieved
Maximum	$520 million	200%
Target	$420 million	100%
Threshold	$345 million	25%

* Multiple tiers apply between the threshold and target level, and between the target and maximum level.

Affordability and Rate Design
Weight: 20%

The Company has been engaged in affordability efforts for over two decades. It is essential that the Company remain focused on affordability for economically disadvantaged customers, while also taking prudent steps to protect shareholders from increased financial risk associated with affordability. In particular, the loss of the Cal Water's decoupling mechanism as a result of OIR 17-06-024, effective 2023, could pose increased business risk if not adequately mitigated. In its general rate case filing, to be filed with the Commission in July 2021, the Cal Water intends to pursue a program which seeks to rebalance three variables: affordability, conservation, and revenue stability. In particular, the Cal Water will propose a rate design to include a base amount of water at a significant discount (addressing affordability), increasing the rate steps for higher volume users (addressing conservation), increasing the portion of the monthly bill included in the fixed service charge, and implementing a Monterey-WRAM (addressing revenue stability). If adopted by the CPUC and executed properly, this new rate design should enable Cal Water to meet CPUC affordability goals for economically disadvantaged customers, increase its conservation signals to customers, and reduce volatility of revenues as compared to current rate design in a non-decoupled environment.

Performance Level*	Performance Target	Goal Achieved
Maximum	By 2023, implementation of rate design which increases the total percent of company-wide annual revenue requirement collected through a customer's fixed monthly service charge, and reduces the typical Customer Assistance Program customer bill in 15 service areas as compared to the rate design approved in the 2018 rate case	200%
Target	By 2023, implementation of rate design which increases the total percent of company-wide annual revenue requirement collected through a customer's fixed monthly service charge, and reduces the typical Customer Assistance Program customer bill in five service areas as compared to the rate design approved in the 2018 rate case	100%
Threshold	By 2023, implementation of rate design which increases the total percent of company-wide annual revenue requirement collected though a customer's fixed monthly service charge	50%

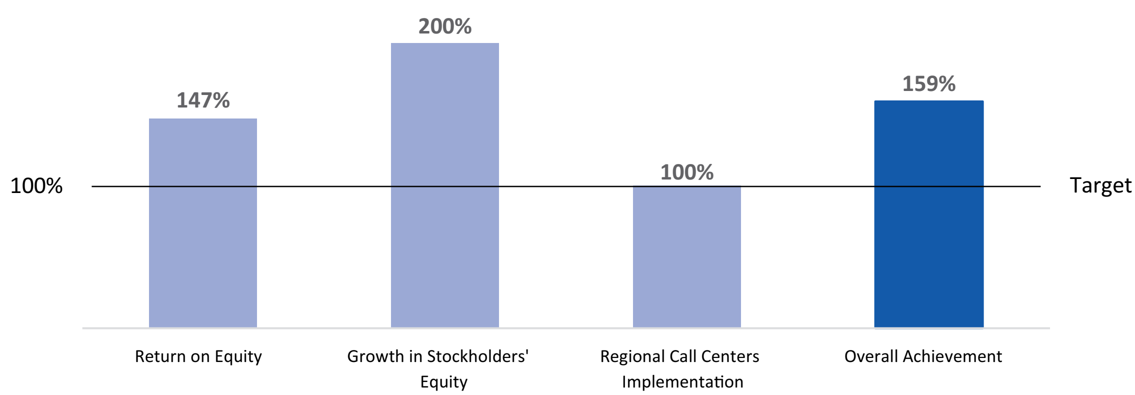
* An additional tier applies between the target and maximum level.

2019 Long-Term Performance-Based Equity Compensation Achievement (Performance Period 2019 — 2021)

In 2019, we granted performance-based equity in the form of RSUs to our officers for the three-year performance period ending on December 31, 2021. The component weighting is 40% for each of the two financial measures and 20% for the regional call centers implementation metric. The payouts are summarized below:

Performance Metric	Annual Threshold Performance	Annual Target Performance	Annual Maximum Performance
Return on Equity Weight: 40%	7.20% in 2019, 2020, and 2021	CPUC authorized ROE: 9.20% in 2019, 2020, and 2021	9.70% in 2019, 2020, and 2021
Growth in Stockholders' Equity Weight: 40%	$225 million	$300 million	$400 million
Regional Call Centers Implementation Weight: 20%	Implementation of four regional call centers by year-end 2021	Implementation of four regional call centers by year-end 2021, introduction of online chat as a new service channel, and reduction of answering service expense by 25%	Implementation of four regional call centers by year-end 2021, introduction of online chat as a new service channel, extention of service hours from 8 am to 8 pm, and reduction of answering service expense by 75%

2019 Performance-Based Equity Compensation Achievement



The table below summarizes the total performance-based equity compensation earned by our officers for the three-year performance period ended December 31, 2021.

Name	2019 Performance Stock Earned ($)(1)
Martin A. Kropelnicki	$519,521
Thomas F. Smegal	135,553
Paul G. Townsley	135,553
Robert J. Kuta	135,553
Lynne P. McGhee	135,553

(1) The shares for the 2019 performance stock award, which is comprised of the years 2019, 2020, and 2021, were awarded following the end of the three-year performance period on March 4, 2022.

2022 Long-Term Incentive Compensation

There was no increase to the target value of the performance-based equity compensation awards for 2022 under the annual long-term incentive program or to the short-term incentive-based compensation awards.

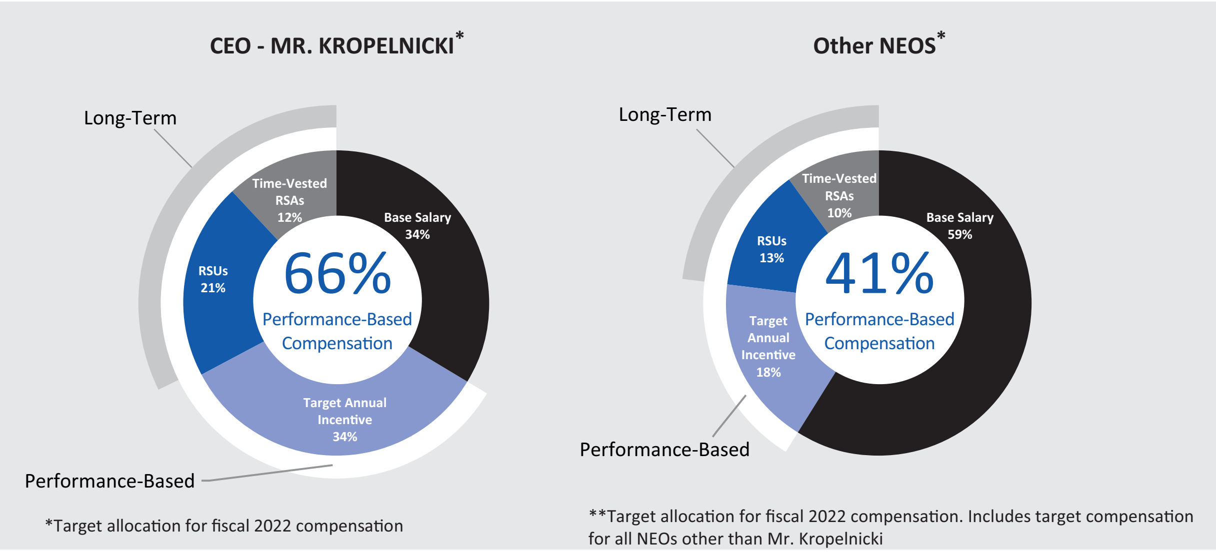
For the CEO, the equity awards vest over three years, with 64% subject to the achievement of long-term performance-based metrics and 36% subject to time-based vesting and continued employment. For all other officers, the equity awards vest over three years, with 55% subject to the achievement of long-term performance-based metrics and 45% subject to time-based vesting and continued employment.

On March 1, 2022, the following awards were granted for the 2022-2024 performance period:

- President & CEO–6,270 shares of RSAs and 11,109 RSUs
- Group's Vice Presidents–1,278 shares of RSAs and 1,619 RSUs
- Other officers–767 shares of RSAs and 938 RSUs

All RSUs are subject to performance-based vesting.

The following charts illustrate target variable incentive pay as a percentage of compensation for 2022:



5 Other Compensation Programs

Basic and Supplemental Pension Plan Benefits (SERP)

In addition to the tax-qualified defined benefit plan that covers all permanent employees, supplemental retirement benefits are provided to our officers under the SERP. The SERP is designed primarily to compensate for limitations imposed by the Internal Revenue Code (Code) on allocations and benefits that may be paid to officers under the Group's tax-qualified plan. Because the Code restricts benefits under the tax-qualified plan, our officers otherwise would not be eligible to receive the retirement benefits that are proportional to the benefits received by our employees. The benefits under the SERP are obtained by applying similar benefit provisions of the Pension Plan to all compensation included under the Pension Plan, without regard to these limits, reduced by benefits actually accrued under the Pension Plan. The SERP is structured as such that benefits are paid to our officers on a "pay as you go" basis. The SERP is an unfunded, unsecured obligation of the Group and is designed to assist in attracting and retaining key officers while providing a competitive, total compensation program. The annual expenses of the pension and SERP have allowable costs recovered in rates through the regulatory process in California and other states. We believe that pension benefits are an important recruitment and retention tool for our employees and are consistent with practice among most of our peers.

No pension benefits will be paid to any participant until after retirement. Any pension amounts listed in this Proxy Statement are the year-over-year, non-cash, changes in the actuarial present value of the accrued pension liability and do not represent actual cash compensation paid. During 2020, the SERP was amended, increasing the plan's unreduced retirement age from 60 to 65.

Deferred Compensation Plan

The Group maintains a deferred compensation plan for its directors, officers, and eligible employees. The plan is intended to promote retention by providing eligible employees, including the officers, with a long-term savings opportunity on an income tax-deferred basis. This plan is voluntary and funded by the individuals who elect to participate in the program. There are no company or company-matching contributions.

401(k) Plan

All employees satisfying the eligibility requirements are entitled to participate in our 401(k) plan and receive matching contributions from the Group. Pursuant to the plan, all employees, including officers, are entitled to contribute up to the statutory limit set by the Internal Revenue Service (IRS) and the Group matches 75% for each dollar contributed up to 8% for a maximum company-matching contribution of 6% of employee's eligible earnings.

Limited Perquisites and Other NEO Benefits

As part of the Group's automobile policy, officers have the use of a company-owned vehicle, including excess liability insurance. The Committee believes the use of a company-owned vehicle allows our officers to work more efficiently because many of the geographic areas served by the Group are most effectively reached by automobile as opposed to other forms of transportation, such as air travel. Any personal mileage incurred by our officers is taxed as additional compensation in accordance with IRS regulations and paid for by the officers. The Group offers its officers a supplemental medical plan providing proactive health protection services, including executive physicals and emergency travel assistance. Additionally, the Group also has a relocation program assisting employees required to move on behalf of the Group to remain as productive as possible during the relocation transition. Employees who receive relocation assistance are required to sign a repayment agreement. Other than these benefits, the Committee's general philosophy is not to provide perquisites and other personal benefits of substantial value to the officers.

6 Executive Compensation Policies and Practices

CEO Pay Overview

Martin A. Kropelnicki, our CEO since September 1, 2013, made significant contributions managing our 2021 performance. Based on our annual performance objectives for 2021, the Committee granted Mr. Kropelnicki an equity incentive award of $920,000 for 2021, consisting of$368,000 in the form of time-based RSAs vesting over three years, and $552,000 in the form of performance-based RSUs with a three-year performance period. Mr. Kropelnicki also has the opportunity to earn up to 200% of the target performance-based RSU award based on achievement with respect to Committee approved objectives.

With a 2021 base salary of $901,872 and $1,206,000 annual performance-based short-term incentive compensation (representing a payout of 134% of target and reflecting superior performance during the year as described in more detail below), Mr. Kropelnicki's total direct compensation was $3,096,554 (comprised of salary, earned annual performance-based short-term incentive compensation bonus, grant date fair value of long-term performance-based restricted stock units, and grant date fair value of time-based restricted stock awards).

Mr. Kropelnicki is a participant in the tax-qualified defined benefit plan that covers all permanent employees as well as the non-qualified supplemental retirement benefit plan provided to our officers under the SERP. The primary difference between Mr. Kropelnicki's total direct compensation and the amount reported in the 2021 Summary Compensation Table later in this Proxy Statement is the change in the actuarial estimate of his future potential pension benefits. The change in pension value represents the present value of future retirement benefits and does not represent any cash payment to or from Mr. Kropelnicki.

Changes in pension value historically have been impacted significantly by external factors unrelated to Mr. Kropelnicki's compensation, such as discount rate, age at retirement, changes in mortality tables, and vesting status. The discount rate, used to value the pension benefits used for financial statement reporting purposes, is itself driven in large part by the overall interest rate environment and can cause substantial volatility in the change in pension value. For example, over the last 10 years, Mr. Kropelnicki's change in pension value has ranged from less than $100,000 (in 2013) to more than $10 million (in 2019) to $0 (in 2020).

No pension benefit will be paid to Mr. Kropelnicki until after his retirement from the Group. Changes in actuarial assumptions for the pension costs are included in customer rates through a rate recovery mechanism. The net present value of the pension benefit ultimately received by Mr. Kropelnicki will change based on a number of factors, including changes in interest rates, changes in mortality tables, Mr. Kropelnicki's current age, years of service, and age at retirement.

Stock Ownership Requirements

Officers and members of our Board are required to own shares of Group's stock to further align their interests with those of our stockholders. The requirements were adopted to promote a long-term perspective in managing the Group and to help align the interests of our stockholders, directors, and officers. Each non-employee director and officer must directly own Group stock having a market value equal to:

Title	Equity
President & CEO	3X annual base salary
Group Vice Presidents	1.5X annual base salary
Other Officers	1X annual base salary
Non-Employee Directors	5X annual base retainer

Officers must retain 50% of the net after-tax shares from equity awards until the relevant ownership requirement is achieved. Non-employee directors are required to achieve the relevant ownership threshold within five years following adoption of the requirements or five years after commencing service, whichever is later. For officers, the Committee reviews compliance with these requirements annually. The Nominating/Corporate Governance Committee reviews compliance with these requirements for non-employee directors annually. All non-employee directors and officers are in compliance with this requirement.

The following table summarizes which equity holdings are included in the stock ownership requirements.

What is Included	What is Not Included
Shares owned personally	Unvested equity awards, including RSAs and RSUs
Holdings in our 401(k) plan	Vested, unexercised stock options
Holdings acquired through our employee stock purchase program (ESPP)	

Transactions Involving Stock – Anti-hedging and No Pledging Policy

The Board adopted an insider trading policy in 2012, which prohibits our directors and officers from engaging in hedging transactions (such as swaps, puts and calls, collars, and similar financial instruments) that would eliminate or limit the risks and rewards of share ownership. In addition, our directors and officers may not at any time engage in any short selling, buy or sell options, puts or calls, whether exchange-traded or otherwise, or engage in any other transaction in derivative securities that reflects speculation about the price of our stock or that may place their financial interests ahead of the financial interests of the Group.

Executive Compensation Recovery – Our Clawback Policy

The Board also adopted an executive compensation recovery, or "clawback," policy in 2012, which requires the reimbursement of excess incentive-based compensation provided to our officers in the event of certain restatements of the Group's financial statements. The policy allows the Group to claw back incentive-based compensation from officers who were actually involved in the fraud or misconduct that triggered the accounting restatement to the extent the compensation was in excess of what would have been paid under the accounting restatement. This policy is applicable to all incentive-based compensation paid after implementation of the policy, and it covers the three-year period preceding the date on which the Group is required to prepare the accounting restatement.

Tax and Section 162(m) Implications

Section 162(m) of the Internal Revenue Code generally places a $1 million limit on the amount of compensation a company can deduct in any one year for certain “covered employees,” which term includes all of our named executive officers. While we consider the deductibility of awards as one factor in determining officer compensation, we also look at other factors in making decisions and we retain the flexibility to award compensation that we determine to be consistent with the goals of our officer compensation program even if the awards are not deductible by us for tax purposes.

Summary Compensation Table

The table below summarizes the total compensation paid or earned by our President & CEO, CFO, and the three most highly compensated officers of the Group for the fiscal years ended December 31, 2021, 2020, and 2019.

Name and Principal Position (a)	Year (b)	Salary ($) (c)	Stock Awards ($)[1] (e)	Non-Equity Incentive Plan Compensation ($)[2]	Change in Pension Value and Non-Qualified Deferred Compensation Earnings ($)[3] (h)	All Other Compensation ($)[4](i)	Total ($) (j)	Total Excluding Change in Pension Value and Non-Qualified Deferred Compensation Earnings[5]
Martin A. Kropelnicki	2021	$ 901,872	$988,682	1,206,000	$ 575,989	45,544	$ 3,718,087	$3,142,098
President & CEO	2020	1,059,246	880,653	1,787,704	0	49,253	3,776,856	3,776,856
	2019	985,775	590,006	1,347,255	10,339,051	43,358	13,305,445	2,966,394
Thomas F. Smegal III	2021	$ 429,032	$198,497	172,136	$ 348,593	42,276	$ 1,190,534	$ 841,941
Vice President,	2020	493,256	153,202	249,795	0	40,218	936,471	936,471
Chief Financial Officer	2019	456,860	153,946	187,346	2,103,003	50,445	2,951,600	848,597
Paul G. Townsley	2021	$ 378,245	$192,777	151,795	$ 745,224	40,350	$ 1,508,391	$ 763,167
Vice President,	2020	434,981	153,202	220,238	295,871	37,096	1,141,388	845,517
Corporate Development	2019	404,425	153,946	165,848	974,213	37,997	1,736,429	762,216
Robert J. Kuta	2021	$ 324,508	$186,898	130,248	$ 446,476	47,709	$ 1,135,840	$ 689,363
Vice President,	2020	373,276	153,202	189,000	53,125	41,425	810,028	756,903
Engineering	2019	346,934	153,946	142,301	774,941	46,208	1,464,331	689,390
Lynne P. McGhee	2021	$ 311,531	$185,402	125,022	$ 338,697	23,604	$ 984,256	$ 645,559
Vice President,	2020	357,598	153,202	181,388	0	26,126	718,314	718,314
General Counsel	2019	319,036	153,946	130,835	1,510,569	28,625	2,143,011	632,442

(1) Amounts reflect the full grant date fair value of RSAs and performance-based RSUs granted in the years shown, calculated in accordance with FASB Accounting Standards Codification (ASC) Topic 718, disregarding estimates for forfeitures and assuming target performance. Assumptions used in the calculation of these amounts are included in footnote 13 of Group's annual report on Form 10-K, filed with the SEC on February 25, 2021.

For time-based restricted RSAs and performance-based RSUs, the grant date fair value was determined using the closing share price of the Company's common stock on the date of grant. The RSUs reported were calculated assuming 100% achievement of target of the respective pre-established performance metrics. The amounts reported are as follows:

	RSA Grant Date Fair Value	RSU Grant Date Fair Value at Target Achievement	RSU Grant Date Fair Value at Maximum Achievement
Mr. Kropelnicki	$468,400	$520,282	$1,040,564
Mr. Smegal	$118,366	$ 80,131	$ 160,262
Mr. Townsley	$112,646	$ 80,131	$ 160,262
Mr. Kuta	$106,767	$ 80,131	$ 160,262
Ms. McGhee	$105,271	$ 80,131	$ 160,262

(2) Amounts in this column reflect the amount paid to each officer pursuant to the performance-based short-term incentive compensation program for the applicable year.

(3) Amounts in this column are the year-over-year, non-cash, changes in the actuarial present value of the accrued pension liability and do not represent actual cash compensation paid to any of the Named Executive Officers. Pension values are included in customer rates through a rate recovery mechanism and may fluctuate significantly from year-to-year depending on a number of factors including changes in the discount rate and other assumptions, changes in compensation, years of service, and vesting. Other than assuming retirement at the unreduced retirement age, all assumptions are consistent with those used in the Group's financial statements and include amounts which the officers may not be entitled to receive due to vesting requirements consistent with the plans. For further information, see the "CEO Pay Overview," "Basic and Supplemental Pension Plan Benefits," and "Pension Benefits for Fiscal Year Ended 2021" sections of this Proxy Statement. Earnings on the non-qualified deferred compensation plan are noted on the Non-qualified Deferred Compensation Table for those officers participating in the plan. Earnings have been excluded from this table since earnings were not at above market or at preferential rates.

(4) All other compensation for 2021 is comprised of 401(k) matching contributions made by the Group on behalf of the officer, the personal use of company-provided vehicles and associated insurance, supplemental medical reimbursement plan, and relocation benefits. The value of the 401(k) matching contributions made by the Group on behalf of the named executives was $17,400 for all five listed executives. The reported value attributable to personal use of company-provided cars are as follows: Mr. Kropelnicki, $8,705; Mr. Smegal, $5,436; Mr. Townsley, $3,510; and Mr. Kuta, $10,869. The recorded cost for the supplemental medical plan was $18,240 for all named executive officers, except Ms. McGhee who was $6,204.

(5) To show how year-over-year changes in pension value impact total compensation, as determined under SEC rules, we have included this column to show total compensation without pension value changes. The amounts reported in this column differ substantially from, and are not a substitute for, the "Total" column.

Grants of Plan-Based Awards for Fiscal Year Ended 2021

The table below sets forth certain information with respect to awards granted during the fiscal year ended December 31, 2021, to each of our NEOs.

		Estimated Payouts Under Non-Equity Incentive Plan Awards ($)[1]			Estimated Payouts Under Equity Incentive Plan Awards[2]				
Name (a)	Grant Date (b)	Threshold ($)	Target ($)	Maximum ($)	Threshold (#)	Target (#)	Maximum (#)	All Other Stock Awards: Number of Shares of Stock or Units (#) (i)	Grant Date Fair Value of Stock and Options Awards ($) (l)
Martin A. Kropelnicki[3]	1/4/2021							2,274	$121,545
		$324,00	$900,000	$1,800,000					
	3/2/2021							6,428	$346,855
	3/2/2021				2,670	9,642	19,284		$520,282
Thomas F. Smegal III[3]	1/4/2021							891	47,624
		46,246	128,460	256,920					
	3/2/2021							1,311	70,742
	3/2/2021				416	1,485	2,970		80,131
Paul G. Townsley[3]	1/4/2021							784	41,905
		40,781	113,280	226,560					
	3/2/2021							1,311	70,742
	3/2/2021				416	1,485	2,970		80,131
Robert J. Kuta[3]	1/4/2021							674	36,025
		34,922	97,200	194,400					
	3/2/2021							1,311	70,742
	3/2/2021				416	1,485	2,970		80,131
Lynne P. McGhee[3]	1/4/2021							646	34,529
		33,588	93,300	186,600					
	3/2/2021							1,311	70,742
	3/2/2021				416	1,485	2,970		80,131

(1) The threshold, target, and maximum values reported are for the performance-based short-term incentive compensation program.

(2) The threshold, target, and maximum units reported are for the full RSU award for the 2021-2023 performance period.

(3) The RSAs granted to the officers on January 4, 2021, vest 100% on January 4, 2022, and the RSAs granted to the officers on March 2, 2021, vest over three years, with one-third of the RSAs vesting on the first anniversary of the grant date and the remaining RSAs vesting in equal quarterly installments thereafter. The performance-based RSUs reported reflect the grant date fair value of the 2021 portion of the award as performance goals are set for each year of the performance period.

Outstanding Equity Awards at Fiscal Year Ended 2021

	Stock Awards		Equity Incentive Plan Awards	
Name (a)	Number of Shares or Units of Stock That Have Not Vested (#) (g)	Market Value of Shares or Units of Stock That Have Not Vested ($)[1] (h)	Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)	Market Value of Unearned Shares, Units, or Other Rights That Have Not Vested ($)[1]
Martin A. Kropelnicki	466[2]	$ 33,487	5,584[2]	$401,266
	2,857[3]	205,304	10,278[3]	738,577
	2,274[4]	163,410	—	—
	6,428[5]	461,916	9,642[5]	692,874
Thomas F. Smegal III	122[2]	8,767	1,457[2]	104,700
	583[3)]	41,894	1,583[3]	113,754
	891[4]	64,027	—	—
	1,311[5]	94,208	1,485[5]	106,712
Paul G. Townsley	122[2]	8,767	1,457[2]	104,700
	583[3]	41,894	1,583[3]	113,754
	784[4]	56,338	—	—
	1,311[5]	94,208	1,485[5]	106,712
Robert J. Kuta	122[2]	8,767	1,457[2]	104,700
	583[3]	41,894	1,583[3]	113,754
	674[4]	48,434	—	—
	1,311[5]	94,208	1,485[5]	106,712
Lynne P. McGhee	122[2]	8,767	1,457[2]	104,700
	583[3]	41,894	1,583[3]	113,754
	646[4]	46,422	—	—
	1,311[5]	94,208	1,485[5]	106,712

(1) The market value of the stock awards represents the product of the closing price for the Group's common stock on the New York Stock Exchange as of December 31, 2021, which was $71.86, and the number of shares underlying each such award.

(2) Awards were granted on March 5, 2019, with 33.3% vesting on March 5, 2020, and the remaining 66.7% vesting ratably over 24 months. RSUs are for performance periods 2019, 2020, and 2021 and vest on March 5, 2022.

(3) Awards were granted on March 3, 2020, with 33.3% vesting on March 3, 2021, and the remaining 66.7% vesting ratably over 24 months. RSUs are for performance periods 2020, 2021, and 2022 and vest on March 3, 2023.

(4) Awards were granted on January 4, 2021, with 100% vesting on January 4, 2022.

(5) Awards were granted on March 2, 2021, with 33.3% vesting on March 2, 2022, and the remaining 66.7% vesting ratably over 24 months. RSUs are for performance periods 2021, 2022, and 2023 and vest on March 2, 2024.

Option Exercises and Stock Vested for Fiscal Year Ended 2021

Name (a)	Number of Shares Acquired on Exercise (#) (b)	Value Realized on Exercise ($) (c)	Number of Shares Acquired on Vesting (#) (d)	Value Realized on Vesting ($) (e)
Martin A. Kropelnicki	—	—	17,416	$951,727
Thomas F. Smegal III	—	—	4,316	235,296
Paul G. Townsley	—	—	4,316	235,296
Robert J. Kuta	—	—	4,316	235,296
Lynne P. McGhee	—	—	4,316	235,296

Pension Benefits for Fiscal Year Ended 2021

The table below shows the present value of accumulated benefits payable to each NEO, including the number of years of service credited to each officer under the California Water Service Pension Plan (“Pension Plan”) and the SERP, each of which is described elsewhere in this Proxy Statement.

Name (a)	Plan Name (b)	Number of Years Credited Service (#)(1) (c)	Present Value of Accumulated Benefit ($)(2) (d)
Martin A. Kropelnicki(3)	California Water Service Pension Plan	15.80	$ 1,466,379
	Supplemental Executive Retirement Plan	15.00	21,251,223
Thomas F. Smegal III(3)	California Water Service Pension Plan	24.67	1,940,206
	Supplemental Executive Retirement Plan	15.00	4,311,080
Paul G. Townsley	California Water Service Pension Plan	8.83	836,633
	Supplemental Executive Retirement Plan	8.83	3,303,231
Robert J. Kuta	California Water Service Pension Plan	6.71	689,323
	Supplemental Executive Retirement Plan	6.71	1,586,425
Lynne P. McGhee(3)	California Water Service Pension Plan	18.56	1,682,675
	Supplemental Executive Retirement Plan	15.00	3,245,775

(1) Assumptions used in the calculation of the present value are included in footnote 12 of Group’s annual report on Form 10-K, filed with the SEC on February 24, 2022.

(2) Includes amounts the NEOs may not currently be entitled to receive because such amounts are not vested. Pension values may fluctuate significantly from year-to-year depending on a number of factors including changes in the discount rate, changes in mortality rates, changes in compensation, years of service, and vesting.

(3) The maximum number of years of credited service under the SERP is 15 years. Mr. Kropelnicki, Mr. Smegal, and Ms. McGhee have attained the maximum of 15 years of credited service.

The benefits under the SERP are obtained by applying similar benefit provisions of the Pension Plan, a tax-qualified plan, to all compensation included under the Pension Plan, without regard to these limits, reduced by benefits actually accrued under the Pension Plan. Under the SERP, all eligible officers are vested after five years of service as an officer and are eligible for the full benefit after 15 years of service and at age 65. SERP participants are eligible for early retirement starting at age 55 and would receive a reduced benefit of their monthly SERP benefit upon early retirement between the ages of 55 and 65, and further adjusted if service credited is less than 15 years. Under the Pension Plan, all eligible employees, including officers, are fully vested after 35 years of service. The SERP is structured such that benefits are paid to officers on a “pay as you go” basis. None of our officers received any payments under the Pension Plan or SERP during 2021.

The combined maximum benefit payout under the SERP and Pension Plan achievable by an officer is 60% of the average, eligible compensation paid over the previous 36 months prior to retirement, or three highest consecutive years, whichever is higher, excluding any equity compensation. For additional description of the SERP and Pension Plan, see “Basic and Supplemental Pension Plan Benefits (SERP)” on page 67 in this Proxy Statement.

Non-Qualified Deferred Compensation for Fiscal Year Ended 2021

Name (a)	Executive Contributions in Last FY ($)[1] (b)	Aggregate Earnings in Last FY ($)[1] (d)	Aggregate Withdrawals/ Distributions ($) (e)	Aggregate Balance at Last FY ($)[2] (f)
Martin A. Kropelnicki	$150,600	$602,498	$ —	$3,260,314
Thomas F. Smegal III	—	—	—	—
Paul G. Townsley	55,000	44,490	—	491,118
Robert J. Kuta	—	1,480	—	16,178
Lynne P. McGhee	—	6,187	—	36,716

(1) All of the amounts reported under “Executive Contributions in Last FY” are included in the Summary Compensation Table for 2021. None of the amounts reported under “Aggregate Earnings in Last FY” are included in the Summary Compensation Table for 2021.

(2) The amounts reported under “Aggregate Balance at Last FY” that are included in the Summary Compensation Table in years prior to 2021 are as follows: Mr. Kropelnicki, $1,578,911; Mr. Townsley, $304,037; Mr. Kuta, $11,282, Ms. McGhee, $12,500.

The Deferred Compensation Plan provides specified benefits to a select group of management and highly compensated employees who contribute materially to the continued growth, development, and future business success of the Group. The Deferred Compensation Plan permits the Group’s officers and eligible employees to defer up to 50% of their base salary. In addition, officers can defer up to 100% of their short-term incentive compensation. The Group does not make any contributions to the Deferred Compensation Plan. The Deferred Compensation Plan’s investment options are similar, but not identical, to the Group’s tax-qualified 401(k) plan and are funded by a Rabbi trust created for the funding of such benefits. Benefits under the Deferred Compensation Plan are payable by the Group upon separation from service with the Group, either in lump sum at separation, in monthly installments over five years following separation, or in lump sum or installments commencing five years following separation.

Severance Arrangements

None of our officers are party to an individual employment agreement. Additionally, our officers are not provided with single-trigger change-in-control benefits.

Consistent with the Group’s compensation philosophy, the Committee believes the interests of stockholders are best served if the interests of senior management are aligned with those of our stockholders. To this end, the Group provides change-in-control severance benefits to our officers under the Group’s Executive Severance Plan to reduce any reluctance of our officers to pursue or support potential change-in-control transactions that would be beneficial to our stockholders. The Group adopted the plan in 1998, and its purpose is to promote the continued employment and dedication of our officers without distraction in the face of a potential change-in-control transaction. The Group’s Executive Severance Plan is described in further detail below.

Executive Severance Plan

The Group adopted the Executive Severance Plan on December 16, 1998. The Executive Severance Plan provides that if within 24 months following a change-in-control of the Group, the officer’s employment is terminated by the Group for any reason other than good cause or by the officer for good reason, the Group will make a cash payment to the officer in an amount equal to three times the officer’s base salary on the date of the change-in-control or on the date the officer’s employment terminates, whichever is greater. The payments would be paid in three equal annual installments, commencing on the first of the month following the month in which the officer’s employment terminated, and payable thereafter on the anniversary of the initial payment date. Each officer will also receive a gross-up payment if the officer is required to pay an excise tax under section 4999 of the Internal Revenue Code. This provision for a tax gross-up has been a part of the Executive Severance Plan since its inception in 1998 and has not been modified since then.

Each officer’s entitlement to the severance payment is conditioned upon execution of a release agreement. Additionally, the officer forfeits the right to receive the severance payment if he or she violates the non-solicitation and confidentiality provisions of the Executive Severance Plan.

For purposes of the Executive Severance Plan, the term "change-in-control" means the occurrence of (i) any merger or consolidation of the Group in which the Group is not the surviving organization, a majority of the capital stock of which is not owned by the stockholders of the Group immediately prior to such merger or consolidation; (ii) a transfer of all or substantially all of the assets of the Group; (iii) any other corporate reorganization in which there is a change in ownership of the outstanding shares of the Group, wherein thirty percent (30%) or more of the outstanding shares of the Group are transferred to any person; (iv) the acquisition by or transfer to a person (including all affiliates or associates of such person) of beneficial ownership of capital stock of the Group, if after such acquisition or transfer such person (and their affiliates or associates) is entitled to exercise thirty percent (30%) or more of the outstanding voting power of all capital stock of the Group entitled to vote in elections of directors; or (v) the election to the Board of Directors of the Group of candidates who were not recommended for election by the Board of Directors of the Group in office immediately prior to the election, if such candidates constitute a majority of those elected in that particular election.

For purposes of the Executive Severance Plan, "good cause" exists if (i) the applicable officer engages in acts or omissions that result in substantial harm to the business or property of the Group, and that constitute dishonesty, intentional breach of fiduciary obligation, or intentional wrongdoing; or (ii) the applicable officer is convicted of a criminal violation involving fraud or dishonesty.

For purposes of the Executive Severance Plan, "good reason" exists if, without the applicable officer's consent, (i) there is a significant change in the nature or the scope of the applicable officer's authority, or in his or her overall working environment; (ii) the applicable officer is assigned duties materially inconsistent with his or her present duties, responsibilities, and status; (iii) there is a reduction in the applicable officer's rate of base salary or bonus; or (iv) the Group changes by 100 miles or more the principal location in which the applicable officer is required to perform services. Had a change-in-control occurred during fiscal year 2021 and had their employment been terminated on December 31, 2021, either without good cause or by the officer for good reason, the NEOs would have been eligible to receive the payments set forth in the table below.

In addition to the Executive Severance Plan, each officer is covered by the Group's general severance policy. Under the severance policy, each non-union employee of the Group whose employment is terminated without cause is entitled to severance pay of either one week's pay after completing two years of service or two weeks' pay after completing five or more years of service, provided at least two weeks' notice is given. In addition, all officers are entitled to a payout of six weeks of vacation time upon any termination of employment, to be paid in a lump sum at termination.

Each officer's entitlement to the severance payment is conditional upon execution of a release agreement. Additionally, the officer forfeits the right to receive the severance payment if he or she violates the non-solicitation and confidentiality provisions of the Executive Severance Plan.

Potential Payments Upon Termination or Change-in-Control

The information below describes certain compensation that would have become payable under existing plans and contractual arrangements assuming a termination of employment or a change-in-control and termination of employment had occurred on December 31, 2021, given the officer's compensation and service levels as of such date. In addition to the benefits described below, upon any termination of employment, each of the officers would also be entitled to the benefits as described in the table of Pension Benefits for Fiscal Year 2021 and the amount shown in the column labeled "Aggregate Balance at Last FY" of the table of Non-qualified Deferred Compensation for Fiscal Year 2021 above.

Name	Change-in-Control and Termination of Employment Severance Amount ($)	Termination of Employment without a Change-in-Control Severance Amount ($)
Martin A. Kropelnicki	$2,700,000	$138,462
Thomas F. Smegal III	1,284,600	65,877
Paul G. Townsley	1,132,650	58,085
Robert J. Kuta	972,000	43,615
Lynne P. McGhee	932,850	47,838

2021 CEO Pay Ratio

In accordance with SEC rules, we are providing the ratio of the annual total compensation of our CEO to the annual total compensation of our median associate. In calculating this ratio, SEC rules allow companies to adopt a variety of methodologies, apply certain exclusions, and make reasonable estimates and assumptions reflecting their unique employee populations. Our reported pay ratio may not be comparable to that reported by other companies due to differences in industries, scope of operations, business models and scale, as well as the different estimates, assumptions, and methodologies applied by other companies in calculating their respective pay ratios.

The pay ratio reported below is a reasonable estimate calculated in a manner consistent with SEC rules based on our payroll and employment records, and the methodology as described. For these purposes, we identified the median compensated employee by first including full-time, part-time, seasonal, and temporary employees, excluding the President & CEO, for a total of 1,183 employees in the median compensation pool. We used actual salary and compensation paid in 2021, as reflected in our payroll records, excluding equity awards and bonus payments as these are not broadly distributed, to determine the median employee. We then calculated the median employee's total compensation in accordance with SEC rules to determine the pay ratio. We did not annualize the compensation for any employee who did not work for the entire year. We identified our employee population as of December 31, 2021 based on our payroll records.

The 2021 annual total compensation of the median compensated of all our employees who were employed on December 31, 2021, other than our President & CEO, was $140,847 inclusive of$32,922 of estimated non-cash present value pension changes. Mr. Kropelnicki's 2021 annual total compensation was $3,718,087, of which $575,989 was the estimated change in present value of pension benefits. The ratio of these amounts was 1-to-26. Actual pension benefits earned are contingent upon a number of factors, including years of service, age at retirement, expected life mortality tables, interest rates, and service-level vesting requirements. Excluding the estimated change in present value of the actuarially projected pension benefits for both Mr. Kropelnicki and our median compensated employee, 2021 annual compensation was $3,142,098 and $107,925, respectively, resulting in a pay ratio of 1-to-29.

Measurement	Under SEC Rules	Excluding Change in Present Value of Pension Benefits
CEO Compensation	$3,718,087	$3,142,098
Median Employee Compensation	$ 140,847	$ 107,925
Ratio	**1:26**	**1:29**

Proxy

REPORT OF THE ORGANIZATION AND COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS ON EXECUTIVE COMPENSATION

The Organization and Compensation Committee of the Group's Board of Directors has submitted the following report for inclusion in this Proxy Statement:

The Organization and Compensation Committee has reviewed and discussed the Compensation Discussion and Analysis contained in this Proxy Statement with management. Based on our review of and the discussions with management with respect to the Compensation Discussion and Analysis, the Organization and Compensation Committee recommended to the Board of Directors that the Compensation Discussion and Analysis be included in this Proxy Statement and in the Group's annual report on Form 10-K for the fiscal year ended December 31, 2021, for filing with the Securities and Exchange Commission.

The foregoing report is provided by the following directors, who constitute the Organization and Compensation Committee:

ORGANIZATION AND COMPENSATION COMMITTEE

Thomas M. Krummel, M.D., Committee Chair
Terry P. Bayer
Scott L. Morris
Lester A. Snow

ORGANIZATION AND COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

The following directors were members of the Organization and Compensation Committee during the 2021 fiscal year: Thomas M. Krummel, M.D., Committee Chair, Terry P. Bayer, Scott L. Morris, and Lester A. Snow. No member of the Organization and Compensation Committee was an officer or employee of the Group or any of its subsidiaries during 2021, nor was any such member previously an officer of the Group or any of its subsidiaries. No member of the Organization and Compensation Committee had any material interest in a transaction of the Group or a business relationship with, in each case that would require disclosure under "Procedures for Approval of Related Person Transactions", included elsewhere in this Proxy Statement.

None of the officers of the Group have served on the Board of Directors or on the Compensation Committee of any other entity, any of whose officers served either on the Board of Directors or on the Organization and Compensation Committee of the Group.

PROCEDURES FOR APPROVAL OF RELATED PERSON TRANSACTIONS

It is our policy that all employees and Directors must avoid any activity that is in conflict with, or has the appearance of conflicting with, the Group's business interests. This policy is included in the Code of Business Conduct and Ethics for Directors and the Business Code of Conduct for Employees. Transactions involving related persons are reviewed on a case-by-case basis and approved as appropriate. The Board's Nominating/Corporate Governance Committee is responsible for review, approval, or ratification of "related person transactions" involving the Group or its subsidiaries and related persons, as defined in SEC rules. Under SEC rules, a related person is a director, executive officer, nominee for director, or a greater than 5% stockholder of the Group since the beginning of the previous fiscal year. Potential related person transactions are brought to the attention of management and the Board in a number of ways. Each of our directors and executive officers is instructed and periodically reminded to inform the Corporate Secretary of any potential related person transactions. In addition, each director and officer completes a questionnaire on an annual basis designed to elicit information about any potential related person transactions.

Since the beginning of 2021, there were no related person transactions under the relevant standards.

PROPOSAL 2 — ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION

Our Board of Directors unanimously recommends that you vote **"FOR"** this proposal.

We are asking our stockholders to approve, on a non-binding, advisory basis, under Section 14A of the Exchange Act, the compensation of our NEOs as disclosed in this proxy statement. We have held a similar stockholder vote every year since 2014.

As described in the CD&A, our executive compensation program is designed with an emphasis on performance and is intended to closely align the interests of our NEOs with the interests of our stockholders and customers. We regularly review our executive compensation program with the goal that compensation is closely tied to aspects of our company's performance that our NEOs can impact and that are likely to have an impact on stockholder value.

Our compensation program is also designed to balance long-term performance with shorter-term performance and to mitigate any risk that an officer would be incentivized to pursue good results with respect to a single performance measure, company segment, or area of responsibility to the detriment of our company as a whole.

In the CD&A, we also discuss why we believe the compensation of our NEOs for fiscal 2021 was appropriately aligned with our company's performance during fiscal 2021. The CD&A also describes feedback we received regarding our executive compensation program during our stockholder outreach efforts, and is intended to provide additional clarity and transparency regarding the rationale for, and philosophy behind, our executive compensation program and practices. We urge you to carefully read the CD&A, the compensation tables, and the related narrative discussion in this proxy statement when deciding how to vote on this proposal.

