

CHINO COMMERCIAL BANCORP and CHINO COMMERCIAL BANK, N.A.

COMPENSATION COMMITTEE CHARTER

Purpose

The Compensation Committee (the “Committee”) of Chino Commercial Bancorp and Chino Commercial Bank, N.A. (collectively the “Company”) is responsible for overseeing and making recommendations to the Board of Directors concerning the compensation of the Company’s Chief Executive Officer (“CEO”), as well as all compensation plans in which the CEO and/or the non-employee directors may participate. The Committee shall also monitor the performance of the CEO in relation to applicable corporate goals and strategies, and make recommendations to ensure that his compensation and benefits are at appropriate levels.

Committee Composition and Meetings

The Committee shall consist of no fewer than three directors of the Company, each of whom shall meet the independence requirements of the Nasdaq Stock Market, Inc.

The Committee shall meet at least once annually, or more often as circumstances warrant.

Committee Powers, Authority, Duties and Responsibilities

1. The Committee shall consider and make recommendations to the Board of Directors (the “Board”) concerning (i) compensation for non-employee directors; and (ii) incentive compensation plans in which the CEO and/or the non-employee directors may be participants.
2. The Committee shall annually evaluate the performance of the CEO in light of the goals and objectives of the Company’s executive compensation plans and the CEO’s individual performance goals, and make compensation recommendations to the Board of Directors based on such evaluation, consistent with the terms of such employment agreement as may be approved by the Board of Directors and be in effect from time to time.
3. The Committee shall annually review and make recommendations to the Board concerning the compensation arrangements for the CEO, including (a) annual base salary amounts; (b) annual bonus arrangements, if any; (c) any long-term incentive compensation; (d) any employment agreements, and change in control and similar agreements/provisions, and any amendments, supplements or waivers to the foregoing agreements, in each case as, when and if deemed necessary or advisable; and (e) any perquisites, special or supplemental benefits. Any such recommendations shall be consistent with the terms of any employment agreement already in effect.
4. The Committee shall review and make recommendations to the Board concerning any employment agreements, salary continuation agreements or other contractual arrangements with any officers.

5. The Committee shall have the authority to retain and terminate any compensation consultant to be used to assist in the evaluation of the CEO, and director compensation, including the sole authority to approve the consultant's fees and other retention terms. The Committee shall also have authority to obtain advice and assistance from internal or outside legal, accounting, or other advisors as it deems necessary to carry out its duties. Fees will be borne by the Company.
6. The Committee shall have the ultimate responsibility for determining matters of interpretation with respect to the non-audit related portions of the Company's Code of Ethics, and for making all final decisions concerning any disciplinary actions relating to those portions of the Code.
7. The Committee may request that any directors, officers or employees of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such pertinent information as the Committee requests.
8. The Committee shall make reports to the Board at the next regularly scheduled Board meeting following the meeting of the Committee.
9. The Committee shall review and reassess the adequacy of the Charter annually and recommend any proposed changes to the Board for approval.
10. The Committee shall annually review its own performance.
11. The Committee shall have such other authority and responsibilities as may be assigned to it from time to time by the Board.

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