

GOOD HARBOR PARTNERS ACQUISITION CORP.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

Purpose.

The Nominating and Corporate Governance Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of the Company to: (i) identify individuals qualified to become Board members; (ii) recommend to the Board the persons to be nominated by the Board for election as directors at the annual meeting of stockholders; (iii) develop and recommend to the Board a set of corporate governance principles; and (iv) oversee the evaluation of the Board.

Committee Membership.

The Committee will be composed of at least three directors, all of whom satisfy the definition of “independent” under the listing standards of The Nasdaq Stock Market. The Committee members will be appointed by the Board and may be removed by the Board in its discretion. The Committee shall designate a chairperson and a secretary of the Committee. The Committee shall have the authority to delegate any of its responsibilities to subcommittees as the Committee may deem appropriate provided the subcommittees are composed entirely of independent directors.

Meetings.

The Committee shall meet as often as its members deem necessary to perform the Committee’s responsibilities.

Committee Authority and Responsibilities.

The Committee will have the resources and authority necessary to discharge its duties and responsibilities. The Committee will have the sole authority to retain and terminate any search firm to be used to identify director candidates and will have the sole authority to approve the search firm’s fees and other retention terms. The Committee will also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors. Any communications between the Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of the Company, and the Committee will take necessary steps to preserve the privileged nature of those communications.

The principal responsibilities and functions of the Nominating Committee are as follows:

- Annually evaluate and report to the Board on the performance and effectiveness of the Board to facilitate the directors fulfilling their responsibilities in a manner that serves the interests of the Company’s stockholders;
- Annually present to the Board a list of individuals recommended for nomination for election to the Board at the annual meeting of stockholders;

- Approve all individuals that the Board wishes to submit as nominees for election to the Board at the annual meeting of stockholders;
- Before recommending or approving an incumbent, replacement or additional director, review his or her qualifications, including, at a minimum, the factors listed on Exhibit 1 hereto;
- Assist in identifying, interviewing and recruiting director nominees (including candidates recommended by shareholders) in a manner consistent with the process attached hereto as Exhibit 2;
- Annually review the composition of each committee and present recommendations for committee membership to the Board as needed;
- Periodically review the compensation paid to non-employee directors for annual retainers (including Board and committee chairpersons) and meeting fees, if any, and make recommendations to the Board for any adjustments; no member of the Committee will act to fix his or her own compensation except for uniform compensation to directors for their services as such;
- Regularly review and make recommendations about changes to this charter;
- Regularly review and make recommendations about changes to the other charters of other Board committees after consultation with the respective committee chairpersons; and
- Develop and recommend to the Board a set of corporate governance guidelines.

Procedural Matters.

One-third of the members of the Committee, but not fewer than two, will constitute a quorum at each meeting of the Committee. A majority of members present at any meeting at which a quorum is present may act on behalf of the Committee. The Committee will meet at such times as shall be determined by its chairperson, or upon the request of any two of its members. The chairperson will preside, when present, at all of the meetings. The Committee will keep a record of all its meetings and report them to the Board. The Committee may meet by telephone or video conference and may take action by written consent.

Exhibit 1

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Criteria for Nomination to the Board of Directors

The Nominating and Corporate Governance Committee (the “Committee”) will consider, at a minimum, the following factors in recommending to the Board of Directors potential new directors, or the continued service of incumbent directors:

1. The candidate's demonstrated character and integrity.
2. The candidate's relevant expertise and experience, including leadership qualities and experience, high-level managerial experience in a relatively complex organization or experience dealing with complex problems.
3. The candidate's ability to provide advice and practical guidance based on his or her experience and expertise.
4. Whether the candidate meets the criteria for independence as established by the Securities and Exchange Commission and the listing standards of the Nasdaq Stock Market. The Board must consist of at least a majority of independent directors.
5. Whether the candidate would be considered an “audit committee financial expert” or “financially literate” according to the criteria established by the Securities and Exchange Commission and the listing standards of The Nasdaq National Market.
6. The candidate's ability to exercise sound and independent business judgment and commitment to shareholder value.
7. The candidate's ability to devote sufficient time to Board activities and towards the fulfillment of his or her responsibilities to the Company. A candidate's service on other boards of public companies must not interfere with his or her ability to effectively serve on the Board.
8. Whether the candidate assists in achieving a mix of Board members that represents a diversity of background and professional experience, including with respect to ethnic background, age and gender.

The Committee does not assign specific weights to, and a potential or incumbent director will not necessarily satisfy all of, the foregoing criteria.

For an employee to be considered for Board membership, he or she must have senior management responsibility for broad areas of the Company’s operating or functional groups.

Exhibit 2

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Board of Directors Nomination Process

New Board Candidates

In the event that the Chairman, the Nominating and Corporate Governance Committee (the “Committee”), or other member of the Board of Directors identifies a need to add a new Board member or to fill a vacancy on the Board, the Committee will identify and evaluate prospective candidates, and recommend to the Board its candidate(s) for Board membership. After seeking input from other Board members, the Chair of the Committee will compile a list of potential candidates. If the Committee deems appropriate, it may also engage a professional search firm.

Members of the Committee shall interview the prospective candidate(s). The Committee shall consider the candidate with respect to the Criteria for Nomination to the Board and discuss the candidate's qualifications. The Committee shall approve and recommend to the Board of Directors the final candidate(s) for Board membership. If approved by the Board of Directors, a member of the Committee, acting on behalf of the full Board of Directors, will typically extend the formal invitation to the candidate to become a Director.

Incumbent Directors

For each incumbent director, the Committee will review the director's overall service to the Company during his or her term, including the number of meetings attended, level of participation, and quality of performance during his or her term. The Committee will also consider the director's compliance with the Criteria for Nomination to the Board. Finally, the Committee will consider the overall composition and size of the Board of Directors. Based on these and other appropriate considerations, the Committee will determine whether to recommend to the Board of Directors that the incumbent director be nominated for re-election.

Shareholder Nominations of Directors

The Committee will consider director candidates recommended by shareholders. Shareholder recommendations should be sent to the Chairman of the Committee, c/o the Company. Shareholder nominations should be accompanied by appropriate biographical background information about the candidate to permit the Committee to make an informed evaluation of the candidate's qualifications. The Committee does not intend to alter the manner in which it evaluates candidates or the Criteria for Nomination to the Board, based on whether or not the candidate was recommended by a shareholder.