

United Community Bancorp  
Form DEF 14A  
October 25, 2017

UNITED STATES

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 14A INFORMATION**

Proxy Statement Pursuant to Section 14(a) of the Securities

Exchange Act of 1934 (Amendment No. \_\_\_\_)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to § 240.14a-12

United Community Bancorp

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

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:

N/A

2) Aggregate number of securities to which transaction applies:

N/A

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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Fee paid previously with preliminary materials.

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1) Amount Previously Paid:

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2) Form, Schedule or Registration Statement No.:

N/A

3) Filing Party:  
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4) Date Filed:  
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**[LETTERHEAD OF UNITED COMMUNITY BANCORP]**

October 25, 2017

Dear Stockholder:

You are cordially invited to attend the annual meeting of stockholders of United Community Bancorp. We will hold the meeting at the Lawrenceburg Fire Department, 300 W. Tate Street, Lawrenceburg, Indiana, on December 7, 2017, at 12:00 p.m., local time.

The notice of annual meeting and proxy statement appearing on the following pages describe the formal business to be transacted at the meeting. During the meeting, we will also report on the operations of the Company. Directors and officers of the Company, as well as a representative of Clark, Schaefer, Hackett & Co., the Company's independent registered public accounting firm, will be present to respond to appropriate questions of stockholders.

It is important that your shares are represented at this meeting, whether or not you attend the meeting in person and regardless of the number of shares you own. To make sure your shares are represented, we urge you to complete and mail the enclosed proxy card OR vote by Internet. If you attend the meeting, you may vote in person even if you have previously mailed a proxy card OR voted by Internet.

We look forward to seeing you at the meeting.

Sincerely,

/s/ Elmer G. McLaughlin  
Elmer G. McLaughlin  
*President and Chief Executive Officer*

**United Community Bancorp**

**92 Walnut Street**

**Lawrenceburg, Indiana 47025**

**(812) 537-4822**

**NOTICE OF 2017 Annual Meeting OF STOCKHOLDERS**

**TIME AND DATE** 12:00 p.m., local time, on Thursday, December 7, 2017.

**PLACE** Lawrenceburg Fire Department, 300 W. Tate Street, Lawrenceburg, Indiana.

**ITEMS OF  
BUSINESS**

- (1) The election of two directors of the Company;
- (2) The ratification of the appointment of Clark, Schaefer, Hackett & Co. as independent registered public accountants for the Company for the fiscal year ending June 30, 2018;
- (3) The vote on a non-binding resolution to approve the compensation of the named executive officers; and

Such other matters as may properly come before the annual meeting or any postponements or (4) adjournments of the annual meeting. The Board of Directors is not aware of any other business to come before the annual meeting.

**RECORD  
DATE**

In order to vote, you must have been a stockholder as of the close of business on October 13, 2017.

**PROXY  
VOTING**

It is important that your shares be represented and voted at the meeting. You can vote your shares by completing and returning the proxy card or voting instruction card sent to you. Voting instructions are printed on your proxy card. You also may vote by Internet by following the instructions on the enclosed proxy card. You can revoke a proxy at any time before its exercise at the meeting by following the instructions in the proxy statement.

/s/ W. Michael McLaughlin

W. Michael McLaughlin

*Executive Vice President and Corporate Secretary*

**NOTE: Whether or not you plan to attend the annual meeting, please vote by marking, signing, dating and promptly returning the enclosed proxy card or voting instruction card in the enclosed envelope or vote via the Internet.**

## **UNITED COMMUNITY BANCORP**

### **PROXY STATEMENT**

### **GENERAL INFORMATION**

This proxy statement is furnished in connection with the solicitation of proxies by the Board of Directors of United Community Bancorp (“United Community,” the “Company,” “we,” “our,” or “us”) to be used at the annual meeting of stockholders of the Company. United Community is the holding company for United Community Bank (the “Bank”). The annual meeting will be held at the Lawrenceburg Fire Department, 300 W. Tate Street, Lawrenceburg, Indiana, on December 7, 2017, at 12:00 p.m., local time. This proxy statement and the enclosed proxy card are being first mailed on or about October 25, 2017 to stockholders of record on October 13, 2017.

### **Important Notice Regarding the Availability of Proxy Materials for the Stockholders Meeting to be held on DECEMBER 7, 2017**

The Proxy Statement and the 2017 Annual Report to Stockholders are available at [www.proxydocs.com/UCBA](http://www.proxydocs.com/UCBA).

