

Citizens Communications Company

Nominating and Corporate Governance Committee Charter

The Board of Directors of Citizens Communications Company (the “Company”) has constituted and established a Nominating and Corporate Governance Committee (the “Committee”) with the authority, responsibility, and specific duties described in this Charter.

Membership

The Committee will consist of no fewer than three directors who satisfy the independence requirements of the New York Stock Exchange and who, in the opinion of the Board of Directors, are independent of management and free from any relationship that would interfere with the exercise of independent judgment. Annually, the full Board will elect members to serve on the Committee. The members of the Committee will elect one of the members to serve as the Chairman. Each member of the Committee will serve until the next annual meeting of the Company or until he or she resigns or is removed from the Committee by a majority vote of the full Board. When it deems such action to be appropriate, the Committee may conduct its business and fulfill its responsibilities through one or more subcommittees.

Mission Statement and Responsibilities

The Committee is responsible for identifying, screening, and recommending qualified candidates to serve on the Company’s Board of Directors, consistent with criteria approved by the Board, and for taking a leadership role in shaping the corporate governance of the Company. To assist it in the fulfillment of its responsibilities, the Committee has the sole authority to retain and terminate a search firm and to approve the search firm’s fees and other retention terms. The Committee also has the authority to obtain advice and assistance from internal or external legal, accounting, or other advisors. The Committee will review and report periodically to the Board on matters that relate to the selection and qualification of members of the Board as well as the make-up of the Board and its various committees. The Committee will also develop and recommend to the Board a set of corporate governance principles applicable to the Company.

The Committee will have the following specific duties:

1. Develop and recommend to the Board specific guidelines and criteria for selecting nominees to the Board;
2. Review the qualifications of and recommend to the Board (i) those persons to be nominated for election to the Board by the stockholders at each annual meeting of stockholders, and (ii) nominees to be elected by the Board to fill vacancies and newly created directorships;
3. Develop a pool of potential director candidates for consideration in the event of a vacancy on the Board;
4. Evaluate the performance of incumbent members of the Board to determine whether to recommend that they be nominated for reelection;
5. Develop and recommend to the Board procedures for the submission of recommendations for nominees to the Board by stockholders;
6. Undertake studies and make recommendations to the Board concerning (i) the size and composition of the Board, (ii) the size and composition of each standing committee of the Board, (iii) the term of membership on the Board and its committees, and (iv) the bases for and methods of removing Board and committee members;
7. Recommend the number of regularly scheduled meetings of the Board and of key committees;
8. Maintain oversight of Board operations and effectiveness;

9. Receive periodically from the Chief Executive Officer his or her recommendations regarding a successor, the development of other executive talent, and the overall executive needs of the Company;
10. Oversee the performance evaluation of the members of management of the Company;
11. Review the nomination of corporate officers and make recommendations to the Board of candidates to be elected as officers, including filling vacancies when they occur;
12. Review periodically with the Company's General Counsel new legislation, regulations, and other developments affecting the Company's governance;
13. Review the Company's Code of Conduct and Corporate Governance Guidelines and, when appropriate, recommend to the Board any changes, amendments, or modifications that the Committee deems desirable; and
14. Perform such other duties and responsibilities as the Board may, from time to time, assign to the Committee.

Meetings

The Committee will meet as often as necessary to carry out its responsibilities. Meetings may be called by the Chairman of the Committee and the full Board. All meetings of the Committee will be held pursuant to the Bylaws of the Company with regard to notice and waiver, and written minutes of each meeting will be duly filed in the Company records. Reports of meetings of the Committee will be made to the Board at its next regularly scheduled meeting.

Annual Performance Evaluation

Annually, the Committee will evaluate its performance to determine if it has satisfactorily achieved the objectives and met the responsibilities set forth in this Charter. The Committee will also annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for its approval.