

Audit Committee (1 of 2)

Role

The Audit Committee of the Board of Directors assists the Board of Directors in fulfilling its responsibility for oversight of the quality and integrity of the accounting, auditing, and reporting practices of the Company, and such other duties as directed by the Board. The Committee's purpose is to oversee the accounting and financial reporting processes of the Company, the audits of the Company's financial statements, the qualifications of the public accounting firm engaged as the Company's independent auditor to prepare or issue an audit report on the financial statements of the Company and internal control over financial reporting, and Audits by government agencies and private commissions authorized to audit companies finances, contracts and adherence to regulations and standards. The Committee reviews and assesses the qualitative aspects of financial reporting to shareholders, the Company's processes to manage business and financial risk, and compliance with significant applicable legal, ethical, and regulatory requirements. The Committee is directly responsible for the appointment (subject to shareholder ratification), compensation, retention, and oversight of the independent auditor.

Membership

The Audit Committee shall consist of not less than three (3) and not more than five (5) members appointed by the Board of Directors, except that the Corporation's President/CEO and Treasurer may not be members of this committee. All shall meet the independence requirements established by the Board and applicable laws, regulations, and listing requirements. Each member shall in the judgment of the Board have the ability to read, understand and interpret fundamental financial statements. The Board may remove any member from the Committee at any time with or without cause. The term of the Chair and members of the standing committees shall end with the election of a new Chairperson.

Operations

The Committee meets as the Committee or its chair deems advisable. The Committee will keep adequate minutes of its proceedings, and will report on its actions and activities at the next quarterly meeting of the Board. Committee members will be furnished with copies of the minutes of each meeting and any action taken by unanimous consent. The Committee is governed by the same rules regarding meetings (including meetings by conference telephone or similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board. The Committee is authorized and empowered to adopt its own rules of procedure not inconsistent with (a) any provision of this Charter, (b) any provision of the Bylaws of the Company, or (c) the laws of the state of California.

Authority

The Committee will have the resources and authority necessary to discharge its duties and responsibilities. The Committee, through the President/CEO, has authority to retain outside counsel or other experts or consultants, as it deems appropriate. The Organization will provide the Committee with appropriate funding for the payment of outside counsel and other advisors as it deems appropriate. In discharging its oversight role, the Committee is empowered to investigate any matter brought to its attention. The Committee will have access to the Company's

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Authority cont.

books, records, facilities, and personnel. Any communications between the Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of the Company, and the Committee will take all necessary steps to preserve the privileged nature of those communications. The independent auditor reports directly to the Committee. The Committee is expected to maintain free and open communication with the independent auditor, the internal auditors, and management. This communication may include periodic private executive sessions with each of these parties. The Committee may form and delegate authority to subcommittees and may delegate authority to one or more designated members of the Committee.

Responsibilities

Subject to the provisions of the Corporate Bylaws, the principal responsibilities and functions of the Audit Committee are as follows:

1. Confer with the auditor to satisfy its members that the financial affairs of the Corporation are in order.
2. Complete an annual evaluation of the Committee's performance.
3. Appoint or replace the independent auditor and approve the terms on which the independent auditor is engaged for the ensuing fiscal year on behalf of the Board.
4. Evaluate the independent auditor's qualifications, performance, and independence, including that of the lead partner. The evaluation will include obtaining a written report from the independent auditor describing the firm's internal quality control procedures; any material issues raised by the most recent Public Company Accounting Oversight Board inspection, internal quality control review of the firm or by any inquiry or investigation by governmental or professional authorities within the past five years, concerning an independent audit or audits carried out by the firm, and any steps taken to deal with those issues; and all relationships between the independent auditor and the Company.
5. Assure that any non-audit services performed by the auditing firm conform to standards for auditor independence.
6. Approve performance of non-audit services by the auditing firm.
7. Review with Finance management and the Internal Audit Executive:
 - a. The Company's annual assessment of the effectiveness of its internal controls and the independent auditor's attestation.
 - b. The adequacy of the Company's internal controls, including computerized information system controls and security.
 - c. Any "material weakness" or "significant deficiency" in the design or operation of internal control over financial reporting, and any steps taken to resolve the issue.
 - d. Any related significant findings and recommendations of the independent auditor and internal audit together with management's responses.
 - e. Significant findings by the independent auditor or the Internal Audit Executive during the year and management's

responses.

f. Any difficulties encountered in the course of their audit work, including any restrictions on the scope of their work or access to required information.

g. Any changes required in planned scope of their audit plan.

