

Compensation and Development Committee Charter – Section 3.15 of Corporation By-laws

3.15 Compensation and Development Committee. There shall be a Compensation and Development Committee of the Board of Directors. The purposes of the Committee are to: (1) assist the Board of Directors in the discharge of its responsibilities relating to compensation of officers appointed by the Board of Directors of the corporation and relating to risk-taking incentives arising from the compensation practices and programs of the corporation and its subsidiaries for executives and other employees; (2) prepare any report of the Committee required by the rules and regulations of the Securities and Exchange Commission to be included in the corporation's annual proxy statement; and (3) perform the duties and responsibilities set forth below. The provisions of this Section 3.15 shall constitute the Charter of the Compensation and Development Committee.

Membership

(a) The Committee shall be composed of at least three (3) members, each of whom shall be appointed by the Board of Directors on the recommendation of the Nominating and Corporate Governance 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.

(b) Each member of the Committee shall have been determined by the Board of Directors to meet the independence requirements of the New York Stock Exchange following consideration of all factors specifically relevant to determining whether a director has a relationship to the corporation which is material to the director's ability to be independent from management in connection with the duties applicable to Committee members (including but not limited to the source of any consulting, advisory or other compensatory fees paid by the corporation to the director and whether the director is affiliated with the corporation, a corporation subsidiary, an affiliate of a corporation subsidiary, or an organization that has such an affiliation, including commercial, charitable and familial relationships, among others). Each member of the Committee shall be both a "nonemployee director" (within the meaning of Rule 16b-3 of the Securities and Exchange Act) and an "outside director" (within the meaning of Section 162(m)(4)(C) of the Internal Revenue Code).

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, provided that such subcommittees are composed entirely of independent directors and have a committee charter.

(d) The Committee shall have at least two regularly scheduled meetings per 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, consistent with the maintenance of the confidentiality of compensation discussions.

Duties and Responsibilities

The Committee's duties and responsibilities shall include all of the responsibilities of a qualified compensation 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:

(e) The Committee shall review and approve all compensation plans and programs (philosophy and guidelines) of the corporation and, in consultation with senior management and taking into consideration any recent shareholder advisory votes and any other shareholder communications regarding executive compensation, oversee the development and implementation of the corporation's compensation program, including, without limitation, salary structure, base salary, short and long-term incentive compensation plans, awards under equity-based plans, and nonqualified benefit plans and programs, including fringe benefit plans and programs.

(f) The Committee shall have primary oversight responsibility to insure that compensation programs and practices do not encourage unreasonable or excessive risk taking and that any risks are subject to appropriate controls. The Committee shall, at least annually, review and discuss with management the policies and practices of the corporation and its subsidiaries for compensating their employees, including non-executive officers and employees, as those policies and practices relate to risk management practices and/or risk-taking incentives.

(g) The Committee shall, at least annually, review and approve all compensation arrangements and changes in the compensation of the Chief Executive Officer and the other officers elected or appointed by the Board of Directors, including, without limitation: (i) base salary; (ii) short and long-term incentive awards and opportunities; (iii) employment agreements, severance arrangements and change-in-control agreements/provisions, in each case as, when and if appropriate; and (iv) any special or supplemental benefits.

(h) The Committee shall, at least annually, review and approve corporate goals and objectives relevant to compensation of the Chief Executive Officer, evaluate the performance of the Chief Executive Officer in light of those goals and objectives, report the results of such evaluation to the Board of Directors and determine and approve the Chief Executive Officer's compensation level based on this evaluation.

(i) The Committee shall review and approve all awards under the

corporation's equity-based plans.

(j) The Committee shall review and make recommendations to the Board of Directors with respect to incentive compensation plans and equity-based plans (including the relationships of these plans to risk management practices and/or risk-taking incentives), oversee the administration of these plans and discharge any responsibilities imposed on the Committee by any of these plans.

(k) The Committee shall consider and make recommendations to the Board of Directors regarding the selection, retention and compensation of all elected officers of the corporation (as defined in Section 4.1) and shall annually recommend to the Board of Directors the election or appointment of such officers of the corporation at the time of the Annual Meeting of shareholders.

(l) The Committee shall approve all executive employment contracts.

(m) The Committee shall prepare such reports as are required to be included in the corporation's proxy statement, including an annual report regarding its review and discussion with management of the "Compensation Discussion and Analysis" to be included in the corporation's annual proxy statement in accordance with applicable Securities and Exchange Commission rules and regulations.

(n) 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 the corporation's By-laws and the Committee's charter and set forth the goals and objectives of the Committee for the upcoming year. The Committee shall conduct such performance evaluation in such manner as the Committee deems appropriate, and may report the results of its performance evaluation through an oral report by the chairperson of the Committee or any other member of the Committee designated by the Committee to make this report.

(o) The Committee shall annually review and approve the Chief Executive Officer's succession plans for the corporation.

(p) The Committee shall oversee the corporation's regulatory compliance with respect to compensation matters, including the corporation's policies on structuring compensation programs to preserve tax deductibility, and, as and when required, establishing performance goals and certifying that performance goals have been obtained for purposes of Section 162(m) of the Internal Revenue Code.

(q) The Committee shall report to the Board of Directors periodically on all matters for which the Committee has responsibility and at such times as the Board of Directors may otherwise request.

(r) 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.

(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 compensation consultant to assist in the evaluation of compensation of the Chief Executive Officer or other executives and employees of the corporation and its subsidiaries and to approve any compensation payable by the corporation to such consultant, including the fees, terms and other conditions for the performance of such services. In addition, the Committee shall have authority, without further approval by the Board of Directors, to obtain such advice and assistance from outside accounting, legal or other advisors as the Committee determines to be necessary or advisable in connection with the discharge of its duties and responsibilities hereunder. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, independent legal counsel or other advisor retained by the Committee. Any accounting, legal or other advisor retained by the Committee following the independence review described below may, but need not, be in the case of an outside accountant, the same accounting firm employed by the corporation for the purpose of rendering or issuing an audit report on the corporation's annual financial statements, or in the case of outside counsel or other advisors, otherwise engaged by the corporation for any other purpose.

The corporation shall pay to any compensation consultant or outside accounting, 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.

The Committee may select a compensation consultant, legal counsel or other advisor to the Committee only after taking into consideration all factors relevant to that person's independence from management, including the following:

(A) The provision of other services to the corporation or its affiliates by the person that employs the compensation consultant, legal counsel or other advisor;

(B) The amount of fees received from the corporation or its affiliates by the person that employs the compensation consultant, legal counsel or other advisor, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other advisor;

(C) The policies and procedures of the person that employs the compensation consultant, legal counsel or other advisor that are designed to prevent conflicts of interest;

(D) Any business or personal relationship of the compensation consultant, legal counsel or other advisor with a member of the Committee;

(E) Any corporation stock owned by the compensation consultant, legal counsel or other advisor; and

(F) Any business or personal relationship of the compensation consultant, legal counsel, other advisor or the person employing the advisor with an executive officer of the corporation.

The foregoing does not require the Committee to implement or act consistently with the advice or recommendations of any compensation consultant, independent legal counsel or other advisor it retains, or affect its ability or obligation to exercise its own judgment in fulfillment of its duties. The foregoing also does not require that the compensation consultant, legal counsel or other compensation advisor be independent; only that the Committee consider the enumerated independence factors before selecting or receiving advice from a compensation advisor. The independence assessment is not required with respect to in-house counsel or any compensation consultant, legal counsel or other advisor whose role is limited as provided in the applicable SEC rules and the NYSE Listed Company Manual.