

OUR NOMINATING & GOVERNANCE COMMITTEE CHARTER

This charter is intended as a component of the flexible governance framework within which the board of directors, assisted by its committees, directs the affairs of the company. While it should be interpreted in the context of all applicable laws, regulations, and listing requirements, as well as in the context of the company's certificate of incorporation and bylaws, it is not intended to establish by its own force any legally binding obligation

Purpose

The nominating & governance committee is appointed by the board of directors

- to assist the board by identifying individuals qualified to become board members, consistent with criteria approved by the board, and to recommend to the board the director nominees for the next annual meeting of shareholders;
- to recommend to the board our corporate governance guidelines;
- to lead the board in its annual review of the board's performance; and
- to recommend to the board director nominees for each committee.

Committee membership

The committee

- will consist of no fewer than three members;
- will meet the independence requirements of the New York Stock Exchange; and
- will be appointed and replaced by the board.

Committee authority and responsibilities

The committee

- will have the sole authority to retain, compensate, and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm's fees and other retention terms;
- will have authority to obtain advice and assistance from internal or external legal, accounting or other advisors;

- will actively seek and identify individuals qualified to become board members for recommendation to the board;
- will review candidates recommended by our shareholders;
- will recommend to the board director nominees to be presented for stockholder approval at the annual meeting;
- will recommend to the board director nominees to fill vacancies of the board as necessary;
- will review with the board on an annual basis the requisite skills and characteristics of new board members as well as the composition of the board as a whole;
- will review with the board on an annual basis the experience, qualifications, attributes or skills that qualify each director to continue to serve as a member of the board;
- will receive comments from all directors and report annually to the board with an assessment of the board's performance, to be discussed with the full board following the end of each fiscal year;
- will monitor and recommend the functions of the various committees of the board;
- will review and reassess the adequacy of the corporate governance guidelines of the company and recommend any proposed changes to the board for approval;
- will annually report to the board on succession planning;
- may form and delegate authority to subcommittees when appropriate;
- will make regular reports to the board;
- will review and reassess the adequacy of this charter annually and recommend any proposed changes to the board for approval;
- will annually review its own performance;
- will consider and resolve questions of possible conflicts of interest of board members and of the company's senior executives; and

- may perform any other activities consistent with this charter, the company's bylaws, and governing laws, as determined to be necessary or appropriate by the board or the nominating & governance committee.

Revised and Amended effective December 11, 2012