

**ORANGE COUNTY BANCORP, INC.
ORANGE BANK & TRUST COMPANY
AUDIT AND RISK COMMITTEE CHARTER**

I. Audit Committee Charter

The Boards of Directors (the “Board”) of Orange County Bancorp, Inc. and Orange Bank & Trust Company (together, the “Company”) have established an Audit and Risk Committee (the “Committee”) and have adopted this Audit and Risk Committee Charter to govern the Committee’s operation.

II. Purpose

The primary purpose of the Committee is assisting the Board in:

- overseeing the Company’s accounting and financial reporting processes and the audits of the Company’s financial statements;
- overseeing the Independent Registered Public Accountant’s qualifications and independence;
- overseeing the performance of the Company’s independent registered public accountant; and
- overseeing the Company’s system of disclosure controls and system of internal controls regarding finance, accounting, and legal compliance.

Consistent with this function, the Committee should encourage continuous improvement of, and should foster adherence to, the Company’s policies, procedures, and practices at all levels. The Committee should also provide an open avenue of communication among the Independent Registered Public Accountants, financial and Senior Management, the internal auditing function, and the Board.

The Committee has the authority to obtain advice and assistance from outside legal, accounting, or other advisors as it deems appropriate to perform its duties and responsibilities. The Company shall provide appropriate funding, as determined by the Committee, to compensate the Independent Registered Public Accountant and any advisers that the Committee engages, and to pay ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

The Committee will fulfill its responsibilities primarily by carrying out the activities enumerated in Section III of this Charter. The Committee will report regularly to the Board regarding the execution of its duties and responsibilities.

While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Company’s financial statements and disclosures are complete and accurate and are in accordance with GAAP and applicable rules and regulations. These are the responsibilities of Management and the Independent Registered Public Accountant.

III. Committee Membership

The Committee will consist of three or more directors of the Company as determined by the Board, each of whom shall be an independent director (as defined by applicable laws and rules, including Section 10A(m)(3) of the Securities Exchange Act of 1934, Securities and Exchange Commission (“SEC”) Rule 10A-3 promulgated thereunder, and applicable listing standards for independence), and shall be free from any relationship (including disallowed compensatory arrangements) that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a member of the Committee; *provided, that*, one director who does not satisfy applicable listing standards for independence shall be permitted to serve on the Committee, subject to any limitations or conditions set forth in the listing standards. All members of the Committee shall be able to read and understand fundamental financial statements, including the Company’s balance sheet, income statement, and cash flows statement, and at least one person shall have

past employment experience in finance or accounting, requisite professional certification in accounting, or other comparable experience. The Board shall determine whether at least one member of the Committee qualifies as an “audit committee financial expert” in compliance with the criteria established by the SEC and other relevant regulations. The existence of such member, including his or her name, shall be disclosed in periodic filings as required by the SEC.

The members of the Committee will be appointed by the Board and will serve until their successors have been duly appointed and qualified. Unless a Chair is appointed by the full Board, the members of the Committee shall designate a Chair by majority vote of the full Committee membership. The entire Committee, or any individual Committee member, may be removed without cause by the affirmative vote of a majority of the Board. Committee members shall not simultaneously serve on the audit committee of more than two public companies in addition to the Company.

IV. Meetings

The Committee will meet at least four times annually, or more frequently as circumstances dictate. A majority of the membership of the Committee shall constitute a quorum, and all actions of the Committee shall require the affirmative vote of a majority of the membership of the Committee.

Each regularly scheduled meeting will conclude with an executive session of the Committee absent members of Management, and on such terms and conditions as the Committee may determine. In partial fulfillment of its obligation to foster open communication, the Committee will meet periodically with Management, the Internal Auditing Specialist, any third party engaged to perform the internal auditing function, and the Independent Registered Public Accountants in separate executive sessions to discuss any matters that the Committee or each of these groups believes should be discussed privately. In addition, the Committee will meet quarterly with the Independent Registered Public Accountants and Management to discuss the annual audited financial statements or quarterly financial statements, including the Company’s disclosure under “Management’s Discussion and Analysis of Financial Condition and Results of Operations.” The Committee will periodically report to the Board on its actions and will prepare written minutes of each Committee meeting, which minutes will be provided to the Board.

V. Authority and Responsibilities

To fulfill its responsibilities and duties the Committee shall:

Documents/Reports/Accounting Information Review

1. Review and assess the adequacy of this Charter periodically, at least annually, and recommend to the Board any necessary amendments as conditions dictate.
2. Review and discuss with management the Company’s annual financial statements, quarterly financial statements, and all internal controls reports (or summaries thereof). Review other material reports or financial information submitted by the Company to any governmental body, or the public, including management certifications as required by the Sarbanes-Oxley Act of 2002 (Sections 302 and 906) and relevant reports rendered by the independent registered public accountants (or summaries thereof).
3. Recommend to the Board whether the annual financial statements should be included in the Annual Report on Form 10-K. Review with management and the Independent Registered Public Accountants the Quarterly Reports on Form 10-Q prior to their filing (or prior to the release of earnings).
4. Review earnings press releases with management, including review of “pro-forma” or “adjusted” non-GAAP information.
5. Discuss with management financial information and earnings guidance provided to analysts. Such discussions may be on general terms (i.e., discussion of the types of information to be disclosed and the type of presentation to be made).

6. Review the regular internal audit reports (or summaries thereof) provided to Management prepared by the Outsourced Internal Auditor or Internal Audit Specialist and Management's response to any findings and/or recommendations noted in the final reports.

