

FINANCE COMMITTEE CHARTER

Duties and Authority

The Finance Committee shall have the following duties and authority:

- (1) Review the financial condition of the Corporation, including its annual finance plan, long-term financial objectives and financial management principles, and recommend to the Board of Directors with regard to any changes to such objectives and principles;
- (2) Review the Corporation's tax strategies and potential changes to tax laws;
- (3) Review and recommend to the Board of Directors with regard to the repurchase of the Corporation's stock;
- (4) Review the financing requirements of the Corporation, and evaluate management's proposals for timing and funding vehicles to support such financing requirements and recommend, as appropriate, specific financing arrangements to the Board of Directors;
- (5) Review dividends proposed for declaration and payment on the Corporation's outstanding shares, and recommend to the Board of Directors with regard to those dividends;
- (6) Evaluate the immediate and future financial impact of acquisition and divestiture transactions in the amount of \$50,000,000 or more on the Corporation's financial condition, including such factors as the impact on earnings, funds availability, debt capacity, capital structure (including debt ratios), cash flows and dividend implications, and recommend to the Board of Directors with regard to the financial aspects of acquisitions and divestitures;
- (7) Review the proposed annual capital budget and capital expenditures in the amount of \$50,000,000 or more and recommend to the Board of Directors with regard to those expenditures from a financial point of view;
- (8) Review the post-implementation reviews completed by management with respect to capital expenditures and business acquisitions in the amount of \$50,000,000 or more;
- (9) Review annually the Corporation's insurable risk management strategy, including property and casualty insurance and claims management strategy;

- (10) Review and approve, on a general or case-by-case basis, the Corporation's and any affiliates' use of swaps, options, forwards or other derivative instruments or contracts ("derivatives"), including any decision to enter into derivatives that are not cleared and are not executed on any exchange or other regulated trading facility, and are exempt from mandatory clearing and trading facility execution whether as a result of the "end-user" exemption in the Dodd-Frank Act or otherwise; and establish, review and amend policies with respect to derivatives; and
- (11) Review and, as appropriate, report to the Board on the financial impact to the Corporation of the Corporation's significant retirement plans (for example, funding levels, assets, liabilities, expected contribution obligations and significant assumptions).

Other Provisions

- (1) The members of the Finance Committee shall be comprised of not less than three directors. The Committee members shall be appointed by the Board. The Committee shall meet regularly and as deemed necessary by the Chairman of the Committee. The Committee may form and delegate to subcommittees as it deems appropriate.
- (2) The Committee shall make regular reports to the Board.
- (3) The Committee may, as it deems necessary or appropriate and at the Corporation's expense, obtain advice and assistance from internal or external legal or other advisors. The Committee shall have unrestricted access to Management.
- (4) The Committee shall annually review and assess the adequacy of the Committee Charter and make recommendations to the Board of Directors relating to the Committee's Charter and the Committee's core meeting agenda for the upcoming year.
- (5) The Committee shall perform an annual review of the performance of the Committee.