

**NOMINATING AND CORPORATE GOVERNANCE
COMMITTEE CHARTER
OF
EDGEWATER BANCORP, INC.**

I. Nominating and Corporate Governance Committee Charter

The Board of Directors (the “Board”) of Edgewater Bancorp, Inc. (the “Company”) has established a Nominating and Corporate Governance Committee (the “Committee”) and has adopted this Nominating and Corporate Governance Committee Charter to govern the Committee’s operation.

II. Purpose

The purpose of the Committee shall be to assist the Board in identifying qualified individuals to become Board members, in determining the size and composition of the Board and its committees, in monitoring a process to assess Board effectiveness and in developing and implementing the Company’s corporate governance guidelines.

III. Committee Membership

The Committee shall consist of a minimum of three directors who are not employees of the Bank and who are, in the opinion of the Board, free from any relationship that would interfere with the exercise of independent judgment as a member of the Committee.

The members of the Committee shall be appointed by the Board and shall serve until their successors are duly appointed and qualified. Unless a Chair is appointed by the full Board, the members of the Committee shall designate a Chair by majority vote of the full Committee membership. The Board shall appoint a new member or members in the event that there is a vacancy on the Committee that reduces the number of members below three, or in the event that the Board determines that the number of members on the Committee should be increased. The entire Committee or any individual Committee member may be removed without cause by the affirmative vote of a majority of the Board. Any Committee member may resign effective upon giving written notice to the Chairman of the Board, the Secretary or the Board. The Board shall appoint a successor when a resignation becomes effective.

IV. Meetings

The Committee shall meet at least annually, and may hold additional meetings as needed or appropriate. The Committee may ask members of management or others, including legal counsel, to attend meetings or to provide relevant information. A majority of the entire Committee membership shall constitute a quorum, and all actions taken by the Committee shall require the affirmative vote of a majority of the membership of the Committee.

V. Authority and Responsibilities

In furtherance of this purpose, the Committee shall have the following authority and responsibilities:

1. To lead the search for individuals qualified to become members of the Board and to recommend to the Board potential director nominees to be presented for stockholder approval at the annual meeting of stockholders. The Committee shall recommend to the Board for nomination individuals who have the highest personal and professional integrity, who have demonstrated exceptional ability and judgment and who are effective, in conjunction with the other nominees to the Board, in collectively serving the long-term interests of the stockholders. In addition, the Committee shall develop and recommend to the Board for approval procedures for the submission of recommendations of nominees by stockholders as it deems appropriate. The Committee shall conduct all necessary and appropriate inquiries into the backgrounds and qualifications of possible candidates.
2. To review and monitor the Board's compliance with applicable regulations and policies for independence.
3. To make recommendations to the Board regarding the size and composition of the Board and committees thereof and develop and recommend to the Board criteria (such as independence, experience relevant to the needs of the Company, leadership qualities, diversity and stock ownership) for the selection of individuals to be considered for election or re-election to the Board and committees thereof.
4. To review the Board's committee structure and to recommend to the Board for its approval directors to serve as members of each committee; *provided*, that the initial appointments to the committees of the Board shall be made by the Board, subject to ratification and approval of the Committee. The Committee, in consultation with the CEO and Chairman of the Board, shall review and recommend committee slates annually and shall recommend additional committee members to fill vacancies as needed.
5. To develop and recommend corporate governance guidelines to the Board for its approval. The Committee shall review the guidelines on an annual basis, or more frequently if appropriate, and recommend changes as necessary.
6. To develop and recommend a code of ethics for senior officers to the Board for its approval. The Committee shall review the code of ethics on an annual basis, or more frequently if appropriate, and recommend changes as necessary.
7. To develop and recommend a policy regarding stockholder nominations for director and stockholder communications with directors to the Board for its approval. The Committee shall review this policy on an annual basis, or more frequently if appropriate, and recommend changes as necessary.

8. To develop and recommend to the Board for its approval a self-evaluation process of the Board and its committees. The Committee shall oversee the periodic self-evaluations.
9. To delegate any of its responsibilities to subcommittees as the Committee may deem appropriate in its sole discretion.
10. To retain any search firm engaged to assist in identifying director candidates, and to retain outside counsel and any other advisors as the Committee may deem appropriate in its sole discretion, and to approve related fees and retention terms.
11. To report its actions and recommendations to the Board after each Committee meeting.
12. Annually, to perform a self-assessment relative to the Committee's purpose, duties and responsibilities set forth herein.
13. To review at least annually the adequacy of this Charter and recommend any proposed changes to the Board for approval.