

CHOICEONE FINANCIAL SERVICES INC  
Form DEF 14A  
March 31, 2006

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington D.C. 20549**

**SCHEDULE 14A  
(Rule 14a-101)**

**INFORMATION REQUIRED IN PROXY STATEMENT**

**SCHEDULE 14A INFORMATION  
Proxy Statement Pursuant to Section 14(a) of the Securities  
Exchange Act of 1934 (Amendment No. \_\_\_\_)**

Filed by the Registrant  x

Filed by a Party other than the Registrant  o

Check the appropriate box:

- o Preliminary Proxy Statement
- o Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- x Definitive Proxy Statement
- o Definitive Additional Materials
- o Soliciting Material Pursuant to §240.14a-12

**CHOICEONE FINANCIAL SERVICES, INC.**

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(Name of Registrant as Specified in Its Charter)

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(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- x No fee required.
- o Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.  
(1) Title of each class of securities to which transaction applies:

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(2) Aggregate number of securities to which transaction applies:

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(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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(4) Proposed maximum aggregate value of transaction:

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Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

(1) Amount previously paid:

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(2) Form, Schedule or Registration Statement No.:

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(3) Filing party:

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(4) Date filed:

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**109 East Division  
Sparta, Michigan 49345**

March 31, 2006

To our Shareholders:

We invite you to attend the Annual Meeting of Shareholders of ChoiceOne Financial Services, Inc. to be held at:

**Sparta Church of the Nazarene  
665 - 13 Mile Road NE  
Sparta, Michigan  
April 27, 2006  
6:30 p.m. Annual Meeting; dinner to immediately follow**

The purpose of the meeting is to elect directors.

Please plan to join us for an informal sit-down dinner to be served immediately following the conclusion of the business portion of the Annual Meeting, which starts at 6:30 p.m. Shareholders holding stock in single ownership form are invited to bring a guest. To assist us in our planning, please complete and return the enclosed reservation card by April 17, 2006.

The following proxy statement and enclosed proxy are being furnished to holders of ChoiceOne Financial Services, Inc. common stock on and after March 31, 2006. **Please be sure to sign, date and return the enclosed proxy promptly whether or not you plan to attend the meeting.** A proxy may be revoked at any time before it is exercised and shareholders who are present at the meeting may withdraw their proxy and vote in person if they wish to do so. All owners should sign proxies as their names appear on the proxy.

We hope you will join us at the 2006 Annual Meeting. We look forward to seeing you there.

Sincerely,

James A. Bosserd  
President and Chief Executive Officer



**109 East Division  
Sparta, Michigan 49345**

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

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The annual meeting of shareholders of ChoiceOne Financial Services, Inc. will be held at Sparta Church of the Nazarene, 665-13 Mile Road, Sparta, Michigan, on Thursday, April 27, 2006, at 6:30 p.m. local time, for the following purposes:

1. To elect directors.
2. To transact any other business that may properly come before the meeting.

Shareholders of record at the close of business on March 1, 2006, are entitled to notice of and to vote at the meeting and any adjournment of the meeting.

By Order of the Board of Directors,

Linda R. Pitsch  
Secretary

March 31, 2006

It is important that your shares be represented at the meeting. Even if you expect to attend the meeting,  
**PLEASE SIGN, DATE AND RETURN YOUR PROXY PROMPTLY.**



**CHOICEONE FINANCIAL SERVICES, INC.**

109 East Division  
Sparta, Michigan 49345

**ANNUAL MEETING OF SHAREHOLDERS**

April 27, 2006

**PROXY STATEMENT**

**Meeting Information**

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**Time and Place of Meeting**

You are invited to attend the annual meeting of shareholders of ChoiceOne Financial Services, Inc. that will be held on Thursday, April 27, 2006, at Sparta Church of the Nazarene, 665-13 Mile Road, Sparta, Michigan, at 6:30 p.m. local time.

This proxy statement and the enclosed proxy are being furnished to you on and after March 31, 2006, in connection with the solicitation of proxies by ChoiceOne's Board of Directors for use at the annual meeting. In this proxy statement, "we," "us," "our" and "ChoiceOne" refer to ChoiceOne Financial Services, Inc. and "you" and "your" refer to ChoiceOne shareholders.

**Purpose of Meeting**

The purpose of the annual meeting is to consider and vote upon the election of directors. ***Your Board of Directors recommends that you vote FOR each of the nominees discussed in this proxy statement.***

**How to Vote Your Shares**

You may vote at the meeting if you were a shareholder of record of ChoiceOne common stock on March 1, 2006. You are entitled to one vote per share of ChoiceOne common stock that you own on each matter presented at the annual meeting.

As of March 1, 2006, there were 1,651,258 shares of ChoiceOne common stock issued and outstanding.

Your shares will be voted at the annual meeting if you properly sign and return to us the enclosed proxy. If you specify a choice, your proxy will be voted as specified. If you do not specify a choice, your shares will be voted for the election of each nominee for director named in this proxy statement. If other matters are presented at the annual meeting, the individuals named in the enclosed proxy will vote your shares on those matters in their discretion. As of the date of this proxy statement, we do not know of any other matters to be considered at the annual meeting.

You may revoke your proxy at any time before it is exercised by:

delivering written notice to the Secretary of ChoiceOne; or  
attending and voting at the annual meeting.

### **Who Will Solicit Proxies**

Directors, officers and employees of ChoiceOne and ChoiceOne Bank (referred to as the "Bank") will initially solicit proxies by mail. They also may solicit proxies in person, by telephone or by other means, but they will not receive any additional compensation for these efforts. Nominees, trustees and other fiduciaries who hold stock on behalf of beneficial owners of ChoiceOne common stock may communicate with the beneficial owners by mail or otherwise and may forward proxy materials to and solicit proxies from the beneficial owners. ChoiceOne will pay all expenses related to soliciting proxies.

### **Required Vote and Quorum**

A plurality of the shares voting at the annual meeting is required to elect directors. This means that if there are more nominees than director positions to be filled, the nominees for whom the most votes are cast will be elected. In counting votes on the election of directors, abstentions, broker non-votes and other shares not voted will not be counted as voted, and the number of shares of which a plurality is required will be reduced by the number of shares not voted.

A majority of the shares entitled to vote at the annual meeting must be present or represented at the meeting to constitute a quorum. If you submit a proxy or attend the meeting in person, your shares will be counted towards the quorum, even if you abstain from voting on some or all of the matters introduced at the meeting. Broker non-votes also count for quorum purposes.

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### **Election of Directors**

The Board of Directors presently consists of ten individuals divided into three classes. Each class of directors is as nearly equal in number as possible and serves for a three-year term of office. The term of office of one class of directors expires at the annual meeting each year. An individual may not continue to serve on the Board of Directors after he or she becomes 70 years old.

