

CORPORATE GOVERNANCE AND DIRECTOR AFFAIRS COMMITTEE OF THE BOARD OF DIRECTORS

CHARTER

COMMITTEE PURPOSE

The Corporate Governance and Director Affairs Committee shall monitor and assist the Board in fulfilling its Corporate Governance responsibilities and shall oversee the affairs of the Board and its meetings. The Committee shall also serve as the nominating committee of the Board of Directors and shall identify individuals qualified to become directors (consistent with criteria approved by the Board of Directors) and recommend to the Board of Directors candidates for all directorships to be filled by the Board of Directors or by the shareholders of the Corporation.

COMMITTEE COMPOSITION

The Committee shall be composed of not less than three independent Directors in accordance with the rules of the New York Stock Exchange. The members of the Committee, the designation of the Committee Chairperson, and the term of membership shall be determined by the Board of Directors. The Committee shall have the sole authority to retain and terminate outside counsel, consultants or other experts it deems necessary to assist in the performance of its duties.

RESPONSIBILITIES

The Committee shall meet at least two times per year with the responsibility for the following duties and others as assigned by the Board of Directors.

1. To review and monitor compliance with all Corporate Governance rules and requirements as issued by the regulators and governing organizations (i.e., the Securities and Exchange Commission and the New York Stock Exchange) and, when it deems appropriate, to consider corporate governance recommendations of shareholder advisory groups.
2. To apply criteria (consistent with criteria approved by the Board of Directors) to identify candidates to serve as directors and recommend to the Board of Directors candidates to fill existing or expected vacancies on the Board. See Nomination Process below.
3. To recommend to the Board of Directors standards for determining director independence consistent with the requirements of the Securities and Exchange Commission, the New York Stock Exchange and other applicable guidelines and best practices.
4. To review the qualifications and independence of existing directors on an annual basis and make recommendations to the full Board of Directors whether those directors are independent and whether to re-nominate directors for re-election by shareholders.
5. To consider questions or independence of directors and possible conflicts of interest of members of the Board of Directors and executive officers.
6. To monitor and make recommendations in respect to matters relating to director's services; such as retainers, fees, benefits, board committee structure, stock ownership targets for directors, compulsory retirement age for directors, director term limits, and to annually recommend the assignments of Committee members and chairpersons.
7. To conduct an annual assessment of its own performance, and to establish and manage a process whereby the full Board conducts an annual assessment of its effectiveness and performance and its committees' performance and effectiveness.

8. To make recommendations in respect to Board Meetings, such as meeting frequency, date, and place, agenda subjects, Board visits, Board size and other similar matters.
9. To periodically review and make recommendations to the Board of Directors with respect to the Corporation's Articles of Incorporation, Bylaws and corporate governance policies to assure compliance with the rules and regulations of the Securities and Exchange Commission and the New York Stock Exchange.
10. To maintain the content and appropriateness of the Directors Handbook and new Directors Orientation Program.
11. To identify and direct special projects, hold special meetings or perform any other actions it believes necessary to perform its oversight functions.
12. To meet as circumstances of the Corporation require and report its activities to the full Board of Directors on a regular basis.
13. To facilitate for the Board a meeting in executive session (non-Management Directors, without Management) at each regular Board Meeting.
14. Review and evaluate annually the performance of the Committee and the adequacy of this Charter and make any recommendations to the Board that may be appropriate.
15. To review and, when it deems appropriate, to approve or ratify all transactions between the Corporation and any related person that are required to be disclosed by the Corporation pursuant to Item 404 of Regulation S-K promulgated by the Securities and Exchange Commission. As used herein, the terms "related person" and "transaction" shall have the meanings prescribed to such terms in Item 404, as may be amended from time to time.

(January 2007)