



**FINANCE AND OPERATIONS COMMITTEE
OF THE BOARD OF DIRECTORS
CHARTER**

As authorized in the By-Laws and implemented by Resolution of the Board of Directors, a Finance and Operations Committee has been established for the purpose of assisting the Board in fulfilling its responsibilities and providing oversight relating to capital management, funding strategy and the general operations of the business.

The Finance and Operations Committee has unrestricted access to all information relating to the Corporation and its subsidiaries, including documents and personnel. Adequate resources will be available for the Committee to fulfill its oversight responsibilities.

Goals and Responsibilities of the Committee:

- Review funding strategies and funding costs.
- Review the financial risk posture of the Corporation, including without limitation credit, interest rate, and currency risks and review with management the steps taken to manage such risks.
- Review and approve the Corporation's investment and asset and liability management policies.
- Review and approve the Corporation's private credit loan program.
- Review the Corporation's capital adequacy, credit standing, borrowing needs and proposed debt and equity programs.
- Review proposed significant activities and investments outside the ordinary course of the Corporation's business.
- Review the financial impact of the Corporation's pricing and market strategies, including the periodic review of the annual plan, financial results, asset quality, and financing activity of the Corporation of its affiliates.
- Oversee the Corporation's capital management policies, equity investments, proposed issuance of new equity by the Corporation and its affiliates, and plans to return excess capital to shareholders through dividends and share repurchase activity.
- Recommend the payment of dividends on the Corporation's stock.

- Review marketing strategies and sales activities for the Corporation's products and services.
- Review the business operations and technology that supports all of the operations of the Corporation.
- Review integration into the Corporation of business acquisitions.

Meetings:

The Committee generally will meet at least two times a year. Other directors may attend the meetings.

Membership:

The Board of Directors of the Corporation will designate at least three directors to serve on the Finance and Operations Committee. A Chairman and Vice Chairman of the Committee will also be appointed by the Board.