



**ROCKY MOUNTAIN DEALERSHIPS INC.
LEAD INDEPENDENT DIRECTOR
POSITION DESCRIPTION**

The Lead Independent Director shall be selected by the Board of Directors from amongst the independent directors and the position shall be rotated periodically as determined by the Board.

The Lead Independent Director shall:

1. Chair all meetings of the Board at which the Chairman is not present, including executive (or "*in camera*") sessions of independent directors. The agenda of the executive sessions shall be determined by the Lead Independent Director in consultation with the other independent directors.
2. Provide timely agreed upon feedback to the Chief Executive Officer ("**CEO**") from the executive sessions.
3. Shall serve as principal liaison between independent directors and the Chairman and the CEO.
4. Help develop Board agendas with the Chairman and the CEO to ensure that topics deemed important by the independent directors are included in board discussions and sufficient executive sessions are scheduled as needed.
5. Advise Chairman on quality, quantity and timeliness of information supplied by management to the independent directors and act as the liaison between independent board members and the Chairman and the CEO to make certain that any additional information requested by the board members is included in the materials prepared by management of the board.
6. Coordinate activities of the independent directors.
7. Participate with members of the Corporate Governance and Nominating Committee to interview Board candidates and recommend their nomination to the full board.
8. Meet with Chairman and CEO at least quarterly to provide performance feedback.
9. Work in conjunction with the Board Chair to annually evaluate the performance of the CEO in accordance with the provisions of the Corporation's Governance Policies and Guidelines.

10. Together with the Chairman, provide performance feedback to individual directors based on individual director performance feedback received as part of the annual board of directors' assessment process.
11. Be available for consultation and direct communication upon the reasonable request of major shareholders.
12. If appropriate, make recommendations to the Chairman concerning retention of outside advisors and consultants reporting to the Board on board related issues.
13. Perform other duties and responsibilities as the other independent directors may choose.

Date of Last Approval by Board of Directors

May 7, 2018