



# LINCOLNWAY ENERGY, LLC

#### CHARTER OF THE FINANCE COMMITTEE

(As adopted on August 27, 2008)

(Reviewed with no revision 9/15/10)

### **Purpose**

The Finance Committee (the "Committee") of the Directors (collectively referred to in this Charter as the "Board") of Lincolnway Energy, LLC (the "Company") is appointed by the Board, among other things, to assist the Board with its oversight of the Company's financial performance, capital structure, financing, investment, tax, insurance, divestiture, merger and acquisition activities.

#### **Membership**

- The Committee shall be comprised of at least three members of the Board, one of whom shall be appointed as the chairman of the Committee (the "Chair").
- The Board will have the sole authority to appoint and to remove the Chair and members of the
  Committee. The Board will appoint the Chair and the members of the Committee on an annual basis.
  The Board may request recommendations from the Nominating and Company Governance
  Committee.

#### **Independent Advice; Engagement of Consultants**

The Committee, at its sole discretion and the Company's expense, may obtain advice and assistance from independent legal, financial, accounting or other advisors.

## **Committee Authority and Responsibilities**

Among other things, the Committee shall:

- Review the Company's financial structure, including debt structure, ratings and covenants, any special
  purpose entities, any off-balance sheet or off-shore transactions that have or could have an impact on
  the financial structure of the Company or any non-ordinary course of business financial transactions.
- Review the Company's financial policies and procedures, capital expenditures and capital expenditure budgets, and proposals for corporate financing (including the issuance, sale and repurchase of the Company's securities).
- Review proposals for short-term and long-term borrowings.

- Make recommendations to the Board concerning the declaration and payment of distribution to the members of the Company.
- Review and evaluate any risks associated with the Company's use of or investment in financial
  products, including derivatives used to manage risk related to foreign currencies, commodity prices
  and interest rates.
- Coordinate the Board's review of proposals for, and monitor the performance of: (a) material investments and divestitures (including mergers, acquisitions, new business ventures, joint ventures, leasing transactions, real estate transactions, and other capital expenditures); and (b) other significant transactions that are not in the ordinary course of the Company's business.
- Review and evaluate the Company's tax strategy, insurance coverage, and related matters.
- Review the Director and Officer liability insurance held by the Company.
- Coordinate the annual review of matters related to the Company's 401K plan.
- Annually review and evaluate the Committee's Charter, operations and performance and, if necessary or appropriate, recommend changes to the Nominating and Company Governance Committee.
- Monitor and consider developments and best practices in financing and financial structuring practices.