

**CHARTER FOR THE GOVERNANCE/NOMINATING COMMITTEE
OF THE BOARD OF DIRECTORS
OF BROADWIND ENERGY, INC.**

I. PURPOSE

The Governance/Nominating Committee (the “Committee”) shall be responsible for matters relating to the selection of candidates for and the tenure of the members of the Board of Directors of Broadwind Energy, Inc. (the “Company”); for developing and recommending to the Board a set of Principles of Corporate Governance for the Company; and for overseeing and carrying out policies and processes that enhance the effective and efficient governance of the Company.

II. ORGANIZATION AND MEMBERSHIP

The Committee will be comprised of two (2) or more directors, each of whom shall be independent. The definition of “independence” for purposes of selecting Committee members shall be that contained in the Company’s Principles of Corporate Governance as adopted by the Board. Committee members shall be appointed and removed by the Board; such appointment and removal may be upon recommendation by the Committee.

The Chairman of the Committee shall be elected by the Board. In the absence of the Board’s election of a Chair, the Committee shall elect a Chair by majority vote of the Committee members. The Chair of the Committee shall conduct the meetings as well as represent the Committee to the Company’s Board.

III. RESPONSIBILITIES

To fulfill its responsibilities and duties hereunder, the Committee shall:

A. Nominating Functions

- Identify, seek and recommend to the Board individuals who are qualified to become Board members, whether such nomination is for election at a meeting of stockholders or to fill any vacancy, however created, in the Board, except that if the Company is legally required by contract or otherwise to provide third parties the ability to nominate directors, the selection and nomination of such directors need not be subject to the Committee process. In nominating candidates, the Committee shall act in accordance with this charter, the Company’s Principles of Corporate Governance, and the Committee’s Policies for Director Nominations and Stockholder Proposals, as well as take into consideration factors as it deems appropriate.
- Develop, recommend to the Board, and review on an ongoing basis criteria and policies for the nomination, evaluation, election and reelection of Board members and the Chairman of the Board, including statements of skills and personal attributes to be used as a guideline for recruitment and election of Board members included in the Committee’s Policies for Director Nominations and Stockholder Proposals and elsewhere.
- Consider any nominations of director candidates validly made by stockholders.
- Establish policies for, and oversee coordination generally of Board development and training and orientation of new directors.

- Identify and recommend to the Board election of members who bring a needed competency to any committee, including the Committee. In nominating a candidate for committee membership, the Committee shall take into consideration the factors set forth in the charter of such committee, if any, as well as any other factors it deems appropriate.
- Carry out other duties or responsibilities expressly delegated to the Committee by the Board from time to time relating to the nomination of Board and committee members.

B. Corporate Governance Functions

- Review, determine and approve on an ongoing basis policies and processes designed to provide for effective and efficient governance, including but not limited to the Company's Principles of Corporate Governance; policies for succession planning for the Board, senior management and the Chief Executive Officer; the Company's corporate compliance program; and committee charters. The Company's Principles of Corporate Governance shall include at a minimum the following subjects: (i) director qualification standards, (ii) director and committee responsibilities, (iii) director access to management and, as necessary and appropriate, independent advisors, (iv) director compensation, (v) director orientation and continuing education, (vi) senior management succession and development, and (vii) annual performance evaluation of the Board and committees. If the Company deems it appropriate, adopt new, or amend existing, policies and processes designed to provide for effective and efficient governance.
- Review, at least annually, the Company's compliance with the Nasdaq corporate governance listing requirements, including director independence, and report to the Board regarding the same.
- Conduct a regular review of the corporate bylaws and make recommendations for changes thereto to the full Board.
- Review, at least annually, and determine and approve the Company's Code of Ethics and violations or waivers therefrom, and promote awareness and education of Board members of the Company's Code of Ethics. If the Company deems it appropriate, adopt a new, or amend an existing, Code of Ethics.
- Consider questions of possible removal of Board members in accordance with corporate policy, conflicts of interest, for cause or other reasons, as such questions arise.
- Develop and recommend criteria for the evaluation of Board and committee performance, including performance of the Committee, assist the Board in evaluating the same, and counsel members if improvement is needed in their attendance or other aspects of performance.
- Cooperate with the Board and the Company's senior management to address, as necessary, succession planning for the Chief Executive Officer.
- Carry out other duties or responsibilities expressly delegated to the Committee by the Board from time to time relating to corporate governance.

IV. AUTHORITY

The Committee shall have the authority, as and when it shall determine to be necessary or appropriate to the functions of the Committee, to:

- Have full and independent access to Company management and personnel, provided that the Committee shall provide prior notice to the Chief Executive Officer or the Chief Financial Officer of its intention to interview personnel.
- Request from the Chief Executive Officer, President or the Chief Financial Officer, and to rely upon, advice and information, orally or in writing, concerning the Company's business operations and financial information relevant to the functions of the Committee.
- At the expense of the Company, retain legal counsel (which may be, but need not be, the regular corporate counsel to the company) and other consultants and advisors to assist it with its functions, provided, however, that the Committee shall provide notification of any such engagement to the Chief Executive Officer, President or Chief Financial Officer prior its commencement. The Committee shall have authority to approve such advisors' fees and other retention terms. The Committee shall have sole authority to terminate its relationship with any advisor that it retains.
- Take all action appropriate to the performance of the Committee's duties, including delegation of Committee responsibilities to subcommittees.

IV. MEETINGS AND MINUTES

The Committee shall meet in person or electronically no fewer than two times per year, and as many additional times as the Committee deems necessary. A majority of the members shall represent a quorum of the Committee, and, if a quorum is present, any action approved by at least a majority of the members present shall represent the valid action of the Committee. As necessary or desirable, the Committee may request that members of management or others, including the Company's advisors, be present at meetings of the Committee.

The Committee will maintain written minutes of its meetings. Such minutes shall be provided to the Board of Directors, and filed with the minutes of the meetings of the Board of Directors.

VI. MANAGEMENT COOPERATION

Management of the Company shall cooperate with the Committee and render to the Committee such assistance as it shall request for the purpose of carrying out its functions.

Approved by the Board of Directors
December 13, 2007, as amended November 10, 2008

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