

GOVERNANCE COMMITTEE CHARTER

Established April 3, 2006

Purposes

Pursuant to Article V, Section 7 of the Authority's By-laws, the purposes of the Committee are to: keep the Members informed of current best practices of corporate governance, review and advise on corporate governance trends, update the Authority's corporate governance principles, as necessary, and advise appointing authorities on the skills and qualifications required of Members.

Powers of the Committee

The Committee will:

- develop qualifications applicable to Members;
- meet with and obtain advice and assistance from Authority staff, including in-house counsel, and any other persons having special competencies, including legal, accounting or other consultants as the Committee deems necessary to fulfill its responsibilities;
- retain, at the Authority's expense, such outside counsel, experts and other advisors as the Committee may deem appropriate, as approved by the Members;
- conduct or authorize investigations into any matters within its scope of responsibility; and
- seek any assistance it requires from Authority employees.

The Committee shall have sufficient resources to carry out its duties.

Composition and Selection

The Committee shall be established as set forth in and pursuant to Article V, Section 7 of the Authority's By-laws. The Committee shall be a standing advisory committee of the Authority. The Committee shall have not fewer than three nor more than six Members. The Committee shall consist of not less than three independent Members who shall constitute a majority on the Committee and who shall possess the necessary skills to understand the duties and function of the Committee, provided, however, that in the event that there are less than three independent Members, the Members may appoint non-independent Members,

provided that the independent Members constitute a majority of the Members of the Committee. In addition, the membership of the Committee shall include the Chair of the Authority who shall serve ex-officio and who shall enjoy all the rights and privileges of membership, including the right to vote. A majority of the members of the Committee then in office, not including the Chair of the Authority, gathered together in the presence of each other or through the use of videoconferencing, shall constitute a quorum, and the Chair of the Authority if present shall be counted toward a quorum.

The Members of the Authority will appoint the Chair of the Committee.

To the extent practicable, Committee members should be familiar with matters pertaining to governance, as it relates to public authorities and comparable corporations.

Meetings

The Committee will meet, as necessary, and special meetings may be called in accordance with the By-laws. Members of the Committee are expected to attend each committee meeting, in person or by video conference. The Committee may invite other individuals to attend meetings and provide pertinent information, as necessary.

The Committee will meet at least annually to discuss the developments in the area of good governance principles and practices, including enactment of legislation that may affect governance.

Notices of meetings will be prepared in accordance with the By-laws and agendas and briefing materials will be prepared and provided to the Committee members. To the extent practicable, briefing materials will be provided to the Committee members not less than 5 business days prior to each meeting. Minutes of each meeting will be maintained in a central location at the Authority's principal office.

Meetings shall be conducted in accordance with the open meetings law.

Responsibilities

The Committee will be responsible for reporting to the Members on significant and material matters related to: (a) identifying individuals qualified to become Members of the Authority, consistent with the qualifications established in its enabling statute and any other established criteria; (b) developing, reviewing, monitoring, and re-evaluating the Authority's governance principles and practices and, when appropriate, recommending changes to such principles and practices; (c) reviewing ethics standards and whistle blower protections; (d) developing and recommending performance criteria and an evaluation process to be used in

evaluating the Board's functioning as a whole and coordinating and overseeing such evaluation; and (e) performing such other functions as may be assigned.

Identifying Member Qualifications. The Committee will:

- consistent with the Authority's governance principles and the statutory requirements for Members, evaluate the needs of the Board to determine the qualifications of individuals suited to enhance the composition of the Board;
- assist in attracting candidates who meet Member qualifications and review the qualifications of persons identified to the Committee as prospective members of the various Authority committees and of the Board, as requested; and
- develop and provide recommendations regarding Member education, including but not limited to, new Member orientation and training to be obtained from State-approved or other trainers.

Governance Principles and Practices. The Committee will:

- develop, review, monitor, and re-evaluate no less than annually, and recommend such changes to governance principles and practices including those that address transparency, independence, accountability, fiduciary responsibilities, and management oversight, as it deems appropriate; and
- monitor compliance with the governance principles and practices.

Ethics Standards and Whistle Blower Protection. The Committee will:

- develop, review on a regular basis, and update as necessary the Authority's Code of Conduct and written policies regarding conflicts of interest, such code and policies to be no less stringent than the laws, rules, regulations, and policies applicable to State officers and employees;
- review and make recommendations as appropriate on revisions to the Authorities By-laws regarding the conduct of Board business; and
- periodically review and make recommendations, if necessary, on revisions to the Authority's written policies regarding the protection of whistle blowers.

Other Responsibilities. The Committee will:

- review compensation and related policies and procedures;

- review and recommend for approval such governance-related reports, guidelines, policies, procedures, assessments, and reports as may be required; and
- perform such other functions as may be assigned to it from time to time.