Executive Committee (1 of 2)

Role

The Executive Committee's role is to provide leadership in the interval between meetings of the Board of Directors, and to be available for consultation by the President/CEO on policy and strategy issues in order to appropriately achieve annual and four year plans, goals and objectives for the agency.

Membership

The Executive Committee shall consist of the four (4) elected officers. The Chairperson of the Board shall serve at the Chair of the Committee.

Operations

The Committee meets at least once a year. The Committee may meet periodically in executive session without the organization's management present. Additional meetings may occur as the Committee or its chair deems advisable. The Committee will cause to be kept adequate minutes of its proceedings, and will report on its actions and activities at the next quarterly meeting of the Board. Committee members will be furnished with copies of the minutes of each meeting and any action taken by unanimous consent. The Committee is governed by the same rules regarding meetings (including meetings by conference telephone or similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board. The Committee is authorized and empowered to adopt its own rules of procedure not inconsistent with (a) any provision of this Charter, (b) any provision of the Bylaws of the Company, or (c) the laws of the state of California.

Authority

The Board of Directors may delegate to such Committee any of the powers and authority of the Board in the management of the business and affairs of the Corporation, except the power to adopt, amend, or repeal the Bylaws, provided that the designation of such Committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed on it or such Director by law, by the Articles of Incorporation of this Corporation, or the Bylaws. By a majority vote of its members, the Board may at any time modify or revoke any or all of the authority so delegated, increase or decrease, but not below four (4), the number of its members, and fill vacancies therein from the members of the Board. The Committee will have the resources and authority necessary to discharge its duties and responsibilities. Thru the President/CEO, the Committee has authority to retain outside counsel, any search firm used to identify director candidates, or other experts or consultants, as it deems appropriate. Any communications between the Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of the Company and the Committee will take all necessary steps to preserve the privileged nature of those communications. The Committee may form and delegate authority to subcommittees and may delegate authority to one or more designated members of the Committee.

Executive Committee (2 of 2)

Responsibilities

Subject to the provisions of the Bylaws, the principal responsibilities and functions of the Executive Committee are as follows:

1. Annually review and ensure adherence to the Company's policies and programs that relate to corporate responsibility. Propose New Policies to the Board of Directors as required.
2. To be stewards of funds, entrusted to agency and be sure that all applicable laws and regulations are observed.
3. To propose new strategies to Board of Directors in concurrence with the President/CEO.
4. Monitor activities of Established Board Standing and Ad Hoc Committees.
5. Assist the Chairperson of the Board in leading the Board's annual review of the President/Chief Executive Officer's performance.
6. Approve President/CEO and CFO's Annual Compensation.
7. Monitor compliance with the Corporate Governance Guidelines.
8. Develop and periodically review and recommend to the Board appropriate revisions to the Company's Corporate Governance Guidelines.

Finance Committee (1 of 2)

Role

The Finance Committee's role is to oversee the financial affairs of the Corporation and to review and make recommendations to the Board about the financial affairs and policies of the Company, implementing Board policy in the fiscal management and development of the Corporation and for reviewing and guiding accounting and audit practices of the Corporation.

Membership

The membership of the Committee consists of at three (3) and not more than seven (7) members. The Treasurer of the Board shall be Chair of the committee and the Board shall appoint the members of the Committee. The Board may remove any member from the Committee at any time with or without cause.

Operations

The Committee meets at least four (4) times a year to review and approve the Quarterly Financials and to approve the Annual budget for Board presentation. The Committee may meet additionally as the Committee or its chair deems advisable. The Committee will kept adequate minutes of its proceedings, and will report on its actions and activities at the next quarterly meeting of the Board. Committee members will be furnished with copies of the minutes of each meeting and any action taken by unanimous consent. The Committee is governed by the same rules regarding meetings (including meetings by conference telephone or similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.