The Board of Directors proposes that the following nominees be elected as directors for terms expiring at the annual meeting of shareholders to be held in 2009:

#### Nominee

James A. Bosserd  
William F. Cutler, Jr  
Paul L. Johnson  
Andrew W. Zamiara

Each proposed nominee currently serves as a director of ChoiceOne for a term that will expire at this year's annual meeting. The persons named in the enclosed proxy intend to vote for the election of the four nominees listed. The proposed nominees are willing to be elected and serve as directors. If a nominee is unable to serve or is otherwise unavailable for election - which we do not anticipate - the incumbent Board of Directors may or may not select a substitute nominee. If a substitute nominee is selected, your proxy will be voted for the person so selected. If a substitute nominee is not selected, your proxy will be voted for the election of the remaining nominees. No proxy will be voted for a greater number of persons than the number of nominees named.

Biographical information is presented below concerning the nominees for director, current directors whose term of office will continue after the annual meeting and the executive officers of ChoiceOne. All of the directors of ChoiceOne also serve as directors of the Bank. Except as otherwise indicated, each nominee, current director and executive officer has had the same principal employment for over five years.

### **ChoiceOne's Board of Directors and Executive Officers**

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#### **Nominees for Election as Directors**

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**James A. Bosserd** (age 56) has been a director of ChoiceOne and the Bank since he was appointed to those boards in April 2001. Mr. Bosserd has been President and Chief Executive Officer of ChoiceOne and the Bank since April 2001. Mr. Bosserd has also been President of ChoiceOne Insurance Agencies, Inc. since April 2001 and President of ChoiceOne Mortgage Company of Michigan since January 2002. Prior to joining ChoiceOne and the Bank, Mr. Bosserd was Senior Vice President-Retail Group Manager with Huntington National Bank, a commercial bank, since October 1997 and Senior Vice President-Private Banking Manager with Huntington National Bank since April 1999. Mr. Bosserd also served as President and Chief Executive Officer of FMB State Savings Bank, a commercial bank in Lowell, Michigan, from 1992 through 1997. Mr. Bosserd has also been a director of West Shore Computer Services, Inc., a data processing company in which ChoiceOne owns a 20% interest, since February 2002. Mr. Bosserd is a director of the Sparta Rotary Board, the Michigan Bankers' Association and the FFA Foundation.

**William F. Cutler, Jr.** (age 58) is the former Vice President of the H. H. Cutler Company, an apparel manufacturer. Mr. Cutler joined the H. H. Cutler Company in 1970 and served in various management and executive capacities until January 1994. The H. H. Cutler Company was sold to VF (Vanity Fair) Corporation in January 1994. Mr. Cutler has been a director of ChoiceOne and the Bank since October 1993. Mr. Cutler served as a director of the Sparta Health Center from 1981 until 1996.

**Paul L. Johnson** (age 56) is President of and owns Falcon Resources, Inc. in Belmont, Michigan, a sales, engineering and design firm for the automotive and furniture industries. Mr. Johnson has been a director of ChoiceOne and the Bank since July 1999

. Mr. Johnson has been a director of ChoiceOne Insurance Agencies, Inc. since November 2000.

**Andrew W. Zamiara** (age 65) is a registered pharmacist and is the owner and President of Sparta Village Pharmacy, Inc. in Sparta, Michigan and Momber Hallmark in Rockford, Michigan. Mr. Zamiara has been a director of ChoiceOne and the Bank since August 1990.

*Your Board of Directors Recommends that You  
Vote FOR the Election of All Nominees as Directors*

**Continuing Directors with Terms Expiring in 2007**

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**Frank G. Berris** (age 58) is President and Chief Executive Officer of and owns American Gas & Oil, Inc., a distributor of petroleum products and operator of gas stations. Mr. Berris is also a member of the Michigan Petroleum Association/Michigan Association of Convenience Stores. Mr. Berris has been a director of ChoiceOne and the Bank since August 1991.

**Lewis G. Emmons** (age 61) is President of Emmons Development-Company, a real estate development firm. Mr. Emmons has been a director of ChoiceOne since 1986 and a director of the Bank since 1978.

**Stuart Goodfellow** (age 62) owns Goodfellow Blueberry Farms and Goodfellow Vending Services, L.L.C., a vending company. Mr. Goodfellow is also past Vice President and a director of the Michigan Blueberry Growers Association. Mr. Goodfellow has been a director of ChoiceOne and the Bank since August 1991.

**Continuing Directors with Terms Expiring in 2008**

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**Bruce A. Johnson** (age 53) is Vice President, Chief Financial Officer and a director of Spartan Distributors, Inc., a Sparta, Michigan based distributor of lawn and garden equipment, turf equipment and irrigation materials. Prior to joining Spartan Distributors in 1995, Mr. Johnson spent 21 years in various positions with Old Kent Financial Corporation, including Chairman, President and Chief Executive Officer of Old Kent Bank of Grand Blanc, Michigan and Vice President and Manager of Private Banking for Old Kent Bank in Grand Rapids, Michigan. Mr. Johnson has been a director of ChoiceOne and the Bank since March 2001.

**Jon E. Pike** (age 64) is a Certified Public Accountant and Chairman of Beene Garter LLP, Certified Public Accountants, of Grand Rapids, Michigan. Mr. Pike has been Chairman of the Board of Directors since August 1998 and a director of ChoiceOne and the Bank since September 1990. Mr. Pike serves as a director of Porter Hills Retirement Community and Services and Sparta Foam, Inc.

**Linda R. Pitsch** (age 58) has been a director of ChoiceOne and the Bank since December 1994 and Secretary of ChoiceOne and the Bank since February 1995. Ms. Pitsch also has served as Senior Vice President and Cashier of the Bank since January 1993. Ms. Pitsch has been an employee of the Bank since September 1969, serving in various management and executive capacities. Ms. Pitsch is a director of ChoiceOne Mortgage Company of Michigan and has served as its Secretary since January 2002. Ms. Pitsch has been a director and Secretary of the Board for ChoiceOne Insurance Agencies, Inc. since December 1998. Ms. Pitsch is an instructor at Davenport College of Business, and President and a director of Strawberry Pines Condominium Association.

**Executive Officers who are not Directors**

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**Lee A. Braford** (age 45) has been Vice President, Retail Loans/Sales Administration of the Bank since September 2001. Mr. Braford was elected an officer of ChoiceOne Mortgage Company of Michigan in 2003. Prior to his

employment with ChoiceOne, Mr. Braford was employed by Bank West, a commercial bank in Grand Rapids, Michigan, from March 2001 until September 2001 and by Cornerstone University as an Events Director from September 1997 until January 2001. Before that, Mr. Braford was employed with ChoiceOne in various management capacities since August 1980. Mr. Braford is also President of the Sparta Community Foundation.

**Mary J. Johnson** (age 42) has been a Vice President of the Bank since September 1998. Prior to that, Ms. Johnson was employed by the Bank, serving in various management and executive capacities since April 1993. Ms. Johnson serves as an officer of Johnson & Johnson Builders, Inc., a construction company.

