



**STRATEGY COMMITTEE
OF THE BOARD OF DIRECTORS
CHARTER**

As authorized in the By-Laws and implemented by Resolution of the Board of Directors, a Strategy Committee has been established for the purpose of assisting the Board in fulfilling its oversight responsibilities.

The Strategy Committee has unrestricted access to all information relating to the Corporation and its subsidiaries, including documents and personnel. Adequate resources are available for the Committee to fulfill its oversight responsibilities. The Committee has the authority to obtain advice and assistance from outside legal, accounting, public relations or other advisors, as it deems necessary to carry out the purposes of the Committee and shall receive appropriate funding, as determined by the Committee, from the Corporation for the payment of compensation to any such advisors.

The Goals and Responsibilities of the Committee:

The Strategy Committee assists the Board in evaluating strategic business alternatives for the Corporation.

The Strategy Committee does not have delegated authority to act for or on behalf of the Board.

Meetings:

The Committee shall meet as the Chairman of the Board of Directors or the Chief Executive Officer of the Corporation may deem necessary. Other directors may attend the meetings.

Membership:

The Chairman of the Board of Directors of the Corporation and the Chief Executive Officer shall be members of the Strategy Committee. The Board shall designate at least three additional directors to serve on the Strategy Committee.