Harvest Directors are expected to promote the best interests of the shareholders in terms of corporate governance, fiduciary responsibilities, compliance with applicable law and regulations, and maintenance of accounting, financial or other controls. The Board's responsibilities include:

- Evaluating and monitoring the Company's performance.
- Succession planning for the Chairman of the Board, the CEO, and the executive officers of the Company.
- Setting the policies and principles for CEO selection and selecting the CEO.
- Provide advice and counsel to management. This occurs both in formal Board and Committee meetings and through informal, individual Director's contacts with the CEO and other members of management.
- Setting the policies and principles for executive officer performance and assessing the performance of each executive officer at least annually. The assessment will be used by the Human Resources Committee in the course of its deliberations when considering compensation of the executive officers.
- Review and, where appropriate, approve fundamental operating, financial and other corporate strategies, as well as major plans and initiatives.
- Review structure and operation of the Board, including an annual self-evaluation of the Board's performance.
- Selection and retention of Directors.
- Adopting policies to help assure accurate and timely information and appropriate reporting systems that will allow management and the Board to reach informed judgments about both the Company's compliance with the law and business performance.
- Adopting a code of business conduct and ethics applicable to officers and employees of the Company. Officers shall be accountable to the Board for adherence to the code, and waivers for any officers must be approved by the Board.
- Delegation of the management of the day-to-day operation of the Company's business by establishing and revising guidelines for authorization of expenditures or other corporate actions, and these will be periodically reviewed with management.
- Accessible to employees and shareholders for confidential communications on matters concerning the Company's business, subject to Regulation FD and other federal securities laws and stock exchange rules regarding disclosure of material nonpublic information.

The following Guidelines have been adopted by the Board to assist it in the exercise of its responsibilities. The Guidelines are in addition to and are not intended to change or interpret any Federal or state law or regulation, including the Delaware General Corporation Law, or the Certificate of Incorporation or By-laws of the Company. Any waivers of these Guidelines must be approved by the Board. The Guidelines are subject to modification from time to time by the Board of Directors.
The operation of the Board of Directors is a dynamic and evolving process. Accordingly, these Guidelines will be reviewed periodically by the Nominating and Corporate Governance Committee and any recommended revisions will be submitted to the Board for consideration.

I. Board Composition

A. Number. The number of directors shall be set in the Company's by-laws, but in no event should exceed a number that can function efficiently as a body.

B. Term. Board members are elected to hold office for a term of one year. The Board does not believe it should establish term limits. Instead, the Board believes that the annual assessment of the Board's performance provides an opportunity to review each Director's continuation on the Board and desire to remain a member.

C. Independent Directors. Independent directors must comprise a majority of the Company's board, and there must be at least three independent directors on the Board.

D. Chairman. The Chairman of the Board shall be elected from the independent directors. While it is the view of the Board that the roles of CEO and Chairman of the Board should be separated, the Board retains the discretion to combine the positions based on what is best for the Company in light of all circumstances.

E. Retirement. Directors who are not employees of the Company will retire from the Board effective at the Annual Meeting of Shareholders that follows their seventy-second birthday.

F. Limit on Board Positions. A director shall not sit on the board of more than three other publicly-held companies unless the Board determines that such simultaneous service will not impair the ability of such member to effectively serve on the Company's Board.

II. Director Responsibilities

A. Attendance at the Board Meetings. Board members are expected to attend all board meetings and all meetings of committees on which they serve. The Board recognizes that occasional meetings may need to be scheduled on short notice when participation of a Director is not possible and that conflicts may arise from time to time that will prevent a director from attending a regularly scheduled meeting. However, the Board expects that each Director will make every possible effort to keep such absences to a minimum. While attendance at Board meetings in person is preferred, it is recognized that on occasion a member may need to attend by telephone.

B. Attendence at Shareholder Meetings. Board members are expected, to the extent possible, to attend the annual meeting of shareholders.

C. Review of Materials. Board members should review in advance all board materials distributed for a meeting.

D. Change of Position. Directors will offer their resignation upon a change of position, including retirement from the position on which their original nomination was based. It is not the sense of the Board that such Directors should necessarily leave the Board. There should, however, be an opportunity for the Board, through the Nominating and Corporate Governance Committee, to review continued appropriateness of Board membership under these circumstances.

E. Conflict of Interest. If an actual or potential conflict of interest develops because of a change in the business operations of the Company, or in a Director's circumstances, the Director should report the matter immediately to the Chairman of the Board for evaluation. A significant conflict must be resolved or the Director should resign. If a Director has a personal interest in a matter before the Board, the Director shall disclose the interest to the full Board and excuse himself or herself from participation in the discussion and shall not vote on the matter.

III. Director Qualifications

A. Selection of Board Members. The Board is responsible for nominating members to the Board and for filling vacancies that may occur between annual meetings of the shareholders. The Nominating and Corporate Governance Committee, with direct input from the President and other Board members, is responsible for identifying and screening candidates for Board membership.

