

**CARDINAL ETHANOL, LLC
EXECUTIVE COMMITTEE CHARTER**

Pursuant to Section 5.4 of the Second Amended and Restated Operating Agreement of Cardinal Ethanol, LLC (the “Operating Agreement”), and in accordance with other provisions therein, the Board of Directors (“Board”) of Cardinal Ethanol, LLC (“Company”), established an Executive Committee (the “Committee”) and this Executive Committee Charter (“Charter”) on the 13th day of February 2014, as amended on this 20th day of December, 2016.

I. Purpose

This Committee’s role is to assist the Board in fulfilling its oversight responsibilities.

II. Authority

The Committee shall have the resources and authority necessary to discharge its duties and responsibilities as it deems appropriate in its sole discretion.

III. Composition

Membership of this Committee shall be comprised of at least three (3) members, including the Board’s current Chairman, Vice Chairman and Secretary (the “Executive Committee Officers“). The Board at its pleasure may appoint additional to this Committee as it sees fit. Members should be free from any relationship that, in the opinion of the Board, would interfere with the exercise of independent judgment. A majority of the members of the Committee must meet the independence standards as set forth below.

The Chairperson shall be the Chairman of the Board. The Chairperson shall govern all regular and special sessions of the Committee, be responsible for the scheduling of regular meetings, and set agendas for all such meetings. The Chairperson shall serve until the expiration of his or her term or until his or her resignation, retirement, or removal and a successor has been appointed. If the Chairperson is absent from a meeting, another member of the Committee shall serve as chairperson for the purposes of that meeting.

IV. Duties and Responsibilities

The primary duties of the Committee are to:

- Act as an emergency board of directors in the event of an immediate crisis until entire Board can be convened, if necessary.
- Between Board meetings, the Committee can act on behalf of the Board within the limits defined by the Board, but in no case may the Committee take such actions that are outside of the scope of authority as delegated to it by the Board. The Committee shall not have any authority or power as would be prohibited by this Charter, the Company’s Articles of Organization (as the same may be amended and/or restated and in effect from time to time), the Operating Agreement, and/or governing law.

- Evaluate all unit share sales within days of sale in order to advise Trading Service if there are any concerns with blackout periods or any other concern that the Board will have regarding approval at an upcoming meeting.
- Be the point of contact for all legal actions that involve the Company and monitor and speak on behalf of the Board, within the scope of the Committee's delegated powers.
- Approve purchases and/or expenditure between meetings that exceed the limits of the authority of the Chief Executive Officer ("CEO") but do not exceed the limits on Committee established by the Board.
- Act as CEO in the absence of CEO, as required.
- Monitor Board members and their activity to provide an excellent rapport and contribution by all Board members, reporting any concerns for discussion to the entire Board and to work with the Nominating Committee to provide Board member feedback and evaluations.
- Undertake such other matters at the Board's request.

V. Procedures and Eligibility

A. Independence Requirements

The Committee has adopted a policy of maintaining a completely independent Committee. For the purpose of carrying out such policy, a Committee member will NOT be considered independent if such person:

- is or was within the past three years an employee of the Company or a family member of the person is or was during the past three years an executive officer of the Company;
- or a family member of that person received more than \$120,000 in compensation from the Company during any 12-month period in the past three years (other than compensation for Board or committee services; benefits under a tax qualified retirement plan or non-discretionary compensation; compensation paid to a family member who is an employee of the Company, other than an executive officer; or compensation for service as an interim executive officer if that service was for less than one year);
- or a family member of that person is a partner of the Company's auditor firm;
- or a family member of that person was a partner or employed by the Company's auditor firm, and who worked on the Company's audit at any time within the past three years;
- or a family member of that person is an executive officer of another entity of which during the past three years the executive officers of that company served on the compensation committee of that entity;
- is or has a family member who is a current partner or controlling member/shareholder or executive officer of any organization to which the Company made, or from which the Company received, payments from for property or services in an amount (in the current fiscal year or any one of the past three fiscal years), that exceeds the greater of (i) 5% of the recipient's consolidated gross revenues of that year, or (ii) \$200,000. This calculation excludes payments arising solely from investments in the Company's securities or payments under non-discretionary charitable contribution matching programs;
- is an executive officer of a charitable organization and the Company's annual charitable contributions to the organization (exclusive of gift-matching payments) exceed the greater of \$200,000 or 5% of the charitable organizations revenues;
- is a partner of or of counsel to a law firm that performs substantial legal services to the Company on a regular basis; or

- is a partner, officer or employee of an investment bank or consulting firm that performs substantial services to the Company on a regular basis.

The term “*family member*” is defined to include spouses, parents, children, siblings, whether by blood, marriage or adoption, and anyone else sharing that person’s home.

B. Meetings

There is no routine schedule for meetings for this Committee as they are intended to be held on an as-needed basis. Meetings may be private and/or include independent advisors and/or management of the Company. Meetings will be held at the request of Chairman of the Committee and/or request of two or more Committee members. Notice of Committee meetings may be made within 24-hours of the scheduled Committee meeting. Otherwise, the Committee is governed by the same rules regarding meetings, action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board and set forth in the Operating Agreement. If an action without a meeting is proposed and dissention is expressed by any Committee member, an in-person meeting will be held to discuss the matter.

The Committee will keep minutes at each of its meetings and such meeting minutes will be provided to the Board. Committee members will be furnished with copies of the minutes of each meeting. Any formal actions or decisions made by this Committee between meetings of the full Board are to be reported to the Board at its next meeting.

The Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Committee may deem appropriate in its sole discretion.

The Committee is authorized and empowered to adopt its own rules of procedure not inconsistent with any provision of this Charter, the Company’s Articles of Organization and Operating Agreement, and the governing laws of the State of Indiana.