

## **FINANCE AND OVERSIGHT COMMITTEE CHARTER**

The Finance and Oversight Committee shall assist the Board of Directors in exercising its responsibilities regarding the financial condition, objectives and strategies of the Company. It shall consist of such members, including a Chairman, as the Board of Directors shall appoint, all of whom shall be Directors designated by the Board of Directors, but in no event shall the Committee consist of less than three members. The Board may also appoint an individual to serve as Secretary to the Committee. A majority of the members of the Committee shall constitute a quorum for all purposes and the act of a majority of the members present at any meeting at which a quorum is present shall be the act of the Committee. Reports of meetings of, and actions taken at meetings, or by consent by the Committee shall be made by the Chair of the Committee or his or her delegate to the Board at its next regularly scheduled meeting and shall be accompanied by any recommendations from the Committee to the Board. In addition, the Chair or his or her delegate shall be available to answer any questions the other directors may have regarding the matters considered and actions taken by the Committee. The Committee shall have the authority, without further approval of the Board of Directors, to engage, at the expense of the Company, counsel, experts or other advisors to advise the Committee as it determines necessary or appropriate to assist in the full performance of its functions. The Committee's duties shall include the following with respect to the Company:

1. Review consolidated financial statements;
2. Review financial plans;
3. Consider long-range objectives and requirements regarding financial structure and, to the extent delegated authority by the Board of Directors, issue or sell any securities or instruments of the Company or any of its subsidiaries;
4. Review casualty and liability insurance programs and requirements;
5. Review strategies and objectives regarding the Company's exposure to changes in commodity prices, interest rates, foreign exchange rates and other economic interests, including the Company's policies and procedures on hedging, swaps, risk management and other derivative transactions;
6. The Committee shall, at least annually, review and approve the decision by the Company and its subsidiaries 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;
7. Consider share repurchase programs, dividend policy and payments and make recommendations to the Board with respect thereto;

8. The Committee shall periodically be informed as to the performance of defined benefit plan investment managers and trustees and the investment objectives for such plans by the committee to which such functions have been delegated, and shall approve the funding policy established by management for such plans;
9. Review policies and practices regarding extensions of credit;
10. Evaluate significant financial implications of changes in applicable rules and regulations;
11. Review, prior to submission to the Board of Directors, all proposed capital expenditures, acquisitions and divestments which require approval of the Board; and
12. Make appropriate reports and recommendations to the Board regarding the foregoing.