



Finance Committee Charter

Purpose

The Finance Committee is appointed by the Board of Directors to discharge the Board of Directors' responsibilities relating to finance of the Company. The Committee has overall responsibility for approving and evaluating financing methods, policies and plans for the Company.

Committee Membership

The Finance Committee shall consist of no fewer than three members. The members of the Committee shall be appointed by the Board of Directors on the recommendation of the Nominating/Governance Committee. Committee members may be replaced by the Board of Directors.

Committee Authority and Responsibilities

The Finance Committee, to the extent it deems necessary or appropriate shall:

- Review corporate financial policies and procedures and make recommendations to the Board of Directors or the Executive Committee in regard thereto.
- Provide financial advice and counsel to management.
- Formulate dividend policy and make recommendations to the Board of Directors in regard thereto.
- Make provisions for the appointment of depositories of funds of the Company and the specification of conditions of deposit and withdrawal of said funds.
- Review specific corporate financing plans and advise the Board of Directors or Executive Committee in regard thereto.
- Supervise corporate investment portfolios.
- Give consideration and approval or disapproval of capital expenditure requests by management within limits established by the Board of Directors.
- Review annual capital and operating budgets and advise the Board of Directors or Executive Committee regarding the financial implications thereof.
- Monitor the Company's financial condition and standing in the financial and investment communities.
- Review and make recommendations to the Board of Directors concerning acquisitions and dispositions.
- Monitor the financial risk management activities of the Company.
- Consider any other matters concerning the Company's financial structure, condition, financing plans and policies and make recommendations to the Board of Directors on such matters.

In addition, the Finance Committee, to the extent it deems necessary or appropriate shall:

- Review and provide recommendations to the Board of Directors with respect to any new plan or any pension plan amendment that is presented to the Committee by the Company.
- Review and provide recommendations to the Company and/or the Board of Directors as to the overall corporate funding policy and objectives for any defined benefit pension plans maintained by the Company; provided that, the Committee shall not have responsibility for investment selection or monitoring, but instead, Company personnel (or committees composed of such personnel) acting on behalf of the Company under such plans shall have such responsibility and shall update the Committee with respect to such matters on a regular basis.

While the Finance Committee has the responsibilities and powers set forth in this Charter, its members are not named fiduciaries or plan sponsors, and shall have no discretionary authority with respect to the administration or investment of any plan. The Company is the sole fiduciary and plan sponsor.

The Finance Committee shall make regular reports to the Board. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Committee shall annually review its own performance.