



NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

Purpose

The Nominating and Corporate Governance Committee (the "Committee") is a committee of the board of directors (the "Board") of Patriot Transportation Holding, Inc. (the "Company"). The primary functions of the Committee are to (i) identify and recommend to the Board individuals who are qualified to serve on the Board, (ii) review and recommend to the Board changes to the corporate governance practices and guidelines of the Company, and (iii) oversee the annual evaluation of the Board.

Committee Membership

The Committee shall consist of three (3) or more independent directors. Each member shall be independent within the meaning of the NASDAQ listing standards and any independence standards established by the Board from time to time.

Meetings

The Committee shall meet at least twice annually or more frequently, as may be necessary or appropriate.

Committee Duties and Responsibilities

The Committee shall have the duty and responsibility to:

Director Qualification and Nominations

1. Establish the qualifications and criteria for Board membership;
2. Consider, recommend and recruit candidates, and review candidates recommended by shareholders, to serve on the Board;
3. Recommend the director nominees selected by the Committee for approval by the Board and the shareholders;
4. Conduct, or engage one or more third parties to conduct, the appropriate and necessary inquiries into the backgrounds, experience and qualifications of possible candidates to serve on the Board;

Board Committees

5. Establish the qualifications and criteria for members of the committees of the Board;

6. Recommend to the Board directors to serve on other Board committees, monitor the functions of such committees, and make recommendations to the Board regarding the functions of such other committees and committee reporting to the Board;

Charter, Policies and Reports

7. Review and update this Charter, periodically as may be necessary or appropriate;

8. Review on a regular basis, and recommend development of and changes to, any director independence standards and corporate governance guidelines or policies and the Company's Financial Code of Ethical Conduct and Code of Business Conduct and Ethics;

9. Report, on a periodic basis, to the Board regarding compliance with this Charter, the activities of the Committee and any issues with respect to the duties and responsibilities of the Committee;

Annual Evaluation

10. Oversee the annual evaluation of the Board; and

Miscellaneous

11. Perform any other activities consistent with this Charter, the Company's Bylaws and all applicable laws and listing standards, as the Committee deems necessary or appropriate.

Self-Evaluation

The Committee shall perform and conduct an annual self-evaluation of its performance to determine and assess whether the Committee is fulfilling all of its duties and responsibilities hereunder and under all applicable laws and listing standards and shall report the results to the Board.

Director Search Firm

The Committee shall have the sole and direct authority to engage, retain, approve payment of compensation to, and terminate any director search firm retained to identify and recommend possible candidates for Board membership. The Company shall be solely responsible for the payment of any such director search firm.

Subcommittees

The Committee shall have the authority, as it deems appropriate, to delegate to any subcommittee or committee member any of its duties and responsibilities under this Charter or any applicable law or listing standard.