

PUBLIC POLICY AND ENVIRONMENT COMMITTEE CHARTER

(Amended as of February 9, 2010)

Purpose

The Public Policy and Environment Committee (the “Committee”) is appointed by the Board of Directors to assist the Board of Directors in key oversight roles:

- Review and assess public policy issues and risks potentially impacting the Company.
- Review and assess legal issues and risks potentially impacting the Company.
- Review and assess health and safety, environmental, and sustainability issues and risks potentially impacting the Company.
- Review and assess technology issues pertinent to the Company.

Committee Authority and Responsibilities

1. Members of the Committee shall be elected by the Board upon the recommendation of the Governance Committee, and shall consist of no less than three members.
2. The Committee shall review the Company’s mission and objectives for consistency with the responsibilities of good corporate citizenship.
3. The Committee shall review contemporary and emerging public policy issues and assess the Company’s process for identifying such issues.
4. The Committee shall review technology issues pertinent to the Company, and assess the Company’s policies and programs relating to such issues.
5. The Committee shall review the Company’s environmental policies, plans and performance to ensure continuous improvement and compliance with all applicable rules and regulations.
6. The Committee shall review the Company’s sustainability policies, plans and performance to ensure continuous improvement and compliance with the Company’s commitment and stewardship.
7. The Committee shall review the Company’s health and safety policies, plans and performance to ensure continuous improvement and compliance with all rules and regulations.

8. The Committee shall review the Company Code of Business Ethics, including any code of ethics applicable to the Company's directors, and, in conjunction with the Governance Committee recommend such Code of Business Ethics to the Board for approval.
9. The Committee shall review the Company's policies and procedures for complying with its legal and regulatory obligations, including the Company's adherence to its codes of ethical business conduct, antitrust and conflicts-of-interest policies, and shall make recommendations, where appropriate, for changes to any such policies.
10. The Committee shall review the Company's major litigation and other legal matters.
11. The Committee shall review and recommend to the Board action on any questions relating to the indemnification of the Company's officers or directors in any pending or threatened legal action or proceeding.
12. The Committee shall review Company policies and procedures with respect to charitable and political contributions, and make recommendations to the Board, if appropriate, with respect to such contributions.
13. In accordance with a process established by the Presiding Director, the Committee shall report to the Board on the Committee's activities and actions at Board meetings, from time to time, and through the distribution of the minutes of committee meetings.
14. In accordance with a process established by the Presiding Director, the Committee shall participate in an annual review its performance and report to the Board thereon.