NOMINATING, GOVERNANCE & COMPLIANCE COMMITTEE CHARTER

Purpose

The Nominating, Governance & Compliance Committee is appointed by the Board (1) to monitor compliance with the Company's code of conduct and corporate governance guidelines; (2) to review suggestions of candidates for director made by directors, stockholders, management and others; (3) to assist the Board by identifying individuals qualified to become Board members, and to recommend to the Board the director nominees for the next annual meeting of shareholders; (4) to recommend to the Board the corporate governance guidelines applicable to the Company; (5) to lead the Board in its annual review of the Board's performance; and (6) to recommend to the Board the directors to serve on each committee of the Board.

Committee Membership

The Nominating & Governance Committee shall meet the independence requirements of the American Stock Exchange..

The members of the Committee shall be appointed and replaced by the Board.

Committee Authority and Responsibilities

1. The Committee shall monitor compliance with the Company's code of conduct and corporate governance guidelines, as in effect from time to time.
2. The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search's firm's fees and other retention terms. The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.
3. The Committee shall actively seek individuals qualified to become board members for recommendation to the Board.
4. The Committee shall establish criteria for board and committee membership, consider rotation of committee members, review candidates qualifications and any potential conflicts with the Company's interests, assess the contributions of current directors in connection with their renomination, and make recommendations to the Board.
5. The Committee shall review the qualifications of any individual nominated to serve as a director of the Company by any director, any member of management or any stockholder; provided that any nomination made by any stockholder shall be made in accordance with any applicable provisions of the Company's by-laws. The Committee shall take into

account the qualification requirements imposed by law and the regulations of the American Stock Exchange in determining an individual's qualification for board and committee membership. The Committee shall not be required to review the qualifications of any individual nominee that a third party has the legal right to designate pursuant to a contract or otherwise.

6. The Committee shall receive comments from all directors and report annually to the Board with an assessment of the Board's performance, to be discussed with the full Board following the end of each fiscal year.
7. The Committee should assess the reporting channels through which the Board receives information, and the quality and timeliness of information received, so that the Board obtains information in a timely fashion.
8. The Committee shall periodically review and reassess the adequacy of the corporate governance guidelines of the Company and recommend any proposed changes to the Board for approval.
9. The Committee may form and delegate authority to subcommittees when appropriate.
10. The Committee shall make regular reports to the Board.
11. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Nominating, Governance & Compliance Committee shall annually review its own performance.
12. The Committee shall make available this Charter on the Company's website at www.cvdequipment.com as required by the rules and regulations of the Securities and Exchange Commission and the American Stock Exchange.