

Board on implications to the financial and capital plans or activities of the Company stemming therefrom.

4. Authorize borrowing and debt repurchases, refinancings and retirement

Legal Compliance

This Charter and the composition and authorized actions of the Committee are intended to, and shall be construed to, comply with applicable state and federal laws, any applicable rules and regulations of the New York Stock Exchange and the Securities and Exchange Commission and the Company's By-laws.

Review of Charter

Periodically, as it deems necessary or appropriate, the Committee shall review and reassess this Charter. Any proposed changes shall be submitted to the Nominating, Environmental, Social and Governance Committee of the Board for its consideration and submission to the Board.