

NOMINATING/CORPORATE GOVERNANCE COMMITTEE CHARTER
Revised: November 10, 2016

Composition:

Annually, the Board of Directors (the “Board”) of New Jersey Resources Corporation (the “Company”) shall appoint a Nominating/Corporate Governance Committee (the “Committee”) comprised of at least three members, one of whom shall be designated by the Board to be Chairperson. Each member of the Committee shall be an “independent director” within the meaning of the New York Stock Exchange listing standards and the Company’s Corporate Governance Guidelines. The Board may remove any member of the Committee, with or without cause, and appoint any substitute member of the Committee who meets the qualifications set forth above.

Meetings:

Prior to the Company’s Annual Meeting of Shareowners (the “Annual Meeting”), the Committee shall meet to determine the recommendations to the Board of the individuals to constitute the nominees of the Board for the election of whom the Board will solicit proxies. The Committee shall also meet from time to time as necessary or appropriate to carry out the responsibilities described below.

Subcommittees:

The Committee shall have the authority to establish one or more subcommittees to undertake any of the Committee’s responsibilities as set forth below. In creating any subcommittee, the Committee shall select the members of the subcommittee, define its powers and authorities and provide for the subcommittee to report to the full Committee on its activities.

Purpose and Responsibilities:

The purpose of the Committee shall be to assist the Board to: (i) develop, implement and monitor the Company’s corporate governance policies and practices; (ii) identify new, qualified Board members; (iii) determine the composition of the Board and its committees; and (iv) fulfill its oversight responsibility for risk management of the Company by periodically assessing and responding, as appropriate, to material risks that may arise in connection with governance structures and processes.

The Committee's responsibilities shall include the following:

1. Assess Board composition, size, additional skills and talents needed and make recommendations to the Board regarding same.

2. Identify individuals qualified to be candidates for election to the Board, including consideration of individuals recommended by shareowners, in accordance with Board-approved criteria based on the recommendations provided under paragraph 1 above, and recommend to the Board candidates for Board membership for consideration by the shareowners at the Annual Meeting and candidates for election to the Board at intervals between Annual Meetings.
3. Evaluate and make recommendations to the Board regarding the number, structure and qualifications of Board committee members.
4. Consider the performance of incumbent directors in determining whether to recommend that they be nominated for re-election.
5. Develop and recommend to the Board for adoption the Company's Corporate Governance Guidelines, including Codes of Conduct and other corporate governance policies, to guide the governance of the Company, review such documents at least annually and, if appropriate, recommend changes to the Board.
6. Make recommendations to the Board regarding compensation and benefits received by the directors of the Company and its direct subsidiaries.
7. Oversee the evaluation of the Board and management. The Committee has expressly delegated its authority over the evaluation of management to the Leadership Development and Compensation Committee.
8. To the extent not otherwise provided for above, make reports to the Board on any Committee activities as are material to the effective functioning of the Board.
9. Recommend to the Board actions and policies concerning the resignation and retirement of Board members.
10. At the request of the Board, consider other corporate governance and related matters identified by the Board and perform such other functions as may be requested by the Board.

Authority to Hire Advisors:

The Committee shall have the authority to retain any search firm to assist in identifying director candidates, and to select, retain and obtain the advice of professionals, including outside counsel and any other advisors as the Committee may deem appropriate, in its sole discretion, to assist with the execution of its duties and responsibilities as set forth in this Charter. The

Committee shall have sole authority to approve related fees and retention terms and shall receive appropriate funding from the Company, as determined by the Committee, for the payment of compensation to any professionals or advisors retained by the Committee.

Committee Performance Evaluation:

At least annually, the Committee will review and evaluate its performance of its responsibilities provided for under this charter.

Review dates: March 2001
July 2002
May 2003
July 2003
March 2004
March 2005
July 2005
March 2006
March 2007
March 2008
March 2009
March 2011
November 2011
November 2012
November 2013
November 2014
November 2015
November 2016