
ENTERPRISE RISK AND CREDIT COMMITTEE CHARTER

PURPOSE

The Enterprise Risk and Credit Committee shall carry out the Board's overall responsibility with respect to: (1) overseeing the Company's risk management framework and processes, making recommendations to the full Board concerning the Company's risk appetite, and assessing the Company's strategy in light of its risk appetite, (2) assessing and providing oversight to management related to the identification and evaluation of major enterprise-wide risks, (3) approval of certain loans, (4) establishing certain loan limits, and (5) setting policies and monitoring compliance with those policies as they relate to the Bank's loan portfolio.

COMMITTEE MEMBERSHIP

The Enterprise Risk and Credit Committee shall consist of no fewer than three members, including the Company's CEO. At least one member of the Committee shall have experience identifying, assessing, and managing risk exposures for large, complex firms that are commensurate with the Company's capital structure, risk profile, complexity, activities, size, and other appropriate risk-related factors.

From time to time, the Board shall appoint the members of the Enterprise Risk and Credit Committee on the recommendation of the Governance Committee. The Board Chair, or Lead Director if the Board Chair is not independent, may appoint a director to serve on the Committee on a temporary basis to meet quorum requirements. The Board may replace a Committee member at any time.

COMMITTEE CHAIR

The Board shall appoint one of the independent Committee members as the Committee Chair. The Committee may appoint one of its members as Vice Chair, to carry out the duties of the Committee Chair in his or her absence.

MEETINGS

The Enterprise Risk and Credit Committee shall meet as often as it determines, but at least quarterly. The Committee shall meet regularly with management and periodically in executive sessions, without management present. The Committee Chair may request any officer or employee of the Company or the Company's outside advisors to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.

COMMITTEE REPORTS

The Committee Chair shall report the Committee's activities and actions to the Board at the regular Board meeting next following each Committee meeting. The Committee may refer to the Board any matter that the Committee believes should be addressed by the Board. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Committee shall annually review the Enterprise Risk and Credit Committee's own performance.

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COMMITTEE AUTHORITY AND RESPONSIBILITIES

The Enterprise Risk and Credit Committee shall have all the authority of the Board to act or exercise the following corporate powers:

Credit

1. Fulfill the Board's responsibilities under the Community Reinvestment Act Policy including defining the assessment area and meeting the service, lending and investment tests.
2. Review and approval or disapproval of (i) loans in excess of management's loan limits, and (ii) loans subject to Regulation O, as necessary.
3. Establish the loan limits of the Bank's CEO and its Chief Credit Officer.
4. Review classified and criticized loan reports and OREO and OPPO property schedules.
5. Review and approve loans, real estate assets and personal property assets to be charged off, to the extent required by the General Credit Policy.
6. Review loan policy exception reports.
7. Review reports from the Asset Liability Management Committee.
8. Oversee stress testing of the company's loan and lease portfolios.

Enterprise Risk

9. Oversee the Company's enterprise risk management functions with respect to all business activities not required to be overseen by or reported to an independent committee of the board including, without limitation, lending, credit, operations, business continuity and resumption, model risk management, vendor management, fraud investigation and recovery, information and cyber security and technology.
10. Approve the company's risk appetite statement and framework, approving any changes to risk limits.
11. Review management reports concerning the timeliness and effectiveness of corrective actions taken to address identified risk management deficiencies.
12. Review the quarterly Enterprise Risk Management Report.
13. Review minutes of the management-level CEO Risk Committee meeting and review matters falling within the scope of that committee's responsibilities.

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14. Review the quarterly Model Risk Management Dashboard Reports and Model Validation results.
15. Review matters escalated from the management-level Model Risk Management Committee.
16. Review annual reports on the status of the Bank's Information Security and Business Continuity/Disaster Recovery programs.

Oversight of Corporate Security

17. Review Annual Security Report.
18. Appoint the Bank Security Officer.

Oversight of the Technology Advancement Group

19. Oversee the operational risks associated with the selection and implementation of technology services, including outsourced services, technology change management, patch and release management, network architecture, disaster recovery and business continuity, and information and cyber security.

Review of Policies

20. Review, approve, disapprove and modify the following policies:

COMP 02.0	Bank Security Policy
COMP 03.0	Community Reinvestment Act Policy
COMP 05.0	Fair Credit Reporting Act Policy
COMP 20.0	Identity Theft Prevention Policy
COMP 25.0	Fair Lending Policy
COMP 26.0	Mortgage Loan Originator Qualifications, Registration and Compensation Policy
COMP 30.0	Mortgage Loan Servicing Policy
FIN 22.0	Allowance for Credit Losses Policy
FIN 23.0	Collateral Dependent and Troubled Debt Restructured Loan Policy
GOVN 05.0	Enterprise Risk Management Policy
GOVN 05.0	Exhibit A Risk Appetite Statement
GOVN 06.0	Enterprise Portfolio Management Policy
GOVN 07.0	Business Continuity and Disaster Recovery Policy
GOVN 08.0	Third-Party Risk Management Policy
GOVN 10.0	Model Risk Management Policy
GOVN 11.0	End User Application Policy
GOVN 12.0	Data Governance Policy
GOVN 13.0	Product Management Policy

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GOVN 14.0	Digital Banking Policy
GOVN 15.0	Electronic Signature Policy and Appendix A
InfoSec 01.0	Information Security Policy
InfoSec 1.0 Ex. A	Acceptable Use Policy
InfoSec 02.0	Records Retention Policy
LNDG 01.0	General Credit Policy
LNDG 03.0	UB Commercial Appraiser List
LNDG 04.0	Servicemember Protection Policy
OPS 02.0	Cash Limits & Controls Policy
TAG 01.0	IT Operational Governance Policy
TAG 02.0	Payment Services Policy