

WILLDAN GROUP, INC.

STRATEGY, MERGERS AND ACQUISITIONS COMMITTEE CHARTER

As Revised June 3, 2010

I. Purpose

The Strategy, Mergers and Acquisitions Committee (the “Committee”) of the Board of Directors (the “Board”) of Willdan Group, Inc. (the “Company”) is primarily responsible for assisting and acting on behalf of the Board in fulfilling its responsibilities to review and approve, or make recommendations regarding, the Company’s strategic plans including capital structure, proposed methods of financing, investment strategies, banking relationships, and mergers and acquisitions. The Committee is also responsible for making recommendations to the Board in those cases when said matter is beyond the Committees’ delegated authority.

The Committee has the authority to obtain advice and assistance from outside legal, accounting, or other advisors and consultants as deemed appropriate to fully execute its duties and responsibilities. The Company will provide appropriate funding, as determined by the Committee, for compensation to such advisors and consultants that the Committee chooses to engage. The Committee may, by majority vote of its full membership, create one or more subcommittees comprised of one or more members of the Committee, and may vest any such subcommittee with the full authority of the Committee with respect to the specific matters delegated to such subcommittee, provided that any action taken shall be reported to the full Committee as soon as practicable, but in no event later than at the Committee's next meeting.

The Committee will primarily fulfill its responsibilities by carrying out the activities enumerated in Section IV of this Charter. The Committee will have full access to the Company’s executive management and other employees as necessary to effectively carry out its duties and responsibilities.

II. Membership

The Committee will be comprised of three members of the Board, each of whom will meet the independence requirements of the Nasdaq Global Market and the Securities and Exchange Act of 1934, as amended, all as in effect from time to time. Each member of the Committee and the chair of the Committee shall be elected by the Board at its annual organizational meeting, or such other meeting as the Board may deem appropriate, upon the recommendation of the Nominating and Corporate Governance Committee. Each member of the Committee shall serve until the member’s successor is duly elected and qualified or until the member’s earlier resignation or removal from the Committee by a majority of the Board. All members of the Committee shall serve at the pleasure of the Board and any member may be removed at any time by the Board, with or without cause.

III. Meetings

The Committee will meet periodically, as necessary to carry out its duties and responsibilities and to act upon matters falling within its responsibility. Meetings of the Committee may be called at any time by the Chief Executive Officer of the Company, the chair of the Committee, or by any two members of the Committee. A majority of the total number of Committee members will constitute a quorum for the conduct of business at all Committee meetings. All actions of the Committee will require a majority vote of a quorum of the members of the Committee.

Minutes will be kept of each Committee meeting. The Committee will report all actions taken by it to the Board at the regular meeting of the Board next following the meeting of the Committee at which such action is taken.

IV. Responsibilities and Duties

To fulfill its responsibilities and duties, the Committee will do the following:

1. Review with management, on a timely basis, significant financial matters of the Company and its subsidiaries, including matters relating to the Company's capitalization, dividend policy and practices, credit ratings, cash flows, borrowing activities, and investments including mergers and acquisitions.
2. As part of the foregoing responsibility, the Committee has the authority and responsibility to:
 - a) Review and approve those matters within the Committees' level of delegated authority and report same to the Board at its next meeting, including mergers and acquisitions, disposal of assets, an investment in a subsidiary or other venture, etc.
 - b) Review and recommend to the Board:
 - the Company's strategic plans;
 - any offering of the Company's debt or equity securities;
 - any purchase or disposal of Treasury shares, except the purchase of shares pursuant to authority and approved employee benefit plans;
 - any stock split or reclassification of shares;
 - any filing of a registration statement;
 - any dividend declaration;
 - any other matters with respect to the capital stock and other securities of the Company;
 - any guarantee of unconsolidated third party indebtedness, the dollar amount of which is equal to or greater than

amounts the Board has delegated to the CEO, or such other amount as the Board may from time to time establish;

- any other financial transaction, such as a lien or encumbrance (but excluding any borrowing under existing facilities, as such facilities may be amended or modified from time to time), the dollar amount of which is equal to or greater than amounts delegated to the CEO or such other amount as the Board may from time to time establish.
3. In consultation with the Audit Committee, as appropriate, review periodically the Company's risk management strategies.
 4. Be available to management as needed regarding various matters such as reviewing the relationships with the Company's principal lending institutions and investment and strategic advisors.
 5. Perform any other activities consistent with this Charter, the Company's Bylaws and applicable law related to the oversight of the management of the business and affairs of the Company, including, without limitation, financial matters, as the Committee or the Board deems necessary or appropriate.