

Pinnacle Entertainment, Inc.
Charter for Corporate Governance and Nominating Committee
(effective as of May 4, 2004)

ARTICLE I
PURPOSE

The purpose of the Committee is to (a) identify individuals qualified to become members of the Board of Directors (the "Board"), consistent with the criteria approved by the Board, and to recommend to the Board the director nominees for the next annual meeting of shareholders; (b) develop and recommend to the Board a set of corporate governance guidelines and principles (the "Guidelines") applicable to the Company; and (c) oversee the evaluation of the Board and management.

ARTICLE II
COMPOSITION

The Committee shall consist of at least one director, each of whom shall be determined by the Board to meet the independence requirements of the New York Stock Exchange (the "NYSE").

The members of the Committee shall be appointed by the Board based on the recommendation of the Committee. The members may be removed from the Committee by the Board. The Board shall appoint the Chair of the Committee. If the Board fails to appoint a Chair, the members of the Committee shall elect a Chair by majority vote.

The Committee may, to the extent permitted by applicable laws and regulations, form and delegate any of its responsibilities to a subcommittee.

ARTICLE III
FUNCTIONS

The Committee is authorized to carry out its responsibilities and functions and other responsibilities assigned to it by the Board from time to time, and to take any action reasonably related to the mandate of this Charter. Subject to any restrictions set forth in the Corporation's Certificate of Incorporation and Bylaws and applicable law, the Committee shall have all power and authority necessary or appropriate to carry out its purposes and responsibilities, including the resources and authority to retain outside separate counsel or other experts or consultants, as it deems appropriate.

The principal responsibilities and functions of the Committee are set forth below.

- A. Board Selection and Composition
1. Establish procedures for the selection of directors.
 2. Identify and review qualified individuals to be nominated for election to the Board.

3. Before recommending to the Board a new or incumbent director for election or reelection to the Board, review his or her qualifications, including capability, availability to serve, conflicts of interest, and changes in circumstances (in the case of incumbent directors).
4. Recommend for the Board's selection candidates for election or reelection to the Board at the annual meeting of stockholders and to fill vacancies that may occur at other times, including vacancies resulting from an increase in the size of the Board.
5. Receive disclosures relating to a director's independence and assist the Board in making determinations as to the independence of the directors.

B. Evaluation of the Board and Board Committees

1. Assist the Board in fulfilling its responsibilities in a manner that serves the best interests of the Corporation's stockholders by conducting an annual review of the effectiveness, size and composition of the Board as a whole, including whether the Board reflects the appropriate degree of independence (as required by the NYSE and applicable law and regulation), sound judgment, business specialization, technical skills, diversity, and other desired qualities, and satisfies the other requirements set forth in the Guidelines.
2. Annually review the composition of each committee and present recommendations for committee memberships to the Board as needed after consultation with individual directors and the Chairman of the Board.

C. Corporate Governance

1. Develop and recommend to the Board the Guidelines.
2. Develop and recommend to the Board, if appropriate, modifications or additions to the Guidelines or the Company's other corporate governance policies or procedures.

D. Evaluation of the Board and Management

1. Oversee the evaluation of the Board and management.

E. Other

1. At least annually, conduct a self-evaluation of the performance of the Committee.
2. Report to the Board as necessary regarding the Committee's recommendations and activities or as the Board otherwise requests.