**Louis D. Knooihuizen** (age 56) has been Senior Vice President, Commercial Loans of the Bank since December 2001. Mr. Knooihuizen was elected an officer of ChoiceOne Mortgage Company of Michigan in 2003. Prior to his employment with ChoiceOne, Mr. Knooihuizen was employed by Bank West, a commercial bank in Grand Rapids, Michigan, as Senior Vice President, Commercial Loans since May 1999 and by National City Bank, a commercial bank, as Vice President, Commercial Loans since February 1995. Mr. Knooihuizen also serves as a director of Mid-Michigan Banking Group.

**Thomas L. Lampen** (age 50), a Certified Public Accountant, has been Vice President and Chief Financial Officer of the Bank since January 1992 and Treasurer of ChoiceOne since April 1987. Mr. Lampen has been the Treasurer of ChoiceOne Insurance Agencies, Inc. since January 1996 and the Treasurer of ChoiceOne Mortgage Company of Michigan since January 2002. Prior to his employment with ChoiceOne, Mr. Lampen was employed by Grant Thornton, a national accounting firm.

**Kelly Potes** (age 44) has been Senior Vice President and General Manager of ChoiceOne Insurance Agencies, Inc. since January 2001. Prior to that, Mr. Potes was President of Kent-Ottawa Financial Advisors, Inc., a financial consulting firm, since December 1998 and Vice President, Retail Services of the Bank since May 1984. Mr. Potes has been a director of ChoiceOne Insurance Agencies, Inc. since January 2001. Mr. Potes serves as a Trustee of the Sparta Board of Education.

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### Committees of the Board of Directors

The Board of Directors has established the following four standing committees:

- Audit Committee
- Executive and Loan Review Committee
- Governance and Nominating Committee
- Personnel and Benefits Committee

*Audit Committee.* The Audit Committee is directly responsible for the appointment, compensation, retention and oversight of the work of the independent public accountants. The Audit Committee reviews their fees for audit and non-audit services and the scope and results of audits performed by them. The Audit Committee also reviews ChoiceOne's internal accounting controls, the proposed form of its financial statements, the results of internal audits and compliance programs, and the results of the examinations received from regulatory authorities. The Audit Committee operates pursuant to a written charter, which was adopted by the Board of Directors. A copy of the Audit Committee charter is attached as Appendix A to this proxy statement. As of the date of this proxy statement, Jon E. Pike (Chairman), William F. Cutler, Jr., Bruce A. Johnson and Paul L. Johnson serve on the Audit Committee. ChoiceOne has designated Mr. Pike as its audit committee financial expert as defined by the Securities and Exchange Commission ("SEC"). As of the date of this proxy statement, all of the members of the Audit Committee are "independent" directors as defined by the rules of the SEC and the NASD. The Audit Committee met six times during 2005.

*Executive and Loan Review Committee.* The Executive and Loan Review Committee reviews all aspects of the Bank's loan activity, including new loans of \$25,000 or more, problem or other loans identified by examiners, loans 60 days or more past due and non-accrual loans. The Executive and Loan Review Committee also approves loan charge-offs and extensions of credit of up to 15% of the capital and surplus of the Bank. The Executive and Loan Review Committee may also act in other capacities if the Board of Directors so authorizes. As of the date of this proxy statement, Jon E. Pike (Chairman), Frank G. Berris, William F. Cutler, Jr., Lewis G. Emmons, Stuart Goodfellow, Bruce A. Johnson, Paul L. Johnson and Andrew W. Zamiara serve on the Executive and Loan Review Committee. The Executive and Loan Review Committee met twelve times during 2005.

*Governance and Nominating Committee.* The Governance and Nominating Committee administers the process of nominations for directorships and coordinates ChoiceOne's corporate governance initiatives and policies. The Governance and Nominating Committee operates pursuant to a written charter, which was adopted by the Board of Directors. A current copy of the Governance and Nominating Committee charter can be found on ChoiceOne's website at [www.choiceone.com](http://www.choiceone.com). As of the date of this proxy statement, William F. Cutler, Jr., Paul L. Johnson and Andrew W. Zamiara serve on the Governance and Nominating Committee. All of the members of the Governance and Nominating Committee are "independent" directors as defined by the rules of the NASD. The Governance and Nominating Committee met four times during 2005.

*Personnel and Benefits Committee.* The Personnel and Benefits Committee performs the functions of a compensation committee. The Personnel and Benefits Committee receives recommendations from senior management and makes recommendations to the Board of Directors concerning the compensation and benefits of ChoiceOne's and the Bank's officers. The Personnel and Benefits Committee also reviews the provisions of the Personnel Manual. As of the date

of this proxy statement, Andrew W. Zamiara (Chairman), William F. Cutler, Jr., Stuart Goodfellow and Jon E. Pike serve on the Personnel and Benefits Committee. James A. Bosserd attends meetings but is not a member of this committee. The Personnel and Benefits Committee met two times during 2005.

### **Board Meeting Attendance**

During 2005, the ChoiceOne Board of Directors held twelve regular meetings and one special meeting. All directors attended at least 75% of the aggregate number of meetings of the Board of Directors and meetings of committees on which they served during the year (during the periods that they served).

### **Annual Meeting Attendance**

ChoiceOne expects all of its directors to attend the annual meeting. In 2005, all ten directors attended the annual meeting.

### **Compensation of Directors**

During 2005, ChoiceOne compensated its directors at the rate of \$350 quarterly for board meeting attendance. Directors who were not employees of ChoiceOne or the Bank received \$100 per hour for each meeting of any committee of the Board of Directors on which they served. During 2005, the Bank compensated its directors at the rate of \$700 per meeting attended. The Chairman of the Board of the Bank received an additional \$100 per meeting attended. The Bank also provided non-employee directors their choice of one of the following: (a) medical insurance; or (b) an additional \$500 per month.

Under ChoiceOne's Directors' Stock Purchase Plan, a director may elect to receive payment of 25%, 50% 75% or 100% of his or her director's fees in the form of ChoiceOne common stock. On each quarterly payment date, a director participating in this plan receives a number of shares of ChoiceOne common stock (rounded to the nearest whole share) determined by dividing the dollar amount of fees payable that the director has elected to receive as ChoiceOne common stock by the market value of ChoiceOne common stock determined by a poll of ChoiceOne's market makers on the last day of the month preceding the quarterly payment date.

### **Communicating with the Board of Directors**

Shareholders and interested parties may communicate with members of ChoiceOne's Board of Directors by sending correspondence addressed to the board as a whole, a specific committee, or a specific board member c/o Linda R. Pitsch, Secretary, ChoiceOne Financial Services, Inc., 109 East Division, Sparta, Michigan 49345. All correspondence will be forwarded directly to the applicable members of the Board of Directors.

