

LAS VEGAS CONVENTION AND VISITORS AUTHORITY **COMPENSATION COMMITTEE CHARTER**

I. Purpose

The Las Vegas Convention and Visitors Authority ("LVCVA") Compensation Committee ("Committee") is a special committee of the Board of Directors. As set forth below, the Committee has the authority to recommend to the Board of Directors the compensation of the LVCVA's CEO and Legal Counsel, any modifications that the Committee may deem necessary or advisable related to compensation philosophy, and the executive and union compensation programs, and such other duties as the Board shall delegate.

The Committee reviews and approves goals and objectives relevant to the CEO's and Legal Counsel's compensation, evaluates their performance in light of such goals and objectives, and either as a committee or together with the other independent directors recommends their compensation to the Board for approval based upon such evaluation. The Committee decides how to conduct its evaluation, which may change from time to time. In performing its evaluation, it may use published forms and procedures. The Committee may also hire and use consultants of varied disciplines to assist in the evaluation.

II. Organization

- 1. Charter.* At least annually, this charter shall be reviewed and reassessed by the Committee and any proposed changes shall be submitted to the Board of Directors for approval.
- 2. Members.* The Chair of the Board shall appoint the members of the Committee. The Board must ratify any such appointment. The Committee shall be comprised of at least three (3) members. The Board of Directors may change committee members. The Chair of the Board of Directors shall

also designate a Committee Chair or the Committee can nominate and appoint the Chair of the Committee.

3. *Meetings.* In order to discharge its responsibilities, the Committee shall each year establish a schedule of meetings. Additional meetings may be scheduled as required.
4. *Agenda, Minutes and Reports.* The CEO shall be responsible for establishing the agendas for meetings of the Committee. An agenda, together with materials relating to the subject matter of each meeting, shall be sent to members of the Committee prior to each meeting. Minutes for all meetings of the Committee shall be prepared to document the Committee's discharge of its responsibilities. The Committee shall make reports to the Board of Directors and seek Board approval for the Committee's recommendations.

III. Responsibilities

The following shall be the principal responsibilities of the Committee:

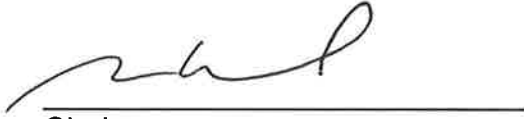
1. *Compensation Philosophy and Program.* In consultation with the CEO, the Committee shall recommend to the Board for approval the LVCVA's general compensation philosophy, and oversee the development and implementation of executive compensation programs. The Committee shall review on a periodic basis the LVCVA's executive compensation programs and recommend to the Board any modifications that the Committee may deem necessary or advisable.
2. *CEO's and Legal Counsel's Compensation.* The Committee shall annually review and recommend for Board approval the LVCVA's goals and objectives relevant to the compensation of the CEO and Legal Counsel and shall evaluate the performance of the CEO and Legal Counsel in light of those goals and objectives. Based on such evaluation, the Committee shall recommend to the Board for approval the compensation (including base salary, incentive compensation and benefits) of the CEO and Legal Counsel.

3. *Officer Compensation and Special Awards.* Annually, the Committee shall also review and recommend for Board approval title changes, salary and bonus ranges of executive officers or “E” level positions. The Committee shall review annually management's policy related to special awards, including but not limited to, service awards and retirement gifts and make change recommendations to the Board.
4. *Benefit Plans and Union Contracts.* The Committee shall review and recommend for Board approval the terms of the LVCVA's non-salary benefit plans and review and recommend for Board approval all union contracts.
5. *Committee Performance Evaluation.* The Committee shall evaluate its own performance on an annual basis.
6. *Access to Consultants.* The Committee shall have the resources and authority to discharge its duties and responsibilities as described herein.
7. *Delegation.* Committee may delegate any of its responsibilities to a subcommittee comprised of one or more members of the Committee, the Board or members of management.
8. *Other Duties.* The Committee shall also carry out such other duties as may be delegated to it by the Board of Directors from time to time.

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IV. Adoption

The above and foregoing consisting of four (4) pages, including this page, were duly and regularly adopted as the Las Vegas Convention and Visitors Authority Compensation Committee Charter this 13 day of February, 2018.



Chair
Compensation Committee

The above and foregoing consisting of four (4) pages, including this page, were duly and regularly adopted as the Las Vegas Convention and Visitors Authority Compensation Committee Charter this 13 day of February, 2018.



Chair
LVCVA Board of Directors