

CHARTER
LOAN REVIEW COMMITTEE
PEOPLE'S UNITED BANK BOARD OF DIRECTORS

The Loan Review Committee (LRC) has been established by resolution of the Board of Directors and is charged with the responsibility for:

- Reviewing and approving credit-related strategies and policies for the Bank, and its divisions and subsidiaries¹ {collectively referred to in this Charter as “the Bank”}, including strategies and policies related to:
 - Commercial Banking
 - Retail Banking
 - Real Estate Owned (REO)
 - Real Estate Investments (REI)
 - Derivative Counterparties and Credit Exposures
- Reviewing and monitoring the Bank’s lending and credit related activities and
- Approving loans brought to the Committee for approval.

The Committee shall normally meet twice monthly. Minutes of all meetings of the Committee shall be kept and recorded, and shall be provided to the entire Board at a subsequent meeting of the Board of Directors. The Chairman of the Committee, or his or her designee, shall preside at meetings, and shall report to the Board of Directors at a subsequent Board meeting.

A majority of Committee members will constitute a quorum. In accordance with Article III, Section -18 of the Bank’s bylaws, if any member of the Committee is not present at the meeting, or is otherwise disqualified from voting, the remaining Committee members may, by unanimous vote, appoint another member of the Board of Directors to act in his or her stead.

The Committee shall perform the following functions with respect to the Bank’s lending activities:

- a) review and approve lending strategies and policies, including but not limited to, commercial lending and leasing, commercial real estate lending, national credits, consumer credit, business banking, indirect lending and residential mortgage lending policies, including appropriate loan limits and classification of loans requiring Board or Committee approval;
- b) approve asset quality standards with respect to all lending areas, including but not limited to, standards for loan concentrations and liquidity, and monitor concentrations of credit by product, industry and geographic area;
- c) approve appropriate general underwriting guidelines with respect to all lending areas, and monitor Bank adherence to such guidelines;

¹ These divisions are The Bank of Western Massachusetts, Chittenden Trust Company, Chittenden Commercial Finance, Flagship Bank and Trust Company, Maine Bank and Trust Company, Merrill Merchants Bank and Ocean Bank. Subsidiaries are People’s Capital & Leasing and Financial Federal Credit, Inc.

- d) authorize appropriate Bank officers to designate those persons authorized to approve loans and extensions of credit by the Bank, and to take all such additional actions necessary and appropriate to effectuate the same;
- e) review the Bank's lending activities and monitor compliance with approved internal policies, and all applicable state and federal law and regulations;
- f) review, and, if appropriate, approve all loans recommended by the Commercial Credit Policy Committee and the Senior Credit Committee, as well as any other credit exposures requiring Committee approval, and, where appropriate, approve exceptions to defined policies;
- g) review and approve credit policies including exposures and limits associated with derivative counterparties;
- h) review those sections of reports of examination by supervisory authorities, as well as internal and external audit reports and management letters, that pertain to the Bank's loan portfolios, and related lending policies; or the REO and REI portfolios and related policies;
- i) monitor management's response to all supervisory examination and internal audit comments pertaining to the Bank's loan portfolios and related lending policies; and the Bank's REO and REI portfolios and related policies;
- j) review loan portfolio quality, including, but not limited to, trends in loan quality, classified loans, charge-offs and delinquencies;
- k) review and approve the strategies and policies regarding the acquisition, management and disposition of foreclosed property (REO);
- l) authorize appropriate Bank officers to designate those persons authorized to execute and deliver agreements related to the acquisition, management and disposition of REO, including but not limited to, warranty deeds, quitclaim deeds, releases, leases or other instruments for the purchase, sale or lease of REO;
- m) review and approve the strategies and policies regarding the acquisition, management and disposition of the Bank's real estate investments (REI);
- n) authorize appropriate Bank officers to designate those persons authorized to execute and deliver agreements related to the acquisition, management and disposition of REI including but not limited to warranty deeds, quitclaim deeds, releases, leases or other instruments for the purchase, sale or lease of REI;
- o) review, and, if appropriate, approve all Community Reinvestment Act (CRA) Investments recommended by the Management Committee/CRA Investment Review Committee;
- p) review and approve supervisory loans as required by Bank policy or by regulations of the Office of Thrift Supervision.