



The Committee shall have the sole authority to retain and terminate any compensation consultant to be used to assist in the evaluation of director, CEO or senior executive compensation and shall have sole authority to approve the consultant's fees and other retention terms. The Committee shall also have the authority to obtain advice and assistance from internal or external legal, accounting or other advisors and shall have sole authority

6. Review aggregate awards (other than for Executive Officers and any Additional Persons) under equity-based plans established by the Company and otherwise perform all duties delegated or assigned to the Committee pursuant to such plans, including the Company's management equity program.
7. Approve any incentive plan that would permit uncapped awards or awards to any participant totaling \$300,000 or more in any calendar year; review awards under any such plan to any participant that exceed this threshold.
8. At least annually, review and discuss with the Board executive management succession planning including the establishment of appropriate criteria for the selection and evaluation of potential successors to the CEO and other executive management of the Company, as well as periodically reviewing executive level talent.
9. At least annually, review and discuss whether risks arising from the Company's compensation plans, policies and programs for its employees are reasonably likely to have a material adverse effect on the

