

## Audit Committee Charter

### Audit Committee

#### A. Purpose

The Audit Committee (the "Audit Committee") of the Board is appointed by, and acts on behalf of, the Board. The Audit Committee's purpose shall be:

To assist the Board in its oversight of (1) the accounting and financial reporting processes of the Company and the audits of the financial statements of the Company and (2) the Company's compliance with legal and regulatory requirements;

To interact directly with and evaluate the performance of the independent auditors, including to determine whether to engage or dismiss the independent auditors and to monitor the independent auditors' qualifications and independence; and

To prepare the report required by the rules of the Securities and Exchange Commission (the "SEC") to be included in the Company's annual proxy statement.

#### B. Membership

The Audit Committee shall be composed of at least three Board members, each of whom must be independent.

All members of the Audit Committee must be able to read and understand fundamental financial statements. The Audit Committee will include at least one member who has an understanding of generally accepted accounting principles, will have experience in the preparation or auditing of financial statements of comparable companies, and who has an understanding of accounting estimates, internal accounting controls and audit committee functions. To the extent possible, such member shall be an "audit committee financial expert" as that term is defined by the SEC.

### C. Meetings and Procedures

### D. Duties and Responsibilities

The Audit Committee responsibilities will include, but shall not be limited to:

1. Retain, set compensation and retention terms for, terminate, oversee, and evaluate the activities of the Company's independent auditors. The independent auditors shall report directly to the Audit Committee. The Company shall provide for appropriate funding, as determined by the Audit Committee, for payment of compensation to the independent auditors.
2. Confirm the independence and objectivity of the independent auditors.
3. Determine, in consultation with the independent auditors, and review, in consultation with Company management, the planning and staffing of the audit, including the import of applicable rotation requirements and other independence rules on staffing.
4. Review and approve in advance the retention of the independent auditors for the performance of all audit and non-audit services that are not prohibited and the fees for such services. Pre-approval of audit and non-audit services that are not prohibited may be pursuant to appropriate policies and procedures established by the Audit Committee for the pre-approval of such services, including through delegation of authority to a member of the Audit Committee. Any service that is approved pursuant to a delegation of authority to a member of the Audit Committee must be reported to the full Audit Committee at its next scheduled meeting.
5. Review with Company management and the independent and internal auditors

the quality and adequacy of internal controls and the Company's response to recommendations for the improvement thereof.

6. Review critical accounting policies and practices, disclosure controls and procedures, internal control report, alternative generally accepted accounting principles treatment of financial information and all written communications between the independent auditors and management.
7. Conduct regularly convened executive sessions of the Audit Committee and independent auditors.
8. Review and approve or disapprove all related-party transactions involving executive officers and directors.
9. Conduct an annual evaluation of the independent auditors' performance and independence, including considering whether the independent auditors' quality controls are adequate. This evaluation also shall include the review and evaluation of the audit engagement team, including the lead audit partner. In making its evaluation, the Audit Committee shall present its conclusions with respect to the evaluation of the independent auditors to the Board.
10. Review and assess the adequacy of the Committee Charter annually and recommend any proposed changes to the Board for its approval.
11. Obtain advice and assistance from internal and external legal, accounting and other advisors. The Company shall provide appropriate funding, as determined by the Audit Committee, for the Audit Committee to retain any legal, accounting or other advisors and to provide for ordinary administrative expenses of the Audit Committee that are necessary or appropriate in carrying

out its duties, in each case without requiring the Audit Committee to seek approval of the Board.

12. Authorize and conduct investigations into any matters within the scope of the Audit Committee.
13. Establish procedures for (i) the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters, and (ii) the confidential, anonymous submission by Company employees of concerns regarding questionable accounting or auditing matters.
14. Review with management and the independent auditor's quarterly and annual financial statements, accompanying footnotes, disclosures under "Management's Discussion and analysis of Financial Condition and Results of Operating," and any other significant financial disclosures to be included in the SEC filing prior to their release.
15. Prior to publication, review earnings releases, as well as any financial information and earnings guidance provided to analysts.
16. Recommend to the Board whether the audited financial statements should be included in the Company's annual report on Form 10-K and prepare the Audit Committee report required by the rules of the SEC to be included in the Company's annual proxy statement.
17. Resolve disputes and disagreements between the independent auditors and management.