### **Shareholder Nominations**

The Governance and Nominating Committee will consider director candidates recommended by shareholders, directors, officers, third party search firms and other sources. Shareholders may recommend individual nominees for consideration by the Governance and Nominating Committee by communicating with the committee as described under the heading "Communicating with the Board of Directors." The Governance and Nominating Committee will ultimately determine whether a shareholder recommendation will result in a nomination under this process. In considering potential nominees, the committee will review all candidates in the same manner, regardless of the source of the recommendation. In evaluating the skills and characteristics required of board members, the committee considers various factors and believes that each candidate should:

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be chosen without regard to sex, race, religion or national origin;  
be an individual of the highest character and integrity and have an inquiring mind, vision and the ability to work well with others;  
be free of any conflict of interest that would violate any applicable law or regulation or interfere with the proper performance of the responsibilities of a director;  
possess substantial and significant experience that would be of particular importance to ChoiceOne in the performance of the duties of a director;  
have sufficient time available to devote to the affairs of ChoiceOne in order to carry out the responsibilities of a director; and  
have the capacity and desire to represent the balanced, best interests of the shareholders as a whole.

To make a direct shareholder nomination, you must send a notice to the Secretary of ChoiceOne that sets forth with respect to each proposed nominee:

the name, age, business address and residence address of the nominee;

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the principal occupation or employment of the nominee;  
the number of shares of capital stock of ChoiceOne that the nominee beneficially owns;  
a statement that the nominee is willing to be nominated and to serve; and  
such other information concerning the nominee as would be required under the rules of the SEC to be included in a proxy statement soliciting proxies for the election of the nominee.

You must send this notice to the Secretary not less than 120 days prior to the date of notice of an annual meeting and not more than seven days following the date of notice of a special meeting called for election of directors.

## Ownership of ChoiceOne Common Stock

### Ownership of ChoiceOne Stock by Directors and Executive Officers

The following table sets forth information concerning the number of shares of ChoiceOne common stock held as of December 31, 2005, by each of ChoiceOne's directors and nominees for director, each of the named executive officers and all of ChoiceOne's directors, nominees for director and executive officers as a group:

Name of Beneficial Owner	Amount and Nature of Beneficial Ownership of Common Stock(1)				
	Sole Voting And Dispositive Power	Shared Voting or Dispositive Power(2)	Shares Underlying Unexercised Options	Total Beneficial Ownership	Percent of Class
Frank G. Berris	22,304			22,304	1.4%
James A. Bosserd	4,696	2,362	6,847	13,905	*
William F. Cutler, Jr.		28,332		28,332	1.7
Lewis G. Emmons	15,027			15,027	*
Stuart Goodfellow	32,960	4,138		37,098	2.2
Bruce A. Johnson	7,197			7,197	*
Paul L. Johnson		33,969		33,969	2.0
Louis D. Knooihuizen	3,214		2,222	5,436	*
Jon E. Pike	3,095	13,713		16,808	1.0
Linda R. Pitsch	1,199	1,369	2,248	4,816	*
Kelly Potes	425	726	1,858	3,009	*
Andrew W. Zamiara	1,219	7,905		9,124	*
All directors and executive officers as a group(3)	93,618	95,937	18,749	208,304	12.6%

\*Less than 1%.

- (1) The numbers of shares stated are based on information furnished by each person listed and include shares personally owned of record by that person and shares that under applicable regulations are considered to be otherwise beneficially owned by that person.
- (2) These numbers include shares as to which the listed person is legally entitled to share voting or dispositive power by reason of joint ownership, trust or other contract or property right, and shares held by spouses, certain relatives and minor children over whom the listed person may have influence by reason of relationship.
- (3) Total beneficial ownership includes 16,893 shares of ChoiceOne common stock held by the ChoiceOne Bank 401(k) and Employee Stock Ownership Plan in the accounts of employees, of which executive officers of ChoiceOne are administrators. Of the 16,893 shares of ChoiceOne common stock in this plan, the directors and executive officers have included 7,336 shares in this table as beneficially owned with sole voting and dispositive power. The remaining 9,557 shares are reported as beneficially owned with shared voting or dispositive power and the officers and directors disclaim beneficial ownership of such shares.

### Five Percent Shareholders

As of March 1, 2006, we know of no person who beneficially owns more than five percent of the outstanding shares of ChoiceOne's common stock.

## Stock Performance

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The graph below compares the total return on an investment in ChoiceOne common stock with the returns on both a broad-based stock market index and an index comprised of bank holding companies. The total return is measured using both stock price appreciation and the effect of continuous reinvestment of dividends.

The Standard & Poor's 500 Stock Index is a broad equity market index published by Standard & Poor's. The KBW 50 Index is a market capitalization weighted bank stock index published by Keefe, Bruyette & Woods, Inc., an investment banking firm that specializes in the banking industry. The KBW 50 Index is composed of 50 money center and regional bank holding companies and other financial services companies.

### Five Year Cumulative Total Shareholder Return

The dollar values plotted in the line graph above are as follows:

December 31,	ChoiceOne	KBW 50	S&P 500
2000	\$100.0	\$100.0	\$100.0
2001	118.8	95.9	88.1
2002	130.9	89.1	68.7
2003	163.7	119.5	88.4
2004	226.3	131.5	97.9
2005	204.6	133.0	102.7



## Executive Compensation

### Summary of Executive Compensation

The following table shows selected information concerning the compensation of James A. Bosserd, who served as ChoiceOne's Chief Executive Officer during 2005, Louis D. Knooihuizen, who served as the Senior Vice President, Commercial Loans during 2005, and Kelly Potes, who served as Senior Vice President and General Manager of ChoiceOne Insurance Agencies, Inc. during 2005, for services rendered to ChoiceOne and the Bank during each year in the three-year period ended December 31, 2005. No other executive officer received an aggregate annual salary and bonus of more than \$100,000 in 2005. The Bank compensated these individuals in the capacities indicated in the table.

### SUMMARY COMPENSATION TABLE

Name and Principal Position	Year	Annual Compensation			Long-Term Compensation		LTIP Payouts	All Other Compensation(3)
		Salary(1)	Bonus(2)	Other Annual Compensation	Awards	Payouts		
					Restricted Stock Awards	Number of Shares Underlying Options		
James A. Bosserd	2005	\$ 163,000	\$ 23,100					
								2,500
								\$
								7,806
Director, President and								
	2004							
								154,424
								15,000

3,000

6,071

Chief Executive Officer of

2003

147,395

22,500

1,500

23,305

ChoiceOne and the Bank





\$

99,000

\$

7,920

750

\$

4,654

Senior Vice President of

2004

95,700

5,000

750

2,574

ChoiceOne and Senior

2003

92,700

10,000

500

375

Vice President of the Bank

Kelly Potes

2005

\$

91,425

\$

8,960

500

\$

4,287

Senior Vice President and

2004

74,060

13,423

500

2,729

General Manager of

2003

70,787

14,072

500

28

ChoiceOne Insurance

Agencies, Inc.

