

FINANCE COMMITTEE CHARTER

The Finance Committee shall have the following duties and authority:

- (1) Review the financial condition of the Corporation and its financial policies and long-range objectives and recommend to the Board of Directors with regard to any changes thereto;
- (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 \$25,000,000 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 \$25,000,000 or more and recommend to the Board of Directors with regard to those expenditures;
- (8) Review the post-implementation reviews completed by management with respect to capital expenditures and business acquisitions in the amount of \$25,000,000 or more;
- (9) Review annually the Corporation's insurable risk management strategy, including property and casualty insurance, safety initiatives and claims management strategy;
- (10) Review the use of any derivative instruments, including their use to manage currency and interest exposure;
- (11) Review and, as appropriate, report to the Board on all areas of responsibility delegated to the Benefits Finance Committee, including financial performance of benefit plan assets, performance of trustees and investment advisors, and the performance of the Benefits Finance Committee in the discharge of its duties; and

- (12) Make recommendations to the Board concerning appointments to the Benefits Finance Committee.