

## Non-Qualified Deferred Compensation Plan Specification Sheet

1. Eligibility
  - a. Select Executives (limited to “Top-Hat” group)
2. Deferrals
  - a. Bonus – Possible up to 100%
    - i. Elect percentage or dollar amount to be deferred each year
  - b. Salary – Possible up to 100%
    - i. Elect percentage or dollar amount to be deferred each year
  - c. Equity compensation (e.g., BOD RSU grants) – Possible up to 100%
    - i. Elect percentage or dollar amount to be deferred each year
  - d. Employer Contributions
    - i. Vesting
3. Earnings
  - a. Mirror 401(k) plan
  - b. Other investments
  - c. Specified interest rate
4. Distributions
  - a. Timing (Section 409A events)
    - i. Retirement
    - ii. Termination
    - iii. Specified date
    - iv. Change-in-Control
    - v. Hardship
    - vi. Disability
    - vii. Unforeseeable emergency
  - b. Form
    - i. Lump sum
    - ii. Installments
      1. Limitation on number of years for administrative purposes
      2. Potential for state tax planning (10 year annual installments)
  - c. Amount
    - i. Principal and/or earnings
  - d. Re-deferral elections
5. Funding
  - a. Rabbi trust (requires Form 1041 filing)
  - b. Unfunded (i.e., book keeping account)