

AUDIT COMMITTEE CHARTER

Adopted December 8, 2015

COMPOSITION AND ORGANIZATION

The Audit Committee (the “Committee”) of the Board of Directors of Chesapeake Utilities Corporation (the “Company”) shall be composed of not less than three directors, each of whom:

- shall satisfy the criteria established in Rule 10A-3 under the Securities Exchange Act of 1934, as amended;
- shall qualify as an “independent director” as defined by the rules of the New York Stock Exchange in effect at the time of his or her appointment as a member of the Committee; and
- shall be financially literate, as interpreted by the Board of Directors in its business judgment (or shall become financially literate within a reasonable period of time after his or her appointment).

In addition, at least one member of the Committee shall be an “audit committee financial expert” in accordance with Item 407(d)(5)(ii) of Regulation S-K.

The chairman of the Committee shall have accounting or related financial management expertise, as the Board of Directors interprets this qualification in its business judgment.

The Board of Directors shall have sole authority to appoint and remove members of the Committee. Each year, following the Company’s Annual Meeting, the Board of Directors shall appoint the members of the Committee and select a Chairman of the Committee, who may be the incumbent Chairman or another member of the Committee.

The Chief Financial Officer shall serve as the Company liaison with the Committee.

PURPOSE

The purpose of the Audit Committee is to assist the Board of Directors in fulfilling its fiduciary responsibilities by providing informed, vigilant, and effective oversight of:

- Accounting policies, procedures, and controls;
- The performance of the internal audit function and the independent auditors;
- The qualifications and independence of the independent auditor;
- The quality and integrity of the Company’s consolidated financial statements and related reports; and
- The Company’s compliance with legal and regulatory requirements.

RESPONSIBILITIES

The responsibilities of the Audit Committee shall consist of those set forth in this Charter and such additional responsibilities as may be assigned to the Committee from time to time by the Board of Directors. The Committee shall:

1. Be solely responsible for the appointment, retention, termination, compensation and oversight of the work of the independent auditor, including the approval of all engagement fees, terms, and the annual audit plan. The independent auditor shall report directly to the Committee.
2. Review the qualifications and take all appropriate actions to ensure the independence of the independent auditor, including:
 - a. At least annually, obtaining and reviewing a report by the independent auditor describing:
 - the auditor's internal quality-control procedures;
 - any material issues raised by the most recent internal quality-control review, or peer review, of the auditor, or by any inquiry or investigation by a governmental or professional authority within the preceding five years, concerning one or more independent audits conducted by the auditor, and the steps taken by the auditor to deal with any such issues; and
 - all relationships between the Company and the auditor necessary to assess the auditor's independence;
 - b. Reviewing and evaluating the qualifications, performance, and independence of the independent auditor's lead partner;
 - c. Assuring the regular rotation of the lead audit partner to the extent required by law or more frequently as the Committee otherwise deems appropriate;
 - d. Considering to the extent that the Committee deems appropriate the regular rotation of the accounting firm performing the independent audit;
 - e. Obtaining written disclosures and the letter from the independent auditor required by applicable requirements of the Public Company Accounting Oversight Board regarding communications with the Committee concerning independence, and discussing with the independent auditor the auditor's independence;
 - f. Discussing with the independent auditor any disclosed relationships or services that may impact the objectivity and independence of the auditor;
 - g. Reviewing at the beginning of each year, management's plan for any non-audit services to be provided by the independent auditor; and
 - h. Approving in advance all non-audit engagements (other than those that qualify as "de minimus" within the meaning of the Sarbanes-Oxley Act of 2002) of the independent auditor.

Upon the conclusion of this review, the Committee shall present to the entire Board of Directors its conclusion with regard to the independence of the independent auditor.

3. In connection with the annual audit, meet privately with the independent auditor to review any difficulties encountered with the annual audit, including restrictions on the scope of the audit, access to requested information or significant disagreements with management, and management's response thereto.
4. Prior to the release of the Annual Report to shareholders and the filing with the Securities and Exchange Commission ("SEC") of each Annual Report on Form 10-K:
 - a. Review with the financial and accounting officers of the Company and with the Company's independent auditor:
 - The results of the external audit,
 - The consolidated financial statements, including the notes thereto, and the auditor's opinion thereon, and
 - The "Management's Discussion and Analysis" section of Form 10-K.
 - b. Communicate with the independent auditor concerning all matters required to be discussed under statement of Auditing Standard No. 16, as adopted by the Public Company Accounting Oversight Board.
 - c. Resolve any disagreements between management and the independent auditor regarding financial reporting.
5. Prior to the filing of each Quarterly Report on Form 10-Q with the SEC:
 - a. Review with the financial and accounting officers of the Company and with the Company's independent auditor:
 - The quarterly consolidated financial statements, including the notes thereto, and
 - The "Management's Discussion and Analysis" section of the Form 10-Q.
 - b. Ensure that the independent auditor conducts a SAS 100 interim financial review of the financial statements to be filed and provides the Committee with a summary of the matters described in Auditing Standard No. 16, Communication with Audit Committees; and
 - c. Resolve any disagreements between management and the independent auditor regarding financial reporting.
6. Review with management the policies and practices of the Company concerning, and the general content of, earnings press releases, as well as financial information and earnings guidance provided to analysts and rating agencies.
7. Review and discuss periodically with management the adequacy and effectiveness of the Company's internal accounting and disclosure controls, including the review of any

recommendations from the independent auditor for improving accounting procedures and controls.

