



Board of Directors Committee Composition

(Amended December 9, 2013)

Committees of the Board of Directors

The Board has three standing committees: an Audit Committee, a Compensation Committee and a Nominating and Corporate Governance Committee. Information regarding the members of each of those Committees and their responsibilities is set forth below.

Audit Committee. The members of the Audit Committee are A. J. Bert Moyer, its Chairman, Deborah A. Farrington, Joseph Martin and Bruce A. Stevens. All of the members of the Audit Committee are independent within the meaning of the NASDAQ Listed Company Rules and the enhanced independence requirements for audit committee members contained in Rule 10A-3 under the Securities Exchange Act of 1934, as amended. Our Board of Directors has determined that Mr. Moyer meets the definition of "audit committee financial expert" adopted by the Securities and Exchange Commission (the "SEC"). The Audit Committee has a written charter, available on this website, that specifies its responsibilities, which include oversight of the financial reporting process and system of internal accounting controls of the Company, and appointment and oversight of the independent public accountants engaged to audit the Company's financial statements. In accordance with the Charter and to ensure independence, the Audit Committee meets separately with our outside auditors and separately with members of management.

Compensation Committee. The members of the Compensation Committee are Deborah A. Farrington, its Chairperson, A. J. Bert Moyer, Joseph Martin and Van D. Simmons, each of whom is an independent director within the meaning of the NASDAQ Listed Company Rules. The Compensation Committee reviews and approves the salaries and establishes incentive compensation and other benefit plans for our executive officers. Our Board of Directors has adopted a charter, available on this website, setting forth the role and responsibilities of the Compensation Committee.

Nominating and Governance Committee. The members of the Nominating and Governance Committee are Bruce A. Stevens, its Chairman, A. Clinton Allen and Van D. Simmons, each of whom is an independent director within the meaning of the NASDAQ Listed Company Rules. The Nominating and Governance Committee has a written charter, available on this website that specifies its responsibilities, which include assisting the Board of Directors to identify individuals qualified to become members of the Board of Directors, and recommending to the Board nominees for election to the Board of Directors, making recommendations to the Board regarding directors to be appointed to each of the Standing Committees of the Board of Directors, reviewing the adequacy of any changes in amounts and types of compensation payable to non-employee directors of the Company for their services as directors, and overseeing the annual assessments of the Board of Directors and its Committees.