
James Campbell Company LLC
Board Committee Charters

I. Audit Committee Charter

A. Purpose of the Committee

The Audit Committee provides assistance to the Board of Directors in fulfilling Directors' responsibilities concerning the Company's accounting, reporting practices, the system of internal controls and compliance with legal, ethical and policy requirements. Its duties and responsibilities are to independently monitor the Company's internal control system and financial reporting process, its independent auditor, and to maintain free and open channels of communication among the Directors, the independent auditor and the financial management of the Company. In discharging its oversight role, the Committee is empowered to investigate any matter brought to its attention with full access to all books, records, facilities and personnel of the Company and to retain outside legal counsel, accountants or other consultants for this purpose or to advise the Committee on any matter within the scope of its responsibilities, as it deems necessary or appropriate, without the need to seek approval of management.

B. Composition of the Committee

The Committee will be composed of not less than three Board members, a majority of whom shall be Independent. All members of the Committee shall be financially literate at or within a reasonable period of time following his or her appointment. At least one member of the Committee must have accounting or other related financial management expertise.

The Chairman of the Board shall appoint the Chair of the Committee who shall be an Independent Director. The Board of Directors shall appoint the remaining members of the Committee, upon the recommendation of the Nominating & Governance Committee. Each Committee member shall serve at the pleasure of the Board of Directors and for such term or terms as the Board shall determine.

C. Duties and Responsibilities

The primary responsibility of the Committee is to oversee the Company's accounting and financial reporting processes on behalf of, and to report the results of its activities to, the Board of Directors. Management is responsible for preparing the Company's financial statements and the independent auditors are responsible for auditing those financial statements. The policies and procedures of the Committee in carrying out its responsibilities should remain flexible in order to best react to changing conditions and circumstances. The specific duties and responsibilities of the Committee shall include the following:

- The Committee has responsibility for the oversight of the Company's independent auditors, who shall report directly to the Committee.

- The Committee shall review annually the selection of the Company's independent auditors. Before each annual meeting of shareholders, the Committee shall submit a recommendation, in writing, to the Board for the selection of independent auditors to be appointed by the Board in advance of the annual meeting of shareholders, subject to ratification or rejection by the shareholders at the annual meeting.
- The Committee shall have a clear understanding with management and the independent auditors that the independent auditors are ultimately accountable to the Board of Directors and the Committee, as representatives of the Company's shareholders.
- The Committee shall review and discuss with the auditors their independence from the Company and actively engage the auditors in a dialogue with respect to any disclosed relationship or services that may impact their objectivity and independence.
- The Committee shall review and pre-approve or, as appropriate, establish policies and procedures for the review and approval of all permissible non-audit services to be provided by the independent auditors.
- The Committee shall discuss with the independent auditors the overall scope of and plans for the annual audit, including the adequacy of staffing and compensation. Further, the Committee shall meet with the independent auditors to discuss the results of the annual audit and accompanying management letters, and any other matters required to be communicated to the Committee by the independent auditors.
- The Committee shall review with management and the independent auditors the audited financial statements and related footnotes, the application of significant accounting policies, the reasonableness of significant judgments and the clarity of the disclosures therein.
- The Committee shall discuss with management and the independent auditors the adequacy and effectiveness of the Company's accounting, financial and internal controls, including any suggested improvements or any material weaknesses reported by the independent auditors and management reports concerning the Company's internal controls.
- The Committee shall discuss with the independent auditors any matters required to be communicated to the Committee by the independent auditors under generally accepted auditing standards.
- The Committee shall review, at least annually, the terms of all material transactions and arrangements entered into between the Company and its affiliates and subsidiaries.
- The Committee shall review and reassess this Charter on an annual basis in conjunction with the Nominating & Governance Committee, which shall recommend any proposed changes to the Board of Directors.

- The Committee shall review such other matters (primarily financial matters) as is deemed appropriate by the Board of Directors and the Committee itself.

D. Committee Powers

The Committee shall have the full power and authority to:

- Retain, terminate and compensate independent auditors, accounting firms, special legal counsel or other consultants to advise the Committee or for the purpose of preparing or issuing audit reports or performing other audit or non-audit services for the Company. Any such consultant shall report directly to the Committee.
- The Committee may request any officer or employee of the Company or the Company's outside counsel to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.
- Form and delegate authority to subcommittees.
- Exercise such other powers as may be necessary or appropriate to fulfill its purposes.
- Perform such other responsibilities as may be delegated by the Board of Directors.

E. Procedural Matters

Except as noted above, the Committee shall meet to perform its responsibilities and duties at least quarterly, but more often as the Committee shall determine is necessary or appropriate. The agenda of each Committee meeting shall be established by the Chair with the assistance of appropriate members of management. Each Committee member is free to suggest the inclusion of items on the agenda. Each Committee member is free to raise at any Committee meeting subjects not on the agenda for that meeting. The agenda, whenever reasonably practicable, shall be circulated to each Committee member prior to the meeting date. One-half of the members (but not less than two members) of the Committee will constitute a quorum for a meeting of the Committee. A majority of the members present at any meeting at which a quorum is present may act on behalf of the Committee. The Chair will preside, when present, at all meetings of the Committee. The Committee will keep a record of its meetings and report on them to the Board. The Committee may meet by telephone or video conference and may take action by written consent. Officers of the Company may attend any meeting of the Committee, except for portions of such meetings where the officers' presence would be inappropriate, as determined by the Committee. Reports of meetings of the Committee shall be made to the Board of Directors at its next regularly scheduled meeting following the Committee meeting, accompanied by any recommendations that were approved by the Committee.