

## **TECO ENERGY, INC.**

### **Finance Committee Charter**

#### ***Purpose***

The principal purpose of the Finance Committee is to assist the Board of Directors in formulating the financial policies of the Company and evaluating significant investments and other financial commitments by the Company. The Committee shall have such authority as may be delegated by the Board from time to time under this charter or by separate action. The Committee shall regularly report to the Board.

In discharging its responsibilities, the Committee may request that any director, officer or employee of the Company attend any meeting of the Committee to provide such pertinent information as the Committee may request. The Committee shall also have authority to retain such independent advisors as it deems necessary and appropriate.

This charter shall be reviewed for adequacy periodically by the Committee, and any proposed changes shall be recommended to the Board.

#### ***Membership***

The Committee shall be comprised of not less than three members of the Board, who shall be appointed by the Board. The Chairman of the Committee and a majority of its members shall be non-employees of the Company.

The members of the Committee, including its chairman, shall be appointed and may be removed by the Board. The Committee chairman shall preside at each meeting and, in consultation with the other members of the Committee, shall set the timing of meetings and the agenda of items to be addressed. A majority of the members shall constitute a quorum, and a majority may appoint a chairman pro tempore to serve in the absence of the chairman.

#### ***Key Responsibilities***

In carrying out its purpose, the Committee may perform the following functions, which are set forth as a guide and may be varied from time to time as appropriate under the circumstances or as requested by the Board.

1. The Committee shall have authority to review and make recommendations to the Board with respect to the following matters:

- A. Strategic financial policies of the Company, including those relating to debt ratings, debt/equity ratios and dividends.
  - B. Debt and equity limits.
  - C. Equity issuances.
  - D. Repurchases of Company stock or debt.
  - E. Policies relating to the use of derivatives.
  - F. Proposed acquisitions, divestitures or investments by the Company or its subsidiaries that require approval by the full Board.
2. The Committee shall have authority to approve on behalf of the Board:
- A. Acquisitions, divestitures or investments by the Company or its subsidiaries<sup>1</sup> that have a value (including assumed debt) of \$20 million or less.
  - B. Equity contributions to the Company's subsidiaries associated with transactions approved under Section 2.A.
  - C. Debt issuances and guarantees of debt issuances within the limits imposed by the Board, and refinancings of existing direct or guaranteed indebtedness in amounts up to the amount of such existing direct or guaranteed indebtedness.
  - D. In connection with transactions approved under Sections 2.A, 2.B and 2.C, delegations of authority to officers to execute documents and take all necessary actions, retention of underwriters, trustees and other agents and advisors, registrations and qualifications of securities, grants of security and all other related approvals advisable in the opinion of the Committee in order to carry out any of such transactions.
3. The Committee shall annually review its own performance.
4. The Committee may form and delegate authority to subcommittees when appropriate.

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<sup>1</sup> The Company's principal subsidiary, Tampa Electric Company, has its own Finance Committee, and thus acquisition, divestitures and investments by Tampa Electric Company are addressed in the charter for the Finance Committee of Tampa Electric Company.