### **INFORMATION ABOUT VOTING**

#### **Who Can Vote at the Meeting**

You are entitled to vote your shares of United Community common stock only if the records of the Company show that you held your shares as of the close of business on October 13, 2017. As of the close of business on October 13, 2017, a total of 4,201,113 shares of United Community common stock were outstanding and entitled to vote. Each share of common stock has one vote.

Ownership of Shares; Attending the Meeting

You may own shares of United Community in one of the following ways:

Directly in your name as the stockholder of record;

Indirectly through a broker, bank or other holder of record in “street name”; or

Indirectly in the United Community Bancorp Stock Fund of our 401(k) Plan, the United Community Bank Employee Stock Ownership Plan (the “ESOP”), the United Community Bancorp, Inc. 2006 Equity Incentive Plan (the “2006 Plan”) or the United Community Bancorp, Inc. 2014 Equity Incentive Plan (the “2014 Plan”), as applicable.



If your shares are registered directly in your name, you are the holder of record of these shares and we are sending these proxy materials directly to you. As the holder of record, you have the right to give your proxy directly to us or to vote in person at the meeting.

If you hold your shares in street name, your broker, bank or other holder of record is sending these proxy materials to you. As the beneficial owner, you have the right to direct your broker, bank or other holder of record how to vote by filling out a voting instruction form that accompanies your proxy materials. Your broker, bank or other holder of record may allow you to deliver your voting instructions via the Internet. Please see the instruction form provided by your broker, bank or other nominee that accompanies this proxy statement. If you hold your shares in street name, you will need proof of ownership to be admitted to the meeting. A recent brokerage statement or letter from a bank or broker are examples of proof of ownership. If you want to vote your shares of United Community common stock held in street name in person at the meeting, you must obtain a written proxy in your name from the broker, bank or other nominee who is the record holder of your shares. See “*Participants in the ESOP, 401(k) Plan, 2006 Plan or 2014 Plan*” for information on your voting rights under these plans.

### **Quorum and Vote Required**

***Quorum.*** The annual meeting will be held only if there is a quorum. A quorum exists if a majority of the outstanding shares of common stock entitled to vote is represented at the meeting.

***Votes Required for Proposals.*** At this year’s annual meeting, stockholders will elect two directors, each to serve a term of three years. In voting on the election of directors, you may vote in favor of all nominees, withhold votes as to all nominees, or withhold votes as to specific nominees. There is no cumulative voting for the election of directors. Directors must be elected by a plurality of the votes cast at the annual meeting. “Plurality” means that the nominees receiving the largest number of votes cast will be elected as directors up to the maximum number of directors to be elected at the annual meeting.

In voting on the ratification of the appointment of Clark, Schaefer, Hackett & Co. as our independent registered public accountants, you may vote in favor of the proposal, vote against the proposal or abstain from voting. To ratify the selection of Clark, Schaefer, Hackett & Co. as our independent registered public accountants, the affirmative vote of a majority of the shares represented at the annual meeting and entitled to vote is required.

In the advisory vote on the non-binding resolution to approve the compensation of the named executive officers, you may vote in favor of the proposal, vote against the proposal or abstain from voting. To approve the non-binding resolution on an advisory basis, the affirmative vote of the majority of the shares represented at the meeting and entitled to vote at the annual meeting is required.



***Effect of Not Casting Your Vote.*** If you hold your shares in street name it is critical that you cast your vote if you want it to count in the election of directors (Item 1 of this proxy statement), and the non-binding resolution to approve the compensation of the named executive officers (Item 3 of this proxy statement). In the past, if you held your shares in street name and you did not indicate how you wanted your shares voted in the election of directors, your bank or broker was allowed to vote those shares on your behalf in the election of directors as they felt appropriate.

Your bank or broker may not vote your uninstructed shares in the election of directors (Item 1 of this proxy statement) or the non-binding resolution to approve the compensation of the named executive officers (Item 3 of this proxy statement) on a discretionary basis. Thus, if you hold your shares in street name and you do not instruct your bank or broker how to vote in the election of directors or the non-binding resolution to approve the compensation of the named executive officers no votes will be cast on your behalf. These are referred to as broker non-votes. Your bank or broker will, however, continue to have discretion to vote any uninstructed shares on the ratification of the appointment of the Company's independent registered public accounting firm (Item 2 of this proxy statement).