- (1) Includes compensation deferred under the Bank's 401(k) and Employee Stock Ownership Plan and, for Mr. Bosserd, director fees paid by ChoiceOne and the Bank.
- (2) Includes compensation deferred under the Bank's 401(k) and Employee Stock Ownership Plan.
- (3) All other compensation in 2005 includes: (a) for Mr. Bosserd, a life insurance premium payment of \$774, and an employer contribution under the Bank's 401(k) and Employee Stock Ownership Plan of \$7,032; (b) for Mr. Knooihuizen, a life insurance premium payment of \$764 and an employer contribution under the Bank's 401(k) and Employee Stock Ownership Plan of \$3,890; and (c) for Mr. Potes, a life insurance premium payment of \$90 and an employer contribution under the Bank's 401(k) and Employee Stock Ownership Plan of \$4,197.

### **Stock Options**

The following tables provide information concerning stock options granted to the named executive officers during 2005 and unexercised options held as of December 31, 2005:

**OPTION GRANTS IN LAST FISCAL YEAR****Individual Grants**

<b>Name</b>	<b>Number of Shares Underlying Options Granted(1)</b>	<b>Percent of Total Options Granted to Employees in Fiscal Year</b>	<b>Exercise Price Per Share(1)</b>	<b>Expiration Date</b>	<b>Grant Date Present Value(2)</b>
James A. Bosserd	3,150	40.0%	\$21.43	1/19/2015	\$16,065
Louis D. Knooihuizen	788	10.0%	21.43	1/19/2015	4,019
Kelly Potes	525	6.7%	21.43	1/19/2015	2,678

- (1) The per share exercise price of each option is equal to the market value of ChoiceOne common stock on the date each option was granted. The number of options granted and the exercise price of each option has been adjusted due to the stock dividend in May 2005. Options were granted for a term of ten years. Options terminate, subject to certain limited exercise provisions, in the event of death, retirement or other termination of employment. Options become exercisable over a period from the date of grant until three years after the date of grant. All options permit the option price to be paid by delivery of cash or other shares of ChoiceOne common stock owned by the option holder, including shares acquired through the exercise of other options.
- (2) Based on the Black-Scholes option pricing model. The actual value, if any, an option holder may realize will depend on the excess of the stock price over the exercise price on the date the option is exercised. There is no assurance the value realized by an option holder, if any, will be at or near the value estimated by the Black-Scholes model. The estimated values in the table above were calculated using the Black-Scholes model based on assumptions that include:

a stock price volatility factor of 24.59%, calculated using monthly stock prices for the three years prior to the grant date;  
a risk free rate of return of 4.5%;  
an expected average dividend yield of 3.03% (approximately the dividend yield at the date of the grant); and  
an expected average option holding period of 7 years.

No adjustments were made for the general non-transferability of the options or to reflect any risk of forfeiture before vesting. Disclosure of grant date present value is presented pursuant to SEC regulations. ChoiceOne's use of the Black-Scholes model to indicate the present value of each grant is not an endorsement of this valuation method.

**FISCAL YEAR-END OPTION VALUES**

<b>Name</b>	<b>Number of Shares Underlying Unexercised Options at Fiscal Year-End</b>		<b>Value of Unexercised In-the-Money Options at Fiscal Year-End(1)</b>	
	<b>Exercisable</b>	<b>Unexercisable</b>	<b>Exercisable</b>	<b>Unexercisable</b>
James A. Bosserd	4,384	4,069	15,023	4,982
Louis D. Knooihuizen	1,510	1,116	5,446	1,560
Kelly Potes	1,313	788	5,142	1,256

- (1) The values reported are based on a fair market value of \$18.63 per share, the closing bid price of ChoiceOne's common stock on December 31, 2005.

None of the executive officers listed in the table exercised options during the year ended December 31, 2005.



## **Executive Stock Incentive Plan**

ChoiceOne's Amended and Restated Executive Stock Incentive Plan provides that options to purchase shares of common stock, stock appreciation rights and stock awards may be granted to officers and other key employees of ChoiceOne and its subsidiaries. A stock option entitles the recipient to purchase shares of common stock for a stated period of time at a stated price. Subject to certain restrictions, the Personnel and Benefits Committee determines who will be granted options, the number of shares subject to each option, the form of payment for exercise of an option and other matters related to the stock incentive plan. The Personnel and Benefits Committee also determines the terms and conditions of any stock appreciation rights and stock awards granted under the stock incentive plan. The Personnel and Benefits Committee may provide that, if there is a merger or combination of ChoiceOne with another entity or a change in control of ChoiceOne:

- any vesting restrictions are accelerated;
- any restrictions are eliminated; or
- any participant may choose to receive cash in lieu of outstanding stock options.

The Personnel and Benefits Committee has provided for the acceleration of vesting of options upon a change in control of ChoiceOne in all outstanding stock options.

## **Employment Contracts**

As an inducement for Mr. Bosserd's agreement to serve as a director and President and Chief Executive Officer of ChoiceOne and the Bank, ChoiceOne and the Bank entered into an employment agreement with Mr. Bosserd in 2001. Under this agreement, ChoiceOne and the Bank agreed to:

- pay Mr. Bosserd a salary of \$130,000 per year as may be adjusted, less taxes and withholdings, plus possible bonuses not to exceed 25% of his base salary;
- pay Mr. Bosserd the regular director's fee for attending Board meetings;
- provide Mr. Bosserd with an automobile allowance of \$600 per month;
- reimburse Mr. Bosserd for all documented business expenses;
- provide Mr. Bosserd a lump sum severance amount equal to one year's base salary if Mr. Bosserd is terminated, without cause, within one year following a change in control of ChoiceOne;
- provide Mr. Bosserd with four weeks paid vacation; and
- provide Mr. Bosserd with the same health and other employee benefits provided to other employees of ChoiceOne and the Bank.

Mr. Bosserd agreed not to disclose or make any use of confidential or proprietary information of ChoiceOne or the Bank, and agreed not to compete with ChoiceOne or the Bank during his employment with ChoiceOne and the Bank and for a period of one year after such employment.

## **401(k) Plan**

The ChoiceOne Bank 401(k) and Employee Stock Ownership Plan is qualified under Section 401(a) of the Internal Revenue Code.

The purpose of the 401(k) plan is to permit Bank employees, including the named executive officers, to save for retirement on a pre-tax basis. In addition to an employee's pre-tax contributions, the Bank may contribute

discretionary matching and/or employee stock ownership plan payments to the 401(k) plan. If the Bank contributes matching and/or employee stock ownership plan payments to the 401(k) plan, those contributions will become fully vested after six years of a participant's vesting service.

Each participant in the 401(k) plan has an account to record the participant's interest in the plan. Amounts contributed by or on behalf of a participant are credited to his or her account. A participant's benefit from the 401(k) plan is equal to the vested amount in the participant's account when he or she terminates employment with the Bank. The employee stock ownership plan provisions provide that the 401(k) plan, in part, is designed to invest primarily in stock of ChoiceOne.

