



Board of Directors Charter for Budget & Compensation Committee

Purpose

- Oversee the annual planning and budgeting process and monitor the Company's performance based on the approved budget.
- Review of the Company's Human Resource practices.
- Oversee the overall compensation strategy of the Company including benefit practices.
- Determine and approve the compensation of the CEO and approve the compensation of the senior management team of the Company.
- Evaluate the CEO.
- Recommend compensation of the Directors for service on the Board and/or its committees.

Powers/Responsibilities

- Direct oversight of the annual plan and budget process and review final plan and budget.
- Recommend to the Board an annual plan and budget.
- Monitor the Company's variances to the budget.
- Periodically review Human Resource practices to ensure the appropriateness of such practices.
- Review and recommend to the Board any appropriate changes in Human Resource, compensation and/or benefit practices.
- Establish annual goals and objectives relevant to the evaluation of the CEO.
- Recommend to the Board the compensation of the CEO.
- Perform the annual evaluation of the CEO with full Board input.
- Review and approve the evaluation process and compensation of other executive officers of the Company.
- Develop and maintain a management succession plan.
- Periodically review available compensation market data with a goal to ensure Company associates receive competitive compensation.
- Annually review and recommend to the Board compensation of the Directors for service on the Board or its committees.

- Prepare and annually review a Committee Charter and recommend any changes to the Board.
- The Committee Chair shall report the committee's actions and recommendations to the Board following each Committee meeting.
- The Committee shall have the responsibility to oversee the investment of assets in the employee benefit plans (ERISA Assets).
- The Committee shall have the authority to retain such outside counsel, experts, and other advisors as it deems appropriate to assist the Committee in the performance of its functions. The Committee shall be provided with appropriate funding, as determined by the Committee, for payment of compensation to such outside counsel, experts, and other advisors.
- Annually review the authority of the CEO for unbudgeted expenses.