

**TOMPKINS FINANCIAL CORPORATION
DIRECTOR INDEPENDENCE**

date last revised January 26, 2010

Under regulations promulgated by the American Stock Exchange ("**AMEX**") and the Securities and Exchange Commission ("**SEC**"), at least a majority of Directors of Tompkins Financial Corporation [the "Company"] must be "independent," as defined in the Amex Company Guide.

The Company's board has reviewed each director and determined that a majority of directors are independent within this definition. They are: John E. Alexander, Daniel J. Fessenden, Reeder D. Gates, Elizabeth W. Harrison, Carl E. Haynes, Patricia A. Johnson, Hunter R. Rawlings, III, Thomas R. Rochon, Thomas R. Salm, and Craig Yunker.