

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

I. PURPOSE

- A. The Nominating and Corporate Governance Committee (the “Committee”) is established by the Board of Directors (the “Board”) for the primary purpose of:
- (i) identifying individuals qualified to become Board members;
 - (ii) recommending to the Board, for its approval, the director nominees for election at any annual or special meeting of the Company’s stockholders or to fill any vacancy in the Board or any of its standing committees;
 - (iii) overseeing the implementation of policies and procedures that are intended to assure that the Board, including its standing committees, will be appropriately constituted and organized to meet its fiduciary obligations to the Company;
 - (iv) evaluating, monitoring and making recommendations to the Board with respect to the corporate governance policies and procedures of the Company;
 - (v) overseeing the Company’s compliance with legal and regulatory requirements pertaining to corporate governance, including the corporate governance listing requirements of the New York Stock Exchange (“NYSE”); and
 - (vi) overseeing such other matters as the Board deems appropriate and in the best interest of the Company.
- B. The Committee has the authority to obtain advice and assistance from outside legal, accounting, governance or other advisors as it deems appropriate to perform its duties and responsibilities. The Company shall provide appropriate funding, as determined by the Committee, for compensation to any advisors that the Committee chooses to engage.
- C. The Committee will primarily fulfill its responsibilities by carrying out the activities enumerated in Section III of this Charter.

II. COMPOSITION AND MEETINGS

- A. The Committee shall consist of at least three members, all of whom shall be “independent directors,” as that term is defined in Section 303A.02 of

the NYSE Listed Company Manual, and one of whom shall serve as Chairperson of the Committee.

- B. The members of the Committee shall be elected by the Board annually. In selecting the members of the Committee, the Board will determine that each member has the appropriate experience, independence and interest to carry out his/her duties and responsibilities. Committee members may be removed and replaced by, and in the sole discretion of, the Board by majority vote.
- C. If not designated by the Board, the members of the Committee shall designate the Chairperson by majority vote of the members of the Committee. Simultaneous service on more than one of the Company's committees shall not impair the ability of any director to effectively serve on the Committee.
- D. The Committee shall meet regularly. In addition, the Committee shall hold other meetings at such times and places as it deems appropriate or necessary.
- E. The Committee shall report to the Board following regular meetings, and at such other times as circumstances warrant.
- F. The Committee should meet periodically with management to discuss any matters that the Committee or management believe should be discussed.
- G. The Corporate Secretary, or a designee thereof, shall record and keep minutes of all Committee meetings.
- H. The Committee may form and delegate authority to subcommittees when and as the Committee deems necessary and appropriate, except as may be otherwise provided by this Charter or specifically prohibited by action of the full Board.

III DUTIES AND RESPONSIBILITIES

The Committee, subject to approval by the entire Board, shall:

- A. Review and assess the adequacy of this Charter at least annually and recommend to the Board for approval any necessary amendments as conditions dictate.
- B. Develop and recommend to the Board specific guidelines and criteria for membership on the Board and each of its standing committees, such as depth of experience, industry background and knowledge, balance of

business interest and experience, relationship with management, ownership of interests in the Company, the independence and expertise standards mandated by the SEC Rules and the NYSE Listed Company Manual and any other applicable federal or state laws, rules and regulations.

- C. Identify individuals qualified to become members of the Board, consistent with criteria approved by the Board.
- D. Recommend to the Board (i) those persons to be nominated for membership on the Board who shall be submitted to the stockholders for election at each Annual Meeting of stockholders, (ii) the nominees for directors to be elected by the Board to fill vacancies and newly created directorships and (iii) those members of the Board to be appointed for membership on each of the Board's committees. The Committee shall review and recommend committee slates annually and shall recommend additional committee members to fill vacancies as needed.
- E. Develop a pool of potential director candidates for consideration in the event of a vacancy in the Board.
- F. Develop, administer and oversee compliance with the Company's Code of Conduct and oversee and review such code and recommend changes as necessary.
- G. Recommend to the Board for approval a set of corporate governance guidelines and oversee and review such guidelines and recommend changes as necessary.
- H. Consider the performance of incumbent members of the Board and its standing committees in determining whether to recommend that they be nominated for reelection.
- I. Oversee the evaluation of the Board and its committees, which may include developing and recommending an annual self-evaluation process of the Board and its committees.
- J. Make annual recommendations to the Board regarding corporate governance matters and practices including in respect of the effectiveness of the Board, its committees and individual directors.
- K. Oversee the evaluation of the Company's management.

- L. In light of the operating requirements of the Company, make recommendations to the Board annually concerning the size, composition and structure of the Board, including but not limited to:
- (i) retirement policies for non-employee directors;
 - (ii) the desirable ratio of employee and non-employee directors;
 - (iii) the desirability of diversity on the Board;
 - (iv) the need for particular strengths and areas of expertise;
 - (v) the appropriate level and forum of interaction between management and other employees and members of the Board;
 - (vi) the number of Board meetings per year; and
 - (vii) the format of Board meetings (including non-Board member attendance).
- M. From time to time, undertake a review of Board member compensation and recommend changes as necessary.
- N. In cooperation with the Chairs of the Committees, review and make recommendations to the Board regarding the nature and duties of the Board committees, including but not limited to:
- (i) the charter, duties and powers of Board committees according to existing and planned Company objectives;
 - (ii) the number of committee meetings per year;
 - (iii) the format of committee meetings and making recommendations for the improvement of such meetings;
 - (iv) the need for particular strengths and areas of expertise on each of the committees;
 - (v) the appropriate level and forum of interaction between management and other employees and each of the committees;
 - (vi) the term of office for committee members; and
 - (vii) if deemed desirable, a policy of periodic rotation of directors among the committees, and any limitations on the number of

consecutive years a director should serve as a member of any one Board committee.

- O. Undertake the following responsibilities relating to officers:
 - (i) review and approve officers' standing for election for outside for-profit boards; and
 - (ii) nominate appropriate individuals for corporate officer positions.
- P. Act as administrator of the 2002 Director Stock Grant Plan and any successor or replacement plan.
- Q. Retain and terminate any search firm to be used to assist the Committee in identifying candidates for election as directors and have the authority to approve the search firm's fees and other retention terms.
- R. Annually, perform a self-assessment relative to the Committee's purpose, duties and responsibilities outlined herein.
- S. Have such additional authority, duties and responsibilities as may be granted or assigned to the Committee by the Board from time to time or as may be designated in any documents governing the Company.