



GOVERNANCE COMMITTEE CHARTER

This Governance Committee Charter was adopted by the **Syracuse Regional Airport Authority** (the “Authority”), a public benefit corporation established under the laws of the State of New York, on this 9th day of September, 2011.

ARTICLE I PURPOSE

Section 1.1 Pursuant to Article VI, Section 6.3.2 of the Authority’s By-Laws, the purpose of the Governance Committee is to assist the Authority by:

1. Keeping the Authority informed of current best practices in corporate governance;
2. Reviewing corporate governance trends for their applicability to the Authority;
3. Updating the Authority’s corporate governance principles and governance practices;
4. Advising those responsible for appointing members to the Authority on the skills, qualities and professional or educational experiences necessary to be effective Authority members; and
5. Any other tasks assigned to it by this Charter or Section 2824(7) of New York Public Authorities Law, as amended.

ARTICLE II ORGANIZATION OF THE COMMITTEE

Section 2.1 Composition of Committee; Appointment of Members.

The Governance Committee shall be established as set forth in and pursuant to Article VI, Section 6.3.2 of the Authority’s By-Laws. The Governance Committee shall consist of at least three (3) members of the Authority who are independent members, as defined in Section 2825(2) of New York Public Authorities Law, as amended. The Authority will appoint the Governance Committee members and the Chair of the Authority will designate the Governance Committee Chair.

Section 2.2 Qualifications of Committee Members.

Governance Committee members shall be prohibited from being an employee of the Authority or an immediate family member of an employee of the Authority. In addition, Governance Committee members shall not engage in any private business transactions with the Authority or receive compensation from any private entity that has material business relationships with the Authority, or be an immediate family member of an individual that engages in private business transactions with the Authority or receives compensation from an entity that has material business relationships with the Authority.

Ideally, all members on the Governance Committee shall be knowledgeable or become knowledgeable in matters pertaining to governance.

ARTICLE III DUTIES AND RESPONSIBILITIES OF THE GOVERNANCE COMMITTEE

Section 3.1 Responsibilities.

To accomplish the objectives of good governance and accountability, the Governance Committee has responsibilities related to: (a) the Authority's corporate governance principles and practices; (b) evaluation of the Authority's policies; and (c) other miscellaneous issues.

Section 3.2 Duties.

The Authority has delegated to the Governance Committee the power and authority necessary to discharge its duties, including the right to:

1. Meet with and obtain any information it may require from Authority staff.
2. Obtain advice and assistance from in-house or outside counsel, accounting and other advisors as the Committee deems necessary.
3. Solicit at the Authority's expense, persons having special competencies, including legal, accounting or other consultants as the Committee deems necessary to fulfill its responsibilities. The Governance Committee shall have the authority to negotiate the terms and conditions of any contractual relationship subject to the Authority's adopted procurement guidelines per Section 2879 of New York Public Authorities Law, as amended, and to present such contracts to the Authority for its approval.

Section 3.3 Corporate Governance Principles and Practices.

The Governance Committee shall:

1. Develop and recommend Corporate Governance Principles for adoption by the Authority.

2. After the Authority's adopts Corporate Governance Principles, develop the Authority's governance practices based upon the adopted Authority Corporate Governance Principles. These practices should address transparency, independence, accountability, fiduciary responsibilities and management oversight.
3. Develop and recommend to the Authority the number and structure of committees to be created by the Authority.

Section 3.4 Member Training and Self-Evaluations.

The Governance Committee shall:

1. Develop and provide recommendations to the Authority regarding member education, including new member orientation and regularly scheduled member training to be obtained from state-approved trainers.
2. Develop and provide recommendations to the Authority on member performance evaluations, including coordination and oversight of such evaluations and self-evaluations of members, the Authority, Authority senior management and the Authority's committees in the Authority's overall governance process.
3. Develop the competencies and personal attributes required of members to assist those authorized to appoint members to the Authority in identifying qualified individuals.

Section 3.5 Evaluation of the Authority's Policies.

The Governance Committee shall:

1. Review on a regular basis, and recommend to the Authority and the City of Syracuse updates as necessary to the City of Syracuse code of ethics, which is applicable to the Authority per the Authority's enabling statute and addresses conflicts of interest.
2. Develop and recommend to the Authority any required revisions to the Authority's written policies regarding the protection of whistleblowers from retaliation.
3. Develop and recommend to the Authority any required revisions to the Authority's equal opportunity and affirmative action policies.
4. Develop and recommend to the Authority any required updates on the Authority's written policies regarding procurement of goods and services, including policies relating to the disclosure of persons who attempt to influence the Authority's procurement process.
5. Develop and recommend to the Authority any required updates on the Authority's written policies regarding the disposition of real and personal property.

6. Develop and recommend to the Authority any other policies or documents relating to the governance of the Authority, including rules and procedures for conducting the business of the Authority, such as the Authority's By-Laws. The Governance Committee will oversee the implementation and effectiveness of the By-Laws and other governance documents and recommend modifications as needed.

Section 3.6 Other Duties and Responsibilities of the Governance Committee.

The Governance Committee shall:

1. Present annually to the Authority a written report of how it has discharged its duties and met its responsibilities as outlined in this Charter.
2. Obtain any information and training needed to enhance the Governance Committee members' understanding of the current best practices in corporate governance and corporate governance trends.
3. Review the Governance Committee's Charter annually, reassess its adequacy, and recommend any proposed changes to the Authority. The Governance Committee Charter will be updated as applicable laws, regulations and corporate governance standards change.
4. Annually review, assess and make necessary changes to the Corporate Governance Principles and governance practices.
5. Conduct an annual self-evaluation of its performance, including its effectiveness and compliance with the Charter.

Section 3.7 Reports

The Governance Committee shall:

1. Report its actions and recommendations to the Authority at regular meetings of the Authority.
2. Report to the Authority, at least annually, regarding any proposed changes to the Governance Committee Charter, Corporate Governance Principles and governance practices.
3. Provide a self-evaluation of the Governance Committee's duties and responsibilities on an annual basis.

Section 3.8 Resources.

The Authority will ensure that the Governance Committee has sufficient resources to carry out its duties and responsibilities.

ARTICLE IV MEETINGS

Section 4.1 Number.

The Governance Committee will meet a minimum of twice a year, with the expectation that additional meetings may be required to adequately fulfill all the duties and responsibilities outlined in the Charter.

Section 4.2 Attendance.

Members of the Governance Committee are expected to attend each committee meeting, in person or via videoconference. The Audit Committee may invite other individuals, such as members of management, in-house or outside counsel and technical experts to attend meetings and provide pertinent information, as necessary.

Section 4.3 Meeting Agendas.

Meeting agendas will be prepared for every meeting and provided to the Governance Committee members along with briefing materials five (5) business days before the scheduled Governance Committee meeting. The Governance Committee will act only on the affirmative vote of a majority of the members at a meeting or by unanimous consent. Minutes of these meetings will be recorded.

Section 4.4 Rules of Procedure.

All meetings of the Governance Committee shall be conducted in accordance with Roberts Rules of Order, current edition.

Section 4.5 Open Meetings Law.

Meetings of the Governance Committee are subject to the provisions of the Open Meetings Law of the State of New York and shall be conducted in compliance therewith.

Adopted by Resolution No. 3 of 2011, September 11, 2011