

## **AMERISTAR CASINOS, INC.**

### **Compensation Committee Charter**

#### **1. Authority and Mission**

The Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Ameristar Casinos, Inc. (the “Company”) is a standing committee of the Board which acts on behalf of the Board in setting the general compensation policies of the Company and determining the specific compensation levels for the Chief Executive Officer (the “CEO”) and other executive officers of the Company. The Committee is also responsible for administering the Company's stock incentive plans and such other compensation plans for executive officers as the Company may establish from time to time.

#### **2. Composition**

The Committee shall consist of at least three directors designated from time to time by the Board, each of whom shall be (i) an "independent director," as that term is defined in the Nasdaq Marketplace Rules, as determined by the Board, (ii) a "non-employee director," as that term is defined in Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and (iii) an "outside director," as that term is defined in Section 162(m) of the Internal Revenue Code of 1986, as amended. The Board may designate one of the Committee members to be Chairperson. In the absence of the Board's designation of a Chairperson, the members of the Committee may designate a Chairperson by majority vote of the full Committee.

#### **3. Meetings**

- (i) The Committee shall meet at least annually in conjunction with a regularly scheduled meeting of the Board, and may meet more frequently from time to time as required. The Committee shall report its activities to the full Board. At its discretion, the Committee shall have the right to meet in executive session, without any members of management present.
- (ii) The Committee shall have the right to retain at the Company's expense and meet privately with independent counsel, advisers and benefit specialists, as needed.

- (iii) The Committee shall keep minutes reflecting all actions of the Committee and such minutes shall be circulated to all members of the Board. The minutes shall be maintained with the Company's minute books.
- (iv) The Committee shall conduct its affairs pursuant to and in accordance with the applicable provisions in effect from time to time of the Nevada General Corporation Law (Chapter 78 of the Nevada Revised Statutes) and the Articles of Incorporation and Bylaws of the Company insofar as they relate to committees of the Board.

#### **4. Duties and Responsibilities**

The duties and responsibilities of the Committee shall be as follows:

- (i) To establish the executive compensation and benefits philosophy and strategy for the Company, in consultation with the CEO.
- (ii) To review and, as deemed appropriate, adopt, approve or ratify compensation plans or programs covering the Company's executive officers.
- (iii) To review the recommendations of the CEO with respect to the individual amounts and types of compensation of each executive officer of the Company, and approve such individual compensation, including the terms of any employment agreements with executive officers.
- (iv) To determine performance measures and, if applicable, goals for measuring corporate performance, in consultation with the CEO.
- (v) To evaluate the performance of the CEO on at least an annual basis and set compensation performance standards for the CEO.
- (vi) To approve the terms of all stock option and other stock incentive awards, which authority the Committee, by majority vote, may delegate to one or more individual members of the Committee, and otherwise to administer all stock incentive plans.
- (vii) To prepare or approve the Compensation Committee report on executive compensation to be included in any proxy statement. The Committee shall also review and discuss with management the Compensation Discussion and Analysis required by Item 402 of Securities and Exchange Commission Regulation S-K. Based on such review and discussion, the Committee shall determine whether to recommend to the Board that the Compensation Discussion and Analysis be included in the Company's annual meeting proxy statement.
- (viii) To select participants for the Company's Deferred Compensation Plan, which authority the Committee, by majority vote, may delegate to one or more individual members of the Committee, and otherwise to administer the Deferred Compensation Plan.

- (ix) To perform any other activities consistent with this Charter, the Company's Articles of Incorporation and Bylaws and applicable law as the Committee or the Board deems appropriate.

Effective January 26, 2007

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