

**ALBANY PARKING AUTHORITY
CHARTER**

Audit Committee

Role

The Audit Committee of the Board of Directors shall be an independently operating Committee, which shall, pursuant to the terms and authority contained in this Charter, assist the Board of Directors in fulfilling its responsibility for oversight of the quality and integrity of the accounting, auditing, and reporting practices of the Albany Parking Authority (APA), and such other duties as directed by the Board. The Committee's purpose is to oversee the accounting and financial reporting processes of the APA, the audits of the Company's financial statements, the qualifications of the public accounting firm engaged as the APA's independent auditor to prepare or issue an audit report on the financial statements of the APA, and the performance of the independent auditors. The Committee's role includes a particular focus on the qualitative aspects of financial reporting, the APA's processes to manage business and financial risk, and compliance with significant applicable legal, ethical, and regulatory requirements. The Committee is responsible for providing advice on the appointment, compensation, retention and oversight of the independent auditor. The Audit Committee shall review the Charter of the Committee annually and shall also review its performance as an Audit Committee annually to observe if the Committee has successfully carried out all of the duties outlined in the Charter.

Membership

The membership of the Committee consists of the five (5) members of the Board of Directors. Each member shall in the judgment of the Board have the ability to read and understand fundamental financial statements. The Board appoints the members of the Committee and the chairperson. The Board may remove any member from the Committee at any time with or without cause.

Operations

The Committee meets at least two times a year. Additional meetings may occur as the Committee or its chair deems advisable. The Committee will cause to be kept adequate minutes of all its proceedings, and will report on its actions and activities at the next meeting of the Board. Committee members will be furnished with copies of the minutes of each meeting and any action taken by majority vote.

The Committee is governed by the same rules regarding meetings as are applicable to the Board. The Committee is authorized and empowered to adopt its own rules of procedure not inconsistent with (a) any provision of this Charter, (b) any provision of the Enabling Legislation and Bylaws of the APA, or (c) the laws of the state of New York. All decisions and recommendations of the Committee shall be by Resolution, which shall be carried by a majority vote of those present and eligible to vote at the meeting where the Resolution is presented.

Communications

The independent auditor reports directly to the Committee. The Committee is expected to maintain free and open communication with the independent auditor and management. This communication will include periodic private executive sessions with each of these parties.

Education

The Committee is responsible for providing new members with appropriate orientation briefings and educational opportunities, and the full Committee with educational resources related to accounting principles and procedures, current accounting topics pertinent to the Company and other material as may be requested by the Committee. APA staff will assist the Committee in maintaining appropriate financial literacy.

Authority

The Committee will have the resources and authority necessary to discharge its duties and responsibilities. The Committee will be provided with appropriate funding by the APA, as the Committee determines, for the payment of compensation to the Company's independent auditor; outside counsel and other advisors as it deems appropriate, and ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. In discharging its oversight role, the Committee is empowered to investigate any matter brought to its attention. Any communications between the Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of the APA, and the Committee will take all necessary steps to preserve the privileged nature of those communications.

The Committee may form and delegate authority to subcommittees and may delegate authority to one or more designated members of the Committee.

Responsibilities

The Committee's specific responsibilities in carrying out its oversight role are to be delineated in the Audit Committee Responsibilities Calendar. The Responsibilities Calendar will be updated annually to reflect changes in regulatory requirements, authoritative guidance, and evolving oversight practices.

The Committee relies on the expertise and knowledge of management, and the independent auditor in carrying out its oversight responsibilities. Management of the Company is responsible for determining the Company's financial statements are complete, accurate and in accordance with generally accepted accounting principles. The independent auditor is responsible for auditing the Company's financial statements. It is not the duty of the Committee to plan or conduct audits, to determine that the financial statements are complete and accurate and in accordance with generally accepted accounting principles, to conduct investigations, or to assure compliance with laws and regulations or the Company's standards of business conduct, codes of ethics, internal policies, procedures and controls.