

WILLDAN GROUP, INC.

NOMINATING AND GOVERNANCE COMMITTEE CHARTER

As Revised June 3, 2010

- 1. Purpose.** The purpose of the Nominating and Governance Committee (the “Committee”) of Willdan Group, Inc. the (“Company”) is to (a) identify and recommend candidates for nomination to the Company’s Board of Directors (the “Board”); (b) recommend the composition of the Board’s committees; (c) develop, implement and review the Company’s corporate governance policies; (d) oversee the evaluation of the Board and management; and (e) take such other actions within the scope of this charter (the “Charter”) as the Committee deems necessary or appropriate.
- 2. Membership.** The Committee will be comprised of two or more directors, each of whom in the business judgment of the Board qualifies as an independent director under the independence requirements of the Nasdaq Global Market and applicable law, unless the requirements of the Nasdaq Global Market and applicable law otherwise permit the membership of a director that does not qualify as an independent director. The members of the Committee will be appointed by and serve at the discretion of the Board. Committee members will be elected annually for a term of one year. Committee members may be removed at any time by a majority vote of the Board. Vacancies will be filled by majority vote of the Board. The Board will appoint the Chairperson of the Committee. If the Board does not appoint a Chairperson, the members of the Committee may designate a Chairperson by majority vote of the full Committee membership.
- 3. Specific Responsibilities and Duties.** The Board delegates to the Committee the express authority to do the following, to the fullest extent permitted by applicable law and the Company’s Certificate of Incorporation and Bylaws:

 - (a) Board Composition.** Evaluate the size and composition of the Board, review and develop criteria for Board membership, and evaluate the independence of existing and prospective directors. Criteria that will be used in connection with evaluating and selecting new directors will include factors relating to whether the director candidate would meet the definition of independent required by the Nasdaq Global Market, as well as skills, occupation, diversity and experience in the context of the needs of the Board.
 - (b) Candidates and Nominees.** Actively seek and evaluate qualified individuals to become new directors as needed. Establish procedures to solicit, review, and recommend to the Board, potential director nominees proposed by stockholders. Recommend to the Board the director nominees for the annual meeting of stockholders and any special meeting at which directors are elected.
 - (c) Current Directors.** Review the suitability of each Board member for continued service when his or her term expires and when he or she has a significant change in status.

- (d) **Committees.** Evaluate the nature, structure and operations (including the authority to delegate to subcommittees) of other Board committees. Make recommendations to the Board as to qualifications of members of the Board's committees, committee member appointment and removal, and committee reporting to the Board.
- (e) **Corporate Governance Policies.** Periodically review and, in the Committee's discretion, recommend to the Board changes to, the Company's Certificate of Incorporation, Bylaws, Corporate Governance Policies and Practices, Insider Trading Policy, and Code of Ethical Conduct, and any other present or future policies of the Company as they relate to corporate governance matters. The Committee may adopt any proposed changes to such policies or procedures on an interim basis as and when necessary to reflect immediate changes in applicable laws or rules, followed by recommending such interim changes to the Board for ratification and adoption as permanent policies.
- (f) **Communication.** Oversee and review the Company's process for providing information to the Board, assessing the channels through which information is received, and the quality and timeliness of the information received.
- (g) **Oversight of Board, Management and Committee Evaluations.** Monitor and evaluate the performance of the Board, including its compliance with the Company's corporate governance guidelines, and lead the Board and each Board committee in an annual self-assessment of its practices and effectiveness. Take such steps as the Committee deems necessary or appropriate with respect to oversight of the evaluation of management.
- (h) **Annual Review.** Annually review the Committee's own performance taking into account the Committee's purposes, duties and responsibilities set forth in this Charter to determine whether the Committee is functioning effectively.
- (i) **Review Charter.** Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. Publish the Charter as required by the rules and regulations of applicable law and as otherwise deemed advisable by the Committee.
- (j) **Recommendations; Reports.** Make recommendations and report to the Board and other Board committees with respect to nominating and corporate governance policies of the Company or any of the foregoing matters, including any material matters covered at any Committee meeting.
- (k) **Orientation and Education.** Develop with management and monitor the process of orienting new directors and continuing education for existing directors.
- (l) **Other Actions.** Perform any other activities consistent with this Charter, the Company's Bylaws and governing law as the Committee or the Board deems necessary or appropriate.

- 4. Meetings.** The Committee will meet with such frequency, and at such times, as its Chairperson, or a majority of the Committee, determines. A special meeting of the Committee may be called by the Chairperson or upon the request of any two or more Committee members. The agenda of each meeting will be prepared by the Chairperson and circulated to each member prior to the meeting date. A majority of the total number of members of the Committee will constitute a quorum for the conduct of business at all Committee meetings and is empowered to act on behalf of the Committee. Unless the Committee or the Board adopts other procedures, the provisions of the Company's Bylaws applicable to meetings of Board committees or, if none, provisions of the Company's Bylaws applicable to meetings of the Board will govern meetings of the Committee.
- 5. Minutes.** The Committee will keep minutes of each meeting.
- 6. Subcommittees.** The Committee has the power to appoint subcommittees, but no subcommittee will have any final decision making authority on behalf of the Committee or the Board.
- 7. Reliance; Experts; Cooperation.**

 - 7.1 Retention of Counsel and Advisors.** The Committee has the power, in its discretion, to retain at the Company's expense such independent counsel and other advisors and experts, as it deems necessary or appropriate to carry out its duties.
 - 7.2 Search Firm.** The Board delegates to the Committee the sole authority, in its discretion (a) to decide whether to retain a search firm to assist the Committee in identifying, screening and attracting director candidates, (b) to terminate any such firm, and (c) to approve the search firm's fees and other retention terms.
 - 7.3 Reliance Permitted.** In carrying out its duties, the Committee will act in reliance on management, the independent public accountants, and outside advisors and experts, as it deems necessary or appropriate.
 - 7.4 Investigations.** The Committee has the power, in its discretion, to conduct any investigation it deems necessary or appropriate to enable it to carry out its duties.
 - 7.5 Required Participation of Employees.** The Committee will have unrestricted access to the independent public accountants, internal and outside counsel, and anyone else in the Company, and may require any officer or employee of the Company or the Company's outside counsel or independent public accountants to attend any meeting of the Committee or to meet with any members of, or consultants or advisors to, the Committee.