

Position Description: Lead Independent Director

The Lead Independent Director shall be selected by the Board of Directors from amongst the independent directors and the position shall be rotated periodically as determined by the Board.

Joseph A. Carrabba is the Company's current Lead Director. Key duties and responsibilities of the Lead Director are listed below:

1. Chair meetings (including executive sessions) of independent directors. The agenda of the executive sessions shall be determined by the Lead Independent Director in consultation with the other independent directors.
2. Act as principal liaison between independent directors and the Chairman and the Chief Executive Officer.
3. Help develop Board agendas with the Chairman and the Chief Executive Officer to ensure that topics deemed important by the independent directors are included in board discussions and sufficient executive sessions are scheduled as needed.
4. Advise Chairman on quality, quantity, and timeliness of information supplied by management to the independent directors and act as the liaison between independent board members and the Chairman and the Chief Executive Officer to make certain that any additional information requested by the board members is included in the materials prepared by management for the board.
5. Coordinate activities of the independent directors.
6. Participate with members of the Board to interview Board candidates and recommend their nomination to the full board.
7. Work in conjunction with the Compensation Committee to evaluate the performance of the Chairman and Chief Executive Officer roles.
8. Work in conjunction with the other Board members to develop and maintain a succession plan for the Chairman and Chief Executive Officer roles.
9. If appropriate, make recommendations to the Chairman concerning retention of consultants reporting to the Board.
10. Perform other duties and responsibilities as the other independent directors may choose.