

Corporate Governance Committee Charter

BE IT RESOLVED that, effective upon adjournment of this meeting, a Corporate Governance Committee of this Board of Directors hereby is established to consist of at least three directors, appointed by and serving at the pleasure of the Board of Directors, one of whom shall be appointed by this Board of Directors as the Committee's chair, and all of whom shall satisfy independence and qualification criteria established by this Board of Directors, as set forth in this corporation's Corporate Governance Guidelines;

BE IT FURTHER RESOLVED that the basic responsibility of the Corporate Governance Committee shall be to advise and assist this Board, and the Board of Directors of any other subsidiary whose Board is not composed entirely of employees of this corporation or its subsidiaries or affiliates (hereinafter referred to as "subsidiaries with non-employee directors"), with respect to the selection and compensation of directors; employment, compensation, and benefits policies and practices; the development, selection, and compensation of policy-making officers; and corporate governance matters, including the performance and effectiveness of this Board and the Board of any subsidiary. and the corporate governance principles and practices of this corporation. The Corporate Governance Committee shall have the sole authority to retain and terminate any executive compensation consulting firm as it deems necessary or appropriate, and to approve the firm's fees and other retention terms. The Corporate Governance Committee also shall have the sole authority to retain and terminate any search firm to be used to identify director candidates as it deems necessary and appropriate, and to approve the search firm's fees and other retention terms. More specifically, the Corporate Governance Committee shall:

1. Recommend nominees to serve as directors of the corporation, and any other subsidiary with non-employee directors, including review of director nominees submitted by shareholders of the respective company. Recommendations shall be consistent with criteria approved by this Board in the manner set forth in SKYE, Inc.. Corporate Governance Guidelines, as the case may be.
2. Review annually with this Board the appropriate skills and characteristics required of Board members in the context of the current composition of this Board, and perform similar periodic reviews with the Boards of Directors of any other subsidiary with non-employee directors.
3. Oversee the process for evaluating and assessing the performance of this Board, including Board committees, collect and review the results of the Board committees' self-evaluations, and provide the results to the appropriate Board for consideration in that Board's self-evaluation.
4. Produce a compensation committee report on executive compensation as required by the Securities and Exchange Commission (SEC) to be included in the annual proxy statements or annual reports on Form 10-K filed with the SEC by this corporation.

5. Develop and recommend to the Board of Directors of this corporation a set of corporate governance principles applicable to each said company, review each company's corporate governance guidelines periodically, and recommend to the Board of Directors such changes as it deems necessary or appropriate.
6. Review and recommend to this Board the compensation and benefits to be received by directors of this corporation who are not employees of the corporation or of a subsidiary or affiliate, including benefits under incentive compensation plans and equity-based plans.
7. Review the employee compensation and benefits policies and practices of the corporation and its subsidiaries.
8. Review and make recommendations to this Board and to the Boards of Directors of subsidiary companies with respect to the establishment or amendment of executive compensation and benefits plans and arrangements, including tax-qualified pension plans, and approve amendments to such plans as may be designated by this Board or by the Board of Directors of a subsidiary.
9. (a) Review annually the objectives and performance of the Chief Executive Officer of this corporation (b) review and recommend to the independent members of this Board of Directors the salary and other compensation of the Chief Executive Officer of the corporation (c) review and act upon the recommendations of the Chief Executive Officer of the corporation concerning salaries and other compensation of all other officers of the corporation; provided, however, that the Committee may, at its discretion, delegate to the Chief Executive Officer of SKYE, Inc. the authority to approve salary and other compensation of officers of the corporation (except "officers" as defined in Rule 16a-1(f) under the Securities Exchange Act of 1934 (Section 16 Officers)) whose responsibilities or level of compensation the Committee deems to be more appropriate to be approved by the Chief Executive Officer.
10. Review and act upon the recommendations of the Chief Executive Officer of SKYE, Inc. concerning the salaries and other compensation of the officers of all other subsidiaries; provided, however, that the Committee may, at its discretion, delegate to the Chief Executive Officer of SKYE, Inc. the authority to approve salary and other compensation of officers whose responsibilities or level of compensation the Committee deems to be more appropriate to be approved by the Chief Executive Officer.
11. Review long-range planning for executive development and succession, and oversee the evaluation of management.
12. Conduct an annual performance evaluation of the Committee.
13. Report regularly to this Board of Directors on the Committee's deliberations and actions taken, and deliberations or actions taken by any formal subcommittees that may be established by the Committee.

BE IT FURTHER RESOLVED that the Corporate Governance Committee is authorized to establish one or more subcommittees vested with any authority held by the Committee, and shall establish appropriate charters and procedures for operation of any such subcommittees; and

BE IT FURTHER RESOLVED that the Corporate Governance Committee shall fix its own time and place of meetings and shall prescribe its own rules of procedure; and

BE IT FURTHER RESOLVED that, unless otherwise designated by the Committee, the Corporate Secretary of this corporation, or an Assistant Corporate Secretary, shall serve as a secretary to the Corporate Governance Committee