

## Stock Ownership Guidelines

### I. Purpose:

Resources' Stock Ownership Guidelines help further align the interests of our directors and named executive officers with the interests of stockholders and promote Resources commitment to sound corporate governance.

### II. Individuals Covered:

Resources Stock Ownership Guidelines apply to all of our named executive officers (as identified in our most recent filings with the SEC and who, at the relevant time, are still an executive officer of Resources or one of our subsidiaries) (our "NEOs") and members of our board of directors.

### III. Determination of Guidelines:

#### Non-Employee Members of the Board of Directors:

All members of our board of directors who are not employed by Resources or one of our subsidiaries should own Resources common stock equal in value to the lesser of two (2) times the annual board retainer or ten thousand (10,000) shares.

#### Chief Executive Officer:

The Chief Executive Officer should own Resources common stock equal in value to the lesser of three (3) times base salary or one hundred thousand (100,000) shares.

#### Other NEOs:

Any other NEO should own Resources common stock equal in value to the lesser of two (2) times annual base salary or twenty thousand (20,000) shares.

The Corporate Governance and Nominating Committee of the Board of Directors (the "Committee") may, from time to time, temporarily suspend, reevaluate and revise the participants' guidelines to give effect to changes in Resources' common stock or other factors it deems relevant. The share limits reflected above shall automatically (without the need for any Committee action) be adjusted to account for any stock split, reverse stock split, or stock dividend.

### IV. Counting Shares Owned:

Stock that counts towards satisfaction of Resources' Stock Ownership Guidelines includes:

- Shares of common stock beneficially held, either directly or indirectly
- Restricted stock issued and held whether vested or unvested
- Shares subject to the individual's outstanding Resources restricted stock unit awards, whether vested or unvested (with any awards subject to unsatisfied performance-based vesting conditions taken into account at the "target" level of performance), as well as vested but deferred Resources shares
- Shares of common stock held following the exercise of a stock option or payment of other equity award

**V. Compliance with Guidelines**

An individual covered by these Stock Ownership Guidelines should satisfy the applicable share ownership Guideline within five years of first becoming subject to the Guidelines. If a covered individual's Guideline level of ownership changes as a result of a change in position, or change in retainer or compensation, the individual should satisfy the new applicable Guideline within a five-year period beginning in January following the year of such change. Once achieved, a covered individual should continue to satisfy the applicable Guideline level of stock ownership for as long as he or she is subject to these Stock Ownership Guidelines.

**VI. Authority:**

The Committee has the authority to review each participant's compliance (or progress towards compliance) with these Stock Ownership Guidelines from time to time and, in its sole discretion, to impose such conditions, restrictions or limitations on any covered individual as the Committee determines to be necessary or appropriate in order to achieve the purposes of these Stock Ownership Guidelines. The Committee also may amend these Stock Ownership Guidelines from time to time, or may terminate these Guidelines. The Committee has the authority to administer, construe, and interpret these Guidelines.

**VII. Hardship:**

There may be instances in which the Stock Ownership Guidelines would place a severe hardship on a covered individual or prevent the individual from complying with a court order, such as a divorce settlement, or other legal requirement. In these instances, the individual may submit a request in writing to the Committee or its designee that summarizes the circumstances and describes the extent to which an exemption from the Guidelines is requested. The Committee will make the final decision as to whether an exemption will be granted. If such a request is granted, in whole or in part, the Committee will work with the individual to develop an alternative Guideline (and/or timeframe for meeting the Guideline) that reflects both the intention of this policy and the participant's individual circumstances.