Independent Registered Public Accountants

7. Appoint, compensate, retain and oversee the work performed by the Independent Registered Public accountants for the purpose of preparing or issuing an audit report or related work. Review the performance of the Independent Registered Public Accountants and remove the Independent Registered Public Accountants if circumstances warrant. The Independent Registered Public Accountants shall report directly to the Committee and the Committee shall oversee the resolution of disagreements between Management and the Independent Registered Public Accountants in the event that they arise. Consider whether the Independent Registered Public Accountant's performance of permissible non-audit services is compatible with the Independent Registered Public Accountant's independence.
8. Review with the Independent Registered Public Accountant any problems or difficulties and Management's response, review the Independent Registered Public Accountant's attestation and report on Management's internal controls report (if and when required), and hold timely discussions with the Independent Registered Public Accountants regarding the following:
 - all critical accounting policies and practices;
 - all alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the Independent Registered Public Accountant;
 - other material written communications between the Independent Registered Public Accountant and Management including, but not limited to, the Management Letter and schedule of unadjusted differences; and
 - an analysis of the Independent Registered Public Accountant's judgment as to the quality of the Company's accounting principles, setting forth significant reporting issues and judgments made in connection with the preparation of the financial statements.
9. At least annually, obtain and review a report by the Independent Registered Public Accountant describing:
 - the firm's internal control procedures (including disclosure controls);
 - any material issues raised by the most recent internal control review, peer review, or by any inquiry or investigation by governmental or professional authorities, including the PCAOB, within the preceding five years, respecting one or more independent audits carried out by the firm, and any steps taken to deal with any such issues; and
 - all relationships between the Independent Registered Public Accountant and the Company, to assess such accountant's independence.
10. Review and pre-approve both audit and permissible non-audit services to be provided by the Independent Registered Public Accountant (other than with respect to *de minimis* exceptions permitted by the Sarbanes-Oxley Act of 2002). This duty may be delegated to one or more designated members of the Committee with any such pre-approval reported to the Committee at its next regularly scheduled meeting. The Committee may also adopt policies and procedures for the pre-approval of audit and permissible non-audit services.

11. Set clear hiring policies, compliant with governing laws or regulations, for employees or former employees of the Independent Registered Public Accountants.
12. Ensure and oversee the rotation of the lead audit partner of the Company's Independent Registered Public Accounting firm every five years, and consider whether there should be regular rotation of the Independent Public Accounting firm itself.
13. Ensure the receipt by the Committee from the Independent Public Accounting firm of a formal written statement delineating all relationships between the firm and the Company, consistent with applicable standards. The Committee is responsible for actively engaging in a dialogue with the Independent Public Accounting firm with respect to any disclosed relationships or services that may impact the objectivity and independence of the Independent Public Accounting firm, and for taking, or recommending that the full Board take, appropriate action to oversee the Independence of the Independent Public Accounting firm.

Financial Reporting Processes and Accounting Policies

14. In consultation with the Independent Registered Public Accountants and the internal auditors, review the Company's financial reporting processes (both internal and external), and the internal control structure (including disclosure controls).
15. Review with Management major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles, and major issues as to the adequacy of the Company's internal controls and any special audit steps adopted in light of material control deficiencies.
16. Review analyses prepared by Management (and the Independent Registered Public Accountant as noted in item 8 above) setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative GAAP methods on the financial statements.
17. Review with management the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the financial statements of the Company.
18. Establish and maintain a policy and procedures for the review and approval of related person transactions in excess of \$25,000 and review and approve all related person transactions in accordance with such policy and procedures.
19. Establish and maintain procedures for the receipt, retention, and treatment of complaints regarding accounting, internal accounting, or auditing matters, including but not limited to recommending action to the Board with respect to any violation of the Company's Code of Ethics for Senior Officers.
20. Establish and maintain procedures for the confidential, anonymous submission by employees regarding questionable accounting or auditing matters.

Internal Audit

21. Appoint, compensate, retain, and oversee the work performed by the Outsourced Internal Auditors, if any. Review the performance of the Outsourced Internal Auditors and remove the Outsourced Internal Auditors if circumstances warrant. The Outsourced Internal Auditors, if any, will report directly to the Committee and the Committee will oversee the resolution of any disagreements between Management and the Outsourced Internal Auditors.

22. Review activities, organizational structure, and qualifications of the internal audit function, if any.
23. Periodically review with the Outsourced Internal Auditors, if any, any significant difficulties, disagreements with Management, or scope restrictions encountered in the course of the Outsourced Internal Auditors' work.
24. Periodically review with the Independent Registered Public Accountant and Management, the budget, staffing, and responsibilities of the internal audit function, if any.

Legal Compliance and Risk Management

25. Review with the Company's counsel any legal matter that is expected to have a significant impact on the Company's financial statements.
26. Discuss policies with respect to risk assessment and risk management. Such discussions should include any reports received by the Committee regarding the Company's major financial and accounting risk exposures and the steps Management has undertaken to control them.

Other Responsibilities

27. Review with the Independent Registered Public Accountants, the Internal Auditing Department and Management the extent to which changes or improvements in financial or accounting practices, as approved by the Committee, have been implemented. This review should be conducted at an appropriate time subsequent to implementation of changes or improvements, as decided by the Committee.
28. Prepare the report that the SEC requires to be included in the Company's annual proxy statement.
29. Annually, perform a self-assessment relative to the Committee's purpose, duties and responsibilities set forth herein.
30. Perform any other activities consistent with this Charter, the Company's bylaws and governing law, as the Committee or the Board deems necessary or appropriate.