Corporate Governance Committee Charter

Amended and Restated May 9, 2013

I. Purpose

The purpose of the Corporate Governance Committee is to identify (consistent with criteria approved by the Board), screen and recommend to the Board of Directors appropriate candidates to serve as Directors of the Company, to periodically review the Company's succession plans and to oversee the process for evaluating the performance of the Board and management and to develop, recommend to the Board and monitor corporate governance guidelines applicable to the Company.

II. Organization

A. Composition and Qualifications

The Corporate Governance Committee shall be appointed by the Board of Directors from time to time and shall consist of three or more directors, each of whom shall meet the independence requirements of the New York Stock Exchange. The Board of Directors shall appoint one member of the Corporate Governance Committee as the Chair.

B. Meetings / Minutes / Reports

1. The Corporate Governance Committee shall meet at least semi-annually, or more frequently if circumstances dictate.

2. The Chair (or in his or her absence, a member designated by the Chair) shall preside at all meetings of the Corporate Governance Committee. The Chair shall be responsible for leadership of the Committee, including scheduling meetings, preparing agendas and making regular reports to the Board of Directors.

3. The Corporate Governance Committee shall have complete access to management. The Corporate Governance Committee may invite members of management or others to attend the Committee's meetings and provide pertinent information as appropriate.

4. Minutes of each Corporate Governance Committee meeting shall be prepared and sent to all Corporate Governance Committee members.

5. The Corporate Governance Committee shall evaluate and assess the effectiveness of the Committee and the adequacy of this Corporate Governance Committee Charter on an annual basis and recommend any proposed changes to the Board of Directors.

C. Authority

The Corporate Governance Committee shall have the authority to retain and approve the fees and retention terms of external legal or other advisors, as it deems appropriate. The Company shall provide for appropriate funding, as determined by the Committee, for compensation of any advisors employed by the Committee and for administrative expenses of the Committee.

III. Responsibilities and Duties

A. Board Matters

1. The Corporate Governance Committee shall develop and recommend to the Board of Directors for approval, criteria to identify, assess the qualifications of and evaluate candidates for the Board of Directors. Such criteria include the possession of such knowledge, experience, skills, expertise and diversity so as to enhance the Board's ability to manage and direct the affairs and business of the Company, including, when applicable, to enhance the ability of committees of the Board to fulfill their duties and/or to satisfy any independence requirements imposed by law, regulation or NYSE listing requirement. Based on such criteria and evaluation, the Committee shall recommend to the Board of Directors candidates to be elected by the shareholders at each annual shareholders' meeting, and as necessary to fill vacancies and newly created directorships.

2. The Corporate Governance Committee shall evaluate the contributions and independence of incumbent Directors to determine whether to recommend them for reelection. Based on such evaluation, the Committee shall recommend to the Board of Directors candidates for reelection to the Board at each annual shareholders' meeting.

3. The Corporate Governance Committee shall establish a procedure for the consideration of Board candidates recommended by the Company's shareholders.

4. The Corporate Governance Committee shall make recommendations to the Board of Directors concerning the structure, composition and functioning of the Board and its committees, and shall recommend to the Board candidates for appointment to Board committees.

5. The Corporate Governance Committee shall review the compensation of directors for service on the Board and its Committees and recommend changes in compensation to the Board.

6. The Corporate Governance Committee shall monitor compliance by directors and executive officers with the Company's stock ownership guidelines.

B. Governance Guidelines

1. The Corporate Governance Committee shall develop and recommend to the Board of Directors a set of corporate governance guidelines.

2. The Corporate Governance Committee shall at least annually review and assess the adequacy of the Corporate Governance Guidelines of the Company and recommend any proposed changes to the Board of Directors for approval.

C. Succession Planning

The Corporate Governance Committee shall periodically review the Company's succession plans with respect to the Chief Executive Officer.

D. Evaluations

The Corporate Governance Committee shall determine the process for and facilitate the annual evaluation of the Board of Directors and its Committees. The Committee shall review the evaluation, report to the Board of Directors with respect to the evaluation and make recommendations to the Board regarding any proposed changes.