#### **Discretionary Bonus Plan**

Under ChoiceOne's discretionary bonus plan, executives may earn bonuses based upon individual and corporate performance, as determined by ChoiceOne's Board of Directors, in its sole discretion.

## Personnel and Benefits Committee Report on Executive Compensation

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The Personnel and Benefits Committee of ChoiceOne's Board of Directors administers benefit plans, reviews ChoiceOne's key personnel policies and programs, including individual salaries of executive officers, and submits recommendations to the Board of Directors. Directors who are also employees of ChoiceOne or the Bank may not serve as voting members of the Personnel and Benefits Committee.

Successful long-term financial performance and increasing shareholder value are ChoiceOne's primary corporate goals. ChoiceOne's executive compensation practices are intended to encourage successful financial performance and attract and retain talented key executives who are critical to ChoiceOne's long-term success.

ChoiceOne's executive compensation program consists of three components:

- base salary;
- annual cash incentive bonus opportunities; and
- long-term incentives through awards of stock options.

In determining the levels of some components, the Personnel and Benefits Committee considers only corporate performance. In determining the levels of other components, such as base salary and annual cash incentive bonus opportunities, the Personnel and Benefits Committee will consider a number of factors in addition to corporate performance.

When establishing base salary levels, the Personnel and Benefits Committee's primary goal is to be competitive. The Personnel and Benefits Committee establishes ranges for base salaries of executive officers by comparing ChoiceOne to other more or less comparable bank holding companies. In general, salaries paid to ChoiceOne's executives have been closer to the median, rather than either the high or low end, of each range. Although the Personnel and Benefits Committee considers corporate performance when establishing base salary levels, corporate performance is not the most important factor. The Personnel and Benefits Committee also considers a discretionary assessment of job performance when establishing base salary levels.

Annual discretionary bonuses are based on performance at three levels:

- corporate;
- business unit; and
- individual.

The Personnel and Benefits Committee annually approves how to weigh each participant's performance at each level. The Personnel and Benefits Committee establishes target cash awards for participants in the annual discretionary bonus plan. Target awards range from 0% to 15% of base salary. For their individual performance in 2005, executive officers as a group, other than Mr. Bosserd, were awarded discretionary bonuses totaling \$35,618. Mr. Bosserd received a discretionary bonus of \$23,100 based upon a subjective evaluation of his personal performance.

ChoiceOne uses long-term incentives to reward executives for achieving the long-term goal of increasing shareholder value. All of ChoiceOne's long-term incentives have involved awards of stock options. Stock ownership is considered important. Through stock ownership, the interests of executives become joined with those of the shareholders. Under ChoiceOne's Amended and Restated Executive Stock Incentive Plan, executives may be rewarded for enhancing shareholder value through the increase in the value of shares subject to options that the executives receive. During 2005, the Personnel and Benefits Committee made awards of stock options to ChoiceOne's executive officers, including Mr. Bosserd, for a total of 6,000 shares of common stock. Mr. Bosserd received the greatest number of stock options because the Personnel and Benefits Committee believes he has the greatest potential to influence corporate performance and, therefore, should have the greatest amount of potential compensation "at risk."

ChoiceOne generally maintains a conservative level of perquisites and personal benefits. The dollar value of perquisites and personal benefits provided to executive officers does not exceed 10% of the applicable executive officer's annual base salary and bonus.

Mr. Bosserd's compensation was determined by the Personnel and Benefits Committee and was set at a level to approximate the weekly compensation and perquisites of chief executive officers with comparable levels of experience working with comparable sized bank holding companies.

Section 162(m) of the Internal Revenue Code provides that publicly held corporations may not deduct compensation paid to certain executive officers in excess of \$1 million annually, with certain exemptions. ChoiceOne has examined its executive compensation policies in light of Section 162(m) and the regulations that the Internal Revenue Service has issued to implement that section. We do not expect that any portion of ChoiceOne's deductions for employee compensation will be disallowed in 2006 or in future years by reason of actions expected to be taken in 2006.

During 2005, the Board of Directors approved all of the Personnel and Benefits Committee's recommendations without modification.

Respectfully submitted,

Andrew W. Zamiara, Chairman  
William F. Cutler, Jr.  
Stuart Goodfellow  
Jon E. Pike

### **Audit Committee Report**

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The Audit Committee reviews and supervises ChoiceOne's procedures for recording and reporting the financial results of its operations on behalf of the Board of Directors. ChoiceOne's management has primary responsibility for the financial statements and the reporting process, including the systems of internal controls. In fulfilling its supervisory duties, the Audit Committee has reviewed ChoiceOne's audited financial statements for the year ended December 31, 2005 included in the 2005 Annual Report to Shareholders and has discussed those financial statements with ChoiceOne's management, including a discussion of the quality, not just the acceptability, of the accounting principles, the reasonableness of significant judgments, and the clarity of the disclosures in the financial statements.

The Audit Committee has also reviewed with ChoiceOne's independent auditors - who are responsible for expressing an opinion on the conformity of those financial statements with generally accepted accounting principles - the judgments of the independent auditors concerning the quality, not just the acceptability, of the accounting principles and such other matters that are required under generally accepted auditing standards to be discussed with the independent auditors. In addition, the Audit Committee has received from the independent auditors the written disclosures required by the Independence Standards Board, has discussed with them their independence from ChoiceOne's management and ChoiceOne, and has considered the compatibility of nonaudit services with their independence.

After and in reliance on the reviews and discussions described above, the Audit Committee recommended to ChoiceOne's Board of Directors that the audited financial statements for the year ended December 31, 2005 be included in ChoiceOne's Annual Report on Form 10-K for the year then ended to be filed with the SEC.

Respectfully submitted,

Jon E. Pike, Chairman  
William F. Cutler, Jr.

Bruce A. Johnson  
Paul L. Johnson

## Related Matters

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### **Section 16(a) Beneficial Ownership Reporting Compliance**

Section 16(a) of the Securities Exchange Act of 1934 requires directors and officers of ChoiceOne and persons who beneficially own more than 10% of the outstanding shares of its common stock to file reports of beneficial ownership and changes in beneficial ownership of shares of common stock with the SEC. SEC regulations require such persons to furnish ChoiceOne with copies of all Section 16(a) reports they file. Based solely on our review of the copies of such reports received by us or written representations from certain reporting persons that no Forms 5 were required for those persons, we believe that all applicable Section 16(a) reporting and filing requirements were satisfied by such persons from January 1, 2005, through December 31, 2005.

### **Certain Relationships and Related Transactions**

Frank G. Berris, a director of ChoiceOne and the Bank, owns all of the equity interest of JFB Real Estate, LLC ("JFB"). During 2004, JFB purchased from the Bank the building housing the Bank's Appletree Branch located at 416 W. Division, Sparta, Michigan for \$725,000. The price paid for the building was determined by an independent third-party appraisal. The Bank then entered into a lease with JFB to rent that part of the building housing the Appletree Branch for a period of 36 months for \$3,200 per month, subject to adjustment annually. The monthly lease rate is the same rate charged by JFB to all of its tenants. The Bank has the option to extend the lease for five additional three-year terms.

