



Strategic Planning Committee Charter

Purpose

The Strategic Planning Committee (the "Committee") of the Board of Directors shall assist the Board in fulfilling its responsibilities to develop, approve and monitor the Company's strategies and strategic plan.

Membership

The Committee shall consist of at least three members, a majority of whom, including the Committee Chairman, shall not be employees of the Company or any of its subsidiaries. The Board shall appoint one member of the Committee as Chairman. The Committee and its Chairman shall be appointed annually by the Board.

Meetings and Structure

The Committee shall meet at such times as are deemed appropriate by the Chairman of the Committee, any two members of the Committee, the Chairman of the Board or the Chief Executive Officer.

The Chairman of the Committee shall be responsible for preparing the agenda, presiding over meetings and coordination of reporting to the Board. In the absence of the Chairman of the Committee, the responsibilities of the Chairman may be performed by any other member of the Committee.

Authority and Responsibilities

The Committee shall act as a liaison between the Board and management. The Committee shall, from time to time, as requested by the Board or when the Committee considers it appropriate:

- Review with management the process for development, approval and modification of the Company's strategy and strategic plan.
- Review with management the key issues, options and external developments impacting the Company's strategy.
- Report regularly to the Board and facilitate an annual review of the Company's strategy and strategic options.
- Assure that the Board has the opportunity for timely and thorough review of the Company's strategy development and strategic plan.
- Meet with management periodically to monitor the Company's performance and ensure the Board is regularly apprised of the Company's progress with respect to implementation of the approved strategy.
- Monitor enterprise risks assigned to the Committee by the Board under the Company's Enterprise Risk Management program and report thereon to the Board.

At least annually, the Committee shall assess its own performance and the adequacy of this Charter. The Committee shall report the results of the reviews to the Board and, if considered appropriate, make recommendations to the Board to amend the Charter.

The Committee shall perform such other duties and responsibilities as specified by the Board from time to time.

Authority to Retain Experts

The Committee shall have the authority, to the extent it deems necessary or appropriate, to retain, dismiss or replace independent advisors to assist it in fulfilling its responsibilities. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to any advisors employed by the Committee.