

W.C. and A.N. Miller Development Company
Corporate Governance Committee Charter

The Corporate Governance Committee shall assist the Board of Directors in carrying out its responsibilities to manage the business and affairs of the Company by:

- Developing and recommending to the Board, for adoption, and thereafter periodically reviewing, corporate governance principles and guidelines applicable to the Company (“Corporate Governance Guidelines”);
- Identifying individuals qualified to become Board members, consistent with criteria approved by the Board, and recommending to the Board candidates for election as directors at the Annual Meeting of Stockholders as well as Board candidates to fill vacancies occurring on the Board;
- Assessing and making recommendations to the Board regarding the size, composition, and performance of the Board;
- Establishing criteria and procedures to assist in the Board’s annual review of the performance of the Board, the committees of the Board and individual members of the Board; and making recommendations to the Board to improve such performance;
- Evaluating any and all shareholder proposals received to ensure they meet all Delaware law, corporate governance and Securities and Exchange Commission requirements, and recommending opposition or support of these proposals to the Board of Directors.
- Creating a Miller Family “future director” development and training program.