The Group is asking stockholders to support the named executive officer compensation as described in this Proxy Statement. The Organization and Compensation Committee and the Board believe the policies and procedures articulated in the "Compensation Discussion and Analysis" are effective in achieving the Group's goals and the compensation of the Group's named executive officers reported in this Proxy Statement has supported and contributed to the Group's success. Accordingly, the Group asks stockholders to vote "FOR" the following resolution at the 2022 Annual Meeting:

> "RESOLVED, that the stockholders of California Water Service Group approve, on an advisory basis, the compensation paid to California Water Service Group's named executive officers, as disclosed in this Proxy Statement pursuant to the SEC's compensation disclosure rules, including the Compensation Discussion and Analysis, the compensation tables and related narrative discussion."

This advisory resolution, commonly referred to as a "Say-on-Pay" resolution, is not binding upon the Group, the Organization and Compensation Committee, or the Board. However, the Board and the Organization and Compensation Committee, which is responsible for designing and administering the Group's executive compensation programs, value the opinions expressed by stockholders in their vote on this proposal and will consider the outcome of the vote when making future compensation decisions for named executive officers. After consideration of the vote of stockholders at the 2017 Annual Meeting of Stockholders and other factors, the Board decided to hold advisory votes on the approval of executive compensation annually until the next advisory vote on frequency occurs. Unless the Board modifies its policy on the frequency of future advisory votes, the advisory vote to approve 2022 executive compensation will be held at the 2023 Annual Meeting.

Recommendation of the Board

Our Board of Directors unanimously recommends that you vote **"FOR"** this proposal.

REPORT OF THE AUDIT COMMITTEE

The Audit Committee oversees the Group's financial reporting process on behalf of the Board of Directors. The Audit Committee's purpose and responsibilities are set forth in the Audit Committee charter. The current charter is available on the Group's website at **http://www.calwatergroup.com**. The Audit Committee consists of four members, each of whom meet the New York Stock Exchange standards for independence and the Sarbanes-Oxley Act independence standards for Audit Committee membership, and three of the Audit Committee's four members meet the requirements of an Audit Committee financial expert. During 2021, the Audit Committee met four times.

The Group's management has primary responsibility for preparing the Group's financial statements and the overall reporting process, including the Group's system of internal controls. Deloitte & Touche LLP, the Group's independent registered public accounting firm, audited the financial statements prepared by the Group and expressed their opinion that the financial statements fairly present the Group's financial position, results of operations, and cash flows in conformity with generally accepted accounting principles. Deloitte & Touche LLP also determined that the Group maintained, in all material respects, effective internal control over financial reporting as of December 31, 2021.

In connection with the December 31, 2021 financial statements, the Audit Committee:

(1) Reviewed and discussed the audited financial statements with management and Deloitte & Touche LLP;

(2) Discussed with Deloitte & Touche LLP the matters required to be discussed under applicable rules of the Public Company Accounting Oversight Board and the Securities and Exchange Commission;

(3) Received from Deloitte & Touche LLP the written disclosures and the letter required by applicable rules of the Public Company Accounting Oversight Board regarding the firm's communications with the Audit Committee concerning independence, and also discussed with Deloitte & Touche LLP the firm's independence, and considered whether the firm's provision of non-audit services and the fees and costs billed for those services are compatible with Deloitte & Touche LLP's independence; and

(4) Met privately with Deloitte & Touche LLP and the Group's internal auditor, each of whom has unrestricted access to the Audit Committee, without management present, and discussed their evaluations of the Group's internal controls and overall quality of the Group's financial reporting and accounting principles used in preparation of the financial statements. The Committee also met privately with the Group's President & CEO, the CFO, the Controller, and the General Counsel to discuss the same matters.

Based upon these reviews and discussions, the Audit Committee recommended to the Board that the audited financial statements be included in the annual report on Form 10-K for the fiscal year ended December 31, 2021 to be filed with the Securities and Exchange Commission.

AUDIT COMMITTEE

Gregory E. Aliff, Committee Chair
Terry P. Bayer
Richard P. Magnuson
Patricia K. Wagner

RELATIONSHIP WITH THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Audit Committee is directly responsible for the appointment, compensation, retention, and oversight of the Group's independent registered public accounting firm. The Audit Committee evaluates the selection of the independent registered accounting firm each year. In addition, the Audit Committee considers the independence of the independent registered public accounting firm each year and periodically considers whether there should be a regular rotation of the independent registered public auditing firm. The Audit Committee also is involved in considering the selection of Deloitte & Touche LLP's lead engagement partner when rotation is required.

Deloitte & Touche LLP has served as the Group's independent auditor since fiscal 2008. After careful consideration of a number of factors, including the length of time the firm has served in this role, the firm's past performance, and an assessment of the firm's qualifications and resources, the Audit Committee has selected Deloitte & Touche LLP to serve as the Group's independent registered public accounting firm for the year ending December 31, 2022. The Committee's selection of Deloitte & Touche LLP as the Group's independent registered public accounting firm is being submitted for ratification by vote of the stockholders at this Annual Meeting.

The following table summarizes the audit fees billed and expected to be billed by Deloitte & Touche LLP, the Group's independent registered public accounting firm, for the indicated fiscal years and the fees billed by Deloitte & Touche LLP for all other services rendered during the indicated fiscal years.

Category of Services	2020	2021
Audit Fees[(1)]	$1,845,126	$1,810,744
Audit-Related Fees[(2)]	121,835	90,708
Tax Fees	0	0
All Other Fees	0	0
Total	$1,966,961	$1,901,452

(1) Audit fees relate to audits of the Group's annual financial statements, quarterly reviews of the Group's interim financial statements and the audit of the effectiveness of internal control over financial reporting.

(2) Audit-related fees related to comfort letter fees associated with Group's at-the-market equity program.

The Audit Committee is responsible for overseeing audit fee negotiations associated with the retention of Deloitte & Touche LLP for the audit of the Group. Additionally, it is the policy of the Audit Committee, as set forth in its charter, to approve in advance all audit and permissible non-audit services to be provided by the independent registered public accounting firm, as well as related fees. Under applicable law, the Audit Committee may delegate preapproval authority to one or more of its members, and any fees preapproved in this manner must be reported to the Audit Committee at its next regularly scheduled meeting. All of the fees reported in the table above were pre-approved in accordance with these procedures.

PROPOSAL 3 — RATIFICATION OF SELECTION OF DELOITTE & TOUCHE LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2022

Our Board of Directors unanimously recommends that you vote **“FOR”** this proposal.

After consideration, and as a matter of good corporate governance, the Board is requesting stockholder ratification of Deloitte & Touche LLP as the independent registered public accounting firm, to audit the Group’s books, records, and accounts for the year ending December 31, 2022. The members of the Audit Committee and the Board believe that the continued retention of Deloitte & Touche LLP to serve as the Group’s independent registered public accounting firm is in the best interests of the Group and its stockholders. Following the recommendation of the Audit Committee, the Board recommends a vote “FOR” the adoption of this proposal. Representatives of Deloitte & Touche LLP are expected to be present at the meeting to answer appropriate questions from stockholders and will have an opportunity to make a statement if they desire to do so. If the stockholders do not ratify this appointment, the Audit Committee will reconsider the selection of the independent registered public accounting firm.

Recommendation of the Board

Our Board of Directors unanimously recommends that you vote **“FOR”** this proposal.

PROPOSAL 4 — APPROVAL OF AMENDMENT TO THE GROUP'S CERTIFICATE OF INCORPORATION TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF COMMON STOCK

Our Board of Directors unanimously recommends that you vote **"FOR"** this proposal.

We are asking stockholders to approve an amendment to the Group's Certificate of Incorporation to increase the authorized number of common shares, par value $0.01 per share (the "Common Stock"), from 68,000,000 to 136,000,000[1] shares (the "Proposed Certificate Amendment"). Specifically, the Proposed Certificate Amendment, which our Board of Directors has approved and declared advisable, would amend Article FOURTH as follows:

> "FOURTH: The aggregate number of shares of all classes of stock which the corporation shall have authority to issue shall be ~~68,241,000~~136,241,000, of which ~~68,000,000~~136,000,000 shares shall be common shares, par value $0.01 per share, and 241,000 shares shall be preferred shares. The par value of the preferred shares shall be $0.01 per share.
>
> The preferred shares may be issued from time to time in one or more series as noted above, the number of shares constituting each such series to be determined by the board of directors of the corporation pursuant to the authority contained in this certificate. The preferred shares may, at the election of the board of directors, be issued in fractional shares if required in connection with any stock split or otherwise. All of said ~~68,000,000~~136,000,000 common shares shall be of one and the same series, namely common shares with par value of $0.01 per share."

Under the Proposed Certificate Amendment, the authorized number of shares of preferred stock, of which none are currently outstanding, would remain unchanged.

Purposes of the Proposed Amendment

As of March 29, 2022, the Record Date, our Common Stock share utilization was as follows:

	Number of Shares of Common Stock
Authorized for issuance	68,000,000
Issued and outstanding	53,768,871
Reserved for issuance	
• Outstanding equity awards under our equity incentive plans	1,472,500
• Available for future grants under our equity incentive plans	527,500
• Outstanding under our Employee Stock Purchase Plan	122,132
• Available for future issuance under our Employee Stock Purchase Plan	1,377,868
Total share usage (issued and outstanding + reserved for issuance)	55,674,239
Total share usage as a percentage of authorized	81.87%

As a result, only approximately 12,325,761 shares of our Common Stock (or 18.13% of the total authorized) remain available for future issuance.

Our Board of Directors believes that the availability of additional authorized shares of Common Stock is needed to provide us with additional flexibility to issue Common Stock for a variety of general corporate purposes as the Board of Directors may determine to be desirable. This includes, but is not limited to, using Common Stock as consideration for acquisitions, mergers, business combinations or other corporate transactions, raising equity capital, including any future at-the-market equity programs, adopting additional employee benefit plans or reserving additional shares for issuance under existing plans and implementing stock splits or stock dividends. Unless our stockholders approve the Proposed Certificate Amendment, we may not have sufficient unissued and unreserved authorized shares to engage in similar transactions in the future.

Having additional authorized Common Stock available for future use will allow us to issue additional shares of Common Stock without the expense and delay of arranging a special meeting of stockholders. We may seek a further increase in authorized shares from time to time in the future as considered appropriate by our Board of Directors.

Effect of Increasing the Number of Shares of Authorized Common Stock

The Proposed Certificate Amendment would not change the number of shares of Common Stock outstanding, nor will it have any immediate dilutive effect. However, the issuance of additional shares of Common Stock authorized by the Proposed Certificate Amendment may occur at times or under circumstances as to have a dilutive effect on earnings per share, book value per share or the percentage voting or ownership interest of the present holders of our Common Stock, none of whom have preemptive rights under the Certificate of Incorporation to subscribe for additional securities that we may issue.

The Proposed Certificate Amendment has been prompted by business and financial considerations. The Board of Directors currently is not aware of any attempt by a third-party to accumulate shares of Common Stock or take control of the Group by means of a merger, tender offer or solicitation in opposition to management or the Board of Directors. Moreover, we currently have no plans to issue newly authorized shares of Common Stock to discourage third parties from attempting to take over the Group. However, the Proposed Certificate Amendment could, under certain circumstances, have an anti-takeover effect or delay or prevent a change in control of the Group by providing the Group the capability to engage in actions that would be dilutive to a potential acquiror, to pursue alternative transactions, or to otherwise increase the potential cost to acquire control of the Group. Thus, while we currently have no intent to use the additional authorized shares as an anti-takeover device, the Proposed Certificate Amendment may have the effect of discouraging future unsolicited takeover attempts.

Once the Proposed Certificate Amendment is approved, no further action by the stockholders would be necessary prior to the issuance of additional shares of Common Stock unless required by law or New York Stock Exchange rules. Each of the newly authorized shares of Common Stock will have the same rights and privileges as currently authorized shares of Common Stock. Adoption of the Proposed Certificate Amendment will not affect the rights of the holders of currently outstanding Common Stock, nor will it change the par value of the Common Stock.

A complete copy of the Group's current Certificate of Incorporation is available as an exhibit to our 2021 Annual Report on Form 10-K **(http://ir.calwatergroup.com)**.

Effectiveness and Vote Required

The Proposed Certificate Amendment is binding. If the Proposed Certificate Amendment is approved, it will become effective upon filing of the Certificate Amendment to our Certificate of Incorporation with the Secretary of State for the State of Delaware.

The affirmative vote of a majority of the outstanding shares of Common Stock will be required to approve this proposal. Abstentions and broker non-votes, if any, will have the same effect as a vote against the proposal.

Recommendation of the Board

Our Board of Directors unanimously recommends that you vote **"FOR"** this proposal.

OTHER INFORMATION

Stock Ownership of Management and Certain Beneficial Owners

Non-Employee Director and Executive Stock Ownership Guidelines

The Board of Directors requires non-employee directors to maintain a certain amount of stock ownership consistent with our stock ownership requirements. The requirements were adopted to promote a long-term perspective in managing the Group and to help align the interests of our stockholders, directors, and executive officers. A more complete description of the stock ownership requirements appears in the "Compensation Discussion and Analysis" section of this Proxy Statement.

The following table shows the common stock ownership of our directors and executives as of March 29, 2022. All directors and executives have sole voting and investment power over their shares (or share such powers with their spouses).

Name	Common Stock Beneficially Owned(*)
Gregory E. Aliff, Director	15,138
Terry P. Bayer, Director	16,257
Shannon C. Dean, Executive Officer	16,844
Shelly M. Esque, Director	7,875
David B. Healey, Executive Officer	16,546
Sophie M. James, Executive Officer for California Subsidiary	1,503
Kenneth G. Jenkins, Executive Officer for California Subsidiary	767
Martin A. Kropelnicki, Director and Executive Officer	106,775
Thomas M. Krummel, M.D., Director	30,634
Robert J. Kuta, Executive Officer	13,572
Michael B. Luu, Executive Officer	18,658
Richard P. Magnuson, Director	59,733
Yvonne A. Maldonado, M.D., Director	2,671
Michael S. Mares, Jr., Executive Officer	5,302
Lynne P. McGhee , Executive Officer	26,746
Greg A. Milleman , Executive Officer	5,067
Scott L. Morris, Director	5,248
Michelle R. Mortensen, Executive Officer	9,383
Peter C. Nelson, Director and Retired Executive Officer	19,640
Elissa Y. Ouyang , Executive Officer	7,709
Todd K. Peters, Executive Officer for California Subsidiary	3,139
Carol M. Pottenger, Director	9,219
Thomas F. Smegal III, Executive Officer	45,108
Lester A. Snow, Director	20,874
Paul G. Townsley, Executive Officer	28,361
Ronald D. Webb , Executive Officer	21,810
Patricia K. Wagner, Director	5,245
All directors and executives as a group	519,824

* To our knowledge, as of March 29, 2022, all directors and executives together beneficially owned an aggregate of approximately 1.0% of outstanding common shares. No one director or executive beneficially owns more than 1.0% of outstanding common shares.

Ownership of Largest Stockholders

As of December 31, 2021, our records and other information available from outside sources indicated that the following stockholders were the beneficial owner of more than 5% percent of the outstanding shares of our common stock.

The information below is as reported in filings made by third parties with the SEC. Based solely on the review of our stockholder records and public filings made by the third parties with the SEC, we are not aware of any other beneficial owners of more than 5% percent of the common stock.

Beneficial Owner	Number of Shares of Common Stock	Percent of Class
BlackRock, Inc.(1) 55 East 52nd Street New York, NY 10055	9,468,858	18.0%
The Vanguard Group, Inc.(2) 100 Vanguard Blvd. Malvern, PA 19355	6,242,029	11.87%
State Street Corporation(3) 1 Lincoln Street Boston, MA 02111	3,995,363	7.59%

(1) BlackRock, Inc. has sole voting power over 9,119,676 shares and sole investment power over 9,468,858 shares, and no shared voting power or shared investment power as of December 31, 2021, as disclosed on Schedule 13G/A filed with the SEC on January 27, 2022.

(2) The Vanguard Group, Inc. has sole voting power over 0 shares; sole investment power over 6,130,102 shares; shared voting power over 73,533 shares; and shared investment power over 111,927 shares as of December 31, 2021, as disclosed on Schedule 13G/A filed with the SEC on February 9, 2022.

(3) State Street Corporation ("State Street") has shared voting power over 3,823,147 shares, shared investment power over all 3,995,363 shares, and no sole voting power or sole investment power over any shares as of December 31, 2021, as disclosed on Schedule 13G/A filed with the SEC on February 10, 2022.

Adjournment

Notice of adjournment need not be given if the date, time, and place thereof are announced at the Annual Meeting at which the adjournment is taken. However, if the adjournment is for more than 30 days, or if a new record date is fixed for the adjourned Annual Meeting, a notice of the adjourned Annual Meeting will be given to each stockholder entitled to vote at the Annual Meeting. At adjourned annual meetings, any business may be transacted that might have been transacted at the original Annual Meeting.

Cost of Proxy Solicitation

The Group is soliciting proxies on behalf of the Board and will bear the entire cost of preparing, assembling, printing, and mailing this Proxy Statement, the proxies, and any additional materials that may be furnished by the Board to stockholders. The solicitation of proxies will be made by the use of the U.S. Postal Service and also may be made by telephone, or personally, by directors, officers, and regular employees of the Group, who will receive no extra compensation for such services. Morrow Sodali, LLC, 470 West Avenue, Stamford, CT 06902 was hired to assist in the distribution of proxy materials and solicitation of votes for an $11,000 fee, plus distribution expenses. The Group will reimburse brokerage houses and other custodians, nominees, and fiduciaries for their reasonable out-of-pocket expenses for forwarding proxy and solicitation materials to stockholders.

Electronic Availability of Proxy Statement and Annual Report

As permitted by Securities and Exchange Commission rules, we are making this proxy statement and our annual report available to stockholders electronically via the Internet on the Company's website at **http://ir.calwatergroup.com**. **On April 13, 2022, we began mailing to our stockholders a notice containing instructions on how to access this proxy statement and our annual report and how to vote online. If you received that notice, you will not receive a printed copy of the proxy materials unless you request it by following the instructions for requesting such materials contained on the notice or set forth in the following paragraph.**

You can elect to receive future Proxy Materials by email, which will save us the cost of producing and mailing documents to you by enrolling at **www.ProxyVote.com**. If you choose to receive future Proxy Materials by email, you will receive an email with instructions containing a link to the website where those materials are available and where you can vote.

Other Matters

The Board is not aware of any other matters to come before the Annual Meeting. If any other matters should be brought before the Annual Meeting or any adjournment or postponement thereof, upon which a vote properly may be taken, the proxy holders will vote in their discretion unless otherwise provided in the proxies.

The report of the Organization and Compensation Committee, and the report of the Audit Committee, are not to be considered as incorporated by reference into any other filings that the Group makes with the SEC under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended. These portions of this Proxy Statement are not a part of any of those filings unless otherwise stated in those filings.

Stockholders Sharing an Address

The SEC allows the Group to deliver a single proxy statement and annual report to an address shared by two or more of our stockholders. This delivery method, referred to as "householding," can result in significant cost savings for the Group. In order to take advantage of this opportunity, banks and brokerage firms that hold shares for stockholders who are the beneficial owners, but not the record holders, of the Group's shares, have delivered only one proxy statement and annual report to multiple stockholders who share an address, unless one or more of the stockholders has provided contrary instructions. For stockholders who are the record holders of the Group's shares, the Group may follow a similar process absent contrary instructions. The Group will deliver promptly, upon written or oral request, a separate copy of the proxy statement and annual report to a stockholder at a shared address to which a single copy of the documents was delivered. A stockholder who wishes to receive a separate copy of the proxy statement and annual report, now or in the future, may obtain one, without charge, by addressing a request to the Corporate Secretary, California Water Service Group, 1720 North First Street, San Jose, California 95112-4508 or calling (408) 367-8200. Stockholders of record sharing an address who are receiving multiple copies of proxy materials and annual reports and wish to receive a single copy of such materials in the future should submit their request by contacting the Group in the same manner. If you are the beneficial owner, but not the record holder, of the Group's shares and wish to receive only one copy of the proxy statement and annual report in the future, you will need to contact your broker, bank, or other nominee to request that only a single copy of each document be mailed to all stockholders at the shared address in the future.

Copies of Annual Report on Form 10-K

The Group, upon written request, will furnish to record and beneficial holders of its common stock, free of charge, a copy of its Annual Report on Form 10-K (including financial statements and schedules, but without exhibits) for fiscal year 2021. Copies of exhibits to Form 10-K also will be furnished upon request for a payment of a fee of $0.50 per page. All requests should be directed to the Corporate Secretary, California Water Service Group, 1720 North First Street, San Jose, California 95112-4508.

Electronic copies of the Group's Form 10-K, including exhibits and this Proxy Statement, will be available on the Group's website at **http://www.calwatergroup.com**.

Disclaimer Regarding Website

The information contained on the Group's website, including the Environmental, Social, and Governance Report, is not to be deemed included or incorporated by reference into this Proxy Statement.

FREQUENTLY ASKED QUESTIONS

What am I voting on?

- Election of the 12 directors named in the Proxy Statement to serve until the 2023 Annual Meeting;
- An advisory vote to approve executive compensation;
- Ratification of the selection of Deloitte & Touche LLP as the Group's independent registered public accounting firm for 2022; and
- Approval of an amendment to the Certificate of Incorporation to increase the authorized common stock.

Who may attend the Annual Meeting?

Any stockholders of the Group as of the record date may attend.

How can I attend the Annual Meeting?

This year, we plan to hold the Annual Meeting online through an audio webcast. This format will enable stockholders to attend the meeting and participate from any location, at no cost.

You will be able to attend the Annual Meeting online at **www.virtualshareholdermeeting.com/CWT2022**. You will also be able to vote your shares online at the Annual Meeting (see below).

If you are the record holder, to participate in the Annual Meeting, you will need the control number included on your proxy card. If your shares are held through a stockbroker or another nominee, and your voting instruction form indicates that you may vote those shares through **www.proxyvote.com**, then you may participate in the Annual Meeting with the access code indicated on that voting instruction form. Otherwise, stockholders who hold their shares through a stockbroker or another nominee should contact their broker or nominee (preferably at least five days before the Annual Meeting) and obtain a "legal proxy" in order to be able to participate in the Annual Meeting, or voting instruction card (if your shares are held through a stockbroker or another nominee).

We encourage you to access the Annual Meeting 15 minutes prior to the start time and allow ample time to log in to the meeting webcast and test your computer audio system.

Additional information regarding the rules and procedures for participating in the Annual Meeting will be set forth in our meeting rules of conduct, which stockholders can view during the meeting at the meeting website.

How can I ask questions at the Annual Meeting?

Stockholders may submit questions live during the Annual Meeting at **www.virtualshareholdermeeting.com/CWT2022**.

The Group is committed to transparency. All questions received during the Annual Meeting that comply with the meeting rules of conduct, and the Group's responses, will be posted to our Investor Relations website at **http://ir.calwatergroup.com/** promptly after the Annual Meeting. Personal details may be omitted for data protection purposes. If we receive substantially similar questions, we may group these questions together and provide a single response to avoid repetition.

What if during the check-in time or during the meeting I have technical difficulties or trouble accessing the meeting website?

The technical support telephone number will be posted on the Virtual Shareholder Meeting login page, **www.virtualshareholdermeeting.com/CWT2022**. If you encounter any difficulties, please call the number and speak to a technical support representative.

Who is entitled to vote?

Stockholders of record on the record date are entitled to vote. The Board has fixed the close of business on March 29, 2022 as the record date (Record Date) for the determination of stockholders entitled to notice of, and to vote at, the Annual Meeting.

How many votes do I get?

Each share of common stock is entitled to one vote.

What constitutes a quorum?

A majority of the outstanding shares present at the Annual Meeting or represented by persons holding valid proxies–constitutes a quorum. If you submit a valid proxy card, your shares will be considered in determining whether a quorum is present.

Without a quorum, no business may be transacted at the Annual Meeting. However, whether or not a quorum exists, a majority of the voting power of those present at the Annual Meeting may adjourn the Annual Meeting to another date, time, and place.

At the Record Date, there were 1,889 stockholders of record. There were 53,768,871 shares of our common stock outstanding and entitled to vote at the Annual Meeting.

How are the directors elected?

Our bylaws provide for a majority voting standard for the election of directors in uncontested elections. Under this majority voting standard, each director must be elected by the affirmative vote of a majority of the votes cast with respect to the director. A majority of the votes cast means that the number of votes cast "FOR" a nominee for director exceeds the number of votes cast "AGAINST" that nominee for director. As a result, abstentions will not be counted in determining which nominees receive a majority of votes cast since abstentions do not represent votes cast for or against a nominee. If you hold your shares through a stockbroker (or other nominee), the stockbroker does not have authority to vote your shares in the election of directors without instructions from you. Shares that your stockbroker does not vote ("broker non-votes") are not considered votes cast for or against a nominee, and they will not be counted in determining which nominees receive a majority of votes cast. In accordance with our director resignation policy, the Nominating/Corporate Governance Committee has established procedures that require an incumbent nominee for director who does not receive the required votes for re-election to tender his or her resignation offer to the Nominating/Corporate Governance Committee. The Nominating/Corporate Governance Committee will recommend to the Board whether to accept or reject the offer, or whether other action should be taken. The Board will act on the Nominating/Corporate Governance Committee's recommendation within 90 days after certification of the election results. We will promptly publicly disclose the Board's decision regarding the resignation offer, including the rationale for rejecting the resignation offer, if applicable.

How do I vote?

If you are a stockholder of record (that is, you hold your shares in your own name), you may vote in advance of the Annual Meeting online, by telephone or, by mail, or you may vote online during the Annual Meeting. Different rules apply if your stockbroker or another nominee holds your shares for you.

You may vote online.	You may vote by telephone.	You may vote by mail.
You do this by following the "Vote by Internet" instructions on the proxy card. If you vote online, you do not have to mail in your proxy card. Even if you plan to attend the Annual Meeting online, we recommend that you vote your shares prior to the meeting so that your vote will be counted if you later decide not to attend.	You do this by following the "Vote by Phone" instructions on the proxy card. If you vote by telephone, you do not have to mail in your proxy card. You must have a touch-tone phone to vote by telephone.	You do this by signing the proxy card and mailing it in the enclosed, prepaid, and addressed envelope. If you mark your voting instructions on the proxy card, your shares will be voted as you instruct. If you return a signed card but do not provide voting instructions, your shares will be voted: • For each of the 12 named director nominees; • For the advisory vote to approve executive compensation; • For the ratification of the selection of Deloitte & Touche LLP as the Group's independent registered public accounting firm for 2022: and • For the approval of the amendment to our Certificate of Incorporation to increase the authorized common stock.

What if I change my mind after I return my proxy?

You may revoke your proxy and/or change your vote at any time before the polls close at the Annual Meeting. You may do this by:

- Signing another proxy with a later date;
- Voting online or by telephone (your latest online or telephone proxy is counted);
- Voting online during the Annual Meeting; or
- Notifying the Corporate Secretary, in writing, that you wish to revoke your previous proxy. We must receive your notice prior to the vote at the Annual Meeting.

Will my shares be voted if I do not return my proxy?

If you are a stockholder of record, and you do not return your proxy, your shares will not be voted unless you attend the Annual Meeting and vote online during the meeting.

How do I vote if my shares are held by my stockbroker (or other nominee)?

If your shares are held by a stockbroker (or other nominee), you may vote your shares without participating in the Annual Meeting, or online during the Annual Meeting if you choose not to attend.

You will receive a voting instruction card with information about how to instruct your stockbroker to vote your shares. If you do not provide instructions, then your stockbroker, under certain circumstances, may vote your shares.

Specifically, stockbrokers have authority under exchange regulations to vote your uninstructed shares on certain "routine" matters. For "non-routine" matters, no votes will be cast on your behalf if you do not instruct your stockbroker on how to vote. If you wish to change the voting instructions that you gave to your stockbroker, you must ask your stockbroker how to do so.

If you do not give your stockbroker voting instructions, your stockbroker may either:

- Proceed to vote your shares on routine matters and refrain from voting on non-routine matters; or
- Leave your shares entirely unvoted (and we are aware that some stockbrokers are choosing to leave shares entirely unvoted on routine matters).

Shares that your stockbroker does not vote ("broker non-votes") will count towards the quorum only. We encourage you to provide your voting instructions to your stockbroker. This ensures that your shares will be voted at the Annual Meeting.

As to my stockbroker voting, which proposals are considered "routine" or "non-routine"?

The ratification of the selection of Deloitte & Touche LLP as the Group's independent registered public accounting firm for 2022 (Proposal No. 3) and the approval of an amendment to the Certificate of Incorporation to increase the authorized common stock (Proposal No. 4) are expected to be considered "routine" matters under applicable rules. A stockbroker may generally vote on routine matters if the stockbroker has not received voting instructions from you with respect to such matters.

The election of directors (Proposal No. 1) and the advisory vote to approve executive compensation (Proposal No. 2) are expected to be considered "non-routine" matters under applicable rules. A stockbroker cannot vote without your instructions on non-routine matters.

What is the voting requirement to approve each of the proposals?

Proposal	Vote Required
Proposal No. 1—Election of 12 directors	Majority of Votes Cast
Proposal No. 2—Advisory vote to approve executive compensation	Majority of Shares Present in Person or Represented by Proxy and Entitled to Vote
Proposal No. 3—Ratify the selection of Deloitte & Touche LLP as the Group's independent registered public accounting firm for 2022	Majority of Shares Present in Person or Represented by Proxy and Entitled to Vote
Proposal No. 4—Approval of an amendment to the Certificate of Incorporation to increase the authorized common stock	Majority of Shares Outstanding and Entitled to Vote

How are broker non-votes and abstentions treated?

Broker non-votes and abstentions are counted for purposes of determining whether a quorum is present. Only "FOR" and "AGAINST" votes are counted for purposes of determining the votes received in connection with the proposal relating to the election of directors (Proposal No. 1), and therefore broker non-votes and abstentions have no effect on that proposal. Stockbrokers may not vote your shares on Proposal No. 1 without instructions from you. The affirmative vote of the majority of the shares present in person or represented by proxy and entitled to vote at the Annual Meeting is required to approve Proposal No. 2 and Proposal No. 3. Proposal No. 2 is advisory, meaning that it is not binding on the Board, although the Board will consider the outcome of the vote on this proposal. Abstentions have the effect of a vote "AGAINST" Proposal No. 2 and Proposal No. 3. Stockbrokers may vote your shares on Proposal No. 3 (but not on Proposal No. 2) without instructions from you. Shares resulting in broker non-votes, if any, are not entitled to vote and will have no effect on the outcome of these proposals. The affirmative vote of the majority of the shares outstanding and entitled to vote at the Annual Meeting is required to approve Proposal 4. Abstentions and broker non-votes, if any, have the effect of a vote "AGAINST" Proposal 4.

Who will count the vote?

Representatives of Broadridge Financial Services, Proxy Services, will serve as the inspector of elections and count the votes.

What does it mean if I receive more than one proxy card?

It means that you have multiple accounts at the transfer agent and/or with stockbrokers. Please sign and return all proxy cards to ensure that all your shares are voted.

Where can I access a list of stockholders?

The Group's list of registered stockholders as of March 29, 2022, the Record Date, will be available for inspection for 10 days prior to the Annual Meeting, in accordance with applicable law. The list of stockholders will also be available during the Annual Meeting through the meeting website for those stockholders who choose to attend.

What is the deadline for submitting stockholder proposals for inclusion in the Group's proxy materials for next year's Annual Meeting?

Any proposals that stockholders intend to submit for inclusion in next year's Group proxy materials must be received by the Corporate Secretary of the Group by the close of business (5:00 p.m. Pacific Time) on December 14, 2022. A proposal, together with any supporting statement, may not exceed 500 words and must comply with other requirements of Rule 14a-8 under the Securities Exchange Act of 1934. Please submit the proposal to the Corporate Secretary, California Water Service Group, 1720 North First Street, San Jose, California 95112-4508.

How can a stockholder propose a nominee for the Board or other business for consideration at a stockholders' meeting?

Stockholders who are entitled to vote at a stockholders' meeting may propose a nominee for the Board or other business for consideration at a meeting without seeking to have the matter included in the proxy materials for the Annual Meeting pursuant to Rule 14a-8. The bylaws contain the requirements for doing so. The bylaws are posted on the Group's website at **http://www.calwatergroup.com**. Physical copies of these documents are also available upon request to the Corporate Secretary, California Water Service Group, 1720 North First Street, San Jose, CA 95112-4508. Briefly, a stockholder must give timely prior notice of the matter to the Group. The notice must be received by the Corporate Secretary at the Group's principal place of business no less than 90 days before and no more than 120 days before the first anniversary of the prior year's Annual Meeting. For the 2023 Annual Meeting, to be timely, notice must be received by the Corporate Secretary not later than the close of business (5:00 p.m. Pacific Time) between January 25, 2023 and February 24, 2023. If we change the date of the Annual Meeting by more than 30 days before or more than 60 days after the date of the previous meeting, notice is due not less than 90 days nor more than 120 days before the Annual Meeting or the 10th day after we publicly announce the holding of the Annual Meeting. If the Group's Corporate Secretary receives notice of a matter after the applicable deadline, the notice will be considered untimely. In that case, or where notice is timely but the stockholder fails to satisfy the requirements of Rule 14a-4 under the Securities Exchange of 1934, the persons named as proxies may exercise their discretion in voting with respect to the matter when and if it is raised at the Annual Meeting.

The bylaws specify what the notice must contain. Stockholders must comply with applicable law with respect to matters submitted in accordance with the bylaws. The bylaws do not affect any stockholder's right to request inclusion of proposals in the Group's Proxy Statement under Rule 14a-8.

In addition to satisfying the deadlines in the advance notice provisions of our bylaws, stockholders who intend to solicit proxies in support of nominees submitted under these advance notice provisions for the 2023 Annual Meeting must provide the notice required under Rule 14a-19 to the Corporate Secretary not later than the close of business (5:00 p.m. Pacific Time) on March 26, 2023.

How can a stockholder or other interested parties contact the independent directors, the director who chairs the Board's executive sessions, or the full Board?

Stockholders or other interested parties may address inquiries to any of the Group's directors, to the lead director (who chairs the Board's executive sessions), or to the full Board, by email to stockholdercommunication@calwater.com or by writing to them in care of the Corporate Secretary, California Water Service Group, 1720 North First Street, San Jose, California 95112-4508. All such communications are sent directly to the intended recipient(s).

Where and when will I be able to find the results of the voting?

Preliminary results will be announced at the Annual Meeting. We will publish the final results in a current report on Form 8-K to be filed with the Securities and Exchange Commission ("SEC") within four business days of the Annual Meeting.

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 10-K

☒ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2021

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from to

Commission file No. 1-13883

CALIFORNIA WATER SERVICE GROUP

(Exact name of registrant as specified in its charter)

Delaware	**77-0448994**
(State or Other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification No.)
1720 North First Street San Jose, California	**95112**
(Address of Principal Executive Offices)	(Zip Code)

(408) 367-8200

(Registrant's Telephone Number, including Area Code)

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class:	Trading Symbol(s)	Name of Each Exchange on Which Registered:
Common Stock, $0.01 par value per share	CWT	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: **None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes☐ No☐

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 of Section 15(d) of the Act. Yes☐ No☐

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes☐ No☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232,405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes☐ No☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated Filer ☒ Accelerated filer ☐ Non-accelerated filer ☐ Smaller reporting company ☐
Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C.7262(b)) by the registered public accounting firm that prepared or issued its audit report. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes☐ No☒

The aggregate market value of the voting and non-voting common stock held by non-affiliates of the registrant was $2,364 million on June 30, 2021, the last business day of the registrant's most recently completed second fiscal quarter. The valuation is based on the closing price of the registrant's common stock as traded on the New York Stock Exchange.

The Common stock outstanding at February 7, 2022 was 53,713,475 shares.

DOCUMENTS INCORPORATED BY REFERENCE

Certain information required to be disclosed in Part III of this report is incorporated by reference from the registrant's definitive Proxy Statement for its Annual Meeting of Stockholders to be held on or about May 25, 2022. The proxy statement is expected to be filed no later than 120 days after the end of the fiscal year covered by this report.

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Form 10-K

PART I

Item 1. *Business.*

Forward-Looking Statements

This annual report, including all documents incorporated by reference, contains forward-looking statements within the meaning established by the Private Securities Litigation Reform Act of 1995. Forward-looking statements in this annual report are based on currently available information, expectations, estimates, assumptions and projections, and our management's beliefs, assumptions, judgments and expectations about us, the water utility industry and general economic conditions. These statements are not statements of historical fact. When used in our documents, statements that are not historical in nature, including words like "expects," "intends," "plans," "believes," "may," "estimates," "assumes," "anticipates," "projects," "predicts," "targets," "forecasts," "should," "could," "seeks," or variations of these words or similar expressions are intended to identify forward-looking statements. The forward-looking statements are not guarantees of future performance. They are based on numerous assumptions that we believe are reasonable, but they are open to a wide range of uncertainties and business risks. Consequently, actual results may vary materially from what is contained in a forward-looking statement.

Factors which may cause actual results to be different than those expected or anticipated include, but are not limited to:

- the impact of the ongoing COVID-19 pandemic and related public health measures;
- our ability to invest or apply the proceeds from the issuance of common stock in an accretive manner;
- governmental and regulatory commissions' decisions, including decisions on proper disposition of property;
- consequences of eminent domain actions relating to our water systems;
- changes in regulatory commissions' policies and procedures, such as the CPUC's decision in 2020 to preclude companies from proposing fully decoupled WRAMs in their next GRC filing (which impacted our 2021 GRC filing related to our operations commencing in 2023);
- the outcome and timeliness of regulatory commissions' actions concerning rate relief and other actions;
- increased risk of inverse condemnation losses as a result of climate change and drought;
- our ability to renew leases to operate water systems owned by others on beneficial terms;
- changes in California State Water Resources Control Board water quality standards;
- changes in environmental compliance and water quality requirements;
- electric power interruptions, especially as a result of Public Safety Power Shutoff (PSPS) programs;
- housing and customer growth;
- the impact of opposition to rate increases;
- our ability to recover costs;
- availability of water supplies;
- issues with the implementation, maintenance or security of our information technology systems;
- civil disturbances or terrorist threats or acts;
- the adequacy of our efforts to mitigate physical and cyber security risks and threats;
- the ability of our enterprise risk management processes to identify or address risks adequately;
- labor relations matters as we negotiate with the unions;
- changes in customer water use patterns and the effects of conservation;
- our ability to complete, successfully integrate, and achieve anticipated benefits from announced acquisitions;

- the impact of weather, climate, natural disasters, and actual or threatened public health emergencies, including disease outbreaks, on our operations, water quality, water availability, water sales and operating results and the adequacy of our emergency preparedness;
- restrictive covenants in or changes to the credit ratings on our current or future debt that could increase our financing costs or affect our ability to borrow, make payments on debt or pay dividends;
- risks associated with expanding our business and operations geographically; and
- the risks set forth in "Risk Factors" included elsewhere in this annual report.

In light of these risks, uncertainties and assumptions, investors are cautioned not to place undue reliance on forward-looking statements, which speak only as of the date of this annual report or as of the date of any document incorporated by reference in this annual report, as applicable. When considering forward-looking statements, investors should keep in mind the cautionary statements in this annual report and the documents incorporated by reference. We are not under any obligation, and we expressly disclaim any obligation, to update or alter any forward-looking statements, whether as a result of new information, future events or otherwise.

Overview

California Water Service Group is a holding company with seven operating subsidiaries: California Water Service Company (Cal Water), New Mexico Water Service Company (New Mexico Water), Washington Water Service Company (Washington Water), Hawaii Water Service Company, Inc. (Hawaii Water), TWSC, Inc. (Texas Water), and CWS Utility Services and HWS Utility Services LLC (CWS Utility Services and HWS Utility Services LLC being referred to collectively in this annual report as Utility Services). Cal Water, New Mexico Water, Washington Water, and Hawaii Water are regulated public utilities. Texas Water holds regulated and contracted wastewater utilities.

The regulated utility entities also provide some non-regulated services. Utility Services holds non-utility property and provides non-regulated services to private companies and municipalities outside of California (see Non-Regulated Activities below for more details). Cal Water was the original operating company and began operations in 1926.

Our business is conducted through our operating subsidiaries and we provide utility services to approximately two million people. The bulk of the business consists of the production, purchase, storage, treatment, testing, distribution and sale of water for domestic, industrial, public and irrigation uses, and the provision of domestic and municipal fire protection services. In some areas, we provide wastewater collection and treatment services, including treatment which allows water recycling. We also provide non-regulated water-related services under agreements with municipalities and other private companies. The non-regulated services include full water system operation, billing and meter reading services. Non-regulated operations also include the lease of communication antenna sites, lab services and promotion of other non-regulated services.

During the year ended December 31, 2021, there were no significant changes in the kind of products produced or services rendered by our operating subsidiaries, or in the markets or methods of distribution.

Our mailing address and contact information is:

California Water Service Group
1720 North First Street
San Jose, California 95112-4598
Telephone number: 408-367-8200
www.calwatergroup.com

Annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to these reports are available free of charge through our website at www.calwatergroup.com. The reports are available on our website as soon as reasonably practicable after such reports are filed with the SEC.

The content on any website referred to in this annual report is not incorporated by reference in this annual report unless expressly noted.

Regulated Business

California water operations are conducted by Cal Water, which provides service to approximately 494,500 customer connections in approximately 100 California communities through 21 separate districts, which are subject to regulation by the California Public Utilities Commission (CPUC). California water operations accounted for approximately 90.3% of our total customer connections and 91.9% of our total consolidated operating revenue.

We operate the City of Hawthorne and the City of Commerce water systems under lease agreements. In accordance with the lease agreements, we receive all revenues from operating the systems and are responsible for paying the operating costs. The City of Hawthorne and the City of Commerce lease revenues are governed through their respective city councils and are considered non-regulated because they are outside of the CPUC's jurisdiction. We report revenue and expenses for the City of Hawthorne and City of Commerce leases in operating revenue and operating expenses because we are entitled to retain all customer billings and are responsible for all operating expenses. These leases are considered "nontariffed products and services" (NTPS) by the CPUC and require a 10% revenue sharing with regulated customers.

