

## FINANCE COMMITTEE CHARTER

**Purpose:** The Finance Committee is a standing committee of the Board. The Committee's purpose is to assist the Board in carrying out its oversight responsibilities relating to certain financial matters affecting the Company. The Committee will have the authority to take all actions on behalf of the Board as the Committee or its Chairperson may from time to time determine to be consistent with its purpose and this Charter.

**Composition.** The Committee will have at least three members. Based upon the recommendation of the Governance Committee, the Board will designate the members of the Committee at least annually.

The Board also will from time to time designate the Chairperson, and may designate a Co-Chairperson or Vice Chairperson, of the Committee. The Committee may delegate one or more of its responsibilities hereunder to any subcommittee comprised entirely of two or more Committee members. Any such delegation will be reported to the Chairperson of the Governance Committee.

**Resources:** Management is responsible for providing the Committee with the information and assistance contemplated by this Charter and educational and other resources as it or its Chairperson may request. The Committee or its Chairperson may retain at the Company's expense (in such amount as the Committee determines to be appropriate) legal counsel and such other third-party advisors as it determines to be appropriate.

**Proceedings:** The Committee may adopt such procedures as it may from time to time determine to be appropriate to assist in the discharge of its responsibilities. Except as the Committee or its Chairperson may otherwise determine, the Secretary or another person designated for this purpose by the Committee Chairperson will prepare appropriate records of all Committee meetings and actions, copies of which when approved by the Committee or its Chairperson will be furnished to the Board, and will maintain copies of all materials furnished or presented to the Committee. In addition, the Committee Chairperson will report to the Board as to all matters that he or she determines to be appropriate.

**Responsibilities:** The Committee will:

- Less than \$25 Million Acquisitions and Divestitures: Review quarterly reports from management on completed business acquisitions or divestitures involving a total purchase price as estimated by management of under \$25 million;
- \$25-50 Million Acquisitions and Divestitures: Consider proposed business acquisitions or divestitures involving a total purchase price as estimated by management to exceed \$25 million but be less than \$50 million, and, if applicable, approve such transactions on behalf of the Company;
- \$50+ Million Acquisitions and Divestitures: Consider and make recommendations to the full Board as to proposed business acquisitions or divestitures involving a total purchase price as estimated by management to exceed \$50 million;
- Financings: Consider and, if applicable, approve on behalf of the full Board any financing by the Company or any of its subsidiaries requiring Board approval under the Grant of Authority as in effect from time to time, including, if applicable, issuances of securities under the Company's universal shelf registration statement as in effect from time to time; and
- Grant of Authority: Consider and make recommendations to the full Board of other events requiring Board approval under the Company's Grant of Authority as in effect from time to time.

The Committee will review this Charter at least annually and will recommend to the Governance Committee changes to this Charter as it determines to be appropriate. Any changes will be effective when recommended by the Governance Committee and approved by the Board.

*As adopted by the Board of Directors on March 31, 2003.*