



CHARTER OF CORPORATE GOVERNANCE AND NOMINATING COMMITTEE

I. Statement of Policy

This Charter specifies the scope of the responsibilities of the Corporate Governance and Nominating Committee (the "Committee") of the Board of Directors (the "Board") of Pinnacle Entertainment, Inc. (the "Company") and the manner in which those responsibilities shall be performed, including its structure, processes and membership requirements. In general, the Committee exercises oversight with respect to the governance of the Company and the Board.

The primary responsibilities of the Committee are to (i) identify individuals qualified to become Board members, consistent with criteria approved by the Board; (ii) recommend that the Board select the director nominees for the next annual meeting of stockholders; (iii) develop and recommend to the Board criteria for selecting qualified director candidates; (iv) consider committee member qualifications, appointment and removal and make appropriate recommendations to the Board; (v) develop and recommend to the Board a set of corporate governance guidelines (the "Guidelines") applicable to the Company; (vi) oversee the evaluation of the Board and management; and (vii) facilitate effective interaction between management of the Company and the Board and its committees.

II. Organization and Membership Requirements

The Committee shall consist of at least one director and each member of the Committee shall be determined by the Board to meet the independence requirements of The NASDAQ Stock Market LLC (the "NASDAQ").

The members of the Committee shall be appointed by the Board based on the recommendation of the Committee. The members may be removed from the Committee by the Board. The Board shall appoint the Chair of the Committee. If the Board fails to appoint a Chair, the members of the Committee shall elect a Chair by majority vote.

The Committee may, to the extent permitted by applicable laws and regulations, form and delegate any of its responsibilities to a subcommittee, provided that each member of the subcommittee shall be independent as determined by the Board.

The Committee is authorized to carry out its responsibilities and functions and other responsibilities assigned to it by the Board from time to time, and to take any action reasonably related to the mandate of this Charter. The Committee shall report regularly to the Board. Subject to any restrictions set forth in the Company's Certificate of Incorporation and Bylaws and applicable law, the Committee shall have all power and authority necessary or appropriate to carry out its purposes and responsibilities, including the resources and authority to retain outside separate counsel or other experts or consultants, as it deems appropriate.

If the Committee determines that it is necessary to retain any search firm to be used to identify director candidates, then the Committee shall have the sole authority to retain and terminate the search firm, including, sole authority to approve of the search firm's fees and other retention terms.

III. Meetings

The Committee shall meet as often as it deems necessary – but not less often than semi-annually – to fulfill its responsibilities hereunder. The Committee may meet with management or individual directors at any time it deems appropriate to discuss any matters before the Committee.

IV. Committee Authority and Responsibility

To fulfill its responsibilities and duties hereunder, the Committee shall:

A. Nominating Functions

1. Identify individuals qualified to become Board members and recommend that the Board select the director nominees for the next annual meeting of stockholders, except that if the Company is at any time legally required by contract or otherwise to provide any third party with the ability to nominate a director, the Committee may but need not evaluate or propose such nomination, unless required by contract or requested by the Board.
2. Identify individuals qualified to become Board members and recommend to the Board director nominees to fill vacancies that may occur, including vacancies resulting from an increase in the size of the Board.
3. Develop and recommend to the Board criteria for selecting new directors, including desired board skills and attributes, and identify and actively seek individuals qualified to become directors.
4. Consider any nominations of director candidates validly made by stockholders.
5. Review and make recommendations to the Board concerning qualifications, appointment and removal of committee members.

B. Corporate Governance Functions

1. Develop, recommend for Board approval, and review on an ongoing basis the Guidelines applicable to the Company and the Company's other corporate governance policies or procedures.
2. Review, at least annually, the Company's compliance with the corporate governance requirements of the NASDAQ and the Securities and Exchange Commission (the "SEC"), and report to the Board regarding the same.
3. Develop criteria for the evaluation of Board and committee performance.
4. Perform an annual performance evaluation of the Committee.
5. Review and recommend to the Board changes to the Company's Bylaws as needed.
6. Review and reassess annually the adequacy of this Charter, the Guidelines, the Code of Ethical Business Conduct, the Stock Ownership Guidelines, and Categorical Director Independence Standards.
7. Perform any other activities consistent with this Charter, the Company's Bylaws, Certificate of Incorporation, other applicable law and rules of the NASDAQ and/or the SEC, as the Committee or the Board deems necessary or appropriate.
8. Monitor compliance with the Stock Ownership Guidelines.

C. Evaluation of the Board

1. Oversee the evaluation of the Board.