In October of 2011, an agreement was negotiated with the City of Hawthorne to lease and operate its water system. The system, which is located near the Hermosa Redondo district, serves about half of Hawthorne's population. The capital lease agreement required an up-front $8.1 million lease deposit to the city that is being amortized over the lease term. Additionally, annual lease payments will be adjusted based on changes in rates charged to customers. Under the lease, we are responsible for all aspects of system operation and capital improvements, although title to the system and system improvements reside with the city. Capital improvements are recorded as depreciable plant and equipment and depreciated per the asset lives set forth in the agreement. In exchange, we receive all revenue from the water system, which was $11.4 million, $10.5 million, and $9.5 million in 2021, 2020, and 2019, respectively. At the end of the lease, the city is required to reimburse us for the unamortized value of capital improvements made during the term of the lease. The City of Hawthorne capital lease is a 15-year lease and expires in 2026.

In April of 2018, a renewal agreement was negotiated with the City of Commerce for us to continue to lease and to operate its water system for 15 years. Under the agreement, the operating lease requires us to pay $0.8 million per year in monthly installments. We have operated the City of Commerce water system since 1985 and are responsible for all operations, maintenance, water quality assurance, customer service programs, and financing capital improvements to provide a reliable supply of water that meets federal and state standards to customers served by the City of Commerce system. The City of Commerce retains title to the system and system improvements and remains responsible for setting its customers' water rates. We bear the risks of operation and collection of amounts billed to customers. In exchange, we receive all revenue from the water system, which was $3.4 million, $2.9 million, and $2.9 million in 2021, 2020, and 2019, respectively. The agreement allows us to request a rate change annually in order to recover costs.

Hawaii Water provides service to approximately 6,200 water and wastewater customer connections on the islands of Maui, Oahu, and Hawaii, including several large resorts and condominium complexes. Hawaii Water's regulated customer connections are subject to the jurisdiction of the Hawaii Public Utilities Commission (HPUC). Hawaii Water accounts for 1.1% of our total customer connections and approximately 4.5% of our total consolidated operating revenue.

Washington Water provides domestic water service to approximately 36,400 customer connections in the Tacoma, Olympia, Graham, Spanaway, Puyallup, and Gig Harbor areas. Washington Water's utility operations are regulated by the Washington Utilities and Transportation Commission. Washington Water accounts for approximately 6.6% of our total customer connections and approximately 2.7% of our total consolidated operating revenue.

New Mexico Water provides service to approximately 8,600 water and wastewater customer connections in the Belen, Los Lunas, Indian Hills, and Elephant Butte areas in New Mexico. New Mexico's regulated operations are subject to the jurisdiction of the New Mexico Public Regulation Commission. New Mexico Water accounts for approximately 1.6% of our total customer connections and 0.6% of our total consolidated operating revenue.

In May of 2021, Texas Water became the majority owner of BVRT, a Texas-based utility development company owning and operating four wastewater utilities serving growing communities outside of Austin and San Antonio. Texas Water initially invested funds to enable BVRT to continue to build wastewater infrastructure and converted its investment to equity. BVRT's five wastewater utilities currently serve or are under contract to serve over 1,900 customer connections, with an estimated potential total build-out of more than 61,000 connections. Texas Water accounts for approximately 0.4% of our total customer connections and 0.3% of our total consolidated operating revenue.

The state regulatory bodies governing our regulated operations are referred to as the Commissions in this annual report. Rates and operations for regulated customers are subject to the jurisdiction of the respective state's regulatory Commission. The Commissions require that water and wastewater rates for each regulated district are independently determined based on the cost of service. The Commissions are expected to authorize rates sufficient to recover normal operating expenses and allow the utility to earn a fair and reasonable return on invested capital.

We distribute and treat water and treat wastewater in accordance with accepted water utility methods. Where applicable, we hold franchises and permits in the cities and communities where we operate. The franchises and permits allow us to operate and maintain facilities in public streets and right-of-ways as necessary.

Non-Regulated Activities

Non-regulated revenue and expenses consist primarily of the operation of water systems that are owned by other entities under lease agreements, leasing of communication antenna sites on our properties, billing of optional third-party insurance programs to our residential customers, and unrealized gains or losses on benefit plan investments.

Fees for non-regulated activities are based on contracts negotiated between the parties. Under our non-regulated contract arrangements, we operate municipally owned water systems and privately owned water and recycled water distribution systems, but are not responsible for all operating costs. Non-regulated revenue received from non-leased water system operations is generally determined on a fee-per-customer basis.

In California, nearly all non-regulated activities are now considered NTPS. The prescribed accounting for these NTPS is incremental cost allocation plus revenue sharing with regulated customers. Non-regulated services determined to be "active activities" require a 10% revenue sharing, and "passive activities" require a 30% revenue sharing. The amount of non-regulated revenues subject to revenue sharing is the total billed revenues less any authorized pass-through costs. Some examples of CPUC authorized pass-through costs are purchased water, purchased power, and pump taxes. All of our non-regulated services, except for leasing communication antenna sites on our properties, are "active activities" subject to a 10% revenue sharing. Leasing communication antenna sites on our properties are "passive activities" subject to a 30% revenue sharing. Cal Water's annual revenue sharing with regulated customers was $3.1 million, $2.5 million, and $2.7 million in 2021, 2020, and 2019, respectively.

Operating Segment

We operate in one reportable segment, the supply and distribution of water and providing water-related utility services. For information about revenue from external customers, net income attributable to California Water Service Group and total assets, see "Item 8. Financial Statements and Supplementary Data."

Growth

We intend to continue exploring opportunities to expand our regulated and non-regulated water and wastewater activities, particularly in the western United States. The opportunities could include system acquisitions, lease arrangements similar to the City of Hawthorne and City of Commerce contracts, utility development investments similar to the BVRT investment, full service system operation and maintenance agreements, meter reading, billing contracts and other utility-related services.

Geographical Service Areas and Number of Customer Connections at Year-end

Our principal markets are users of water within our service areas. The approximate number of customer connections served in each regulated district, the City of Hawthorne and the City of Commerce, at December 31 is as follows:

(rounded to the nearest hundred)	2021	2020
SAN FRANCISCO BAY AREA/NORTH COAST		
Bay Area Region (serving South San Francisco, Colma, Broadmoor, San Mateo, San Carlos, Lucerne, Duncans Mills, Guerneville, Dillon Beach, Noel Heights and portions of Santa Rosa)	56,000	56,000
Bear Gulch (serving portions of Menlo Park, Atherton, Woodside and Portola Valley)	19,000	19,000
Los Altos (including portions of Cupertino, Los Altos Hills, Mountain View and Sunnyvale)	19,000	19,000
Livermore	19,000	18,900
	113,000	112,900
SACRAMENTO VALLEY		
Chico (including Hamilton City)	31,100	30,800
Oroville	3,700	3,700
Marysville	3,800	3,800
Dixon	3,100	3,100
Willows	2,400	2,400
	44,100	43,800
SALINAS VALLEY		
Salinas Valley Region (including Salinas and King City)	31,700	31,600
	31,700	31,600
SAN JOAQUIN VALLEY		
Bakersfield	73,700	73,500
Stockton	44,900	44,800
Visalia	47,400	46,700
Selma	6,600	6,500
Kern River Valley	4,000	4,000
	176,600	175,500
LOS ANGELES AREA		
East Los Angeles	27,000	26,900
Hermosa Redondo (serving Hermosa Beach, Redondo Beach and a portion of Torrance)	27,200	27,100
Dominguez (Carson and portions of Compton, Harbor City, Long Beach, Los Angeles and Torrance)	34,400	34,300
Los Angeles County Region (including Palos Verdes Estates, Rancho Palos Verdes, Rolling Hills Estates, Rolling Hills, Fremont Valley, Lake Hughes, Lancaster and Leona Valley)	25,800	25,700
Westlake (a portion of Thousand Oaks)	7,100	7,100
Hawthorne and Commerce (leased municipal systems)	7,600	7,700
	129,100	128,800
CALIFORNIA TOTAL	494,500	492,600
HAWAII	6,200	5,300
NEW MEXICO	8,600	8,500
WASHINGTON	36,400	36,600
TEXAS	1,900	—
COMPANY TOTAL	547,600	543,000

Rates and Regulation

The Commissions have plenary powers setting both rates and operating standards. As such, the Commissions' decisions significantly impact the Company's revenues, earnings, and cash flows. The amounts discussed herein are generally annual amounts, unless otherwise stated, and the financial impact to recorded revenue is expected to occur over a 12-month period from the effective date of the decision. In California, water utilities are required to make several different types of filings. Certain filings, such as General Rate Case (GRC) filings, escalation rate increase filings, and offset filings, may result in rate changes that generally remain in place until the next GRC. As explained below, surcharges and surcredits to recover balancing and memorandum accounts as well as GRC interim rate relief are temporary rate changes, having specific time frames for recovery.

The CPUC follows a rate case plan which requires Cal Water to file a GRC for each of its regulated operating districts (except Grand Oaks) every three years. In a GRC proceeding the CPUC not only considers the utility's rate setting requests, but may also consider other issues that affect the utility's rates and operations. The CPUC is generally required to issue its GRC decision prior to the first day of the test year or authorize interim rates. In accordance with the rate case plan, Cal Water filed its most recent GRC application in July of 2021 requesting rate changes effective January 1, 2023.

Between GRC filings, Cal Water may file escalation rate increases, which allow Cal Water to recover cost increases, primarily from inflation and incremental investments, during the second and third years of the rate case cycle. However, escalation rate increases are district specific and subject to an earnings test. The CPUC may reduce a district's escalation rate increase if, in the most recent 13-month period, the earnings test reflects earnings in excess of what was authorized for that district.

In addition, California water utilities are entitled to make offset requests via advice letter. Offsets may be requested to adjust revenues for construction projects authorized in GRCs when those capital projects go into service (these filings are referred to as "rate base offsets"), or for rate changes charged to Cal Water for purchased water, purchased power, and pump taxes (which are referred to as "expense offsets"). Rate changes approved in offset requests remain in effect until the next GRC is approved.

In pursuit of the State of California's water conservation goals, the CPUC decoupled Cal Water's revenue requirement from customer consumption levels in 2008 by authorizing a Water Revenue Adjustment Mechanism (WRAM) and Modified Cost Balancing Account (MCBA) for each district. The WRAM and MCBA ensure that Cal Water recovers revenues authorized by the CPUC regardless of customer consumption. This has removed the historical disincentive against promoting lower water usage among customers. Through an annual advice letter filing, Cal Water recovers any under-collected metered revenue amounts authorized, or refunds over-collected metered revenues, via surcharges and surcredits. The advice letters are generally filed in April of each year and address the net WRAM and MCBA balances recorded for the previous calendar year. The majority of WRAM and MCBA balances are collected or refunded through surcharges/surcredits over 12 and 18 months. The WRAM and MCBA amounts are cumulative, so if they are not amortized in a given calendar year, the balance is carried forward and included with the following year balance. Cal Water also has a Sales Reconciliation Mechanism (SRM) in place for 2021 and 2022 (the second and third years of its 2018 GRC), that allows the company to adjust its adopted sales forecast if actual sales vary from adopted sales by more than 5.0% in the prior year in a district. The SRM moderates the growth of the net WRAM and MCBA balances until the next GRC.

The CPUC issued a decision effective August 27, 2020 requiring that Class A companies submitting GRC filings after the effective date be (i) precluded from proposing the use of a full decoupling WRAM and (ii) allowed the use of Monterey-Style Water Revenue Adjustment Mechanisms (MWRAM) and Incremental Cost Balancing Accounts (ICBA). The MWRAM tracks the difference between the revenue received for actual metered sales through the tiered volumetric rate and the revenue that would have been received with the same actual metered sales if a uniform rate had been in effect. The ICBA tracks differences in the authorized prices of water production costs and actual prices of water production costs. Cal Water has complied with this decision in its recent 2021 GRC filing.

Regulatory Activity—California

2021 GRC Filing

On July 2, 2021, Cal Water filed its 2021 GRC requesting water infrastructure investments of $1.0 billion in accordance with the rate case plan for all of its regulated operating districts for the years 2022, 2023, and 2024. The CPUC will evaluate the water infrastructure improvement investments along with operating budgets to establish water rates that reflect the actual cost of service. The CPUC will also evaluate Cal Water's proposed rate design changes that would improve revenue stability and provide a discounted unit rate to the first six units of water per month for residential customers. In the proposal, this block of usage would be charged at 25% of the second tier rate. The CPUC has recognized this six-unit block as essential for basic needs. As part of the rate design changes, Cal

Water has also proposed the use of a MWRAM and ICBA. The required filing was the start of an approximately 18-month review process, with any changes in customer rates expected to become effective in 2023. Cal Water has proposed to the CPUC to increase revenues by $80.5 million, or 11.1%, in 2023; $43.6 million, or 5.4%, in 2024; and $43.2 million, or 5.1%, in 2025 to support these investments. If approved as filed, we expect that the average residential customer bill would increase less than $5 per month across all of Cal Water's service areas. Cal Water is in the process of reviewing parties' recommendations, evaluating the validity of underlying data, and composing rebuttal testimony. Settlement negotiations with the California Public Advocates Office and intervenors will begin in the second quarter of 2022, and evidentiary hearings are scheduled for the second quarter of 2022. Any rate change because of this filing is expected to be effective on January 1, 2023.

Escalation Increase Requests

As a part of the decision on the 2018 GRC, Cal Water was authorized to request annual escalation rate increases for 2021 and 2022 for those districts that passed the earnings test. In December of 2020, Cal Water requested escalation rate increases for 2021 in 13 of its regulated districts. The increase in annual adopted gross revenue associated with the December 2020 filing was $8.2 million. The new rates were implemented on February 1, 2021.

In November of 2021, Cal Water requested escalation rate increases for 2022 in 19 of its regulated districts. The increase in annual adopted gross revenue associated with the November 2021 filing was $21.7 million. The new rates were implemented on January 1, 2022.

Expense Offset Requests

Expense offsets are dollar-for-dollar increases in revenue to match increased expenses, and therefore do not affect net operating income. In November of 2020, Cal Water submitted an advice letter to request offsets for increases in purchased water costs and pump taxes in seven of its regulated districts totaling $5.5 million. The new rates were implemented on February 1, 2021.

In September of 2021, Cal Water submitted an advice letter to request offsets for increases in purchased water costs and pump taxes in one of its regulated districts totaling $1.8 million. The new rates were implemented on October 1, 2021.

In December of 2021, Cal Water submitted an advice letter to request offsets for increases in purchased water costs and pump taxes in seven of its regulated districts totaling $5.2 million. The new rates were implemented on January 1, 2022.

Rate Base Offset Requests

For construction projects authorized in GRCs as advice letter projects, Cal Water is allowed to request rate base offsets to increase revenues after the project goes into service. In July of 2020, Cal Water submitted an advice letter to recover $9.0 million of annual revenue increase for a rate base offset in one of its regulated districts. The new rates were implemented on February 1, 2021.

In November of 2021, Cal Water submitted an advice letter to recover $0.2 million of annual revenue increase for a rate base offset in one of its regulated districts. The new rates were implemented on January 1, 2022.

WRAM/MCBA Filings

In April of 2021, Cal Water submitted an advice letter to true up the revenue under-collections for the 2020 annual WRAMs/MCBAs of its regulated districts. A net under-collection of $39.6 million is being recovered/refunded from/to customers in the form of 12, 18, and greater-than-18-month surcharges and 6 and 12-month surcredits. The new rates incorporate net WRAM/MCBA balances that were previously approved for recovery, and were implemented on April 15, 2021.

Interim Rates Memorandum Account

The 2018 GRC was approved in December of 2020. Final rates for the 2018 GRC were implemented as of February 1, 2021. As a result, Cal Water calculated and recorded a regulatory asset of $55.7 million and a corresponding increase to revenue for the difference between final rates and interim rates for the 13-month period

January 1, 2020 to January 31, 2021. Cal Water also recorded a regulatory liability of $1.6 million and a corresponding decrease to regulatory assets for LIRA and RSF program credits that would have been given to customers had the rate case been approved on time.

In the second quarter of 2021, Cal Water submitted advice letters to request amortization of the IRMA. The new rates were implemented on June 15, 2021. The net under collection of IRMA is being recovered/refunded in the form of 13, 18, 24, and 36-month surcharges and 13-month surcredits.

2015 GRC PCBA and HCBA Filings

During the first six months of 2021, Cal Water submitted advice letters to amortize the PCBA and HCBA from the 2015 GRC that tracked the difference between adopted and actual costs for the period of 2017-2019. For the PCBA, $21.3 million is being recovered from customers in the form of 12 and 24-month surcharges as actual pension costs during 2017-2019 were higher than the adopted pension costs. For the HCBA, $4.3 million is being refunded to customers in the form of 12 month surcredits as actual health care costs during 2017-2019 were lower than the adopted health care costs. The new rates were implemented on June 15, 2021.

Cost of Capital Application

By order of the CPUC in its rate case plan for water utilities, Cal Water and three other large water companies (scheduled companies) were required to request a review of their cost of capital for 2021 through 2023 by May 1, 2020. On January 22, 2020, Cal Water and the scheduled companies requested the CPUC to allow a one-year extension to file their Cost of Capital applications by May 1, 2021, rather than May 1, 2020. As part of the request, the companies proposed that there be no changes to their respective costs of capital during the one-year extension. This condition mirrored the condition included in the CPUC's previous approvals of the water companies' requests for cost of capital extensions. The companies indicated that postponing the filing one year would alleviate administrative processing costs and provide relief for both CPUC and company resources already strained by numerous CPUC proceedings. On March 11, 2020, the CPUC granted Cal Water and the scheduled companies an extension to May 1, 2021 to file their cost of capital application. As the filing due date fell on a weekend, the filing was due on the following business day of May 3, 2021.

On May 3, 2021, Cal Water filed its required application with the CPUC to review its cost of capital for 2022 through 2024. Cal Water requested a return on equity of 10.35%, a cost of debt of 4.23%, and a 53.4% equity capital structure. The CPUC will evaluate the proposal along with proposals of other parties, and in accordance with its standard process, is currently expected to issue a decision in the third quarter of 2022. In past rate proceedings, the Commission has made rates retroactive to the first day of the original test period, which in this case is January 1, 2022.

California Drought Memorandum Account (DRMA)

In June of 2021, Cal Water submitted advice letters to request a DRMA to track the incremental operational and administrative costs incurred to further implement updated Rule 14.1 for voluntary conservation measures and Schedule 14.1 for mandatory rationing measures, including activities related to enhanced conservation efforts, staffing, and capital expenditures to ensure a safe, reliable supply of water. The DRMA would also track monies paid by customers for fines, penalties, or other compliance measures associated with water use violations; and penalties paid by Cal Water to its water wholesalers. The advice letters were approved by the CPUC with an effective date of June 14, 2021.

Palos Verdes Peninsula Water Reliability Project (Project)

In 2002, Cal Water commissioned a Water System Master Plan (Master Plan) for the Palos Verdes water system. The Master Plan identified the high-priority need to augment the existing potable water system with new transmission mains and a new pump station to improve the capacity and reliability of the water system. This resulted in the development of a capital project known as the Project. Before the Project, a single pipeline that is over 60 years old delivered potable water to approximately 90 percent of the Peninsula, and a second pipeline of the same age delivered water to the remaining 10 percent. Both of these pipelines were approaching the end of their useful lives.

The CPUC authorized Cal Water to recover revenue associated with costs up to a cap of $96.1 million after the Project is in service, subject to the CPUC's reasonableness review. In 2020, the Project was completed and an Advice Letter 2387 asking for authority to increase rates reflecting the Project costs up to the cap, with an effective date of August 27, 2020 was filed. The advice letter was approved on January 29, 2021. New rates were implemented on February 1, 2021, with the revenue requirement being effective as of August 27, 2020.

Due to the complexity of the project, Cal Water estimates total project costs exceeded the advice letter cap of $96.1 million. Amongst other things, the 2021 GRC filing requests authority to open a memorandum account allowing Cal Water to track incremental capital-related costs associated with this project.

Regulatory Activity—Other States

2021 Washington Water GRC (Washington Water)

On July 15, 2021, Washington Water filed a GRC application with the Washington Utilities and Transportation Commission (WUTC) requesting a phased-in consolidation of its East Pierce Water System with its legacy Washington Water system. The requested annual revenue increase is $3.1 million and is proposed to be implemented over 3 years. After working with the WUTC and Public Counsel, the Company updated its application on February 2, 2022 with a revised annual revenue increase of $1.0 million and eliminated the 3-year rate increase proposal. The WUTC approved the GRC application on February 10, 2022 with an effective date of February 15, 2022.

Kona Water Service Company GRC (Hawaii Water)

In May of 2021, Hawaii Water submitted a private letter ruling (PLR) to the IRS requesting a ruling on the treatment of deferred taxes because of the TCJA. A favorable decision on the PLR was received on November 18, 2021. Hawaii Water is awaiting direction from the HPUC.

Kapalua Water Company and Kapalua Waste Treatment Company (Hawaii Water)

In the first quarter of 2021, Hawaii Water Service received approval from the Hawaii Public Utilities Commission (HPUC) to acquire the assets of Kapalua Water Company and Kapalua Waste Treatment Company from Maui Land and Pineapple Company. Hawaii Water took control of the water and wastewater systems on May 1, 2021.

HOH Utilities Company (Hawaii Water)

In June of 2021, Hawaii Water signed an agreement to acquire the assets of HOH Utilities Company, a wastewater utility located in the growing Poipu/Koloa area of Kauai County on the island of Kauai. The acquisition is subject to satisfaction of customary closing conditions, including approval by the HPUC.

Hawaii Water is expected to own and manage the wastewater utility, which currently serves almost 1,800 residential, commercial, and resort customers in Poipu and Koloa, including three hotels, condominiums, multi-family housing, a golf course, and single-family homes.

An application for approval of the transaction was submitted to the HPUC in September of 2021. A commission decision is expected in the third quarter of 2022.

Keauhou Community Services, Inc. (Hawaii Water)

In December 2020, Hawaii Water entered into an asset purchase agreement with Keauhou Community Services, Inc. (KCSI). KCSI is a utility that provides wastewater service in the Keauhou area of North Kona. The acquisition is subject to satisfaction of customary closing conditions, including approval by the HPUC.

Hawaii Water has operated the system under an operations and maintenance agreement since 2018. Upon close, Hawaii Water will own and operate the utility, which consists of residential, commercial, and resort customers.

An application for approval of the transaction was submitted to the HPUC in October of 2021. A commission decision is expected in the fourth quarter of 2022.

Kalaeloa Water Company GRC (Hawaii Water)

In August of 2021, a GRC application requesting an increase of revenues for Kalaeloa was submitted with the HPUC. If approved, the combined increase for water and sewer service revenue is $0.3 million. A commission decision is expected in the third quarter of 2022.

BVRT Utility Holding Company (BVRT) (Texas Water)

In May of 2021, Texas Water became the majority owner of BVRT, a Texas-based utility development company owning and operating four wastewater utilities serving growing communities outside of Austin and San Antonio. Texas Water initially invested funds to enable BVRT to continue to build wastewater infrastructure and converted its investment to equity. BVRT's five wastewater utilities currently serve or are under contract to serve over 3,800 connections, with an estimated potential total build-out of more than 61,000 connections.

Water Supply

Our source of supply varies among our operating districts. Certain districts obtain all of their supply from wells; some districts purchase all of their supply from wholesale suppliers; and other districts obtain supply from a combination of wells and wholesale suppliers. A small portion of supply comes from surface sources and is processed through Company-owned water treatment plants. To the best of management's knowledge, we are meeting water quality, environmental, and other regulatory standards for all Company-owned systems.

Historically, approximately half of our annual water supply is pumped from wells. State groundwater management agencies operate differently in each state. Some of our wells extract ground water from water basins under state ordinances. These are adjudicated groundwater basins, in which a court has settled the dispute between landowners, or other parties over how much annual groundwater can be extracted by each party. All of our adjudicated groundwater basins are located in the State of California. Our annual groundwater extraction from adjudicated groundwater basins approximates 5.4 billion gallons or 10.3% of our total annual water supply pumped from wells. Historically, we have extracted less than 100% of our annual adjudicated groundwater rights and have the right to carry forward up to 20% of the unused amount to the next annual period. All of our remaining wells extract ground water from managed or unmanaged water basins. There are no set limits for the ground water extracted from these water basins. Our annual groundwater extraction from managed groundwater basins approximates 32.1 billion gallons or 61.1% of our total annual water supply pumped from wells. Our annual groundwater extraction from unmanaged groundwater basins approximates 15.0 billion gallons or 28.6% of our total annual water supply pumped from wells. Most of the managed groundwater basins we extract water from have groundwater recharge facilities. We are required to financially support these groundwater recharge facilities by paying well pump taxes. Our well pump taxes for 2021, 2020, and 2019 were $15.3 million, $12.6 million, and $11.5 million, respectively. In 2014, the State of California enacted the Sustainable Groundwater Management Act of 2014. The law and its implementing regulations require most basins to select a sustainability agency by 2017, develop a sustainability plan by the end of 2022, and show progress toward sustainability by 2027. We expect that after the act's provisions are fully implemented, substantially all the Company's California groundwater will be produced from sustainably managed and adjudicated basins.

California's normal weather pattern yields little precipitation between mid-spring and mid-fall. The Washington Water service areas receive precipitation in all seasons, with the heaviest amounts during the winter. New Mexico Water's rainfall is heaviest in the summer monsoon season. Hawaii Water receives precipitation throughout the year, with the largest amounts in the winter months. Water usage in all service areas is highest during the warm and dry summers and declines in the cool winter months. Rain and snow during the winter months in California replenish underground water aquifers and fill reservoirs, providing the water supply for subsequent delivery to customers. As of December 31, 2021, the State of California snowpack water content during the 2021-2022 water year is 51% of long-term averages (per the California Department of Water Resources, Northern Sierra Precipitation Accumulation report). The northern Sierra region is the most important for the state's urban water supplies. The central and southern portions of the Sierras have recorded 58% and 55%, respectively, of long-term averages. Management believes that, notwithstanding higher-than-average snowpack water content, supply pumped from underground aquifers and purchased from wholesale suppliers will be adequate to meet customer demand during 2022 and thereafter. Long-term water supply plans are developed for each of our districts to help assure an adequate water supply under various operating and supply conditions. Some districts have unique challenges in meeting water quality standards, but management believes that supplies will meet current standards using currently available treatment processes.

On May 31, 2018, California's Governor signed two bills (Assembly Bill 1668 and Senate Bill 606) into law that will establish long-term standards for water use efficiency. The bills revise and expand the existing urban water management plan requirements to include five-year drought risk assessments, water shortage contingency plans, and annual water supply/demand assessments. By June 30, 2022, the California State Water Resources Control Board, in conjunction with the California Department of Water Resources, is expected to establish long-term water use standards for indoor residential use, outdoor residential use, water losses, and other uses. Cal Water will also be required to calculate and report on urban water use target by November 1, 2023 and each November 1 thereafter, that compares actual urban water use to the target. Management believes that Cal Water is well positioned to comply with all such regulations.

The following table shows the estimated quantity of water purchased and the percentage of purchased water to total water production in each California operating district that purchased water in 2021. Other than noted below, all other districts receive 100% of their water supply from wells.

District	Water Purchased (MG)	Percentage of Total Water Production	Source of Purchased Supply
SAN FRANCISCO BAY AREA/NORTH COAST			
Bay Area Region*	6,718	99%	San Francisco Public Utilities Commission and Yolo County Flood Control & Water Conservation District
Bear Gulch	3,971	100%	San Francisco Public Utilities Commission
Los Altos	2,324	62%	Santa Clara Valley Water District
Livermore	2,485	85%	Alameda County Flood Control and Water Conservation District, Zone 7
SACRAMENTO VALLEY			
Oroville	941	99%	Pacific Gas and Electric Co. and County of Butte
SAN JOAQUIN VALLEY			
Bakersfield	9,778	48%	Kern County Water Agency and City of Bakersfield
Stockton	6,885	89%	Stockton East Water District
LOS ANGELES AREA			
East Los Angeles	1,495	33%	Central Basin Municipal Water District
Dominguez	9,018	89%	West Basin Municipal Water District and City of Torrance
City of Commerce	614	87%	Central Basin Municipal Water District
City of Hawthorne	1,094	89%	West Basin Municipal Water District
Hermosa Redondo	3,144	86%	West Basin Municipal Water District
Los Angeles County Region**	5,840	97%	West Basin Municipal Water District and Antelope Valley-East Kern Water Agency
Westlake	2,421	100%	Calleguas Municipal Water District and Triunfo Water and Sanitation District
Kern River Valley	66	25%	City of Bakersfield

MG = million gallons

* Bay Area Region includes Bayshore and Redwood Valley

** Los Angeles County Region includes Palos Verdes and Antelope Valley

The Bear Gulch district obtains a portion of its water supply from surface runoff from the local watershed. The Oroville district in the Sacramento Valley, the Bakersfield district in the San Joaquin Valley, and the Kern River Valley district in the Los Angeles Area purchase water from a surface supply. Surface sources are processed through our water treatment plants before being delivered to the distribution system. The Bakersfield district also purchases treated water as a component of its water supply.

The Chico, Marysville, Dixon, and Willows districts in the Sacramento Valley, the Salinas Valley Region district in the Salinas Valley, the Selma and Visalia districts in the San Joaquin Valley, and the TAFB in Solano County obtain their entire supply from wells.

Purchases for the Los Altos, Livermore, Oroville, Redwood Valley, Stockton, and Bakersfield districts are pursuant to long-term contracts expiring on various dates after 2021. The water supplies purchased for the Dominguez, East Los Angeles, Hermosa Redondo, Palos Verdes, and Westlake districts as well as the Hawthorne and Commerce systems are provided by public agencies pursuant to a statutory obligation of continued non-preferential service to purveyors within the agencies' boundaries. Purchases for the Bayshore and Bear Gulch districts are in accordance with long-term contracts with the San Francisco Public Utilities Commission (SFPUC) until June 30, 2034.

Management anticipates water supply contracts will be renewed as they expire though the price of wholesale water purchases is anticipated to increase in the future.

Shown below are wholesaler price rates and increases that became effective in 2021, and estimated wholesaler price rates and percent changes for 2022. In 2021, several districts experienced purchased water rate increases, resulting in the filing of several purchased water offsets.

District	Effective Month	2020 Unit Cost	Percent Change	Effective Month	2021 Unit Cost	Percent Change
Antelope	January	$ 665.00 /af	2.6%	January	$ 699.00 /af	5.1%
Bakersfield(1)	July	$ 179.00 /af	—	July	$ 179.00 /af	—
Bear Gulch	July	$ 4.10 /ccf	—	July	$ 4.10 /ccf	—
Commerce(2)	July	$ 1,302.00 /af	2.7%	January	$ 1,313.00 /af	0.8%
Dominguez(2)	July	$ 1,449.00 /af	3.1%	January	$ 1,488.00 /af	2.7%
East Los Angeles(2)	July	$ 1,302.00 /af	2.7%	January	$ 1,313.00 /af	0.8%
Hawthorne(2)	July	$ 1,449.00 /af	3.1%	January	$ 1,488.00 /af	2.7%
Hermosa-Redondo(2)	July	$ 1,449.00 /af	3.1%	January	$ 1,488.00 /af	2.7%
Livermore	January	$ 2.10 /ccf	—	January	$ 2.06 /ccf	(1.9)%
Los Altos	July	$ 1,614.00 /af	9.5%	July	$ 1,614.00 /af	—
Oroville(2)	April	$ 188,381.02 /yr	1.8%	April	$ 188,381.02 /yr	—
Palos Verdes(2)	July	$ 1,449.00 /af	3.1%	January	$ 1,488.00 /af	2.7%
Mid-Peninsula	July	$ 4.10 /ccf	—	July	$ 4.10 /ccf	—
Redwood Valley	April	$ 69.24 /af	—	April	$ 69.24 /af	—
South San Francisco	July	$ 4.10 /ccf	—	July	$ 4.10 /ccf	—
Stockton	April	$1,452,239.35/mo	—	April	$1,381,239.77/mo	(4.9)%
Westlake	January	$ 1,507.00 /af	2.4%	January	$ 1,561.00 /af	3.6%

af = acre foot;

ccf = hundred cubic feet;

yr = fixed annual cost;

mo = fixed monthly cost

(1) untreated water

(2) wholesaler price changes occur every six months

We work with all local suppliers and agencies responsible for water supply to enable adequate, long-term supply for each system.

See Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations—Water Supply" for more information on adequacy of supplies.

Seasonal Fluctuations

In California, our customers' consumption pattern of water varies with the weather, in terms of rainfall and temperature. In the WRAM and MCBA design, the CPUC considers the historical pattern in determining the adopted sales and production costs. With a majority of our sales being subject to the WRAM and production costs being covered by the MCBA, fluctuations in financial results have been minimized. However, cash flows from operations and short-term borrowings on our credit facilities can be significantly impacted by seasonal fluctuations including recovery of the WRAM and MCBA.

Our water business is seasonal in nature. Weather conditions can have a material effect on customer usage. Customer demand for water generally is lower during the cooler and rainy winter months. Demand increases in the spring when warmer weather returns and the rains end, and customers use more water for outdoor purposes such as landscape irrigation. Warm temperatures during the generally dry summer months result in increased demand. Water usage declines during the late fall as temperatures decrease and the rainy season begins. During years in which precipitation is especially heavy or extends beyond the spring into the early summer, customer demand can decrease from historic normal levels, generally due to reduced outdoor water usage. Likewise, an early start to the rainy season during the fall can cause a decline in customer usage. As a result, seasonality of water usage has a significant impact on our cash flows from operations and borrowing on our short-term facilities.

Utility Plant Construction

We have continually extended, enlarged, and replaced our facilities as required to meet increasing demands and to maintain the water systems. We obtain construction financing using funds from operations, long-term financing, advances for construction and contributions in aid of construction that are funded by developers. Advances for construction are cash deposits from developers for construction of water facilities or water facilities deeded from developers. These advances are generally refundable without interest over a period of 40 years in equal annual payment amounts and developer-installed facilities are exempt from corporate income taxes. Contributions in aid of construction consist of nonrefundable cash deposits or facilities transferred from developers, primarily for fire protection and relocation projects. We cannot control the amounts received from developers. This amount fluctuates from year-to-year as the level of construction activity carried on by developers varies. This activity is impacted by the demand for housing, commercial development, and general business conditions, including interest rates.

See Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations—Liquidity and Capital Resources" for additional information.

Energy Reliability

We continue to use power efficiently to minimize the power expenses passed on to our customers, and maintain backup power systems to continue water service to our customers if the power companies' supplies are interrupted. If future legislation limits emissions from the power generation process, our cost of power may increase. Any increase in the cost of power will be passed along to our California customers through the MCBA or included in our cost of service paid by our customers as requested in our GRC filings. Many of our well sites are equipped with emergency electric generators designed to produce electricity to keep the wells operating during power outages. Storage tanks also provide customers with water during blackout periods.

During 2021 and 2020, we leased additional emergency generators to respond to potential PSPSs, an electric utility operating paradigm approved by the CPUC.

Security at Company Facilities

Due to terrorism and other risks, we have heightened security at our facilities and have taken added precautions to protect our employees and the water delivered to customers. In 2002, federal legislation was enacted that resulted in new regulations concerning security of water facilities, including submitting vulnerability assessment studies to the federal government. We have complied with regulations issued by the U.S. Environmental Protection Agency (EPA) pursuant to federal legislation concerning vulnerability assessments and have made filings to the EPA as required. In addition, communication plans have been developed as a component of our procedures. While we do not make public comments on our security programs, we have been in contact with federal, state, and local law enforcement agencies to coordinate and improve our water delivery systems' security.

In accordance with the 2018 America's Water Infrastructure Act (AWIA), we are required to conduct additional risk and resilience assessments and develop emergency response plans for each of our water systems. These assessments and plans include natural hazards as well as malevolent acts. The first such assessments were filed in 2020. They will be reviewed and resubmitted every five years.

While we do not make public comments on our security programs, we have been in contact with federal, state, and local law enforcement agencies to coordinate and improve our water delivery systems' security

Competition and Condemnation

Our principal operations are regulated by the Commission of each state. Under state laws, no privately owned public utility may compete within any service territory that we already serve without first obtaining a certificate of public convenience and necessity from the applicable Commission. Issuance of such a certificate would only be made upon finding that our service is deficient. To management's knowledge, no application to provide service to an area served by us has been made.

State law in California provides that whenever a public agency constructs facilities to extend a utility system into the service area of a privately owned public utility, such an act constitutes the taking of property and requires reimbursement to the utility for its loss. State law in Washington and other states recognize chartered service areas but do not have specific statutes. State statutes allow municipalities, water districts and other public agencies to own and operate water systems. These agencies are empowered to condemn properties already operated by privately owned public utilities. The agencies are also authorized to issue bonds, including revenue bonds, for the purpose of acquiring or constructing water systems. However, if a public agency were to acquire utility property by eminent domain action, the utility would be entitled to just compensation for its loss. In Washington, annexation was approved in February 2008 for property served by us on Orcas Island; however, we continue to serve the customers in the annexed area and do not expect the annexation to affect our operations. To management's knowledge, other than the Orcas Island property, no municipality, water district, or other public agency is contemplating or has any action pending to acquire or condemn any of our systems.

Government Regulations

Our water and wastewater services are governed by various federal and state environmental protection, health and safety laws, and regulations. These provisions establish criteria for drinking water and for discharges of water, wastewater, and airborne substances. The EPA, state water quality regulators, and other state regulatory authorities promulgate numerous nationally and locally applicable standards, including maximum contaminant levels (MCLs) for drinking water. We believe we are currently in compliance with all of the MCLs promulgated to date.

Environmental Matters

Our operations are subject to environmental regulation by various governmental authorities. Environmental health and safety programs have been designed to provide compliance with water discharge regulations, underground and above-ground fuel storage tank regulations, hazardous materials management plans, hazardous waste regulations, air quality permitting requirements, wastewater discharge limitations, and employee safety issues related to hazardous materials. In addition, we actively investigate alternative technologies for meeting environmental regulations and continue the traditional practices of meeting environmental regulations.

For a description of the material effects that compliance with environmental regulations may have on us, see Item 1A. "Risk Factors—Risks Related to Our Regulatory Environment." We expect environmental regulation to increase, resulting in higher operating costs in the future, and there can be no assurance that the Commissions would approve rate increases to enable us to recover these additional compliance costs.

Quality of Water Supply

Our operating practices are designed to produce potable water in accordance with accepted water utility practices. Water entering the distribution systems from surface sources is treated in compliance with federal and state Safe Drinking Water Act (SDWA) standards. Most well supplies are chlorinated or chloraminated for disinfection. Water samples from each water system are analyzed on a regular, scheduled basis in compliance with regulatory requirements. We operate a state-certified water quality laboratory at the San Jose Customer Support Services Office that provides testing for most of our California operations. Certain tests in California are contracted with independent certified labs qualified under the Environmental Laboratory Accreditation Program. Local independent state certified labs provide water sample testing for the Washington, New Mexico and Hawaii operations.

In recent years, federal and state water quality regulations have resulted in increased water sampling requirements. The SDWA continues to be used to monitor and regulate additional potential contaminants to address public health concerns. The State of California has continued to adopt new water quality regulations, which may be in addition to those adopted by the EPA. We monitor water quality standard changes and upgrade our treatment capabilities to maintain compliance with the various regulations.

Impact of Climate Change Legislation and Regulation

Our operations depend on power provided by other public utilities and, in emergencies, power generated by our portable and fixed generators. If future legislation limits emissions from the power generation process, our cost of power may increase. Any increase in the cost of power will be passed along to our California customers through the MCBA or included in our cost of service paid by our customers as requested in our GRC filings.

We maintain a fleet of vehicles to provide service to our customers, including a number of heavy-duty diesel vehicles that were retrofitted to meet California emission standards. If future legislation further affects the cost to operate the fleet or the fleet acquisition cost in order to meet certain emission standards, it will increase our cost of service and our rate base. Any increase in fleet operating costs associated with meeting emission standards will be included in our cost of service paid by our customers as requested in our GRC filings. While recovery of these costs is not guaranteed, we would expect recovery in the regulatory process.

Under the California Environmental Quality Act (CEQA), all capital projects of a certain type (primarily wells, tanks, major pipelines, and treatment facilities) require mitigation of greenhouse gas emissions. The cost to prepare the CEQA documentation and permit will be included in our capital cost and added to our rate base, which will be requested to be paid for by our customers. Any increase in the operating cost of the facilities will also be included in our cost of service paid by our customers as requested in our GRC filings. While recovery of these costs is not guaranteed, we would expect recovery in the regulatory process.

Cap and trade regulations were implemented in 2012 with the goal of reducing emissions to 1990 levels by the year 2020. These regulations have not affected water utilities at this time. In the future, if we are required to comply with these regulations, any increase in operating costs associated with meeting these standards will be included in our cost of service paid by our customers as requested in our GRC filings. While recovery of these costs is not guaranteed, we would expect recovery in the regulatory process.

Human Capital Resources

We believe our employees are our most important resources and are critical to our continued success. We focus significant attention on attracting and retaining talented and experienced individuals to manage and support our operations. We offer our employees a broad range of company-paid benefits, and we believe our compensation package and benefits are competitive with others in our industry. Additional information about our employee benefit plans is included in Note 12.

We are committed to hiring, developing and supporting a diverse and inclusive workplace. Our employees are expected to exhibit and promote honest, ethical, and respectful conduct in the workplace. All of our employees must adhere to a code of conduct that sets standards for appropriate behavior and includes required internal training on preventing, identifying, reporting and stopping any type of discrimination.

Employee health and safety in the workplace is one of the Company's core values. Safety efforts are led by the Corporate Safety Committee and supported by safety committees that operate at the local level. Hazards in the workplace are actively identified and management tracks incidents so remedial actions can be taken to improve workplace safety. The COVID-19 pandemic has underscored for us the importance of keeping our employees safe and healthy. In response to the pandemic, the Company has taken actions aligned with the World Health Organization and the Centers for Disease Control and Prevention to protect its workforce so they can more safely and effectively perform their work.

Our management team supports a culture of developing future leaders from our existing workforce, enabling us to promote from within for many leadership positions. We believe this provides long-term focus and continuity to our operations while also providing opportunities for the growth and advancement of our employees. Our focus on retention is evident in the length of service of our management team. The average tenure of our management team is over 16 years.

