



Corporate Development Committee Charter

Purpose

The Corporate Development Committee (the "Committee") is appointed by the Board of Directors (the "Board") to provide oversight and feedback as management of the Company evaluates corporate development opportunities, including mergers and acquisitions, and to provide oversight and guidance to management in developing strategies and processes regarding such initiatives.

Membership

The Committee shall be comprised of not less than three directors. The Board shall designate the Chair of the Committee.

Committee Responsibilities

The Committee's responsibilities are as follows:

- to provide guidance to management as to the desired methodology and processes for the identification, development and presentation of opportunities;
- to consider, review and evaluate potential corporate development opportunities identified by management;
- to review with management the valuation, the strategic rationale and management's integration strategies associated with proposed transactions;
- to authorize management to proceed with transactions having a transaction price below such threshold as may be established by the Board from time to time; and
- to consider other matters related to corporate development and to make such recommendations to the Board as the Committee may deem appropriate.
- to work with the Chairman of the Board and Chairman of the Corporate Governance and Nominating Committee to forward all proposals received by unsolicited means to the full board, as further set out in the Policy Regarding Unsolicited Offers.

The Committee shall make periodic reports to the Board. The Committee shall review periodically this charter and make recommendations regarding any proposed changes.

*** Revised May 9, 2014
Revision 2014-1