8. Review accounting principles and financial statement presentations, including any changes in the Company's selection or application of accounting principles, changes in reporting standards and regulatory agency pronouncements that have or may have in the future a significant impact on the consolidated financial statements of the Company.
9. Review the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the financial statements of the Company.
10. Review analyses prepared by management and/or the independent auditor setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative GAAP methods on the financial statements.
11. Review with management and the independent auditor all significant litigation, contingencies, claims or assessments and all material accounting issues that require disclosure in the financial statements.
12. Review and discuss with management the Company's guidelines and policies to govern the process by which risk assessment and risk management is undertaken within the Company, including the annual review of the Company's Global Risk Management Policy.
13. Review periodically with management the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures.
14. Review and discuss with management any related party transactions, including the disclosure of these transactions in the Company's financial reports.
15. Assist the Board of Directors in the oversight of the Company's internal audit function, including:
 - a. Discussing annually with the independent auditor the responsibilities, budget and staffing of the internal audit function;
 - b. Reviewing and approving annually with the internal auditors the planned scope of the internal audit work, including reviews of Electronic Data Processing procedures and controls and approving any subsequent changes to the previously approved scope of the audit plan;
 - c. Reviewing reports issued by the internal auditors and management's actions related thereto;
 - d. Ensuring a cooperative working relationship between the internal audit department and the independent auditor; and

- e. Approving the appointment or termination of the head of the internal audit function.
- 16. Periodically review the Company's management succession plans as they relate to oversight of the financial operations of the Company, and make any recommendations to the Board of Directors that the Committee deems appropriate.
- 17. Review annually the expense reimbursements to senior officers of the Company to determine if the expenses are in line with established Company guidelines and IRS regulations.
- 18. Approve Company hiring policies for the employment by the Company of employees or former employees of the independent auditor.
- 19. Review the results of the annual survey of officers and supervisors for compliance with matters within the scope of the Committee's authority.
- 20. Review annually with management the compliance by the Company with the Foreign Corrupt Practices Act.
- 21. Review and assess, at least annually, compliance with the Company's Business Code of Ethics and Conduct and the Code of Ethics for Financial Officers.
- 22. Establish and periodically review the Company's procedures for:
 - a. The receipt, retention, and treatment of complaints received by the issuer regarding accounting, internal accounting controls, or audit matters; and
 - b. The confidential and anonymous submission by whistle-blowers of concerns regarding questionable accounting and auditing matters.
- 23. Investigate any other matters brought to the Committee's attention within the scope of its responsibilities.
- 24. Periodically meet separately with management, the internal auditors, and the independent auditor as necessary to assure a smooth functioning of the annual audit and the internal audit program and otherwise to fulfill its responsibilities under the Charter.
- 25. Review, at least annually, the Company's insurance coverages, the results of the insurance renewal process and insurance related trends.
- 26. Report regularly to the Board of Directors and review with the Board any issues that arise with respect to:
 - a. The quality or integrity of the Company's financial statements;
 - b. The Company's compliance with legal and regulatory requirements;
 - c. The performance and independence of the Company's independent auditor; and

- d. The performance of the internal audit function.
- 27. Prepare the Audit Committee Report that the Company, in accordance with SEC rules, is required to include in the Company's Proxy Statement for the Annual Meeting.
- 28. Prepare the disclosures required by Item 407(d)(3)(i) of Regulation S-K, including the Committee's recommendation to the Board of Directors that the audited financial statements be included in the Form 10-K, which are based on its review of the financial statements and discussions with management and the external auditor.
- 29. Review and reassess this Charter on an annual basis.
- 30. Ensure that a copy of this Charter is available on the Company's public website, or otherwise included as an appendix to the Company's proxy statement each year.

The Committee is authorized (without further approval of the Board of Directors) to expend Company resources whenever necessary to fulfill its responsibilities, including the hiring of independent counsel and other advisers to the extent it deems necessary or appropriate to carry out its responsibilities, and payment of ordinary administrative expenses incurred by the Committee.

MEETINGS AND MINUTES

The Committee shall hold meetings, in person or by telephone, at such times and with such frequency as it deems necessary to carry out its duties and responsibilities under this Charter. It is anticipated that the Committee will hold at least four meetings per year either in person or via telephone.

Special meetings of the Committee may be called by the Chairman of the Board, the President of the Company or by the Chairman of the Committee, with notice of any such special meeting to be given in accordance with the Company's Bylaws. A majority of the members of the Committee shall constitute a quorum for the transaction of business by the Committee. At the discretion of the Committee, other members of the Board of Directors and any officer or employee of the Company may be invited to attend and participate in meetings of the Committee. The Committee also may act by unanimous written consent in accordance with the terms of the Company's Bylaws.

If approved by the Board of Directors, the Committee may delegate any of its responsibilities under this Charter to a subcommittee composed solely of members of the Committee.

Minutes of each Committee meeting and records of all other Committee actions shall be prepared by a secretary of the meeting designated by the Committee, and shall once approved by the Committee, be retained with the permanent records of the Company.

A report on each meeting of the Committee and on each action of the Committee taken by unanimous written consent shall be provided to the Board of Directors by the Chairman of the Committee (or, in the Chairman's absence, by another member of the Committee) at the next regularly scheduled meeting of the Board of Directors or as otherwise requested by the Board of Directors.

ANNUAL PERFORMANCE EVALUATION

The performance of the Committee shall be reviewed and evaluated annually by the Board of Directors based on review criteria and procedures developed by the Corporate Governance Committee.