

GOVERNANCE COMMITTEE CHARTER

This Governance Committee Charter was adopted by the Board of Directors of the Washington County Local Development Corporation ("WCLDC"), a public benefit corporation established under the laws of the State of New York, on this 17th day of February, 2017.

Purpose

Pursuant to Article IV, Section 1(d) of the Authority's bylaws, the purpose of the governance committee is to assist the Board by:

- Keeping the Board informed of current best practices in corporate governance;
- Reviewing corporate governance trends for their applicability to the WCLDC;
- Updating the WCLDC's corporate governance principles and governance practices; and
- Make Recommendations for revisions to the WCLDC By-Laws;

Powers/Duties of the Governance Committee

The Board of Directors has delegated to the governance committee the power and authority necessary to discharge its duties, including the right to:

- Meet with and obtain any information it may require from authority staff.
- Obtain advice and assistance from in-house or outside counsel, accounting and other advisors as the committee deems necessary.
- Engage consultants including legal, accounting or other consultants as the committee deems necessary to fulfill its responsibilities and functions.

Composition of Committee and Selection of Members

The membership of the committee shall be as set forth in accordance with and pursuant to Article IV, Section 1(d) of the WCLDC's bylaws. The governance committee shall be comprised of 5 members of the board of directors who are independent of authority operations. The WCLDC's board will appoint the governance committee members and chair. When feasible, the immediate past governance committee Chair will continue serving as a member of the Committee for at least one year to ensure an orderly transition.

Governance committee members shall be prohibited from being an employee of the WCLDC or an immediate family member of an employee of the WCLDC. In addition, governance committee members shall not engage in any private business transactions with the WCLDC or receive compensation from any private entity that has material business relationships with the WCLDC, or be an immediate family member of an individual that engages in private business transactions with the WCLDC or receives compensation from an entity that has material business relationships with the WCLDC.

The governance committee members should be knowledgeable or become knowledgeable in matters pertaining to governance.

Committee Meetings

The governance committee will meet a minimum of twice a year, with the expectation that additional meetings may be required to adequately fulfill all the obligations and duties outlined in the charter.

Meeting agendas will be prepared for every meeting and provided to the governance committee members at least five days in advance of the scheduled meeting, along with the appropriate materials needed to make informed decisions. The governance committee shall act only on the affirmative vote of a majority of the members at a meeting or by unanimous consent.

Minutes of these meetings are to be taken.

Reports

The governance committee shall:

- Report its actions and recommendations to the Board at the next regular meeting of the Board.
- Report to the Board, at least annually, regarding any proposed changes to the governance charter or the governance guidelines.
- Provide a self-evaluation of the governance committee's functions on an annual basis.

Responsibilities

To accomplish the objectives of good governance and accountability, the governance committee has responsibilities related to: (a) the WCLDC's Board; and (b) evaluation of the WCLDC's policies.

Relationship to the WCLDC's Board

The Board of Directors has delegated to the governance committee the responsibility to review, develop, draft, revise or oversee policies and practices for which the governance committee has specific expertise, as follows:

- Develop the WCLDC's governance practices. These practices should address transparency, independence, accountability, fiduciary responsibilities, and management oversight.
- Develop the competencies and personal attributes required of Directors to assist those authorized to appoint members to the Board in identifying qualified individuals.

In addition, the governance committee shall:

- Develop and recommend to the Board the number and structure of committees to be created by the Board.
- Develop and provide recommendations to the Board regarding Board member education, including new member orientation and regularly scheduled board member training to be obtained from state-approved trainers.
- Develop and provide recommendations to the Board on performance evaluations, including coordination and oversight of such evaluations of the board, its committees and senior management in the WCLDC's governance process.

Evaluation of the WCLDC's Policies

The governance committee shall:

- Develop, review on a regular basis, and update as necessary the WCLDC's code of ethics and written policies regarding conflicts of interest. Such code of ethics and policies shall be at least as stringent as the laws, rules, regulations and policies applicable to state officers and employees.
- Develop and recommend to the Board any required revisions to the WCLDC's written policies regarding the protection of whistleblowers from retaliation.
- Develop and recommend to the Board any required revisions to the WCLDC's equal opportunity and affirmative action policies.
- Develop and recommend to the Board any required updates on the WCLDC's written policies regarding procurement of goods and services, including policies relating to the disclosure of persons who attempt to influence the WCLDC procurement process.
- Develop and recommend to the Board any required updates on the WCLDC's written policies regarding the disposition of real and personal property.
- Develop and recommend to the Board any other policies or documents relating to the governance of the WCLDC, including rules and procedures for conducting the business of the WCLDC's Board, such as the WCLDC's by-laws. The governance committee will oversee the implementation and effectiveness of the by-laws and other governance documents and recommend modifications as needed.
- Annually review, assess and make necessary changes to the governance committee charter and provide a self-evaluation of the governance committee.