

FIRST BANK
AUDIT & RISK MANAGEMENT COMMITTEE CHARTER

Committee Responsibilities

The Audit & Risk Management Committee of the Board of Directors of First Bank (the "Bank") shall be a standing committee responsible for overseeing the accounting and financial reporting processes of the Bank, the audits of the financial statements of the Bank, the internal audits conducted throughout the Bank, the loan review audits, and overseeing the enterprise risk management functions of the Bank. The Committee's responsibilities include supervision of the internal and external auditors and monitoring of management and staff compliance with the Bank's audit policies and with applicable laws and regulations. The independent auditors, internal auditor and independent loan review function shall be selected by and report directly to the Audit Committee.

The Committee is granted the authority to investigate any activity of the Bank and it is empowered with:

- Final decision-making authority regarding the appointment of the external auditor the internal auditor, and the loan review auditor.
- Authority, without further Board action, to engage and determine funding for independent counsel as deemed necessary.

The Committee shall:

- Be directly responsible for the appointment, compensation, retention and oversight of the work of any registered public accounting firm engaged (including resolution of disagreements between management and the auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Bank.
- Receive on an annual basis a written statement from the independent auditors detailing all relationships between the independent auditors and the Bank consistent with requirements of the Independence Standards Board Standard 1, as may be modified or supplemented. The Committee shall actively engage in a dialogue with the independent auditors with respect to any disclosed relationships or services that may impact the objectivity or independence of the independent auditors, and take, or recommend that the full Board take, appropriate action to oversee the independence of the independent auditors.
- Discuss with the independent auditors all SAS 114 matters.
- Review with the independent auditors (1) the proposed scope of their examination with emphasis on accounting and financial areas where the Committee, the independent auditors or management believe special attention should be directed,

(2) results of their audit, (3) their evaluation of the adequacy of the system of internal controls and (4) cooperation received from management in the conduct of the audit.

- Prior to the filing of audited financial statements with the Federal Deposit Insurance Corporation, obtain a report from the independent auditors of:
 - All critical accounting policies and practices to be used;
 - All alternative treatments within generally accepted accounting principles and practices related to material items that have been discussed with management, including:
 - Ramifications of the use of such alternative disclosures and treatments; and
 - The treatment preferred by the auditor; and
 - Other material written communications between the auditor and management, such as any management letters or schedule of unadjusted differences.
- The Audit Committee shall consider whether it will recommend to the Board of Directors that the Company's audited financial statements be included in the Company's Annual Report on Form 10-K.
- Approve the Report of the Audit Committee to be included in the Bank's Proxy Statement for its Annual Meeting of Shareholders.
- Have in place procedures for (1) receiving, retaining and treating complaints regarding accounting, internal accounting controls, or auditing matters, and (2) the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters – (whistleblower policy).
- Review significant accounting, reporting, regulatory or industry developments affecting the Bank.
- Discuss with management and the independent auditors any issues regarding significant risks or exposures and assess the steps management has taken to minimize such risk.
- Review with the Bank's counsel any legal matters (including the status of pending litigation) that may have a material impact on the Bank's financial statements, and any material reports or inquiries from regulatory or governmental agencies.

- Review significant and other risk exposures and the steps management has taken to monitor, control and report such exposures, including, without limitation, credit, market, liquidity, reputational, operational, fraud, strategic, legal, technology, data-security and business continuity.
 - Review and evaluate the Bank's policies and practices with respect to risk assessments and risk management.
 - Perform such other functions as assigned by law, the Bank's By-laws or as the Board deems necessary and appropriate.
 - Perform review of CEO and CFO expense reports
- The Audit Committee shall oversee the internal audit function of the Bank including (a) the planned scope of the internal audit work, (b) findings of the internal auditors and related management actions, (c) the adequacy of the staffing of the internal audit function, (d) the adequacy and effectiveness of the internal accounting controls and compliance with the Foreign Corrupt Practices Act, if applicable (e) the adequacy, effectiveness and compliance with the Code of Conduct of the Bank and (f) the effectiveness of the electronic data processing procedures and controls and related security programs; and (g) the Bank's internal audit function, whether internal or outsourced, shall report directly to the Committee. The Committee shall have direct access to the internal auditors. The Committee shall report regularly to the Board.
 - The Audit Committee shall direct the independent auditor to use its best efforts to perform all reviews of interim financial information prior to disclosure by the Bank of such information and to discuss promptly with the Audit Committee and the Chief Financial Officer any matters identified in connection with the auditor's review of interim financial information which are required to be discussed by applicable auditing standards. The Audit Committee shall direct management to advise the Audit Committee in the event that the Bank proposes to disclose interim financial information prior to completion of the independent auditor's review of interim financial information. Management shall provide to the Chairman of the Audit Committee any proposed disclosure of interim financial information for review prior to its release.
 - The Audit Committee shall coordinate the Board of Directors' oversight of the Bank's internal control over financial reporting, disclosure controls and procedures and code of conduct. The Audit Committee shall receive and review the reports of the CEO and CFO required by Rule 13a-15 of the Exchange Act.
 - The Audit Committee shall review all related party transactions (other than extensions of credit subject to Federal Reserve Regulation O) on an ongoing basis, and all such transactions must be approved by the Audit Committee.

The Audit Committee shall preapprove all audit services to be provided to the Company, whether provided by the principal auditor or other firms, and all other services (review, attest and non-audit) to be provided to the Company by the independent auditor.

Committee Membership

The Committee's membership shall meet the requirements of applicable law and all rules set forth in the Bank's By-laws and any other stock exchange or trading market on which the Bank's securities may be listed. The Committee shall consist of three or more members of the Board, each of whom shall meet the requirements for a "non-employee director" set forth in Rule 16b-3 of the rules and regulations promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), shall be independent as defined by Nasdaq rules, shall meet the criteria for independence set forth in Rule 10A-3(b)(1) under the Exchange Act (subject to the exemptions provided in Rule 10A-3(c)), shall not have participated in the preparation of the financial statements of the Bank or any current subsidiary of the Bank at any time during the past three years, and shall meet the requirements for an "outside director" as defined in the rules and regulations promulgated under Section 162 of the Internal Revenue Code, in each case as such rules, regulations and requirements may be amended or supplemented from time to time, and shall satisfy any other necessary standards of independence under federal securities, banking and tax laws. Each member of the Audit Committee must be able to read and understand fundamental financial statements, including the Bank's balance sheet, income statement, and cash flow statement, at the time of his or her appointment to the Audit Committee.

Committee Meetings

The Audit Committee shall meet at least four times per year or more frequently as circumstances require and have a separate private meeting in executive session with the independent auditors and the internal auditors at least once per year. The Audit Committee may request any officer or employee of the Bank or the Bank's outside counsel or independent auditors to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.

Minutes will be recorded and reports of committee meetings will be presented to the full Board.

Committee Charter Review and Approval

This Audit Committee Charter shall be reviewed and approved annually by the Audit Committee, and ratified by the Board annually.