BOYD GAMING CORPORATION

CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER

**(Adopted by the Board of Directors February 19, 2004,
as amended by the Board of Directors December 7, 2006, and
as amended by the Board of Directors on February 19, 2009)**

I. Authority and Purpose

The Corporate Governance and Nominating Committee (the "Committee") is appointed by the Board of Directors (the "Board") to assist the Board in identifying qualified individuals to become Board members, consistent with criteria approved by the Board, to determine the composition of the Board and its committees, to recommend to the Board the director nominees for the annual meeting of shareholders, to establish and monitor a process of assessing the Board's effectiveness, and developing and recommending to the Board and implementing a set of corporate governance principals and procedures applicable to Boyd Gaming Corporation (the "Company"). The Committee shall undertake those specific duties and responsibilities listed below and such other duties as the Board shall from time to time prescribe. All powers of the Committee are subject to the restrictions designated in the Company's Bylaws and by applicable law.

II. Committee Membership

The Committee shall consist of no fewer than three members. Each member of the Committee shall meet the independence requirements of the New York Stock Exchange and the standards established by the Board from time to time.

Committee members shall be elected by the Board at the annual meeting of the Board of Directors and shall serve until their successors shall be duly elected and qualified. Committee members may be removed at any time by vote of the Board. The presiding director of the Company shall be included as a standing member of the Company's Corporate Governance and Nominating Committee.

III. Structure and Meetings

The Committee shall conduct its business in accordance with this Charter, the Company's Bylaws and any direction by the whole Board.

The Committee Chairperson shall be designated by the Board, or, if it does not do so, the Committee members shall elect a Chairperson by a vote of the majority of the full Committee.

The Committee will meet at least three (3) times each year. The Committee may establish its own schedule, which it will provide to the Board in advance. The Chairperson or a majority of the members of the Committee may call meetings of the Committee upon such notice as is required for special Board meetings in accordance with the Company's Bylaws. A majority

of the Committee, but not less than three members shall constitute a quorum for the transaction of business. Unless the Committee by resolution determines otherwise, any action required or permitted to be taken by the Committee may be taken without a meeting if all members of the Committee consent thereto in writing and the writing or writings are filed with the minutes of the proceedings of the Committee. As necessary or desirable, the Chairperson of the Committee may require that any director, officer or employee of the Company, or other person whose advice and counsel are sought by the Committee, be present at meetings of the Committee. Members of the Committee may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another, and such participation shall constitute presence in person at such meeting.

The Committee Chairperson will preside at each meeting and, in consultation with the other members of the Committee, will set the frequency and length of each meeting and the agenda of items to be addressed at each meeting. The Chairperson of the Committee shall ensure that the agenda for each meeting is circulated to each Committee member in advance of the meeting. The Chairperson of the Committee (or other member designated by the Chairperson or the Committee in the Chairperson's absence) shall regularly report to the full Board on its proceedings and any actions that it takes. The Committee will maintain written minutes of its meetings, which minutes will be maintained with the books and records of the Company.

IV. Duties and Responsibilities

The Committee shall have the authority and responsibility for:

A. Corporate Governance Guidelines.

(1) Developing and recommending to the Board and implementing a set of corporate governance principals applicable to the Company that shall include, at a minimum, director qualifications and responsibilities, responsibilities of key Board committees, director compensation, director access to management and, as necessary and appropriate, independent advisors, annual Board performance evaluations, director orientation and continuing education, and management selection and succession.

(2) Developing and recommending to the Board, and implementing and monitoring compliance with, a code of business conduct and ethics for directors, officers and employees, and promptly disclosing any waivers for directors or executive officers. The code of business conduct shall include, at a minimum, rules addressing conflicts of interest, corporate opportunities, confidentiality, fair dealing, protection and proper use of the Company's assets, compliance with applicable laws, rules and regulations (including insider trading laws), and the reporting of illegal or unethical behavior.

(3) Reviewing and reassessing the adequacy of such corporate governance principals and code of business conduct on an annual basis; and recommending to the Board any changes the Committee deems appropriate.

(4) Making recommendations to the Board regarding any non-compliance with, waivers to, or alteration of, the principals or code, including consideration of possible conflicts of interest of Board members and executive officers.

(5) Reviewing changes in legislation, regulations and other developments impacting corporate governance and making recommendations to the Board with respect to these matters.

B. Review of Board Composition and Performance.

(1) Overseeing the evaluation of the Board and management on an annual basis. Annual reviews of the Chief Executive Officer's performance will be chaired by the presiding director with all outside directors participating, and with input from inside directors as deemed appropriate.

(2) Conducting annual reviews of each director's independence and making recommendations to the Board based on its findings.

(3) Assessing the Board's composition on an annual basis, including size of the Board, diversity, age, skills and experience in the context of the needs of the Board.

(4) Advising the Board on member qualifications for each Board committee, committee member appointments and removals, committee structure and operations (including authority to delegate to subcommittees), and committee reporting to the Board.

(5) Identifying individuals qualified to become Board members, consistent with criteria approved by the Board, and selecting or recommending that the Board select the director nominees for the next annual meeting of stockholders. As part of this process, the Committee will consider candidates recommended by the stockholders of the Company. In considering potential new directors and officers, the Committee will review individuals from various disciplines and backgrounds. Among the qualifications to be considered in the selection of candidates are broad experience in business, finance or administration; familiarity with national and international business matters; familiarity with the Company's industry; and prominence and reputation. Since prominence and reputation in a particular profession or field of endeavor are what bring most persons to the Board's attention, there is the further consideration of whether the individual has the time available to devote to the work of the Board and one or more of its committees. Nominees will be screened to ensure each candidate has qualifications which compliment the overall core competencies of the Board. A review is also to be made of the activities and associations of each candidate to ensure that there is no legal impediment, conflict of interest, or other consideration that might hinder or prevent service on the Board. In making its selection, the Committee will bear in mind that the foremost responsibility of a director of the Company is to represent the interests of the stockholders as a whole. The screening process shall include a background evaluation and independence determination.

(6) Reviewing on an annual basis director compensation and benefits.

C. Executive Officers.

(1) Advising the Board on candidates for the position of Chairman of the Board and Chief Executive Officer, and conducting such investigation of those candidates as the Committee and the Board may deem appropriate.

(2) Advising the Board on possible candidates to fill other executive offices of the Company and conducting such investigation of those candidates as the Committee and the Board may deem appropriate.

(3) All outside Directors shall participate in reviewing periodically with the Chairman of the Board and Chief Executive Officer the succession plans relating to positions held by elected corporate officers and to make recommendations to the Board with respect to the selection of individuals to occupy these positions.

IV. Performance Evaluation

The Committee shall annually review and access the adequacy of this Charter and recommend any proposed changes to the Board for approval. The Committee shall also perform an annual evaluation of its own performance. In conducting this review, the Committee shall address all matters that it considers relevant to its performance, including at least the following: the adequacy, appropriateness and quality of the information and recommendations presented by the Committee to the Board; the manner in which they were discussed or debated; and whether the number and length of meetings of the Committee were adequate for the Committee to complete its work in a thorough and thoughtful manner.

V. Committee Resources

The Committee shall be empowered, without the approval of the Board, to engage or compensate independent legal, accounting or other advisors as it determines necessary to carry out its duties; including the sole authority to retain and terminate any search firm to be used to identify director candidates and to approve such firm's fees and other retention terms. The Committee shall receive appropriate funding, as determined by the Committee, from the Company for payment of (A) compensation to any advisor employed by the Committee; and (B) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. The Committee may form and delegate authority to subcommittees when appropriate.