

## Summary of Corporate Governance Guidelines

*The Company's Corporate Governance Guidelines reflect the Board's commitment to monitor the effectiveness of policy and decision making both at the Board and management level, with a view to enhancing long-term stockholder value.*

### **The Board's Goal**

The Board's goal is to build long-term value for the Company's stockholders and to assure the vitality of the Company for its customers, employees and the other individuals and organizations who depend on the Company.

### **Size of the Board**

The Board believes that it should generally have no fewer than nine and no more than twelve directors.

### **Selection of New Directors**

The nominees for director shall be those people who, after taking into account their skills, expertise, integrity, diversity and other qualities, are believed to enhance the Board's ability to manage and direct, in an effective manner, the affairs and business of the Company.

The Nominating and Governance Committee shall be responsible for assessing the appropriate balance of criteria required of Board members.

Each director shall be expected, within a reasonable period of time following his or her election to the Board, to own stock in the Company in an amount consistent with the Company's Stock Ownership Guidelines for Directors.

### **Other Public Company Directorships**

Directors who also serve as Chief Executive Officers should not serve on more than two public company boards in addition to the Board, and other directors should not sit on more than four public company boards in addition to the Board. The members of the Audit Committee should not serve on more than two other audit committees of public companies.

### **Independence of the Board**

The Board shall be comprised of a substantial majority of directors who qualify as independent directors ("Independent Directors") under the listing standards of the New York Stock Exchange (the "NYSE").

### **Policy for Directors Regarding Retirement or Significant Change in Job Responsibilities**

The Board does not believe that there should be fixed criteria requiring retirement from the Board or resignation in the event of a significant change in job responsibilities. However, the Board recognizes that there are certain events that could have an effect on a person's ability to be an effective contributor to the Board process. Accordingly, each director who has attained the age of 75, has served on the Board for fifteen years or has experienced any significant change in

his or her primary job responsibilities shall tender his or her resignation from the Board. The Nominating and Governance Committee shall review the director's continuation on the Board, in light of all the circumstances, and recommend to the Board whether the Board should accept such proposed resignation or request that the director continue to serve on the Board.

### **Board Compensation**

A director who is also an officer of the Company shall not receive additional compensation for such service as a director.

The Company believes that compensation for non-employee directors should be competitive and should encourage increased ownership of the Company's stock through the payment of a portion of director compensation in Company stock, options to purchase Company stock or similar compensation. Director's fees (including any additional amounts paid to committee chairs and to members of committees of the Board) are the only compensation a member of the Audit Committee may receive from the Company; provided, however, that a member of the Audit Committee may also receive pension or other forms of deferred compensation from the Company for prior service so long as such compensation is not contingent in any way on continued service. Any charitable contribution in excess of \$10,000 to a charity or other tax exempt organization in which a director or executive officer of the Company (or his or her spouse or other immediate family member) is a trustee, board member or executive officer or which under the rules established by the NYSE would cause a director to be deemed not to be independent shall require the prior approval of the Nominating and Governance Committee.

### **Board Operations**

There shall be eight regularly scheduled meetings of the Board each year. At least one regularly scheduled meeting of the Board shall be held each calendar quarter.

The non-management directors of the Company shall meet in executive session without management on a regularly scheduled basis, but no less than two times a year. The Chairman of the Board shall preside at such executive sessions, unless such person is a member of management of the Company. If the Chairman of the Board is a member of management of the Company, the presiding person at executive sessions shall rotate on an annual basis among the chairs of the Nominating and Governance Committee, Audit Committee and Management Organization and Compensation Committee.

### **Strategic Direction of the Company**

It is management's job, under the direction of the Chief Executive Officer, to formalize, propose and establish strategic direction, subject to review and input by the Board. It is also the primary responsibility of management, under the direction of the Chief Executive Officer, to implement the Company's business plans in accordance with such strategic direction and for the Board to monitor and evaluate, with the assistance of the Chief Executive Officer, strategic results.

### **Board Access to Management**

Board members shall have access to the Company's management and, as appropriate, to the Company's outside advisors.

### **Attendance of Management Personnel at Board Meetings**

The Board encourages the Chief Executive Officer to bring members of management who are not directors from time to time into Board meetings to (i) provide management insight into items being discussed by the Board which involve the manager; (ii) make presentations to the Board on matters which involve the manager; and (iii) bring managers with significant potential into contact with the Board. Attendance of such management personnel at Board meetings is at the discretion of the Board.