***How We Count Votes.*** If you return valid proxy instructions or attend the meeting in person, your shares will be counted for purposes of determining whether there is a quorum, even if you abstain from voting. Broker non-votes, if any, also will be counted for purposes of determining the existence of a quorum. In the election of directors, votes that are withheld and broker non-votes will have no effect on the outcome of the election. In counting the votes on the non-binding resolution to approve the compensation of the named executive officers and the proposal to ratify the selection of the independent registered public accountants, abstentions will have the same effect as a negative vote and broker non-votes will have no effect on the voting.

#### Voting by Proxy

The Board of Directors of United Community is sending you this proxy statement for the purpose of requesting that you allow your shares of United Community common stock to be represented at the annual meeting by the persons named in the enclosed proxy card and/or voting instruction card. All shares of United Community common stock represented at the annual meeting by properly executed and dated proxy and/or voting instruction cards will be voted according to the instructions indicated on the proxy or voting instruction card. If you sign, date and return a proxy or voting instruction card without giving voting instructions, your shares will be voted as recommended by the Company's Board of Directors.

**The Board of Directors recommends a vote:**

**“FOR” each of the nominees for director;**

**“FOR” ratification of Clark, Schaefer, Hackett & Co. as our independent registered public accountants for the fiscal year ending June 30, 2018; and**

**“FOR” the approval of the compensation of the named executive officers.**

If any matters not described in this proxy statement are properly presented at the annual meeting, the persons named in the proxy card will use their own best judgment to determine how to vote your shares. This includes a motion to adjourn or postpone the annual meeting in order to solicit additional proxies. If the annual meeting is postponed or adjourned, your United Community common stock may be voted by the persons named in the proxy card on the new annual meeting date as well, unless you have revoked your proxy. The Company does not know of any other matters to be presented at the annual meeting.

You may revoke your proxy at any time before the vote is taken at the meeting, regardless of whether you submitted your original proxy by mail or the Internet. To revoke your proxy you must either advise the Corporate Secretary of the Company in writing before your common stock has been voted at the annual meeting, deliver a later-dated proxy, or attend the meeting and vote your shares in person. Attendance at the annual meeting will not in itself constitute revocation of your proxy.

If you wish to change your voting instructions after you have returned your voting instruction form to your broker, bank or other nominee, you must contact your broker, bank or other nominee.

### **Voting by Internet**

Instead of voting by mailing a proxy card, registered stockholders can vote their shares of Company common stock via the Internet. The Internet voting procedures are designed to authenticate stockholders' identities, allow stockholders to provide their voting instructions and confirm that their instructions have been recorded properly. Specific instructions for Internet voting are set forth on the enclosed proxy card. The deadline for voting via the Internet is 11:59 p.m., Eastern time, on December 6, 2017.

### **Participants in the ESOP, 401(k) Plan, 2006 Plan and/or 2014 Plan**

If you participate in the ESOP or if you hold shares of United Community Bancorp common stock through the United Community Bank 401(k) Profit Sharing Plan (the "401(k) Plan") or have unvested restricted stock awards under the 2006 Plan and/or the 2014 Plan, you will receive a voting instruction card for each plan that reflects all shares of United Community Bancorp common stock you may direct the various plan trustees to vote on your behalf under each applicable plan. Under the terms of the ESOP, the ESOP trustee votes all shares held by the ESOP, but each ESOP participant may direct the trustee how to vote the shares of common stock allocated to his or her account. The ESOP trustee, subject to the exercise of its fiduciary duties, will vote all unallocated shares of Company common stock held by the ESOP and allocated shares for which no voting instructions are received in the same proportion as shares for which it has received timely voting instructions. Under the terms of the 401(k) Plan, a participant is entitled to direct the trustee as to the voting of the shares in the United Community Bancorp Stock Fund credited to his or her account. The Bank will direct the plan trustee to vote all shares for which no directions are given or for which instructions were

not timely received in the same proportion as shares for which the trustee received voting instructions. If you participate in the 2006 Plan and/or the 2014 Plan, you will also receive a voting instruction card to direct the Equity Incentive Plan trustee how to vote the unvested shares of Company common stock awarded to you under these Plans. **The deadline for returning your voting instructions for your shares of United Community Bancorp common stock held in the Company and Bank stock plans to each plan's trustee is November 30, 2017.**

