

**ALBANY PARKING AUTHORITY
CHARTER**

GOVERNANCE AND NOMINATING COMMITTEE CHARTER

Role

The Governance and Nominating Committee's role is to determine a list of individuals recommended for appointment to the Albany Parking Authority via the Mayor of the City of Albany with consent by the Common Council, to identify and recommend candidates to fill vacancies occurring between annual meetings, to review, evaluate and recommend changes to the Authority Governance Guidelines, and to review the Authority's policies and programs that relate to matters of fiduciary responsibility, including public issues of significance to the Authority and its stakeholders. The Governance and Nominating Committee shall review current not-for-profit corporate governance trends and shall keep themselves individually and collectively updated on such trends and shall report to and recommend to the Authority's Board of Directors updated and informed current governance best practices, including, but not limited to, codes of ethics, conflict of interest identification and avoidance criteria, and the maintenance of a viable whistleblower protection policy, as those recommendations and policies are adopted by the Governance Committee, in compliance with the terms and conditions of this Charter.

Membership

The membership of the Committee consists of the five (5) members of the Board of Directors, each of whom shall meet the independence requirements established by the Board and applicable laws, regulations and listing requirements. 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 twice 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 (including meetings by conference telephone or similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements 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 Authority, or (c) the laws of the state of New York. All decisions and recommendations of the

Committee shall 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.

Authority

The Committee will have the resources and authority necessary to discharge its duties and responsibilities. Any communications between the Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of the Authority 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

Subject to the provisions of the Public Authority Reform Act, the principal responsibilities and functions of the Governance and Nominating Committee are as follows:

1. Annually evaluate and report to the Board on the performance and effectiveness

recommendations for committee memberships to the Board as needed.

6. Develop and periodically review and recommend to the Board appropriate revisions to the Albany Parking Authority Governance Guidelines.

8. Monitor compliance with the Albany Parking Authority Governance Guidelines.

9. Regularly review and make recommendations about changes to the charter of the Governance and Nominating Committee.

10. Regularly review and make recommendations about changes to the charters of other Board committees after consultation with the respective committee chairs.

11. Obtain or perform an annual evaluation of the Committee's performance and make applicable recommendations.

12. Assist the Chairman of the Board in leading the Board's annual review of the Chief Executive Officer's performance.