

## Confirm Committee Membership 2016 Committee Membership Charter Compliance

Count	Committee Member Name	Board Member Type		Financial Understanding	Financial Expert
		Segment	Unaffiliated		
1	Bermudez, Jorge		X	X	X
2	Comstock, Read	X		X	
	Werner, John (alt.)	X			
3	Fehrenbach, Nick	X		X	X
	Richie, Jennifer (alt.)	X			
4	Gresham, Kevin	X		X	
	Soutter, Mark (alt.)	X			
5	Karnei, Clifton	X		X	X
	Kezar, Mike (alt.)	X			
6	Walsh, Judy		X	X	X

### Membership requirements established in the Finance and Audit Committee Charter

The Committee shall be comprised of at least five Board members, at least three of which are from Market Segments and two or more of which must be Unaffiliated Board members.

Each Committee Member must be able to read and understand fundamental financial statements, including the balance sheet, income statement and cash flow statement.

At least one Committee Member shall be designated a “financial expert” as such term may be defined from time to time by the Board consistent with definitions generally accepted by the accounting industry or other regulatory authorities (the “Financial Expert”).

The Chair of the Committee shall be elected through a majority vote of the Committee Members. The Committee Chair shall not be the CEO of the Company and shall have accounting or related financial management expertise.

# Confirm Committee Membership 2016 Financial Expert Designation Process

