

Nominating and Governance Committee Charter

Organization

The Board of Directors will appoint a Nominating and Governance Committee consisting of at least three independent Directors of the Board in good standing, designating one member as Chairperson. All members of the Committee, regardless of the total number of members on the Committee, will be independent Directors. Members will be considered independent if they satisfy the independence requirements as set forth in the NASDAQ Corporate Governance Listing Standards and Rule 10A-3 of the Exchange Act.

In addition to satisfying independence standards, members of the Committee will have the experience, in the business judgment of the Board, to effectively address the matters delegated to the Committee.

The Committee will meet at least quarterly. The Committee will report regularly to the Board of Directors with respect to the fulfillment of responsibilities and duties as outlined in this Charter.

Purpose

The primary purpose of the Committee is to provide guidance and support to the Board of Directors in matters pertaining to the overall governance of the Board, the practices and procedures used by the Board in the fulfillment of its duties and the periodic evaluation of the effectiveness of the Board and its individual members.

Activities of the Committee are focused on:

- The identification of qualified candidates for election or reelection as Directors of the Company.
- Evaluation and recommendation of Directors for membership on the standing Committees of the Board.
- Ensuring that the size, composition and practices of the Board and its Committees are structured in a way that best serves the objectives of the Company and the interests of the Shareholders.

In the performance of its duties, the Committee will consider the character and capacities of the members of the Board, taken not only individually but with consideration of their collective breadth and depth of knowledge and experience. As such, the Committee will seek Directors based on not only their individual

qualifications and experience but their contributions to the overall functioning of the Board. The Committee will seek Directors that can represent the balanced and best interests of the Shareholders, employees, customers, vendors and the communities in which the Company owns or operates facilities.

The Committee will have the authority to retain and compensate outside legal counsel or other advisors it considers necessary to fulfill the duties and responsibilities as outlined in this Charter.

Duties and Responsibilities

The principal duties and responsibilities of the Committee are as follows:

- The Committee will consider the size and composition of the Board and its Committees with respect to the operating requirements of the Company and to assure that the proper skills and experience are represented on the Board and its Committees.
- The Committee will regularly assess the functioning of the Board and make recommendations to the Board as deemed appropriate concerning the structure, composition and functioning of the Board and its Committees.
- Prior to the annual meeting of shareholders at which Directors are to be elected, the Committee will recommend to the Board for nomination by the Board such candidates as the Committee, in the exercise of its judgment, has found to be qualified, willing and available to serve. In considering candidates for election to the Board, the Committee will include the following factors:
 - Each candidate will be recommended without regard to sex, race, age, religion or national origin.
 - Each candidate must be an individual that has consistently demonstrated the highest character and integrity.
 - Each candidate must have demonstrated professional and managerial proficiency, an openness to new and unfamiliar experiences and the ability to work in a team environment.
 - Each candidate must be free of any conflicts of interest which would violate applicable law or regulation or interfere with the proper performance of the responsibilities of a Director.
 - Each candidate should possess substantial and significant experience which would be of particular relevance to the Company and the Shareholders in the performance of the duties of a Director.

- Each candidate must demonstrate commitment to the responsibilities of being a Director, including the investment of the time, energy and focus required to carry out the duties of a Director.
- During the period between the annual meetings of shareholders, the Committee will recommend to the Board nominees to be elected by the Board to fill vacancies occurring on the Board or its Committees.
- The Committee will recommend to the Board candidates for election to the Board Committees including recommendations for the chairperson of each Committee. The recommendation will occur as soon as possible following the election of the Board by the Shareholders at the annual meeting.
- The Committee will develop and adopt a policy and procedure regarding the submission, receipt and consideration of candidates recommended by Shareholders to be presented to Shareholders for election to the Board at the annual meeting.
- The Committee will review, at least annually, the performance of each Director currently serving on the Board and consider the results of the evaluation when determining whether or not to recommend the nomination of such Director for an additional term.
- The Committee will oversee the Board in the Board's annual review of its performance, including its composition and organization, and provide appropriate recommendations to enhance Board performance.
- The Committee will perform an evaluation of its performance at least annually to determine whether or not it is functioning effectively. The evaluation will include input from the full Board of Directors and management.
- The Committee will review and reassess the Charter at least annually and will obtain approval of the Charter from the Board.