

### *Audit and Finance Committee*

Members: Messrs. Searing (Chair) and Torricelli

Functions:

- Reviews our consolidated financial statements, including accounting principles and practices
- Appoints or replaces our independent registered public accounting firm and approves the scope of its audit services and fees
- Reviews and approves non-audit services performed by and fees of our independent registered public accounting firm
- Reviews our compliance procedures and scope of internal controls
- Reports to the Board of Directors on the adequacy of financial statement disclosures and adherence to accounting principles
- Reviews financial policies that may impact our financial statements
- Oversees our internal audit function with the Manager of Internal Audit reporting directly to the Audit and Finance Committee
- Monitors compliance with financing agreements
- Monitors the functions of our Pension and Retirement Committee
- Reviews and approves any related person transactions under our related person transaction policy

### *Compensation Committee*

Members: Messrs. Searing (Chair) and Spiro

Functions:

- Reviews and approves compensation and benefits programs for our executive officers and key employees
- Oversees executive evaluation process and approves compensation for executives other than the Chief Executive Officer
- Reviews and recommends Chief Executive Officer compensation to the independent directors
- Reviews executive stock ownership guidelines and progress in meeting the guidelines
- Oversees implementation of certain stock and compensation plans

### *Nominating and Governance Committee*

Members: Messrs. Spiro (Chair) and Mr. Searing.

Functions:

- Advises and makes recommendations to the Board on all matters concerning directors (such as independence evaluations, committee assignments, director compensation and director stock ownership guidelines) and corporate governance matters
- Advises and makes recommendations to the Board on the selection of candidates as nominees for election as directors
- Reports to the Board on succession planning, including succession in the event of retirement of the Chief Executive Officer
- Oversees the evaluation of the Chief Executive Officer