

## Compensation Committee Charter

### Compensation Committee

#### A. Purpose

The Compensation Committee (the "Compensation Committee") of the Board is appointed by, and generally acts on behalf, of the Board. The Committee's purposes shall be:

To consider and make recommendations to the Board concerning compensation of the Corporate Officers, and compensation for directors as directors and for service on committees of the Board.

#### B. Membership

The Committee shall be composed of at least three directors, each of whom must be independent.

#### C. Meetings and Procedures

The Committee shall meet as often as it may deem necessary and appropriate in its judgment. A majority of the members of the Committee shall constitute a quorum.

The Chairperson of the Committee or a majority of the members of the Committee may call a special meeting of the Committee.

The Committee may delegate authority to one or more members of the Committee when appropriate, but no such delegation shall be permitted if the authority is required by a law, regulation, or listing standard to be exercised by the Committee as a whole.

The Committee may request that any directors, officers, or employees of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting to provide such information as the Committee requests.

The Committee shall fix its own rules of procedure, which shall be consistent with the By-laws of the Company and the Committee Charter.

The Committee shall keep written minutes of its meetings, which minutes shall be maintained with the books and records of the Company.

The Committee shall report to the Board on the matters discussed at each meeting of the Committee, including describing all actions taken by the Committee at the meeting.

D. Duties and Responsibilities

The Committee shall have the following duties and responsibilities:

1. General Compensation Matters

- Review annually the compensation of Corporate Officers and the principals upon which such compensation is determined and recommend to the Board compensation of all executive officers. In this regard, Company management should report annually as to how the Company's Corporate Officer compensation practices compare with those of similarly situated public corporations.
- Review annually the compensation of Board and the principles upon which such compensation is determined. In this regard, Company management should report annually as to how the Company's non-employee director compensation practices compare with those of other similarly situated public corporations.

- Consult with the CEO, as appropriate, and other Board members to assure that its decisions are consistent with the sound relationship between and among the Board, Board committees, individual directors and management.
- Review and reassess the adequacy of the Committee Charter annually and recommend any proposed changes to the Board for its approval.
- Perform any other activities consistent with the Committee Charter, the Company's Articles of Incorporation, the Company's By-laws, and governing law, as the Committee or the Board deems necessary or appropriate.