

FULLER ROAD MANAGEMENT CORPORATION
AUDIT COMMITTEE

POLICY ON REVIEW AND BIDDING OF EXTERNAL AUDIT SERVICES

Overview

This policy has been developed to define the guidelines adopted by the Audit Committee for the review, continuation and/or replacement of the Corporation's external auditor.

Background

Pursuant to the Audit Committee Charter, the Audit Committee is directly charged with and is authorized to select, approve compensation for, and oversee the work of the corporation's external auditor. Further, the Audit Committee is charged with reviewing the performance of the external auditor and with exercising approval over the auditor's continuation or discharge. The members of the Committee deem it prudent to adopt this policy to provide for periodic review of the external auditor's performance and to consider rebidding audit services from time to time.

Policy

At least annually, the Audit Committee will review the performance of the external auditor and thereby determine whether to continue to employ the services of the external auditor for the next ensuing audit cycle.

Upon a determination by the Committee to terminate the services of the external auditor, and with the approval of the Board of Directors, the Committee will issue an RFP to seek the services of a replacement external auditor.

Upon completion of ten consecutive years of service by the corporation's external auditor, or as soon as the Committee deems practical thereafter, again with the approval of the Board of Directors, the Committee will issue an RFP to rebid external auditor services. The bidding process may consider renewal of the current external auditor.

Adopted by Audit Comm. 10/26/10