

# **NEDAK ETHANOL, LLC**

## **NOMINATING COMMITTEE CHARTER**

### **Purpose**

The Nominating Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of NEDAK Ethanol, LLC (the “Company”): (1) to identify individuals qualified to become Board members, and to recommend to the Board persons to fill Board vacancies or to stand for election by Members; and (2) to recommend to the Board nominees for each Board committee.

### **Committee Membership**

The Committee shall consist of no fewer than three Board members who shall meet the independence requirements adopted by the Board. The members of the Committee shall be appointed and may be replaced by the Board at any time. The Committee chairperson shall be designated by the Board, or if the Board chooses not to do so, by a majority vote of the Committee.

### **Meetings**

The Committee shall meet at least once a year, and more frequently as circumstances dictate, in order to accomplish the following prior to the annual election of directors by Members (1) nominate directors to serve; and (2) obtain Board ratification of such Board nominees. A majority of the members of the Committee shall constitute a quorum for the transaction of business. The Committee will maintain written minutes of its meetings, which minutes will be filed with the Secretary of the Company.

The Committee will report to the Board regarding recommendations of the Committee submitted to the Board for action, and provide the Board copies of the minutes of its meetings.

### **Committee Authority and Responsibilities**

1. The Committee shall have the sole authority to retain and terminate any search firm to identify and/or analyze director candidates and shall have sole authority to approve the search firm’s fees and other retention terms. The Committee shall also have authority to access Company resources and to obtain advice and assistance from internal or external legal, accounting or other advisors.
2. Each year, the Committee shall implement the process below to seek individuals qualified to become board members for recommendation to the Board and shall consider the re-election of existing directors. The Committee believes that having directors with relevant experience in business and industry, agriculture, finance and other areas is beneficial to the Board as a whole. Directors with such backgrounds can provide a useful perspective on significant risks and competitive advantages and an understanding of the challenges the Company faces. The Committee shall monitor the mix of skills and experience of its directors and committee members in order to assess whether the Board has the appropriate tools to perform its oversight function effectively.
3. Taking this into account, for each year’s nominations the Committee will take the following steps:
  - a. With respect to nominating existing directors, the Committee will review relevant information available to it, including the latest Board evaluations for such persons, if any,

and assess their continued ability and willingness to serve as a director. The Committee will also assess such persons' contributions in light of the mix of skills and experience the Committee has deemed appropriate for the Board.

- b. With respect to nominations of new directors, the Committee will conduct a thorough search to identify candidates based upon criteria the Committee deems appropriate and considering the mix of skills and experience necessary to complement existing Board members. The Committee will then review selected candidates and make a recommendation to the Board. The Committee may seek input from other Board members or senior management in identifying candidates.

The Committee will consider nominations for the Board by Members the same way it evaluates other individuals for nomination as a new director. Such nominations must be made in accordance with the Company's Operating Agreement and other policies to be considered.

Adopted by the Board of Directors of  
NEDAK Ethanol, LLC, as amended  
May 16, 2007