



Finance Committee Charter

Membership

The Finance Committee (the “Committee”) shall consist of at least three members, including the Chair. The Board of Directors (the “Board”) shall appoint the members based on the recommendations of the Governance and Nominating Committee. Each member will serve during his or her respective term as a director, subject to earlier removal by a majority vote of the Board.

Purpose

The purpose of the Committee is to assist the Board in fulfilling its oversight responsibilities with respect to the Company’s capital structure, financial and fiscal affairs, financing and fiscal policies and objectives, dividend policy, financial strategies, capital expenditures and financing plans in connection with significant transactions, such as mergers, acquisitions or divestitures, and other transactions or issues of financial significance to the Company, as more fully described below.

Responsibilities

The Committee’s responsibilities are to:

1. Provide oversight of the Company’s capital structure and other issues of financial significance to the Company.
2. Review from time to time the Company’s funding and capital needs and make recommendations to the Board with respect thereto.
3. Review from time to time with management the Company’s financial policies and objectives and make recommendations to the Board with respect thereto.
4. Review from time to time, and assess the adequacy of, the Company’s financial exposure together with any mitigating strategies, including insurance and hedging strategies, and make recommendations to the Board with respect thereto.
5. Review proposed financing plans, credit facilities, securitization facilities and other significant transactions of a financial nature and make recommendations to the Board with respect thereto.
6. Review from time to time the dividend policy of the Company and make recommendations to the Board with respect thereto.
7. Review any proposed issuance or sales of the Company’s stock, stock repurchases or redemptions, stock splits or reverse stock splits and make recommendations to the Board with respect thereto.
8. Review from time to time the Company’s tax planning strategies.

9. Review from time to time the financial strategies developed by the Company to meet the Company's business objectives and interests in light of changing economic, market, business, legal or legislative, regulatory or other conditions and make recommendations to the Board with respect thereto.
10. Review major capital expenditures or commitments and, in accordance with the limits set forth in the Company's capital expenditure authorities, make recommendations to the Board with respect thereto.
11. Review from time to time proposed material acquisitions, divestitures, and joint ventures and other material transactions involving the Company, such as a merger, and make recommendations to the Board with respect thereto. Potential transactions will be presented to the Committee and, as applicable, to the Board in accordance with the approval limits set forth in the Company's capital expenditure authorities. In addition to the foregoing, the Chairman of the Board, in consultation with the Chair of the Committee, shall have discretion to present to the Committee and/or Board transactions that do not otherwise require Committee and/or Board review, where such transactions involve factors such as the entry by the Company into a new line of business, the establishment of commercial arrangements in a foreign country not in the ordinary course, a significant change in the risk profile of the Company, and/or the extension of material loan or financing not in the ordinary course of business.
12. Review systems, processes and organizational structure and personnel responsible for the finance functions.
13. Perform such other functions or responsibilities as the Board may from time to time designate or prescribe.
14. Review from time to time and assess the adequacy of the Company's insurance and self-insurance programs.
15. Review from time to time the performance and/or progress of completed acquisitions and capital spending projects previously authorized by the Committee or Board.
16. Review and monitor the Company's credit rating, activities with credit rating agencies and key financial ratios.

Governance/Authority

Meetings and actions of the Committee will be conducted in accordance with the Company's Bylaws. The Committee shall report regularly to the Board with respect to its actions and make recommendations to the Board as appropriate.

The Committee will conduct an annual performance evaluation of the Committee and review the Committee charter annually and recommend any proposed changes to the Board.

The Committee has the authority to delegate any of its responsibilities to a subcommittee or internal committee as the Committee may deem appropriate in its sole discretion.

The Committee has the authority, in discharging its oversight role, to study or investigate any matter of interest or concern that the Committee deems appropriate and to retain independent legal counsel or other experts for this purpose, including the authority to approve the fees payable to such counsel or experts and any other terms of retention.

*Adopted by the Board on September 22, 2011, effective as of October 1, 2011.
Last amended by the Board on November 16, 2017.*