



**RESOLUTION NO. 11-7**

**Selection of an Executive Search Firm**

WHEREAS, The executive search for a new President and Chief Executive Officer has been underway since July 2010;

WHEREAS, At that time, the Legal and Governance Committee had considered applications from several firms, and interviewed a shortlist of firms to conduct an executive search;

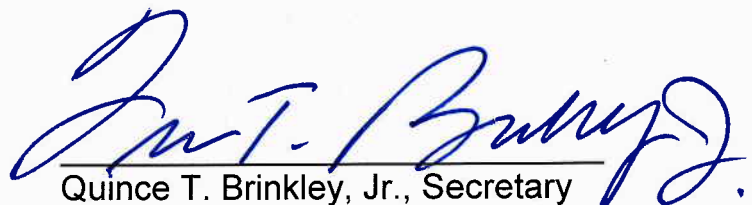
WHEREAS, The firm selected from that shortlist has completed its work and is no longer participating in the search;

WHEREAS, SpencerStuart was also on that shortlist, and has agreed to conduct a second search; and

WHEREAS, The Executive Search Committee has recommended that the Board select SpencerStuart; now, therefore, be it

RESOLVED, That the Chairman is authorized to enter into a contract with SpencerStuart, in accordance with the terms recommended by the Executive Search Committee at its April 1, 2011 Meeting.

Adopted April 6, 2011



Quince T. Brinkley, Jr., Secretary