## CORPORATE GOVERNANCE AND BOARD MATTERS

### **Director Independence**

The Company's Board of Directors currently consists of seven members, each of whom are "independent" under the listing standards of the NASDAQ Stock Market, except for Elmer G. McLaughlin, the President and Chief Executive Officer of United Community and United Community Bank and Robert J. Ewbank. In determining the independence of its directors, the Board considered transactions, relationships or arrangements between United Community Bancorp, United Community Bank and its directors that were required to be disclosed in this proxy statement under the heading "*Transactions with Related Persons.*"

### **Board Leadership Structure and Board's Role in Risk Oversight**

The Board of Directors has determined that the separation of the offices of Chairman of the Board and President and Chief Executive Officer enhances Board independence and oversight. Moreover, the separation of the Chairman of the Board and President and Chief Executive Officer allows the President and Chief Executive Officer to better focus on his growing responsibilities of running the Company, enhancing stockholder value and expanding and strengthening the Company's franchise while allowing the Chairman of the Board and the Independent Lead Director to lead the Board in its fundamental role of providing advice to and independent oversight of management. Consistent with this determination, William F. Ritzmann serves as Chairman of the Board of Directors. Ralph B. Sprecher served as Independent Lead Director until his passing on June 29, 2017. As of the date of this proxy statement, Mr. Ritzmann is "independent" under the listing requirements of the NASDAQ Stock Market.

Risk is inherent with every business, and how well a business manages risk can ultimately determine its success. The Company faces a number of risks, including credit risk, interest rate risk, liquidity risk, operational risk, strategic risk and reputation risk. Management is responsible for the day-to-day management of risks the Company faces, while the Board, as a whole and through its committees, has responsibility for the oversight of risk management. In its risk oversight role, the Board of Directors has the responsibility to satisfy itself that the risk management processes designed and implemented by management are adequate and functioning as designed. To do this, the Chairman of the Board meets regularly with management to discuss strategy and the risks facing the Company. Senior management attends the Board meetings and is available to address any questions or concerns raised by the Board on risk management and any other matters. The Chairman of the Board and independent members of the Board work together to provide strong, independent oversight of the Company's management and affairs through its standing committees and, when necessary, special meetings of independent directors.

## Corporate Governance Policies

The Board of Directors has adopted a corporate governance policy to govern certain activities, including: the duties and responsibilities of each director; the composition, responsibilities and operation of the Board of Directors; the establishment and operation of Board committees; succession planning; convening executive sessions of independent directors; the Board of Directors' interaction with management and third parties; and the evaluation of the performance of the Board of Directors and of the Chief Executive Officer.

## Committees of the Board of Directors of United Community

The following table identifies our standing committees and their members as of June 30, 2017. All members of each committee are independent in accordance with the listing standards of the NASDAQ Stock Market.

Director	Audit Committee (1)	Nominating and Corporate Governance Committee	Compensation Committee (1) (2)
Jerry W. Hacker		X*	X
James D. Humphrey	X	X	
Julie A. Mattlin	X*		
John L. Sutton, Jr.	X	X	X
Number of Meetings in Fiscal 2017	10	1	6

\* Chair

Ralph B. Sprecher served on the Audit Committee and the Compensation Committee until he passed away on June (1)29, 2017. Richard C. Strzynski served on the Audit Committee and the Compensation Committee until he resigned from the Board of Directors on March 23, 2017 due to medical reasons.

William F. Ritzmann was appointed to the Compensation Committee on July 27, 2017. Mr. Ritzmann was also (2)appointed the Chairman of the Compensation Committee, which was formerly held by Ralph B. Sprecher until he passed away on June 29, 2017.

**Audit Committee**



The Board of Directors has a separately-designated standing Audit Committee established in accordance with Section 3(a)(58)(A) of the Exchange Act, as amended. The Audit Committee is responsible for reviewing the following: the integrity of the financial reports and other financial information provided by the Company to any governmental body or the public, including any certification, report, opinion or review performed by the Company's independent registered public accounting firm; the Company's compliance with legal and regulatory requirements; the independent registered public accounting firm's qualifications and independence; the performance of the Company's internal audit functions, its independent registered public accounting firm and system of internal controls and disclosure procedures regarding finance, accounting, legal compliance and ethics that management and the Board has established; the Company's auditing, accounting and financial reporting processes generally; and the preparation of information required by the Securities and Exchange Commission rules to be included in the Company's annual proxy statement. The Audit Committee meets periodically with the independent registered public accountants and management to review accounting, auditing, internal control structure and financial reporting and compliance matters. The Board of Directors has determined that Ms. Mattlin is an audit committee financial expert under the rules of the SEC. The Audit Committee acts under a written charter adopted by the Board of Directors, a copy of which is available free of charge at *About Us—Corporate Governance* on our website at [www.bankucb.com](http://www.bankucb.com), and is available in print to any stockholder who requests a copy.