Employee levels are managed to align with the pace of business and management believes it has sufficient human capital to operate its business successfully. Management believes that the Company's employee relations are favorable. At December 31, 2021, we had 1,182 employees, including 1,047 at Cal Water, 74 at Washington Water, 47 at Hawaii Water, 14 at New Mexico Water, and no employees at Texas Water. In California, the Utility Workers Union of America (UWUA), AFL-CIO represents our non-exempt field, customer service, and non-confidential clerical employees. The International Federation of Professional and Technical Engineers (IFPTE), AFL-CIO represents our professional and technical engineering and water quality laboratory employees.

As of December 31, 2021, we had 642 employees represented by the UWUA and 85 employees represented by the IFPTE. In 2021, we reached a six-year agreement with both unions on a new contract that runs from May 14, 2021 (UWUA) and October 4, 2021 (IFPTE) through February 28, 2027. The agreement continues to provide our employees with a market competitive pay and benefits package.

Employees at Hawaii Water, Washington Water, and New Mexico Water are not represented by a labor union.

Information About Our Executive Officers

Name	Positions and Offices with California Water Service Group	Age
Martin A. Kropelnicki(1)	President and Chief Executive Officer since September 1, 2013. Formerly, President and Chief Operating Officer (2012-2013), Chief Financial Officer and Treasurer (2006-2012), served as Chief Financial Officer of Power Light Corporation (2005-2006), Chief Financial Officer and Executive Vice President of Corporate Services of Hall Kinion and Associates (1997-2004), Deloitte & Touche Consulting (1996-1997), held various positions with Pacific Gas & Electric (1989-1996).	55
Thomas F. Smegal III(2).	Vice President, Chief Financial Officer and Treasurer since October 1, 2012. Formerly, Vice President, Regulatory Matters and Corporate Relations (2008-2012), Manager of Rates (2002-2008), Regulatory Analyst (1997-2002), served as Utilities Engineer at the California Public Utilities Commission (1990-1997).	54
Paul G. Townsley(2)	Vice President, Corporate Development since January 1, 2022. Formerly, Vice President of Corporate Development and Chief Regulatory Matters Officer (2019-2021), Vice President of Rates and Regulatory Matters (2013-2018), Divisional Vice President, Operations and Engineering for EPCOR Water USA (2012-2013), served as President of American Water Works Company subsidiaries in Arizona, New Mexico, and Hawaii (2007-2012), served as American Water Works Company's President, Western Region (2002-2007), held various other positions with Citizens Utilities Company (1982-2002).	64
Robert J. Kuta(2)	Vice President, Engineering and Chief Water Quality and Environmental Compliance Officer effective January 1, 2019. Formerly, Vice President of Engineering (2015-2018), Senior Vice President of Operations Management Services, Water, Environmental and Nuclear markets for CH2M Hill (2006 to 2015), served as Western Region Vice President of Service Delivery and President of Arizona American Water Company (2001 to 2005), and held various management positions at Citizens Water Resource Company, Chaparral City Water Company, and Spring Creek Utilities (1993 to 2001).	57
Michael B. Luu(2)	Vice President, Information Technology and Chief Risk Officer since January 1, 2021. Formerly Vice President of Customer Service and Chief Information Officer (2017-2020), Vice President of Customer Service and Information Technology (2013-2016), Acting California Water Service Company District Manager, Los Altos (2012-2013), Director of Information Technology (2008-2012), CIS Development Manager (2005-2008), held various other positions with California Water Service Company since 1999.	42

Name	Positions and Offices with California Water Service Group	Age
Ronald D. Webb(2)	Vice President, Chief Human Resource Officer since January 1, 2022. Formerly, Vice President of Human Resources (2014-2021), Managing Director, Human Resources Partner for United Airlines (2006-2014), served as Vice President of Human Resources for Black & Decker Corporation (1995-2005), Human Resource Manager for General Electric Company (1990-1994), and held various labor relations positions for National Steel and Shipbuilding Company (1982-1989).	65
Lynne P. McGhee(2).	Vice President, General Counsel since January 1, 2015. Formerly, Corporate Secretary (2007-2014), Associate Corporate Counsel (2003-2014), and served as a Commissioner legal advisor and staff counsel at the California Public Utilities Commission (1998-2003).	57
David B. Healey(2)	Vice President, Corporate Controller and Assistant Treasurer since January 1, 2015. Formerly, Corporate Controller and Assistant Treasurer (2012-2014), Director of Financial Reporting (2009-2012), served as Subsidiary Controller for SunPower Corporation (2005-2009), Corporate Controller for Hall, Kinion & Associates, Inc. (1997-2005), held various other positions with Pacific Gas & Electric Company (1985-1997).	65
Shannon C. Dean(2)	Vice President, Customer Service and Chief Citizenship Officer since January 1, 2021. Formerly, Vice President of Corporate Communications & Community Affairs (2015-2020), Director of Corporate Communications (2000-2014), held various corporate communications, government and community relations for Dominguez Water Company (1991-1999).	54
Michelle R. Mortensen(2)	Vice President, Corporate Secretary and Chief of Staff since January 1, 2022. Formerly, Vice President, Corporate Secretary (2021), Corporate Secretary (2015-2020), Assistant Corporate Secretary (2014), Treasury Manager (2012-2013), Assistant to the Chief Financial Officer (2011), Regulatory Accounting Manager (2008-2010), held various accounting positions at Piller Data Systems (2006-2007), Hitachi Global Storage (2005), Abbot Laboratories (1998-2004), and Symantec (1998-2001).	47
Elissa Y. Ouyang(2).	Vice President, Facilities, Fleet and Procurement since January 1, 2022. Formerly, Chief Procurement and Lead Continuous Improvement Officer (2016-2021), Interim Procurement Director (2013-2016), Acting District Manager—Los Altos (2013), Interim Vice President of Information Technology (2012-2013), Director of Information Technology—Architecture and Security (2008-2012), Business Application Manager (2003-2007), Project Lead/Senior Developer (2001-2003), held various business consulting positions at KPMG Consulting/BearingPoint (1998-2001), and RR Donnelley (1996-1998).	53

Name	Positions and Offices with California Water Service Group	Age
Michael S. Mares, Jr(2)	Vice President, Operations since January 1, 2021. Formerly, Vice President, California Operations (2019-2020), California Water Service Company District Manager, Bakersfield (2017-2018), Hawaii Water Service Company General Manager (2014-2016), Hawaii Water Service Company Local Manager, Big Island (2012-2014), California Water Service Company, held various Superintendent positions in the Chico district (2002-2012), California Water Service Company, held various union positions in the Chico district (1992-2002).	55
Greg A. Milleman(2).	Vice President, Rates & Regulatory Affairs since January 1, 2022. Formerly, Vice President, California Rates (2019-2021), Interim Director of Rates (2017-2018), Director of Field Administration & Finance (2014-2017), Manager of Special Projects (2013), and served as Senior Vice President of Administration and Corporate Secretary and various other management positions for Valencia Water Company (1992-2013).	59

(1) Holds the same position with California Water Service Company, CWS Utility Services, Hawaii Water Service Company, Inc., New Mexico Water Service Company and TWSC, Inc.; Chief Executive Officer of Washington Water Service Company.

(2) Holds the same position with California Water Service Company, CWS Utility Services, Hawaii Water Service Company, Inc., New Mexico Water Service Company, Washington Water Service Company, and TWSC, Inc.

Item 1A. Risk Factors.

In evaluating our business, you should carefully consider the following discussion of material risks, events and uncertainties that make an investment in us speculative or risky in addition to the other information in this Annual Report on Form 10-K. A manifestation of any of the following risks and uncertainties could, in circumstances we may or may not be able to accurately predict, materially and adversely affect our business, growth, reputation, prospects, operating and financial results, financial condition, cash flows, liquidity, and stock price. We note these factors for investors as permitted by the Private Securities Litigation Reform Act of 1995. It is not possible to predict or identify all such factors; our operations could also be affected by factors, events or uncertainties that are not presently known to us or that we currently do not consider to present significant risks to our operations. Therefore, you should not consider the following risks to be a complete statement of all the potential risks or uncertainties that we face.

Risks Related to Our Regulatory Environment

Our business is heavily regulated by state and federal regulatory agencies and our financial viability depends upon our ability to recover costs from our customers through rates that must be approved by state public utility commissions.

California Water Service Company, New Mexico Water Service Company, Washington Water Service Company, and Hawaii Water Service Company, Inc. are regulated public utilities, which provide water and water-related service to our customers. Additionally, Hawaii Water Service Company, Inc. and TWSC, Inc. own in whole or in part other companies, which are regulated public utilities. The rates that we charge our water customers are subject to the jurisdiction of the regulatory commissions in the states in which we operate. These Commissions may set water and water-related rates for each operating district independently because the systems are not interconnected. The Commissions authorize us to charge rates that they consider sufficient to recover normal operating expenses, to provide funds for adding new or replacing water infrastructure, and to allow us to earn what the Commissions consider to be a fair and reasonable return on invested capital.

Our revenues and consequently our ability to meet our financial objectives are dependent upon the rates we are authorized to charge our customers by the Commissions and our ability to recover our costs in these rates. Our management uses forecasts, models and estimates in order to set rates that will provide a fair and reasonable return on our invested capital. While our rates must be approved by the Commissions, no assurance can be given that our forecasts, models and estimates will be correct or that the Commissions will agree with our forecasts, models and estimates. If our rates are set too low, our revenues may be insufficient to cover our operating expenses, capital expenditure requirements and desired dividend levels.

We periodically file rate increase applications with the Commissions. The ensuing administrative and hearing process may be lengthy and costly. The decisions of the Commissions are beyond our control and we can provide no assurances that our rate increase requests will be granted by the Commissions. Even if approved, there is no guarantee that approval will be given in a timely manner or at a sufficient level to cover our expenses and provide a reasonable return on our investment. If the rate increase decisions are delayed, our earnings may be adversely affected. For example, the CPUC did not issue its decision on our 2018 GRC until December 2020, approximately one year later than expected, which caused some financial and operating uncertainty for the Company until that time.

Our evaluation of the probability of recovery of regulatory assets is subject to adjustment by regulatory agencies and any such adjustment could adversely affect our results of operations and financial condition.

Regulatory decisions may also affect prospective revenues and earnings, affect the timing of the recognition of revenues and expenses and may overturn past decisions used in determining our revenues and expenses. Our management continually evaluates the anticipated recovery of regulatory assets and revenues subject to refund and provides for allowances and/or reserves as deemed necessary. Current accounting procedures allow us to defer certain costs if we believe it is probable that we will be allowed to recover those costs through future rate increases. If the Commissions determined that a portion of our assets were not recoverable in customer rates, we may suffer an asset impairment, which would require a write down in such asset’s valuation that would be recorded through operations.

If our assessment as to the probability of recovery through the ratemaking process were incorrect, the associated regulatory asset would be adjusted to reflect the change in our assessment or any regulatory disallowances. A change in our evaluation of the probability of recovery of regulatory assets or a regulatory disallowance of all or a portion of our cost could have a material adverse effect on our financial results.

Regulatory agencies may disagree with our valuation and characterization of certain of our assets.

If we determine that assets are no longer used or useful for utility operations, we may remove them from our rate base and subsequently sell those assets with any gain on sales accruing to the stockholders, subject to certain conditions. If the Commissions disagree with our characterization, there is a risk that the Commissions could determine that realized appreciation in property value should be awarded to customers rather than our stockholders.

Changes in laws, rules, and policies of our regulators or operating jurisdictions can significantly affect our business.

Regulatory agencies may change their rules and policies for various reasons, including changes in the local political environment. Regulators are elected by popular vote or are appointed by elected officials, and the results of elections may change the long-established rules and policies of an agency dramatically. For example, in 2020 regulation regarding full decoupling WRAMs changed in California. Since 2008, the CPUC allowed full decoupling WRAMs. However, in 2020, the CPUC precluded companies from proposing full decoupling WRAMs in their next GRC filings. The decision by the CPUC to change its policy will affect our business beginning in 2023.

We rely on policies and regulations promulgated by the various state commissions in order to recover capital expenditures, maintain favorable treatment on gains from the sale of real property, offset certain production and operating costs, recover the cost of debt, maintain an optimal equity structure without over-leveraging, and have financial and operational flexibility to engage in non-regulated operations. If any of the Commissions with jurisdiction over us implements policies and regulations that do not allow us to accomplish some or all of the items listed above, our future operating results may be adversely affected.

In addition, legislatures may repeal, relax or tighten existing laws, or enact new laws that affect the regulatory agencies with jurisdiction over our business or affect our business directly. If changes in existing laws or the implementation of new laws limit our ability to accomplish some of our business objectives, our future operating results may be adversely affected.

Finally, local jurisdictions may impose new ordinances, laws, fees, and regulations that could increase costs or limit our operations in ways, which affect future operating results. Cities may impose or amend franchise requirements, impose conditions on underground construction or land use, impose various taxes and fees, or restrict our hours for construction, among other things. In the last decade, more cities have imposed excavation moratoria or paving rules, which has required more costly construction than anticipated.

We expect environmental health and safety regulation to increase, resulting in higher operating costs in the future and the potential that the company fails to meet these regulatory standards.

Our water and wastewater services are governed by various federal and state environmental protection, health and safety laws, and regulations. Although we have a rigorous water quality assurance program in place, we cannot guarantee that we will continue to comply with all standards. If we violate any federal or state regulations or laws governing health and safety, we could be subject to substantial fines or otherwise sanctioned, subject to potential civil liability for damages, and our customers' trust in our operations ability could be eroded.

Environmental health and safety laws are complex and change frequently. They tend to become more stringent over time. As new or stricter standards are introduced, they could increase our operating costs. Although we would likely seek permission to recover these costs through rate increases, we can give no assurance that the Commissions would approve rate increases to enable us to recover these additional compliance costs.

We are required to test our water quality for certain chemicals and potential contaminants on a regular basis. If the test results indicate that our water exceeds allowable limits, we may be required either to commence treatment to remove the contaminant or to develop an alternate water source. Either of these results may be costly. Although we would likely seek permission to recover these through rate increases, there can be no assurance that the Commissions would approve rate increases to enable us to recover these additional compliance costs.

Past events in the utility sector, including those in Flint, Michigan and related to Pacific Gas and Electric Company in California, show that failure to meet one or more water quality, environmental, or safety standards can have severe effects on customer trust, reputation, regulatory treatment, or civil and criminal liability.

New and/or more stringent water quality regulations could increase our operating costs.

We are subject to water quality standards set by federal, state, and local authorities that have the power to issue new regulations. Compliance with new regulations that are more stringent than current regulations could increase our operating costs.

In August of 2009, the Office of Environmental Health Hazard Assessment within the California Environmental Protection Agency changed the water quality standard for TCP in our water supply. The new standard requires us to have 0.0007 parts per billion or less of TCP in our California water supply. We have incurred costs associated with the compliance of the new TCP standard and expect to continue to incur costs in the future. In 2018, we received proceeds from a TCP settlement (see note 15 in the Notes to the Consolidated Financial Statements) that has been used to offset some of the compliance costs that we have incurred. Although we would likely seek permission to these additional costs through the GRC process, we can give no assurance that the CPUC would approve the recovery of these additional compliance costs.

Perfluorooctane sulfonate (PFOS) and perfluorooctanoic acid (PFOA) are two water contaminants of emerging concern. Although a water quality standard has yet to be set by federal or state regulators, preliminary testing, and guidance from the California Environmental Protection Agency has affected our operations of some wells in California. We expect that a water quality standard will be set in the future and that we will incur costs to comply with the water quality standard. Cal Water has requested and been approved to use a memorandum account to track the incremental compliance costs in the future and we would likely seek permission to recover additional costs of compliance through rate increases; however, we can give no assurance that the CPUC would approve rate increases to enable us to recover these additional compliance costs.

Legislation and regulation designed to mitigate or adapt to climate change may affect our operations.

Future legislation or regulation regarding climate change may restrict our operations or impose new costs on our business. Our operations depend on power provided by other public utilities and, in emergencies, power generated by our portable and fixed generators. If future legislation or regulation limits emissions from the power generation process, our cost of power may increase. Any increase in the cost of power will be passed along to our California customers through the MCBA or included in our cost of service paid by our customers as requested in our GRC filings in California.

We have been and may in the future be party to environmental and product-related lawsuits, which could result in us paying damages not covered by insurance.

We have been and may be in the future, party to water contamination lawsuits, which may not be fully covered by insurance.

The number of environmental and product-related lawsuits against other water utilities has increased in frequency in recent years. If we are subject to additional environmental or product-related lawsuits, we might incur significant legal costs and it is uncertain whether we would be able to recover the legal costs from customers or other third parties. In addition, if current California law regarding CPUC's preemptive jurisdiction over regulated public utilities for claims about compliance with California Department of Health Services and United States EPA water quality standards changes, our legal exposure may be significantly increased.

Risks Related to Our Business Operations

The Ongoing COVID-19 Pandemic May Adversely Affect Our Operations

Although the COVID-19 pandemic did not have a significant impact on our business in 2021, we are unable to accurately predict the full impact that the ongoing COVID-19 pandemic will have on our business, results of operations, financial condition or liquidity due to numerous uncertainties, including the duration and severity of the outbreak, potential resurgence and /or mutations of the virus, and the development, distribution and public acceptance of treatments and vaccines. As an “essential business” during times of emergencies pursuant to the U.S. Critical Infrastructures Protection Act of 2001, we are working to continue to provide high quality water and wastewater services to our two million customers. During the course of 2021, shelter-in-place and social distancing ordinances of varying durations and scope were in effect in all of the states in which we operate. Such governmental orders resulted in temporary closures of non-essential businesses and self-quarantining on non-essential workers. If we close any of our facilities due to a COVID-19 outbreak or if a critical number of our employees become too ill to work, our business operations could be materially adversely affected in a rapid manner. In addition, the COVID-19 pandemic has resulted in significant disruption to economic activity and the states in which the Company operates have experienced significant increases in unemployment claims and business closures. The Company has also ceased all shutoffs for nonpayment during the pandemic. If a significant number of customers are unable to pay utility bills for an extended period of time our business, results of operations, financial condition or liquidity may be materially adversely affected.

We may be at risk for litigation under the principle of inverse condemnation for activities in the normal course of business, which have a damaging effect on private property.

The California constitution may allow compensation to property owners for a public utility taking or damaging private property, even when damage occurs through no fault of the utility and regardless of whether the damage could be foreseen by the utility. As a result, this doctrine, which is known as inverse condemnation and is routinely invoked in California, imposes strict liability for damages, including legal fees, because of the design, construction, and maintenance of utility facilities. In addition to claims that our water or wastewater systems damaged property, Cal Water could be sued under inverse condemnation if its facilities or operations damage private property, or if it is unable to timely deliver sufficient quantities of water for firefighting because of system capacity limitations or water supply disruptions, including as a result of action taken by an electric utility pursuant to a PSPS program or other loss of power. Although the imposition of liability is premised on the assumption that utilities have the ability to recover these costs from their customers, there is no assurance that the CPUC would allow Cal Water to recover any such damage awards from customers. For example, in December 2017, the CPUC denied recovery of costs that San Diego Gas & Electric Company incurred because of inverse condemnation, holding that the inverse condemnation principles of strict liability are not relevant to the CPUC’s prudent manager standard.

The effects of natural disasters, attacks by third parties, pandemics, or poor water quality or contamination to our water supply may result in disruption in our services and litigation, which could adversely affect our business, operating results and financial condition.

We operate in areas that are prone to earthquakes, fires, mudslides and other natural disasters. A significant seismic event or other natural disaster in California where our operations are concentrated could adversely affect our ability to deliver water and adversely affect our costs of operations. A major disaster could damage or destroy substantial capital assets. The CPUC has historically allowed utilities to establish a catastrophic event memorandum account as another possible mechanism to recover costs. However, we can give no assurance that the CPUC or any other commission would allow any such cost recovery mechanism in the future.

Our water supplies are subject to contamination, including contamination from the development of naturally-occurring compounds, chemicals in groundwater systems, pollution resulting from fabricated sources, such as TCP, seawater incursion and possible third-party attacks, including physical attacks, terrorist attacks, and cyber-attacks. If our water supply is contaminated, we may have to interrupt the use of that water supply until we are able to substitute the flow of water from an uncontaminated water source. In addition, we may incur significant costs in order to treat the contaminated source through expansion of our current treatment facilities, or development of new treatment methods. If we are unable to substitute water supply from an uncontaminated water source, or if we are unable to adequately treat the contaminated water source in a cost-effective manner, there may be an adverse effect on our revenues, operating results and financial condition. The costs we incur to decontaminate a water source or an underground water system could be significant and may not be recoverable in rates. We could also be held liable for consequences arising out of human exposure to hazardous substances in our water supplies or other environmental damage. For example, private plaintiffs have the right to bring personal injury or other toxic tort claims arising from the presence of hazardous substances in our drinking water supplies. Our insurance policies may not be sufficient to cover the costs of these claims.

We have taken steps to increase security measures at our facilities and heighten employee awareness of threats to our water supply, to protect against third-party attacks, including physical attacks, terrorist attacks, and cyber-attacks. We have also tightened our security measures regarding the delivery and handling of certain chemicals used in our business. We have and will continue to bear increased costs for security precautions to protect our facilities, operations, and supplies. These costs may be significant. Despite these tightened security measures, we may not be in a position to control the outcome of third-party attacks should they occur.

We depend upon our skilled and trained workforce to ensure water delivery. Were a pandemic to occur, we can give no assurance that we would be able to maintain sufficient human resources to ensure uninterrupted service in all of the districts that we serve.

If any of these catastrophic events were to occur, we can give no assurance that our emergency preparedness plans would be adequate and that we would respond effectively, which could result in public or employee harm.

Failure of critical elements of our infrastructure could result in interruption of service, damage to others, or injuries, and could adversely affect our business, operating results and financial condition.

We own physical infrastructure, which was installed over a long period of time, both underground and above-ground. This infrastructure is subject to potential failure due to age, operating conditions, or other unknown factors. Failure of any of our facilities could cause flooding, loss of service to our customers, contamination from chemicals we use in operations, or other damages.

We operate a dam. If the dam were to fail for any reason, we would lose a water supply and flooding likely would occur. Whether or not we were responsible for the dam's failure, we could be sued. We can give no assurance that we would be able to defend such a suit successfully.

We operate several water and wastewater treatment plants. If a major failure of these facilities were to occur, we would have an interruption in service, potential flooding, and could release potentially harmful material into the environment.

We operate over 7,000 miles of underground pipeline. Some failures of underground pipelines could release chemicals into the environment, which have a negative impact on sensitive habitats.

We rely on our information technology ("IT") and a number of complex business systems to assist with the management of our business and customer and supplier relationships, and a disruption of these systems could adversely affect our business.

Our IT systems are an integral part of our business, and a serious disruption of our IT systems could significantly limit our ability to manage and operate our business efficiently, which, in turn, could cause our business and competitive position to suffer and adversely affect our results of operations. We depend on our IT systems to bill customers, process orders, provide customer service, manage construction projects, manage our financial records, track assets, remotely monitor certain of our plants and facilities and manage human resources, inventory and accounts receivable collections. Our IT systems also enable us to purchase products from our suppliers and bill customers on a timely basis, maintain cost-effective operations, and provide service to our customers. Some of our mission and business critical IT systems are older, such as our Supervisory Control and Data Acquisition system. The steps we have taken to protect our IT systems may be insufficient to protect them from damage or interruption from:

- power loss, computer systems failures, and internet, telecommunications or data network failures;
- operator negligence or improper operation by, or supervision of, employees;
- physical and electronic loss of customer data due to security breaches, cyber-attacks, misappropriation and similar events;
- computer viruses;
- intentional security breaches, hacking, denial of services actions, misappropriation of data, and similar events, including intentional cyber security breaches aimed at disrupting and interfering with water treatment processes; and

- earthquakes, floods, fires, mudslides and other natural disasters or physical attacks.

These events may result in physical and/or electronic loss of customer or financial data, security breaches, misappropriation and other adverse consequences, including liability or regulatory penalties under data privacy laws and regulations. In addition, the lack of redundancy for certain of our IT systems, including billing systems, could exacerbate the impact of any of these events on us.

In addition, we may not be successful in developing or acquiring technology that is competitive and responsive to the needs of our business, and we might lack sufficient resources to make the necessary upgrades or replacements of our outdated existing technology to allow us to continue to operate at our current level of efficiency.

The adequacy of our water supplies depends upon a variety of factors beyond our control. Interruption in the water supply may adversely affect our reputation and earnings.

We depend on an adequate water supply to meet the present and future needs of our customers. Whether we have an adequate supply varies depending upon a variety of factors, many of which are partially or completely beyond our control, including:

- the amount of rainfall;
- the amount of water stored in reservoirs;
- underground water supply from which well water is pumped;
- availability from water wholesalers;
- changes in the amount of water used by our customers;
- water quality and availability of appropriate treatment technology;
- legal limitations on water use such as rationing restrictions during a drought;
- changes in prevailing weather patterns and climate; and
- population growth.

We purchase our water supply from various governmental agencies and others. Water supply availability may be affected by weather conditions, funding and other political and environmental considerations. In addition, our ability to use surface water is subject to regulations regarding water quality and volume limitations. If new regulations are imposed or existing regulations are changed or given new interpretations, the availability of surface water may be materially reduced. A reduction in surface water could result in the need to procure more costly water from other sources, thereby increasing our water production costs and adversely affecting our operating results if not recovered in rates on a timely basis.

We have entered into long-term water supply agreements, which commit us to making certain minimum payments whether or not we purchase any water. Therefore, if demand were insufficient to use our required purchases we would have to pay for water we did not receive.

From time to time, we enter into water supply agreements with third parties and our business is dependent upon such agreements in order to meet regional demand. For example, we have entered into a water supply contract with the SFPUC that expires on June 30, 2034. We can give no assurance that the SFPUC, or any of the other parties from whom we purchase water, will renew our contracts upon expiration, or that we will not be subject to significant price increases under any such renewed contracts.

The parties from whom we purchase water maintain significant infrastructure and systems to deliver water to us. Maintenance of these facilities is beyond our control. If these facilities are not adequately maintained or if these parties otherwise default on their obligations to supply water to us, we may not have adequate water supplies to meet our customers' needs.

If we are unable to access adequate water supplies, we may be unable to satisfy all customer demand, which could result in rationing. Rationing may have an adverse effect on cash flow from operations. We can make no guarantee that we will always have access to an adequate supply of water that will meet all required quality standards. Water shortages may affect us in a variety of ways. For example, shortages could:

- adversely affect our supply mix by causing us to rely on more expensive purchased water;
- adversely affect operating costs;
- increase the risk of contamination to our systems due to our inability to maintain sufficient pressure; and
- increase capital expenditures for building pipelines to connect to alternative sources of supply, new wells to replace those that are no longer in service or are otherwise inadequate to meet the needs of our customers and reservoirs and other facilities to conserve or reclaim water.

We may or may not be able to recover increased operating and construction costs on a timely basis, or at all, for our regulated systems through the ratemaking process. Although we can give no assurance, we may be able to recover certain of these costs from third parties that may be responsible, or potentially responsible, for groundwater contamination.

Our water supplies and other aspects of our operations may be affected by climate change.

There is strong scientific consensus that human activity including carbon and methane emissions is impacting many planetary systems such as the heat-trapping capacity of the atmosphere; ocean temperature, circulation, acidity, and volume; weather patterns including the severity and frequency of severe weather events; ambient temperatures; and planetary ice cover. Because scientific investigations have been focused globally, there is tremendous uncertainty over the timing, extent, and types of impacts global climate change may have on our service areas and in our water supplies. Moreover, studies of tree ring data show long periods of drought conditions have occurred prior to significant human impacts in California and prior to our operation. Finally, in the last fifty years, California has experienced at least three severe multi-year droughts. Thus, we plan for water reliability and water shortages including projected and potential climate change risks in our water supply planning activities. Immediate physical risks could affect our operations and intensify over time as climate change worsens. More frequent flooding, wildfires, sea level rise, rising groundwater, and uneven ground level sinking could damage our assets, including pressurized mains, wells, treatment facilities, and other infrastructure. Wildfires and changes in rainfall may also affect water quality, and both higher temperatures and wildfires can pose risks to employee safety. Farther into the mid-century and late-century horizon, temperature increases may cause declines in snowpack storage, and droughts could decrease surface water supply availability and groundwater recharge while causing increased outdoor demands.

Additional climate-related risks may influence our approach as we support the transition to a low-carbon economy. Transition risks include changes in the market and consumer demands, such as differences in generational behaviors, shifts in population locations due to the pandemic and different weather patterns, and variations in water needs and customer groups. Regulatory risks, such as emission trading systems and carbon taxes, may also financially affect our business. Additionally, federal and state regulations present requirements for managing water supplies and limiting impacts on local wildlife, while regional plans and legislation may directly affect how we address water issues.

We also periodically review the climate change plans of our wholesalers to determine whether alternative supplies may be necessary in the future. However, we can give no assurance that replacement water supplies will be available at a reasonable cost or a cost acceptable to our customers and Commissions.

Natural disasters, climate change, and other factors may change the population in our service areas.

In the event that some outside factor such as a wildfire, flood, changed climate pattern, actual or threatened public health emergency, or change in the local economy reduces or eliminates our customer base in a service area, we could face unrecoverable costs. In those circumstances, the remaining customers might not be able to pay for the operating costs or capital costs of the water system. The company may not be able to recover capital costs of property that is no longer used and useful in utility service. Although we would likely seek permission to recover these costs through rate increases on remaining customers or in statewide rates, we can give no assurance that the Commissions would approve rate increases to enable us to recover these costs.

Wastewater operations entail significant risks.

Wastewater collection and treatment involve many risks associated with damage to the environment, and we anticipate that wastewater collection and treatment will become an increasing significant part of our business. If collection or treatment systems fail or do not operate properly, untreated or partially treated wastewater could discharge onto property or into nearby streams and rivers, causing property damage or injury to aquatic life, or even human life. Our results of operations and financial condition could be materially and adversely affected by liabilities resulting from such damage.

Demand for our water is subject to various factors and is affected by seasonal fluctuations.

Demand for our water during the warmer, dry months is generally greater than during cooler or rainy months due primarily to additional requirements for water in connection with irrigation systems, swimming pools, cooling systems and other outside water use. Throughout the year, and particularly during typically warmer months, demand will vary with temperature and rainfall levels. If temperatures during the typically warmer months are cooler than normal, or if there is more rainfall than normal, the demand for our water may decrease. Under the WRAM mechanism, lower water usage in our California operations affects our cash flows in the year of usage, but results in higher cash flows in the following years.

In addition, governmental restrictions on water usage during drought conditions may result in a decreased demand for our water, even if our water reserves are sufficient to serve our customers during these drought conditions. The Commissions may not allow surcharges to collect lost revenues caused by customers' conservation during a drought. Regardless of whether we may surcharge our customers during a conservation period, they may use less water even after a drought has passed because of conservation patterns developed during the drought. Furthermore, our customers may wish to use recycled water as a substitute for potable water. If rights are granted to others to serve our customers recycled water, there will likely be a decrease in demand for our water.

Finally, changes in prevailing weather patterns due to climate change may affect customer demand. If increased ambient temperatures affect our service areas, water used for irrigation and cooling may increase. If rainfall patterns change, our customers may change their patterns of water use including the amount of outdoor irrigation and the type of landscape they install. Government agencies may also mandate changes to customer irrigation or landscape patterns in response to changes in weather and climate.

Changes in water supply costs affect our operations.

The cost to obtain water for delivery to our customers varies depending on the sources of supply, wholesale suppliers' prices, the quality of water required to be treated and the quantity of water produced to fulfill customer water demand. Our source of supply varies among our operating districts. Certain districts obtain all of their supply from wells; some districts purchase all of the supply from wholesale suppliers; and other districts obtain the supply from a combination of wells and wholesale suppliers. A small portion of supply comes from surface sources and is processed through Company-owned water treatment plants. On average, slightly more than half of the water we deliver to our customers is pumped from wells or received from a surface supply with the remainder purchased from wholesale suppliers. Water purchased from suppliers usually costs us more than surface supplied or well pumped water. The cost of purchased water for delivery to customers represented 33.9% and 35.0% of our total operating costs in 2021 and 2020, respectively. Water purchased from suppliers will require renewal of our contracts upon expiration and may result in significant price increases under any such renewed contracts.

Wholesale water suppliers may increase their prices for water delivered to us based on factors that affect their operating costs. Purchased water rate increases are beyond our control. In California, effective July 1, 2008, our ability to recover increases in the cost of purchased water changed with the adoption of the MCBA. With this change, actual purchased water costs are compared to authorized purchased water costs, with variances netted against the variances in purchased power, pump tax, and metered revenue, being recorded to revenue. The balance in the MCBA will be collected in the future by billing the net WRAM and MCBA accounts receivable balances over 12, 18, and 18+ month periods, which may have a short-term negative impact on cash flow.

Dependency upon adequate supply of electricity, certain chemicals, and third-party suppliers of parts and skilled labor could adversely affect our results of operations.

Purchased electrical power is required to operate the wells and pumps needed to supply water to our customers. Although there are back-up power generators to operate a number of wells and pumps in emergencies, an extended interruption in power could affect the ability to supply water. In the past, California has been subject to rolling power blackouts due to insufficient power supplies. There is no assurance we will not be subject to power blackouts in the future. Additionally, we require sufficient amounts of certain chemicals in order to treat the water we supply. There are multiple sources for these chemicals but an extended interruption of supply could adversely affect our ability to adequately treat our water.

Purchased power is a significant operating expense. During 2021 and 2020, purchased power expense represented 5.6% and 5.2%, respectively, of our total operating costs. These costs are beyond our control and can change unpredictably and substantially as occurred in California during 2001 when rates paid for electricity increased 48%. As with purchased water, purchased power costs are included in the MCBA. Cash flows between rate filings may be adversely affected until the Commission authorizes a rate change, but earnings will be minimally impacted. Cost of chemicals used in the delivery of water is not an element of the MCBA, and therefore, variances in quantity or cost could affect the results of operations.

We rely on outside contractors to supply us with materials and parts critical to the operation of our systems. Should parts and material become unavailable, or should the cost of necessary supplies rise substantially, it could adversely affect our ability to operate or have financial affects that are not recoverable through a regulatory process.

We also rely on outside contractors to complete large construction projects and provide emergency maintenance services. In the event these contractors are unavailable or cannot meet the demands imposed on them, we may face significantly lengthy interruptions of service or delays in constructing capital projects. We may face additional costs to acquire more resources to complete these activities.

Our business requires significant capital expenditures to replace or improve aging infrastructure that are dependent on our ability to secure appropriate funding. If we are unable to obtain sufficient capital or if the rates at which we borrow increase, there would be a negative impact on our results of operations.

The water utility business is capital-intensive. We invest significant funds to replace or improve aging infrastructure such as property, plant, and equipment. In addition, water shortages may adversely affect us by causing us to rely on more purchased water. This could cause increases in capital expenditures needed to build pipelines to secure alternative water sources. In addition, we require capital to grow our business through acquisitions. We fund our short-term capital requirements from cash received from operations and funds received from developers. We also borrow funds from banks under short-term bank lending arrangements. We seek to meet our long-term capital needs by raising equity through common or preferred stock issues or issuing debt obligations. We cannot give any assurance that these sources will continue to be adequate or that the cost of funds will remain at levels permitting us to earn a reasonable rate of return. In the event we are unable to obtain sufficient capital, our expansion efforts could be curtailed, which may affect our growth and may affect our future results of operations.

Our ability to access the capital markets is affected by the ratings of certain of our debt securities. Standard & Poor's Rating Agency issues a rating on California Water Service Company's ability to repay certain debt obligations. The credit rating agency could downgrade our credit rating based on reviews of our financial performance and projections or upon the occurrence of other events that could affect our business outlook. Lower ratings by the agency could restrict our ability to access equity and debt capital. We can give no assurance that the rating agency will maintain ratings that allow us to borrow under advantageous conditions and at reasonable interest rates. A future downgrade by the agency could also increase our cost of capital by causing potential investors to require a higher interest rate due to a perceived risk related to our ability to repay outstanding debt obligations.

While the majority of our debt is long term at fixed rates, we do have interest rate exposure in our short-term borrowings, which have variable interest rates. We are also subject to interest rate risks on new financings. However, if interest rates were to increase on a long-term basis, our management believes that customer rates would increase accordingly, subject to approval by the appropriate commission. We can give no assurance that the Commission would approve such an increase in customer rates.

We are obligated to comply with specified debt covenants under certain of our loan and debt agreements. Failure to maintain compliance with these covenants could limit future borrowing, and we could face increased borrowing costs, litigation, acceleration of maturity schedules, and cross default issues. Such actions by our creditors could have a material adverse effect on our financial condition and results of operations.

Our inability to access the capital or financial markets could affect our ability to meet our liquidity needs at reasonable cost and our ability to meet long-term commitments. Changes in economic conditions in our markets could affect our customers' ability to pay for water services. Any of these could adversely affect our results of operations, cash flows, and financial condition.

We rely on our current credit facilities to fund short-term liquidity needs if internal funds are not available from operations. Specifically, given the seasonal fluctuations in demand for our water we commonly draw on our credit facilities to meet our cash requirements at times in the year when demand is relatively low. We also may occasionally use letters of credit issued under our revolving credit facilities. Disruptions in the capital and credit markets could adversely affect our ability to draw on our credit facilities. Our access to funds under our credit facilities is dependent on the ability of our banks to meet their funding commitments.

Many of our customers and suppliers also have exposure to risks that could affect their ability to meet payment and supply commitments. We operate in geographic areas that may be particularly susceptible to declines in the price of real property, which could result in significant declines in demand for our products and services. In the event that any of our significant customers or suppliers, or a significant number of smaller customers and suppliers, are adversely affected by these risks, we may face disruptions in supply, significant reductions in demand for our products and services, inability of customers to pay invoices when due, and other adverse effects that could negatively affect our financial condition, results of operations and/or cash flows.

Our operations and certain contracts for water distribution and treatment depend on the financial capability of state and local governments, and other municipal entities such as water districts. Major disruptions in the financial strength or operations of such entities, such as liquidity limitations, bankruptcy or insolvency, could have an adverse effect on our ability to conduct our business and/or enforce our rights under contracts to which such entities are a party.

We are a holding company that depends on cash flow from our subsidiaries to meet our obligations and to pay dividends on our common stock.

As a holding company, we conduct substantially all of our operations through our subsidiaries and our only significant assets are investments in those subsidiaries. 91.9% of our revenues are derived from the operations of California Water Service Company. As a result, we are dependent on cash flow from our subsidiaries, and California Water Service Company in particular, to meet our obligations and to pay dividends on our common stock.

Our subsidiaries are separate and distinct legal entities and generally have no obligation to pay any amounts due on California Water Service Group's debt or to provide California Water Service Group with funds for dividends. Although there are no contractual or regulatory restrictions on the ability of our subsidiaries to transfer funds to us, the reasonableness of our capital structure is one of the factors considered by state and local regulatory agencies in their ratemaking determinations. Therefore, transfer of funds from our subsidiaries to us for the payment of our obligations or dividends may have an adverse effect on ratemaking determinations. Furthermore, our right to receive cash or other assets upon the liquidation or reorganization of a subsidiary is generally subject to the prior claims of creditors of that subsidiary. If we are unable to obtain funds from our subsidiaries in a timely manner, we may be unable to meet our obligations or pay dividends.

We can make dividend payments only from our surplus (the excess, if any, of our net assets over total paid-in capital) or if there is no surplus, the net profits for the current fiscal year or the fiscal year before which the dividend is declared. In addition, we can pay cash dividends only if after paying those dividends we would be able to pay our liabilities as they become due. Owners of our capital stock cannot force us to pay dividends and dividends will only be paid if and when declared by our board of directors. Our board of directors can elect at any time, and for an indefinite duration, not to declare dividends on our capital stock.

An important element of our growth strategy is the acquisition of water and wastewater systems. Risks associated with potential acquisitions, divestitures or restructurings may adversely affect us.

We may seek to acquire or invest in other companies, technologies, services, or products that complement our business. The execution of our growth strategy may expose us to different risks than those associated with our utility operations. We can give no assurance that we will succeed in finding attractive acquisition candidates or investments, or that we would be able to reach mutually agreeable terms with such parties. In addition, as consolidation becomes more prevalent in the water and wastewater industries, the prices for suitable acquisition candidates may increase to unacceptable levels and limit our ability to grow through acquisitions. If we are unable to find acquisition candidates or investments, our ability to grow may be limited.

Acquisition and investment transactions may result in the issuance of our equity securities that could be dilutive if the acquisition or business opportunity does not develop in accordance with our business plan. They may also result in significant write-offs and an increase in our debt. The occurrence of any of these events could have a material adverse effect on our business, financial condition, and results of operations.

Any of these transactions could involve numerous additional risks, including one or more of the following:

- problems integrating the acquired operations, personnel, technologies, physical and cyber security processes, or products with our existing businesses and products;
- liabilities inherited from the acquired companies' prior business operations;
- diversion of management time and attention from our core business to the acquired business;
- failure to retain key technical, management, sales and other personnel of the acquired business;
- difficulty in retaining relationships with suppliers and customers of the acquired business; and
- difficulty in obtaining required regulatory approvals.

In addition, the businesses and other assets we acquire may not achieve the sales and profitability expected. The occurrence of one or more of these events may have a material adverse effect on our business. There can be no assurance that we will be successful in overcoming these or any other significant risks encountered.

We may not be able to increase or sustain our recent growth rate, and we may not be able to manage our future growth effectively.

We may be unable to continue to expand our business or manage future growth. To successfully manage our growth and handle the responsibilities of being a public company, we must effectively:

- hire, train, integrate and manage additional qualified engineers for engineering design and construction activities, new business personnel, and financial and information technology personnel;
- retain key management, augment our management team, and retain qualified and certified water and wastewater system operators;
- implement and improve additional and existing administrative, financial and operations systems, procedures and controls;
- expand our technological capabilities; and
- manage multiple relationships with our customers, regulators, suppliers and other third parties.

If we are unable to manage our growth effectively, we may not be able to take advantage of market opportunities, satisfy customer requirements, execute our business plan, or respond to competitive pressures.

We have a number of large-volume commercial and industrial customers and a significant decrease in consumption by one or more of these customers could have an adverse effect on our operating results and cash flows.

