

COMMUNITY VALLEY BANCORP CHARTER OF THE CORPORATE GOVERNANCE/NOMINATING COMMITTEE

Purpose

The Corporate Governance/Nominating Committee is appointed by the Board of Directors of Community Valley Bancorp (1) to assist the Board to identify individuals qualified to become Board members, and to recommend to the Board the director nominees for each annual meeting of stockholders; (2) to develop and recommend to the Board the Corporate Governance Guidelines applicable to the Company; (3) to lead the Board in its annual review of the Board's performance; and (4) to recommend to the Board director nominees for each committee.

Committee Membership

The Committee shall consist of a minimum of three directors of Community Valley Bancorp.

The members of the Committee and the Chairman of the Committee shall be appointed annually by the Board and may be replaced by the Board at any time. The Committee can only meet when there is a quorum of members present, and the Chairman shall preside at all meetings. With prior approval of the Chairman, members may participate in the meetings by phone. The Committee may form and delegate authority to subcommittees as necessary.

Committee Authority and Responsibilities

1. The Committee shall make recommendations to the Board regarding the size and composition of the Board.
2. The Committee shall develop and recommend to the Board criteria based on the needs of the Board for the selection of individuals to be considered as candidates for election to the Board. The Committee shall identify possible nominees who meet such specified objectives. The Committee shall actively seek individuals qualified to become Board members for recommendation to the Board, including evaluating persons suggested by shareholders and others.
3. The Committee shall approve and recommend to the Board the director nominees for each annual meeting of stockholders. The Committee shall also recommend to the Board director nominees and the Chair for each committee of the Board.
4. The Committee shall develop and recommend to the Board an annual evaluation process for the Board and its committees. The Committee shall oversee the annual evaluations. This evaluation process shall include evaluations of each Director, the Chairman of the Board, and the Vice Chairman. The Committee shall report annually to the Board with an assessment of Board and committee performance following the evaluations.
5. The Committee shall make a recommendation to the Board of Community Valley Bancorp for appointment of directors to the Board of Butte Community Bank. Such appointment shall take place during the Organizational Meeting which follows the Annual Meeting of Shareholders each year.
6. The Committee shall develop and maintain an orientation program for new Directors.
7. The Committee shall develop and monitor a continuing education program for all Directors.
8. The Committee shall consider questions of possible conflicts of interest of Board members and executive officers of Butte Community Bank.

9. The Committee shall develop and recommend to the Board for approval Corporate Governance Guidelines applicable to the Company. The Committee shall review and reassess such guidelines at least annually and recommend any proposed changes to the Board for approval. This Committee shall review and make recommendations regarding proposals regarding corporate governance.
10. The Committee shall meet periodically with management to review internal and external factors and relationships affecting the image and reputation of Community Valley Bancorp and its subsidiaries, Butte Community Bank and Butte Community Insurance Agency, LLC.
11. The Committee shall have the authority to retain and terminate any search firm to be used to identify director candidates and shall have authority (with prior Board approval) to approve the search firm's fees and other retention terms. The Committee shall also have authority to obtain advice and assistance from external legal or other advisors.
12. The Committee shall meet at least two times annually, or more frequently as circumstances dictate. The Committee shall meet at least once prior to the time when nominees for the Board are to be determined for inclusion in the proxy statement for the Company's annual meeting of stockholders.
13. The Committee shall make regular reports to the Board.
14. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
15. The Committee shall annually review its own performance.