

Job Description for Lead Director of the Board

1. Preside at Executive Session meetings of the independent Directors; and edit minutes of meeting.
2. Communicate to CEO items from the Executive Session.
3. Help CEO select information to be sent to the Board in order to ensure that Directors receive timely, accurate and complete information to enable sound decision making, effective monitoring, and advising.
4. Help CEO set Board meeting agenda in order to:
 - assure that the agenda takes into account issues and concerns of Directors; and
 - assure that the agenda is forward looking and focuses on strategic matters; and
 - assure that the agenda is responsive to the concerns and needs of Directors.
5. Serve as principal liaison between the independent Directors and CEO.
6. Help CEO set meeting schedules and time budgets, to assure adequate time for discussion of agenda items.
7. Encourage active engagement by all Directors.
8. Set the tone of Board discussions to promote effective decision making and constructive debate.
9. Promote effective relationships and open communication among Directors and CEO, both inside and outside the boardroom.
10. Promote building effective and complementary Board.
11. Promote highest standards of corporate governance.
12. Promote effective monitoring and implementation of Board decisions.
13. Establish close relationship of trust with the CEO, providing support and advice while respecting the executive responsibility of the CEO.
14. Provide coherent leadership for the Board, through understanding the views of Directors, stockholders, and management.
15. Promote Corporate Governance Committee to implement (i) Director orientation, and continuing education programs for individual Directors as needed, (ii) review of committee assignments each year, and (iii) annual evaluations for the Board and committees.

Provided By:

Knox Bell

DLA Piper Rudnick Gray Cary US LLP

CDF Corporate Governance Committee

Job Description for a non-CEO Chairman of the Board

1. Preside at Board meetings; and edit minutes of meeting.
2. Preside at Executive Session meetings of the independent Directors; and edit minutes of meeting.
3. Communicate to CEO items from the Executive Session.
4. Help CEO select information to be sent to the Board in order to ensure that Directors receive timely, accurate and complete information to enable sound decision making, effective monitoring and advising.
5. Help CEO set Board meeting agenda in order to:
 - assure that the agenda takes into account issues and concerns of Directors; and
 - assure that the agenda is forward looking and focuses on strategic matters; and
 - assure that the agenda is responsive to the concerns and needs of Directors.
6. Serve as principal liaison between the independent Directors and CEO.
7. Help CEO set meeting schedules and time budgets, to assure adequate time for discussion of agenda items.
8. Encourage active engagement by all Directors.
9. Ensure that Directors understand investor concerns.
10. Uphold the highest standards of integrity.
11. Set the tone of Board discussions to promote effective decision making and constructive debate.
12. Promote effective relationships and open communication among Directors and CEO, both inside and outside the boardroom.
13. Promote building effective and complementary Board.
14. Promote highest standards of corporate governance.
15. Promote effective monitoring and implementation of Board decisions.
16. Establish close relationship of trust with the CEO, providing support and advice while respecting the executive responsibility of the CEO.
17. Provide coherent leadership for the Board, through understanding the views of Directors, stockholders, and management.
18. Promote Corporate Governance Committee to implement (i) Director orientation, and continuing education programs for individual Directors as needed, (ii) review of committee assignments each year, and (iii) annual evaluations for the Board and committees.

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Knox Bell

DLA Piper Rudnick Gray Cary US LLP

CDF Corporate Governance Committee

Job Description for Chairman of the Board who is also CEO

1. Preside at Board meetings and edit minutes of meeting.
2. Select information to be sent to the Board, after conferring with Directors, in order to ensure that Directors receive timely, accurate and complete information to enable sound decision making, effective monitoring and advising.
3. Set Board meeting agenda, after conferring with Directors, in order to:
 - assure that the agenda takes into account issues and concerns of Directors; and
 - assure that the agenda is forward looking and focuses on strategic matters; and
 - assure that the agenda is responsive to the concerns and needs of Directors.
4. Serve as principal liaison to the independent Directors.
5. Set meeting schedules and time budgets, assure adequate time for discussion of agenda items.
6. Encourage active engagement by all Directors.
7. Ensure that Directors understand investor concerns.
8. Uphold the highest standards of integrity.
9. Set the tone of Board discussions to promote effective decision making and constructive debate.
10. Promote effective relationships and open communication among Directors, both inside and outside the boardroom.
11. Promote senior management team members giving presentations to Board and having interactions with Board.
12. Promote building effective and complementary Board.
13. Promote highest standards of corporate governance.
14. Ensure effective monitoring and implementation of Board decisions.
15. Establish close relationship of trust with the independent Directors.
16. Seek advice and constructive criticism from Board.
17. Provide coherent leadership for the Company, through understanding the views of stockholders, independent Directors, employees, customers, suppliers, and industry.
18. Promote Corporate Governance Committee to implement (i) Director orientation, and continuing education programs for individual Directors as needed, (ii) review of committee assignments each year, and (iii) annual evaluations for the Board and committees.

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