



AUDIT COMMITTEE CHARTER

The Board of Directors shall appoint annually the Audit Committee (the "Committee") and appoint its Chairman. Members of the Committee shall serve at the will of the Board of Directors.

Composition

The Committee shall be comprised of three or more directors, and shall meet the size, independence and financial literacy and expertise requirements of the New York Stock Exchange ("NYSE"), of Section 10A(m)(3) of the Securities and Exchange Act of 1934 (the "Exchange Act") and the rules and regulations promulgated by the Securities and Exchange Commission ("SEC"), as may be in effect from time to time. The Board of Directors shall appoint at least one member to the Committee who is an "audit committee financial expert" as defined by the SEC.

Committee members shall not simultaneously serve on the audit committees of more than three public companies, including the Company, without first obtaining approval from the Company's Board of Directors.

Purpose

The Committee's primary purpose shall be to assist the Board of Directors' oversight of (i) the integrity of the financial statements of the Company, (ii) the Company's compliance with legal and regulatory requirements, (iii) the qualifications and independence of the Company's independent accountants engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company ("independent accountants") and (iv) the performance of the Company's internal audit function and independent accountants. The Committee shall also prepare the audit committee report required by the SEC to be included in the Company's annual proxy statement. The Committee shall also perform such other duties and responsibilities set forth in and consistent with this Charter.

Authority

The Committee shall have the authority to review and investigate any matter or activity involving financial accounting, reporting, conflict of interest, or internal controls of the Company. The Committee shall have the authority to obtain advice

and assistance from outside legal, accounting or other advisors without seeking approval from the Board of Directors. The Company shall provide appropriate funding to the Committee for payment of (i) the compensation of any registered accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company, (ii) compensation to any advisors employed by the Committee and (iii) the Committee's ordinary administrative expenses that are necessary or appropriate in carrying out its duties.

Duties and Responsibilities

The Committee shall:

1. Lead the Board of Directors in fulfilling its statutory and fiduciary responsibilities for fiscal examinations of the Company and in monitoring management's and the independent accountants' participation in the Company's accounting and financial reporting process.
2. Review the Company's administrative, operational and internal accounting controls and its prescribed fiscal procedures, financial controls and codes of conduct with the independent accountants and the Company's financial management.
3. Exercise sole authority to appoint, retain, compensate, oversee, evaluate and terminate the Company's independent accountants considering, among other things, the independence and effectiveness of the independent accountants. The Committee shall resolve all disagreements between the Company's management and the independent accountants regarding financial accounting. The independent accountants shall report directly to the Committee. The Committee shall exercise sole authority to pre-approve all auditing services and permitted non-audit services (including the fees and terms thereof) to be performed for the Company by its independent accountants, subject to the de minimis exception for non-audit services described in Section 10A(i)(1)(B) of the Exchange Act which are approved by the Committee prior to the completion of the audit. The Committee shall not engage the independent accountants to perform non-audit services prohibited by law or regulation. The Committee shall consult with management but shall not delegate these responsibilities to management, and shall be directly responsible for the resolution of disputes between management and the independent accountants regarding financial reporting. The Committee may form and delegate authority to subcommittees

consisting of one or more members when appropriate, including the authority to grant pre-approvals of audit and permitted non-audit services, provided that decisions of such subcommittees to grant pre-approvals shall be presented to the full Committee at its next scheduled meeting.

4. At least annually, obtain and review a report from the Company's independent accountants describing (a) the accountants' internal quality-control procedures, (b) any material issues raised by the most recent quality-control review, or peer review, of the accountants, or by any inquiry or investigation by governmental or professional authorities within the preceding five years respecting one or more independent audits carried out by the accountants, and any steps taken to deal with these issues, and (c) all relationships between the independent accountants and the Company (to be used as an aid in assessing the accountants' independence). Obtain the written statement from the independent accountants that the accountants are required to furnish to the Committee under applicable requirements of the Public Company Accounting Oversight Board regarding the independent accountant's communications with the Committee concerning independence and discuss with the independent accountants the independent accountants' independence. At least annually, present its conclusions with respect to the independent accountants to the Board of Directors.
5. Obtain from the independent accountants assurance that Section 10A of the Exchange Act has been adhered to.
6. Review the report from the independent accountants required by Section 10A of the Exchange Act describing, as to any audit it performs:
 - (a) all critical accounting policies and practices to be used;
 - (b) all alternative treatments of financial information within GAAP that have been discussed with management, ramifications of the use of such alternatives, and the treatment preferred by the independent accountants; and
 - (c) other material written communications between the independent accountants and management, such as any management letter or schedule of unadjusted differences.
7. Set clear Company policies as to the hiring of employees or former employees of the Company's independent accountants.

