



Executive Committee Charter

Adopted by the Board this 24th day of April, 2012.

Organization

The Executive Committee (the "Committee") of the Board of Directors (the "Board") of Standard Parking Corporation (the "Company") shall include, but not be limited to, each then-serving Chairperson of the other committees of the Board. As of the date of organization of the Committee, those committees consist of the Audit Committee, the Compensation Committee, the Nominating and Corporate Governance Committee, and the Risk Committee. If additional committees are created by the Board from time to time, the respective chairpersons of those committees shall automatically become members of the Committee. If any chairperson of another committee resigns or is removed from his or her position as chairperson, such person shall be automatically removed from the Committee.

The Chairperson of the Board shall serve as the Chair of the Committee. The Committee member so designated shall (i) chair all meetings of the Committee; (ii) conduct the evaluation of the performance of the Chief Executive Officer; and (iii) perform such other activities as from time to time are requested by the Board or as circumstances indicate.

A quorum at any Committee meeting shall be a majority of its members. The Committee may act by written consent signed by all of its members.

The Committee shall serve at the discretion of the Board. The Committee will meet at least once annually and additionally at the call of the Chairperson whenever he or she determines there is need. The time, place and manner of meeting will be determined by the Chairperson. The Committee may request the presence of management, outside counsel, or the Company's independent auditors at any meeting where such presence is deemed necessary or desirable by the Chairperson.

Purpose

The purpose of the Committee is to exercise the powers and authority of the Board, with limitations as set forth below, during the intervals between meetings of the Board when, based on the business needs of the Company, it is desirable for the Board to meet but the convening of a special Board meeting is not warranted as determined by the Chairperson of the Board.

It is the general intention that all substantive matters in the ordinary course of business be brought before the full Board for action, but the Board recognizes the need for flexibility to act on substantive matters where action may be necessary between Board meetings which, in the opinion of the Chairperson of the Board, should not be postponed until the next previously scheduled meeting of the Board.

The Committee shall be subordinate to and responsible to the Board. Actions of the Committee shall be reported to the Board at the Board's next meeting. Recommendations regarding changes in the Chief Executive Officer's compensation shall be made to the Compensation Committee.

Committee Duties and Responsibilities

The Committee's function and policies shall remain flexible to react to changing conditions and to ensure that it is able to adequately address the matters under its purview. The Committee shall have the following duties and responsibilities:

- Exercising some or all powers of the Board between regularly scheduled meetings, except as noted below in "Limitations on Committee Action."
- Conducting the evaluation of the performance of the Chief Executive Officer, reviewing his compensation and making recommendations regarding changes in compensation to the Compensation Committee.
- Serving as a sounding board for management on emerging issues, problems and initiatives.

Reporting to the Board at the Board's next meeting on any official actions it has taken.

Limitations on Committee Action

The Committee shall not have the powers of the Board for:

- those matters which are expressly delegated to another committee of the Board;
- matters which, under the General Corporation Law of Delaware ("DGCL"), the Company's Certificate of Incorporation (the "Certificate") or By-Laws cannot be delegated by the Board to a committee;
- approving or adopting, or commending to the stockholders, any action or matter expressly required by the DGCL or the Certificate to be submitted to the stockholders;
- adopting, amending or repealing any By-Law of the Company;
- electing officers or filling vacancies on the Board or any committee of the Board; and
- declaring a dividend, authorizing the issuance of stock (except pursuant to specific authorization by the Board), or such other powers as the Board may from time to time eliminate.

Resources and Authority

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate and approve the fees and other retention terms of special counsel or other experts or consultants, as it deems appropriate, without seeking approval of the Board or management. Except as expressly provided in this Charter or in the by-laws of the Company, or as otherwise provided by law or the requirements of NASDAQ, the Committee shall fix its own rules of procedure. The Committee may form and delegate authority to subcommittees when appropriate.