

**Central New York
Regional Transportation Authority**

2025 Report to the Legislature on Subsidiaries



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The parent corporation of all of the listed subsidiaries below is the ***Central New York Regional Transportation Authority (CNYRTA)***, which was formed in 1970 to continue mass transit services in Central New York. Other counties deemed eligible by state law to become members of the CNYRTA were Oswego, Cayuga, Oneida, Jefferson, Madison and Cortland. At this time, Oswego, Cayuga and Oneida (in addition to the legislated original member Onondaga County) have elected to become member counties. Subsidiaries have been created primarily, though not exclusively, based on the counties in which the Authority provides transit services. ***The CNYRTA is located in an administrative, bus maintenance and bus storage facility at 200 Cortland Ave., Syracuse, NY 13202***, which is also the home of several of the subsidiaries as shown below.

CNY Centro, Inc.
200 Cortland Ave
Syracuse, NY 13202 315-442-3400

Senior Executive: Christopher Tuff, Chief Executive Officer of CNYRTA and all subsidiaries

This is by far the largest subsidiary of the CNYRTA and provides extensive central support services from this location. The CNYRTA headquarters is also located at this facility.

Description of Operations:

CNY Centro in Onondaga County is the original CNYRTA bus operation, commencing service in January of 1972, taking over for the privately owned and bankrupt Syracuse Transit Corporation. CNY Centro (the fixed route operation) is the largest subsidiary and is the nucleus of the regional Centro system. In addition to traditional core regular-route services fundamental to its mission, CNY Centro provides specialized large-scale services which enhance the quality of life and help power the economic engine of the community. These types of services include an extensive network of Park-n-Ride shuttle services from remote locations in the region to the main gate of the New York State Fair and open-to-the-public mass transit services within and around the Syracuse University campus and to all JMA Wireless Dome events. CNY Centro is a participant in the “Connective Corridor”, which is a collaborative effort between the City of Syracuse, Syracuse University, and the CNYRTA and which is supported by federal and state grants. In 2012 the Authority opened the new Centro Transit Hub. This significant event made way for the rapid acceleration of the development of the main downtown business corridor. The approximate fleet size is 149 large buses. CNY Centro staff provides all support and administrative functions (marketing & public communications, accounting, payroll & human resources, procurement, information technology, route planning, maintenance and operations oversight, training, safety and security) for its sister subsidiary operations, the largest of which is now Centro of Oneida, Inc.

Centro Call-A-Bus, Inc.
200 Cortland Ave.
Syracuse, NY 13202 315-442-3400

Call-A-Bus Manager: Joshua Gardner
Senior executive: Rahmin Azria, Associate Vice-President of Operations

Description of Operations:

Centro Call-A-Bus is the complementary paratransit service to CNY Centro's fixed route service, required by the Americans with Disabilities Act since the early 1990s. Call-A-Bus is a CNYRTA innovation that was a pioneer endeavor starting in 1974 (though not required by law until the ADA was passed sixteen years later). The demand for rides on Call-A-Bus continues to trend upward. In 2017, the Syracuse office assumed responsibilities for customer service and scheduling for all four counties (Cayuga, Oneida, Onondaga, Oswego) serviced by Call-A-Bus. The approximate fleet size is 31 vehicles; some subcontracted service is operated by qualified taxi and van operators.

Centro of Oneida, Inc.
185 Leland Ave.
Utica, NY 315-797-1121

General Manager: KC Martin
Senior executive: Rahmin Azria, Associate Vice-President of Operations

Description of Operations:

This second largest CNYRTA subsidiary (22 buses) includes two separate "divisions", one serving Utica and surrounding towns, and one serving the City of Rome. The Centro of Oneida management team, located at the Utica facility, supervises both divisions. The CNYRTA service assumptions in both Utica and Rome, at the request of the Oneida County Board of Supervisors in 2005, allowed a single management entity for both divisions, resulting in savings in personnel and administrative costs. Utica's operations are located in a leased garage / office facility at Leland and Wurz Avenues in Utica, there is a leased sales office / information center in the Radisson Hotel on Genesee Street. Through federal grants obtained by the City of Utica, a new transit hub opened in 2013, allowing reduced traffic / bus congestion on the main business corridor in Utica, facilitating continued business development of Genesee St.

The Utica division of Centro of Oneida operates 28 buses in fixed route and paratransit services and has approximately 15 salaried employees who focus mainly on operating and maintenance activities in both Utica and Rome.

The Rome division of Centro of Oneida operates six buses in fixed route and paratransit service. On November 2, 2020 a new Transit Hub was opened on in Rome, on West Liberty Street. The Hub is climate controlled for year-round use. The waiting area has seating and space for mobility

device customers. Additionally, video monitors provide live bus information for the public. A maintenance / storage building on Race St., is leased from the City of Rome for a nominal annual amount. Light vehicle repairs and servicing only are performed in Rome, with heavier maintenance performed at the Utica facility or in Syracuse at the main Centro facility, as time and space allow. The Centro system in Rome is much more user-friendly and responsive to community needs since the CNYRTA took over this operation from the City of Rome in 2005.

Centro of Oswego, Inc.
512 E. Seneca St.
Oswego, NY 13126 315-342-4400

Manager: Timothy Sinclair
Senior executive: Rahmin Azria, Vice-President of Operations

Description of Operations:

Centro of Oswego, which operates 14 buses in fixed route and paratransit services in the cities of Oswego and Fulton, as well as in several rural areas of Oswego County, provides extensive service to students at SUNY Oswego, including on-campus circulators, routes that link to the Oswego community, and connections to passenger rail and intercity buses at the Authority's Regional Transportation Center in Syracuse. Centro of Oswego also has an agreement with a local community college in Fulton for transportation of students.