Our billed revenues and cash flows from operations will decrease if a significant business or industrial customer terminates or materially reduces its use of our water. Approximately $171.1 million, or 22.3%, of our 2021 water utility revenues was derived from business and industrial customers. However, if any of our large business or industrial customers in California reduce or cease its consumption of our water, the affect to net operating income would be minimal to our operations due to the WRAM and MCBA, but could impact our cash flows. In Hawaii, we serve a number of large resorts, which if their water usage was reduced or ceased could have a material impact to our Hawaii operation. The delay between such date and the effective date of the rate relief may be significant and could adversely affect our operating results and cash flows.

Our operating cost and costs of providing services may rise faster than our revenues.

Our ability to increase rates over time is dependent upon approval of such rate increases by the Commissions, or in the case of the City of Hawthorne and the City of Commerce, the City Council, which may be inclined, for political or other reasons, to limit rate increases. However, our costs, which are subject to market conditions and other factors, may increase significantly. The second largest component of our operating costs after water production is made up of salaries and wages. These costs are affected by the local supply and demand for qualified labor. Other large components of our costs are general insurance, workers compensation insurance, employee benefits and health insurance costs. These costs may increase disproportionately to rate increases authorized by the Commissions and may have a material adverse effect on our future results of operations.

Demand for our stock may fluctuate due to circumstances beyond our control.

We believe that stockholders invest in public utility stocks, in part, because they seek reliable dividend payments. If there is an over-supply of stock of public utilities in the market relative to demand by such investors, the trading price of our securities could decrease. Additionally, if interest rates rise above the dividend yield offered by our equity securities, demand for our stock, and consequently its market price, may decrease. A decline in demand for our stock may have a negative impact on our ability to finance capital projects.

Adverse investment returns and other factors may increase our pension liability and pension funding requirements.

A substantial number of our employees are covered by a defined benefit pension plan. At present, the pension plan is underfunded because our projected pension benefit obligation exceeds the aggregate fair value of plan assets. Under applicable law, we are required to make cash contributions to the extent necessary to comply with minimum funding levels imposed by regulatory requirements. The amount of such required cash contribution is based on an actuarial valuation of the plan. The funded status of the plan can be affected by investment returns on plan assets, discount rates, mortality rates of plan participants, pension reform legislation and a number of other factors. There can be no assurance that the value of our pension plan assets will be sufficient to cover future liabilities. Although we contributed to our pension plan in recent years, it is possible that we could incur a pension liability adjustment, or could be required to make additional cash contributions to our pension plan, which would reduce the cash available for business and other needs.

Labor relations matters could adversely affect our operating results.

At December 31, 2021, 727 of our 1,182 total employees were union employees. Most of our unionized employees are represented by the Utility Workers Union of America, AFL-CIO, except certain engineering and laboratory employees who are represented by the International Federation of Professional and Technical Engineers, AFL-CIO.

We believe our labor relations are good, but in light of rising costs for health care and pensions, our current contract negotiations and those in the future may be difficult. Furthermore, changes in applicable law or regulations could have an adverse effect on management's negotiating position with respect to our currently unionized employees and/or employees that decide to unionize in the future. We are subject to a risk of work stoppages and other labor relations matters as we negotiate with the unions to address these issues, which could affect our results of operations and financial condition. We can give no assurance that issues with our labor forces will be resolved favorably to us in the future or that we will not experience work stoppages.

Our operations are geographically concentrated in California and this lack of diversification may negatively affect our operations.

Although we own facilities in a number of states, over 91.9% of our operations are located in California. As a result, we are largely subject to weather, political, water supply, labor, energy cost, regulatory, and economic risks affecting California.

We are also affected by the real property market in California. In order to grow our business, we may need to acquire additional real estate or rights to use real property owned by third parties, the cost of which tends to be higher and more volatile in California than in other states. The value of our assets in California may decline if there is a decline in the California real estate market that results in a significant decrease in real property values.

Municipalities, water districts and other public agencies may condemn our property by eminent domain action.

State statutes allow municipalities, water districts and other public agencies to own and operate water systems. These agencies are empowered to condemn water systems or real property owned by privately owned public utilities in certain circumstances and in compliance with California and federal law. Additionally, whenever a public agency constructs facilities to extend its utility system into the service area of a privately owned public utility, such an act may constitute the taking of property and require reimbursement to the public utility for its loss. If a public agency were to file an eminent domain lawsuit against us, we would incur substantial attorney's fees, consultant and expert fees, and other costs in considering a challenge to the right to take our utility property and/or its valuation for just compensation, as well as such fees and costs in any subsequent litigation if necessary. If the public agency prevailed and acquired our utility property, we would be entitled to just compensation for our loss, but we would no longer have access to the condemned property or water system. Neither would we be entitled to any portion of revenue generated from the use of such asset going forward.

General Risk Factors

We depend significantly on the services of the members of our management team, and the departure of any of those persons could cause our operating results to suffer.

Our success depends significantly on the continued individual and collective contributions of our management team. The loss of the services of any member of our management team could have an adverse effect on our business as our management team has knowledge of our industry and customers and would be difficult to replace.

We retain certain risks not covered by our insurance policies.

We evaluate our risks and insurance coverage annually or more frequently if circumstances dictate. Our evaluation considers the costs, risks, and benefits of retaining versus insuring various risks as well as the availability of certain types of insurance coverage. Furthermore, we are also affected by increases in prices for insurance coverage; in particular, we have been, and will continue to be, affected by rising health insurance costs. Retained risks are associated with deductible limits, partial self-insurance programs, and insurance policy coverage ceilings. If we suffer an uninsured loss, we may be unable to pass all or any portion of the loss on to customers, because our rates are regulated by regulatory commissions. Consequently, uninsured losses may negatively affect our financial condition, liquidity, and results of operations. There can be no assurance that we will not face uninsured losses pertaining to the risks we have retained.

Our enterprise risk management processes may not be effective in identifying and mitigating the risks to which we are subject, or in reducing the potential for losses in connection with such risks.

Our enterprise risk management processes are designed to minimize or mitigate the risks to which we are subject, as well as any losses stemming from such risks. Although we seek to identify, measure, monitor, report, and control our exposure to such risks, and employ a broad and diversified set of risk monitoring and mitigation techniques in the process, those techniques are inherently limited in their ability to anticipate the existence or development of risks that are currently unknown and unanticipated. The ineffectiveness of our enterprise risk management processes in mitigating the impact of known risks or the emergence of previously unknown or unanticipated risks may result in our incurring losses in the future that could adversely affect our financial condition and results of operations.

The accuracy of our judgments and estimates about financial and accounting matters will affect our operating results and financial condition.

We make certain estimates and judgments in preparing our financial statements regarding, among others:

- the useful life of intangible rights;
- the number of years to depreciate certain assets;
- amounts to set aside for uncollectible accounts receivable, inventory obsolescence and uninsured losses;

- our legal exposure and the appropriate accrual for claims, including medical claims and workers' compensation claims;
- future costs and assumptions for pensions and other postretirement benefits;
- regulatory recovery of regulatory assets;
- possible tax uncertainties; and
- projected collections of WRAM and MCBA receivables.

The quality and accuracy of those estimates and judgments will have an impact on our operating results and financial condition.

In addition, we must estimate unbilled revenues and costs as of the end of each accounting period. If our estimates are not accurate, we will be required to make an adjustment in a future period. Accounting rules permit us to use expense balancing accounts and memorandum accounts that include cost changes to us that are different from amounts incorporated into the rates approved by the Commissions. These accounts result in expenses and revenues being recognized in periods other than in which they occurred.

Item 1B. *Unresolved Staff Comments.*

None.

Item 2. *Properties.*

Our physical properties consist of offices and water facilities to accomplish the production, storage, treatment, and distribution of water. These properties are located in or near the geographic service areas listed above in Item 1, "Business—Geographical Service Areas and Number of Customer Connections at Year-end." Our headquarters, which houses accounting, engineering, information systems, human resources, purchasing, regulatory, water quality, and executive staff, is located in San Jose, California.

The real properties owned are held in fee simple title. Properties owned by Cal Water are subject to the lien of an Indenture of Mortgage and Deed of Trust dated May 11, 2021, June 11, 2019, November 22, 2010, and April 17, 2009 (the California Indenture), securing Cal Water's First Mortgage Bonds, of which $1,055.5 million was outstanding at December 31, 2021. The California Indenture contains certain restrictions common to such types of instruments regarding the disposition of property and includes various covenants and restrictions. At December 31, 2021, our California utility was in compliance with the covenants of the California Indenture.

Cal Water owns 599 wells and operates ten leased wells. There are 421 owned storage tanks with a capacity of 293 million gallons, two leased storage tanks with a capacity of 0.4 million gallons, 16 managed storage tanks with a capacity of 29 million gallons, and three surface water reservoirs with a capacity of 220 million gallons. Cal Water owns and operates six surface water treatment plants with a combined capacity of 46 million gallons per day. There are 6,692 miles of supply and distribution mains in the various owned and managed systems.

In the leased City of Hawthorne and City of Commerce systems or in systems that are operated under contract for municipalities or private companies, title to the various properties is held exclusively by the municipality or private company.

Hawaii Water owns 23 wells, manages two potable wells, and manages five irrigation wells. There are 38 storage tanks with a storage capacity of 35.8 million gallons. There are 246 miles of supply and distribution lines. Hawaii Water operates five wastewater treatment facilities with a combined capacity to process approximately 2.0 million gallons per day. There are 64.6 miles of sewer collection mains including force mains.

Washington Water owns 455 wells and manages 16 wells. There are 186 owned storage tanks with a storage capacity of 21.3 million gallons. There are 699 miles of supply and distribution lines. Washington Water operates one wastewater treatment plant with three miles of sewer collection mains.

New Mexico Water owns 25 wells. There are 18 storage tanks with a storage capacity of 5.1 million gallons. There are 145 miles of supply and distribution lines. New Mexico operates two wastewater treatment facilities with a combined capacity to process 0.62 million gallons per day. There are eight lift stations and 35 miles of sewer collection mains.

Washington Water has long-term bank loans that are secured primarily by utility plant owned by Washington Water.

Texas Water, through its majority ownership of BVRT, owns and operates four wastewater treatment plants. The plants have a capacity of 411,750 gallons-per-day.

Item 3. *Legal Proceedings.*

Information with respect to this item may be found under the subheading “Commitments and Contingencies” in Note 15 to the consolidated Financial Statements in Item 8, which is incorporated herein by reference.

Item 4. *Mine Safety Disclosures.*

Not applicable.

PART II

Item 5. *Market for Registrant's Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.*

Our common stock is traded on the New York Stock Exchange under the symbol "CWT." At December 31, 2021, there were 53,715,569 common shares outstanding. There were 1,903 common stockholders of record as of February 7, 2022.

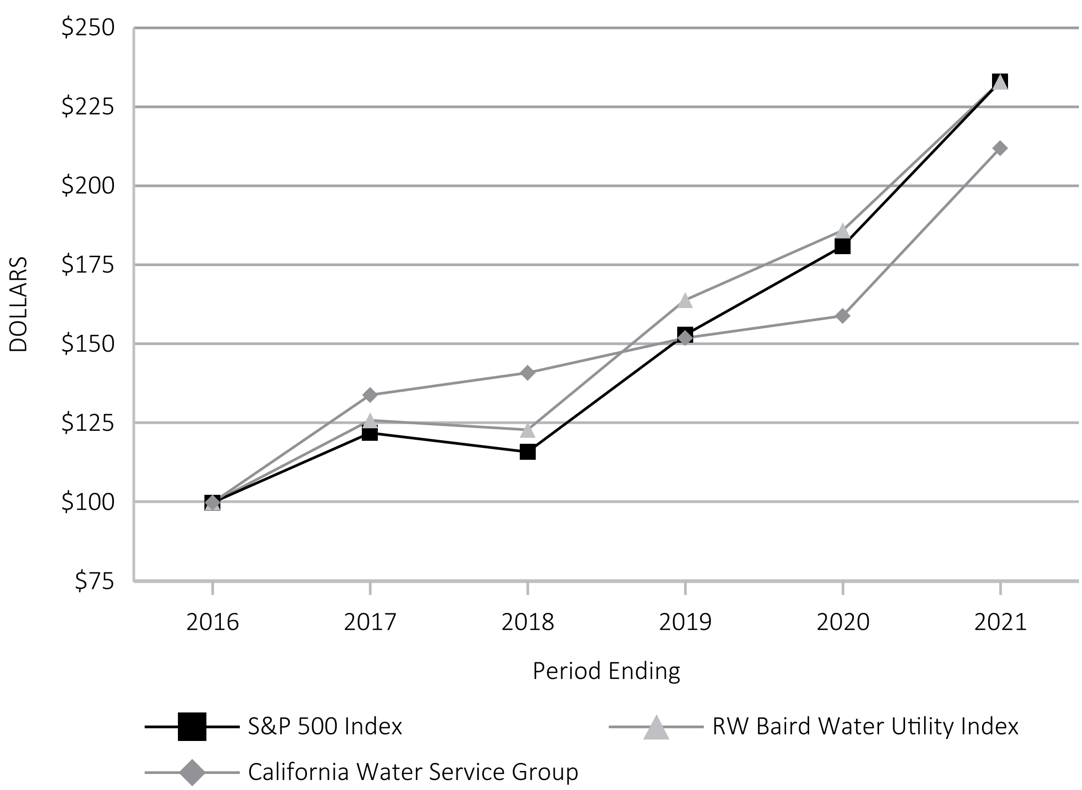
During 2021, we paid a cash dividend of $0.9200 per common share, or $0.2300 per quarter. During 2020, we paid a cash dividend of $0.8500 per common share, or $0.2125 per quarter. On January 26, 2022, our Board of Directors declared a quarterly cash dividend of $0.2500 per common share payable on February 18, 2022, to stockholders of record on February 7, 2022. This represents an indicated annual cash dividend of $1.0000, and would be our 55th consecutive year of increasing the annual dividend and marks the 308th consecutive quarterly dividend.

We presently intend to pay quarterly cash dividends in the future consistent with past practices, subject to our earnings and financial condition, restrictions set forth in our debt instruments, regulatory requirements and such other factors as our Board of Directors may deem relevant.

Five-Year Performance Graph

The following performance graph compares the changes in the cumulative shareholder return on California Water Service Group's common stock with the cumulative total return on the Robert W. Baird Water Utility Index and the Standard & Poor's 500 Index during the last five years ended December 31, 2021. The comparison assumes $100 was invested on December 31, 2016, in California Water Service Group's common stock and in each of the forgoing indices and assumes reinvestment of dividends.

Performance Graph Data



The following descriptive data is supplied in accordance with Rule 304(d) of Regulations S-T:

	2016	2017	2018	2019	2020	2021
California Water Service Group	100	134	141	152	159	212
S&P 500	100	122	116	153	181	233
RW Baird Water Utility Index	100	126	123	164	186	233

An initial $100 investment in the common stock of California Water Service Group on December 31, 2016 including reinvestment of dividends would be worth $212 at the end of the 5-year period ending December 31, 2021.

Item 6.

[Removed and reserved.]

Item 7. *Management's Discussion and Analysis of Financial Condition and Results of Operations.*

The following sections include a discussion of results for fiscal 2021 compared to fiscal 2020 as well as certain 2019 results. The comparative results for fiscal 2020 with fiscal 2019 generally have not been included in this Form 10-K, but may be found in "Part II—Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations" of the Company's Annual Report on Form 10-K for the year ended December 31, 2020.

Overview

Net Income Attributable to California Water Service Group

In 2021 and 2020, net income attributable to California Water Service Group was $101.1 million and $96.8 million, respectively. Earnings per diluted common share decreased $0.01 to $1.96 or 0.5% from 2020 to 2021. The $4.3 million increase in net income attributable to California Water Service Group was driven by general rate increases of $14.0 million, a reduction in operating income tax expense of $8.6 million, and a decrease in credit losses of $4.6 million. These positive factors were partially offset by increases in depreciation and amortization expenses of $10.2 million, employee wages of $3.2 million, uninsured loss expense of $1.9 million, property and other taxes of $2.4 million, and financing costs of $1.4 million.

Additionally, certain factors outside the Company's immediate control decreased net income attributable to California Water Service Group, including a $0.5 million reduction in accrued unbilled revenue and $0.5 million decrease in unrealized gain on certain benefit plan investments as compared to the prior year. Seasonal weather patterns and the number of unbilled days are the primary influences of accrued unbilled revenue.

We continue to seek rate relief to recover our operating cost increases and receive reasonable returns on invested capital. We expect to fund our long-term capital needs through a combination of debt, common stock offerings, and cash flow from operations.

COVID-19

During the course of 2021, because of the COVID-19 pandemic, shelter-in-place and social distancing ordinances of varying durations and scope were in effect in all of the states in which we operate. Such governmental public health orders continued to result in temporary closures of non-essential businesses and self-quarantining on non-essential workers. As an "essential business" during times of emergencies pursuant to the U.S. Critical Infrastructures Protection Act of 2001, we are working to continue to provide high quality water and wastewater services to our two million customers. During 2021 and through February 24, 2022, the COVID-19 pandemic has not had a significant impact on our business or operations. We have ceased all shutoffs for non-payment during the pandemic and anticipate this situation will continue until further notice. We are expecting segments of our customer base to continue to experience employment layoffs and businesses to run at less than full capacity, which negatively impact their ability to pay utility bills. We have also incurred costs to promote the health and safety of our employees and facilities.

If we need to close any of our facilities due to outbreaks of COVID-19 or if a critical number of our employees become too ill to work, our business operations could be materially adversely affected in a rapid manner. The impact of the COVID-19 pandemic is fluid and continues to evolve, and therefore, we cannot predict the extent to which our business, results of operations, financial condition, or liquidity will ultimately be impacted.

California Water and Wastewater Arrearages Payment Program

The California Water and Wastewater Arrearages Program was created by the California Legislature to be administered by the State Water Resources Control Board (Water Board) in order to provide relief to community water and wastewater systems for unpaid bills (arrearages) related to the COVID-19 pandemic. The Legislature allocated $985 million in American Rescue Plan Act of 2021 funds to pay down residential and commercial arrearages accrued between March 4, 2020 and June 14, 2021. In response to the Water Board's survey, Cal Water reported $20.8 million in eligible customer arrearages and program administrative costs. Cal Water received 100% of the requested amount from the program in January 2022. Cal Water will apply these funds to identified past due customer balances during the first quarter of 2022.

Critical Accounting Policies and Estimates

We maintain our accounting records in accordance with accounting principles generally accepted in the United States of America and as directed by the Commissions to which our operations are subject. The process of preparing financial statements requires the use of estimates on the part of management. The estimates used by management are based on historic experience and an understanding of current facts and circumstances. A summary of our significant accounting policies is listed in Note 2 of the Notes to Consolidated Financial Statements. The following sections describe those policies where the level of subjectivity, judgment, and variability of estimates could have a material impact on the financial condition, operating performance, and cash flows of the business.

Revenue Recognition

Revenue from contracts with customers

The Company principally generates operating revenue from contracts with customers by providing regulated water and wastewater services at tariff-rates authorized by the Commissions in the states in which they operate and non-regulated water and wastewater services at rates authorized by contracts with government agencies. Revenue from contracts with customers reflects amounts billed for the volume of consumption at authorized per unit rates, for a service charge, and for other authorized charges.

The Company satisfies its performance obligation to provide water and wastewater services over time as services are rendered. The Company applies the invoice practical expedient and recognizes revenue from contracts with customers in the amount for which the Company has a right to invoice. The Company has a right to invoice for the volume of consumption, for the service charge, and for other authorized charges. The measurement of sales to customers is generally based on the reading of their meters, which occurs on a systematic basis throughout the month.

Contract terms are generally short-term and at will by customers and, as a result, no separate financing component is recognized for the Company's collections from customers, which generally require payment within 30 days of billing. The Company applies judgment, based principally on historical payment experience, in estimating its customers' ability to pay.

Certain customers are not billed for volumetric consumption, but are instead billed a flat rate at the beginning of each monthly service period. The amount billed is initially deferred and subsequently recognized over the monthly service period, as the performance obligation is satisfied. The deferred revenue balance or contract liability, which is included in "other accrued liabilities" on the consolidated balance sheets, is inconsequential.

Regulatory balancing account revenue

The Company's ability to recover revenue requirements authorized by the CPUC in its triennial GRC is decoupled from the volume of the sales. Regulatory balancing account revenue is revenue related to rate mechanisms authorized in California by the CPUC, which allow the Company to recover the authorized revenue and are not considered contracts with customers. These mechanisms include the following:

The Water Revenue Adjustment Mechanism (WRAM) allows the Company to recognize the adopted level of volumetric revenues. The variance between adopted volumetric revenues and actual billed volumetric revenues for metered accounts is recorded as regulatory balancing account revenue.

Cost-recovery rates, such as the Modified Cost Balancing Account (MCBA), Conservation Balancing Account (CEBA), Pension Cost Balancing Account (PCBA), and Health Cost Balancing Account (HCBA), provide for recovery of the adopted levels of expenses for purchased water, purchased power, pump taxes, water conservation program costs, pension, and health care. Variances between adopted and actual costs are recorded as regulatory balancing account revenue.

Due to the delay in the resolution of the 2018 GRC, the CPUC authorized Cal Water to track the effect of the delay on customer billings in an interim rates memorandum account (IRMA) effective January 1, 2020. Variances between actual customer billings and those that would have been billed assuming the GRC had been effective January 1, 2020 are recorded as regulatory balancing account revenue. Rates for the 2018 GRC were implemented on February 1, 2021; as a result, Cal Water recorded an IRMA regulatory asset for all of 2020 and for January of 2021.

Each district's WRAM and MCBA regulatory assets and liabilities are allowed to be netted against one another. The Company recognizes regulatory balancing account revenues that have been authorized for rate recovery, are objectively determinable and probable of recovery, and are expected to be collected within 24 months. To the extent that regulatory balancing account revenue is estimated to be collectible beyond 24 months, recognition is deferred.

The CPUC issued a decision effective August 27, 2020 requiring that Class A companies submitting GRC filings after the effective date be (i) precluded from proposing the use of a full decoupling WRAM and (ii) allowed the use of Monterey-Style Water Revenue Adjustment Mechanisms (MWRAM) and Incremental Cost Balancing Accounts (ICBA). The MWRAM tracks the difference between the revenue received for actual metered sales through the tiered volumetric rate and the revenue that would have been received with the same actual metered sales if a uniform rate had been in effect. The ICBA tracks differences in the authorized prices of water production costs and actual prices of water production costs. Cal Water has complied with this decision in its recent 2021 GRC filing.

Regulated Utility Accounting

Because we operate almost exclusively in a regulated business, we are subject to the accounting standards for regulated utilities. The Commissions in the states in which we operate establish rates that are designed to permit the recovery of the cost of service and a return on investment. We capitalize and record regulatory assets for costs that would otherwise be charged to expense if it is probable that the incurred costs will be recovered in future rates. Regulatory assets are amortized over the future periods that the costs are expected to be recovered. If costs expected to be incurred in the future are currently being recovered through rates, we record those expected future costs as regulatory liabilities. In addition, we record regulatory liabilities when the Commissions require a refund to be made to our customers over future periods.

Determining probability requires significant judgment by management and includes, but is not limited to, consideration of testimony presented in regulatory hearings, proposed regulatory decisions, final regulatory orders, and the strength or status of applications for rehearing or state court appeals.

If we determine that a portion of our assets used in utility operations is not recoverable in customer rates, we would be required to recognize the loss of the assets disallowed.

Income Taxes

We account for income taxes using the asset and liability method. Deferred tax assets and liabilities are recognized for future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax basis. We measure deferred tax assets and liabilities at enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. We recognize the effect on the deferred tax assets and liabilities of a change in tax rate in the period that includes the enactment date. We also assess the likelihood that deferred tax assets will be recovered in future taxable income and, to the extent recovery is not probable, a valuation allowance would be recorded. In management's view, a valuation allowance was not required as of December 31, 2021 and December 31, 2020.

We anticipate that future rate actions by the regulatory commissions will reflect revenue requirements for the tax effects of temporary differences recognized, which have previously been passed through to customers. The regulatory commissions have granted the Company permission to reflect the normalization of the tax benefits of the federal accelerated methods and available Investment Tax Credits (ITCs) for all assets placed in service after 1980. ITCs are deferred and amortized over the lives of the related properties for book purposes. The CPUC requires flow through accounting for state deferred taxes.

On December 22, 2017, the U.S. government enacted expansive tax legislation commonly referred to as the TCJA. Among other provisions, the TCJA reduces the federal income tax rate from 35 percent to 21 percent beginning on January 1, 2018 and eliminated bonus depreciation for utilities. The TCJA required the Company to re-measure all existing deferred income tax assets and liabilities to reflect the reduction in the federal tax rate.

During 2021, the Company analyzed its deferred tax balances, tax regulatory asset and tax regulatory liability based on 2018 GRC approved rates. As of December 31, 2021, the unamortized TCJA refund was $91.5 million. The Company continued working with other state regulators to finalize the refund to ensure compliance with federal normalization rules.

Pension and Postretirement Benefits Other Than Pensions (PBOP)

We incur costs associated with our pension and PBOP plans. To measure the expense of these benefits, our management must estimate compensation increases, mortality rates, future health cost increases and discount rates used to value related liabilities and to determine appropriate funding. Different estimates used by our management could result in significant variances in the cost recognized for pension and PBOP plans. The estimates used are based on historical experience, current facts, future expectations, and recommendations from independent advisors and actuaries. We use an investment advisor to provide advice in managing the plan's investments. We anticipate any increases in funding for the pension benefits plans will be recovered in future rate filings, thereby mitigating the financial impact. We believe it is probable that future costs will be recovered in future rates and therefore have recorded a regulatory asset in accordance with generally accepted accounting principles. Changes to the pension benefits actuarial assumptions can significantly affect pension costs, regulatory assets, and liabilities.

In 2020, we changed both the yield curve used to develop the discount rate and the method used to estimate the service and interest cost components of net periodic pension and benefit costs for 2021. The new yield curve used a higher-yielding subset of bonds that we believe will better approximate the rate at which the obligations could be effectively settled, currently. The change in the yield curve led to a decrease of $12.2 million and $1.2 million in net periodic pension cost and net periodic benefit cost, respectively, for 2021. The new method uses the spot rate approach to estimate the service and interest costs by applying the specific spot rates along the yield curve used to determine the benefit obligation to the relevant projected cash outflows. The change in method led to a decrease of $6.2 million and $1.1 million in net periodic pension cost and net periodic benefit cost, respectively, for 2021. This change does not affect the measurement of the projected benefit obligation. We made this change to provide a more precise measurement of service and interest costs by improving the correlation between projected benefit cash flows to the corresponding spot rates. We have accounted for this change as a change in accounting estimate and accordingly has accounted for it prospectively. In California, where the majority of our net periodic pension and benefit costs are recorded, a corresponding decrease to balancing account revenue was recorded in 2021 for the changes in yield curve and method as Cal Water has regulatory mechanisms that mitigate changes in net periodic pension and benefits costs. For 2020, the service and interest cost components of net periodic pension and benefit costs were determined using a single-weighted average discount rate.

The following table reflects the sensitivity of pension amounts reported for the year ended December 31, 2021, to changes in actuarial assumptions:

	Increase/(Decrease) in Pension Benefits Actuarial Assumption	Increase/(Decrease) in 2021 Net Periodic Benefit Cost	Increase/(Decrease) in Projected Benefit Obligation as of December 31, 2021
		Dollars in thousands	
Discount rate	(0.5)%	$ 9,483	$ 89,534
Long-term rate of return on plan assets	(0.5)%	3,567	—
Rate of compensation increases	(0.5)%	(3,271)	(23,273)
Cost of living adjustment(1)	(0.2)%	(1,974)	(21,474)
Discount rate	0.5%	(4,013)	(78,010)
Long-term rate of return on plan assets	0.5%	(3,567)	—
Rate of compensation increases	0.5%	4,416	24,480
Cost of living adjustment	0.5%	8,435	58,356

(1) The cost of living adjustment was assumed at 2.2% and has a floor of 2.0%.

Results of Operations

Operating Revenue

Operating revenue in 2021 was $790.9 million, a decrease of $3.4 million, or 0.4%, over 2020. Operating revenue in 2020 was $794.3 million, an increase of $79.7 million, or 11.2%, over 2019. The sources of changes in operating revenue were:

	2021	2020
	Dollars in millions	
Net change due to WRAM, service charges, usage, and other(1)	$ 29.7	$29.2
MCBA revenue(2)	(7.9)	46.8
Other balancing account revenue(3)	(13.5)	(1.0)
Deferral of revenue(4)	(11.7)	4.7
Net change	$ (3.4)	$79.7

(1) In 2021, the net change due to WRAM, service charges, usage, and other in the above table was mainly driven by rate increases (the components of which are set forth in the table in Rates and Regulation section below), and partially offset by a $0.5 million decrease in accrued unbilled revenue.

(2) MCBA revenue is the variance between adopted water production costs and actual water production costs. In 2021, we recognized $3.8 million of MCBA revenue as compared to $11.7 million in MCBA revenue in 2020, for a decrease of $7.9 million in 2021. The MCBA revenue decrease in 2021 as compared to 2020 resulted from a decrease in actual water production costs relative to adopted water production costs. The actual water production costs decreased relative to adopted water production costs in 2021 as compared to 2020, due to a shift in water production mix from purchased water to well water in certain of our service territories. As required by the MCBA mechanism, the decrease in actual water production costs relative to adopted water production costs in California also decreased operating revenue for the same amount.

(3) The other balancing account revenue consists of the pension, conservation, and health care balancing account revenues. Pension and conservation balancing account revenues are the differences between actual expenses and adopted rate recovery. Health care balancing account revenue is 85% of the difference between actual health care expenses and adopted rate recovery. In 2021, we recognized a reduction to revenue of $6.1 million for these balancing accounts as compared to a net $7.4 million of revenue in 2020. The decrease in revenue was mainly due to a decrease in actual pension and health care expenses relative to adopted in 2021 as compared to 2020, which was partially offset by an increase in actual conservation expenses relative to adopted in 2021 as compared to 2020.

(4) The deferral of revenue consists of amounts that are expected to be collected from customers beyond 24 months following the end of the accounting period in which these revenues were recorded. The deferral decreased in 2021 as compared to 2020 due to an increase in the balancing account revenue expected to be collected beyond 24 months.

Water Production Expenses

Water production expenses, which consist of purchased water, purchased power, and pump taxes, comprise the largest segment of total operating expenses. Water production costs accounted for 41.8% and 42.1%, of total operating costs in 2021 and 2020, respectively. The rates charged for wholesale water supplies, electricity, and pump taxes are established by various public agencies. As such, these rates are beyond our control.

The table below provides the change in water production expenses during the past 2 years:

	2021			2020		
	Amount	**Change**	**% Change**	**Amount**	**Change**	**% Change**
			Dollars in millions			
Purchased water	$225.0	$(5.1)	(2.2)%	$230.1	$17.6	8.3%
Purchased power	37.1	3.1	9.1%	34.0	2.6	8.3%
Pump taxes	15.3	2.7	21.4%	12.6	1.1	9.6%
Total water production expenses	$277.4	$ 0.7	0.3%	$276.7	$21.3	4.5%

The principal factors affecting water production expenses are the quantity, price, and source of the water. Generally, water pumped from wells costs less than water purchased from wholesale suppliers.

The table below provides the amounts, percentage change, and source mix for the respective years:

	2021			2020		
	MG	**% of Total**	**% change from prior year**	**MG**	**% of Total**	**% change from prior year**
			Millions of gallons (MG)			
Source:						
Wells	52,520	47.5%	6.9%	49,116	44.4%	7.8%
Purchased	53,620	48.5%	(4.2)%	55,948	50.5%	4.1%
Surface	4,379	4.0%	(22.9)%	5,678	5.1%	4.8%
Total	110,519	100.0%	(0.2)%	110,742	100.0%	5.7%

Purchased water expenses are affected by changes in quantities purchased, supplier prices, and cost differences between wholesale suppliers. The MCBA mechanism is designed to recover all incurred purchased water expenses.

For 2021, the $5.1 million decrease in purchased water expenses is due to a 4.2% decrease in purchased quantities offset by an overall blended water wholesaler rate increase of 4.6%.

Purchased power expenses are affected by the quantity of water pumped from wells and moved through the distribution system, rates charged by electric utility companies, and rate structures applied to usage during peak and non-peak times of the day or season. In 2021, purchased power expenses increased $3.1 million mainly due to a 6.9% increase in well production.

Changes in climate change regulations could increase the cost of power that in turn would result in an increase in the rates our power suppliers charge us. Any change in pricing of our purchased power expenses in California would be recovered from our customers through the MCBA mechanism. Any change in power costs in other states would be requested to be recovered by the customers in those states. The impact of such regulations is dependent upon the enacted date, the factors that affect our suppliers' cost structure, and their ability to pass the costs to us in their approved tariffs. These items are not known at this time.

Administrative and General Expenses

Administrative and general expenses include payroll related to administrative and general functions, all employee benefits charged to expense accounts, insurance expenses, legal fees, expenses associated with being a public company, and general corporate expenses.

During 2021, administrative and general expense increased $9.6 million, or 8.2%, as compared to 2020. The increase was mainly due to increases in employee wages of $6.2 million, uninsured loss costs of $1.9 million, outside consulting service costs of $1.2 million, and employee healthcare costs of $1.2 million. These cost increases were partially offset by a $1.5 million decrease in employee pension and retiree healthcare benefit costs. Changes in employee pension benefits and employee and retiree medical costs for regulated California operations generally do not affect net income attributable to California Water Service Group, as the Company has been allowed by the California Public Utilities Commission ("CPUC") to record these costs in balancing accounts for future recovery, creating a corresponding change to revenue.

Other Operations Expenses

The components of other operations expenses include payroll, material and supplies, and contract service costs of operating the regulated water systems, including the costs associated with water transmission and distribution, pumping, water quality, meter reading, billing, operations of district offices, and water conservation programs.

During 2021, other operations expense decreased $9.5 million, or 9.9%, compared to 2020. The decrease was primarily due to reductions of $9.5 million in expenses associated with the deferral of operating revenue, $4.6 million reduction in credit losses, and $2.1 million in employee wages. These were partially offset by increases in wastewater treatment expenses of $1.9 million from recently acquired subsidiaries, customer account expenses of $1.1 million, chemical and carbon filter costs of $0.9 million, and conservation program costs of $0.8 million. Changes in conservation program costs for regulated California operations generally do not affect net income attributable to California Water Service Group, as the Company has been allowed by the California Public Utilities Commission ("CPUC") to record these costs in balancing accounts for future recovery, creating a corresponding change to revenue.

Maintenance

Maintenance expenses increased $1.6 million, or 5.7%, in 2021, compared to 2020 due to increased costs for repairs of transmission and distribution mains, reservoirs and tanks, and amortization of reservoir coating projects in accordance with CPUC orders.

Depreciation and Amortization

Depreciation and amortization increased $10.2 million, or 10.4%, in 2021 primarily due to utility plant placed in service in 2020.

Income Taxes

For 2021, income taxes decreased $8.6 million, or 75.5%, to $2.8 million as compared to 2020. The decrease was mainly due to a $9.9 million increase in customer refunds of excess deferred federal income taxes in 2021 as compared to 2020, and was partially offset by a reduction in the tax benefit from the flow-through method of accounting for "repairs" deductions on state corporate income tax filings. The Company's effective combined income tax rate for 2021 was 3.89% as compared to 11.04% for 2020.

Property and Other Taxes

For 2021, property and other taxes increased $2.4 million, or 8.0%, as compared to 2020. The increase was due to an increase in our assessed property values for utility plant placed in service during the year.

Other Income and Expenses

In 2021, net other income increased $15.4 million from net other income of $2.0 million in 2020. The increase was due primarily to a $5.8 million increase in non-regulated revenue and $14.9 million decrease in other components of net periodic benefit costs. These increases were partially offset by a $2.4 million increase in non-regulated expenses, $1.8 million decrease in allowance for funds used during construction, and $0.5 million decrease in the unrealized gain from certain benefit plan investments due to market conditions. Changes in other components of net periodic benefit costs for regulated California operations generally do not affect net income attributable to California Water Service Group, as the CPUC has allowed the Company to record these costs in balancing accounts for future recovery, creating a corresponding change to revenue.

Net Interest Expense

In 2021, net interest expense increased $1.4 million as compared to 2020. The increase was due primarily to an increase in financing to support the capital investment program from the 2018 GRC.

Rates and Regulation

The following is a summary of 2021 rate filings. A description of the "Type of Filing" can be found in the "Item 1—Rates and Regulation" section above. California decisions and resolutions may be found on the CPUC website at www.cpuc.ca.gov.

Type of Filing	Decision/Resolution	Effective Date	Increase (Decrease) Annual Revenue	CA District/ Subsidiary
GRC and Offset Filings				
2021 Expense Offset	AL 2394	Jan 2021	$5.5 million	7 Districts
Cal Water 2021 Escalation Filing	AL 2395	Jan 2021	$8.2 million	13 Districts
2021 Expense Offset	AL 2422	Oct 2021	$1.8 million	1 Districts

The estimated impact of current and prior year rate changes on operating revenues compared to prior years is listed in the following table:

	2021	2020
	Dollars in millions	
General Rate Case (GRC)	$ 0.1	$ 9.9
Escalation rate increases	8.2	0.5
Expense offset (purchased water/pump taxes)	6.1	4.5
Rate base offsets	5.9	6.0
Total rate increases	$20.3	$20.9

Water Supply

Our source of supply varies among our operating districts. Certain districts obtain all of their supply from wells; some districts purchase all of their supply from wholesale suppliers; and other districts obtain supply from a combination of wells and wholesale suppliers. A small portion of supply comes from surface sources and is processed through Company-owned water treatment plants. To the best of management's knowledge, we are meeting water quality, environmental, and other regulatory standards for all Company-owned systems.

California's normal weather pattern yields little precipitation between mid-spring and mid-fall. The Washington Water service areas receive precipitation in all seasons, with the heaviest amounts during the winter. New Mexico Water's rainfall is heaviest in the summer monsoon season. Hawaii Water receives precipitation throughout the year, with the largest amounts in the winter months. Water usage in all service areas is highest during the warm and dry summers and declines in the cool winter months. Rain and snow during the winter months replenish underground water aquifers and fill reservoirs, providing the water supply for subsequent delivery to customers. Management believes that supply pumped from underground aquifers and purchased from wholesale suppliers will be adequate to meet customer demand during 2022 and thereafter. However, water rationing may be required in future periods, if declared by the state or local jurisdictions. Long-term water supply plans are developed for each of our districts to help assure an adequate water supply under various operating and supply conditions. Some districts have unique challenges in meeting water quality standards, but management believes that supplies will meet current standards using current treatment processes.

Liquidity and Capital Resources

Cash flow from Operations

During 2021, we generated cash flow from operations of $231.7 million, compared to $117.9 million during 2020. The increase in 2021 was primarily due to the billing of the IRMA receivable in 2021 for which a receivable was recorded in 2020 and a decrease in the funding for pension and other post-retirement benefits in 2021.

The water business is seasonal. Billed revenue is lower in the cool, wet winter months when less water is used compared to the warm, dry summer months when water use is highest. This seasonality results in the possible need for short-term borrowings under the bank lines of credit in the event cash is not sufficient to cover operating costs during the winter period. The increase in cash flow during the summer allows for a pay down of short-term borrowings. Customer water usage can be lower than normal in years when more than normal precipitation falls in our service areas or temperatures are lower than normal, especially in the summer months. The reduction in water usage reduces cash flow from operations and increases the need for short-term bank borrowings.

Investing Activities

During 2021 and 2020 we used $293.2 million and $298.7 million, respectively, of cash for capital expenditures, both Company-funded and developer-funded. Capital expenditures in 2021 were slightly below the high end of budgeted capital expenditures of $300.0 million. Cash used in investing activities fluctuates each year largely due to the availability of construction resources and our ability to obtain construction permits in a timely manner.

We also paid $6.5 million and $40.5 million for the acquisition of Kapalua Water and BVRT Utility Holding Company, LLC in 2021 and for the acquisitions of Rainier View Water Company and Kalealoa Water Company in 2020, respectively.

Financing Activities

During 2021, we borrowed $200.0 million, and paid down $535.0 million on our unsecured revolving credit facilities to fund capital expenditures and for general corporate purposes. We also received $28.2 million of advances and contributions in aid of construction, which was reduced by refunds to developers of $10.6 million. We issued $280.0 million of First Mortgage Bonds to pay down our unsecured revolving credit facilities, to fund capital expenditures and for general corporate purposes, and we repaid $5.4 million of First Mortgage Bonds that matured in 2021 and other long-term debt obligations. In addition, we issued $197.7 million of Company common stock through our at-the-market equity plan and our employee stock purchase plan.

On March 29, 2019, the Company and Cal Water entered into certain syndicated credit agreements, which provide for unsecured revolving credit facilities of up to an initial aggregate amount of $550.0 million for a term of five years. The revolving credit facilities amend, expand, and replace the Company's and its subsidiaries' prior credit facilities originally entered into on May 10, 2015. The new credit facilities extended the terms until March 29, 2024, and increased Cal Water's unsecured revolving line of credit. The Company and subsidiaries that it designates may borrow up to $150.0 million under the Company's revolving credit facility. Cal Water may borrow up to $400.0 million under its revolving credit facility. All borrowings must be repaid within 24 months unless a different period is required or authorized by the CPUC. Additionally, the credit facilities may be increased by up to an incremental $150.0 million under the Cal Water facility and $50.0 million under the Company facility, subject in each case to certain conditions. The proceeds from the revolving credit facilities may be used for working capital purposes. Borrowings under the credit facilities typically have maturities varying between one and nine months and will bear interest annually at a rate equal to (i) the base rate or (ii) the Eurodollar rate, plus an applicable margin of 0.650% to 0.875%, depending on the Company and its subsidiaries' consolidated total capitalization ratio.

The under-collected net WRAM and MCBA receivable balances were $72.8 million and $67.8 million as of December 31, 2021 and 2020, respectively. The increase of $5.0 million from December 31, 2020 to December 31, 2021 was primarily due lower than adopted customer usage. The under-collected net WRAM and MCBA receivable balances were primarily financed by Cal Water with short-term and long-term financing arrangements to meet operational cash requirements. Interest on the under-collected net WRAM and MCBA receivable balances, the interest recoverable from customers, is limited to the current 90-day commercial paper rate, which is significantly lower than Cal Water's short and long-term financing rates.

