

**RESOLUTIONS OF THE BOARD OF DIRECTORS OF
TOMPKINS FINANCIAL CORPORATION**

DIRECTOR INDEPENDENCE

WHEREAS, the Committee has determined the following individuals satisfy the standards of “independence” as established by NYSE American LLC regulations, and the Committee recommends that the Board affirmatively determine that none of the following individuals has a relationship that would interfere with the exercise of independent judgment in carrying out their responsibilities as a director: Nancy E. Catarisano; Janet M. Coletti; Heidi M. Davidson; Helen Eaton; Daniel J. Fessenden; Patricia A. Johnson; Angela B. Lee; John D. McClurg; and Ita M. Rahilly (collectively, the “Board Independent Directors”).

NOW, THEREFORE, BE IT, AND IT HEREBY IS AGREED AND:

RESOLVED, that the Board has determined that the Board Independent Directors are identified as “independent” in accordance with the standards of “independence” as established by NYSE American LLC regulations, and that none of the Board Independent Directors has a relationship that would interfere with the exercise of independent judgment in carrying out their responsibilities as a director;