



## **Special Programs Committee Charter**

*February 21, 2011*

### **Membership -- Qualifications, Election and Removal**

The Special Programs Committee (the "Committee") shall consist of three or more directors. Each member shall possess the appropriate security clearance credentials. In the event that less than three members of the Board of Directors of the Company (the "Board"), who are otherwise willing and able to serve on the Committee, possess the appropriate security clearance credentials, the Committee may operate with less than three members.

The chairperson and the other members of the Committee shall be elected annually by the Board, upon the recommendation of the Governance, Organization and Nominating Committee, and the Board may remove one or more directors from the Committee at any time in its discretion.

### **Meetings**

The Committee shall meet as often as it deems necessary in order to perform its responsibilities. A majority of the members of the Committee shall constitute a quorum. The Committee shall act only on the affirmative vote of a majority of the members of the Committee present at a meeting duly held at which a quorum is present.

### **Responsibilities**

The responsibilities of the Committee are to review on a periodic basis those programs of the Company which for purposes of national security have been designated as classified by the United States Government.