

Compensation Committee Charter

I. PURPOSE

The primary purpose of the Compensation Committee (

III. PROCEDURE

The Committee shall meet as often as necessary to carry out its responsibilities. Meetings may be held in person or by means of a conference telephone, videoconferencing software or other electronic technology allowing all persons participating in the meeting to hear each other at the same time. The Committee may ask members of management or others to attend Committee meetings and provide pertinent information when needed. At least half the members of the Committee will constitute a quorum with a majority of votes of those Committee members present at a meeting in which a quorum has been established being sufficient to adopt a resolution or otherwise take action. The Committee may also act by unanimous consent without a meeting. Subject to legal and regulatory requirements and the requirements of the NYSE, the Committee may delegate any of its responsibilities to subcommittees as the Committee may deem appropriate.

IV. DUTIES, RESPONSIBILITIES AND AUTHORITY

1. Review and approve on an annual basis the corporate goals and objectives with respect to compensation for the Chief Executive Officer and other executive officers.
2. Evaluate at least annually the

8. Have the sole authority, in its discretion, to retain, oversee and terminate any compensation consultant, independent legal counsel or other compensation adviser (each, an “Adviser”) to assist in the evaluation of director, Chief Executive Officer or executive compensation, including sole authority to approve the Adviser’s fees and other retention terms. The Company shall provide appropriate funding, as determined by the Committee, for payment of reasonable compensation to any such Adviser. Prior to engaging any Adviser, and on a continuing basis, the Committee shall assess the independence of the Adviser by considering all relevant factors, including, without limitation, each of the following factors, the presence of which will not necessarily preclude any particular engagement:

i. whether the Adviser’s employer provides other services to the Company;

ii. the amount of fees the Company pays to the Adviser’s employer, as a percentage of total revenue;

iii the

12. Review and assess, at least annually, the Compensation Committee Charter and submit changes for approval of the Board of Directors.
13. Perform other functions as requested by the Board of Directors.

V. REPORTING RESPONSIBILITIES

The Compensation Committee is an arm of, and responsible to, the Board of Directors to which it directly reports. The Compensation Committee is responsible for regularly updating the Board of Directors about Committee activities and making appropriate recommendations.