

BRIDGE BANCORP, INC.
CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER

I. Purpose

The By-laws of Bridge Bancorp, Inc. (the “Company”) provide that the Board of Directors of the Company (the “Board”) shall appoint annually at its organization meeting a Corporate Governance Committee (the “Committee”).

The purpose of the Committee shall be to assist the Board in identifying qualified candidates for nomination or appointment as directors of the Board, in determining the size and composition of the Board and its committees, in monitoring a process to assess Board effectiveness, in developing and implementing the Company’s corporate governance guidelines and in advising the Board of succession planning in the event of the unanticipated death, disability, resignation or termination of the Company’s Chief Executive Officer.

II. Organization and Membership

The Committee shall consist of a minimum of three directors, all of whom shall be “independent directors” under the Company’s Corporate Governance Guidelines and the rules established by the NASDAQ Stock Market, Inc. or any other securities exchange on which the Company’s securities are traded.

Members of the Committee shall be appointed and may be removed by the Board of the Company. Unless a Chairperson for the Committee is appointed by the Board, the members of the Committee may designate a Chairperson by majority vote of the full Committee membership.

III. Meetings

The Committee shall meet in person or by teleconference, videoconference or other means of communications permitted under applicable law at least annually. Additional meetings may be held as deemed necessary or appropriate. The Chairperson of the Committee is authorized to call or schedule regular and special meetings.

A majority of Committee members shall constitute a quorum, and a majority of the members present at any meeting shall decide any questions brought before the Committee.

Notice of Committee meetings shall be given to each member at least twenty-four (24) hours prior to such meeting if notice is given in person or by telephone, facsimile or other electronic transmission (e.g.: e-mail) and at least five (5) days prior to such meeting if notice is given in writing and delivered by courier or by postage prepaid mail. Such notice need not specify the business to be transacted at, nor the purpose of, the meeting. Any director may waive notice of any meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting at the beginning of the meeting to the transaction of any business because the meeting is not lawfully called or convened.

IV. Responsibilities and Authority

The Committee shall have the following duties and responsibilities:

1. Develop, adopt and recommend to the Board for its approval Corporate Governance Guidelines and a Nominating and Corporate Governance Committee Charter.
2. Review from time to time the size and composition of the Board of the Company and its subsidiaries and make recommendations to the Board regarding such assessments.
3. Develop, adopt and recommend to the Board for its approval criteria (such as independence, experience relevant to the needs of the Company, leadership qualities, diversity and stock ownership) for the selection of individuals to be considered for election or re-election to the Board.
4. Recommend to the Board nominees to stand for election as shareholder approval at the annual meeting.
5. Identify, screen and review background and qualifications of possible candidates to become Board members, as the need arises to fill vacancies, and make recommendations to the Board in accordance with Board approved criteria.
6. Develop and adopt procedures as deemed appropriate by the Committee for the review of shareholder recommendations of proposed nominees for Board election.
7. Evaluate in accordance with established procedures any shareholder nominees for election as a director.
8. Develop, adopt and recommend to the Board for its approval a Code of Business Conduct applicable to directors, officers and employees of the Company and its subsidiaries, which addresses among other things conflicts of interest.
9. Review Board committees and recommend to the Board for its approval the number, identity and responsibilities of Board committees and the Chair and directors to serve as members of each committee.
10. Assess, as the Committee deems appropriate, the performance of the Board and management in meeting their responsibilities under the Company's Corporate Governance Guidelines.
11. Review, as appropriate and in consultation with the Compensation Committee, director compensation and benefits.
12. Annually review and assess the Committee's performance and this Charter, and recommend changes in the Charter to the Board for approval, as set forth in Section V below, entitled "Performance Evaluation".
13. The Committee shall report its actions and recommendations to the Board after each Committee meeting.
14. Review, evaluate and recommend, in consultation with the Compensation Committee of the Board of Directors, succession planning and management development for executive officers, including the CEO.
15. Perform any other duties or responsibilities assigned to the Committee by the Board.

V. Performance Evaluation

Annually, the Committee shall compare its performance with this Charter and the Company's Corporate Governance Guidelines and will recommend changes to this Charter as deemed appropriate by the Committee. The evaluation shall be reported to and discussed with the Board in such manner as the Committee deems appropriate.

VI. Resources and Authority

The Committee shall have the resources and authority to discharge its duties and responsibilities, including but not limited to the authority to retain any search firm engaged to assist in identifying director candidates, and/or to retain outside counsel and any other advisors as the committee may deem appropriate in its sole discretion. The Committee shall have sole authority to terminate any such consultant or search firm retained by it and to approve any related fees and retention terms.

The Committee shall have the authority to delegate any of its responsibilities to subcommittees as the Committee may deem appropriate in its sole discretion.

VII. Other

The duties and responsibilities of a member of this Committee are in addition to those duties set out for a member of the Board of Directors.