

America First Companies LLC

Charter of the Board of Managers Governance and Nominating Committee

The Corporate Governance Committee (the "Committee") of America First Companies LLC (the "Company") is appointed to assist the Board of Managers (the "Board") in promoting the best interests of the Company and its Members through the implementation of sound corporate governance principles and practices. The Committee will accomplish this by, among other things: (1) developing, recommending to the Board, and overseeing corporate governance principles for the Company; (2) overseeing the evaluation of the Board; and (3) identifying individuals qualified to become Board members, consistent with criteria approved by the Board, and recommending to the Board Manager's nominees for annual meeting of Members.

I. *Committee Composition.*

The Committee members must meet the independence requirements of the NASDAQ and any applicable standards of independence as may be prescribed by the federal securities laws. The Committee shall recommend a slate of committee members and chairs. The slate must then be approved by the Members of the Company. Committee members shall serve at the pleasure of the Board and may be removed by the Board at any time and for any reason by notice in writing. Committee members may resign from the Committee at any time by notice in writing to the Board. The Committee may form and delegate authority to subcommittees of one or more Committee members when appropriate.

II. *Duties and Responsibilities of the Committee.*

- A. The Governance and Nominating Committee shall develop and monitor the Company's corporate governance practices and procedures. The Committee, in conjunction with the Chairman of the Board and in consultation with senior management and outside advisors, will monitor and Managers' performance of their responsibilities. The Committee will make periodic reports to the full Board concerning the Company's governance practices, as appropriate.

Specifically, the committee:

- shall confirm that each standing committee of the Board has a Charter in effect and that such charter is reviewed at least annually by its committee;
- shall review and assess the adequacy of the Board of Managers' Corporate Governance policies and recommend any proposed changes to the Board for approval; and
- shall oversee the Company's succession planning process.

- B. The Committee shall assist the Board in the Board's annual self-assessment process.

C. The Committee will advise the Board with respect to the size and composition of the Board, and recommend prospective managers to assist in creating a balance of knowledge, experience and capability on the Board. Consistent with criteria approved by the Board, the Committee shall recommend Manager Candidates, to the Board, including a slate of nominees for election as managers at the Company's annual meeting of Members. The Committee shall have the sole authority to retain and terminate any search firm to be used to identify manager candidates and to approve the search firm's fees and other retention terms.