

## Director Stock Ownership Guidelines

Increase the ownership guideline requirements as follows:

<b>Current Ownership Guideline</b>	<b>Proposed Ownership Guideline</b>
3 x's cash retainer	5 x's cash retainer

The following will be used for determination of share ownership:

- Shares in the Directors name either directly or through an outside brokerage account
- Unvested time-based restricted stock
- Stock options will not count toward ownership

Implement the following share retention requirements:

- Ownership will be reviewed at least annually on a date determined by the Compensation Committee. Ownership dollar levels will be assessed based on the average daily closing price in the month immediately preceding the determination date.
- Directors have five years from date of election to the Board to meet the ownership requirements. Directors will be viewed to be in compliance if they are progressing on a consistent basis.
- Any Director that is below the ownership requirements is expected to retain all shares received, net of shares sold for taxes, upon the vesting of restricted stock or exercise of stock options until the ownership requirements are met.