Authority

The Committee will have the resources and authority necessary to discharge its duties and responsibilities. The Governance/Nominating Committee shall have the powers and duties as specified from time to time by the Board of Directors. The Committee, thru the President/CEO, has authority to retain and terminate outside counsel or other experts or consultants, as it deems appropriate. Any communications between the Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of the Company, and the Committee will take all necessary steps to preserve the privileged nature of those communications.

Responsibilities

Subject to the provisions of the Corporate Bylaws, the principal responsibilities and functions of the Finance Committee are as follows:

1. Review and provide guidance to the full Board and management about:
 - (i) policies relating to the Company's cash flow, cash management and working capital, CFS dividends and distributions, share repurchases and investments;
 - (ii) adjustments to the Company's capital structure;
 - (iii) financial strategies;
 - (iv) working capital and cash flow management;
 - (v) polices for managing investment risk;

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(vi) the financial aspects of insurance and risk management;

(vii) tax planning and compliance;

(viii) proposed mergers, acquisitions, divestitures and strategic investments;

(ix) other transactions or financial issues that management desires to have reviewed by the Finance Committee.

2. Regularly review and make recommendations about changes to the charter of the Committee.
3. Obtain or perform an annual evaluation of the Committee's performance and make applicable recommendations.

Governance and Nominating Committee (1 of 2)

Role

The Governance and Nominating Committee's role is to determine the slate of director and officer nominees for election to the Board of Directors, to identify and recommend candidates to fill vacancies occurring between annual Board meetings, to review, evaluate and recommend policies for the direction and control of the Corporation, to specify the rights and responsibilities among different participants in the Corporation including the Board, management and other stakeholders, and to evaluate the effectiveness of the Board of Directors, recommend changes to the Corporation's Governance Guidelines, and to review the Company's policies and programs that relate to matters of corporate responsibility, including public issues of significance to the Company and its stakeholders.

Membership

The membership of the Committee shall have not less than five (5) and not more than seven (7) members. The Board appoints the members of the Committee and Committee appoints the chairperson. The Board may remove any member from the Committee at any time with or without cause. The term of the Chair and members of the standing committees shall end with the election of a new Chairperson.

Operations

The Committee meets as the Committee or its chair deems advisable. The Committee will keep adequate minutes of its proceedings, and will report on its actions and activities at the next quarterly meeting of the Board. Committee members will be furnished with copies of the minutes of each meeting and any action taken by unanimous consent. The Committee is governed by the same rules regarding meetings (including meetings by conference telephone or similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.

Authority

The Committee will have the resources and authority necessary to discharge its duties and responsibilities. The Governance/Nominating Committee shall have the powers and duties as specified from time to time by the Board of Directors. The Committee, thru the President/CEO, has authority to retain and terminate outside counsel or other experts or consultants, as it deems appropriate. Any communications between the Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of the Company, and the Committee will take all necessary steps to preserve the privileged nature of those communications.

Governance and Nominating Committee (2 of 2)

Responsibilities

1. Annually evaluate the Bylaws for adherence to best corporate governance practices and effectiveness in directing and controlling the affairs of the Corporation, and recommend to the Board of Directors needed or desired revisions to the Bylaws.
2. Annually present to the Board a list of individuals recommended for nomination for election to the Board at the annual meeting of shareholders, and for appointment to the committees of the Board (including this Committee). May review and consider shareholder recommended candidates for nomination to the Board.
3. Before recommending an incumbent, replacement or additional director, review his or her qualifications, including capability, availability to serve, conflicts of interest, and other relevant factors.
4. Assist in identifying, interviewing and recruiting candidates for the Board.
5. Annually review the composition of each committee and present recommendations for committee memberships to the Board as needed.
6. Assure racial, gender and cultural diversification of the Board.
7. Recommend committee assignments of Directors.
8. Regularly review and make recommendations about changes to the charter of the Governance and Nominating Committee.
9. Regularly review and make recommendations about changes to the charters of other Board committees after consultation with the respective committee chairs.
10. Obtain or perform an annual evaluation against the provisions in the Bylaws of the Committee's performance and make applicable recommendations.