



CORPORATE GOVERNANCE COMMITTEE CHARTER

(As Amended and Adopted by the Board of Directors on October 31, 2016)

Purpose

To assist the Board of Directors in ensuring an appropriate Board structure, including director selection, tenure, performance, and succession, committee structure and membership, and compliance with the By-laws, Restated Certificate of Incorporation, and corporate governance matters.

Membership and Structure

The Committee shall have at least two members, each of whom satisfies the Company's independence standards.¹ Notwithstanding the foregoing, if the Committee is comprised of at least three members, one director who is not independent, may be appointed to the Committee, if the Board, under exceptional and limited circumstances, determines that membership on the Committee by the individual is required by the best interests of the Company and its shareholders, and the Board discloses, in the next annual meeting proxy statement subsequent to such determination, the nature of the relationship and the reasons for that determination.

Meetings

The Committee shall meet at least two times per year.

Scope of Responsibilities

- Nomination and screening of board member candidates, including those submitted by stockholders.
- Oversee/review the performance of the Board of Directors.
- Size and composition of the Board of Directors and committees.
- Coordination of Board agenda and meeting schedules.
- Assignment of committee membership.
- Training and orientation of directors.
- Compliance with the Restated Certificate of Incorporation and Bylaws of the Company.
- Report on Board compensation in relation to other U.S. companies periodically and recommend changes to the amount and type of compensation as appropriate for the Board of Directors.
- Amendments to the Restated Certificate of Incorporation, Bylaws, other Charter documents.
- Corporate governance issues.
- Company's conduct of its business as a responsible corporate citizen.
- Code of Business Conduct and Ethics.
- Areas of peripheral overlap with the Audit, Compensation, and Executive Committees.

¹ *Independence.* In order to be considered to be independent, a member of the corporate governance committee may not, other than in his or her capacity as a member of the Board of Directors or any Board Committee: (i) accept any consulting, advisory, or other compensatory fee from the Company; or (ii) be an affiliated person of the Company or any subsidiary thereof. Independent directors are not officers of the Company and are in view of the Company's Board of Directors, free of any relationship that would interfere with the exercise of independent judgment. The following persons shall not be considered independent: (a) a director who is employed by the Company or any of its affiliates for the current year or any of the past three years; (b) a director who accepts any compensation from the Company or any of its affiliates in excess of \$120,000 during the previous fiscal year, other than compensation for Board service, benefits under tax-qualified retirement plan, or non-discretionary compensation; (c) a director who is a member of the immediate family of an individual who is, or has been in any of the past three years, employed by the Company or any of its affiliates as an executive officer ("Immediate family" includes a person's spouse, parents, children, siblings, mother-in-law, father-in-law, brother-in-law, sister-in-law, son-in-law, daughter-in-law and anyone who resides in such person's home); (d) a director or a director who is a member of the immediate family of an individual who is a partner in, or a controlling shareholder or an executive officer of, any for-profit business organization to which the Company made, or from which the Company received, payments (other than those arising solely from investments in the Company's securities) that exceed 5% of the Company's or business organization's consolidated gross revenues for that year, or \$200,000, whichever is more, in any of the past three years; or (e) a director or a director who is a member of the immediate family of an individual who is employed as an executive of another entity where any of the Company's executives serve on that entity's compensation committee.

Responsibilities, Authority, and Procedures

The Committee shall have specific responsibilities, authority, and procedures concerning responsibilities relating to:

1. Annual assessment of the adequacy of the Committee's charter;
2. Director selection process, including consideration of potential director nominees recommended by stockholders, for recommendation to the Board of Directors;
3. Stockholder proposals pursuant to Section 240.14a-8 under the Exchange Act;
4. Stockholder communications with the Board of Directors;
5. Code of business ethics and conduct;
6. Compensation of directors for recommendation to the Board of Directors;
7. Complaints relating to stockholder proposals, nominations of potential directors by stockholders, stockholder communications, and code of business ethics and conduct²;
8. Authority to engage compensation consultants regarding paragraph 6 above; and
9. Funding as determined by the Committee.³

² The Committee shall establish procedures for: (i) the receipt, retention, and treatment of documents, including complaints, confidential or otherwise, received by the Corporation regarding paragraphs (2), (3), (4) and (7); and (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable code of business ethics and conduct matters.

³ The Committee shall provide for appropriate funding, in its capacity as a committee of the board of directors, for payment of: (i) compensation to any compensation consultants employed by the Committee under paragraph 6; and (ii) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.