## Compensation Committee

The Compensation Committee is responsible for all matters regarding the Company's and the Bank's employee compensation and benefit programs. The Compensation Committee reviews all compensation components for the Company's Chief Executive Officer and other executive officers' compensation including base salary, annual incentive, long-term incentives/equity, benefits and other perquisites. In addition to reviewing competitive market values, the Compensation Committee also examines the total compensation mix, pay-for-performance relationship, and how all elements, in the aggregate, comprise each executive's total compensation package. Our Chief Executive Officer develops recommendations for the Compensation Committee regarding the appropriate range of annual salary increases of our employees. Our Chief Executive Officer does not participate in Compensation Committee discussions or the review of Compensation Committee documents relating to the determination of his compensation. The Compensation Committee operates under a written charter, a copy of which is available free of charge at *About Us—Corporate Governance* on our website at [www.bankucb.com](http://www.bankucb.com), and is available in print to any stockholder who requests a copy.

The Compensation Committee did not engage a compensation consultant during 2017.

## Nominating and Corporate Governance Committee

The Nominating and Corporate Governance Committee takes a leadership role in shaping governance policies and practices, including recommending to the Board of Directors the corporate governance policies and guidelines applicable to United Community and monitoring compliance with these policies and guidelines. In addition, the Nominating and Corporate Governance Committee is responsible for identifying individuals qualified to become Board members and recommending to the Board the director nominees for election at the next annual meeting of stockholders. It leads the Board in its annual review of the Board's performance and recommends director candidates for each committee for appointment by the Board. The Nominating and Corporate Governance Committee acts under a written charter adopted by the Board of Directors, a copy of which is available free of charge at *About Us—Corporate Governance* on our website at [www.bankucb.com](http://www.bankucb.com), and is available in print to any stockholder who requests a copy.

**Minimum Qualifications.** The Nominating and Corporate Governance Committee has adopted a set of criteria that it considers when it selects individuals to be nominated for election to the Board of Directors. First, a candidate must meet the eligibility requirements set forth in United Community Bancorp's Bylaws, which include a requirement that the candidate not have been subject to certain criminal or regulatory actions. A candidate also must meet any qualification requirements set forth in any board or committee governing documents.

The Nominating and Corporate Governance Committee seeks to create a Board that is strong in its collective knowledge and has a diversity of skills and experience with respect to accounting and finance, management and leadership, vision and strategy, business operations, business judgment, industry knowledge and corporate governance. The Nominating and Corporate Governance Committee will consider the following criteria in selecting nominees: financial, regulatory and business experience; familiarity with and participation in the local community; integrity, honesty and reputation; dedication to United Community Bancorp and its stockholders; independence; and any other factors the Nominating and Corporate Governance Committee deems relevant, including age, diversity, size of the Board of Directors and regulatory disclosure obligations.

In addition, before nominating an existing director for re-election to the Board of Directors, the Nominating and Corporate Governance Committee will consider and review an existing director's Board and committee attendance and performance; length of Board service; experience, skills and contributions that the existing director brings to the Board; and independence.

***Director Nomination Process.*** The process that the Nominating and Corporate Governance Committee follows when it identifies and evaluates individuals to be nominated for election to the Board of Directors is as follows:

***Identification.*** For purposes of identifying nominees for the Board of Directors, the Nominating and Corporate Governance Committee relies on personal contacts of committee members and other members of the Board of Directors as well as its knowledge of members of United Community Bank's local communities. The Nominating and Corporate Governance Committee will also consider director candidates recommended by stockholders in accordance with the policy and procedures set forth below. The Nominating and Corporate Governance Committee has not used an independent search firm to identify nominees.

***Evaluation.*** In evaluating potential nominees, the Nominating and Corporate Governance Committee determines whether the candidate is eligible and qualified for service on the Board of Directors by evaluating the candidate under the selection criteria set forth above. In addition, the Nominating and Corporate Governance Committee will conduct a check of the individual's background and interview the candidate.

