

CORPORATE GOVERNANCE/NOMINATING COMMITTEE**CHARTER****Purpose**

The Corporate Governance/Nominating Committee is appointed by the Board (1) to recommend to the Board the corporate governance guidelines and policies applicable to the Company; (2) to assist the Board by identifying individuals qualified to become Board members, and to recommend to the Board the director nominees for the next annual meeting of shareholders; (3) to lead the Board in its annual review of the Board's performance; and (4) to recommend to the Board director nominees for each committee.

Committee Membership

The Corporate Governance/Nominating Committee shall consist of no fewer than three members all of whom shall be independent, outside directors.

The members of the Corporate Governance/Nominating Committee shall be appointed and replaced by the Board.

Committee Authority and Responsibilities

1. The Committee shall review and reassess the adequacy of Corporate Governance of the Company and recommend any proposed changes to the Board for approval.
2. The Committee shall recommend competencies, skills, and experience desired for new directors; better define the job description and expectations for directors. The Committee will seek, select, and interview individuals qualified to become board members for recommendation to the Board.
3. The Committee shall have authority to retain and terminate any search firm to be used to identify director candidates. The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting, or other advisors.
4. The Committee should provide for proper training and orientation of new directors.
5. The Committee should recommend board member and committee compensation.
6. The Committee shall receive comments from all directors and report annually to the Board with an assessment of Board and Committee performance, to be discussed with the full Board following the end of each fiscal year.
7. The Committee shall make regular reports to the Board.
8. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Committee shall annually review its own performance.