

# Finance Committee Charter

## Purpose

The Committee is established by the Board to aid the Board in discharging its responsibilities relating to oversight of the Company's financial affairs.

## Committee Membership

The Committee shall consist of no fewer than three members. The members of the Committee shall be established by the Board and removed by the Board. A majority of the members shall constitute a quorum.

## Committee Authority and Responsibilities

1. The Committee shall periodically formulate and recommend for approval to the Board the financial policies of the Company, including management of the financial affairs of the Company. The Committee shall have prepared for approval by the Board annual budgets and such financial estimates as it deems proper; shall have oversight of the budget and of all the financial operations of the Company, shall recommend dividend policy to the Board and from time to time shall report to the Board on the financial condition of the Company. All capital expenditures of the Company shall be reviewed by the Committee and recommended for approval to the Board. The Committee may authorize another committee of the Board or one or more of the officers of the Company to approve borrowings, loans, capital expenditures and guarantees up to such specified amount or upon such conditions as the Committee may establish, subject to the approval of the Board, and to open bank accounts and designate those persons authorized to execute checks, notes, drafts and other orders for payment of money on behalf of the Company.

2. The Committee shall oversee the Company's policies and procedures on hedging, swaps, risk management and other derivative transactions, which shall be managed by or under the direction of the Company's Treasurer, unless specified otherwise. At least annually, the Committee shall review and approve the Company's decision to enter into swaps and other derivative transactions that are exempt from exchange-execution and clearance under "end-user exception" regulations established by the Commodity Futures Trading Commission, and review and discuss with management applicable Company policies governing the Company's use of swaps subject to the end-user exception.

3. The Committee shall periodically evaluate the performance of and returns on approved capital expenditures.

4. The Committee shall periodically review, assess and evaluate management's recommendations for capital structure, debt and other financings, major strategic investments and other transactions, and based upon its review and assessment recommend transactions for approval to the Board, as appropriate.

5.The Committee shall discharge any additional responsibilities as may be specified from time to time by Board.

6.The Committee shall have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.

7.The Committee shall make regular reports to the Board.

8.The Committee may form and delegate authority to subcommittees or management as appropriate.

9.The Committee shall periodically review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.

10.The Committee shall annually review its own performance.