

MOLINA HEALTHCARE, INC.

**CORPORATE GOVERNANCE AND NOMINATING
COMMITTEE CHARTER**

PURPOSE

The Corporate Governance and Nominating Committee's purposes shall include but not be limited to:

- Identifying and recommending qualified nominees for election to the Board of Directors and its committees, consistent with criteria approved by the Board of Directors.
- Selecting the director nominees for the next annual meeting of shareholders.
- Developing and overseeing the Company's corporate governance processes, including overseeing the evaluation of the Board of Directors and executive officers.

COMPOSITION AND QUALIFICATIONS

The Corporate Governance and Nominating Committee shall be appointed by the Board of Directors and shall be comprised of three or more Directors (as determined from time to time by the Board of Directors), each of whom shall be an "independent" director pursuant to the requirements of the New York Stock Exchange and any additional requirements that the Board of Directors deems appropriate. The Board of Directors may, by majority vote, remove members of the Corporate Governance and Nominating Committee.

RESPONSIBILITIES AND DUTIES

The Corporate Governance and Nominating Committee's responsibilities and duties include but are not limited to:

1. Corporate Governance

General

- Recommending to the Board of Directors ways to enhance services to, and improve communications and relations with, the Company's stockholders.
- Considering matters of corporate governance and conducting annual reviews of the Corporate Governance and Nominating Committee's Charter, the Company's

Corporate Governance Guidelines, and the Company's Code of Business Conduct and Ethics.

- Providing regular reports of its activities to the Board of Directors.
- Reviewing and making approval decisions regarding all related-party transactions as defined in SEC Regulation S-K, Item 404.

Board Oversight

- Establishing evaluation criteria and evaluating the effectiveness of the Board of Directors, and recommending to the Board of Directors ways to improve effectiveness in the corporate governance of the Company.
- Establishing evaluation criteria for reviews of each Director and evaluating each Director's performance and compensation.
- Monitoring the functions of the committees of the Board of Directors, and establishing evaluation criteria and causing to be conducted annual evaluations of each committee's performance and contributions to the Company, including an annual performance evaluation of the Corporate Governance and Nominating Committee itself.
- Developing programs for continuing education for all Directors and for the orientation of new Directors.
- Developing, in consultation with the Chief Executive Officer, a yearly schedule of regular Board meetings (i.e. dates and locations) and master agendas for those meetings, for recommendation to and adoption by the Board.
- Evaluating each request for a waiver of the application of the Company's Code of Business Conduct and Ethics and reporting the Corporate Governance and Nominating Committee's findings and recommendations to the full Board of Directors.
- Considering questions of possible conflicts of interest of Directors and of the Company's executives, and resolving these issues with respect to Directors and executive officers. If a Director or executive officer, directly or indirectly, has a financial or personal interest in a contract or transaction to which the Company is to be a party, or is contemplating entering into a transaction that involves the use of Company assets or competition against the Company, the Director or executive officer is considered to be interested in the matter.

- Evaluating the independence of Directors who experience changes in their employment or business.
- Making recommendations to the Board of Directors regarding the size and composition of the Board of Directors.
- Determining, in its discretion on a case-by-case basis, whether a Director's service on the Board is not impaired by serving on more than two other public company boards, and if so waiving the requirement that a Director may not hold more than two (2) directorships of public companies in addition to the Company.

Management Oversight

- Reviewing annually with the Chairman and Chief Executive Officer the succession plans concerning those positions.
- Nominating officers for election by the Board of Directors.
- Overseeing the evaluation of executive officers.

2. Nomination of Directors

- Developing the criteria and qualifications for membership on the Board of Directors.
- Considering, recommending and recruiting candidates to fill new positions on the Board of Directors.
- Reviewing Director candidates recommended by a Board member, the Chief Executive Officer, the stockholders of the Company, or an independent advisor retained by the Corporate Governance and Nominating Committee or the Board for that purpose.
- Conducting appropriate inquiries into the backgrounds and qualifications of possible Director candidates.
- Recommending Director nominees for approval by the Board of Directors and the stockholders.
- Recommending Director nominees for appointment to committees of the Board of Directors and/or committee chair positions.
- Assessing the appropriate balance of skills and characteristics required of Directors.

MEETINGS

The Corporate Governance and Nominating Committee shall meet at least two times annually or more frequently if circumstances dictate. Two members shall constitute a quorum. A majority of the members present may decide any question brought before the Corporate Governance and Nominating Committee. At the discretion of the Corporate Governance and Nominating Committee, the non-voting management liaison to the Corporate Governance and Nominating Committee designated by the Board of Directors shall attend Corporate Governance and Nominating Committee meetings.

OUTSIDE ADVISERS

The Corporate Governance and Nominating Committee, in its sole discretion, shall have the authority to engage a search firm to be used to identify director candidates, and to retain or obtain the advice of one or more consultants, independent legal counsel or other advisers. The Corporate Governance and Nominating Committee shall be directly responsible for the appointment, compensation, retention, and oversight of the work of any such advisers retained by the Corporate Governance and Nominating Committee. In addition, the Company shall provide appropriate funding, as determined by the Corporate Governance and Nominating Committee, for the payment of reasonable compensation to such advisers retained by the Corporate Governance and Nominating Committee.

The Corporate Governance and Nominating Committee's responsibilities and powers as delegated by the Board of Directors are set forth in this Charter. The Corporate Governance and Nominating Committee relies to a significant extent on information and advice provided by management and independent advisors.