

Assisting the board in fulfilling its oversight responsibilities relating to compensation of the company's directors and executive officers and identifying individuals qualified to become board members

Charter of the Nominating and Compensation Committee of the Board of Directors



Corning Natural Gas
 Holding Corporation

I. Purpose

The primary purpose of the Nominating and Compensation Committee of the board of directors is to assist the board in fulfilling its oversight responsibilities relating to compensation of the Company's directors and executive officers and identifying individuals qualified to become board and committee members.

The committee shall ensure that any report of the committee that is required by the rules of the Securities and Exchange Commission (SEC) to be included in the Company's annual proxy statement or other filings is prepared and so included.

II. Committee Members

The board appoints and removes the members and chair of the committee at its sole discretion. The committee shall be composed of at least three independent directors as determined in accordance with the SEC and FINRA rules on regulations on independence.

III. Committee Meetings

The committee will meet at least annually with authority to convene additional meetings as called by the chair of the committee or at the request of any two members of the committee. Minutes will be prepared, and the committee will report to the board the results of its meetings. A majority of members shall decide any question brought before any meeting of the committee.

IV. Duties and Responsibilities

The committee's basic responsibility is to assure that the executive officers of the company and its wholly owned subsidiaries are compensated effectively in a manner consistent with the compensation strategy of the company and the requirements of the appropriate regulatory bodies.

More specifically, the duties and responsibilities of the committee will include the following:

- A. Review annually and approve corporate goals and objectives relating to compensation of the Chief Executive Officer (CEO), evaluate the performance of the Chief Executive officer in light of those goals and objectives, and determine the compensation levels of the CEO based on this evaluation. The CEO may not be present during voting or deliberations on his or her compensation.
- B. Review annually and approve the amount of annual base salary, annual incentive opportunity, and any other compensation issues for the company's executive officers and report to the board on such matters.
- C. Review and make grants under the company's equity incentive plans to employees (or make recommendations to the board regarding such grants) and review and approve stock ownership guidelines (if any).

D. Review and approve the executive compensation information, including the committee's report for inclusion in the proxy statement, in accordance with applicable rules and regulations of the SEC and FINRA.

E. Evaluate outside director compensation and make recommendations to the board regarding the same, including compensation for service on board committees and as chair of committee or the board, as applicable.

F. Meet separately and independently from management as deemed necessary and appropriate to carry out the committee's responsibilities.

G. Update the full board on committee activities and significant decisions at least annually.

H. Review and periodically reassess the adequacy of this charter and recommend changes to the board for approval.

I. Retain and obtain advice from compensation consultants, legal counsel or other outside advisers, for whose reasonable compensation the company will provide appropriate funding, as determined by the committee. The committee will be directly responsible for the appointment, compensation and oversight of the work of any such adviser. The committee may select or receive advice from advisers only after assessing the independence of (including any conflicts of interest related to) such advisers taking into consideration the following factors: (i.) the provision of other services to the company by the adviser and his or her employer; (ii.) the fees received from the company by the adviser's employer as a percentage of the total revenue of the adviser's employer; (iii.) the policies and procedures of the adviser's employer that are designed to prevent conflict of interests; (iv) any business or personal relationship of the adviser with a member of the compensation committee (v.) any stock of the company owned by the adviser and (vi.) any relationship of the adviser and his or her employer with an executive officer of the company.

J. Make recommendations to the board concerning all nominees for board membership, including the re-election of existing board members

K. Make recommendations to the board relative to membership of various board committees and the committees' chairs.

L. Hire (and terminate) any search firm and determine the compensation of same to be used to identify and recruit director candidates.

M. Make recommendations on filling mid-term vacancies to the board.

N. Recommend to the board removal of a director where appropriate and in accordance with the bylaws and articles.

O. Receive and evaluate any recommendations for board positions that come from shareholders.

In addition, any similar matters may be specifically referred to the committee by the board or the chairman of the board.