

HEALTH MANAGEMENT ASSOCIATES, INC.
CORPORATE GOVERNANCE
AND
NOMINATING COMMITTEE CHARTER

I. FORMATION AND STATEMENT OF PURPOSE.

1) Formation of Corporate Governance and Nominating Committee. The Corporate Governance and Nominating Committee (the "Committee") of the Board of Directors (the "Board") of Health Management Associates, Inc. (the "Company") was established in September 2001 as the Company's Nominating Committee. In December 2002, the Committee was renamed as the Corporate Governance and Nominating Committee. This Charter was adopted by the Board as the Committee's Charter in December 2004.

2) Committee's Statement of Purpose and Responsibilities. The Committee seeks to enhance the quality of nominees to the Board and is charged with identifying individuals qualified, consistent with criteria approved by the Board, to become directors and recommending that the Board nominate qualified persons for election as directors at the Company's next Annual Meeting of Stockholders. The Committee is also charged with the responsibility of shaping the corporate governance of the Company by, among other things, developing and recommending to the Board of a set of corporate governance guidelines applicable to the Company and performing such other tasks consistent with this Charter. In addition, the Committee is responsible for the oversight of the evaluation of the Board and Company management.

II. ORGANIZATION.

1) Composition of Committee Members; Independence Requirement. The Committee shall consist of at least three (3) members of the Board, and all Committee members shall meet the "independence" requirements of the rules and regulations of the NYSE (the "NYSE Rules").

2) Election and Term of Committee Members. Each Committee member shall be appointed by resolution adopted by the majority of the entire Board and shall hold office at the pleasure of the Board and until his or her successor has been duly appointed and qualified, or until his or her prior resignation or removal.

3) Removal or Resignation. Any Committee member may be removed with or without cause by vote of the majority of the entire Board. Any member of the Committee may resign from the Committee at any time by giving written notice to the Board or the Board's Chairman. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board or the Chairman, and the acceptance of the resignation shall not be necessary to make it effective.

The resignation of a director as a Committee member shall not constitute such director's resignation from the Board.

4) Place, Time, and Procedural Matters of Committee Meetings. The Committee should meet a minimum of three (3) times per year. One Committee member shall serve as the Chair of the Committee and the Board shall determine which member shall be the Chair. The Committee will meet at such times and places as shall be determined by the Chair, or as may be requested by any two Committee members, upon three (3) days notice to each member personally, by mail or by written telecommunication. The agenda of each Committee meeting will be prepared under the direction of the Chair and, whenever reasonably practicable, circulated to each Committee member prior to the meeting date. The Chair will preside, when present, at all Committee meetings. As necessary or desirable, the Chair shall request that members of management, general counsel, chief corporate compliance officer, and such other persons as the Committee shall determine be present at any Committee meeting or make presentations to the Committee.

5) Action by the Committee. A majority of the Committee shall constitute a quorum. Any action required or permitted to be taken at any Committee meeting may be taken without a meeting if all members of the Committee consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Committee. Members of the Committee may participate in a Committee meeting by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other, and participation in a meeting by these means shall constitute presence in person at the meeting.

6) Minutes. Minutes shall be prepared for all meetings of the Committee to document the Committee's discharge of its responsibilities. The minutes shall be circulated in draft form to all Committee members to ensure an accurate final record, and shall be approved as presented or as modified at the next Committee meeting.

III. ROLES AND RESPONSIBILITIES.

The primary roles and responsibilities of the Committee shall be as follows:

1) Identify Director Candidates. The Committee shall identify candidates for director that meet the criteria identified by the Board and who are otherwise qualified to become directors.

2) Nomination of Candidates for Election. The Committee shall recommend that the Board select director nominees identified by the Committee for election at the next Annual Meeting of Stockholders.

3) Committee Performance Oversight. The Committee shall conduct on an annual basis a performance evaluation and review of the Committee.

4) Committee Member Qualifications. The Committee shall evaluate and review on a regular basis Committee member qualifications, appointment and removal and Committee structure and operations, including the authority to delegate to subcommittees.

- 5) Board and Management Performance Oversight. The Committee shall oversee the evaluation of the Board and Company management and shall lead the Board in its annual performance evaluation and review.

- 6) Corporate Governance Principles. The Committee shall develop and recommend to the Board a set of corporate governance principles applicable to the Company. The Committee shall evaluate and review such corporate governance principles on a regular basis and shall develop and recommend addition to or modification of such corporate governance principles as the Committee determines is necessary.

- 7) Authority to Retain Search Firm. The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have the sole authority to approve such search firm's fees and other retention terms.

- 8) Committee Charter Evaluation. The Committee shall review and assess the adequacy of this Charter on an annual basis and shall recommend any proposed changes to the Board for approval.

IV. REPORTING.

The Committee shall report to the Board on a regular basis, outlining its activities since the previous meeting. This report shall discuss any specific findings observed and actions the Committee has taken as well as the Committee's plans for future meetings.

V. COMPLIANCE.

All actions of the Committee and all power and authority granted by this Charter are subject to any restrictions and obligations which may be contained in the Company's Certificate of Incorporation or Bylaws, the NYSE Rules, the Securities Exchange Act of 1934, as amended, and other applicable laws, rules and regulations.