

**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 of Directors 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 of Directors 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 of Directors and from time to time shall report to the Board of Directors 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 of Directors. The Committee may authorize another committee of the Board of Directors 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 of Directors, 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 periodically evaluate the performance of and returns on approved capital expenditures.
3. The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.
4. The Committee shall make regular reports to the Board.
5. The Committee may form and delegate authority to subcommittees as appropriate.
6. The Committee shall periodically review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
7. The Committee shall annually review its own performance.

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