At the January 2022 meeting, the Board of Directors declared the quarterly dividend, increasing it for the 55th consecutive year. The quarterly dividend was raised from $0.23 to $0.25 per common share. This represents an indicated annual rate of $1.00 per common share. Dividends have been paid for 76 consecutive years. The annual dividends paid per common share in 2021, 2020, and 2019 were $0.92, $0.85, and $0.79, respectively. Earnings not paid as dividends are reinvested in the business for the benefit of stockholders. The dividend payout ratio was 46.9% in 2021, 43.1% in 2020, and 60.3% in 2019 for an average of 48.7% over the 3-year period. Our long-term targeted dividend payout ratio is 60%.

Short-Term Financing

Short-term liquidity is provided by the bank lines of credit described above and by internally generated funds. As of December 31, 2021, there were borrowings of $35.0 million outstanding on our unsecured revolving lines of credit, compared to $370.0 million outstanding on our unsecured revolving lines of credit as of December 31, 2020.

Given our ability to access our lines of credit on a daily basis, cash balances are managed to levels required for daily cash needs and excess cash is invested in short-term or cash equivalent instruments. Minimal operating levels of cash are maintained for Washington Water, New Mexico Water, Hawaii Water, and Texas Water.

The Company and certain designated subsidiaries may borrow up to $150.0 million under its credit facility. Cal Water may borrow up to $400.0 million under its credit facility; however, all borrowings currently need to be repaid within 24 months unless otherwise authorized by the CPUC.

Both credit agreements contain affirmative and negative covenants and events of default customary for credit facilities of this type including, among other things, limitations, and prohibitions relating to additional indebtedness, liens, mergers, and asset sales. In addition, these unsecured credit agreements contain financial covenants governing the Company and its subsidiaries' "consolidated total capitalization ratio" not to exceed 66.7% and "interest coverage ratio" of three or more (each as defined in the respective credit agreements). As of December 31, 2021, our consolidated total capitalization ratio was 49.5% and the interest coverage ratio was greater than five. In summary, as of such date, we met all of the covenant requirements and were eligible to use the full amounts of these credit agreements.

Long-Term Financing

Long-term financing is accomplished using both debt and equity. Cal Water was authorized to issue $700.0 million of debt and common stock to finance capital projects and operations by a CPUC decision dated November 5, 2020. In addition, the decision retained approximately $94.0 million of prior financing authority and determined that refinancing long-term debt did not count against the authorization. The CPUC requires that any loans from Cal Water to the Company be at arm's length. This restriction did not materially affect the Company's ability to meet its cash obligations in 2021. Management does not expect this restriction to have a material impact on the Company's ability to meet its cash obligations in 2022 and beyond.

On May 11, 2021, Cal Water issued $280.0 million of First Mortgage Bonds (see Note 9) in a private placement. Cal Water used the net proceeds from the sale of the Bonds to refinance existing indebtedness and for general corporate purposes. Long-term financing, which includes First Mortgage Bonds, senior notes, other debt securities, and common stock, has typically been used to replace short-term borrowings and fund capital expenditures. Internally generated funds, after making dividend payments, provide positive cash flow, but have not been at a level to meet the needs of our capital expenditure requirements. Management expects this trend to continue given our capital expenditures plan for the next four years. Some capital expenditures are funded by payments received from developers for contributions in aid of construction or advances for construction. Funds received for contributions in aid of construction are non-refundable, whereas funds classified as advances in construction are refundable. Management believes long-term financing is available to meet our cash flow needs through issuances in both debt and equity instruments.

Additional information regarding the bank borrowings and long-term debt is presented in Notes 8 and 9 in the Notes to Consolidated Financial Statements.

Equity Issuance

On October 31, 2019, the Company entered into an equity distribution agreement to sell shares of its common stock having an aggregate gross sales price of up to $300.0 million from time to time depending on market conditions through an at-the-market equity program. The equity distribution agreement concluded in the fourth quarter of 2021. The Company used the net proceeds from these sales, after deducting commissions on such sales and offering expenses, for general corporate purposes, which may include working capital, construction and acquisition expenditures, investments and repurchases and redemptions of securities. Additional information regarding this program is presented in Note 7 of the Notes to Consolidated Financial Statements.

Summarized Financial Information for Guarantors and the Issuer of Guaranteed Securities.

On April 17, 2009, Cal Water (Issuer) issued $100.0 million aggregate principal amount of 5.500% First Mortgage Bonds due 2040, all of which are fully and unconditionally guaranteed by the Company (Guarantor). Certain subsidiaries of the Company do not guarantee the security and are referred to as Non-guarantors. The Guarantor fully, absolutely, irrevocably and unconditionally guarantees the due and punctual payment when due, whether at stated maturity, by acceleration, by notice of prepayment or otherwise, of the principal of, premium, if any, and interest on the bonds. The bonds rank equally among Cal Water's other first mortgage bonds.

The following tables present summarized financial information of the Issuer subsidiary and the Guarantor. All intercompany balances and transactions between Issuer and Guarantor have been eliminated. The information presented below excludes eliminations necessary to arrive at the information on a consolidated basis. In presenting the summarized financial statements, the equity method of accounting has been applied to the Guarantor interests in the Issuer. The summarized information excludes financial information of the Non-issuers, including earnings from and investments in these entities.

Summarized Statement of Operations

(in thousands)	2021		2020	
	Issuer	Guarantor	Issuer	Guarantor
Net sales	$727,149	$ —	$745,034	$ —
Gross profit	$462,301	$ —	$477,915	$ —
Income from operations	$605,918	$ 181	$130,761	$ 331
Equity in earnings of guarantor		$ 99,912	$ —	$92,244
Net income	$ 94,313	$100,979	$ 92,244	$92,760

Summarized Balance Sheet Information

(in thousands)	As of December 31, 2021		As of December 31, 2020	
	Issuer	Guarantor	Issuer	Guarantor
Current assets	$ 251,573	$ 20,077	$ 227,030	$ 20,075
Intercompany receivable from non-guarantor & non-issuer subsidiaries	3,810	31,449	4,905	20,022
Other assets	431,137	991,173	433,837	943,665
Long-term intercompany receivable from non-issuer subsidiaries	—	34,216	—	37,985
Net utility plant	2,625,092	24	2,459,992	117
Total assets	$3,311,612	$1,076,939	$3,125,764	$1,021,864
Current liabilities	$ 211,915	$ 35,019	$ 481,247	$ 100,124
Intercompany payable to non-issuer subsidiaries	402		6,115	
Long-term debt	1,055,538	—	780,790	—
Other liabilities	1,046,647	2,146	1,034,098	1,725
Total Liabilities	$2,314,461	$ 37,165	$2,296,537	$ 101,849

Off-Balance Sheet Arrangements

We do not have commitments or obligations, including contingent obligations, arising from arrangements with unconsolidated entities or persons that have, or are reasonably likely to have, a material current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, cash requirements, or capital resources even when the arrangement results in no obligation being reported in our consolidated balance sheets.

Contractual Obligations

The contractual obligations presented in the table below represent our estimates of future payments under fixed contractual obligations and commitments. Changes in our business needs, cancellation provisions and changes in interest rates, as well as action by third parties and other factors, may cause these estimates to change. Therefore, our actual payments in future periods may vary from those presented in the table below.

The following table summarizes our contractual obligations as of December 31, 2021.

	Total	Less than 1 Year	1-3 Years	3-5 Years	After 5 Years
Long-term debt(a)	$1,060,598	$ 4,917	$ 1,659	$ 70,710	$ 983,312
Interest payments	1,041,033	44,424	88,254	85,117	823,238
Advances for construction	198,086	8,750	17,431	17,093	154,812
Pension and postretirement benefits(b)	323,655	21,827	50,577	59,787	191,464
Finance lease obligations(c)	6,353	1,049	3,659	1,645	—
Operating lease obligations	19,190	2,266	3,861	3,180	9,883
Water supply contracts(d)	668,624	33,858	67,714	67,715	499,337
Total contractual obligations	$3,317,539	$117,091	$233,155	$305,247	$2,662,046

(a) Long-term debt payments include annual sinking fund payments on First Mortgage Bonds, maturities of long-term debt, and annual payments on other long-term obligations, exclusive of unamortized debt issuance costs of $5.3 million.

(b) Pension and postretirement benefits include $2.1 million of short-term pension obligations.

(c) Finance lease obligations represent total cash payments to be made in the future and includes interest expense of $0.9 million.

(d) Estimated annual contractual obligations are based on the same payment levels as 2021.

For pension and postretirement benefits other than pensions obligations, see Note 12 of the Notes to the Consolidated Financial Statements.

Advances for construction represent annual contract refunds to developers for the cost of water systems paid for by the developers. The contracts are non-interest bearing, and refunds are generally on a straight-line basis over a 40-year period. System and facility leases include obligations associated with leasing water systems and rents for office space.

For finance and operating lease obligations, see Note 15 of the Notes to the Consolidated Financial Statements.

Cal Water has water supply contracts with wholesale suppliers in 13 of its operating districts and for the two leased systems in Hawthorne and Commerce. For each contract, the cost of water is established by the wholesale supplier and is generally beyond our control. The amount paid annually to the wholesale suppliers is charged to purchased water expense on our statement of income. Most contracts do not require minimum annual payments and vary with the volume of water purchased. For more details related to water supply contracts, see Note 15 of the Notes to the Consolidated Financial Statements.

Capital Requirements

Capital requirements consist primarily of new construction expenditures for expanding and replacing utility plant facilities and the acquisition of water systems. They also include refunds of advances for construction.

Company-funded and developer-funded utility plant expenditures were $293.2 million and $298.7 million in 2021 and 2020, respectively. A majority of capital expenditures was associated with mains and water treatment equipment.

For 2022, the Company's capital program will be dependent in part on the timing and nature of regulatory approvals in connection with Cal Water's 2021 GRC filing. The Company proposed to the CPUC spending $1.0 billion on water infrastructure investments in 2022-2024. Capital expenditures in California are evaluated in the context of the pending GRC and may change as the case moves forward. We expect our annual capital expenditure to increase during the next five years due to increasing needs to replace and maintain infrastructure.

Management expects developer-funded expenditures in 2022. These expenditures will be financed by developers through refundable advances for construction and non-refundable contributions in aid of construction. Developers are required to deposit the cost of a water construction project with us prior to our commencing construction work, or the developers may construct the facilities themselves and deed the completed facilities to us. Funds are generally received in advance of incurring costs for these projects. Advances are normally refunded over a 40-year period without interest. Future payments for advances received are listed under contractual obligations above. Because non-Company-funded construction activity is solely at the discretion of developers, we cannot predict the level of future activity. The cash flow impact is expected to be minor due to the structure of the arrangements.

Capital Structure

Total equity was $1,183.0 million at December 31, 2021, compared to $921.3 million at December 31, 2020. The Company sold 3,286,865 and 1,710,779 shares of its common stock in 2021 and 2020, respectively through its at-the-market equity program.

Total capitalization, including the current portion of long-term debt, was $2,244.0 million at December 31, 2021 and $1,707.6 million at December 31, 2020. Cal Water repaid $5.4 million of other long-term debt obligations in 2021 and $22.1 million for matured First Mortgage Bonds and other long-term debt obligations in 2020. In future periods, the Company intends to issue common stock and long-term debt to finance our operations. The capitalization ratios will vary depending upon the method we choose to finance our operations.

At December 31, capitalization ratios were:

	2021	2020
Equity	52.7%	54.0%
Long-term debt	47.3%	46.0%

The return (from both regulated and non-regulated operations) on average equity was 9.6% in 2021 compared to 11.4% in 2020. Cal Water does not include construction work in progress in its regulated rate base; instead, Cal Water was authorized to record AFUDC on construction work in progress, effective January 1, 2017. Construction work in progress for Cal Water was $200.7 million at December 31, 2021 and $156.6 million at December 31, 2020.

Acquisitions

Refer to "Note 16—Acquisitions" for 2021 and 2020 acquisition activity.

Real Estate Program

We own real estate. From time to time, certain parcels are deemed no longer used or useful for water utility operations. Most surplus properties have a low cost basis. We developed a program to realize the value of certain surplus properties through sale or lease of those properties. The program will be ongoing for a period of several years. There were no significant sales in 2021 and 2020. As sales are dependent on real estate market conditions, future sales, if any, may or may not be at prior year levels.

Item 7A. *Quantitative and Qualitative Disclosures about Market Risk.*

We do not participate in hedge arrangements, such as forward contracts, swap agreements, options, or other contractual agreements to mitigate the impact of market fluctuations on our assets, liabilities, production, or contractual commitments. We operate only in the United States and, therefore, are not subject to foreign currency exchange rate risks.

Interest Rate Risk

We are subject to interest rate risk, although this risk is lessened because we operate in a regulated industry. If interest rates were to increase, management believes customer rates would increase accordingly, subject to Commission approval in future GRC filings. The majority of our debt is long-term at a fixed rate. Interest rate risk does exist on short-term borrowings within our credit facilities, as these interest rates are variable. We also have interest rate risk on new financing, as higher interest cost may occur on new debt if interest rates increase.

Over the next 12 months, approximately $5.2 million of the $1,061.0 million of existing long-term debt instruments will mature or require sinking fund payments. Applying a hypothetical 10 percent increase in the rate of interest charged on those borrowings would not have a material effect on our earnings.

Item 8. ***Financial Statements and Supplementary Data.***

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Shareholders and the Board of Directors of California Water Service Group

San Jose, California

Opinions on the Financial Statements and Internal Control over Financial Reporting

We have audited the accompanying consolidated balance sheets of California Water Service Group and subsidiaries (the "Company") as of December 31, 2021 and 2020, the related consolidated statements of income, common stockholders' equity, and cash flows, for each of the three years in the period ended December 31, 2021, and the related notes (collectively referred to as the "financial statements"). We also have audited the Company's internal control over financial reporting as of December 31, 2021, based on criteria established in *Internal Control—Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2021 and 2020, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2021, in conformity with accounting principles generally accepted in the United States of America. Also, in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2021, based on criteria established in *Internal Control—Integrated Framework (2013)* issued by COSO.

Basis for Opinions

The Company's management is responsible for these financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying *Management's Annual Report on Internal Control over Financial Reporting.* Our responsibility is to express an opinion on these financial statements and an opinion on the Company's internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.

Our audits of the financial statements included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud and performing procedures to respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

Definition and Limitations of Internal Control over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Critical Audit Matter

The critical audit matter communicated below is a matter arising from the current-period audit of the financial statements that was communicated or required to be communicated to the audit committee and that (1) relates to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

Impact of Rate Regulation on the Financial Statements—Refer to Note 2 to the financial statements

Critical Audit Matter Description

The Company is subject to rate regulation by the California Public Utilities Commission ("the Commission"), which has jurisdiction with respect to the rates of water and wastewater service companies in California. Management has determined it meets the requirements under accounting principles generally accepted in the United States of America to prepare its financial statements applying the specialized rules to account for the effects of cost-based rate regulation. Accounting for the economics of rate regulation impacts multiple financial statement line items and disclosures, such as utility plant; regulatory assets and liabilities; operating revenue; operating expenses; and depreciation expense.

The Commission establishes rates that are designed to permit the recovery of the cost of service and a return on investment. The Company's rates are subject to regulatory rate-setting processes including a General Rate Case proceeding. The Company capitalizes and records regulatory assets for costs that would otherwise be charged to expense if it is probable that the incurred costs will be recovered in future rates. If costs expected to be incurred in the future are currently being recovered through rates, the Company records those expected future costs as regulatory liabilities. Determining probability requires significant judgment by management and includes, but is not limited to, consideration of testimony presented in regulatory hearings, proposed regulatory decisions, final regulatory orders, and the strength or status of applications for rehearing or state court appeals. If the Company determines that a portion of the assets used in utility operations are not recoverable in customer rates, the Company would be required to recognize the loss of the assets disallowed.

We identified the impact of rate regulation as a critical audit matter due to the significant judgments that underlie the Company's regulatory account balances and disclosures and the high degree of subjectivity involved in assessing the impact of regulatory decisions on the financial statements. Management judgments include interpreting the intent of the Commission's decisions when appropriately measuring related regulatory assets or liabilities and assessing the probability of (1) recovery in future rates of incurred costs and (2) the requirement to refund to customers amounts collected prior to costs being incurred. Given that management's accounting judgements are based on assumptions about the outcome of future regulatory decisions and interpretation of new or revised regulatory decisions, auditing these judgments required specialized knowledge of accounting for rate regulation and the rate setting process due its inherent complexities and pervasive impact on the financial statements.

How the Critical Audit Matter Was Addressed in the Audit

Our audit procedures related to the interpretation of new or revised regulatory decisions, and the uncertainty of future regulatory hearings, proposed regulatory decisions, final regulatory orders, and the strength or status of applications for rehearing or state court appeals included the following, among others:

- We tested the effectiveness of management's controls over the determination of regulatory assets or liabilities and the evaluation of the likelihood of (1) the recovery in future rates of costs incurred as property, plant, and equipment and deferred as regulatory assets, and (2) a refund or a future reduction in rates that should be reported as regulatory liabilities. We also tested the effectiveness of management's controls over the initial recognition of amounts as utility plant; regulatory assets or liabilities; and the monitoring and evaluation of regulatory developments that may affect the likelihood of recovering costs in future rates or of a future reduction in rates.
- We read regulatory orders issued by the Commission for the Company, regulatory statutes, interpretations, procedural memorandums, filings made by interveners, and other publicly available information to evaluate management's interpretation of the accounting impacts of any new or revised regulatory decisions and their impact on measuring related regulatory assets and liabilities. We evaluated the external information and compared it to management's recorded regulatory asset and liability balances for completeness.
- We obtained supporting documentation (such as letters or memorandums) from management, as appropriate, regarding probability of recovery for regulatory assets or refund or future reduction in rates for regulatory liabilities not yet addressed in a regulatory order to assess management's assertion that amounts are probable of recovery or a future reduction in rates.
- We obtained supporting documentation from management regarding their interpretation of the intent of Commission decisions and evaluated management's assumptions and methodologies used in measuring regulatory assets and liabilities for compliance with the related orders. We reconciled the underlying data or inputs used in the measurement to rate decisions approved by the Commission and tested the mathematical accuracy of the calculations.
- We evaluated the Company's disclosures related to the impacts of rate regulation, including the balances recorded and regulatory developments.

/s/ DELOITTE & TOUCHE LLP

San Francisco, California
February 24, 2022

We have served as the Company's auditor since 2008.

CALIFORNIA WATER SERVICE GROUP

Consolidated Balance Sheets

	December 31,	
	2021	2020
	(In thousands, except per share data)	
ASSETS		
Utility plant:		
Land	$ 45,047	$ 45,672
Depreciable plant and equipment	3,899,629	3,645,770
Construction work in progress	222,713	171,414
Intangible assets	29,955	27,567
Total utility plant	4,197,344	3,890,423
Less accumulated depreciation and amortization	(1,350,482)	(1,239,865)
Net utility plant	2,846,862	2,650,558
Current assets:		
Cash and cash equivalents	78,380	44,555
Receivables:		
Customers, net	60,785	44,025
Regulatory balancing accounts	78,597	96,241
Other, net	18,452	20,331
Unbilled revenue, net	32,760	34,069
Materials and supplies at weighted average cost	9,511	8,831
Taxes, prepaid expenses, and other assets	21,973	17,964
Total current assets	300,458	266,016
Other assets:		
Regulatory assets	285,692	325,376
Goodwill	36,814	31,842
Other	153,445	120,456
Total other assets	475,951	477,674
TOTAL ASSETS	$ 3,623,271	$ 3,394,248
CAPITALIZATION AND LIABILITIES		
Capitalization:		
Common stock, $0.01 par value; 68,000 shares authorized, 53,716 and 50,334 outstanding in 2021 and 2020, respectively	$ 537	$ 503
Additional paid-in capital	651,121	448,632
Retained earnings	525,936	472,209
Noncontrolling interests	5,386	—
Total equity	1,182,980	921,344
Long-term debt, net	1,055,794	781,100
Total capitalization	2,238,774	1,702,444
Current liabilities:		
Current maturities of long-term debt, net	5,192	5,127
Short-term borrowings	35,000	370,000
Accounts payable	144,369	131,725
Regulatory balancing accounts	17,547	34,636
Accrued other taxes	5,379	4,477
Accrued interest	6,542	6,178
Other accrued liabilities	42,547	36,563
Total current liabilities	256,576	588,706
Deferred income taxes	298,945	276,032
Regulatory liabilities	180,428	180,718
Pension	92,287	115,581
Advances for construction	198,086	195,625
Contributions in aid of construction	285,665	268,050
Other long-term liabilities	72,510	67,092
Commitments and contingencies (Note 15)		
TOTAL CAPITALIZATION AND LIABILITIES	$ 3,623,271	$ 3,394,248

See accompanying Notes to Consolidated Financial Statements.

CALIFORNIA WATER SERVICE GROUP

Consolidated Statements of Income

	For the Years Ended December 31, 2021	2020	2019
	(In thousands, except per share data)		
Operating revenue	$790,909	$794,307	$714,557
Operating expenses:			
Operations:			
Purchased water	225,020	230,076	212,461
Purchased power	37,112	34,006	31,362
Pump taxes	15,342	12,647	11,518
Administrative and general	126,686	117,058	108,617
Other operations	86,392	95,859	90,061
Maintenance	29,592	28,026	26,834
Depreciation and amortization	108,715	98,505	89,220
Income taxes	2,805	11,435	16,280
Property and other taxes	32,475	30,029	28,792
Total operating expenses	664,139	657,641	615,145
Net operating income	126,770	136,666	99,412
Other income and expenses:			
Non-regulated revenue	22,761	16,922	19,205
Non-regulated expenses	(17,234)	(14,300)	(13,869)
Other components of net periodic benefit credit (cost)	9,903	(4,988)	(5,733)
Allowance for equity funds used during construction	3,186	4,976	6,685
Gain on sale of non-utility property	94	—	28
Income tax expense on other income and expenses	(1,287)	(583)	(1,391)
Net other income	17,423	2,027	4,925
Interest expense:			
Interest expense	44,980	45,047	44,891
Allowance for borrowed funds used during construction	(1,766)	(3,185)	(3,670)
Net interest expense	43,214	41,862	41,221
Net income	100,979	96,831	63,116
Net loss attributable to noncontrolling interests	(146)	—	—
Net income attributable to California Water Service Group	$101,125	$ 96,831	$ 63,116
Earnings per share:			
Basic	$ 1.96	$ 1.97	$ 1.31
Diluted	$ 1.96	$ 1.97	$ 1.31
Weighted average number of common shares outstanding:			
Basic	51,633	49,274	48,168
Diluted	51,633	49,274	48,168

See accompanying Notes to Consolidated Financial Statements.

Form 10-K

CALIFORNIA WATER SERVICE GROUP

Consolidated Statements of Common Stockholders' Equity

For the Years Ended December 31, 2021, 2020 and 2019

	Common Stock		Additional Paid-in	Retained	Noncontrolling	Total Stockholders'
	Shares	Amount	Capital	Earnings	Interests	Equity
			(In thousands)			
Balance at December 31, 2018	48,065	$481	$337,623	$392,053	$ —	$ 730,157
Net income				63,116		63,116
Issuance of common stock	515	5	27,148			27,153
Repurchase of common stock	(48)	(1)	(2,496)			(2,497)
Dividends paid on common stock ($0.7900 per share)				(38,023)		(38,023)
Balance at December 31, 2019	48,532	485	362,275	417,146	—	779,906
Net income				96,831		96,831
Issuance of common stock	1,836	18	88,036			88,054
Repurchase of common stock	(34)	—	(1,679)			(1,679)
Dividends paid on common stock ($0.8500 per share)				(41,768)		(41,768)
Balance at December 31, 2020	50,334	503	448,632	472,209	—	921,344
Net income				101,125	(146)	100,979
Issuance of common stock	3,415	34	204,494			204,528
Repurchase of common stock	(33)		(1,767)			(1,767)
Dividends paid on common stock ($0.9200 per share)				(47,398)		(47,398)
Acquisition of business with noncontrolling interest					5,294	5,294
Investment in business with noncontrolling interest			(238)		238	—
Balance at December 31, 2021	53,716	$537	$651,121	$525,936	$5,386	$1,182,980

See accompanying Notes to Consolidated Financial Statements.

CALIFORNIA WATER SERVICE GROUP

Consolidated Statements of Cash Flows

	For the Years Ended December 31,		
	2021	2020	2019
		(In thousands)	
Operating activities:			
Net income	$ 100,979	$ 96,831	$ 63,116
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	111,581	100,935	91,288
Amortization of debt premium and expenses	366	412	744
Changes in normalized deferred income taxes	25,200	34,440	15,346
Change in value of life insurance contracts	(3,800)	(4,293)	(5,104)
Allowance for equity funds used during construction	(3,186)	(4,976)	(6,685)
Stock-based compensation	6,805	4,590	6,731
Gain on sale of non-utility properties	(94)	—	(28)
Write-off of capital costs	524	—	698
Changes in operating assets and liabilities:			
Receivables	(12,833)	(18,343)	(4,580)
Unbilled revenue	1,309	1,148	(1,452)
Taxes, prepaid expenses, and other assets	(2,745)	(3,647)	(3,545)
Accounts payable	(2,938)	373	10,719
Other current liabilities	1,141	(6,097)	1,282
Other changes in noncurrent assets and liabilities	9,409	(83,449)	264
Net cash provided by operating activities	231,718	117,924	168,794
Investing activities:			
Utility plant expenditures	(293,194)	(298,651)	(273,770)
Proceeds from sale of non-utility properties	108	—	28
Business Acquisition, net of cash acquired	(6,451)	(40,483)	—
Payment for investments	—	(4,600)	—
Return of investment	1,000	—	—
Purchase of life insurance	(2,335)	(2,335)	(2,216)
Net cash used in investing activities	(300,872)	(346,069)	(275,958)
Financing activities:			
Short-term borrowings	200,000	335,000	260,000
Repayment of short-term borrowings	(535,000)	(140,100)	(150,000)
Issuance of long-term debt, net of debt issuance costs of $1,064 for 2021, $0 for 2020, and $1,796 for 2019.	278,936	—	398,204
Advances and contributions in aid of construction	28,171	27,292	27,774
Refunds of advances for construction	(10,634)	(10,203)	(7,566)
Retirement of long-term debt	(5,353)	(22,141)	(405,568)
Repurchase of common stock	(1,767)	(1,679)	(2,497)
Issuance of common stock	197,723	83,575	20,423
Dividends paid	(47,398)	(41,768)	(38,023)
Net cash provided by financing activities	104,678	229,976	102,747
Change in cash, cash equivalents, and restricted cash	35,524	1,831	(4,417)
Cash, cash equivalents, and restricted cash at beginning of year	45,129	43,298	47,715
Cash, cash equivalents, and restricted cash at end of year	$ 80,653	$ 45,129	$ 43,298
Supplemental disclosures of cash flow information:			
Cash paid during the year for:			
Interest (net of amounts capitalized)	$ 41,621	$ 40,792	$ 40,980
Income taxes	3,661	4,700	—
Supplemental disclosure of investing and financing non-cash activities:			
Accrued payables for investments in utility plant	57,768	54,987	40,794
Utility plant contributed by developers	19,531	28,672	16,288
Litigation proceeds for TCP contamination reclassified from liability to depreciable plant and equipment	9,302	445	13,968

See accompanying Notes to Consolidated Financial Statements.

CALIFORNIA WATER SERVICE GROUP

Notes to Consolidated Financial Statements

December 31, 2021, 2020, and 2019

Dollar amounts in thousands unless otherwise stated

1 ORGANIZATION AND OPERATIONS

California Water Service Group (Company) is a holding company that provides water utility and other related services in California, Washington, New Mexico, Hawaii and Texas through its wholly-owned and non-wholly owned subsidiaries. California Water Service Company (Cal Water), Washington Water Service Company (Washington Water), New Mexico Water Service Company (New Mexico Water), and Hawaii Water Service Company, Inc. (Hawaii Water) provide regulated utility services under the rules and regulations of their respective state's regulatory commissions (jointly referred to as the Commissions). CWS Utility Services and HWS Utility Services LLC provide non-regulated water utility and utility-related services. TWSC, Inc. (Texas Water) holds regulated and contracted wastewater utilities.

The Company operates in one reportable segment, providing water and related utility services.

Basis of Presentation

The consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (GAAP) and include the Company's accounts and those of its wholly and non-wholly owned subsidiaries. The non-wholly owned subsidiary was consolidated using the voting interest model as the Company owns a majority of the voting interests in the non-wholly owned subsidiary. All intercompany transactions and balances have been eliminated from the consolidated financial statements. In the opinion of management, the consolidated financial statements reflect all adjustments that are necessary to provide a fair presentation of the results for the periods covered.

The preparation of the Company's consolidated financial statements in accordance with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the consolidated balance sheet dates and the reported amounts of revenues and expenses for the periods presented. These include, but are not limited to, estimates and assumptions used in determining the Company's regulatory asset and liability balances based upon probability assessments of regulatory recovery, utility plant useful lives, revenues earned but not yet billed, asset retirement obligations, allowance for credit losses, pension and other employee benefit plan liabilities, and income tax-related assets and liabilities. Actual results could differ from these estimates.

Noncontrolling Interests

Noncontrolling interests in the Company's consolidated financial statements represents the 24.8% interest not owned by Texas Water in a consolidated subsidiary. Texas Water obtained control over the subsidiary on May 1, 2021. Since the Company controls this subsidiary, its financial statements are consolidated with those of the Company, and the noncontrolling owner's 24.8% share of the subsidiary's net assets and results of operations is deducted and reported as noncontrolling interests on the consolidated balance sheet and as net loss attributable to noncontrolling interests in the consolidated statement of operations. The Company reports noncontrolling interests in consolidated entities as a component of equity separate from the Company's equity. The Company's net income attributable to California Water Service Group excludes a net loss attributable to the noncontrolling interests.

Dollar amounts in thousands unless otherwise stated

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Operating Revenue

The following table disaggregates the Company's operating revenue by source for the years ended December 31, 2021, 2020 and 2019:

	2021	2020	2019
Revenue from contracts with customers	$765,704	$697,577	$664,358
Regulatory balancing account revenue	25,205	96,730	50,199
Total operating revenue	$790,909	$794,307	$714,557

Revenue from contracts with customers

The Company principally generates operating revenue from contracts with customers by providing regulated water and wastewater services at tariff-rates authorized by the Commissions in the states in which they operate and non-regulated water and wastewater services at rates authorized by contracts with government agencies. Revenue from contracts with customers reflects amounts billed for the volume of consumption at authorized per unit rates, for a service charge, and for other authorized charges.

The Company satisfies its performance obligation to provide water and wastewater services over time as services are rendered. The Company applies the invoice practical expedient and recognizes revenue from contracts with customers in the amount for which the Company has a right to invoice. The Company has a right to invoice for the volume of consumption, for the service charge, and for other authorized charges.

The measurement of sales to customers is generally based on the reading of their meters, which occurs on a systematic basis throughout the month. At the end of each month, the Company estimates consumption since the date of the last meter reading and a corresponding unbilled revenue is recognized. The estimate is based upon the number of unbilled days that month and the average daily customer billing rate from the previous month (which fluctuates based upon customer usage).

Contract terms are generally short-term and at will by customers and, as a result, no separate financing component is recognized for the Company's collections from customers, which generally require payment within 30 days of billing. The Company applies judgment, based principally on historical payment experience, in estimating its customers' ability to pay.

Certain customers are not billed for volumetric consumption, but are instead billed a flat rate at the beginning of each monthly service period. The amount billed is initially deferred and subsequently recognized over the monthly service period, as the performance obligation is satisfied. The deferred revenue balance or contract liability, which is included in "other accrued liabilities" on the consolidated balance sheets, is inconsequential.

In the following table, revenue from contracts with customers is disaggregated by class of customers for the years ended December 31, 2021, 2020 and 2019:

	2021	2020	2019
Residential	$528,843	$486,065	$446,323
Business	144,565	125,819	129,223
Industrial	26,569	29,088	31,857
Public authorities	40,501	35,776	33,862
Other*	25,226	20,829	23,093
Total revenue from contracts with customers	$765,704	$697,577	$664,358

* Other includes accrued unbilled revenue

Form 10-K

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Regulatory balancing account revenue

The Company's ability to recover revenue requirements authorized by the California Public Utilities Commission (CPUC) in its triennial general rate case (GRC) is decoupled from the volume of the sales. Regulatory balancing account revenue is revenue related to rate mechanisms authorized in California by the CPUC, which allow the Company to recover the authorized revenue and are not considered contracts with customers. These mechanisms include the following:

The Water Revenue Adjustment Mechanism (WRAM) allows the Company to recognize the adopted level of volumetric revenues. The variance between adopted volumetric revenues and actual billed volumetric revenues for metered accounts is recorded as regulatory balancing account revenue.

Cost-recovery rates, such as the Modified Cost Balancing Account (MCBA), Conservation Expense Balancing Account (CEBA), Pension Cost Balancing Account (PCBA), and Health Cost Balancing Account (HCBA), generally provide for recovery of the adopted levels of expenses for purchased water, purchased power, pump taxes, water conservation program costs, pension, and health care. Variances between adopted and actual costs are recorded as regulatory balancing account revenue.

Due to the delay in the resolution of the 2018 GRC, the CPUC authorized Cal Water to track the effect of the delay on customer billings in an interim rates memorandum account (IRMA) effective January 1, 2020. Variances between actual customer billings and those that would have been billed assuming the GRC had been effective January 1, 2020 are recorded as regulatory balancing account revenue. Rates for the 2018 GRC were implemented on February 1, 2021; as a result, Cal Water recorded an IRMA regulatory asset for all of 2020 and for January of 2021. Cal Water determined that the IRMA met regulatory asset recognition criteria under accounting standards for regulated utilities.

Each district's WRAM and MCBA regulatory assets and liabilities are allowed to be netted against one another. The Company recognizes regulatory balancing account revenues that have been authorized for rate recovery, are objectively determinable and probable of recovery, and are expected to be collected within 24 months. To the extent that regulatory balancing account revenue is estimated to be collectible beyond 24 months, recognition is deferred.

The CPUC issued a decision effective August 27, 2020 requiring that Class A companies submitting GRC filings after the effective date to be (i) precluded from proposing the use of a full decoupling WRAM and (ii) allowed the use of Monterey-Style Water Revenue Adjustment Mechanisms (MWRAM) and Incremental Cost Balancing Accounts (ICBA). The MWRAM tracks the difference between the revenue received for actual metered sales through the tiered volumetric rate and the revenue that would have been received with the same actual metered sales if a uniform rate would have been in effect. The ICBA tracks differences in the authorized prices of water production costs and actual prices of water production costs. Cal Water has complied with this decision in its recent 2021 GRC filing.

Dollar amounts in thousands unless otherwise stated

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Non-Regulated Revenue

The following tables disaggregate the Company's non-regulated revenue by source for the years ended December 31, 2021, 2020, and 2019:

	2021	2020	2019
Operating and maintenance revenue	$16,276	$11,481	$12,655
Other non-regulated revenue	3,741	3,043	4,271
Non-regulated revenue from contracts with customers	20,017	14,524	16,926
Lease revenue	2,744	2,398	2,279
Total non-regulated revenue	$22,761	$16,922	$19,205

Operating and maintenance services are provided for non-regulated water and wastewater systems owned by private companies and municipalities. The Company negotiates formal agreements with the customers under which they provide operating, maintenance and customer billing services related to the customers' water system. The formal agreements outline the fee schedule for the services provided. The agreements typically call for a fee-per-service or a flat-rate amount per month. The Company satisfies its performance obligation of providing operating and maintenance services over time as services are rendered; as a result, the Company employs the invoice practical expedient and recognizes revenue in the amount that it has the right to invoice. Contract terms are generally short-term and, as a result, no separate financing component is recognized for its collections from customers, which generally require payment within 30 days of billing.

Other non-regulated revenue primarily relates to services for the design and installation of water mains and other water infrastructure for customers outside the regulated service areas and insurance program administration.

Lease revenue is not considered revenue from contracts with customers and is recognized following operating lease standards. The Company is the lessor in operating lease agreements with telecommunications companies under which cellular phone antennas are placed on the Company's property. The Company provides the lessee the right to ingress and egress across lessor property to access the antennas. The minimum rents are recognized on a straight-line basis over the terms of the leases, which may span multiple years. The excess rents are recognized over amounts contractually due pursuant to the underlying leases and is included in a deferred receivable account in the accompanying balance sheet. The leases generally have terms of 5 to 10 years, with lessee options to extend the lease for up to 15 years. The exercise of lease renewal options is at the lessee's sole discretion. Most of the Company's lease agreements contain mutual termination options that require prior written notice by either lessee or lessor. A subset of the Company's leases contains variable lease payments that depend on changes in the consumer price index (CPI).

The Company determines if an arrangement is a lease at inception. Generally, a lease agreement exists if the Company determines that the arrangement gives the lessee control over the use of an identified asset and obtains substantially all of the benefits from the identified asset.

Dollar amounts in thousands unless otherwise stated

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Maturities of lease payments to be received are as follows:

Year Ending December 31,	Operating Leases
2022	$2,274
2023	1,807
2024	1,532
2025	1,080
2026	631
Thereafter	88

Allowance for Credit Losses

The Company measures expected credit losses for Customer Receivables, Other Receivables, and Unbilled Revenue on an aggregated level. These receivables are generally trade receivables due in one year or less or expected to be billed and collected in one year or less. The expected credit losses for Other Receivables and Unbilled Revenue are inconsequential. Customer receivables include receivables for water and wastewater services provided to residential customers, business, industrial, public authorities, and other customers. The expected credit losses for business, industrial, public authorities, and other customers are inconsequential. The overall risks related to the Company's receivables are low as water and wastewater services are seen as essential services. The estimate for the allowance for credit losses is based on a historical loss ratio, in conjunction with a qualitative assessment of elements that impact the collectability of receivables to determine if the allowance for credit losses should be further adjusted in accordance with the accounting guidance for credit losses. Management contemplates available current information such as changes in economic factors, regulatory matters, industry trends, payment options and programs available to customers, and the methods that the Company is able to utilize to ensure payment.

In 2021, the Company reviewed its allowance for credit losses utilizing a quantitative assessment, which included trend analysis of customer billing and collection, aging by customer class, and unemployment rates since the outbreak of COVID-19 in the first quarter of 2020. The Company also utilized a qualitative assessment, which considered the future collectability on customer outstanding balances, management's estimate of the cash recovery, and a general assessment of the economic conditions of the locations the Company serves due to the outbreak of COVID-19. The Company is complying with the CPUC requirements to suspend customer disconnections for non-payment and ceased agency collection activities, and anticipates this situation will continue until further notice. The Company has also contemplated funds that the Company expected to receive from the California Water and Water Arrearages Payment Program (Program) (see note 17 for more details). The Program was created by the California Legislature, is administered by the State Water Resources Control Board and will provide relief to community water and wastewater systems for unpaid bills—arrearages—related to the COVID-19 pandemic. Based on the above assessments, the Company adjusted its allowance for credit losses accordingly.

Dollar amounts in thousands unless otherwise stated

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

The following table presents the activity in the allowance for credit losses for the periods ended December 31, 2021, 2020, and 2019.

	2021	2020	2019
Beginning Balance	$ 5,246	$ 771	757
Provision for credit loss expense	1,088	5,716	$ 1,664
Write-offs	(3,113)	(1,730)	$(2,156)
Recoveries	522	489	$ 506
Total ending allowance balance	$ 3,743	$ 5,246	$ 771

Other Receivables

As of December 31, 2021 and 2020, other receivables were:

	2021	2020
Accounts receivables from developers	$ 6,909	$ 9,077
Income tax receivables	5,579	5,561
Other	5,964	5,693
Total other receivables	$18,452	$20,331

Utility Plant

Utility plant is carried at original cost when first constructed or purchased, or at fair value when acquired through acquisition. When depreciable plant is retired, the cost is eliminated from utility plant accounts and such costs are charged against accumulated depreciation. Maintenance of utility plant is charged to operating expenses as incurred. Maintenance projects are not accrued for in advance.

Intangible assets acquired as part of water systems purchased are recorded at fair value. All other intangibles have been recorded at cost and are amortized over their useful life.

The following table represents depreciable plant and equipment as of December 31:

	2021	2020
Equipment	$ 833,313	$ 785,578
Office buildings and other structures	319,528	305,791
Transmission and distribution plant	2,746,788	2,554,401
Total	$3,899,629	$3,645,770

Depreciation of utility plant is computed on a straight-line basis over the assets' estimated useful lives including cost of removal of certain assets as follows:

	Useful Lives
Equipment	5 to 50 years
Transmission and distribution plant	40 to 65 years
Office Buildings and other structures	50 years

Dollar amounts in thousands unless otherwise stated

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

The provision for depreciation expressed as a percentage of the aggregate depreciable asset balances was 2.96% in 2021, 2.94% in 2020, and 2.96% in 2019.

Allowance for funds used during construction (AFUDC)

The AFUDC represents the capitalized cost of funds used to finance the construction of the utility plant. In general, AFUDC is applied to Cal Water construction projects requiring more than one month to complete. No AFUDC is applied to projects funded by customer advances for construction, contributions in aid of construction, or applicable state-revolving fund loans. AFUDC includes the net cost of borrowed funds and a rate of return on other funds when used, and is recovered through water rates as the utility plant is depreciated.

The amount of AFUDC related to equity funds and to borrowed funds for 2021, 2020, and 2019 are shown in the table below:

	2021	2020	2019
Allowance for equity funds used during construction	$3,186	$4,976	$ 6,685
Allowance for borrowed funds used during construction	1,766	3,185	3,670
Total	$4,952	$8,161	$10,355

Asset Retirement Obligation

The Company has a legal obligation to retire wells in accordance with State Water Resources Control Board regulations. In addition, upon decommission of a wastewater plant or lift station certain wastewater infrastructure would need to be retired in accordance with State Water Resources Control Board regulations. An asset retirement cost and corresponding retirement obligation is recorded when a well or waste water infrastructure is placed into service. As of December 31, 2021 and 2020, the retirement obligation is estimated to be $29.5 million and $27.8 million, respectively. The retirement obligation is recorded as part of “Other long-term liabilities” within the Consolidated Balance Sheet. The change only impacted the consolidated balance sheets as the Company recognizes a regulatory asset or liability for the timing differences between the recognition of expenses and costs recovered through the ratemaking process.

