

Independence Provisions

1. All committees shall consist entirely of individuals who are considered "independent".
2. Each committee shall consist of not less than three directors. In the event that there are an insufficient number of directors to comprise each committee, then all independent directors may sit as a committee of the whole to fulfill the requirements these charters.
3. No director qualifies as "independent" unless the board of directors affirmatively determines that the director has no material relationship with the company (either directly or as a partner, shareholder or officer of an organization that has a relationship with the company).
4. A director is not "Independent" if he or she is:
 - A. a director who is, or at any time during the past three years was, employed by the company;
 - B. a director who accepted or who has a family member who accepted any compensation from the company in excess of \$120,000 during any period of twelve consecutive months within the three years preceding the determination of independence, other than the following:
 - i) compensation for board or board committee service;
 - ii) compensation paid to a family member who is an employee (other than an executive officer) of the company; or
 - iii) benefits under a tax-qualified retirement plan, or non-discretionary compensation.
 - C. a director who is a family member of an individual who is, or at any time during the past three years was, employed by the company as an executive officer;

- D. a director who is, or has a family member who is, a partner in, or a controlling shareholder or an executive officer of, any organization to which the company made, or from which the company received, payments for property or services in the current or any of the past three fiscal years that exceed 5% of the recipient's consolidated gross revenues for that year, or \$200,000, whichever is more, other than the following:
 - i) payments arising solely from investments in the company's securities; or
 - ii) payments under non-discretionary charitable contribution matching programs.
- E. a director who is, or has a family member who is, employed as an executive officer of another entity where at any time during the past three years any of the executive officers of the issuer serve on the compensation committee of such other entity; or
- F. a director who is, or has a family member who is, a current partner of the company's outside auditor, or was a partner or employee of the company's outside auditor who worked on the company's audit at any time during any of the past three years.

For the purposes of the foregoing, the term "family member" shall include spouses, parents, children, siblings, mothers and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law, and anyone (other than domestic employees) who shares such person's home.

In making its determinations as to "independence," the board shall broadly consider all relevant facts and circumstances in evaluating any relationships that exist between a director and Cascia.

- 5. The board shall annually review changes in statutory law and associated regulations including, especially, the Sarbanes-Oxley Act of 2002 and any amendments thereto, and the requirements of any exchange where securities of the company are traded. Any such change shall automatically be incorporated herein by reference.
- 6. In the event of any conflict between these charters and statutory law or exchange requirements, the statutory law or exchange requirements shall control.