



AAS GOVERNANCE COMMITTEE CHARTER

This Governance Committee Charter was adopted by Altitude Access Solutions, Inc. (AAS) a business corporation and subsidiary of the Syracuse Regional Airport Authority (SRAA) (the “Authority”), a public benefit corporation established under the laws of the State of New York, on the 10th day of April 2026.

ARTICLE I PURPOSE

Section 1.1 Pursuant to Public Authorities Law § 2824(7), the purpose of the Governance Committee is to assist AAS by:

1. Keeping the AAS Board informed of current best governance practices;
2. Reviewing corporate governance trends;
3. Recommending updates to AAS’s corporate governance principles;
4. Advising those responsible for appointing members to the AAS Board on the skills and experiences required of potential Board members;
5. Examining ethical and conflict of interest issues;
6. Performing Board self-evaluations;
7. Recommending By-Laws, which include rules and procedures for conduct of Board business, and amendments thereto; and
8. Any other tasks assigned to it by this Charter, the AAS Board, or Public Authorities Law § 2824(7), as amended.

ARTICLE II ORGANIZATION OF THE COMMITTEE

Section 2.1 Composition of Committee; Appointment of Members

The Governance Committee shall be established as set forth in and pursuant to Section 4.01 of the AAS By-Laws. The Governance Committee shall consist of not less than three (3) independent members, as defined in Public Authorities Law § 2825(2) and in accordance with

Public Authorities Law § 2824, as such may be amended, who shall constitute a majority on each committee, and who shall possess the necessary skills to understand the duties and functions of the Committee. The AAS Board will appoint the Governance Committee members, and the Chair of AAS will designate the Governance Committee Chair.

Section 2.2 Qualifications of Committee Members

Governance Committee membership shall be governed by Public Authorities Law § 2825. Ideally, all members on the Governance Committee shall be knowledgeable or become knowledgeable in matters pertaining to governance.

ARTICLE III DUTIES AND RESPONSIBILITIES OF THE GOVERNANCE COMMITTEE

Section 3.1 Responsibilities

To accomplish the objectives of good governance and accountability, the Governance Committee has responsibilities related to: (a) AAS' corporate governance principles and practices; (b) evaluation of AAS policies; and (c) other miscellaneous issues.

Section 3.2 Duties

AAS has delegated to the Governance Committee the power and authority necessary to discharge its duties, including the right to:

1. Meet with and obtain any information it may require from AAS staff.
2. Obtain advice and assistance from in-house or outside counsel, accounting and other advisors as the Committee deems necessary.
3. Solicit, at the AAS' expense, persons having special competencies, including legal, accounting, or other consultants as the Committee deems necessary to fulfill its responsibilities, and to present such contracts to AAS for its approval.
4. Solicit information, input and recommendations from Board members and other appropriate sources regarding recommendations to Board appointing authorities.

Section 3.3 Corporate Governance Principles and Practices

The Governance Committee shall be authorized to:

1. Develop and recommend Corporate Governance Principles for adoption by AAS.
2. Develop governance practices based upon adopted Corporate Governance Principles. These practices should address transparency, independence, accountability, fiduciary

responsibilities, and management oversight.

3. Develop and recommend to AAS the number and structure of committees to be created by AAS.
4. Develop and recommend Board member development, administration and management principles and practices for adoption by AAS.
5. Review on a regular basis and recommend to the Board updates as necessary to the Board member development principles, practices, and policies.
6. Develop and recommend to AAS any required revisions to AAS' written policies as they pertain to Board member development principles and practices.
7. Obtain any information and training needed to enhance Board members' understanding of the current best practices in Board member development, administration, and management trends.
8. Annually review, assess, and make necessary changes to Board member development, administration and management principles and practices.

Section 3.4 Member Training and Self-Evaluations

The Governance Committee shall:

1. Develop and provide recommendations to AAS regarding member education, including new member orientation and regularly scheduled member training to be obtained from state-approved trainers.
2. Develop and provide recommendations to AAS on member performance evaluations, including coordination and oversight of such evaluations and self-evaluations of members, AAS, AAS senior management and AAS committees in AAS' overall governance process.
3. Develop the competencies and personal attributes required of members to assist those authorized to appoint members to the AAS Board in identifying qualified individuals.

Section 3.5 Evaluation of AAS Policies

The Governance Committee shall:

1. Review on a regular basis and recommend to AAS updates to any applicable policies.

2. Develop and recommend to AAS any other policies or documents relating to its governance. The Governance Committee will oversee the implementation and effectiveness of the By-Laws and other governance documents and recommend modifications as needed.

Section 3.6 Other Duties and Responsibilities of the Governance Committee.

The Governance Committee shall:

1. Obtain any information and training needed to enhance the Governance Committee members' understanding of the current best practices in corporate governance and corporate governance trends.
2. Review the Governance Committee's Charter annually, reassess its adequacy, and recommend any proposed changes. The Governance Committee Charter will be updated as applicable laws, regulations and corporate governance standards change.
3. Annually review, assess, and make necessary changes to the Corporate Governance Principles and governance practices.
4. Conduct an annual self-evaluation of its performance, including its effectiveness and compliance with the Charter.

Section 3.7 Reports

The Governance Committee shall:

1. Report its actions and recommendations to the AAS Board at regular meetings.
2. Provide a self-evaluation of the Governance Committee's duties and responsibilities on an annual basis.

Section 3.8 Resources

AAS will ensure that the Governance Committee has sufficient resources to carry out its duties and responsibilities.

ARTICLE IV MEETINGS

Section 4.1 Number

The Governance Committee will meet as determined annually by the AAS Board in order to adequately fulfill all the duties and responsibilities outlined in the Charter.

Section 4.2 Attendance

Members of the Governance Committee are expected to attend each committee meeting, in person or via videoconference

Section 4.3 Meeting Agendas

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

Section 4.4 Rules of Procedure

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

Section 4.5 Open Meetings Law

Meetings of the Governance 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. 3 of 2026, April 10, 2026