

COMPENSATION COMMITTEE CHARTER

Purpose and Goal

The purpose and goal of the Committee is to assist the Board in carrying out its responsibilities relating to compensation of the Company's executive officers. The Committee has overall responsibility for recommending and/or approving and evaluating executive compensation plans, policies and programs of the Company.

Composition of the Committee

The membership of the Committee shall consist of at least three directors. Each Committee member shall meet the applicable independence requirements of NASDAQ Global Select Market ("Nasdaq"). The Committee's membership shall be such as to enable the Committee, or a subcommittee thereof, to qualify as a committee of "outside directors" under Section 162(m) of the Internal Revenue Code, as amended, and as a "non-employee" director within the meaning of Rule 16b-3 of the Securities Exchange Act of 1934.

Appointment and Removal

The members of the Committee shall be appointed by the Board and shall serve until such member's successor is duly appointed and qualified or until such member's early resignation or retirement. The members of the Committee may be removed, with or without cause, by a majority vote of the Board. The Board may fill any vacancies on the Committee.

Responsibilities and Authority

The Committee shall have the following responsibilities:

1. Review and approve on an annual basis corporate goals and objectives relevant to the compensation of the Chief Executive Officer (the "CEO"), evaluating the CEO's performance in light of those goals and objectives, and recommending to the Board the CEO's compensation levels based on this evaluation. In determining the long-term incentive component of the CEO's compensation, the Committee will consider, all factors it considers relevant, including but not limited to, the Company's performance and relative shareholder return, the value of similar incentive awards to CEOs at comparable companies, and the awards given to the CEO in past years. The CEO shall not be present during any Committee deliberations or voting with respect to his or her compensation.
2. Review and approve on an annual basis, the compensation of all other executive officers, including incentive and equity-based compensation, based on initial recommendations from the CEO and provide oversight of management's decisions concerning the performance and compensation of other officers. The CEO may participate in discussions regarding compensation for the Company's other executive officers.

3. Review and approve the following, in connection with the evaluation of the CEO and other executive officers:
 - (a) Base salary level;
 - (b) Incentive opportunity level;
 - (c) Long-term incentive opportunity level;
 - (d) Employment agreements, severance agreements and change of control agreements or provisions; and
 - (e) Special or supplemental benefits.
4. From time to time, review the compensation of the non-management directors and make recommendations to the full board with respect thereof to assure that such compensation is in keeping with the corporate governance guidelines.
5. Administer the Company's Section 162(m) Incentive Bonus Plan, such as the 2016 Management Incentive Compensation Plan, including recommending any amendment thereto and determining the bonus for participants thereunder.
6. Make award decisions regarding equity-based compensation under the Company's stock incentive plans for all plan participants, including but not limited to, the Company's 2015 Long-Term Incentive Compensation Plan.
7. Make recommendations to the full Board with respect to the adoption, amendment and administration of incentive compensation plans, equity-based plans and other Company compensation plans and programs.
8. Review incentive compensation arrangements to confirm that incentive pay does not encourage unnecessary risk taking and to review and discuss at least annually, the relationship between risk management policies and practices, corporate strategy and senior executive compensation.
9. Participate, on an annual basis, in the presentation of a discussion and analysis of the Company's compensation philosophy and strategy to be included in the Company's proxy statement as required by the rules of the Securities and Exchange Commission.
10. Prepare annually a report on executive compensation to be included in the Company's proxy statement as required by the rules of the Securities and Exchange Commission.

In discharging its responsibility, the Committee shall have full access to all Company books, records, facilities, personnel and outside professionals.

Advisors

The Committee may retain special compensation, legal, accounting or other consultants or advisors but only after taking into consideration factors relative to the advisor's independence from management, including the factors set forth in Nasdaq Listing Rule 5605(d)(3)(D). The Committee shall have sole authority to retain and terminate any compensation consultant to be used to assist the Committee in the evaluation of Chief Executive Officer or senior executive compensation and shall have authority to approve the consultant's fees and other retention terms. The Committee shall also have oversight of the work of any compensation consultant, legal counsel and other advisor retained by the Committee. The Company will provide for appropriate funding, as determined by the Compensation Committee, for payment of reasonable compensation to any Compensation Advisor engaged by the Compensation Committee.

Meetings

One member of the Committee shall be appointed by the Board as Chair. The Chair shall be responsible for leadership of the Committee, including scheduling and presiding over meetings, preparing agendas and making regular reports to the Board. The Committee will meet as often as necessary to carry out its responsibilities but in no event less than two times each year. Minutes of each meeting will be duly filed in the Company's records. Reports of meetings of the Committee will be made to the Board at its regularly scheduled meeting following the Committee meeting accompanied by any recommendations to the Board approved by the Committee.

The Committee shall have the authority to delegate any of its responsibilities to subcommittees as the Committee may deem appropriate in its sole discretion.

The Committee shall review at least annually the adequacy of this charter and recommend any proposed changes to the board for approval.