



## **AUDIT COMMITTEE CHARTER**

This Audit 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 9<sup>th</sup> day of September, 2011.

### **ARTICLE I PURPOSE**

**Section 1.1** Pursuant to Article VI, Section 6.3.1 of the Authority’s By-Laws, the purpose of the Audit Committee shall be to (1) assure that the Authority fulfills its responsibilities for the Authority’s internal and external audit process, the financial reporting process and the system of risk assessment and internal controls over financial reporting; (2) provide an avenue of communication between management, the independent auditors, the internal auditors, and the Authority; and (3) any other tasks assigned to it by this Charter or Section 2824(4) of New York Public Authorities Law, as amended.

### **ARTICLE II ORGANIZATION OF THE COMMITTEE**

#### **Section 2.1 Composition of Committee; Appointment of Members.**

The Audit Committee shall be established as set forth in and pursuant to Article VI, Section 6.3.1 of the Authority’s By-Laws. The Audit 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 Audit Committee members and the Chair of the Authority will designate the Audit Committee Chair.

#### **Section 2.2 Qualifications of Committee Members.**

Audit 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, Audit 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 Audit Committee shall possess or obtain a basic understanding of governmental financial reporting and auditing.

### **Section 2.3 Financial Expert.**

The Audit Committee shall have access to the services of at least one (1) financial expert, whose name shall be disclosed in the annual report of the Authority.

The Audit Committee's financial expert should have 1) an understanding of generally accepted accounting principles and financial statements; 2) experience in preparing or auditing financial statements of comparable entities; 3) experience in applying such principles in connection with the accounting for estimates, accruals and reserves; 4) experience with internal accounting controls and, 5) an understanding of Audit Committee duties and responsibilities.

## **ARTICLE III DUTIES AND RESPONSIBILITIES OF THE AUDIT COMMITTEE**

### **Section 3.1 Responsibilities.**

The Audit Committee shall have responsibilities related to: (a) the independent auditor and annual financial statements; (b) the Authority's internal auditors; (c) oversight of management's internal controls, compliance and risk assessment practices; (d) special investigations and whistleblower policies; and (e) miscellaneous issues related to the financial practices of the Authority. In particular, it shall be the responsibility of the Audit Committee to:

- Appoint, compensate and oversee the work of any public accounting firm employed by the Authority.
- Conduct or authorize investigations into any matters within its scope of responsibility.
- Seek any information it requires from Authority employees, all of whom should be directed by the Authority to cooperate with committee requests.
- Meet with Authority staff, independent auditors, counsel or outside counsel, as necessary.
- Retain, at the Authority's expense, such outside counsel, experts and other advisors as the Audit committee may deem appropriate.

### **Section 3.2 Independent Auditors and Financial Statements.**

The Audit Committee shall:

1. Appoint, compensate and oversee independent auditors retained by the Authority and pre-approve all audit services provided by the independent auditor.
2. Establish procedures for the engagement of the independent auditor to provide permitted audit services. The Authority's independent auditor shall be prohibited from providing

non-audit services unless having received previous written approval from the Audit Committee. Non-audit services include tasks that directly support the Authority's operations, such as bookkeeping or other services related to the accounting records or financial statements of the Authority, financial information systems design and implementation, appraisal or valuation services, actuarial services, investment banking services, and other tasks that may involve performing management functions or making management decisions.

3. Review and approve the Authority's audited financial statements, associated management letter, report on internal controls and all other auditor communications.
4. Review significant accounting and reporting issues, including complex or unusual transactions and management decisions, and recent professional and regulatory pronouncements, and understand their impact on the financial statements.
5. Meet with the independent audit firm on a regular basis to discuss any significant issues that may have surfaced during the course of the audit.
6. Review and discuss any significant risks reported in the independent audit findings and recommendations and assess the responsiveness and timeliness of management's follow-up activities pertaining to the same.

### **Section 3.3 Internal Auditors.**

The Audit Committee shall:

1. Review with management and the internal auditor, the Charter, activities, staffing and organizational structure of the internal audit function. The Audit Committee shall have authority over the appointment, dismissal, compensation and performance reviews of the internal auditor.
2. Ensure that the internal audit function is organizationally independent from Authority operations.
3. Review the reports of internal auditors, and have authority to review and approve the annual internal audit plan.
4. Review the results of internal audits and approve procedures for implementing accepted recommendations of the internal auditor.

### **Section 3.4 Internal Controls, Compliance and Risk Assessment.**

The Audit Committee shall review management's assessment of the effectiveness of the Authority's internal controls and review the report on internal controls by the independent auditor as a part of the financial audit engagement.

### **Section 3.5 Special Investigations.**

The Audit Committee shall:

1. Ensure that the Authority has an appropriate confidential mechanism for individuals to report suspected fraudulent activities, allegations of corruption, fraud, criminal activity, conflicts of interest or abuse by the members, officers, or employees of the Authority or any persons having business dealings with the Authority or breaches of internal control.
2. Develop procedures for the receipt, retention, investigation and/or referral of complaints concerning accounting, internal controls and auditing to the appropriate body.
3. Request and oversee special investigations as needed and/or refer specific issues to the appropriate body for further investigation (for example, issues may be referred to the State Inspector General or, other investigatory organization.)
4. Review all reports delivered to it by the Inspector General and serve as a point of contact with the Inspector General.

### **Section 3.6 Other Duties and Responsibilities of the Audit Committee.**

The Audit 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 Audit Committee members' understanding of the role of internal audits and the independent auditor, the risk management process, internal controls and a certain level of familiarity in financial reporting standards and processes.
3. Review the Audit Committee's Charter annually, reassess its adequacy, and recommend any proposed changes to the Authority. The Audit Committee Charter will be updated as applicable laws, regulations, accounting and auditing standards change.
4. Conduct an annual self-evaluation of its performance, including its effectiveness and compliance with the Charter and request the Authority approval for proposed changes.

### **Section 3.7 Resources.**

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

## **ARTICLE IV MEETINGS**

### **Section 4.1 Number.**

The Audit 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 Audit 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, auditors or other technical experts to attend meetings and provide pertinent information, as necessary.

### **Section 4.3 Meeting with Independent Auditor.**

The Audit Committee will meet with the Authority's independent auditor at least annually to discuss the financial statements of the Authority.

### **Section 4.4 Meeting Agendas.**

Meeting agendas will be prepared for every meeting and provided to the Audit Committee members along with briefing materials five (5) business days before the scheduled Audit Committee meeting. The Audit 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 4.5 Rules of Procedure.**

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

### **Section 4.6 Open Meetings Law.**

Meetings of the Audit 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. 2 of 2011, September 9, 2011**