

Exhibit A
Independence Standards

No Director of the Corporation shall qualify as “independent” unless the Board of Directors affirmatively determines that the Director has no material relationship with the Corporation (directly or as a partner, shareholder or officer of an organization that has a relationship with the Corporation).

In addition, a Director of the Corporation shall not be deemed “independent” if:

- i. The Director is, or has been within the last three years, an employee of the Corporation, or an immediate family member is, or has been within the last three years, an officer, of the Corporation.
- ii. The Director has received, or has an immediate family member who has received, during any twelve-month period within the last three years, more than \$25,000 in direct compensation from the Corporation, other than Director and committee fees and pension or other forms of deferred compensation for prior service (provided such compensation is not contingent in any way on continued service).
- iii.
 - A. The Director or an immediate family member is a current partner of a firm that is the Corporation’s internal or external auditor;
 - B. The Director is a current employee of such a firm;
 - C. The Director has an immediate family member who is a current employee of such a firm and who participates in the firm’s audit, assurance or tax compliance (but not tax planning) practice; or
 - D. The Director or an immediate family member was within the last three years (but is no longer) a partner or employee of such a firm and personally worked on the Corporation’s audit within that time.
- iv. The Director or an immediate family member is, or has been within the last three years, employed as an officer of another company where any of the Corporation’s present officers at the same time serves or served on that company’s compensation committee.
- v. The Director is a current employee, or an immediate family member is a current executive officer, of an entity that has made payments to or received payments from the Corporation in an amount which exceeds the greater of \$1 million, or 2% of such other entity’s or the Corporation’s consolidated gross revenues in any of the last 3 fiscal years.