

Executive Committee Charter

A.) Purpose

The purpose of the Executive Committee is to discharge the responsibilities of the Company's Board of Directors to the extent matters arise between regularly scheduled meetings of the Board of Directors, subject to the limits set forth in Section C below.

B.) Structure and Membership

1. Number. The Executive Committee shall consist of at least three members of the Board of Directors.
2. Chair. Unless the Board of Directors elects a Chair of the Executive Committee, the Executive Committee shall elect a Chair by majority vote.
3. Compensation. Members of the Committee who also are employees of the Company shall not receive compensation for their services on the Executive Committee, except as expressly approved by the Board of Directors. The compensation of nonemployee members of the Committee shall be as determined by the Board of Directors.
4. Selection and Removal. Members of the Executive Committee shall be appointed by the Board of Directors, upon the recommendation of the Nominating/Corporate Governance Committee. The Board of Directors may remove members of the Executive Committee from such committee, with or without cause.

C.) Authority and Responsibilities

The Executive Committee's function is to exercise and possess all the powers of the Board of Directors during the intervals between meetings of the Board of Directors. Notwithstanding the foregoing, the Executive Committee shall not have the power or authority to: (i) approve any transactions or expenditures in an amount exceeding \$50 million; (ii) amend the Company's Charter or Bylaws; (iii) adopt an agreement or plan of merger, share exchange, or consolidation to which the Company is a party; (iv) recommend to the stockholders of the Company any action that requires stockholder approval including, but not limited to, (a) the sale, lease, or exchange of all or substantially all of the Company's property or assets or (b) a dissolution of the Company or a revocation of a dissolution of the Company; (v) remove any executive officer from his or her position, or appoint any new executive officer, (vi) declare a dividend or authorize the issuance of capital stock of the Company; or (vii) take any other action or exercise any authority prohibited by law or the Company's Charter or Bylaws.

D.) Procedures and Administration

1. Meetings. The Executive Committee shall meet as often as it deems necessary in order to perform its responsibilities. The Committee shall keep such records of its meetings as it shall deem appropriate.
2. Meetings with Management. The Executive Committee may meet with management in separate executive sessions to discuss any matters that the Executive Committee or the parties believe should be discussed privately with the Executive Committee.
3. Reports to the Board. The Executive Committee shall report regularly to the Board of Directors. A summary of the actions taken at each Executive Committee meeting shall be presented to the Board of Directors at the next Board meeting.
4. Charter. The Executive Committee shall periodically review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
5. Investigations. The Executive Committee shall have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it shall deem appropriate, including the authority to request any officer, employee, or advisor of the Company to meet with the Company or any advisors engaged by the Committee.
6. Annual Self-Evaluation. At least annually, the Executive Committee shall evaluate its own performance.
7. Additional Powers. The Executive Committee shall take such other actions and have such other duties as may be required by law, assigned by the Company's Bylaws or Corporate Governance Guidelines, or delegated from time to time by the Board of Directors.