



Approved Charter of the Search Committee

October 18, 2019

I. Purpose

The Search Committee is an ad-hoc Board committee formed to work closely with the Partnership's search firm, LPA Search Partners, to identify and shortlist candidates, and to develop a compensation package for consideration by the Board for the Partnership's President & CEO.

II. Membership

The Search Committee consists of a Committee Chair and up to four additional directors approved by the majority of the entire Board at a meeting, or by unanimous written (including electronic) consent of the Board (including the persons being appointed). The ability to make the time commitment outlined below shall be a key factor in selecting Committee members, as well as prior experience in participating in senior level searches and hiring processes and representation of a diversity of perspectives.

The members of the Committee shall serve at the pleasure of the Board and until the Partnership's President & CEO is hired (which shall be by vote of a majority of the entire Board and approval by the Members as set forth in the Partnership's Bylaws). Any member of the Committee may be removed by vote of the majority of the entire Board.

III. Authority and Responsibilities

The Committee's responsibility is to serve as decision-makers for the first stage of selection of President & CEO candidates presented by LPA Search Partners and to make recommendations to the Board regarding a compensation package. This responsibility shall include:

- Reading candidate briefing documents and participating in weekly conference calls for the presentation of new candidates and ongoing discussions with respect to candidates engaged in the first stage of interviews with the Committee;
- Conducting a first-round interview, face-to-face (either in person or via video conference) with each of the candidates selected by the Committee;
- Providing substantive feedback on each candidate and participating in comprehensive conversations intended to ultimately result in a short-list of up to three final candidates for consideration by the full Board and Members;
- Conducting a comparative analysis of compensation packages for similarly situated executives to determine what constitutes a reasonable compensation package

consistent with the requirements of Section 4958 of the Internal Revenue Code; and

- Considering and recommending the process by which the final candidates and compensation packages will be considered and approved by the Board and Members.

The authority of the Committee is limited to the powers listed above and shall not include extending an offer to or the selection of a final candidate for the position of President & CEO or approval of the compensation package.

IV. Meetings

The Committee shall meet as determined necessary by the Committee Chair. The anticipated time commitment is as follows and shall be approximately 25-30 hours during the months of November and December, with a target hire date in late December, which may be extended as needed:

- One hour per week for search update calls (in total, potentially 8-10 calls amounting to approximately 12 hours);
- 4-6 first round candidate interviews (2 hours each) (totaling approximately 12 hours);
- 2 final round candidate interviews (2 hours each) (totaling 4 hours); and
- Approximately 2 hours for miscellaneous items in support of the process.

The Committee Chair shall preside at meetings of the Committee and shall have authority to convene meetings, set agendas for meetings, and determine the Committee's information needs, except as otherwise provided by the Board or the Committee. In the absence of the Chair at a duly convened meeting, the Committee shall select a temporary substitute from among its members to serve as chair of the meeting.

Minutes of all Committee meetings shall be prepared by the Chair of the Committee (or his/her designee). The minutes shall be reported to the Board upon request of the Board Chair at the next meeting of the Board.