

CRISIS RESPONSE AND COMMUNICATION COMMITTEE CHARTER

Purpose

The purpose of the Crisis Response and Communication Committee (the "Committee") is (a) lead the Corporation's response and public communications during crisis or emergency situations involving actual or suspected criminal or unethical activity by the Chief Executive Officer or when the Chief Executive Officer is suddenly incapacitated, deceased, or it is otherwise inappropriate for the Chief Executive Officer to lead the Corporation's response, and (b) periodically review the Corporation's Crisis Response and Communication Plan. ""

Organization

1) Membership

The Committee will consist of the following Directors: Lead Director of the Board, and the Chairs of the Audit, Human Resources and Compensation, and Public Policy and Corporate Governance Committees. The Lead Director will serve as the Chairman of the Committee.

2) Meetings/Agenda

The Committee will meet in person or by telephone as it may determine necessary to carry out this Charter. The Committee will meet at least once each year, typically at the time of the August Board meeting, or at such other times as it deems appropriate.

The Chairman of the Committee will, in consultation with the other members of the Committee, other Directors and the appropriate officers of the Corporation, be responsible for calling meetings of the Committee, establishing a meeting agenda and conducting the meeting. Each Committee member may submit items to be included on the agenda. Committee members may also raise subjects not on the agenda at any meeting.

Responsibilities

1) Board of Directors Crisis Response and Communication Plan

The Committee will oversee the development and approval of the Board of Directors' Crisis Response and Communication Plan and approve the Plan. The Committee will review the Plan annually, or more often if it believes necessary, to determine if any circumstances exist which make it appropriate for the Committee to make changes to the Plan.

2) Information and Initial Response

All members of senior management and the Board of Directors shall be responsible to inform the Committee immediately if they become aware of a crisis event for which the Plan designates the Committee shall be in charge of the Corporation's response and public communications. The Committee will meet as soon as is practical after it is informed a crisis event has occurred. The Committee will immediately inform the Board of Directors of the situation and begin implementing the appropriate aspects of the Plan.

3) Education and Training

Each member of the Committee will become familiar with the content of the Board of Directors' Crisis Response and Communication Plan and will participate in such training as the Committee determines is appropriate. The Lead Director will receive media communications training.

4) Review Committee Charter

The Committee will review this Charter annually, and recommend changes, if any, to the Public Policy and Corporate Governance Committee and to the Board of Directors for approval at its regular November meeting.

5) Corporation's Crisis Response and Communication Plan

The Committee shall be responsible to review the Corporation's Crisis Response and Communication Plan. The Committee shall receive and review a report on the plan from management each year in August, or at any other time it deems appropriate.

Adopted by the Board of Directors on August 2, 2004.

As revised by the Committee on August 31, 2005, August 23, 2006 and September 30, 2008.

As amended by the Board of Directors on November 11, 2005, February 14, 2007 and November 7, 2008.