

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER – SECTION 3.17 OF CORPORATION’S BY-LAWS

3.17 Nominating and Corporate Governance Committee. There shall be a Nominating and Corporate Governance Committee of the Board of Directors. The purposes of the Committee are to: (1) identify individuals qualified and suitable to become members of the Board of Directors and its committees and recommend to the Board of Directors the director nominees for each Annual Meeting of shareholders; (2) develop and recommend to the Board of Directors a set of corporate governance principles for the corporation; and (3) perform the duties and responsibilities set forth below. The provisions of this Section 3.17 shall constitute the Charter of the Nominating and Corporate Governance Committee.

Membership

(a) The Committee shall have at least three (3) members, each of whom shall meet the independence requirements of the New York Stock Exchange.

(b) The members of the Committee shall be appointed by the Board of Directors on the recommendation of the Committee, which shall recommend for Committee membership such directors as it believes are qualified. Members of the Committee shall serve at the pleasure of the Board of Directors and for such term or terms as the Board of Directors may determine.

Structure and Operations

(c) One of the members of the Committee will be designated by the Board of Directors to serve as the Committee chairperson. The affirmative vote of a majority of the members of the Committee is necessary for the adoption of any resolution. The Committee may create one or more subcommittees and may delegate, in its discretion, all or a portion of its duties and responsibilities to such subcommittees.

(d) The Committee shall meet at least twice a year, at such times and places determined by the Committee chairperson, and may have such additional meetings as the Committee chairperson or any two (2) of the Committee’s members deem necessary or desirable. The Committee may invite such members of management to its meetings as it may deem desirable or appropriate.

Duties and Responsibilities

The Committee’s duties and responsibilities shall include all of the responsibilities of a nominating and corporate governance committee under New York Stock Exchange rules, including but not limited to the following items, and such other matters as may from time to time be delegated to the Committee by the Board of Directors:

Board of Directors and Committees

(e) The Committee shall recommend to the Board of Directors appropriate criteria for the selection of new directors and shall periodically review the criteria adopted by the Board of Directors and, if deemed desirable, recommend to the Board of Directors changes to such criteria.

(f) The Committee shall identify and recommend to the Board of Directors candidates the Committee believes are qualified and suitable to serve as director consistent with criteria for selection of new directors adopted from time to time by the Board of Directors and shall recommend candidates to the Board of Directors for nomination to stand for election at each Annual Meeting of shareholders or, if applicable, at special meetings of shareholders where directors are to be elected. The Committee shall recommend persons to serve as proxies to vote proxies solicited by the Board of Directors in connection with such meetings. In the case of a vacancy in the office of a director (including a vacancy created by an increase in the size of the Board of Directors), the Committee shall recommend to the Board of Directors an individual to fill such vacancy through appointment by a majority of the corporation's directors.

(g) The Committee shall cause the names of all director candidates that are approved by the Board of Directors and appropriate disclosures regarding each candidate's particular experience, qualifications, attributes and skills to be included in the corporation's proxy materials and shall support the election of all candidates so nominated by the Board of Directors to the extent permitted by law.

(h) The Committee shall review and make recommendations to the Board of Directors concerning the composition and size of the Board of Directors and potential candidates to serve in the future on the Board of Directors.

(i) The Committee shall assist the Board of Directors in making a determination as to whether or not each director or nominee of the corporation satisfies the independence requirements relating to directors of the New York Stock Exchange and under Sections 10A(m) and 10C of the Securities Exchange Act of 1934 and any related rules and exemptions promulgated thereunder by the Securities and Exchange Commission or by other regulatory agencies under applicable law.

(j) The Committee shall review candidates for election as directors submitted by shareholders for compliance with these By-laws.

(k) The Committee shall identify Board members qualified to fill vacancies on any committee of the Board (including the Committee) and recommend that the Board appoint the identified member or members to the respective committee. In recommending a member for committee membership, the Committee shall take into consideration the factors set forth in the charter of the committee, if any, as well as any other factors it deems appropriate, including without limitation, the corporation's corporate governance principles, the consistency of the member's experience, qualifications, attributes and

skills with the goals of the committee and the interplay of the member's experience, qualifications, attributes and skills with those of the other committee members. The Committee shall consider committee candidates proposed by management, members of the Committee, other members of the Board of Directors and shareholders.

(l) The Committee shall periodically review the compensation of the corporation's directors and make recommendations to the Board of Directors with respect thereto. In evaluating the compensation of directors who are members of the corporation's Audit Committee, the Committee shall take into consideration, without limitation, the independence requirements for audit committee members under the New York Stock Exchange rules and Section 10A of the Securities Exchange Act of 1934 and any related rules or regulations promulgated thereunder by the Securities and Exchange Commission. In evaluating the compensation of directors who are members of the corporation's Compensation and Development Committee, the Committee shall take into consideration, without limitation, the independence requirements for compensation committee members under the New York Stock Exchange rules and Section 10C of the Securities Exchange Act of 1934 and any related rules or regulations promulgated thereunder by the Securities and Exchange Commission or by other regulatory agencies under applicable law.

Oversight and Corporate Governance

(m) The Committee shall establish procedures and shall exercise oversight of the annual self-evaluation of the Board of Directors.

(n) The Committee shall oversee the system of corporate governance of the corporation, including: (i) developing and recommending to the Board of Directors a set of corporate governance guidelines for the corporation; (ii) reviewing and reassessing the adequacy of those guidelines at least once a year; and (iii) recommending to the Board of Directors for approval any changes to the guidelines and any changes to the leadership structure of the corporation, the Board of Directors, and any committee of the Board (including the Committee and the non-management or independent directors when in executive session) as the Committee believes are appropriate.

(o) The Committee shall undertake and review with the Board of Directors an annual performance evaluation of the Committee, which shall compare the performance of the Committee with the requirements of this Charter and set forth the goals and objectives of the Committee for the upcoming year. The Performance Evaluation shall be conducted in such manner as the Committee deems appropriate and shall recommend to the Board of Directors any improvements to this Charter deemed necessary or desirable by the Committee. The report to the Board of Directors may take the form of an oral report by the Committee chairperson or any other member of the Committee designated by the Committee to make such report.

(p) The Committee shall report periodically to the Board of Directors on all matters for which the Committee has been delegated responsibility and at such times as

the Board of Directors may otherwise request.

Other

(q) The Committee shall annually review and reassess the adequacy of this Charter and recommend to the Board of Directors for approval such changes as the Committee believes are appropriate.

(r) The Committee shall recommend to the Board of Directors the date, time and place of the Annual Meeting of the shareholders.

(s) The Committee shall exercise such other powers and perform such other duties and responsibilities as are incidental to the purposes, duties and responsibilities specified herein and as may from time to time be delegated to the Committee by the Board of Directors.

Authority and Resources

The Committee shall have the sole authority, without further approval by the Board of Directors, to select, retain and terminate a consultant or search firm to be used to identify director candidates and evaluate issues relating to the compensation of directors and to approve any compensation payable by the corporation to such consultant or search firm, including the fees, terms and other conditions for the performance of such services. In addition, the Committee may, without further approval by the Board of Directors, obtain such advice and assistance from outside legal or other advisors as the Committee determines to be necessary or advisable in connection with the discharge of its duties and responsibilities hereunder. Any legal or other advisor retained by the Committee may, but need not, be otherwise engaged by the corporation for any other purpose.

The corporation shall pay to any consultant or search firm or outside legal or other advisor retained by the Committee pursuant to the preceding paragraph such compensation, including, without limitation, usual and customary expenses and charges, as shall be determined by the Committee.