Directors, nominees for director and executive officers of ChoiceOne and members of their immediate families were customers of and had transactions with the Bank in the ordinary course of business between January 1, 2005, and December 31, 2005. We anticipate that such transactions will take place in the future in the ordinary course of business. All loans and commitments included in such transactions were made on substantially the same terms, including interest rates and collateral, as those prevailing at the time for comparable transactions with other persons and did not involve more than the normal risk of collectibility or present other unfavorable features.

### **Independent Certified Public Accountants**

Crowe Chizek and Company LLC ("Crowe"), Certified Public Accountants, served as ChoiceOne's principal accountant for 2005. The Audit Committee of the Board of Directors has selected Plante & Moran, PLLC ("Plante Moran") to replace ChoiceOne's prior accounting firm, Crowe, effective as of the fiscal year beginning January 1, 2006. The change in ChoiceOne's certifying independent registered public accounting firm was based on the results of a competitive bidding process. Crowe's reports on ChoiceOne's financial statements for the fiscal years ended December 31, 2005 and 2004 did not contain any adverse opinion or disclaimer of opinion and were not qualified or modified as to uncertainty, audit scope or accounting principles.

During the two fiscal years ended December 31, 2005 and 2004 and through the date of this report, there were no "disagreements" (as that term is defined in Item 304(a)(1)(iv) of Regulation S-K issued under the Securities Exchange Act of 1934, as amended, and its related instructions) between ChoiceOne and Crowe on any matter of accounting principles or practices, financial statement disclosure or auditing scope or procedure which, if not resolved to the satisfaction of Crowe, would have caused Crowe to make reference to the subject matter of the disagreement in connection with its reports.

During the two fiscal years ended December 31, 2005 and 2004 and through the date of this report, there were no "reportable events" (as that term is defined in Item 304(a)(1)(v) of Regulation S-K issued under the Securities Exchange Act of 1934, as amended, and its related instructions) between ChoiceOne and Crowe.

During the two fiscal years ended December 31, 2005 and 2004 and through the date of this report, ChoiceOne has not consulted with Plante Moran regarding the application of accounting principles to a specified transaction (either completed or proposed), the type of audit opinion that might be rendered on ChoiceOne's financial statements, or any matter that was the subject of a disagreement or reportable event.

Representatives of neither Plante Moran nor Crowe are expected to attend the annual meeting. If a representative of Plante Moran or Crowe attend the meeting, the representative will have an opportunity to make a statement if he or she desires to do so and will be expected to be available to respond to appropriate questions.

In accordance with SEC rules, ChoiceOne's Audit Committee has adopted a Pre-Approval Policy. Under the Pre-Approval Policy, all audit and non-audit services need to be pre-approved by the Audit Committee.

The Pre-Approval Policy permits the Audit Committee to delegate to one or more of its members pre-approval decisions. The member or members to whom such authority is delegated shall report, for informational purposes, any pre-approval decisions to the Audit Committee at its next scheduled meeting.

The Audit Committee has identified certain services that do not impair the independence of the independent auditors and granted general pre-approval for those services. All services that do not have general pre-approval must be specifically pre-approved by the Audit Committee. The Audit Committee will periodically set pre-approval fee levels for all services to be provided by the independent auditors. Any proposed services



exceeding these levels require specific pre-approval by the Audit Committee.

The Pre-Approval Policy requires the independent auditors to provide detailed back-up documentation, which will be provided to the Audit Committee, regarding specific services to be provided.

Requests or applications to provide services that require separate pre-approval by the Audit Committee will be submitted to the Audit Committee by both the independent auditors and the Chief Executive Officer or Chief Financial Officer, and must include a joint statement as to whether, in their view, the request or application is consistent with the SEC's rules on auditor independence.

*Audit Fees.* ChoiceOne paid to Crowe \$70,375 during 2005 and \$56,725 during 2004 for the audit of ChoiceOne's annual financial statements and review of financial statements included in ChoiceOne's quarterly reports on Form 10-Q, or services that are normally provided by the auditors in connection with statutory and regulatory filings.

*Audit-Related Fees.* ChoiceOne paid to Crowe \$0 during 2005 and \$1,300 during 2004 for assurance and related services that were reasonably related to the performance of the audit or review of ChoiceOne's financial statements and are not reported under "Audit Fees" above.

*Tax Fees.* ChoiceOne paid to Crowe \$11,500 during 2005 and \$7,325 during 2004 for tax compliance, tax advice and tax planning. Tax services included preparing ChoiceOne's federal and state tax returns.

*All Other Fees.* ChoiceOne paid to Crowe \$2,320 during 2005 and \$2,220 during 2004 for services other than those services described above. In 2005 and 2004, these services included general consultations.

### **Shareholder Proposals**

If you would like a proposal to be presented at the 2007 annual meeting of shareholders and if you would like your proposal to be considered for inclusion in ChoiceOne's proxy statement and form of proxy relating to that meeting, you must submit the proposal to ChoiceOne in accordance with Securities and Exchange Commission Rule 14a-8. ChoiceOne must receive your proposal by December 1, 2006 for your proposal to be eligible for inclusion in the proxy statement and form of proxy relating to that meeting. To be considered timely, any other proposal that you intend to present at the 2007 annual meeting of shareholders must similarly be received by ChoiceOne by December 1, 2006.

### **Form 10-K Report Available**

**ChoiceOne's Form 10-K Annual Report to the Securities and Exchange Commission, including financial statements and financial statement schedules, will be provided to you without charge upon written request. Please direct your requests to Mr. Thomas L. Lampen, Treasurer, ChoiceOne Financial Services, Inc., 109 East Division, Sparta, Michigan 49345.**



## APPENDIX A

### AUDIT COMMITTEE CHARTER

**ChoiceOne Financial Services, Inc.**

**As amended and restated through March 19, 2003**

#### I. GOVERNANCE

This Charter sets forth the organization and operation of the Audit Committee (the "Committee") of ChoiceOne Financial Services, Inc. (the "Company") and has been approved by the Company's Board of Directors (the "Board"). The Committee shall review and reassess the Charter from time to time, at least annually. Amendments to this Charter shall be approved by the Board.

#### II. ORGANIZATION

The Committee shall be comprised of at least three directors, one of whom shall be designated as Chairperson. Committee members shall be nominated by the Governance and Nominating Committee and approved by the Board. All Committee members shall be independent of management and the Company in accordance with applicable statutes, regulations, and rules of self-regulatory organizations. All members of the Committee must be able to read and understand fundamental financial statements, including the Company's balance sheet, income statement, and statements of cash flows and changes in shareholders' equity, at the time of their appointment to the Committee. A Committee member may be removed for any reason following a majority vote of the Board.