8. Discuss the Company's earnings press releases (paying particular attention to any use of "pro forma" or "adjusted" non-GAAP information), as well as financial information and earnings guidance provided to analysts and rating agencies, in the manner required by the NYSE. This discussion may be done generally, such as discussing the types of information to be disclosed and the types of presentations to be made. Prior to the issuance of the Company's release of quarterly and annual earnings, the Committee shall review with the independent accountants, the senior internal audit executive and management of the Company the results of each quarterly review and annual audit and any other matters required to be communicated to the Committee by the independent accountants under generally accepted auditing standards.
9. Meet to review and discuss with management, the senior internal audit executive and the independent accountants the Company's annual audited financial statements and quarterly financial statements, as well as related SEC reports, including reviewing the Company's specific disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations," for their adequacy and compliance with generally accepted accounting, reporting and disclosure principles. Discuss with the independent accountants its independent judgment about the quality and acceptability of accounting principles that were used, the reasonableness of significant judgments that were used, and the clarity of the disclosure in the financial statements. Recommend to the Board of Directors whether, based on discussions with management, the senior internal audit executive and the independent accountants, the financial statements shall be included in the Company's Annual Report on Form 10-K.
10. Prepare the report of the Committee, for inclusion in the Company's annual meeting proxy statement, which includes the written statement required to be made by the Committee in order to comply with proxy reporting obligations.
11. Review and approve the scope and staffing of the annual audit plan and other activities and proposed fees of the independent accountants.
12. Review the scope and staffing of the annual internal audit plan and other activities of the Company's internal audit function.
13. Evaluate the effectiveness of the Company's internal and external audit efforts, accounting and financial controls, policies and procedures, and compliance with business ethics policies and practices through a review of

reports by, and at regular meetings with, the internal auditors, the independent accountants and management, as appropriate. Periodically meet separately with management, the internal auditors and the independent accountants.

14. Discuss with the independent accountants matters relating to the scope and results of the independent accountants' audit that the independent accountants are required to provide to the Committee under Statement on Auditing Standards No. 61 (or any successor rule thereto), and applicable professional standards.
15. Regularly review with the independent accountants any audit problems or difficulties and management's response, including any restrictions on the scope of the independent accountants' activities, restrictions on access to requested information and any significant disagreements with management. Review with the independent accountants: (a) any accounting adjustments that were noted or proposed by the independent accountants but were "passed," (b) any communications between the audit team and the accounting firm's national office respecting auditing or accounting issues presented by the engagement, (c) any "management" or "internal control" letter issued, or proposed to be issued, by the accountants to the Company and (d) the responsibilities, budget and staffing of the Company's internal audit function.
16. Discuss with management the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures, including the Company's risk assessment and risk management guidelines and policies.
17. Review: (a) major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles, and major issues as to the adequacy of the Company's internal controls and any specific audit steps adopted in light of material control deficiencies; (b) analyses prepared by management and/or the independent accountants setting forth significant financial reporting issues and judgments made in connection with the preparation of financial statements, including analyses of the effects of alternative GAAP methods on the financial statements; (c) the effect of regulatory and accounting initiatives, as well as off balance sheet structures, if any, on the financial statements of the Company; and (d) disclosures made to the Committee and independent accountants by the Company's CEO and

CFO during their certification process for the Form 10-K and Form 10-Q about any significant deficiencies in the design or operation of internal controls or material weaknesses therein and any fraud, whether or not material, involving management or other employees who have a significant role in the Company's internal controls.

18. Review the appointment and replacement of the senior internal auditing executive of the Company.
19. Establish procedures for (a) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters, and (b) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.
20. Discuss with the Company's General Counsel (a) legal matters that may have a material impact on the financial statements, (b) the Company's compliance policies, (c) any material reports or inquiries received from regulators or governmental agencies and (d) any reports of material violations of securities laws or breaches of fiduciary duty.
21. Review and approve related party transactions in accordance with the Committee's Statement of Policy with respect to Related Party Transactions, and review reports and disclosures of insider and related party transactions.
22. Annually, review and reassess the adequacy of the Committee Charter and submit it and recommend any proposed changes to the Board of Directors for approval.
23. Annually review the performance of the Committee.

Limitation of Committee's Role

Notwithstanding that the Committee has the duties and responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Company's financial statements are complete and accurate and are in accordance with generally accepted accounting principles and applicable rules and regulations. Management is responsible for preparing the Company's financial statements and the independent accountants are responsible for auditing those financial statements.

Meetings

The Committee shall hold at least four meetings each year and others as deemed necessary by its chairman. The Committee shall report regularly to the Board of Directors.

Date adopted: May 11, 2017