

GOVERNANCE & NOMINATING COMMITTEE CHARTER

This Governance Committee Charter was adopted by the Board of Directors of the Genesee Gateway Local Development Corporation (GGLDC) a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-For-Profit Corporation Law of the State of New York and, as provided in Section 1411 of the Not-For-Profit Corporation Law, a Type C Corporation as defined in Section 201 of the Not-For-Profit Corporation Law established under the laws of the State of New York on this 12th day of July, 2018.

Purpose

Pursuant to Article I, Section 3 of the GGLDC's bylaws, the purpose of the governance & nominating 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 GGLDC;
- Updating the GGLDC's corporate governance principles and governance practices; and
- Advising those responsible for appointing directors to the Board on the skills, qualities and professional or educational experiences necessary to be effective Board members.
- Nominating candidates for various offices including, but not limited to Chair, Vice-Chair, Secretary and Treasurer.

Powers of the Governance & Nominating Committee

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

- Meet with and obtain any information it may require from GGLDC staff;
- Obtain advice and assistance from in-house or outside counsel, accounting and other advisors as the committee deems necessary;
- Solicit, at the GGLDC's expense, persons having special competencies, including legal, accounting or other consultants as the committee deems necessary to fulfill its responsibilities. The governance & nominating committee shall have the authority to

negotiate the terms and conditions of any contractual relationship to the Board's adopted procurement guidelines as per Public Authorities Law Section 2879, and to present such contracts to the Board for its approval.

Composition and Selection

The membership of the committee shall be as set forth in accordance with and pursuant to Article IV, Section 1 of the GGLDC's bylaws. The governance & nominating committee shall be comprised of the Board Chair and at least three additional "independent members", within the meaning of, and to the extent required by, Section 2825 of New York Public Authorities Law, as amended from time to time. The governance & nominating committee members shall be appointed by, the Board Chair. The Board Chair may designate one member of the governance & nominating committee as its Chair. The members shall serve until their resignation, retirement, removal by the Board or until their successors shall be appointed and qualified. When feasible, the immediate past governance & nominating committee Chair will continue serving as a member of the Committee for at least one year to ensure an orderly transition.

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

Committee Structure and Meetings

The governance & nominating 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 videoconference.

A meeting agenda will be prepared for every meeting and provided to the governance & nominating committee at least two days in advance of the scheduled meeting, along with the appropriate materials needed to make informed decisions. The governance & nominating committee shall act only on the affirmative vote of a majority of the members. Minutes of these meetings are to be recorded.

Reports

The governance & nominating 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 of the governance guidelines;
- Provide a self-evaluation of the governance & nominating committee's functions on an annual basis.

Responsibilities

To accomplish the objectives of good governance and accountability, the governance & nominating committee has responsibilities related to: (a) the GGLDC's Board; (b) evaluation of the GGLDC's policies; and (c) other miscellaneous issues.

Relationship to the GGLDC'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 GGLDC's governance practices. These practices should address transparency, independence, accountability, fiduciary responsibilities, and management oversight;
- Develop the competencies and personal attributes required of Directors.

In addition, the governance & nominating 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 of performance evaluations, including coordination and oversight of such evaluations of the board, its committees and senior management in the GGLDC's governance process.

Evaluation of the GGLDC's Policies

The governance & nominating committee shall:

- Develop, review on a regular basis, and update as necessary the GGLDC'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 GGLDC's written policies regarding the protection of whistleblowers from retaliation;
- Develop and recommend to the Board any required revisions to the GGLDC's equal opportunity and affirmative action policies;

- Develop and recommend to the board any required updates on the GGLDC's written policies regarding procurement of goods and services, including policies relating to the disclosure of persons who attempt to influence the GGLDC's procurement process;
- Develop and recommend to the Board any required updates on the GGLDC'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 GGLDC, including rules and procedures for conducting the business of the GGLDC's Board, such as the GGLDC's by-laws. The governance & nominating 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:

- Annually review, assess and make necessary changes to the governance & nominating committee charter and provide a self-evaluation of the governance committee.