***Consideration of Recommendations by Stockholders.*** It is the policy of the Nominating and Corporate Governance Committee of the Board of Directors of United Community Bancorp to consider director candidates recommended by stockholders who appear to be qualified to serve on United Community Bancorp's Board of Directors. The Nominating and Corporate Governance Committee may choose not to consider an unsolicited recommendation if no vacancy exists on the Board of Directors and the Nominating and Corporate Governance Committee does not perceive a need to increase the size of the Board of Directors. In order to avoid the unnecessary use of the Nominating and Corporate Governance Committee's resources, the Nominating and Corporate Governance Committee will consider only those director candidates recommended in accordance with the procedures set forth below.



***Procedures to be Followed by Stockholders.*** To submit a recommendation of a director candidate to the Nominating and Corporate Governance Committee, a stockholder should submit the following information in writing, addressed to the Chairman of the Nominating and Corporate Governance Committee, care of the Corporate Secretary, at the main office of United Community Bancorp:

1. The name of the person recommended as a director candidate;
2. All information relating to such person that is required to be disclosed in solicitations of proxies for election of directors pursuant to Regulation 14A under the Securities Exchange Act of 1934, as amended;
3. The written consent of the person being recommended as a director candidate to being named in the proxy statement as a nominee and to serving as a director if elected;

- As to the stockholder making the recommendation, the name and address, as they appear on United Community Bancorp's books, of such stockholder; provided, however, that if the stockholder is not a registered holder of United Community Bancorp's common stock, the stockholder should submit his or her name and address along with a current written statement from the record holder of the shares that reflects ownership of United Community Bancorp's common stock; and
4. Community Bancorp's common stock, the stockholder should submit his or her name and address along with a current written statement from the record holder of the shares that reflects ownership of United Community Bancorp's common stock; and
  5. A statement disclosing whether such stockholder is acting with or on behalf of any other person and, if applicable, the identity of such person.

In order for a director candidate to be considered for nomination at United Community Bancorp's annual meeting of stockholders, the recommendation must be received by the Nominating and Corporate Governance Committee at least 120 calendar days before the date United Community Bancorp's proxy statement was released to stockholders in connection with the previous year's annual meeting, advanced by one year.

**Director Compensation**

The Company uses a combination of cash and stock-based incentive compensation to attract and retain qualified candidates to serve on the board of directors. In addition, the Company offers health and life insurance benefits. The Company's compensation and benefits programs are designed to compensate directors fairly for their Board and committee service and align the directors' interests with the long-term interests of stockholders. The following table sets forth the value of the compensation and benefits received by our non-employee directors for their board service during fiscal 2017.

Name	Fees Earned or Paid in Cash (\$)	<b>All Other Compensation</b> (\$ (1))	Total (\$)
Robert J. Ewbank	25,000	13,470	38,470
Jerry W. Hacker	25,000	3,409	28,409
James D. Humphrey	25,000	2,590	27,590
Julie A. Mattlin	25,000	18,357	43,357
William F. Ritzmann	29,900	14,860	44,760
Ralph B. Sprecher (2)	28,000	13,459	41,459
Richard C. Strzynski (3)	25,000	2,014	27,014
John L. Sutton, Jr.	25,000	2,173	27,173

Includes: (a) dividends paid on restricted stock, for all directors except Mattlin and Sutton (who were not eligible for the benefit during the 2017 fiscal year); (b) cash payments received in association with the health benefit plan for Ms. Mattlin and Mr. Ritzmann in lieu of HSA contribution ability (\$2,500 and \$1,875, respectively), for (1) Messrs. Humphrey and Sutton for opting out of insurance (\$2,150 each) and for Messrs. Hacker and Strzynski for enrolling in Medicare Part F (\$2,253.80 and \$1,680.74, respectively); and (c) life insurance premiums paid for all directors.

(2) Mr. Ralph B. Sprecher passed away on June 29, 2017.

(3) Mr. Richard C. Strzynski resigned on March 23, 2017.

**Cash Retainer and Meeting Fees for Non-Employee Directors.** The following table sets forth the applicable retainers and fees that were paid to our non-employee directors for their service on the Boards of Directors of United Community Bancorp and United Community Bank during fiscal 2017. During fiscal 2017, Mr. Ritzmann received \$4,900 for his service as Chairman of the Board and Mr. Sprecher received \$3,000 for his service as Independent Lead Director of the Board. Employee directors do not receive any retainers or fees for their services on the Boards of

Directors.

Annual retainer for United Community Bancorp \$5,000