

**UPFC
FINANCE COMMITTEE CHARTER**

A. Authority

The Board of Directors (the "Board") of UPFC, by resolution dated January 24, 2007 established the Finance Committee (the "Committee").

B. Purpose

The Committee is appointed by the Board for the primary purpose of assisting the Board in overseeing financial matters of importance to the company.

C. Committee Membership, Structure and Operations

1. The Committee will consist of a minimum of three members. The Committee members will have experience in general business and financial matters.
2. The Board may remove a Committee member from the Committee at any time with or without cause.
3. The Committee will review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
4. The Committee will annually review its own performance.

D. Committee Duties and Responsibilities

The Committee has the following duties and responsibilities:

1. Review the annual budget on and advise the Board as to its acceptance.
2. Review and advise to the Board with respect to:
 - Company's annual budget and long term plans.
 - Investment Policy
 - Dividend policy and practices
 - Debt Structure and debt ratings
 - Short term and long-term borrowing programs
 - Interest rate, foreign exchange and commodity risk
 - Investment of surplus funds
3. Review the Company's annual and long-term financial strategies and objectives.

E. Committee Meetings and Action

1. A majority of the Committee members will be a quorum.
2. The action of a majority of those present at a meeting at which a quorum is present will be the act of the Committee.

3. The Chair will make regular reports to the Board.
4. The Committee may perform any other activities consistent with this Charter, the Corporation's Bylaws and governing law as the Board deems necessary or appropriate.