

NASSAU COUNTY LOCAL ECONOMIC ASSISTANCE CORPORATION

GOVERNANCE COMMITTEE CHARTER

This Governance Committee Charter (this “Charter”) was adopted by the board of directors of the Nassau County Local Economic Assistance Corporation, a not-for-profit local development corporation established under the laws of the State of New York (the “Corporation”), on this ____ day of February, 2013. This Charter amends and restates in its entirety the Governance Committee Charter adopted by the board of directors of the Corporation on March 27, 2012.

Purpose of the Committee

The purposes of the Corporation’s Governance Committee (the “Committee”) shall be to (1) keep the board of directors of the Corporation informed of current best practices in corporate governance, (2) review corporate governance trends for their applicability to the Corporation; (3) recommend updates to the Corporation’s corporate governance principles and governance practices; (4) examine ethical and conflict of interest issues; (5) coordinate and perform self-evaluations of the Corporation’s board of directors; (6) recommend by-laws of the Corporation which include rules and procedures for conduct of Corporation business; and (7) advise the Nassau County Legislature on the skills, qualities and professional or education experiences required to be effective directors of the Corporation.

Powers of the Committee

The Committee shall have the power and is hereby authorized to:

- Meet with and obtain any information it may require from Corporation staff.
- Obtain advice and assistance from in-house or outside counsel, accountants and other advisors.
- Solicit, at the Corporation’s expense, advice from persons having special competencies, including legal, accounting or other consultants as the Committee deems necessary to fulfill its responsibilities. The Committee shall have the authority to negotiate the terms and conditions of any contractual relationship with such legal, accounting and other consultants, subject to the Corporation’s adopted statement of procurement policy and procedures, and to present such contracts to the Corporation for its approval.

Members of the Committee

The selection of members to serve on the Committee and the activities of the Committee and its members shall in all respects be in compliance with the Corporation’s by-laws and applicable law, including, without limitation, the Public Authorities Accountability Act of 2005 (Chapter 766 of 2005 Laws of New York) and the Public Authorities Reform Act of 2009 (Chapter 506 of 2009 Laws of New York), to the extent applicable to the Corporation. The board of directors shall designate one (1) member of the Committee as its Chair. The members of the Committee shall serve until their resignation or removal by the directors of the Corporation.

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. In addition, employees of the Corporation and immediate family members of employees of the Corporation shall be prohibited from being members of the Committee.

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

Meetings

Members of the Committee are expected to attend each Committee meeting, in person or via telephone or videoconference. The Committee may invite other individuals, such as members of management, auditors or other technical experts to attend meetings and provide pertinent information.

The Committee shall meet at least twice each year, with the expectation that additional meetings may be required to adequately fulfill all the obligations and duties outlined in this Charter.

An agenda shall be prepared for each meeting of the Committee and, to the extent feasible, provided to the members of the Committee at least five (5) days in advance of the meeting date, together with the appropriate materials required for members to make informed decisions at such meeting. Minutes of each meeting shall be in writing.

Responsibilities of the Committee

The Committee shall from time to time:

- Develop and revise the Corporation's governance practices, including, without limitation, transparency, independence, accountability, fiduciary responsibilities, and management oversight.
- Develop and maintain a list of the skills, qualities and professional or education experiences required to be effective directors to assist the Nassau County Legislature in identifying qualified candidates.
- Develop and recommend to the board of directors of the Corporation the number and structure of committees to be created by the Corporation.
- Develop and provide recommendations to the board of directors of the Corporation regarding board of director education, including new director orientation and regularly scheduled director training to be obtained from state-approved trainers and others.
- Develop and provide recommendations to the board of directors the Corporation on performance evaluations, including coordination and oversight of such evaluations of the

directors of the Corporation, Corporation committees, and senior management in the Corporation's governance process.

- Develop, review on a regular basis and update as necessary the Corporation's code of ethics and policies regarding conflicts of interest.
- Develop and recommend to the board of directors of the Corporation any required revisions to the Corporation's policies regarding the protection of whistleblowers from retaliation, equal opportunity policies, procurement of goods and services (including policies relating to the disclosure of persons who attempt to influence the Corporation's procurement process), disposition of real and personal property and other Corporation policies and procedures.
- Develop and recommend to the board of directors of the Corporation any other policies or documents relating to the governance of the Corporation, including rules and procedures for conducting the business of the Corporation's board of directors, such as the Corporation's by-laws. The Committee will oversee the implementation and effectiveness of the by-laws and other governance documents and recommend modifications as the Committee deems appropriate.
- After each meeting of the Committee, report its actions and recommendations to the Corporation.
- Annually review, assess and recommend to the Corporation any necessary changes to this Charter and provide to the Corporation a self-evaluation of the Committee's functions.
- Review on an annual basis and recommend to the board of directors of the Corporation the compensation and benefits of the Chief Executive Officer, Chief Financial Officer and other senior Corporation staff, subject to consideration of the Corporation's budget limitations.
- Present annually to the board of directors of the Corporation a written report of how the Committee has discharged its duties and met its responsibilities as outlined in this Charter for the preceding year.