

Corporate Governance Committee Charter

A. Purpose

The Corporate Governance Committee (the "Committee") shall assist the Board of Directors ("Board"): (i) in identifying qualified individuals to become Board members, (ii) in determining the composition of the Board and its committees, (iii) in monitoring Board effectiveness, (iv) in developing a set of corporate governance principles applicable to the Company.

B. Organization

The Committee shall consist of three or more directors all of whom shall meet the independence requirements of the New York Stock Exchange listing standards and applicable law. Members of the Committee and the Committee Chair shall be appointed by the Board and may be removed by the Board in its discretion. The Committee shall have the authority to delegate to subcommittees as appropriate.

C. Responsibilities

The Committee shall have the following authority and responsibilities:

1. Review and assess the adequacy of the Company's principles and practices on corporate governance including the development and recommendation of corporate governance principles applicable to the Company and recommend any proposed changes to the Board for approval.
2. Review the overall composition of the Board, taking into consideration such factors as business experience and specific areas of expertise of each Board member and diversity considerations, and make recommendations to the Board as necessary.
3. Recommend to the Board the number, identity and responsibilities of Board committees and the Chair and members of each committee. This shall include advising the Board on committee appointments and removal from committees or from the Board, and committee structure and operations.
4. Consider criteria for identifying and selecting individuals who may be nominated for election to the Board, which shall reflect at a minimum all applicable laws, rules, regulations and listing standards, including a potential candidate's education and experience, areas of expertise, diversity of experience with respect to other Board members, and other factors relevant to the overall composition of the Board and the oversight of the Company.
5. Recommend to the Board the slate of nominees for election to the Board and the individuals to serve as proxies at the Company's annual meeting of stockholders and individuals to be considered for appointment to the Board to fill a vacancy by resolution of the Board in accordance with the Articles of Incorporation. The Committee shall have sole authority to retain and terminate any consultant or search firm used to identify director candidates, including sole authority to approve the search firm's fees and other retention terms.
6. Consider unsolicited nominations for Board membership in accordance with guidelines developed by the Committee.
7. Develop and conduct an annual Board self-evaluation process and report annually to the Board on the results of that process together with the Committee's evaluation of the Board's performance and the performance of the Board committees.
8. Resolve any conflicts of interest involving directors or executive officers if they arise.
9. Review the affiliations of directors and nominees for any potential conflicts of interest and, if there are any such conflicts, make recommendations to the Board with respect to the determination of director independence.

10. Review and make recommendations to the Board concerning compensation arrangements for non-employee members of the Board.
11. Carry out such other duties and have such authority as shall be assigned or granted by the Board or be required or granted by applicable law or the rules of the New York Stock Exchange.
12. Obtain advice and assistance from outside, internal legal, accounting, search firms or other advisors as the Committee deems necessary to carry out its duties.
13. Receive appropriate funding, as determined by the Committee, from the Company for payment of compensation to the outside legal, accounting, search firms or other advisors employed by the Committee.

D. Meetings

The Committee shall meet at least three times each year and at such other times as it deems necessary to fulfill its responsibilities. The Committee shall report regularly to the Board with respect to its activities and make recommendations to the Board as appropriate.