

**TOWN OF BETHLEHEM
INDUSTRIAL DEVELOPMENT AGENCY
GOVERNANCE COMMITTEE CHARTER
May '06**

AUTHORITY and PURPOSE

The Members of the Town of Bethlehem Industrial Development Agency ("Agency") established the Governance Committee (the "Committee") to assist the Members of the Agency in governance matters, including:

- keeping the board and staff informed of current best governance practices;
- reviewing corporate governance trends;
- updating the agency's corporate governance principles;
- advising appointing authorities on the skills and experiences required of potential board members;
- encouraging and enabling training of new Members and staff of the Agency.

COMMITTEE MEMBERSHIP

The Committee members shall be appointed, and may be replaced, by the Agency. All members of the Committee shall meet the independence standards as specified in the Public Authority Accountability Act of 2005 ("PAAA").

MEETINGS

The Committee shall meet as often as necessary to carry out its responsibilities. The Chairman of Committee shall report on any Committee meetings held at the next regularly scheduled Agency meeting following the Committee meeting.

QUALIFICATIONS FOR MEMBERS OF THE AGENCY

The Committee recommends that, in reviewing nominees for membership in the Agency, the Town Board consider qualifications which include personal and professional integrity, good business judgment, demonstrated commitment to the community, and relevant experience and skills which will enable the Agency to carry out its mission of enhancing economic development in the Town. The overall membership of the Agency should include individuals with experience and skills in public and private finance, economic development, business management, public policy, and other areas the Town Board considers relevant.

ANNUAL REVIEW

The Committee shall review this Charter annually and recommend any proposed changes to the Agency for approval.