

**AMENDED AND RESTATED
GOVERNANCE AND NOMINATING COMMITTEE
CHARTER**

The Board of Directors of Community Health Systems, Inc. (the “Company”) has established a Governance and Nominating Committee (the “Committee”) with general responsibility and specific duties as described below.

COMPOSITION

The Committee shall be comprised of not less than three (3) directors, who shall be independent directors according to independence standards established by the Governance and Nominating Committee and adopted by the Board of Directors consistent with applicable statutes, regulations, and New York Stock Exchange Listing Standards as may be in effect from time to time. Committee members shall be elected by the Board at its annual meeting and shall serve until their successors are duly elected and qualified. The Committee’s chairperson shall be designated by the full Board, or if the Board does not do so, by vote of a majority of the full Committee. The Committee may form and delegate authority to subcommittees where appropriate.

RESPONSIBILITY

The primary purpose of the Committee shall be to (i) recommend to the Board a set of corporate governance principles applicable to the Company; (ii) review at least annually the Company’s corporate governance principles and make any recommended changes, additions or modifications; (iii) identify individuals qualified to become Board members and to select, or recommend that the Board select, the director nominees for the next annual meeting of stockholders, and make recommendations for directors’ assignments to the Committees of the Board of Directors; and (vi) assist the Board by making recommendations regarding compensation programs for directors.

ATTENDANCE

Members of the Committee should endeavor to be present, in person or by telephone, at all meetings; however, two Committee members shall constitute a quorum.

MINUTES OF MEETINGS

Minutes of each meeting shall be prepared and sent to Committee members and presented to Company Directors who are not members of the Committee at the next regularly scheduled Board meeting.

SPECIFIC DUTIES

The Committee shall:

1. Recommend to the Board nominees for election as directors.

2. Search for, recruit, screen, interview and select candidates for new directors as necessary to fill vacancies or the additional needs of the Board, and consider management's and stockholder's recommendations for director candidates.
3. Evaluate the qualifications and performance of incumbent directors and determine whether to recommend them for re-election to the Board.
4. Establish and periodically reevaluate criteria for Board membership and selection of new directors including independence standards; and determine as necessary the portfolio of skills, experience, perspective and background required for the effective functioning of the Board considering the Company's strategy, and its regulatory, geographic and market environments.
5. At least annually, in connection with the annual meeting of the Board of Directors (held immediately following the annual meeting of stockholders), make recommendations for appointments of the members to the Committees of the Board of Directors, including the designation of a chairperson for each Committee.
6. Recommend to the Board removal of a director where appropriate.
7. Initiate and oversee a periodic evaluation of (a) the quality, sufficiency and currency of information furnished by management to the directors in connection with Board and Committee meetings and other activities of the directors, (b) the Board's effectiveness, (c) the composition, organization (including its Committee structure, membership and leadership) and practices of the Board, (d) tenure and other policies related to the directors' service on the board, and (e) corporate governance matters generally; and recommend action to the Board where appropriate.
8. Develop, periodically review, and recommend to the Board a set of corporate governance principles to the Company.
9. Monitor the orientation and training needs of directors and recommend action to the Board, individual directors, and management where appropriate.
10. Review and approve the proxy statement disclosure of the director nomination process and shareholder access to director nomination.
11. Subject to Delaware Corporation Law, review and approve the Company's policies on and responses to important stockholder issues and proposals, and recommend to the Board the placement of stockholder proposals, and the Board's response thereto, in the proxy statement.
12. Subject to Delaware Corporation Law, review and approve, prior to publication and filing, the non-financial portions of the annual report to stockholders and the Annual Report on Form 10-K, the Company's proxy statement and form of proxy; subject to concurrent review by the Compensation Committee and the Audit and Compliance Committee, as applicable.
13. Review and approve, prior to acceptance, the service of the Chief Executive Officer of the Company on any other public company board of directors.

14. Periodically review the compensation programs for the members of the Board of Directors and make recommendations regarding compensation, including equity grants, to the Board of Directors.
15. Perform other functions within the scope of the foregoing, which the Committee deems appropriate to undertake from time to time.
16. Conduct an evaluation of the Committee's performance and charter at least annually, and recommend to the Board such Committee Charter changes, as the Committee deems appropriate.
17. Report regularly to the Board regarding the Committee's activities.

APPOINTMENT OF ADVISORS

The Committee shall have the sole authority to retain, and approve the fees and other retention terms of, director search, legal and other advisors, as it deems necessary for the fulfillment of its responsibilities.

APPROVAL AND ADOPTION

Reviewed and approved by the Governance and Nominating Committee on January 28, 2003 and adopted by the Board of Directors on February 25, 2003.

Revisions reviewed and approved by the Governance and Nominating Committee and adopted by the Board of Directors on February 24, 2004.

Revisions reviewed and approved by the Governance and Nominating Committee on February 22, 2005 and adopted by the Board of Directors on February 23, 2005.