

APPENDIX B

HUMAN RESOURCE AND COMPENSATION COMMITTEE CHARTER

1. Membership. The Board of Directors of 1st Capital Bank (the “Bank”) shall appoint a Human Resource and Compensation Committee (“Committee”) of at least three (3) members, consisting of a majority of independent directors, and shall designate one member as chairperson. The members of the Committee shall serve at the discretion of the Board of Directors. For purposes hereof, an “independent” director is a director who qualifies as independent under the definition of “independence” contained in the Nasdaq Listing Rules.

2. Purposes, Duties and Responsibilities. The purpose of the Committee is to discharge the responsibilities of the Board of Directors relating to compensation of the Bank's executive officers and directors. The duties and responsibilities of the Committee are to:

- A. Oversee the Bank's overall compensation structure, policies and programs, and assess whether the Bank's compensation structure establishes appropriate incentives for management and employees including but not limited to the risks to the Bank posed by such incentives.
- B. Administer and make recommendations to the Board of Directors with respect to the Bank's incentive compensation and equity-based compensation plans.
- C. Review and approve corporate goals and objectives relevant to the compensation of the Chief Executive Officer, evaluate the Chief Executive Officer's performance in light of those goals and objectives, and set the Chief Executive Officer's compensation level based on this evaluation.
- D. Set the compensation of other executive officers based upon the recommendation of the Chief Executive Officer.
- E. Approve stock option and other equity incentive awards for executive officers.
- F. Review and approve the design of other benefit plans pertaining to executive officers.
- G. Review and recommend employment agreements and severance arrangements for executive officers, including change-in-control provisions, plans or agreements.
- H. Review and recommend to Board of Directors any amendments or modifications to the terms of any compensation or benefit plan that does not require shareholder approval.
- I. Review the compensation of directors for service on the Board of Directors and its committees and recommend changes in compensation to the Board of Directors.
- J. Review periodically the Bank succession plans relating to positions held by executive officers, and make recommendations to the Board of Directors regarding the selection of individuals to fill these positions.
- K. Annually evaluate the performance of the Committee and the adequacy of this Charter.

- L. Perform such other duties and responsibilities as are consistent with the purpose of the Committee and as the Board of Directors or the Committee deems appropriate.

The Committee shall have unrestricted access to Bank personnel and documents and will be provided the resources necessary to operate under this Charter. The Committee shall have the power to conduct or authorize investigations into any matters within the scope of this Charter.

3. Subcommittees. The Committee may delegate any of the foregoing duties and responsibilities to a subcommittee of the Committee consisting of not less than two (2) members of the Committee.

4. Outside Advisors. The Committee will have the authority to retain, at the expense of the Bank, such outside counsel, experts, and other advisors as it determines would be appropriate to assist the Committee in the full performance of its functions, including authority to retain and terminate any compensation consultant used to assist the Committee in the evaluation of director, Chief Executive Officer or other executive compensation, and to approve the consultant's fees and the terms and conditions applicable to the services of the consultant.

5. Meetings. The Committee will meet as often as may be deemed necessary or appropriate and at such times and places as the Committee determines. The Committee may invite members of management or others to attend any meeting and provide pertinent information as necessary. The Committee will report regularly to the full Board of Directors with respect to the meetings and activities of the Committee described in this Charter.