

## **LOAN AND INVESTMENT COMMITTEE CHARTER**

### **PURPOSE**

The Loan and Investment Committee shall carry out the Board's overall responsibility with respect to: (1) approval of certain loans, (2) establishing certain loan limits, (3) setting policies and monitoring compliance with those policies as they relate to the Bank's loan and investment portfolio.

### **COMMITTEE MEMBERSHIP**

The Loan and Investment Committee shall consist of no fewer than five members, including the Company's CEO and COO. Except for the CEO And COO, the members of the Committee shall meet the independence and experience requirements of the Nasdaq Rules and applicable SEC rules and regulations.

The Board shall appoint the members of the Loan and Investment Committee on the recommendation of the Board Chairperson. The Board shall appoint the Committee's members at the Board meeting next following the Corporations' annual meeting of shareholders. The Board may replace a Committee member at any time.

### **COMMITTEE CHAIR**

The Board shall appoint the CEO or 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 Loan and Investment Committee shall meet as often as it determines, but at least monthly. 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 addresses 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 Loan and Investment Committee's own performance.

## COMMITTEE AUTHORITY AND RESPONSIBILITIES

The Loan and Investment Committee shall have all the authority of the Board to act or exercise corporate powers with respect to the following:

1. Fulfilling the Board's responsibilities under the Community Reinvestment Act Policy to include defining the assessment area and meeting the service, lending and investment tests;
2. Review and approve or disapprove of (i) loans in excess of management's loan limits, and (ii) loans subject to Regulation O, as necessary; within Board approved guidelines.
3. Establish the loan limits of the Bank's CEO and its Chief Credit Officer, with final board approval.
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;
6. Review loan policy exception reports;
7. Establish and review compliance with the Bank policy standards: (i) liquidity, (ii) loan to deposit (iii) capital, (iv) interest rate sensitivity and (v) classified assets;
8. Monitor the Company's investment portfolio and determine the quality, term and features of the investments to be made by the Company.
9. Review, approve, disapprove and modify the following policies;
  - Community Reinvestment Act Policy
  - Asset/Liability Management Policy
  - Credit Card Policy
  - Interbank Liability Risk Management Policy
  - Investment Policy (Funds Management, Liquidity, Interest Rate Risk Policies).
  - Investment Dealer List
  - Bank Owned Life Insurance Policy
  - Appraisal Policy

- Commercial Appraiser List
- Loan Review Policy
- Loan Policy
- ALLL Adequacy Review
- Overdraft Protection Program Policy

Reviewed and Approved by the Board of Directors

January, 2010