

**STATION CASINOS, INC.**  
**GOVERNANCE & COMPENSATION COMMITTEE CHARTER**

**PURPOSE**

The Governance & Compensation Committee (the “Committee”) of Station Casinos, Inc. (the “Company”) shall serve the functions typically served by nominating, compensation and corporate governance committees of a board of directors. Specifically, the objectives of the Committee are to: (i) identify individuals qualified to become members of the Board of Directors of the Company (the “Board”); (ii) recommend to the Board the director nominees to be selected to stand for election at each annual meeting of the Company's stockholders; (iii) in connection with identifying qualified Board candidates, seek to ensure that the Board as well as its Committees shall have the benefit of sufficient qualified and experienced "independent" directors to the extent required by applicable laws, rules and regulations; (iv) develop and recommend to the Board a set of corporate governance principles for the Company; (v) discharge the responsibilities of the Board relating to compensation of the Company’s executive officers; (vi) oversee the evaluation of the Board and management; and (vii) produce an annual report for inclusion in the Company’s annual proxy statement on executive compensation, in accordance with applicable rules and regulations.

**ORGANIZATION**

The Committee shall consist of three or more directors as may be fixed from time to time by the Board, each of whom shall satisfy the applicable independence requirements of the New York Stock Exchange and any other applicable rules and regulations.

Committee members shall be appointed by the Board at the annual organizational meeting following the annual meeting of stockholders and shall serve for a term of one year, unless any member shall sooner resign or be removed, with or without cause, by the Board prior to the expiration of his or her term. The Board may appoint a director to fill any vacancy created on the Committee for any reason, and such successor shall serve for the remainder of the term of the Committee member he or she is replacing. The Committee's chairperson shall be designated by the full Board or, if it does not do so, the Committee members shall elect a chairperson by vote of a majority of the full Committee.

The Committee may form and delegate authority to subcommittees of its members when appropriate.

**STRUCTURE AND MEETINGS**

The Committee shall meet, and report to the Board, as often as deemed necessary or

appropriate in its judgment, either in person or by telephone. The chairperson of the Committee will preside at each meeting and, in consultation with the other members of the Committee, will set the frequency and length of each meeting and the agenda of items to be addressed at each meeting. The chairperson of the Committee shall ensure that the agenda for each meeting is circulated to each Committee member in advance of the meeting.

## **GOALS AND RESPONSIBILITIES**

The Committee shall:

- (i) develop and recommend to the Board a set of corporate governance principles applicable to the Company, including with respect to the optimum size of the Board, desired skills and qualifications to be possessed by one or more directors, criteria for Board membership and regularity of Board and committee meetings;
- (ii) regularly review developments related to corporate governance issues, reassess the adequacy of the Company's corporate governance principles and recommend to the Board any changes to such principles;
- (iii) consider the qualifications of individuals proposed by stockholders for election to the Board;
- (iv) recommend a slate of director candidates for the Board to nominate to stand for election (together with any individuals designated by third parties who the Company is legally required, by contract or otherwise, to nominate) at the Company's annual meeting of stockholders;
- (v) consider and recommend qualified candidates for Board membership to fill any mid-term vacancies arising on the Board for any reason;
- (vi) perform semi-annual Board performance evaluations based on observations, suggestions and comments of Board members and investigate and make recommendations to the Board concerning any allegations of improper conduct on the part of any director;
- (vii) review the functions of the Company's other executive officers in consultation with the CEO and recommend changes if appropriate;
- (viii) develop plans and guidelines for CEO succession;
- (ix) advise the Board on committee member functions and qualifications, committee member appointments and removals, committee structure and operations (including authority to delegate to subcommittees) and committee reporting to the Board;

- (x) establish and maintain a comprehensive orientation program for new directors and a continuing education program for all directors;
- (xi) review director compensation levels and practices, and recommend, from time to time, changes in such compensation levels and practices to the Board;
- (xii) generally advise the Board (as a whole) on corporate governance matters;
- (xiii) review and approve corporate goals and objectives relevant to the compensation of the CEO and the other executive officers, evaluate the performance of the CEO and the other executive officers in light of these goals and objectives and set the compensation of the CEO and the other executive officers based on this evaluation;
- (xiv) produce an annual report regarding the Company's executive compensation policies and practices for inclusion in the Company's proxy statement, in accordance with applicable rules and regulations;
- (xv) make recommendations to the Board with respect to the Company's incentive-compensation plans (which, in the case of the CEO, shall take into account the Company's performance and relative stockholder return, the value of similar incentive awards to CEO's at comparable companies and the awards given by the Company to the CEO in past years) and equity-based plans;
- (xvi) review the level and type of perquisites and other personal benefits provided to the CEO and other executive officers, taking into account their levels of salary and other compensation, the value of similar benefits provided at comparable companies and the value of such benefits given to such officers in past years;
- (xvii) monitor compliance with the prohibitions on loans to executive officers and directors under the Sarbanes-Oxley Act of 2002;
- (xviii) annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval; and
- (xix) perform any other activities consistent with this Charter, the Company's Bylaws and applicable laws, rules and regulations as the Committee or the Board deems appropriate.

## **PERFORMANCE EVALUATION**

The Committee shall conduct an annual performance self-evaluation.

## **COMMITTEE RESOURCES**

The Committee shall have the authority to obtain advice and seek assistance from internal or external legal, accounting or other advisors. The Committee shall have the sole authority to retain and terminate any external consulting firms or search firms to be used to identify director candidates, or any compensation consultant used to assist in the evaluation of director, CEO or senior executive compensation, including sole authority to approve such firm's or consultant's fees and other retention terms.

## **DISCLOSURE**

This Charter will be made available on the Company's website. The Company shall include a statement in its Annual Report to Stockholders on Form 10-K indicating that a copy of this Charter is available on its website and in print to any stockholder who requests a copy and specifying how such request may be made.