

CHARTER OF THE NOMINATING AND GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS

Adopted June 11, 2007

I. Purpose

The purpose of the Nominating and Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Ready Mix, Inc. (the “Company”) is to:

- Identify, consider and nominate candidates for membership on the Board, including any nominees properly received by the Secretary of the Corporation from any shareholder;
- Develop, recommend and evaluate corporate governance guidelines and a code of business conduct and ethics applicable to the Company;
- Make recommendations regarding the structure and composition of the Board and Board committees;
- Advise the Board on corporate governance matters.

The Committee shall fulfill these functions primarily by carrying out the activities enumerated in Part IV of this charter (“Charter”).

The Committee shall have the authority to obtain advice and assistance from internal or external legal or other advisors at the Company’s expense. In order to carry out its nominating duties, the Committee shall have the authority to retain and terminate any search firm to be used to identify director candidates, including the authority to approve such firm’s fees and other retention terms.

II. Membership

All members of the Committee will be appointed by, and shall serve at the discretion of, the Board. The Board may elect a member of the Committee to serve as the Chair of the Committee. If the Board does not elect a Chair, the members of the Committee may designate a Chair by majority vote of the Committee membership.

The Committee shall consist of three or more members of the Board, with the exact number being determined by the Board. Each member of the Committee shall meet the independence requirements set forth in applicable listing regulations.

III. Meetings and Minutes

Meetings of the Committee shall be held from time to time, as determined by the Committee. The Committee may take action by a majority vote of the membership.

The Committee shall keep minutes of its proceedings, which minutes shall be retained with the minutes of the proceedings of the Board. The Committee shall report to the Board from time to time, as requested by the Board and at such other times as determined by the Committee to be appropriate.

IV. Responsibilities and Duties

The following shall be the principal responsibilities and duties of the Committee. These items are set forth as a guide, with the understanding that the Committee may supplement them as appropriate and may establish policies and procedures from time to time that it deems necessary or advisable in fulfilling its responsibilities.

Nominating Duties

- Working together with the Corporation's President and Chief Executive Officer, identify and recruit qualified candidates for membership on the Board;
- Recommend to the Board all nominees before they are appointed by the Board or proposed by the Board for election by the stockholders, including recommendation of a slate of director nominees to be proposed by the Board for election at each annual meeting of stockholders and recommendation of all director nominees to be elected by the Board or stockholders to fill interim director vacancies;
- From time to time, make recommendations to the Board regarding the structure and operations, size, and composition of the Board and Board committees, committee member qualifications, committee member appointment and removal, and committee reporting to the Board;
- Consider nominations properly submitted by the Company's stockholders in accordance with the procedures set forth in the Company's Bylaws;
- Oversee inquiries into the backgrounds and qualifications of potential candidates for membership on the Board;

Corporate Governance Duties

- Monitor the overall governance of the Company, including, at a minimum, director qualification standards, duties and responsibilities of directors, director access to management and independent advisors, director orientation and continuing education;
- Review and assess on at least an annual basis the adequacy of this Charter and, if appropriate, recommend revisions for approval by the Board;
- Recommend that the Board establish special committees as may be desirable or necessary from time to time in order to address ethical, legal or other matters that may arise.