

Lead Independent Director Position Duty Statement

The Company shall have a Lead Independent Director who shall be an independent director as defined by applicable NASDAQ rules and the Company's Corporate Governance principles and Practices and shall be elected annually by the independent directors. The Lead Independent Director is responsible for coordinating the activities of the independent directors. In addition to the duties of all Board members as set forth in the Company's Corporate Governance Principles and Practices, the specific responsibilities of the Lead Independent Director are as follows:

- advise the Chairman of the Board as to an appropriate schedule for Board meetings, seeking to ensure that the independent directors can perform their duties responsibly while not interfering with the flow of Company operations;
- approve the agendas for Board meetings and provide input for the agendas for Committee meetings and with respect to the need for special meetings of the Board;
- advise the Chairman of the Board as to the quality, quantity and timeliness of the flow of information from Company management that is necessary for the independent directors to effectively and responsibly perform their duties; although Company management is responsible for the preparation of materials for the Board, the Lead Independent Director may specifically request the inclusion of certain material;
- recommend to the Board of Directors the retention of consultants who report directly to the Board;
- interview, along with the chair of the Committee on Nominations and Corporate Governance, all Board candidates, and make recommendations to the Committee on Nominations and Corporate Governance and the Board;
- assist the Board and Company officers in assuring compliance with and implementation of the Company's Corporate Governance Principles and Practices;
- preside at all meetings of the Board at which the Chairman of the Board is not present, including executive sessions of the independent directors;
- call, develop the agenda for and preside at executive sessions of the Board's independent directors; act as principal liaison between the independent directors and the Chairman of the Board; and
- participate with the Compensation and Stock Option Committee in that Committee's evaluation of the Chief Executive Officer's and discussion of the Chief Executive Officer's performance with the Chief Executive Officer.