

# **SOUTHWEST IOWA RENEWABLE ENERGY, LLC**

## **CORPORATE GOVERNANCE/COMPENSATION COMMITTEE CHARTER**

### **Purpose**

The Corporate Governance/Compensation Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Southwest Iowa Renewable Energy, LLC (the “Company”): (1) to lead the Board and Company in its annual review of compensation given to Board members and other Company management members; (2) to recommend to the Board corporate governance guidelines applicable to the Company; and (3) to lead the Board in its annual review of the Board’s performance.

### **Committee Membership**

The Committee shall consist of no fewer than three members.

The members of the Committee shall be appointed and may be replaced by the Board at any time. The Committee chairperson shall be designated by the Board, or if the Board chooses not to do so, by a majority vote of the Committee.

### **Meetings**

The Committee shall meet at least once a year, and more frequently as circumstances dictate. A majority of the members of the Committee shall constitute a quorum for the transaction of business. The Committee will maintain written minutes of its meetings, which minutes will be filed with the Secretary of the Company.

The Committee will report to the Board regarding recommendations of the Committee submitted to the Board for action, and provide the Board copies of the minutes of its meetings.

### **Committee Authority and Responsibilities**

1. The Committee shall perform an annual assessment of the Board’s performance. In addition, the Committee shall solicit and receive comments from all directors, assess each director’s performance and periodically, but not less often than every three (3) years, report to the Board with an assessment of the director’s performance, to be discussed with the full Board at the first Board meeting following the completion of such assessment.
2. The Committee shall oversee the formulation of, and shall recommend for adoption to the Board, a set of Corporate Governance Guidelines. The Committee shall periodically review and reassess the Corporate Governance Guidelines of the Company and recommend appropriate changes to the Board for approval.
3. The Committee may form and delegate authority to subcommittees when appropriate.

4. The Committee shall review and approve annually the Company's compensation program for service on the Board or any of its committees, and Company management members.
5. The Committee shall review and reassess this Charter annually and recommend any appropriate changes to the Board for approval. The Committee shall annually review its own performance.
6. The Committee shall perform a periodic review of all Board committees' structure and governance charters to assess the need for any modifications or updates. In addition, the Committee shall make recommendations to the Board regarding the composition and responsibility of the Board committees.
7. The Committee shall review all conflicts of interest which may arise from time to time regarding members of the Board or executive officers and review and approve all related party transactions which would require disclosure in the Company's proxy statement.

Adopted by the Board of Directors of  
Southwest Iowa Renewable Energy, LLC

Date: February 16, 2007