



## Nominating and Corporate Governance Committee Charter

### Committee Membership

The Nominating Committee will consist of no fewer than three members of the Board. Members of the Nominating Committee will be appointed and may be removed by the Board. All members of the Nominating Committee will meet the independence requirements of the New York Stock Exchange.

### Committee Powers, Authority, Duties and Responsibilities

1. The Nominating Committee will recommend nominees to the Board for the next annual meeting of stockholders and to fill any vacancies on the Board. This responsibility includes working with the full Board to establish criteria for Board membership, reviewing candidates' qualifications and any potential conflicts with the Company's interests, assessing the contributions of current directors in connection with their re-nomination, and making recommendations to the full Board with respect to these matters and with respect to the removal of a director. In the event that the Company is legally required by contract or otherwise to provide third parties with the ability to designate directors, the selection and nomination of such directors need not be subject to the process set forth herein.
2. The Nominating Committee will select individuals as director nominees who will have the highest personal and professional integrity, who will have demonstrated exceptional ability and judgment and who will be most effective, in conjunction with the other nominees to the Board, in collectively meeting the Company's strategic needs and serving the long-term interests of the stockholders. In selecting director nominees, the Nominating Committee will assess the director's qualifications as independent, as well as consider skills, knowledge, perspective, broad business judgment and leadership, relevant specific industry or regulatory affairs knowledge, business creativity and vision, experience, availability of service, age and diversity, all in the context of the needs of the Board at that time.
3. The Nominating Committee will review the Board's committee structure and recommend to the Board for its approval directors to serve as members of each committee. The Nominating Committee will review and recommend committee composition annually and will recommend additional committee members to fill vacancies as needed.
4. The Nominating Committee will develop and recommend to the Board a set of corporate governance principles applicable to the Company. The Nominating Committee will periodically review the principles and recommend changes as necessary to the Board.
5. The Nominating Committee will advise the Board periodically with respect to the Company's compliance with its corporate governance principles and applicable laws and regulations, and make recommendations to the Board on matters of corporate governance and on any corrective action to be taken, as the Nominating Committee may deem appropriate.
6. The Nominating Committee will establish policies for new director orientation and establish policies for the continued education of directors already on the Board.
7. The Nominating Committee will conduct an appropriate review of all related person transactions for potential conflict of interest situations on an ongoing basis and be responsible for approving all such transactions. The related person transactions subject to Nominating Committee review and approval are transactions required to be disclosed pursuant to Item 404 of Regulation S-K promulgated by the Securities and Exchange Commission or subject to prior review under any Related Person Transactions Policy adopted from time to time.
8. The Nominating Committee will periodically conduct a review of directors' affiliations and transactions that could raise conflict of interest issues.
9. The Nominating Committee will establish procedures to help stockholders communicate with non-management directors.
10. The Nominating Committee will make recommendations to the Board about succession planning for the Chief Executive Officer.
11. The Nominating Committee will meet as often as it determines but no less than quarterly. The Nominating Committee will establish a schedule of meetings to be held each year and may schedule additional meetings as it determines.
12. The Nominating Committee may delegate its authority to members as the Nominating Committee deems appropriate, except that any delegate will report any actions taken by the delegate to the whole Nominating Committee at its next

regularly scheduled meeting.

13. The Board shall appoint a chairman of the Nominating Committee. The chairman will be responsible for leadership of the Nominating Committee, including preparing the agenda, presiding over the meetings, making committee assignments and reporting for the Nominating Committee to the Board at its next regularly scheduled meeting following the meeting of the Nominating Committee.
14. The Nominating Committee will have full access to all books, records, facilities and personnel of the Company. The Nominating Committee will have the sole authority to retain and terminate any search firm to be used to identify and evaluate director candidates, including sole authority to approve the search firm's fees and other retention terms. The Nominating Committee also will have authority to obtain advice and assistance from internal or outside legal, accounting or other advisers it determines necessary to carry out its duties. The Company will provide appropriate funding, as determined by the Nominating Committee in its sole reasonable opinion, for payment of the compensation of such search firm and of any advisers retained by the Nominating Committee, as well as reasonable ordinary administrative expenses of the Nominating Committee that are necessary or appropriate in carrying out its duties.
15. The Nominating Committee will review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
16. There will be an annual performance evaluation of the Nominating Committee.
17. The Nominating Committee will oversee the annual evaluation process for the Board and the other committees of the Board.
18. The Nominating Committee will have such other authority and responsibilities as may be assigned to it from time to time by the Board.