

## **Investment Committee Charter**

*Adopted November 8, 2017*

### **Purpose**

The Board of Directors established the Investment Committee (the “Committee”) as a standing committee to review, approve and act upon the making and disposition of certain investments by Chesapeake Utilities Corporation and its affiliates (collectively, the “Company”) and to perform the duties set forth in this Charter.

### **Composition**

The Board of Directors will appoint Board members to the Committee members and the Committee chair.

### **Authority**

The Board of Directors has delegated to the Committee the authority to approve each new Investment (as defined below) proposed by management of up to \$50 million (inclusive of consideration paid or invested, debt and like liabilities assumed, amounts of required follow on investment known with reasonable certainty at the time of the initial Investment, and other similar items) that is generally contemplated by the Company’s strategic plan or relates to a line of business or service territory then served by the Company. As used herein, “Investment” includes capital expenditures, projects and transactions, acquisitions of assets whether by purchase or lease (including acquisitions of new and used plant and equipment, real property and intangible property), equity acquisitions, joint ventures, and other corporate or strategic transactions.

The Board of Directors has further delegated to the Committee the authority to approve all actions with respect to the disposition of Investments covered by this Charter that involve an asset or enterprise value or receipt by the Company of consideration of up to \$50 million.

The actions of the Company with respect to matters within the authority described in the foregoing paragraphs shall be considered the action of the Board of Directors.

The Committee shall not have authority with respect to Investments that the Board of Directors elects to act upon directly. The Committee shall also not have authority with respect to Investments that are within the authority granted by the Board of Directors to management by policy, resolution or other action (including, generally, actions with respect to Investments as of September 6, 2017 of less than \$10 million that are in the nature of the Company’s routine or ordinary course of business and are generally contemplated by

the Company's strategic plan), unless otherwise presented by management to the Committee for action.

If management presents to the Committee a proposed new Investment or disposition of an Investment that is outside the Committee's authority under this Charter, the Committee may grant preliminary approval to management to pursue the proposed new Investment or disposition of the Investment; however, completion of the new Investment or disposition of the Investment shall require the approval of the Board of Directors.

### **Duties**

The Committee shall perform the duties set forth in this Charter and such additional duties and responsibilities as the Board of Directors may assign to the Committee from time to time, including the following:

1. Evaluate new Investments or dispositions of Investments presented to the Committee to ensure that it is consistent with the Company's strategic plan or relates to a line of business or service territory then served by the Company;
2. Take action to approve or disapprove any proposed new Investments or dispositions of Investments presented to the Committee, in consultation with management and/or the Growth Council, in accordance with a pre-established framework and promptly notify the Board of Directors prior to any such actions.
3. Grant or withhold the authority for management to: (i) pursue new Investments or dispositions of Investments that are outside the Committee's authority to approve, subject to action by the Board of Directors with respect to the completion of any such Investment or disposition, and (ii) submit to the Board of Directors the Committee's recommendations related to any such new Investments or dispositions;
4. Take any and all actions with respect to any proposed new Investments or dispositions of Investments presented to the Committee as the Committee may determine is appropriate;
5. Report all actions of the Committee to the Board of Directors; and
6. Request that management update the Committee regarding the status of new Investments and dispositions of Investments approved by the Committee and in turn report such status to the Board of Directors.

In carrying out the foregoing duties and responsibilities, the Committee, to the extent that it deems appropriate, may delegate the day-to-day administration of matters under its authority to employees of the Company, subject in all cases to the Committee's oversight responsibility.