The following is a reconciliation of the beginning and ending aggregate carrying amount of asset retirement obligations, which are included in “Other long-term liabilities” on the consolidated balance sheets as of December 31, 2021 and 2020:

	2021	2020
Obligation at beginning of the year	$27,849	$25,646
Additional liabilities incurred	119	640
Liabilities settled	(201)	(12)
Accretion	1,692	1,575
Obligation at the end of the year	$29,459	$27,849

Cash, Cash Equivalents, and Restricted Cash

Cash and cash equivalents include highly liquid investments with remaining maturities of three months or less at the time of acquisition. In 2021 and 2020, restricted cash includes $0.5 million and $0.6 million, respectively, of

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

proceeds collected through a surcharge on certain customers' bills plus interest earned on the proceeds and is used to service California Safe Drinking Water Bond obligations.

The following table provides a reconciliation of cash, cash equivalents, and restricted cash within the Consolidated Balance Sheets that total to the amounts shown on the Consolidated Statements of Cash Flows as of December 31:

	2021	2020
Cash and cash equivalents	$78,380	$44,555
Restricted cash (included in "taxes, prepaid expenses, and other assets")	2,273	574
Total cash, cash equivalents, and restricted cash shown in the statements of cash flows	$80,653	$45,129

Regulatory Assets and Liabilities

Because the Company operates almost exclusively in a regulated business, the Company is subject to the accounting standards for regulated utilities. The Commissions in the states in which the Company operates establish rates that are designed to permit the recovery of the cost of service and a return on investment. The Company capitalizes and records regulatory assets for costs that would otherwise be charged to expense if it is probable that the incurred costs will be recovered in future rates. Regulatory assets are amortized over the future periods that the costs are expected to be recovered. If costs expected to be incurred in the future are currently being recovered through rates, the Company records those expected future costs as regulatory liabilities. In general, the Company does not earn a return on regulatory assets if the related costs do not accrue interest. Accordingly, the Company earns a return only on its regulatory assets for net WRAM and MCBA, PCBA, HCBA, and IRMA receivables. In addition, the Company records regulatory liabilities when the Commissions require a refund to be made to the Company's customers over future periods.

Determining probability requires significant judgment by management and includes, but is not limited to, consideration of testimony presented in regulatory hearings, proposed regulatory decisions, final regulatory orders, and the strength or status of applications for rehearing or state court appeals.

If the Company determines that a portion of the Company's assets used in utility operations is not recoverable in customer rates, the Company would be required to recognize the loss of the assets disallowed.

See Note 4—Regulatory Assets and Liabilities for details of the Company's regulatory assets and liabilities.

Impairment of Long-Lived Assets, Intangibles and Goodwill

The Company's long-lived assets include transmission and distribution plant, equipment, land, buildings, and intangible assets. Long-lived assets, other than land, are depreciated or amortized over their estimated useful lives, and are reviewed for impairment whenever changes in circumstances indicate the carrying value of the assets may not be recoverable. Such circumstances would include items such as a significant decrease in the market value of a long-lived asset, a significant adverse change in the manner in which the asset is being used or planned to be used or in its physical condition, or a history of operating or cash flow losses associated with the uses of the asset. In addition, changes in the expected useful life of these long-lived assets may also be an impairment indicator. When such events or changes occur, the Company estimates the fair value of the asset from future cash flows expected to result from the use and, if applicable, the eventual disposition of the assets, and compare that to the carrying value of the asset. If the carrying value is greater than the fair value, then an impairment loss is recognized equal to the amount by which the asset's carrying value exceeds its fair value. The key variables that must be estimated include

Dollar amounts in thousands unless otherwise stated

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

assumptions regarding sales volume, rates, operating costs, labor and other benefit costs, capital additions, assumed discount rates and other economic factors. These variables require significant management judgment and include inherent uncertainties since they are forecasting future events. A variation in the assumptions used could lead to a different conclusion regarding the realizability of an asset and, thus could have a significant effect on the consolidated financial statements.

Goodwill is measured as the excess of the cost of an acquisition over the sum of the amounts assigned to identifiable assets acquired less liabilities assumed. Goodwill is not amortized but instead is reviewed annually in the fourth quarter for impairment or more frequently if impairment indicators arise. The impairment test is performed at the reporting unit level using fair-value based approach in which the fair value of the reporting unit is compared to the reporting unit's carrying value. If the fair value of the reporting unit is less than its carrying amount, then an impairment loss is recognized equal to the difference.

Long-Term Debt Premium, Discount and Expense

The premiums, discounts, and issuance expenses on long-term debt are amortized over the original lives of the related debt on a straight-line basis which approximates the effective interest method. Premiums paid on the early redemption of certain debt and the unamortized original issuance discount and expense are amortized over the life of new debt issued in conjunction with the early redemption. Amortization expense included in interest expense for 2021, 2020, and 2019 was $0.4 million, $0.4 million, and $0.7 million, respectively.

Advances for Construction

Advances for construction consist of payments received from developers for installation of water production and distribution facilities to serve new developments. Advances are excluded from rate base for rate setting purposes. Annual refunds are made to developers without interest. Advances of $198.1 million and $195.6 million, at December 31, 2021 and 2020 respectively, will be refunded primarily over a 40-year period in equal annual amounts.

Estimated refunds of advances are shown in the table below.

Year Ending December 31,	Refunds of Advances
2022	$ 8,750
2023	8,732
2024	8,699
2025	8,586
2026	8,507
Thereafter	154,812
Total refunds	$198,086

Contributions in Aid of Construction

Contributions in aid of construction represent payments received from developers, primarily for fire protection purposes, which are not subject to refunds. Facilities funded by contributions are included in utility plant, but excluded from rate base. Depreciation related to assets acquired from contributions is charged to the Contributions in Aid of Construction account.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Income Taxes

The Company accounts for income taxes using the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax basis. Measurement of the deferred tax assets and liabilities is at enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the period that includes the enactment date. The Company evaluates the need for a valuation allowance on deferred tax assets based on historical taxable income and projected taxable income for future tax years.

Historically the Commissions reduced revenue requirements for the tax effects of certain originating temporary differences and allowed recovery of these tax costs as the related temporary differences reverse. The Commissions have granted the Company rate increases to reflect the normalization of the tax benefits of the federal accelerated methods and available Investment Tax Credits (ITC) for all assets placed in service after 1980. ITCs are deferred and amortized over the lives of the related properties for book purposes. The CPUC sets rates utilizing the flow through method of accounting for state income taxes.

With the enactment of the TCJA, Contributions in Aid of Construction (CIAC) received from developers after December 22, 2017 became fully taxable for federal income tax purposes. On November 15, 2021, the Infrastructure Investment and Jobs Act was signed into law, which reverses the TCJA treatment of CIAC. Effective January 1, 2021, only the service portion of CIAC is taxable for federal income tax purpose.

The accounting standards for accounting for uncertainty in income taxes allows the inclusion of interest and penalties related to uncertain tax positions as a component of income taxes (see Note 11—Income Taxes).

Workers' Compensation

For workers' compensation, the Company estimates the liability associated with claims submitted and claims not yet submitted based on historical data. Expenses for workers compensation insurance are included in rates on a pay-as-you-go basis. Therefore, a corresponding regulatory asset has been recorded.

Earnings per Share

The computations of basic and diluted earnings per share are noted below. Basic earnings per share are computed by dividing net income attributable to California Water Service Group by the weighted average number of common shares outstanding during the period. Diluted earnings per share reflect the potential dilution that could occur if securities or other contracts were exercised or converted into common stock. Restricted Stock Awards (RSAs) are included in the common shares outstanding because the shares have all the same voting and dividend rights as issued and unrestricted common stock. Restricted Stock Unit Awards (RSUs) are not included in diluted shares for financial reporting until authorized by the Organization & Compensation Committee of the Board of Directors.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

	2021	2020	2019
	(In thousands, except per share data)		
Net income	$100,979	$96,831	$63,116
Net loss attributable to noncontrolling interests	(146)	—	—
Net income attributable to California Water Service Group	$101,125	$96,831	$63,116
Weighted average common shares, basic	51,633	49,274	48,168
Weighted average common shares, dilutive	51,633	49,274	48,168
Earnings per share—basic	$ 1.96	$ 1.97	$ 1.31
Earnings per share—diluted	$ 1.96	$ 1.97	$ 1.31

Stock-based Compensation

Stock-based compensation cost is measured at the grant date based on the fair value of the award. The Company recognizes compensation expense on a straight-line basis over the requisite service period, which is the vesting period.

Comprehensive Income or Loss

Comprehensive income for all periods presented was the same as net income attributable to California Water Service Group.

Accumulated Other Comprehensive Income

The Company did not have any accumulated other comprehensive income or loss transactions as of December 31, 2021 and 2020.

Adoption of New Accounting Standards in 2021

In December 2019, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2019-12, *Simplifying the Accounting for Income Taxes (Topic 740*). ASU 2019-12 simplifies the accounting for income taxes by removing certain exceptions for performing intraperiod tax allocations, recognizing deferred taxes for investments, and calculating income taxes in interim periods. The guidance also simplifies the accounting for franchise taxes, transactions that result in a step-up in the tax basis of goodwill, and the effect of enacted changes in tax laws or rates in interim periods. The Company adopted ASU 2019-12 in the first quarter of 2021 and the adoption did not have a material impact to the Company's Consolidated Financial Statements.

Accounting Standards Issued But Not Yet Adopted

In October of 2021, the FASB issued ASU 2021-08, *Business Combinations (Topic 805): Accounting for Contract Assets and Contract Liabilities from Contracts with Customers.* In a business combination, an acquirer generally recognizes assets acquired and liabilities assumed, including contract assets and contract liabilities, at their respective fair value on the acquisition date. ASU 2021-08 requires that in a business combination, an acquirer should recognize and measure contract assets acquired and contract liabilities assumed in a business combination in accordance with Topic 606, *Revenue from Contracts with Customers*. The guidance provides certain practical expedients for acquirers when recognizing and measuring acquired contract assets and contract liabilities from

Dollar amounts in thousands unless otherwise stated

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

revenue contracts with customers in a business combination. The guidance is effective for annual reporting periods beginning after December 15, 2022, including interim periods within those fiscal years. ASU 2021-08 should be applied prospectively for acquisitions occurring on or after the effective date of the amendments, and early adoption is permitted. The Company is evaluating the requirements of the guidance to determine the impact on the Company's financial statements and footnote disclosures upon adoption.

3 OTHER INCOME AND EXPENSES

The Company conducts various non-regulated activities as reflected in the table below:

	2021		2020		2019	
	Revenue	Expense	Revenue	Expense	Revenue	Expense
Operating and maintenance	$16,276	$16,344	$11,481	$13,551	$12,655	$13,791
Leases	2,744	230	2,398	48	2,279	35
Design and construction	619	611	802	704	1,745	1,612
Meter reading and billing	495	79	458	109	412	163
Interest income	171	—	52	—	92	—
Change in value of life insurance contracts gain	—	(3,800)	—	(4,293)	—	(5,104)
Other non-regulated income and expenses	2,456	3,770	1,731	4,181	2,022	3,372
Total	$22,761	$17,234	$16,922	$14,300	$19,205	$13,869

Operating and maintenance services and meter reading and billing services are provided for water and wastewater systems owned by private companies and municipalities. The agreements typically call for a fee-per-service or a flat-rate amount per month. Leases have been entered into with telecommunications companies for cellular phone antennas placed on the Company's property. Design and construction services are for the design and installation of water mains and other water infrastructure for others outside the Company's regulated service areas. Third-party insurance program gains and losses are included in other non-regulated income and expenses.

Dollar amounts in thousands unless otherwise stated

4 REGULATORY ASSETS AND LIABILITIES

Regulatory assets and liabilities were comprised of the following as of December 31:

	Recovery Period	2021	2020
Regulatory Assets			
Pension and retiree group health	Indefinitely	$ 17,607	$ 59,588
Property-related temporary differences (tax benefits flowed through to customers)	Indefinitely	130,565	120,365
Other accrued benefits	Indefinitely	23,280	21,692
Net WRAM and MCBA long-term accounts receivable	1–2 years	29,789	33,136
Asset retirement obligations, net	Indefinitely	22,935	21,110
IRMA long-term accounts receivable	1–2 years	9,032	14,705
Tank coating	10 years	13,680	14,018
Recoverable property losses	8 years	3,843	4,531
PCBA	1 year	21,500	19,647
Other components of net periodic benefit cost	Indefinitely	3,342	6,736
General district balancing account receivable	1 year	568	1,830
Customer assistance program (CAP) and Rate support fund (RSF) accounts receivable	1 year	5,991	5,310
Other regulatory assets	Various	3,560	2,708
Total Regulatory Assets		$285,692	$325,376
Regulatory Liabilities			
Future tax benefits due to customers		$135,027	$151,011
Retiree group health		27,294	18,472
HCBA		9,687	5,320
Conservation program		7,206	3,837
Net WRAM and MCBA long-term payable		143	479
Other regulatory liabilities		1,071	1,599
Total Regulatory Liabilities		$180,428	$180,718

The Company's pension and retiree group health regulatory asset represents the unfunded obligation of the Company's pension and postretirement benefit plans which the Company expects to recover from customers in the future for these plans. The retiree group health regulatory liability represents the over funded obligation of the Company's postretirement benefit plans which the Company expects to refund to customers in the future. These plans are discussed in further detail in Note 12.

The PCBA regulatory asset and the HCBA regulatory liability represent incurred pension and healthcare costs that exceeded/was below the cost recovery in rates and is recoverable/refundable from/to customers. The other components of net periodic benefit cost regulatory asset are authorized by the Commissions and are probable for rate recovery through the capital program.

The property-related temporary differences are primarily due to: (i) the difference between book and federal income tax depreciation on utility plant that was placed in service before the regulatory Commissions adopted

4 REGULATORY ASSETS AND LIABILITIES (Continued)

normalization for rate making purposes; and (ii) certain (state) deferred taxes for which flow through accounting continues to be applied to originating deferred taxes. The regulatory asset will be recovered in rates in future periods as the tax effects of the temporary differences previously flowed-through to customers reverse.

Other accrued benefits are accrued benefits for vacation, self-insured workers' compensation, and directors' retirement benefits. The net WRAM and MCBA long-term accounts receivable is the under-collected portion of recorded revenues that are not expected to be collected from customers within 12 months. The IRMA long-term accounts receivables is the additional amount the Company would have billed customers in 2020 and 2021 had the 2018 GRC been approved on time.

The asset retirement obligation regulatory asset represents the difference between costs associated with asset retirement obligations and amounts collected in rates. Tank coating represents the maintenance costs for tank coating projects that are recoverable from customers.

The CAP (formerly known as Low-income Rate Assistance) and RSF are two programs offered by Cal Water that assist qualifying customers with their monthly water bill. The programs are funded by the customers who do not qualify for the assistance. The CAP and RSF regulatory assets represent the amounts due from customers to fund the CAP and RSF credits that were provided to assist qualifying customers.

The future tax benefits due to customers primarily resulted from federal tax law changes enacted by the federal Tax Cuts and Jobs Act (TCJA) on December 22, 2017. The TCJA reduced the federal corporate income tax rate from 35 percent to 21 percent beginning on January 1, 2018, and GAAP requires the Company to re-measure all existing deferred income tax assets and liabilities to reflect the reduction in the federal tax rate on the enactment date.

The conservation program regulatory liability is for incurred conservation costs that were below the cost recovery in rates and is refundable to customers.

Short-term regulatory assets and liabilities are excluded from the above table. The short-term regulatory assets as of December 31, 2021 and 2020 were $78.6 million and $96.2 million, respectively. The short-term regulatory assets, as of December 31, 2021, and 2020 primarily consisted of net WRAM and MCBA, IRMA, and PCBA receivables.

The short-term portion of regulatory liabilities as of December 31, 2021 and 2020 were $17.5 million and $34.6 million, respectively. The short-term regulatory liabilities as of December 31, 2021, primarily consist of TCJA and HCBA liabilities. The short-term regulatory liabilities as of December 31, 2020, primarily consist of TCJA liabilities, HCBA liabilities, and TCP settlement proceeds.

5 INTANGIBLE ASSETS AND GOODWILL

Intangible assets

As of December 31, 2021 and 2020, intangible assets that will continue to be amortized and those not amortized were:

Dollar amounts in thousands unless otherwise stated

5 INTANGIBLE ASSETS AND GOODWILL (Continued)

	Weighted Average Amortization Period (years)	2021			2020		
		Gross Carrying Value	Accumulated Amortization	Net Carrying Value	Gross Carrying Value	Accumulated Amortization	Net Carrying Value
Amortized intangible assets:							
Water pumping rights	usage	$ 1,084	$ 127	$ 957	$ 1,084	$ 122	$ 962
Water planning studies	12	22,153	15,230	6,923	20,686	14,119	6,567
Leasehold improvements and other	21	2,851	1,477	1,374	1,930	1,206	724
Total		$26,088	$16,834	$9,254	$23,700	$15,447	$8,253
Unamortized intangible assets:							
Perpetual water rights and other		$ 3,867	$ —	$3,867	$ 3,867	$ —	$3,867

Water pumping rights usage is the amount of water pumped from aquifers to be treated and distributed to customers.

For the year ended December 31, 2021, 2020, and 2019 amortization of intangible assets was $1.4 million, $1.1 million, and $1.5 million, respectively.

Estimated future amortization expense related to intangible assets are shown in the table below:

Year Ending December 31,	Estimated Future Amortization Expense Related to Intangible Assets
2022	$1,422
2023	1,242
2024	1,074
2025	946
2026	627
Thereafter	3,943
Total	$9,254

Goodwill

Changes in the carrying amount of goodwill for the years ended December 31, 2021 and 2020 were as follows:

	2021	2020
Beginning balance	$31,842	$ 2,959
Acquisitions	5,424	29,227
Acquisition adjustment	(452)	(344)
Total ending goodwill balance	$36,814	$31,842

6 PREFERRED STOCK

On February 27, 2019, the Company filed with the Delaware Secretary of State a Certificate of Elimination of Series D Participating Preferred Stock, which returned the 221,000 shares that had previously been designated as Series D Preferred Stock but had never been issued to the status of preferred shares of the Company, without designation as to series.

The foregoing summary of the Certificate of Elimination is qualified in its entirety by reference to the full text of the Certificate of Elimination, a copy of which is attached as Exhibit 4.2.

7 COMMON STOCKHOLDERS' EQUITY

As of December 31, 2021 and 2020, 53,715,569 and 50,333,655 shares, respectively, of common stock were issued and outstanding.

Effective January 1, 2019, the Company implemented an Employee Stock Purchase Plan (ESPP). Under the ESPP, qualified employees are permitted to purchase the Company's common stock at 90% of the market value of the common stock on the specified stock purchase date. The ESPP is deemed compensatory and compensation costs will be accounted for under ASC 718, Stock Compensation. Employees' payroll deductions for common stock purchases may not exceed 10% of their salaries. Employees may purchase up to 2,000 shares per period provided that the value of the shares purchased in any calendar year may not exceed $25,000, as calculated pursuant to the ESPP. The Company recorded expense of $0.2 million for 2021, 2020, and 2019. The Company issued 37,460, 43,332 and 35,281 shares of common stock related to the ESPP in 2021, 2020 and 2019, respectively.

On October 31, 2019, the Company entered into an equity distribution agreement to sell shares of its common stock having an aggregate gross sales price of up to $300.0 million from time to time depending on market conditions through an at-the-market equity program. The equity distribution agreement concluded in the fourth quarter of 2021. The Company used the net proceeds from these sales, after deducting commissions on such sales and offering expenses, for general corporate purposes, which may include working capital, construction and acquisition expenditures, investments and repurchases, and redemptions of securities. In 2021, the Company sold 3,286,865 shares of common stock through the at-the-market equity program and raised proceeds of $195.9 million net of $2.0 million in commissions paid under the equity distribution agreement. In 2020, the Company sold 1,710,779 shares of common stock through the at-the-market equity program and raised proceeds of $81.8 million net of $0.8 million in commissions paid under the equity distribution agreement. The Company also incurred $0.2 million and $0.1 million of equity issuance costs in 2021 and 2020, respectively.

Dividend Reinvestment and Stock Repurchase Plan

The Company has a Dividend Reinvestment and Stock Purchase Plan (DRIP Plan). Under the DRIP Plan, stockholders may reinvest dividends to purchase additional Company common stock without commission fees. The DRIP Plan also allows existing stockholders and other interested investors to purchase Company common stock through the transfer agent up to certain limits. The Company's transfer agent operates the DRIP Plan and purchases shares on the open market to provide shares for the DRIP Plan.

8 SHORT-TERM BORROWINGS

On March 29, 2019, the Company and Cal Water entered into certain syndicated credit agreements, which provide for unsecured revolving credit facilities of up to an initial aggregate amount of $550.0 million for a term of five years. The revolving credit facilities amend, expand, and replace the Company's and its subsidiaries' prior credit facilities originally entered into on May 10, 2015. The new credit facilities extended the terms until March 29, 2024, and increased Cal Water's unsecured revolving line of credit. The Company and subsidiaries that it designates may borrow up to $150.0 million under the Company's revolving credit facility. Cal Water may borrow up to

8 SHORT-TERM BORROWINGS (Continued)

$400.0 million under its revolving credit facility. All borrowings must be repaid within 24 months unless a different period is required or authorized by the CPUC. Additionally, the credit facilities may be increased by up to an incremental $150.0 million under the Cal Water facility and $50.0 million under the Company facility, subject in each case to certain conditions. The proceeds from the revolving credit facilities may be used for working capital purposes. Borrowings under the credit facilities typically have maturities varying between one month and six months and will bear interest annually at a rate equal to (i) the base rate or (ii) the Eurodollar rate, plus an applicable margin of 0.650% to 0.875%, depending on the Company and its subsidiaries' consolidated total capitalization ratio.

The revolving credit facilities contain affirmative and negative covenants and events of default customary for credit facilities of this type including, among other things, limitations and prohibitions relating to additional indebtedness, liens, mergers, and asset sales. Also, these unsecured credit agreements contain financial covenants governing the Company and its subsidiaries' consolidated total capitalization ratio and interest coverage ratio.

As of December 31, 2021 and 2020, the outstanding borrowings on the Company lines of credit were $35.0 million and $100.0 million, respectively. There were no outstanding borrowings on the Cal Water lines of credit as of December 31, 2021 and $270.0 million in borrowings as of December 31, 2020. The average borrowing rate for borrowings on the Company and Cal Water lines of credit during 2021 was 0.98% compared to 1.54% for the same period last year.

Dollar amounts in thousands unless otherwise stated

9 LONG-TERM DEBT

As of December 31, 2021 and 2020, long-term debt outstanding was:

	Series	Interest Rate	Maturity Date	2021	2020
First Mortgage Bonds	ZZZ	2.870%	2051	$ 130,000	$ —
	1	3.020%	2061	150,000	—
	YYY	4.170%	2059	200,000	200,000
	WWW	4.070%	2049	100,000	100,000
	VVV	3.400%	2029	100,000	100,000
	TTT	4.610%	2056	10,000	10,000
	SSS	4.410%	2046	40,000	40,000
	QQQ	3.330%	2025	50,000	50,000
	RRR	4.310%	2045	50,000	50,000
	PPP	5.500%	2040	100,000	100,000
	AAA	7.280%	2025	20,000	20,000
	BBB	6.770%	2028	20,000	20,000
	CCC	8.150%	2030	20,000	20,000
	DDD	7.130%	2031	20,000	20,000
	EEE	7.110%	2032	20,000	20,000
	GGG	5.290%	2022	1,818	3,636
	HHH	5.290%	2022	1,818	3,636
	III	5.540%	2023	1,818	2,728
	OOO	6.020%	2031	20,000	20,000
Total First Mortgage Bonds				1,055,454	780,000
California Department of Water Resources Loans		3.0%	2027-2039	4,832	5,148
Other long-term debt				6,039	5,569
Unamortized debt issuance costs				(5,339)	(4,490)
Total long-term debt, net of unamortized debt issuance costs				1,060,986	786,227
Less current maturities of long-term debt, net				5,192	5,127
Long-term debt, net				$1,055,794	$781,100

Maturities of long-term debt as of December 31, 2021 are as follows:

Year Ending December 31,	Long-term debt*
2022	$ 4,917
2023	1,283
2024	376
2025	70,354
2026	356
Thereafter	983,312

* Excludes maturities for finance lease obligations. See note 15 for maturities for finance lease obligations.

On May 11, 2021, Cal Water completed the sale and issuance of $280.0 million in aggregate principal amount of First Mortgage Bonds (the Bonds) in a private placement. The Bonds consist of $130.0 million of 2.87% bonds,

Form 10-K

Dollar amounts in thousands unless otherwise stated

9 LONG-TERM DEBT (Continued)

series ZZZ, maturing May 11, 2051, and $150.0 million of 3.02% bonds, series 1, maturing May 11, 2061. Interest on the bonds accrues semi-annually and is payable in arrears. The Bonds will rank equally with all of Cal Water's other First Mortgage Bonds and will be secured by liens on Cal Water's properties, subject to certain exceptions and permitted liens. Cal Water used the net proceeds from the sale of the Bonds to refinance existing indebtedness and for general corporate purposes. The Bonds were not registered under the Securities Act of 1933 and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements.

On October 4, 2011, Cal Water entered into a capital lease arrangement with the City of Hawthorne to operate the City's water system for a 15-year period. The $3.9 million and $4.6 million capital lease liability as of December 31, 2021 and 2020, respectively, is included in other long-term debt and current maturities set forth above.

10 OTHER ACCRUED LIABILITIES

As of December 31, 2021 and 2020, other accrued liabilities were:

	2021	2020
Accrued and deferred compensation	$22,671	$19,473
Accrued benefits and workers' compensation claims	5,923	5,733
Unearned revenue and customer deposits	3,937	2,172
Due to contracts and agencies	3,051	3,305
Current portion of operating lease	1,802	1,757
Other	5,163	4,123
Total other accrued liabilities	$42,547	$36,563

11 INCOME TAXES

Income tax expense (benefit) consisted of the following:

	Federal	State	Total
2021			
Current	$ —	$ 3,446	$ 3,446
Deferred	3,322	(2,676)	646
Total income tax	$ 3,322	$ 770	$ 4,092
2020			
Current	$ —	$ 3	$ 3
Deferred	14,692	(2,677)	12,015
Total income tax	$14,692	$(2,674)	$12,018

Dollar amounts in thousands unless otherwise stated

11 INCOME TAXES (Continued)

	Federal	State	Total
2019			
Current	$ —	$ 3	$ 3
Deferred	15,582	2,086	17,668
Total income tax	$15,582	$2,089	$17,671

The Company's 2021, 2020, and 2019 qualified tax repairs and maintenance deductions totaled $125.5 million, $164.0 million, and $70.0 million, respectively.

At December 31, 2021, the Company had U.S. federal and U.S. state tax net operating loss carryforwards of approximately $130.3 million and $175.8 million respectively. The U.S. federal and U.S. state net operating loss carryforwards will both expire at various dates beginning in tax year 2028.

As of December 31, 2021, the California Enterprise Zone (EZ) credit was $4.2 million net of federal tax benefit for qualified property purchased before January 1, 2015, and placed in service before January 1, 2016. The Company has carry-forward California EZ credits of $2.2 million net of federal tax benefit. Unused State of California EZ credits can carry-forward until 2024.

The difference between the recorded and the statutory income tax expense is reconciled in the table below:

	2021	2020	2019
Statutory income tax	$ 22,065	$22,858	$16,965
Increase (reduction) in taxes due to:			
State income taxes net of federal tax benefit	7,334	7,598	5,639
Effect of regulatory treatment of fixed asset differences	(6,327)	(9,201)	(3,696)
Investment tax credits	(74)	(74)	(74)
AFUDC equity	(891)	(1,392)	(1,870)
Stock based stock compensation	791	523	302
TCJA refund	(19,417)	(9,470)	—
Other	611	1,176	405
Total income tax	$ 4,092	$12,018	$17,671

The effect of regulatory treatment of fixed asset differences includes estimated repair and maintenance deductions and asset related flow through items.

On December 22, 2017, the U.S. government enacted expansive tax legislation commonly referred to as the TCJA. Among other provisions, the TCJA reduces the federal income tax rate from 35 percent to 21 percent beginning on January 1, 2018 and eliminated bonus depreciation for utilities. The TCJA required the Company to re-measure all existing deferred income tax assets and liabilities to reflect the reduction in the federal tax rate.

During 2021, the Company analyzed its deferred tax balances, tax regulatory asset and tax regulatory liability based on 2018 GRC approved rates. As of December 31, 2021, the TCJA refund liability was $91.5 million. The Company continued working with other state regulators to finalize the refund to ensure compliance with federal normalization rules.

Dollar amounts in thousands unless otherwise stated

11 INCOME TAXES (Continued)

The deferred tax assets and deferred tax liabilities as of December 31, 2021 and 2020, are presented in the following table:

	2021	2020
Deferred tax assets:		
Developer deposits for contributions in aid of construction	$ 31,777	$ 29,491
Net operating loss carryforward and tax credits	24,908	37,326
Pension liability	13,570	12,031
Income tax regulatory liability	26,565	41,151
Operating leases liabilities	4,310	4,372
Other	2,439	2,812
Total deferred tax assets	103,569	127,183
Deferred tax liabilities:		
Property related basis and depreciation differences	362,139	350,923
WRAM/MCBA and interim rates balancing accounts	22,124	39,107
Operating lease-right to use asset	4,286	4,362
Other	13,965	8,823
Total deferred tax liabilities	402,514	403,215
Net deferred tax liabilities	$298,945	$276,032

A valuation allowance was not required at December 31, 2021 and 2020. Based on historical taxable income and future taxable income projections over the period in which the deferred assets are deductible, management believes it is more likely than not that the Company will realize the benefits of the deductible differences.

The following table reconciles the changes in unrecognized tax benefits for the periods ended December 31 2021, 2020, and 2019:

	2021	2020	2019
Balance at beginning of year	$13,960	$11,008	$ 9,716
Additions for tax positions taken during current year	1,890	2,952	1,292
Balance at end of year	$15,850	$13,960	$11,008

The Company does not expect a material change in its unrecognized tax benefits within the next 12 months. The component of unrecognized tax benefits that, if recognized, would affect the effective tax rate as of December 31, 2021, was $4.1 million, with the remaining balance representing the potential deferral of taxes to later years.

The Company's federal income tax years subject to an examination are from 2012 to 2021 and the state income tax years subject to an examination are from 2012 to 2021.

12 EMPLOYEE BENEFIT PLANS

Savings Plan

The Company sponsors a 401(k) qualified defined contribution savings plan that allows participants to contribute up to 20% of pre-tax compensation. Effective January 1, 2010, the Company matches 75 cents for each

Dollar amounts in thousands unless otherwise stated

12 EMPLOYEE BENEFIT PLANS (Continued)

dollar contributed by the employee up to a maximum Company match of 6.0% of base salary. Company contributions were $7.4 million, $6.5 million, and $6.5 million for the years 2021, 2020 and 2019, respectively.

Pension Plans

The Company provides a qualified, defined-benefit, non-contributory pension plan for substantially all employees. The accumulated benefit obligations of the pension plan are $650.2 million and $622.0 million as of December 31, 2021 and 2020, respectively. The fair value of pension plan assets was $810.5 million and $716.8 million as of December 31, 2021 and 2020, respectively.

Prior to 2010, pension payment obligations were generally funded by the purchase of an annuity from a life insurance company. Beginning in 2010, the pension plan trust pays monthly benefits to retirees, rather than the purchase of an annuity.

The Company also maintains an unfunded, non-qualified, supplemental executive retirement plan (SERP). The unfunded SERP accumulated benefit obligations were $80.5 million and $78.0 million as of December 31, 2021 and 2020, respectively. Benefit payments under the supplemental executive retirement plan are paid currently. As a non-qualified plan, the SERP has no plan assets, however, the Company has a Rabbi trust designated to provide funding for SERP obligations. The Rabbi trust holds investments in marketable securities and corporate-owned life insurance. The recorded value of these investments was approximately $63.9 million and $57.3 million at December 31, 2021 and 2020, respectively, and is part of “Other” noncurrent assets on the Consolidated Balance Sheets.

Expected payments to be made for the pension and SERP plans are shown in the table below:

Year Ending December 31,	Pension	SERP	Total
2022	$ 16,493	$ 2,104	$ 18,597
2023	18,215	2,301	20,516
2024	19,934	2,524	22,458
2025	21,714	2,756	24,470
2026	23,565	3,030	26,595
2027-2031	145,503	19,316	164,819
Total payments	$245,424	$32,031	$277,455

The expected benefit payments are based upon the same assumptions used to measure the Company’s benefit obligation at December 31, 2021, and include estimated future employee service.

The costs of the pension and retirement plans are charged to expense and utility plant. The Company makes annual contributions to fund the amounts accrued for pension cost.

Other Postretirement Plan

The Company provides substantially all active, permanent employees with medical, dental, and vision benefits through a self-insured plan. Employees retiring at or after age 58, along with their spouses and dependents, continue participation in the plan by payment of a premium. Plan assets are invested in mutual funds, short-term money market instruments and commercial paper based upon a similar asset mix to the pension plan. Retired employees are also provided with a $10,000 dollar life insurance benefit.

Dollar amounts in thousands unless otherwise stated

12 EMPLOYEE BENEFIT PLANS (Continued)

The Company records the costs of postretirement benefits other than pensions (PBOP) during the employees' years of active service. Postretirement benefit expense recorded in 2021, 2020, and 2019, was $0.2 million, $5.2 million, and $7.9 million, respectively. The remaining net periodic benefit cost was $0.8 million at December 31, 2021, and is being recovered through future customer rates and is recorded as a regulatory asset.

The expected benefit payments, net of retiree premiums and Medicare Part D subsidies, are shown in the table below.

Year Ending December 31,	Expected Benefit Payments Before Medicare Part D Subsidy	Effect of Medicare Part D Subsidy on Expected Benefit Payments	Expected Benefit Payments Net of Medicare Part D Subsidy
2022	$ 3,485	$ (254)	$ 3,231
2023	3,854	(279)	3,575
2024	4,328	(300)	4,028
2025	4,577	(332)	4,245
2026	4,840	(364)	4,476
2027-2031	28,931	(2,286)	26,645
Total payments	$50,015	$(3,815)	$46,200

Benefit Plan Assets

The Company actively manages pension and PBOP trust (Plan) assets. The Company's investment objectives are:

- Maximize the return on the assets, commensurate with the risk that the Company deems appropriate to meet the obligations of the Plans, minimize the volatility of the pension expense, and account for contingencies;
- Generate a rate of return for the total portfolio that equals or exceeds the actuarial investment rate assumption;

Additionally, the rate of return of the total fund is measured periodically against an index comprised of 35% of the Standard & Poor's Index, 15% of the Russell 2000 Index, 10% of the MSCI EAFE Index, and 40% of the Bloomberg Barclays U.S. Aggregate Bond Index. The index is consistent with the Company's rate of return objective and indicates the Company's long-term asset allocation objective.

The Company applies a risk management framework for managing the risks associated with employee benefit plan trust assets. The guiding principles of this risk management framework are the clear articulation of roles and responsibilities, appropriate delegation of authority, and proper accountability and documentation. Trust investment policies and investment manager guidelines include provisions to ensure prudent diversification, manage risk through appropriate use of physical direct asset holdings and derivative securities, and identify permitted and prohibited investments.

Dollar amounts in thousands unless otherwise stated

12 EMPLOYEE BENEFIT PLANS (Continued)

The Company's target asset allocation percentages for major categories of the pension plan are reflected in the table below:

	Minimum Exposure	Target	Maximum Exposure
Fixed Income	25%	40%	55%
Total Domestic Equity:	30%	50%	70%
Small/Mid Cap Stocks	5%	15%	25%
Large Cap Stocks	25%	35%	45%
Non-U.S. Equities	5%	10%	15%

The fixed income category includes money market funds, short-term bond funds, and cash. The majority of fixed income investments range in maturities from less than 1 to 5 years.

The Company's target allocation percentages for the PBOP trust is similar to the pension plan.

The Company uses the following criteria to select investment funds:

- Fund past performance;
- Fund meets criteria of Employee Retirements Income Security Act (ERISA);
- Timeliness and completeness of fund communications and reporting to investors;
- Stability of fund management company;
- Fund management fees; and
- Administrative costs incurred by the Plan.

Plan Fair Value Measurements

The fair value measurements standard establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under the standard are described below:

Level 1—Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2—Inputs to the valuation methodology include:

- Quoted market prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability; and
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.

Dollar amounts in thousands unless otherwise stated

12 EMPLOYEE BENEFIT PLANS (Continued)

Level 3—Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The following tables present the fair value of plan assets by major asset category at December 31, 2021 and 2020:

	December 31, 2021							
	Pension Benefits				Other Benefits			
	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
Fixed Income	$126,062	$—	$—	$126,062	$ 63,713	$—	$—	$ 63,713
Domestic Equity: Small/Mid Cap Stocks	63,379	—	—	63,379	—	—	—	—
Domestic Equity: Large Cap Stocks	218,868	—	—	218,868	105,723	—	—	105,723
Non U.S. Equities	35,311	—	—	35,311	—	—	—	—
Assets measured at net asset value (NAV)				366,849				—
Total Plan Assets	$443,620	$—	$—	$810,469	$169,436	$—	$—	$169,436

	December 31, 2020							
	Pension Benefits				Other Benefits			
	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
Fixed Income	$108,695	$—	$—	$108,695	$ 54,731	$—	$—	$ 54,731
Domestic Equity: Small/Mid Cap Stocks	57,201	—	—	57,201	—	—	—	—
Domestic Equity: Large Cap Stocks	195,497	—	—	195,497	92,326	—	—	92,326
Non U.S. Equities	44,342	—	—	44,342	—	—	—	
Assets measured at NAV				311,059				—
Total Plan Assets	$405,735	$—	$—	$716,794	$147,057	$—	$—	$147,057

The pension benefits fixed income category includes $11.0 million and $9.6 million of money market fund investments as of December 31, 2021 and 2020, respectively. The other benefits fixed income category includes $3.0 million and $3.1 million of money market fund investments as of December 31, 2021 and 2020, respectively.

Assets measured at NAV include investments in commingled funds that are comprised of fixed income and equity securities. These commingled funds are not publicly traded, and therefore no publicly quoted market price is readily available. The values of the commingled funds are measured at estimated fair value, which is determined based on the unit value of the funds and have not been classified in the fair value hierarchy tables above. There are no restrictions on the terms and conditions upon which the investments may be redeemed.

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12 EMPLOYEE BENEFIT PLANS (Continued)

Changes in Plan Assets, Benefits Obligations, and Funded Status

The following table reconciles the funded status of the plans with the accrued pension liability and the net postretirement benefit liability as of December 31, 2021 and 2020:

	Pension Benefits		Other Benefits	
	2021	2020	2021	2020
Change in projected benefit obligation:				
Beginning of year	$833,939	$ 812,029	$130,658	$150,515
Service cost	35,055	36,002	6,072	7,945
Interest cost	21,667	25,741	3,217	4,305
Actuarial loss (gain)(1)	13,520	(23,470)	5,276	(30,485)
Plan amendment	—	(833)	—	—
Benefits paid, net of retiree premiums	(16,704)	(15,530)	(2,753)	(1,622)
End of year	$887,477	$ 833,939	$142,470	$130,658
Change in plan assets:				
Fair value of plan assets at beginning of year	$716,794	$ 573,575	$147,057	$128,554
Actual return on plan assets	84,488	121,751	23,160	13,272
Employer contributions	25,891	36,998	1,972	6,853
Retiree contributions and Medicare part D subsidies	—	—	2,199	2,075
Benefits paid	(16,704)	(15,530)	(5,057)	(3,849)
Other adjustments	—	—	105	152
Fair value of plan assets at end of year	$810,469	$ 716,794	$169,436	$147,057
Funded status(2)	$ (77,008)	$(117,145)	$ 26,966	$ 16,399
Unrecognized actuarial loss (gain)	12,323	52,816	(29,327)	(20,699)
Unrecognized prior service cost	4,174	5,181	1,738	1,932
Net amount recognized	$ (60,511)	$ (59,148)	$ (623)	$ (2,368)

(1) The actuarial loss for pension and other benefits in 2021 was mainly due to an increase in the cost of living adjustment, the use of updated census data (pension benefits only), a higher rate of compensation increases (Pension benefits only), and an increase in the anticipated health care trend (Other benefits only) partially offset by actuarial gains due to a higher discount rate used in the calculation.

(2) The short-term portion of the pension benefits was $2.1 million as of December 31, 2021 and December 31, 2020 and was recorded as part of other accrued liabilities on the Company's 2021 and 2020 Consolidated Balance Sheets.

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Dollar amounts in thousands unless otherwise stated

12 EMPLOYEE BENEFIT PLANS (Continued)

Amounts recognized on the balance sheet consist of:

	Pension Benefits		Other Benefits	
	2021	2020	2021	2020
Noncurrent assets(1)	$ 17,002	$ —	$ 26,966	$ 16,399
Accrued benefit costs	(282)	(104)	(1,124)	(1,782)
Accrued benefit liability(2)	(94,010)	(117,145)	—	—
Regulatory assets(3)	16,779	58,101	829	1,487
Regulatory liabilities(3)	—	—	(27,294)	(18,472)
Net amount recognized	$(60,511)	$ (59,148)	$ (623)	$ (2,368)

(1) Noncurrent assets represent the overfunded status of the employee pension plan in 2021 and of the PBOP plan in 2021 and 2020. The amounts are recorded as part "Other" noncurrent assets on the Consolidated Balance Sheets.

(2) Accrued benefit liability represents the underfunded status of the SERP plan in 2021 and of the employee pension and SERP plans in 2020. The amounts are recorded as part of "Pension" in the Consolidated Balance Sheets.

(3) Changes in the funded status of the plans that would be recorded in accumulated other comprehensive income for an unregulated entity are recorded as a regulatory assets and liabilities as the Company believes it is probable that an amount equal to the regulatory asset or liability will be collected or refunded through the setting of future rates.

