

# Organization and Compensation Committee Charter

## 1. Organization and Governance of the Committee.

- A. There shall be a committee of the board of directors (the “board”) to be known as the Organization and Compensation Committee (the “committee”).
- B. In order to fulfill its role, the committee shall be organized and governed in the following manner:
  - i) Committee members will be appointed and removed by the board;
  - ii) Action may be taken by the committee upon the affirmative vote of a majority of the members;
  - iii) Any member of the committee may call a meeting of the committee upon due notice to each other member at least 24 hours prior to the meeting;
  - iv) Action may be taken by the committee without a meeting if all of the members of the committee indicate their approval thereof in writing; and
  - v) The committee shall have the authority to delegate to subcommittees of the committee any of the responsibilities of the full committee.

## 2. Statement of Purpose and Responsibilities.

The committee has direct responsibility to perform the following duties:

- A. Assist the board in developing and evaluating potential candidates for executive positions (including the chief executive officer), and to oversee the development of executive succession plans.
- B. Review and approve corporate goals and objectives relevant to chief executive officer and other executive officer compensation, evaluate the chief executive officer's and other executive officers' performance in light of those goals and objectives and, either as a committee or together with the other independent directors (as directed by the

board), determine and approve the chief executive officer's and other executive officers' compensation level based on this evaluation;

- C. Make recommendations to the board regarding compensation, if any, of the board;
- D. Make recommendations to the board regarding the adoption of new employee incentive compensation plans and equity-based plans and administer the company's existing incentive compensation plans and equity-based plans;
- E. Review the company's compensation policies and practices in relation to industry peers, and make recommendations to the board as necessary with a view to maintaining a compensation scheme competitive with market dynamics to facilities attraction and retention of high-quality employees;
- F. Produce a compensation committee report on executive compensation for inclusion in the company's annual proxy statement in accordance with the proxy rules;
- G. Review and assess the adequacy of this charter and submit any changes to the board for approval;
- H. Report its actions and any recommendations to the board on a periodic basis;
- I. Annually perform, or participate in, an evaluation of the performance of the committee, the results of which shall be presented to the board; and
- J. Review such other matters as the board or the committee shall deem appropriate.

### **3. Powers of the Organization and Compensation Committee.**

In order to fulfill its role, the committee shall have the power to:

- A. Adopt, administer, amend or terminate compensation plans applicable to any class of employees of the company, provided, however that:
  - i) no adoption, amendment or termination of any compensation plan under which stock may be issued, or in which a member of the board may be a participant shall be effective unless the same shall be approved by the board and, to the extent required by law, by the stockholders,

ii) that no adoption, amendment or termination of any compensation plan may be made that violates this or any other committee charter of the company.

B. When it is determined by the committee that a consulting firm or expert is to assist in the assessment of the chief executive officer or other senior executive officer compensation, the committee shall have the authority to retain and terminate consulting firms or experts, and shall have the authority to approve the consulting firm or other expert's fee and other retention terms.

C. To purchase, or to direct an executive officer to purchase, comparative surveys that detail compensation practices of similar companies in the industry.

**4. Responsibilities of the Chairman of the Committee.**

The chairman of the committee, in addition to the duties of a committee member shall have the following responsibilities:

A. Preside at each meeting of the committee;

B. Cause minutes of the deliberations at each such meeting to be prepared and retained in the Company's records.

C. Following each meeting, report to the board of directors concerning the committee's actions, conclusions and recommendations.