

Continuicare Corporation
Executive Committee Charter

A. *Organization*

This charter governs the operations of the executive committee. The committee shall be members of, and appointed by, the board of directors and shall comprise at least three directors.

B. *Purpose, Duties and Responsibilities*

The purpose of the executive committee is to exercise during the intervals between meetings of the board of directors and subject to the limitations set forth below the power and authority of the board. Specifically, the committee shall:

- Consult with and advise management concerning the general business, operational, administrative and legal affairs of the Company.
- Consult with and advise management on the development of any significant Company-wide policies.
- Consult with and advise management concerning mergers, acquisitions, divestitures and financial arrangements.
- Monitor and make recommendations concerning the Company's performance with respect to matters of public responsibility and interest.
- Consider other matters which may be brought to the Committee from time to time by management.

In addition, the executive committee shall perform such other functions as may from time to time be specifically delegated to the committee by the board of directors.

Except at such times when a duly noticed meeting of the board of directors at which a quorum is present is in session, the executive committee shall have all the authority, powers, and duties of the board of directors, except those authorities, powers and duties which are reserved to the full board of directors by law or the articles of incorporation or bylaws of the Company and except for those authorities, powers and duties specifically delegated to other committees of the board of directors; provided that, unless otherwise specified in resolutions of the board of directors, the executive committee shall not have the authority to:

- Approve any capital or other expenditure in excess of \$1.0 million.
- Approve any borrowing or guarantee of indebtedness in excess of \$1.0 million.

- Approve any sale, transfer or encumbrance of assets with a value in excess of \$1.0 million in any single transaction or series of related transactions.
- Approve the acquisition or divestiture of any business having a value in excess of \$1.0 million.
- Authorize the issuance of any debt, equity or other security of the Company.

C. *Meetings*

The committee shall meet as often as necessary to discharge its duties and responsibilities. Meetings of the committee may be held in person or telephonically. A majority of the members constitute a quorum. If a quorum is present, either in person or telephonically, a majority of the members shall decide any matter brought before the committee. Any member of the committee may call a meeting of the committee upon due written notice to each other member at least 48 hours prior to the meeting

The committee shall promptly inform the board of directors of the actions taken and matters discussed at its meetings. This will generally take place at the board meeting following a committee meeting.

D. *Advisors*

The committee shall have the authority, at the expense of the Company, to retain such accounting, legal and other advisors and consultants as it shall deem appropriate without board or management approval, including sole authority to approve the fees payable to such search advisors and consultants and any other terms of retention.