B. Selection Criteria. The Nominating and Corporate Governance Committee is responsible for assessing the appropriate mix of skills and characteristics required of Board members in the context of perceived needs of the Board at any given point in time and shall periodically review and update the criteria as deemed necessary.

C. Determination of Independence. In determining whether a director is independent, there shall be no fixed criteria or bright line rules. The Board believes that true independence is measured by subjective and objective factors taking into account the totality of the circumstances. In addition, the following guidelines will apply to the determination of independence:

1. Directors must have no material relationship with the Company (either directly or as a partner, shareholder or officer of an organization that has a relationship with the Company). Material relationships can include commercial, industrial, banking, consulting, legal, accounting, charitable and familial relationships (among others). The determination that a relationship by a Director with the Company is not material must be affirmatively made by the Board each year.
2. A Director who is an employee, or immediate family member is an executive officer, of the Company shall not be considered independent until at least three years after the end of such employment relationship.
3. A Director shall not be considered independent where (A) the director or an immediate family member is a current partner of a firm that is the Company'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 personally works on the Company's audit; 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 Company's audit within that time.
4. A Director who is employed, or whose immediate family member is employed, as an executive officer of any company whose compensation committee includes an officer of the Company shall not be considered independent until at least three years after their employment terminates.
5. A Director who receives, or whose immediate family member receives, more than $120,000 during any 12-month period in direct compensation from the Company, other than Director and committee fees and pension or other deferred forms of compensation for prior service (provided such compensation is not contingent in any way on continued service), shall not be considered independent until at least three years after such individual ceases to receive more than $120,000 during any 12-month period in such compensation.
6. A Director who is an executive officer or an employee, or whose immediate family member is an executive officer, of a company that makes payments to, or receives payments from, the Company for property or services in an amount which, in any single fiscal year, exceeds the greater of $1 million, or 2% of such other company's consolidated gross revenues, shall not be considered independent until at least three years after falling below such threshold.
7. Directors who hold substantial stock in the Company or are affiliated with or an executive of a substantial shareholder for the Company may not be considered independent; however, ownership of stock is not in and of itself a basis for a Director to be considered as not independent.

D. Orientation Program. The Board shall establish an orientation program for new directors which includes comprehensive information about the Company's business and operations; meetings with the executive officers and management of the Company; general information about the Board and its Committees, including a summary of Director compensation and benefits; a review of the Company's policies and procedures; and a review of Director duties and responsibilities. Where appropriate, new directors will also be asked to attend educational programs or institutes concerning membership on boards.

E. Continuing Education. The Board recognizes the importance that all Directors need to remain current on the operations and businesses of the Company and external factors that affect it such as governance best practices changes in the law. Review of materials provided by management and professional advisors to the Company, special briefings, periodic in-depth reviews and on-site visits to new or changed operations are among the ways the Directors will be continually educated on the Company. In addition, directors are encouraged to maintain a currency of understanding of their legal responsibilities and board and governance practices by attending programs sponsored by the Company or be accredited institutions.

IV. Operation of the Board; Meetings

A. Regular Meetings. The Board shall have six regularly scheduled meetings per year. The meetings shall ordinarily take place in February, March, May, July, September and December of each year. Special meetings are called as necessary.

B. Strategic Review. At least one Board meeting a year will be extended over a number of days during which the Board will review long-term strategic plans, principal issues expected to face the Company in the future, and business plans.

C. Executive Sessions. The Board must convene regular executive sessions in which the independent directors meet without management, including the CEO. At least once a year the executive session without the CEO will be for the purpose of evaluating his performance and compensation. The Chairman of the Board will chair the executive session or, in his or her absence, the Board will appoint a chair.

D. Off-Site Meetings. Occasional Board trips are scheduled, if possible in conjunction with a regular Board meeting, to offer Directors the opportunity to visit sites and facilities at different operating locations.

E. Board and Committee Agendas. The Chairman of the Board and the CEO are responsible for establishing the agenda for each Board meeting, although other Board members are free to include items on the agenda. Each director is also free to raise at any Board meeting subjects that are not on the agenda for that meeting. The Chair of each Committee shall establish the agenda for Committee meetings. Adequate time will be scheduled for completion of the matters placed on the agendas.

F. Board and Committee Materials. In advance of each regular Board and Committee meeting and, to the extent possible special meetings, a proposed agenda and minutes of the last meeting will be distributed to each member. In addition, to the extent feasible or appropriate, information and data important to members' understanding of the matters to be considered, including copies of presentation materials, background summaries, and proposed resolutions, will be distributed in advance of a meeting.

G. Attendance by Management. The Chief Financial Officer and the General Counsel will be present during board meetings, except where there is a specific reason for one or both of them to be excluded. In addition the Chairman of the Board or the CEO may invite one or more members of management to be in regular attendance at board meetings and may include other officers and employees from time to time as appropriate in the circumstances.

H. Access to Information; Outside Advisors. The Board shall have free access to Company information and the officers, management, employees and consultants of the Company. The Board also has complete access to independent advisors, including the independent auditors and outside counsel of its choice with respect to any issues relating to its activities. The Company shall provide the funds necessary to pay for independent advisors retained by the Board.

