

FRANKLIN COUNTY CIVIC DEVELOPMENT CORPORATION

GOVERNANCE COMMITTEE CHARTER

This Governance Committee Charter was adopted by the Board of Directors of the Franklin County Civic Development Corporation (the “*Corporation*”), a not-for-profit corporation established under Section 1411 of the Not-For-Profit the laws of the State of New York, on the 14th day of July, 2010.

Purpose

Pursuant to Article IV, Section 2 of the Corporation’s By-Laws, the purpose of the Governance Committee is to assist the Directors by:

- Keeping the Directors informed of current best practices in corporate governance;
- Reviewing corporate governance trends for their applicability to the Franklin County Civic Development Corporation;
- Updating the Franklin County Civic Development Corporation’s corporate governance principles and governance practices; and
- Advising those responsible for appointing Directors to the Corporation on the skills, qualities and professional or educational experiences necessary to be effective Corporation Directors.

Powers of the Governance Committee

The Directors have 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 Corporation staff.
- Obtain advice and assistance from outside counsel, accounting and other advisors as the Committee deems necessary.
- Solicit, at the Corporation’s expense, persons having special competencies, including legal, accounting or other consultants as the Committee deems necessary to fulfill its responsibilities. The Governance Committee shall have the authority to negotiate the terms and conditions of any contractual relationship subject to the Corporation’s adopted procurement guidelines as per Public Authorities Law Section 2879, and to present such contracts to the Directors for their approval.

Composition and Selection

The Committee is established as set forth in and pursuant to Article IV of the Corporation’s By-laws. The Governance Committee shall be comprised not less than three

Independent Members (as defined in the By-Laws). The Chairman shall appoint committee members and assign chairmanship roles.

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

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

Committee Structure and 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. All Committee members are expected to attend each meeting, in person or via telephone or videoconference.

Meeting agendas will be prepared for every meeting and provided to the Governance Committee members 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 consent of a majority of the members. Minutes of these meetings may be recorded.

Reports

The Governance Committee shall:

- Report its actions and recommendations to the Directors at the next regular meeting of the Directors.
- Report to the Directors, 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 Corporation's Board of Directors; (b) evaluation of the Corporation's policies; and (c) other miscellaneous issues.

Relationship to the Corporation's Directors

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

In addition, the governance committee shall:

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

Evaluation of the Corporation's Policies

The Governance Committee shall:

- Develop, review on a regular basis, and update as necessary the Corporation'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 Directors any required revisions to the Corporation's written policies regarding the protection of whistleblowers from retaliation.
- Develop and recommend to the Directors any required revisions to the Corporation's equal opportunity and affirmative action policies.
- Develop and recommend to the Directors any required updates on the Corporation's written policies regarding procurement of goods and services, including policies relating to the disclosure of persons who attempt to influence the Corporation's procurement process.

- Develop and recommend to the Directors any required updates on the Corporation's written policies regarding the disposition of real and personal property.
- Develop and recommend to the Directors any other policies or documents relating to the governance of the Corporation, including rules and procedures for conducting the business of the Corporation's Directors, such as the Corporation'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.

Other Responsibilities

The Governance Committee shall:

- Review on an annual basis the contract, if any, between Franklin County and the Corporation.
- Review on an annual basis the contract, if any, between County of Franklin Industrial Development Agency and the Corporation.
- Annually review, assess and make necessary changes to the Governance Committee charter and provide a self-evaluation of the Governance Committee.