

## FINANCE COMMITTEE CHARTER

**Purpose:** The Finance Committee (the “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 may, in its sole discretion and at any time, remove any member of the Committee and fill any vacancy in the membership of the Committee.

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, and will have the sole authority to select, retain, terminate and determine the compensation of such counsel and advisors.

**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 \$50 Million Acquisitions and Divestitures:** Review annually reports from management on completed business acquisitions or divestitures involving a total purchase price as estimated by management of under \$50 million;
- **\$50-100 Million Acquisitions and Divestitures:** Consider proposed business acquisitions or divestitures involving a total purchase price as estimated by management to exceed \$50 million but be less than \$100 million, and, if applicable, approve such transactions on behalf of the Company;
- **\$100+ 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 \$100 million;
- **\$1 Billion or Less Debt Financings:** Consider and, if applicable, approve on behalf of the full Board, any debt 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 debt securities under the Company's universal shelf registration statement as in effect from time to time, involving a maximum aggregate offering price not to exceed \$1 billion;
- **Greater than \$1 Billion Debt Financings:** Consider and make recommendations to the full Board as to any proposed debt financing by the Company or any of its subsidiaries, including, if applicable, issuances of debt securities under the Company's universal shelf registration statement as in effect from time to time, involving a maximum aggregate offering price in excess of \$1 billion;

- \$100 Million or Less Equity Financings: Consider and, if applicable, approve on behalf of the full Board, any equity financing by the Company, including, if applicable, issuances of equity securities under the Company’s universal shelf registration statement as in effect from time to time, involving a maximum aggregate offering price not estimated to exceed \$100 million;
- Greater than \$100 Million Equity Financings: Consider and make recommendations to the full Board as to any proposed equity financing by the Company, including, if applicable, issuances of equity securities under the Company’s universal shelf registration statement as in effect from time to time, involving a maximum aggregate offering price estimated to exceed \$100 million; 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 and approve decisions by the Company and its subsidiaries to enter into swaps and security-based swaps (together referred to as “Swaps”) that are entered into in reliance upon the “end-user exceptions” to the mandatory execution and clearing requirements of the Dodd-Frank Wall Street Reform and Consumer Protection Act and related regulations. The Committee may approve such decisions regarding entry into Swaps in reliance upon the “end-user exceptions” on a general basis rather than on a Swap-by-Swap basis.

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, and amended on October 18, 2012, April 1, 2015 and March 31, 2016.*