

1. Review the structure and competitiveness of the Company's compensation programs for senior executives, including base salaries and annual, intermediate and long-term incentives, whether cash or equity-based; and considering the following factors: (a) the attraction and retention of senior executives; (b) the motivation of senior executives to achieve the Company's business objectives; and (c) the alignment of the interests of senior executives with the interests of

- C. The Committee shall have the sole authority to retain, terminate, or approve the fees and other retention terms of any consultant retained to assist in evaluating the compensation of the Chief Executive Officer, senior executives, or Directors. At the direction of the Committee, the Company shall pay to any compensation consultant retained by the Committee such compensation, including, without limitation, usual and customary expenses and charges, shall be approved by the Committee;
- D. The Committee will have the resources and authority necessary to discharge its duties and responsibilities. The Committee has the authority to retain special legal, accounting, tax, compensation or other consultants (collectively referred to as "Advisor") to advise the Committee on matters over which the Committee has authority. At the direction of the Committee, the Company shall pay to any advisor retained by the Committee such compensation, including, without limitation, usual and customary expenses and charges, shall be approved by the Committee. The Committee may delegate to a subcommittee or the Chief Executive Officer or other officer of the Company such of its duties and responsibilities as the Committee deems to be in the best interests of the Company, provided such delegation is not prohibited by law, regulation or the New York Stock Exchange listing standards.

IV. Meetings and Reports to the Board of Directors

The Committee will meet as frequently as it deems necessary and appropriate to carry out its duties and responsibilities. The Committee will be governed by the same rules regarding meetings, action without meetings, notice, waiver of no

VII. Amendment

The Board shall have the sole authority to amend this charter.