#### III. STATEMENT OF PURPOSE

The Committee shall provide assistance to the Board in fulfilling its oversight responsibility to shareholders, potential shareholders, the investment community, and others relating to the Company's financial statements and the financial reporting process, the systems of internal accounting and financial controls, the internal audit function, the annual independent audit of the Company's financial statements, and the regulatory compliance program as established by management and the Board. In so doing, it is the responsibility of the Committee to maintain free and open communication between the Committee, the independent auditors, the internal auditors and management of the Company. In discharging its oversight role, the Committee is empowered to investigate any matter brought to its attention, with full access to all books, records, facilities, and personnel of the Company, and may retain outside counsel or other experts for this purpose.

#### IV. AUTHORITY, DUTIES AND RESPONSIBILITIES

The primary responsibility of the Committee is to oversee the Company's financial reporting process on behalf of the Board and report the results of its activities to the Board. Management is responsible for preparing the Company's financial statements, and the independent auditors are responsible for auditing those financial statements. The Committee, in carrying o!-- MARKER FORMAT-SHEET="Para Large Indent Lv 0-TNR" FSL="Workstation"

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However, this will not prevent the Company from coming to a financial arrangement with a plaintiff in a civil proceeding without your consent, provided that such arrangement does not include an admission of an Action.

9.3 You agree to cooperate in good faith with the Company as may be required during any such legal proceedings, including but not limited to the execution of power(s) of attorney and other documents, provided that the Company shall cover all costs incidental thereto.

9.4 The Company will have no liability or obligation pursuant to this Letter of Indemnification or the above resolutions to indemnify you for any expenses or damages pursuant to any compromise or settlement agreement reached in any suit, demand or other proceeding, unless the Company has given advance written approval for such compromise or settlement.

10. The Company hereby exempts you, to the fullest extent permitted by law, from any liability for damages caused as a result of a breach of your duty of care to the Company, provided that in no event shall you be exempt with respect to any Actions listed in paragraph 2 above.

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11. For the avoidance of doubt, it is hereby clarified that nothing contained in this Letter of Indemnification or in the above resolutions derogates from the Company's right to indemnify you post factum for any amounts which you may be obligated to pay as set forth in paragraph 1 above.

12. If all or part of any undertaking contained herein is held invalid or unenforceable by a court of competent jurisdiction, such invalidity or unenforceability will not affect any of the other undertakings which will remain in full force and effect. Furthermore, if such invalid or unenforceable undertaking may be modified or amended so as to be valid and enforceable as a matter of law, such undertakings will be deemed to have been modified or amended, and any competent court or arbitrator are hereby authorized to modify or amend such undertaking, so as to be valid and enforceable to the maximum extent permitted by law.

13. This Letter of Indemnification and the agreement herein shall be governed by and construed and enforced in accordance with the laws of the State of Israel.

14. This Letter of Indemnification cancels and supersedes any preceding letter of indemnification that may have been issued to you.

This letter is being issued to you pursuant to the resolutions adopted by the Audit Committee of the Company and by the Board of Directors of the Company on August 3, 2005.

Very truly yours,  
Gilat Satellite Networks Ltd.

By:

Please sign and return the enclosed copy of this letter to acknowledge your agreement to the contents hereof.

Date: \_\_\_\_\_, 2005

Name:

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**SPECIAL GENERAL MEETING OF SHAREHOLDERS OF**

**GILAT SATELLITE NETWORKS LTD.**

**August 30, 2005**

Please date, sign and mail  
your proxy card in the  
envelope provided as soon  
as possible.

â Please detach along perforated line and mail in the envelope provided. â

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR PROPOSALS 1 THROUGH 7.  
PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK YOUR VOTE IN  
BLUE OR BLACK INK AS SHOWN HERE X**

	FOR	AGAINST	ABSTAIN
(1) RESOLVED, that the election of Dr. Leora Meridor the nominee to the board of directors as external director for a period of three years commencing on August 31, 2005 and ending August 30, 2008, as presented to the Special General Meeting of Shareholders and described in the Company's Proxy Statement dated August 3, 2005, be, and hereby is, approved.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
(2) RESOLVED, that the election of each of the nominees for election to the board of directors, as presented to the Meeting of Shareholders and described in the Company's Proxy Statement dated August 3, 2005, be, and hereby is, approved.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
(3) RESOLVED, to ratify the nomination by the board of directors of Mr. Amiram Levinberg, Chairman of the board of directors, to serve also as the Chief Executive Officer of the Company as of July 18, 2005.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
(4) RESOLVED, the Company's Articles of Association be amended as set forth in the Proxy Statement dated August 3, 2005.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
(5) RESOLVED, that the indemnification letter agreements in favor of the Company's directors and officers and described in the Company's Proxy Statement dated August 3, 2005, be approved.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
(6) RESOLVED, that the amendment of all of the stock option agreements of those directors who did not serve as officers of the Company as of July 17, 2005, as presented to the Meeting of Shareholders and described in the Company's Proxy Statement dated August 3, 2005, be, and hereby is, approved.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
(7) RESOLVED, that the proposed terms for remuneration of Israel Literage & Supply Co. Ltd. for the services of Shlomo Rodav to the Company for the period beginning January 1, 2005 and ending July 18, 2005 as Chief Executive Officer as presented to the Special Meeting of the Shareholders and described in the Company's Proxy Statement dated August 3, 2005, be, and hereby are, approved.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

To change the address on your account, please check the box at right and indicate your new address in the address space

above. Please note that changes to the registered name(s) on the account may not be submitted via this method.

Signature of Shareholder

Date:

Signature of Shareholder

Date:

**Note:** Please sign exactly as your name or names appear on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.

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**GILAT SATELLITE NETWORKS LTD.  
PROXY FOR SPECIAL GENERAL MEETING OF SHAREHOLDERS  
AUGUST 30, 2005**

KNOW ALL MEN BY THESE PRESENT that the undersigned hereby constitutes and appoints Ms. Rachel Prishkolnik as the attorney and proxy of the undersigned, with full power of substitution to appear and to vote all of the Ordinary Shares of Gilat Satellite Networks Ltd. (the Company) registered in the name of the undersigned, at the Special General Meeting of Shareholders of the Company which will be held in Israel at the offices of the Company at 21 Yegia Kapayim Street, Kiryat Arye, Petach Tikva 49130, Israel on August 30, 2005 at 10:00 a.m. local time, and at any adjournments thereof, for the purposes described in the accompanying Proxy Statement and Notice.

**Upon being returned, signed and dated, all shares represented by this Proxy Card will be voted as indicated by the shareholder on the reverse side. IN THE ABSENCE OF SUCH INDICATION, THE RETURNED AND SIGNED PROXY WILL BE VOTED FOR EACH OF THE MATTERS SET FORTH ON THE REVERSE SIDE. THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS OF GILAT SATELLITE NETWORKS LTD.**

Only proxies received by the Company no later than 12:00 p.m., New York City time on August 29, 2005, will be deemed received in a timely fashion and the votes therein shall be recorded.

(Continued and to be signed on the reverse side)

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