



CORPORATE GOVERNANCE COMMITTEE CHARTER

PURPOSE

The purpose of the Corporate Governance Committee is to (i) identify and recommend to the Board individuals qualified to be nominated for election to the Board, (ii) recommend to the Board the members and Chair for each Board committee and (iii) periodically review and assess the Corporation's corporate governance principles contained in this Charter and make recommendations for changes thereto to the Board.

COMMITTEE MEMBERSHIP

The Committee shall consist of no fewer than three directors as determined by the Board.

All of the members of the Committee shall meet the applicable independence requirements of the law, including Sarbanes-Oxley, rules promulgated by the SEC and rules promulgated by such stock exchange or over-the-counter market who may have jurisdiction over the Corporation, from time to time, except to the extent that any such rules permit a director who is not independent pursuant to such rules to be a member of the Corporate Governance Committee.

The members and Chair of the Committee shall be appointed and may be removed by the Board.

EXTERNAL ADVISORS

The Committee shall have the authority to (i) retain, at the Corporation's expense, a search firm and other expert advisors as it deems necessary to fulfill its responsibilities and (ii) determine, on behalf of the Corporation, the compensation of such advisors.

NOMINATION RESPONSIBILITIES

The following functions shall be the common, recurring activities of the Committee in carrying out its duties:



- (a) The Committee shall lead the Corporation's search for individuals qualified to become members of the Board;
- (b) The Committee shall evaluate and recommend to the Board for nomination candidates for election or reelection as directors;
- (c) In the event of a vacancy on the Board, or if the Committee becomes aware of a pending vacancy and the Board determines that such vacancy shall be filled by the Board, the Committee shall recommend to the Board a qualified individual for appointment to the Board;
- (d) The Committee shall establish and oversee appropriate director orientation and continuing education programs; and
- (e) In assessing the qualification of a candidate, the Committee generally shall observe the following guidelines:
 - (i) The Committee shall bear in mind any SEC or such stock exchange or over-the-counter market who may have jurisdiction over the Corporation, from time to time, rules on independence and such other factors as it deems advisable;
 - (ii) Directors shall not be a director, consultant or employee of or to any competitor of the Corporation;
 - (iii) In considering candidates the Committee shall consider their other obligations and time commitments and their ability to attend meetings in person; and
 - (iv) To avoid potential conflicts of interest, interlocking directorships will not be allowed. Interlocking directorships shall be deemed to occur if a senior executive officer of the Corporation serves on the board of or as a trustee of a



corporation or institution that employs one or more directors (i.e., reciprocal directorships).

CORPORATE GOVERNANCE RESPONSIBILITIES

The following functions shall be the common, recurring activities of the Committee in carrying out its duties:

- (a) The Committee shall, from time to time, as the Committee deems appropriate, make recommendations to the Board regarding an appropriate organization and structure for the Board;
- (b) The Committee shall, from time to time, as the Committee deems appropriate, evaluate the size, composition, membership qualifications, scope of authority, responsibilities, reporting obligations and charters of each committee of the Board;
- (c) The Committee shall periodically review and assess the adequacy of the Corporation's corporate governance principles as contained in this Charter. Should the Committee deem it appropriate, it may develop and recommend to the Board for adoption of additional corporate governance principles;
- (d) The Committee shall periodically review the Corporation's Certificate of Incorporation and Bylaws in light of existing corporate governance trends, and shall recommend any proposed changes for adoption by the Board or submission by the Board to the Corporation's stockholders;
- (e) The Committee may make recommendations on the structure and logistics of board meetings and may recommend matters for consideration by the Board;
- (f) The Committee shall consider, adopt and oversee all processes for evaluating the performance of the Board of Directors, each committee and individual directors; and
- (g) The Committee shall annually review and assess its own performance.



GENERAL

The Committee shall perform any other duties or responsibilities delegate to the Committee by the Board from time to time.

The Committee shall report regularly to the Board.