V. Director Compensation

A. Fees. Each independent director will be paid a fee for his or her services as a Director. The Chairman of the Board and the chair of each Committee will also be paid a fee for his or her services as a chair. In addition, the directors may be paid supplemental fees for special board meetings, attending business meetings on behalf of the Company or other activities which require a substantial commitment of time or travel.

B. Sole Compensation. Directors' fees must be the sole compensation paid by the Company for each independent director of the Company.

C. Determination of Fees. It is the policy of the Board that director fees be determined according to guidelines established by the Human Resources Committee, which shall take into account what is customary in relation to companies comparable in size, line of business and level of director involvement. Directors fees shall be set by the Board on an annual basis, ordinarily at the annual directors meeting, based upon the recommendations of the Human Resources Committee.

D. Equity Ownership. The Board believes Directors should hold equity ownership in the Company, and that a portion of Director fees should consist of company equity in the form of stock grants and options. While the Board does not believe it appropriate to specify the level of share ownership an individual Director should hold, it is anticipated that each Director will develop a meaningful position in the Company over time, depending on individual circumstances.

VI. Board Committees

A. Standing Committees. The full Board considers all major decisions of the Company; however, a substantial portion of the analysis and work of the Board is by standing Board Committees who are empowered to act on behalf of the full Board for those areas the Board has prescribed. The Company shall have three standing Committees: (a) Audit; (b) Human Resources; and (c) Nominating and Corporate Governance.

B. Ad Hoc Committees. From time to time, the Board may designate ad hoc committees. Such committees shall have the authority and responsibilities delineated in the resolutions creating them

C. Committee Size and Composition. Each standing committee shall consist of at least three voting members, and the voting members must all be independent Directors. Any Director may attend a Committee meeting on a non-voting basis, excluding CEO performance review by the Human Resources Committee and individual director performance reviews by the Nominating and Corporate Governance Committee.

D. Committee Appointments. Committee appointments to the standing committees and the chair of those committees shall be determined at the annual board of directors meeting, based upon the recommendations of the Nominating and Corporate Governance Committee. In making its recommendations to the Board, the Nominating and Corporate Governance Committee shall take into consideration the need for continuity; subject matter expertise; applicable SEC and NYSE requirements; tenure; and the desire of individual Board members.

E. Committee Charters. Each standing committee must adopt a written charter, and submit a copy of the charter to the Board for assent. The adequacy of the charters of each standing committee will be reviewed at least annually.

F. Committee Reports. Reports on each Committee meeting shall be made to the full Board. All Directors will be furnished copies of each Committee's minutes.

G. Audit Committee. The following guidelines shall apply only to the Audit Committee:

1. A director associated with a major shareholder (one owning 20% or more of the Company's equity) shall not be considered independent.
2. The chair of the Audit Committee must have accounting or financial management experience.
3. At least one member of the Audit Committee must be determined by the Board to qualify as a "financial expert" as that term is defined in SEC rules.
4. Each member of the Audit Committee shall be financially literate or must become financially literate within a reasonable period of time after his or her appointment to the Audit Committee. While the Board does not believe there is a fixed definition or criteria in determining financial literacy, it shall generally be considered to mean the ability to read and understand fundamental financial statements, including the Company's balance sheet, income statement, and cash flow statement.
5. An Audit Committee member may not serve on the audit committee of more than three publicly held companies, unless the Board determines that such simultaneous service will not impair the ability of such member to effectively serve on the Company's Audit Committee.

H. Committee Liaison. An officer of the Company shall be assigned to each Committee to act as liaison with the Company and to prepare draft agenda and related background information for each Committee meeting. Ordinarily the Chief Financial Officer will be assigned to the Audit Committee, the Vice President, Administration and Human Resources will be assigned to the Human Resources Committee and the General Counsel will be assigned to the Nominating and Corporate Governance Committee. The Secretary or an Assistant Secretary to the Company shall record the minutes of each Committee meeting.

I. Meetings. There is no fixed schedule for how often Committees must meet; however, the Audit Committee shall meet at least quarterly with management, internal auditors and the independent auditors. Committee meetings will ordinarily take place on the day before a regular Board meeting and at such other times as determined by the chairs of each Committee.

J. Annual Assessment. Each Committee will annually assess its performance to confirm it is meeting its responsibilities under its charter. The results of the review shall be provided to the chair of the Nominating and Corporate Governance Committee.

VII. Management Responsibilities

A. Periodic Reports. Management shall routinely send to the Directors monthly financial statements, operations reports, earnings reports, analysts' reports and other information designed to keep the Directors informed of the material aspects of the Company's business, performance and prospects. Management shall also be responsive to requests for information from Board members.

B. Board Materials. Management is responsible for the preparation and timely distribution of materials for Board and Committee meetings.

C. Press Releases. All non-routine press releases shall be distributed to Directors sufficiently in advance of their release so as to afford each accessible Director a reasonable opportunity to comment on the release.

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