FINANCE COMMITTEE CHARTER

PURPOSE AND AUTHORITY

The purpose of the Finance Committee is to assist the Board in its oversight of the management of the financial resources and financial risks of the Corporation. Consistent with this oversight function, the Committee shall have the authority to conduct investigations into any matters within the Committee's responsibilities and, in doing so, have full access to the Corporation's records and employees. The Committee shall have the authority to review and approve the Corporation's decisions to enter into swaps.

The Committee shall have the sole authority, to the extent it deems necessary or appropriate, to retain, utilize and rely on legal, accounting, financial or other advisors for advice and assistance. The Corporation shall pay the costs of any such advisors retained by the Committee.

The Committee shall have the authority to form and delegate any of its responsibilities to subcommittees as the Committee may deem appropriate in its sole discretion.

COMPOSITION AND QUALIFICATIONS

The Committee shall have at least three members and shall consist solely of independent Directors, as affirmatively determined by the Board of Directors, consistent with applicable legal requirements. The members of the Committee shall be appointed by the Board, on the recommendation of the Committee, and may be replaced by the Board.

MEETINGS

The Committee shall meet four times each year or more frequently as circumstances dictate.

RESPONSIBILITIES AND DUTIES

The Committee shall:

1. Review the Corporation's capital management policies, plans and activities, including issuances and repurchases of the Corporation's equity securities, dividends and stock splits.

2. Monitor the Corporation's capital needs and financing arrangements, ability to access the capital markets (including debt ratings) and management's financing plans.

3. Monitor expenditures under the annual capital plan approved by the Board.

4. Review the Corporation's policies and strategies for managing currency and interest rate exposure and the use of derivatives.

5. Review and approve the Corporation's policies regarding the proposed usage of the end user exception from the mandatory clearing and exchange trading requirements for certain swaps under the Dodd-Frank Wall Street Reform and Consumer Protection Act. The Committee will review these policies at least annually and, as appropriate, more often based upon the extent of the Corporation's swaps activities or a change in the types of swaps used by the Corporation. The Committee shall take such other action in connection with the Corporation's swap activities as it shall deem necessary and appropriate in the exercise of its general oversight responsibilities.

6. Review the Corporation's insurance and self-insurance programs.

7. Review the Corporation's policies, strategy and performance with respect to the investment of pension assets and the funding of pension and OPEB obligations.

8. Assume such other duties and responsibilities as the Board may from time to time delegate.

9. Review and reassess the adequacy of this Charter at least annually and recommend any proposed changes to the Board for approval.

10. Evaluate annually the processes, activities and effectiveness of the Committee, including composition, expertise and availability of Committee members.

11. Report to the Board of Directors with respect to the Committee's activities as promptly as practicable following each meeting of the Committee.