Valuation Assumptions

Below are the actuarial assumptions used in determining the benefit obligation for the benefit plans:

	Pension Benefits		Other Benefits	
	2021	2020	2021	2020
Weighted average assumptions as of December 31:				
Discount rate—employee pension plan	3.28%	3.08%	—	—
Discount rate—SERP	3.18%	2.97%	—	—
Discount rate—other benefits	—	—	3.27%	3.03%
Long-term rate of return on plan assets	6.34%	6.50%	5.88%	6.00%
Rate of compensation increases—employee pension plan	4.25%	4.00%	—	—
Rate of compensation increases—SERP	5.00%	5.00%	—	—
Cost of living adjustment	2.20%	2.10%	—	—

For December 31, 2021 measurement purposes, the Company assumed a 5.4% annual rate of increase for 2021 in the per capita cost of covered benefits with rate decreasing to 5.2% by 2023, then gradually grading down to 3.9% over the next 38 years.

In 2020, the Company changed both the yield curve used to develop the discount rate and the method used to estimate the service and interest cost components of net periodic pension and benefit costs for 2021. The new yield

Dollar amounts in thousands unless otherwise stated

12 EMPLOYEE BENEFIT PLANS (Continued)

curve used a higher-yielding subset of bonds that the Company believes will better approximate the rate at which the obligations could be effectively settled, currently. The change in the yield curve led to a decrease of $12.2 million and $1.2 million in net periodic pension cost and net periodic benefit cost for 2021. The new method uses the spot rate approach to estimate the service and interest costs by applying the specific spot rates along the yield curve used to determine the benefit obligation to the relevant projected cash outflows. The change in method led to a decrease of $6.2 million and $1.1 million in net periodic pension cost and net periodic benefit cost for 2021. This change does not affect the measurement of the projected benefit obligation. The Company made this change to provide a more precise measurement of service and interest costs by improving the correlation between projected benefit cash flows to the corresponding spot rates. The Company has accounted for this change as a change in accounting estimate and accordingly has accounted for it prospectively. In California, where the majority of the Company's net periodic pension and benefit costs are recorded, a corresponding decrease to balancing account revenue was recorded in 2021 for the changes in yield curve and method as Cal Water has regulatory mechanism which mitigate changes in net periodic pension and benefits costs. For 2020, the service and interest cost components of net periodic pension and benefit costs were determined using a single-weighted average discount rate.

The long-term rate of return assumption is the expected rate of return on a balanced portfolio invested roughly 60% in equities and 40% in fixed income securities. Returns on equity investments were estimated based on estimates of dividend yield and real earnings added to a 2.20% long-term inflation rate. For the pension plans, the assumed returns were 7.89% for domestic equities and 8.73% for foreign equities. For the other benefits plan, the assumed returns was 7.65% for domestic equities. Returns on fixed-income investments were projected based on investment maturities and credit spreads added to a 2.20% long-term inflation rate. For the pension and other benefit plans, the assumed returns were 3.34% for fixed income investments and 2.35% for short-term cash investments. The Company is using a long-term rate of return of 6.34% for the pension plan and 5.88% for the other benefit plan.

In 2021, the Company used the Society of Actuaries' Pri-2012 Total Dataset Mortality Tables for private-sector retirement plans in the United States and Mortality Improvement Scale (MP-2021) with adjustments to long-term improvements for measuring retirement plan obligations.

Components of Net Periodic Benefit Cost

Net periodic benefit costs for the pension and other postretirement plans for the years ended December 31, 2021 and 2020, included the following components:

	Pension Plan			Other Benefits		
	2021	**2020**	**2019**	**2021**	**2020**	**2019**
Service cost	$ 35,055	$ 36,002	$ 26,718	$ 6,072	$ 7,945	$ 7,475
Interest cost	21,667	25,741	26,966	3,217	4,305	5,441
Expected return on plan assets	(39,472)	(33,086)	(30,285)	(8,769)	(7,236)	(5,794)
Net amortization and deferral	10,003	17,027	10,975	(293)	197	758
Net periodic benefit cost	$ 27,253	$ 45,684	$ 34,374	$ 227	$ 5,211	$ 7,880

Service cost portion of the pension plan and other postretirement benefits is recognized in administrative and general within the Consolidated Statements of Income. Other components of net periodic benefit costs include interest costs, expected return on plan assets, amortization of prior service costs, and recognized net actuarial loss and are reported together as other components of net periodic benefit cost within the Consolidated Statements of Income.

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12 EMPLOYEE BENEFIT PLANS (Continued)

Below are the actuarial assumptions used in determining the net periodic benefit costs for the benefit plans, which uses the end of the prior year as the measurement date:

	Pension Benefits		Other Benefits	
	2021	2020	2021	2020
Weighted average assumptions as of December 31:				
Discount rate—employee pension plan	3.08%	3.20%	—	—
Discount rate—SERP	2.97%	3.20%	—	—
Discount rate—other benefits	—	—	3.03%	3.25%
Long-term rate of return on plan assets	6.50%	6.25%	6.00%	5.50%
Rate of compensation increases—employee pension plan	4.00%	3.25%	—	—
Rate of compensation increases—SERP	5.00%	3.75%	—	—
Cost of living adjustment	2.10%	2.50%	—	—

The health care cost trend rate assumption has a significant effect on the amounts reported. For 2021 measurement purposes, the Company assumed a 5.4% annual rate of increase in the per capita cost of covered benefits with the rate decreasing to 5.0% by 2023, then gradually grading down to 3.8% by 2060.

The Company intends to make annual contributions that meet the funding requirements of ERISA. The Company estimates in 2022 that the annual contribution to the pension plans will be $16.1 million and the annual contribution to the other postretirement plan will be $0.7 million.

13 STOCK-BASED COMPENSATION PLANS

The Company's equity incentive plan was approved and amended by stockholders on April 27, 2005 and May 20, 2014. The Company is authorized to issue awards up to 2,000,000 shares of common stock.

During 2021, the Company granted RSAs of common stock to Officers and to the Board of Directors. An RSA share represents the right to receive a share of the Company's common stock and is valued based on the fair market value of the Company's common stock at the date of grant. RSAs granted to Officers vest over 36 months with the first year cliff vesting. In general, RSAs granted to Board of Directors vest at the end of 12 months. The RSAs are recognized as expense evenly over 36 months for the shares granted to Officers and 12 months for the shares granted to Board of Directors. As of December 31, 2021, there was approximately $1.6 million of total unrecognized compensation cost related to RSAs. The cost is expected to be recognized over a weighted average period of 1.59 years.

A summary of the status of the outstanding RSAs as of December 31, 2021 is presented below:

	Number of RSA Shares	Weighted-Average Grant-Date Fair Value
RSAs at January 1, 2021	51,561	$50.92
Granted	50,981	$53.92
Vested	(39,851)	$50.72
RSAs at December 31, 2021	62,691	$53.49

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13 STOCK-BASED COMPENSATION PLANS (Continued)

During 2021, the Company granted performance-based RSUs of common stock to Officers. Each award reflects a target number shares of common stock that may be issued to the award recipient. The 2021 awards may be earned upon the completion of a 3-year performance period. Whether RSUs are earned at the end of the performance period will be determined based on the achievement of certain performance objectives set by the Board of Directors Compensation Committee in connection with the issuance of the RSUs. The performance objectives are based on the Company's business plan covering the performance period. The performance objectives include achieving the budgeted return on equity, budgeted investment in utility plant, customer service standards, employee safety standards and water quality standards. Depending on the results achieved during the 3-year performance period, the actual number of shares that a grant recipient receives at the end of the performance period may range from 0% to 200% of the target shares granted, provided that the grantee is continuously employed by the Company through the vesting date. If prior to the vesting date employment is terminated by reason of death, disability or normal retirement, then a pro rata portion of this award will vest. RSUs are not included in diluted shares until earned. The RSUs are recognized as expense ratably over the 3-year performance period using a fair market value of the Company's common share at the date of grant and an estimated number of RSUs earned during the performance period. As of December 31, 2021, there was approximately $2.0 million of total unrecognized compensation cost related to RSUs. The cost is expected to be recognized over a weighted average period of 1.22 years.

A summary of the status of the outstanding RSUs as of December 31, 2021 is presented below:

	Number of RSU Shares	Weighted-Average Grant-Date Fair Value
RSUs at January 1, 2021	87,787	$46.62
Granted	31,749	$53.96
Performance criteria adjustment	12,257	$52.96
Vested	(38,897)	$52.96
Forfeited	(1,954)	$35.40
RSUs at December 31, 2021	90,942	$52.71

The Company has recorded compensation costs for the RSAs and RSUs which are included in administrative and general operating expenses in the amount of $6.6 million for 2021 and $4.4 million for 2020.

14 FAIR VALUE OF FINANCIAL INSTRUMENTS

The accounting guidance for fair value measurements and disclosures provides a single definition of fair value and requires certain disclosures about assets and liabilities measured at fair value. A hierarchical framework for disclosing the observability of the inputs utilized in measuring assets and liabilities at fair value is established by this guidance. The three levels in the hierarchy are described in Note 12—Employee Benefit Plans.

Specific valuation methods include the following:

Cash, Accounts receivable, short-term borrowings, and accounts payable carrying amounts approximated the fair value because of the short-term maturity of the instruments.

Long-term debt fair values were estimated using the published quoted market price, if available, or the discounted cash flow analysis, based on the current rates available using a risk-free rate (a U.S. Treasury securities yield curve) plus a risk premium of 0.6%.

Dollar amounts in thousands unless otherwise stated

14 FAIR VALUE OF FINANCIAL INSTRUMENTS (Continued)

	December 31, 2021				
		Fair Value			
	Cost	Level 1	Level 2	Level 3	Total
Long-term debt, including current maturities, net	$1,060,986	$—	$1,338,831	$—	$1,338,831

	December 31, 2020				
		Fair Value			
	Cost	Level 1	Level 2	Level 3	Total
Long-term debt, including current maturities, net	$786,227	$—	$944,447	$—	$944,447

15 COMMITMENTS AND CONTINGENCIES

Commitments

Water Supply Contracts

The Company has long-term commitments to purchase water from water wholesalers. The commitments are noted in the table below.

	Water Supply Contracts*
2022	$ 33,858
2023	33,858
2024	33,856
2025	33,856
2026	33,860
Thereafter	499,336

* Estimated annual contractual obligations are based on the same payment levels as 2021.

Water Supply Contracts

The Company has a long-term contract with the Santa Clara Valley Water District that requires the Company to purchase minimum annual water quantities. Purchases are priced at the districts then-current wholesale water rate. The Company operates to purchase sufficient water to equal or exceed the minimum quantities under the contract. The total paid to Santa Clara Valley Water District was $11.9 million in 2021, $15.2 million in 2020, and $13.6 million in 2019.

The Company also has a water supply contract with Stockton East Water District (SEWD) that requires a fixed monthly payment. Each year, the fixed monthly payment is adjusted for changes to SEWD's costs. The total paid under the contract was $12.9 million in 2021, $14.3 million in 2020, and $13.3 million in 2019.

On September 21, 2005, the Company entered into an agreement with Kern County Water Agency (Agency) to obtain treated water for the Company's operations. The term of the agreement is to January 1, 2035, or until the repayment of the Agency's bonds (described hereafter) occurs. Under the terms of the agreement, the Company is

15 COMMITMENTS AND CONTINGENCIES (Continued)

obligated to purchase approximately 20,500 acre feet of treated water per year. The Company is obligated to pay the Capital Facilities Charge and the Treated Water Charge regardless of whether it can use the water in its operation, and is obligated for these charges even if the Agency cannot produce an adequate amount to supply the 20,500 acre feet in the year. This agreement supersedes a prior agreement with Kern County Water Agency for the supply of 11,500 acre feet of water per year.

Three other parties, including the City of Bakersfield, are also obligated to purchase a total of 32,500 acre feet per year under separate agreements with the Agency. Further, the Agency has the right to proportionally reduce the water supply provided to all of the participants if it cannot produce adequate supplies. If any of the other parties does not use its allocation, that party is obligated to pay its contracted amount.

If any of the parties were to default on making payments of the Capital Facilities Charge, then the other parties are obligated to pay for the defaulting party's share on a pro-rata basis. If there is a payment default by a party and the remaining parties have to make payments, they are also entitled to a pro-rata share of the defaulting party's water allocation.

The Company expects to use all its entitled water in its operations every year. In addition, if the Company were to pay for and receive additional amounts of water due to a default of another participating party; the Company believes it could use this additional water in its operations without incurring substantial incremental cost increases. If additional treated water is available, all parties have an option to purchase this additional treated water, subject to the Agency's right to allocate the water among the parties.

The total obligation of all parties, excluding the Company, is approximately $82.4 million to the Agency. Based on the credit worthiness of the other participants, which are government entities, it is believed to be highly unlikely that the Company would be required to assume any other parties' obligations under the contract due to their default.

The Company pays a capital facilities charge and charges related to treated water that together total $10.6 million annually, which equates to $517.91 dollars per acre foot. Total treated water charge for 2021 was $4.0 million. As treated water is being delivered, the Company will also be obligated for the Company's portion of the operating costs; that portion is currently estimated to be $85.65 dollars per acre foot. The actual amount will vary due to variations from estimates, inflation, and other changes in the cost structure. Our overall estimated cost of $517.91 dollars per acre foot is less than the estimated cost of procuring untreated water (assuming water rights could be obtained) and then providing treatment.

Leases

The Company has operating and finance leases for water systems, offices, land easements, licenses, equipment, and other facilities. The leases generally have remaining lease terms of 1 year to 50 years, some of which include options to extend the lease for up to 25 years. The exercise of lease renewal options is at the Company's sole discretion. Most of the Company's lease agreements contain mutual termination options that require prior written notice by either lessee or lessor. The Company's lease agreements do not contain any material residual value guarantees or material restrictive covenants. Certain leases include options to purchase the leased property. The depreciable life of the assets and leasehold improvements are limited by the expected lease term, unless there is a transfer of title or purchase option that is reasonably certain of exercise. Leases with an initial term of 12 months or less are not recorded on the balance sheet as the Company applied the short-term lease exception allowed by the FASB guidance. Lease expense for these leases is recognized on a straight-line basis over the lease term. A subset of the Company's leases contains variable lease payments that depend on changes in the CPI.

Dollar amounts in thousands unless otherwise stated

15 COMMITMENTS AND CONTINGENCIES (Continued)

The Company determines if an arrangement is a lease at contract inception. Generally, a lease agreement exists if the Company determines that the arrangement gives the Company control over the use of an identified asset and obtains substantially all of the benefits from the identified asset.

The right-of-use (ROU) assets that are recorded represent the Company's right to use an underlying asset for the lease term and lease liabilities represent the Company's obligation to make lease payments arising from the lease. Lease ROU assets and liabilities are recognized at commencement date based on the present value of lease payments over the lease term. As most of the Company's operating leases do not provide an implicit rate, the Company uses an incremental borrowing rate based on the information available at commencement date in determining the present value of lease payments. The ROU asset and lease liability may include options to extend or terminate the lease when it is reasonably certain that the Company will exercise that option. Variable lease payments that are based on changes in CPI are included in the measurement of ROU asset and lease liability on the basis of the rate at lease commencement. Subsequent changes to the payments as a result of changes to the CPI rate are recognized in the period in which the obligation of these payments is incurred.

Supplemental balance sheet information related to leases was as follows:

	As of December 31, 2021	As of December 31, 2020
Operating leases		
Other assets: Other	$15,318	$15,589
Other accrued liabilities	$1,802	$1,757
Other long-term liabilities	13,601	13,868
Total operating lease liabilities	$15,403	$15,625
Finance leases		
Depreciable plant and equipment	$19,494	$18,207
Accumulated depreciation and amortization	(12,411)	(10,813)
Net utility plant	$7,083	$7,394
Current maturities of long-term debt, net	$809	$721
Long-term debt, net	4,918	4,483
Total finance lease liabilities	$5,727	$5,204
Weighted average remaining lease term		
Operating leases	129 months	135 months
Finance leases	46 months	64 months
Weighted average discount rate		
Operating leases	3.4%	3.5%
Finance leases	4.6%	5.5%

Dollar amounts in thousands unless otherwise stated

15 COMMITMENTS AND CONTINGENCIES (Continued)

The components of lease expense were as follows:

	2021	2020
Operating lease cost	$2,464	$2,284
Finance lease cost:		
Amortization of right-of-use assets	$1,598	$1,169
Interest on lease liabilities	282	306
Total finance lease cost	$1,880	$1,475
Short-term lease cost	$2,079	$2,048
Variable lease cost	415	306
Total lease cost	$6,838	$6,113

Supplemental cash flow information related to leases was as follows:

	2021	2020
Cash paid for amounts included in the measurement of lease liabilities:		
Operating cash flows from operating leases	$2,445	$2,306
Operating cash flows from finance leases	$ 282	$ 306
Financing cash flows from finance leases	$ 766	$ 680
Non-cash activities: right-of-use assets obtained in exchange for lease obligations:		
Operating leases	$1,707	$3,100
Finance leases	$1,286	$ —

Maturities of lease liabilities as of December 31, 2021 are as follows:

Year Ending December 31,	Operating Leases	Finance Leases
2022	$ 2,266	$1,049
2023	2,019	2,719
2024	1,842	940
2025	1,672	940
2026	1,508	705
Thereafter	9,884	—
Total lease payments	19,191	6,353
Less imputed interest	(3,788)	(626)
Total	$15,403	$5,727

Contingencies

Groundwater Contamination

The Company has undertaken litigation against third parties to recover past and future costs related to ground water contamination in our service areas. The cost of litigation is expensed as incurred and any settlement is first offset against such costs. The CPUC's general policy requires all proceeds from contamination litigation to be used first to pay transactional expenses, then to make customers whole for water treatment costs to comply with the CPUC's water quality standards. The CPUC allows for a risk-based consideration of contamination proceeds which

15 COMMITMENTS AND CONTINGENCIES (Continued)

exceed the costs of the remediation described above and may result in some sharing of proceeds with the shareholder, determined on a case by case basis. The CPUC has authorized various memorandum accounts that allow the Company to track significant litigation costs to request recovery of these costs in future filings and uses of proceeds to comply with CPUC's general policy.

As previously reported, Cal Water has filed with the City of Bakersfield, in the Superior Court of California, a lawsuit that names potentially PRPs, who manufactured and distributed products containing TCP in California. TCP has been detected in the ground water. The lawsuit seeks to recover treatment costs necessary to remove TCP. On December 20, 2017, Cal Water entered into an $85.0 million settlement agreement and release of claims with the PRPs, in *California Water Service Company and City of Bakersfield v. The Dow Chemical Company, et al., Civil Case No. CIV-470999* (TCP Action). The TCP Action sought damages and other relief related to the PRPs' alleged contamination of drinking water supply and water wells with the chemical TCP. The proceeds from the settlement, after payment of the legal fees, was $56.0 million and was used to reimburse a portion of the capital costs associated with Cal Water's remediation efforts related to such alleged TCP contamination. As of December 31, 2021, Cal Water has used all of the proceeds on remediation efforts related to the alleged TCP contamination. Under the terms of the Agreement, the PRPs are released from all claims regarding 47 of the 57 total claimed wells, and Cal Water agreed to file a dismissal with prejudice of the TCP Action. The PRPs are also released from future claims regarding TCP contamination of any other wells, unless and until Cal Water has installed granular activated carbon filtration systems or other then-approved Sate treatment technology for TCP on, or replaced, 36 wells due to TCP contamination.

Other Legal Matters

From time to time, the Company is involved in various disputes and litigation matters that arise in the ordinary course of business. The status of each significant matter is reviewed and assessed for potential financial exposure. If the potential loss from any claim or legal proceeding is considered probable and the amount of the range of loss can be estimated, a liability is accrued for the estimated loss in accordance with the accounting standards for contingencies. Legal proceedings are subject to uncertainties, and the outcomes are difficult to predict. Because of such uncertainties, accruals are based on the best information available at the time. While the outcome of these disputes and litigation matters cannot be predicted with any certainty, management does not believe when taking into account existing reserves the ultimate resolution of these matters will materially affect the Company's financial position, results of operations, or cash flows. The Company has recognized a liability of $3.5 million for all known legal matters as of December 31, 2021 primarily due to potable water main leaks and other work related legal matters. The cost of litigation is expensed as incurred and any settlement is first offset against such costs. Any settlement in excess of the cost to litigate is accounted for on a case by case basis, dependent on the nature of the settlement.

16 ACQUISITIONS

BVRT Utility Holding Company (BVRT) (Texas Water)

In May of 2021, Texas Water became the majority owner of BVRT, a Texas-based utility development company owning and operating four wastewater utilities serving growing communities outside of Austin and San Antonio. Texas Water initially invested funds to enable BVRT to continue to build wastewater infrastructure and converted its investment to equity. BVRT's five wastewater utilities currently serve or are under contract to serve over 3,800 connections, with an estimated potential total build-out of more than 61,000 connections.

Balance sheets and pro forma results of operations for this acquisition have not been presented since the impact of the acquisition was not material.

16 ACQUISITIONS (Continued)

Kapalua Water Company and Kapalua Waste Treatment Company (Hawaii Water)

In the first quarter of 2021, Hawaii Water received approval from the HPUC to acquire the assets of Kapalua Water Company and Kapalua Waste Treatment Company from Maui Land and Pineapple Company. Hawaii Water paid $4.2 million in cash and took control of the water and wastewater systems on May 1, 2021. Kapalua's water and wastewater systems serve homes, hotels, condominiums, golf courses, restaurants, and other resort amenities in West Maui. Hawaii Water will invest in the water and wastewater system infrastructure to keep service reliable for customers' every day and emergency needs, and is committed to providing safe, high-quality water and excellent customer service to local residents, businesses, and visitors.

Assets acquired were $1.6 million of utility plant and liabilities of $0.3 million were assumed. Goodwill of $2.9 million was recorded and consists largely of the synergies expected from combining the operations of Kapalua Water Company and Kapalua Waste Treatment Company and Hawaii Water.

The Company expects all the goodwill from the acquisition to be deductible for tax purposes.

Balance sheets and pro forma results of operations for this acquisition have not been presented since the impact of the acquisition was not material.

17 SUBSEQUENT EVENT

In January of 2022, Cal Water received $20.8 million in funds through the California Water and Water Arrearages Payment Program. The Company will apply credits to affected customers' accounts within the first quarter of 2022.

Item 9. ***Changes in and Disagreements with Accountants on Accounting and Financial Disclosure.***

None.

Item 9A. ***Controls and Procedures.***

Management's Evaluation of Disclosure Controls and Procedures

We maintain disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended) that are designed to ensure that information required to be disclosed in our reports filed or submitted under the Securities Exchange Act of 1934, as amended, is recorded, processed, summarized and reported, within the time periods specified in the Securities and Exchange Commission's rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow for timely decisions regarding required disclosure.

In designing and evaluating the disclosure controls and procedures, management, including the Chief Executive Officer and Chief Financial Officer, recognized that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management is required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures. Accordingly, our disclosure controls and procedures have been designed to provide reasonable assurance of achieving their objectives.

Our management, with the participation of our Chief Executive Officer and our Chief Financial Officer, evaluated the effectiveness of our disclosure controls and procedures as of December 31, 2021. Based on that evaluation, we concluded that our disclosure controls and procedures were effective at the reasonable assurance level.

Management's Annual Report on Internal Control over Financial Reporting

Management is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rule 13a-15(f) and 15d-15(f) under the Securities Exchange Act of 1934, as amended). Management assessed the effectiveness of our internal control over financial reporting as of December 31, 2021. In making this assessment, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission in "Internal Control—Integrated Framework (2013)". Management has concluded that, as of December 31, 2021 our internal control over financial reporting is effective based on these criteria. Our independent registered public accounting firm, Deloitte & Touche LLP, has audited the effectiveness of our internal control over financial reporting as of December 31, 2021, as stated in their report, which is included in Item 8 and incorporated herein.

There was no change in our internal control over financial reporting during the quarter ended December 31, 2021, that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Item 9B. ***Other Information*****.**

None.

Item 9C. ***Disclosure Regarding Foreign Jurisdictions that Prevent Inspections*****.**

Not applicable.

PART III

Item 10. *Directors and Executive Officers and Corporate Governance.*

The information required by this Item as to directors of the Company and the Company's Audit Committee is contained in the sections captioned "Board Structure," "Proposal No. 1—Election of Directors" and, as applicable, "Delinquent Section 16(a) Reports" of the definitive Proxy Statement for our Annual Meeting of Stockholders to be held on or about May 26, 2022 (the "2022 Proxy Statement"), and is incorporated herein by reference.

Information required by this Item regarding executive officers is included in a separate section captioned "Information About Our Executive Officers" contained in Part I of this annual report.

We have adopted a code of ethics that applies to all of our directors, officers, and employees, including our principal executive, financial and accounting officers, or persons performing similar functions. Our Code of Ethics is posted on our corporate governance website located at http://www.calwatergroup.com. In addition, amendments to the Code of Ethics and any grant of a waiver from a provision of the Code of Ethics requiring disclosure under applicable SEC and NYSE rules will be disclosed at the same location as the Code of Ethics on our corporate governance website located at http://www.calwatergroup.com within four business days of such amendment or waiver.

Item 11. *Executive Compensation.*

The information required by this Item is contained under the captions "Compensation Discussion and Analysis," "Report of the Organization and Compensation Committee of the Board of Directors on Executive Compensation," and "Organization and Compensation Committee Interlocks and Insider Participation" of the 2022 Proxy Statement and is incorporated herein by reference.

Item 12. *Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.*

The information required by this Item regarding security ownership of certain beneficial owners and management is contained in the section captioned "Stock Ownership of Management and Certain Beneficial Owners" of the 2022 Proxy Statement and is incorporated herein by reference.

The following table represents securities authorized to be issued under our equity compensation plan:

Plan Category	Number of Securities to be Issued Upon Exercise of Outstanding Rights (a)	Weighted-Average Exercise Price of Outstanding Rights	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plan (Excluding Securities Reflected in Column) (a)
Equity compensation plans approved by security holders	90,942	$52.71	1,882,604
Equity compensation plans not approved by security holders	—	—	—
Total	90,942	$52.71	1,882,604

Item 13. *Certain Relationships and Related Transactions and Director Independence.*

The information required by this Item is contained in the sections captioned "Certain Related Persons Transactions" and "Board Structure" of the 2022 Proxy Statement and is incorporated herein by reference.

Item 14. *Principal Accountant Fees and Services.*

Information about aggregate fees billed to us by our principal accountant, Deloitte & Touche LLP (PCAOB ID No. 34) will be presented in the sections captioned "Report of the Audit Committee" and "Relationship with the Independent Registered Public Accounting Firm" of the 2022 Proxy Statement and is incorporated herein by reference.

PART IV

Item 15. ***Exhibits, Financial Statement Schedules.***

(a) As part of this Form 10-K, the following documents are being filed:

1. *Financial Statement:* See "Index to Consolidated Financial Statements" in Part II, Item 8 of this Form 10-K.

2. *Financial Statement Schedules:* No financial statement schedules are being included since the information otherwise required is included in the financial statements and the notes thereto.

3. *Exhibits:* The exhibits listed in the accompanying index to exhibits are filed or incorporated by reference.

EXHIBIT INDEX

Unless filed with this Form 10-K, the documents listed are incorporated by reference to the filings referred to:

Exhibit Number	
1.1	Equity Distribution Agreement, dated as of October 31, 2019, between California Water Service Group and Morgan Stanley & Co. LLC, Robert W. Baird & Co. Incorporated, Blaylock Van, LLC, and Wells Fargo Securities, LLC. (Exhibit 1.1 to Annual Report on Form 10-K for the year ended December 31, 2019)
3.1	Certificate of Incorporation of California Water Service Group (Exhibit 3.1 to the Quarterly Report on Form 10-Q filed August 9, 2006)
3.2	Certificate of Amendment to Certificate of Incorporation of California Water Service Group (Exhibit 3.1 to the Current Report on Form 8-K filed June 10, 2011)
3.3	Amended and Restated Bylaws of California Water Service Group, as amended on September 29, 2021 (Exhibit 3.1 to the Current Report on Form 8-K filed September 29, 2021)
4.1	Certificate of Designations regarding Series D Participating Preferred Stock, as filed with Delaware Secretary of State on September 16, 1999 (Exhibit 4.2 to Annual Report on Form 10-K for the year ended December 31, 2003)
4.2	Certificate of Elimination of the Series D Participating Preferred Stock, as filed with Delaware Secretary of State on February 27, 2019 (Exhibit 4.2 to Annual Report on Form 10-K for the year ended December 31, 2018)
4.3	Thirty-Ninth Supplemental Indenture dated as of April 17, 2009, between California Water Service Company and U.S. Bank National Association, as Trustee (Exhibit 4.1 to Current Report on Form 8-K filed April 21, 2009)
4.4	Forty-Third Supplemental Indenture dated as of April 17, 2009, between California Water Service Company and U.S. Bank National Association, as Trustee, covering 7.28% First Mortgage Bonds due 2025, Series AAA. (Exhibit 4.5 to Current Report on Form 8-K filed April 21, 2009)
4.5	Forty-Fourth Supplemental Indenture dated as of April 17, 2009, between California Water Service Company and U.S. Bank National Association, as Trustee, covering 6.77% First Mortgage Bonds due 2028, Series BBB. (Exhibit 4.6 to Current Report on Form 8-K filed April 21, 2009)
4.6	Forty-Fifth Supplemental Indenture dated as of April 17, 2009, between California Water Service Company and U.S. Bank National Association, as Trustee, covering 8.15% First Mortgage Bonds due 2030, Series CCC. (Exhibit 4.7 to Current Report on Form 8-K filed April 21, 2009)
4.7	Forty-Sixth Supplemental Indenture dated as of April 17, 2009, between California Water Service Company and U.S. Bank National Association, as Trustee, covering 7.13% First Mortgage Bonds due 2031, Series DDD. (Exhibit 4.8 to Current Report on Form 8-K filed April 21, 2009)
4.8	Forty-Seventh Supplemental Indenture dated as of April 17, 2009, between California Water Service Company and U.S. Bank National Association, as Trustee, covering 7.11% First Mortgage Bonds due 2032, Series EEE. (Exhibit 4.9 to Current Report on Form 8-K filed April 21, 2009)

Exhibit Number	
4.9	Forty-Ninth Supplemental Indenture dated as of April 17, 2009, between California Water Service Company and U.S. Bank National Association, as Trustee, covering 5.29% First Mortgage Bonds due 2022, Series GGG. (Exhibit 4.11 to Current Report on Form 8-K filed April 21, 2009)
4.10	Fiftieth Supplemental Indenture dated as of April 17, 2009, between California Water Service Company and U.S. Bank National Association, as Trustee, covering 5.29% First Mortgage Bonds due 2022, Series HHH. (Exhibit 4.12 to Current Report on Form 8-K filed April 21, 2009)
4.11	Fifty-First Supplemental Indenture dated as of April 17, 2009, between California Water Service Company and U.S. Bank National Association, as Trustee, covering 5.54% First Mortgage Bonds due 2023, Series III. (Exhibit 4.13 to Current Report on Form 8-K filed April 21, 2009)
4.12	Fifty-Seventh Supplemental Indenture dated as of April 17, 2009, between California Water Service Company and U.S. Bank National Association, as Trustee, covering 6.02% First Mortgage Bonds due 2031, Series OOO. (Exhibit 4.19 to Current Report on Form 8-K filed April 21, 2009)
4.13	Fifty-Eighth Supplemental Indenture dated as of November 22, 2010, between California Water Service Company and U.S. Bank National Association, as Trustee, covering 5.50% First Mortgage Bonds due 2040, Series PPP. (Exhibit 4.1 to Current Report on form 8-K filed November 22, 2010).
4.14	Sixty-Second Supplemental Indenture dated as of June 11, 2019, between California Water Service Company and U.S. Bank National Association, as Trustee, covering 3.40% First Mortgage Bonds due 2029, Series VVV, 4.07% First Mortgage Bonds due 2049, Series WWW, and 4.17% First Mortgage Bonds due 2059, Series YYY (Exhibit 10.1 to the Current Report on Form 8-K filed June 18, 2019)
4.15	Sixty-Third Supplemental Indenture dated as of May 11, 2021, between California Water Service Company and U.S. Bank National Association, as Trustee, covering 2.87% First Mortgage Bonds due 2051, Series ZZZ and 3.02% First Mortgage Bonds due 2061, Series 1 (Exhibit 10.1 to the Current Report on Form 8-K filed May 11, 2021)
4.16	The Company agrees to furnish upon request to the Securities and Exchange Commission a copy of each instrument defining the rights of holders of long-term debt of the Company.
4.17	Description of securities
10.1	Water Supply Contract between Cal Water and County of Butte relating to Cal Water's Oroville District; Water Supply Contract between Cal Water and the Kern County Water Agency relating to Cal Water's Bakersfield District; Water Supply Contract between Cal Water and Stockton East Water District relating to Cal Water's Stockton District. (Exhibits 5(g), 5(h), 5(i), 5(j), Registration Statement No. 2-53678, which exhibits are incorporated by reference to Annual Report on Form 10-K for the year ended December 31, 1974)
10.2	Water Supply Contract between the City and County of San Francisco and wholesale customers in Alameda County, San Mateo County and Santa Clara County for a term of twenty-five years beginning on July 1, 2009 and ending on June 30, 2034. The agreement was dated June 24, 2009. (Exhibit 10.3 to Quarterly Report on Form 10-Q for the quarter ending September 30, 2009).

Exhibit Number	
10.3	Water Supply Contract dated July 1, 2009 between the City and County of San Francisco and California Water Service Company to provide water to Bear Gulch and Bayshore service areas for a term of twenty-five years beginning July 1, 2009 and ending June 30, 2034. (Exhibit 10.4 to Quarterly Report on Form 10-Q for the quarter ending September 30, 2009).
10.4	Water Supply Contract dated January 27, 1981, between Cal Water and the Santa Clara Valley Water District relating to Cal Water's Los Altos District (Exhibit 10.3 to Annual Report on Form 10-K for the year ended December 31, 1992)
10.5	Amendments No. 3, 6 and 7 and Amendment dated June 17, 1980, to Water Supply Contract between Cal Water and the County of Butte relating to Cal Water's Oroville District. (Exhibit 10.5 to Annual Report on Form 10-K for the year ended December 31, 1992)
10.6	Amendment dated May 31, 1977, to Water Supply Contract between Cal Water and Stockton East Water District relating to Cal Water's Stockton District. (Exhibit 10.6 to Annual Report on Form 10-K for the year ended December 31, 1992)
10.7	Second Amended Contract dated September 25, 1987, among Stockton East Water District, California Water Service Company, the City of Stockton, the Lincoln Village Maintenance District, and the Colonial Heights Maintenance District Providing for the Sale of Treated Water. (Exhibit 10.7 to Annual Report on Form 10-K for the year ended December 31, 1987)
10.8	Water Supply Contract dated April 19, 1927, and Supplemental Agreement dated June 5, 1953, between Cal Water and Pacific Gas and Electric Company relating to Cal Water's Oroville District. (Exhibit 10.9 to Annual Report on Form 10-K for the year ended December 31, 1992)
10.9	Water Supply Agreement dated September 25, 1996, between the City of Bakersfield and California Water Service Company. (Exhibit 10.18 to Quarterly Report on Form 10-Q for the quarter ended September 30, 1996)
10.10	Water Supply Contract dated November 16, 1994, between California Water Service Company and Alameda County Flood Control and Water Conservation District relating to Cal Water's Livermore District (Exhibit 10.15 to Annual Report on Form 10-K for the year ended December 31, 1994)
10.11	California Water Service Group Directors' Retirement Plan (As amended and restated on February 22, 2006) (Exhibit 10.14 to the Annual Report on Form 10-K for the year ended December 31, 2005)
10.12	Credit Agreement dated as of March 29, 2019 among California Water Service Group and certain of its subsidiaries from time to time party thereto, as borrowers, Bank of America, N.A., as administrative agent, swing line lender and letter of credit issuer, Merrill Lynch, Pierce, Fenner & Smith Incorporated, as sole lead arranger and sole bookrunner, CoBank, ACB, and U.S. Bank National Association as co-syndication agents, Bank of China, Los Angeles Branch and Wells Fargo Bank, National Association as co-documentation agents, and the other lender parties thereto. (Exhibit 10.1 to the Current Report on Form 8-K filed March 29, 2019)

Exhibit Number	
10.13	Credit Agreement dated as of March 29, 2019 among California Water Service Company as borrower, Bank of America, N.A., as administrative agent, swing line lender and letter of credit issuer, Merrill Lynch, Pierce, Fenner & Smith Incorporated, as sole lead arranger and sole bookrunner, CoBank, ACB, and U.S. Bank National Association as co-syndication agents, Bank of China, Los Angeles Branch and Wells Fargo Bank, National Association as co-documentation agents, and the other lender parties thereto. (Exhibit 10.2 to the Current Report on Form 8-K filed March 29, 2019)
10.14	Executive Severance Plan (Exhibit 10.24 to Annual Report on Form 10-K for the year ended December 31, 1998)*
10.15	California Water Service Group Deferred Compensation Plan effective January 1, 2001 (Exhibit 10.22 to Annual Report on Form 10-K for the year ended December 31, 2000)*
10.16	California Water Service Company Supplemental Executive Retirement Plan effective January 1, 2001 (Exhibit 10.23 to Annual Report on Form 10-K for the year ended December 31, 2000)*
10.17	Amendment No. 1 to California Water Service Company Supplemental Executive Retirement Plan effective January 1, 2001 (Exhibit 10.22 to Quarterly Report on Form 10-Q for the quarter ended September 30, 2004)*
10.18	Water Supply Contract 99-73 between the City of Bakersfield and California Water Service Company, dated March 31, 1999 (Exhibit 10.25 to Quarterly Report on Form 10-Q for the quarter ended September 30, 2003)
10.19	Amendment No. 1 to Water Supply Contract between the City of Bakersfield and California Water Service Company, dated October 3, 2001 (Exhibit 10.26 to Quarterly Report on Form 10-Q for the quarter ended September 30, 2003)
10.20	Amendment No. 2 to California Water Service Company Supplemental Executive Retirement Plan effective January 1, 2001 (Exhibit 10.27 to Quarterly Report on Form 10-Q for the quarter ended September 30, 2004)*
10.21	California Water Service Group Amended and Restated Equity Incentive Plan (filed as Appendix A of the California Water Service Group proxy statement dated April 8, 2014, for its Annual Meeting of Stockholders to be held on May 20, 2014, as filed with the SEC on April 8, 2014)*
10.22	The registrant's policy on option repricing under its Equity Incentive Plan (incorporated by reference to Item 8.01 Other Events in the registrant's Current Report on Form 8-K dated April 7, 2005)*
10.23	Water Supply Contract dated September 21, 2005, between Cal Water and the Kern County Water Agency. (Exhibit 10.1 to Current Report on Form 8-K filed on September 21, 2005)
10.24	Form of Restricted Stock Award Grant Notice under the California Water Service Group Equity Incentive Plan. (Exhibit 10.36 to the Annual Report on Form 10-K for the year ended December 31, 2005)
10.25	Form of Restricted Stock Award Agreement under the California Water Service Group Equity Incentive Plan with Assignment Separate From Certificate and Joint Escrow Instructions. (Exhibit 10.38 to the Annual Report on Form 10-K for the year ended December 31, 2005)

Exhibit Number	
10.26	Form of Indemnification Agreement to be entered between California Water Service Group and its directors and officers. (Exhibit 10.44 to the Annual Report on Form 10-K for the year ended December 31, 2006)
21.0	Subsidiaries of the Registrant
22.1	List of Subsidiary Issuers and Guarantors
23.1	Consent of Independent Registered Public Accounting Firm
31.1	Chief Executive Officer certification of financial statements pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Chief Financial Officer certification of financial statements pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.0	Chief Executive Officer and Chief Financial Officer Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101	The following materials from this Annual Report on Form 10-K formatted in iXBRL (Inline extensible Business Reporting Language): (i) Consolidated Balance Sheets, (ii) Consolidated Statements of Income, (iii) Consolidated Statements of Cash Flows, (iv) Consolidated Statements of Common Stockholders' Equity and (v) the Notes to the Consolidated Financial Statements.
104	The cover page from this Annual Report on Form 10-K, formatted in i XBRL (included as exhibit 101).

* Management contract or compensatory plan or arrangement.

Item 16. ***Form 10-K Summary.***

None.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized

CALIFORNIA WATER SERVICE GROUP

By /s/ MARTIN A. KROPELNICKI

MARTIN A. KROPELNICKI,
President and Chief Executive Officer

Date: February 24. 2022

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

/s/ Peter C. Nelson PETER C. NELSON	Chairman, Board of Directors	Date: February 24, 2022
/s/ Gregory E. Aliff GREGORY E. ALIFF	Member, Board of Directors	Date: February 24, 2022
/s/ Terry P. Bayer TERRY P. BAYER	Member, Board of Directors	Date: February 24, 2022
/s/ Shelly M. Esque SHELLY M. ESQUE	Member, Board of Directors	Date: February 24, 2022
/s/ Thomas M. Krummel THOMAS M. KRUMMEL, M.D.	Member, Board of Directors	Date: February 24, 2022
/s/ Richard P. Magnuson RICHARD P. MAGNUSON	Member, Board of Directors	Date: February 24, 2022
/s/ Yvonne A. Maldonado YVONNE A. MALDONADO	Member, Board of Directors	Date: February 24, 2022
/s/ Scott L. Morris SCOTT L. MORRIS	Member, Board of Directors	Date: February 24, 2022
/s/ Carol M. Pottenger CAROL M. POTTENGER	Member, Board of Directors	Date: February 24, 2022

/s/ Lester A. Snow LESTER A. SNOW	Member, Board of Directors	Date: February 24, 2022
/s/ Patricia K. Wagner PATRICIA K. WAGNER	Member, Board of Directors	Date: February 24, 2022
/s/ Martin A. Kropelnicki MARTIN A. KROPELNICKI	President and Chief Executive Officer; Principal Executive Officer; Member, Board of Directors	Date: February 24, 2022
/s/ Thomas F. Smegal III THOMAS F. SMEGAL III	Vice President, Chief Financial Officer and Treasurer; Principal Financial Officer	Date: February 24, 2022
/s/ David B. Healey DAVID B. HEALEY	Vice President, Corporate Controller and Assistant Treasurer; Principal Accounting Officer	Date: February 24, 2022

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CALIFORNIA
WATER SERVICE GROUP
INVESTING FOR LIFE

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