

Adopted By Trustees on

November 19, 2008

February 23, 2010

Exhibit "6-A-1"

GOVERNANCE COMMITTEE CHARTER

A. PURPOSE

The purpose of the Governance Committee ("Committee") is to ~~assist the Board~~ by: (1) ~~keeping~~ keep the Board of Trustees ("~~Board~~") informed of current best ~~practices~~ in corporate governance, (2) ~~reviewing practices~~ review corporate governance trends ~~for their applicability~~ recommend updates to the Authority, (3) ~~updating the~~ Authority's corporate governance principles ~~and governance practices~~, and (4) ~~advising those responsible for~~ advise appointing ~~directors to the Board~~ authorities on the skills, ~~qualities and professional or educational~~ and experiences ~~necessary to be effective~~ Board members.

~~B. MEMBERSHIP~~ required of potential Trustees; examine ethical and conflict of interest issues; ~~perform Trustee self-evaluations~~ review and recommend by-laws which include rules and ORGANIZATION procedures for conduct of Trustee business; and ~~perform such other responsibilities as the Trustees shall assign to it.~~

B. MEMBERSHIP AND ORGANIZATION

(1) Committee Composition

The Committee shall be comprised of three ~~(3)~~ independent members of the Board of Trustees ~~none of whom serve as Chairman of~~ who shall possess the Board ("~~Chairman~~") or in any ~~other position of Authority management~~ necessary skills to understand the duties and functions of the Committee. Committee members and the Committee Chair shall be ~~nominated by the Chairman and~~ selected from eligible Trustees by a vote of the Board of Trustees.

(2) Term

Committee members shall serve for a period of ~~four~~ five years subject to their term of office under ~~section 1003 of the~~ Public Authorities Law- § 1003. Committee members may be ~~re-elected~~ reelected to serve for additional periods of ~~four~~ five years subject to their term of office. A Committee member may resign his or her position on the Committee while continuing to serve as a Trustee. ~~In the event of a vacancy on the Committee due to death, resignation, or otherwise, a successor will be selected to serve in the manner and for the term described above.~~

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~~The Committee is charged shall seek to: (1) ensure the effectiveness of management's monitoring of the Authority's compliance with the oversight of the governance, ethics, the Office of Inspector General activities Authority's Code of Conduct and procurement programs and real estate activities of the Authority and its employees. In this regard, the Committee shall, policies designed to ensure the Authority's compliance with the approval of the Board,~~

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~~(1) establish policies to legal and regulatory matters; and (2) promote honest and ethical conduct by Authority Trustees, officers and employees so as to enhance public confidence in the Authority. To accomplish these objectives the Committee shall:~~

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~~a. (2) review and update Review at least annually the Authority's Code of Conduct, By laws and and require the Corporate Secretary to make revisions to the Code for consideration and approval by the Board of Trustees.~~

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~~b. Provide oversight and guidance to the Authority's Vice President of Labor Relations and Chief Ethics and Compliance Officer relating to the programs and policies of the Authority designed to ensure compliance with applicable laws and regulations.~~

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~~c. Advise the Board of Trustees on current best governance practices and trends.~~

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~~d. Periodically review and as necessary recommend changes to the Authority's by-laws.~~

~~e. Periodically review and as necessary recommend changes to the Authority's written corporate policies regarding, including policies relating to conflicts of interest, corporate governance principles, equal opportunity employment, the procurement of goods and services, the acquisition and disposition of real and personal property, or interests therein, the disclosure of the names of record keeping and reporting of contacts by persons who attempt to influence the Authority's procurement process, regulations and rate proceedings, and the protection of whistleblowers.~~

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~~f. Report at least annually to the Board of Trustees on matters relating to the Authority's compliance with the Code of Conduct and applicable legal and regulatory matters, and make such recommendations as the Committee deems appropriate.~~

~~(2) Trustee Performance~~

~~The Committee shall advise Trustee appointing authorities on the skills and experiences required of Trustees, and perform Trustee self-evaluations.~~

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~~(3) — review annually, the compensation and benefits of all Investigations and Meetings~~

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~~The Committee shall have the authority to authorize investigations into any matter within the Committee’s purview. The Committee may retain independent counsel, accountants, or other professions pursuant to the Authority’s procurement and expenditure policies and procedures to assist it in the conduct of any such investigations. The Committee shall have the authority to meet with Authority staff on compliance issues.~~

~~(4) Hiring~~

~~The Committee shall review and approve the hiring of the following non-statutory officers of the Authority, the Inspector General and the Vice President of Internal Audit, and: President and Chief Executive Officer, Chief Operating Officer, Executive Vice President and General Counsel, Executive Vice President and Chief Financial Officer and Corporate Secretary.~~

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~~(4) — review any reports received from the Office of the Inspector General, including its investigations relating to security, corruption, fraud, criminal activity, waste or abuse.~~

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~~D.(5) STAFF Reports~~

~~The Vice President of Labor Relations and Chief Ethics and Employee Resources, the Inspector General Compliance Officer and the Vice President Procurement and Real Estate shall report to the Committee at all regularly scheduled meetings.~~

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~~The Committee has shall have the power authority to require Ethics, Office of the Inspector General and Procurement and Real Estate staff to prepare additional reports and to produce documents for review. It also has the power to meet with any staff on compliance issues and to direct the Corporate Secretary to prepare such revisions to the Code of Conduct as the Committee may deem necessary, for approval by the Board review.~~

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