



Charter of the Lead Independent Director

Adopted June 5, 2014

The Lead Independent Director must be “independent” as defined under the listing standards of The NASDAQ Stock Market (“NASDAQ”) or the national securities exchange on which the Company’s common stock is listed. A director may only qualify as independent if the Board affirmatively determines that the director has no relationship with the Company which, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director and has no material relationship with the Company.

The Lead Independent Director shall be elected by the independent members of the Board every year at the Company annual stockholders meeting. The Lead Independent Director is responsible for coordinating the activities of the independent directors and shall perform such other duties and responsibilities as the Board may determine. In addition to any duties the Board may specify, the duties of the Lead Independent Director are to:

- call meetings of the independent Board members when deemed necessary by the Lead Independent Director;
- develop the agenda for executive sessions of the Board's independent directors;
- preside at executive sessions of the Board's independent directors;
- serve as Vice Chairman of the Board when the Chairman of the Board (the “Chairman”) is not present;
- act as a liaison between the independent directors of the Board and the Chairman;
- advise the Chairman concerning the agenda for Board and Board committee meetings and the need for special meetings of the Board;
- advise the Chairman as to the timeliness and quality of the information submitted by the Company's management that is necessary for the independent directors to effectively and responsibly perform their duties;
- recommend to the Board the retention of advisors and consultants who report directly to the Board;
- participate in the process of interviewing all Board candidates, and make recommendations to the Nominating and Corporate Governance Committee concerning those candidates; and
- assist the Board and Company officers in better ensuring compliance with and implementation of the Governance Guidelines.