

## STANDARD PARKING CORPORATION

### Nominating and Corporate Governance Committee Charter

#### *Organization*

The Board of Directors (the “**Board**”) shall appoint annually a nominating and corporate governance committee (the “**Committee**”) and a chairperson thereof.

The Committee shall consist of no fewer than three members. The Committee shall serve at the pleasure of the Board and the Board shall have the power at any time to change the membership of the Committee and to fill vacancies. The composition of the Committee shall at all times conform to applicable regulations promulgated by the Securities and Exchange Commission (the “**SEC**”) and the applicable listing standards of The NASDAQ Stock Market, Inc. (“**NASDAQ**”).

Except as expressly provided in this Charter or the by-laws of the Company, or as otherwise provided by law or the requirements of NASDAQ, the Committee shall fix its own rules of procedure.

The Committee shall meet twice in advance of an annual meeting of stockholders or a special meeting of stockholders at which directors are to be elected. At the first meeting, the Committee will identify director nominees for consideration by the Committee and will review any director nominees proposed by the stockholders. At the second meeting, the Committee will determine the director nominees to recommend to the Board. The Committee may meet additional times as the Committee deems necessary.

#### *Purpose*

The Committee shall:

- identify individuals qualified to become directors and recommend to the full Board the director nominees for each annual meeting of the Corporation’s stockholders;
- promptly upon the occurrence of a vacancy on the Board for any reason, recommend to the full Board director nominees qualified to fill such vacancy;
- recommend to the full Board directors to serve on each committee of the Board; and
- develop, recommend to the Board and assess corporate governance policies.

#### *Committee Authority and Responsibilities*

- The Committee will have the resources and authority necessary to discharge its duties and responsibilities, including the authority to retain outside counsel or other experts or consultants, as it deems appropriate.

- The Committee shall develop qualification criteria for directors, and actively seek, interview and screen individuals qualified to become directors for recommendation to the Board.
- The Committee shall develop procedures for stockholders to recommend persons as potential director nominees for consideration by the Committee. The Committee shall review potential director nominees proposed by stockholders in accordance with such procedures. In addition, the Committee shall review director candidates directly nominated by stockholders for election by the stockholders in accordance with the Company's bylaws and report to the Board a recommendation of whether to support or oppose such director candidates and the reasons for such recommendation.
- The Committee shall recommend director nominees to the full Board each year for election at the annual meeting of stockholders. At the time of recommending director nominees to the Board, the Committee shall inform the Board of the criteria used in making its recommendations.
- The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm's fees and other retention terms. The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.
- The Committee shall recommend to the full Board one or more director nominee(s) qualified to fill any vacancy in a directorship, whether resulting from death, resignation, disqualification, removal or other cause, except that any such vacancy shall be filled by the stockholders if such vacancy was caused by the removal of a director by the action of the stockholders.
- The Committee shall develop and recommend to the Board for its approval a set of corporate governance guidelines. At least annually, the Committee shall review the corporate governance guidelines and recommend to the Board appropriate changes to the corporate governance guidelines.
- The Committee shall make regular reports to the Board.
- The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Committee shall annually review its own performance.
- The Committee may form and delegate authority to subcommittees when appropriate.

Adopted by the Board the 30<sup>th</sup> day of June, 2004.