



**EXECUTIVE COMMITTEE  
OF THE BOARD OF DIRECTORS  
CHARTER**

As authorized in the By-Laws and implemented by Resolution of the Board of Directors, an Executive Committee has been established for the purpose of assisting the Board in fulfilling its oversight responsibilities.

**The Goals and Responsibilities of the Committee:**

When the Board of Directors is not in session, the Committee shall exercise all of the authority of the Board of Directors, including without limitation the authority to declare and pay dividends on the Corporation's stock, except that the Committee shall not have authority of the Board of Directors in the following instances:

To approve or adopt, or recommend to shareholders, any action or matter expressly required under the Delaware General Corporation Law to be submitted to shareholders for approval.

To adopt, amend or repeal any by-law of the Corporation.

**Meetings:**

The Committee shall meet as the Chairman of the Committee may deem necessary. Other directors may attend the meetings.

**Membership:**

The Chairman of the Board of Directors of the Corporation shall be a member of the Executive Committee and shall be its Chairman. The Board shall designate at least three additional directors to serve on the Executive Committee. A majority of the members of the committee shall qualify as Independent Directors, as defined in Article III, Section 12 of the By-Laws of the Corporation.