The Authority's collective Centro bus fleets and personnel are key support elements of the federally mandated nuclear emergency evacuation plans for the Oswego area, which has **three** nuclear power plants in the Town of Scriba, just east of the City of Oswego. The Oswego County Department of Emergency Management provides training for Centro employees on an annual basis.

Centro of Cayuga, Inc.
5 Frank Smith St.
Auburn, NY 13021 315-685-7075

Manager: Timothy Sinclair
Senior executive: Rahmin Azria, Vice-President of Operations

Description of Operations:

Centro of Cayuga operates 13 buses in fixed route and paratransit services and a network of regional and intercity routes to employment and retail centers as well as to the Authority's Regional Transportation Center in Syracuse and has an agreement with Cayuga Community College in Auburn for transportation of students.

Centro of Cortland, Inc.
44 Grant Street
Cortland, NY 13045 607-605-5555

Manager: Timothy Sinclair
Senior executive: Rahmin Azria, Vice-President of Operations

Description of Operations:

Launched in 2025, Centro of Cortland provides both fixed-route and ADA-mandated paratransit services throughout Cortland County. The system operates a fleet of 9 large buses and 4 small buses, offering essential mobility for residents and connecting key destinations. Service areas include the City of Cortland, Homer, Marathon, and Cincinnatus, along with key destinations such as Walmart, Tompkins Cortland Community College, and Greek Peak. Centro of Cortland operates from a light maintenance and administrative facility located in Cortland, with additional operational, administrative, and technical support provided by CNY Centro, Inc. in Syracuse. This structure ensures reliable service delivery, coordinated oversight, and efficient use of regional resources.

Centro Parking, Inc.
200 Cortland Ave.
Syracuse, NY 13202 315-442-3300

Senior executive: Geoff Hoff, Vice-President of Fleet & Facilities

Description of Operations:

In an effort to increase locally generated revenues which can, in turn, subsidize transit services, Centro Parking was created by the Authority in 1978. As of August 1, 2019, the contract for managing two multi-level parking garages and a small valet service for State University of New York's Upstate Medical University (SUNY Upstate) was not renewed. Centro Parking leases land from New York State located under Interstate Route 81, where it sells monthly parking spaces to individuals and institutions.

Intermodal Transportation Center, Inc.
1 Walsh Cir.
Syracuse, NY 13208 315-478-1936

Senior executive: Geoff Hoff, Vice-President of Fleet & Facilities

Description of Operations:

In 1998 the Authority, together with its subsidiary corporation Intermodal Transportation Center, Inc. (ITC, Inc.), opened the William F. Walsh Regional Transportation Center (RTC) located on Walsh Circle near the Destiny USA and the Regional Market in the City of Syracuse. Since 1998,

the existence of the RTC has accounted for at least 40,000 annual transit rides provided by its fellow Centro bus operating subsidiaries.

The RTC fulfills its mission within the Central New York region, enhancing tourism and providing people with the opportunity, since 1998, to move efficiently between different “modes” of transportation in a safe, clean, positive environment. These transportation modes include intercity rail (Amtrak), intercity bus (Greyhound, Trailways and Flixbus), and regional / local mass transit (via the Authority’s regional Centro bus operations). Convenient connections to Syracuse’s Hancock International Airport (six miles away) are also available through local taxi operators. Parking is convenient and the food court serves hundreds of travelers each day. Upgrades to the parking lot increased the number of parking spaces from 130 to 270. In November 2020, a new revenue collection system was installed, improving security. Consequently, both improvements will increase our revenue.

**Designated Recipient Services, Inc.
200 Cortland Ave.
Syracuse, NY 13202 315-442-3300**

This subsidiary exists to pass through specific New York State public transit funding earned by a private bus company which operates a portion of a regular route in Onondaga County, thereby qualifying it for such assistance. Designated Recipient Services, Inc. also serves the purpose of sheltering the assets of the Authority and its sister subsidiaries from potential liability caused by such private carrier. This subsidiary has neither employees nor assets.

Website for additional information about the CNYRTA and all subsidiaries:
www.centro.org

Subsidiary Organization Chart

The attached chart (Attachment #1) shows the common board structure, the general function and creation date of each subsidiary.

Management Structure Organization Chart

The attached Corporate Function organizational chart (Attachment #2) shows how the Authority is structured to conduct the affairs of both the Authority itself and its subsidiaries. The corporate and support activities are centralized in Syracuse for all subsidiaries.

Board of Members of CNYRTA and Subsidiaries

All of the subsidiaries of the Central New York Regional Transportation Authority have a common board of directors with the Central New York Regional Transportation Authority itself. A list of these members and any offices they hold is attached (Attachment #3).

By-Laws

The By-Laws of the Authority and each of its subsidiaries are identical; the Authority version is attached (Attachment #4).

Legal Organizational Papers

See the attached Enabling Legislation of the CNYRTA (Attachment #5), which among other things, allows the creation of subsidiaries to carry out its purposes in Sec. 1332 (5) which states in part:

The authority may acquire, hold own, establish, construct, effectuate, operate maintain, renovate, improve, extend or repair any of its facilities through, and cause any one or more its powers, duties, functions or activities to be exercised or performed by, one or more wholly owned subsidiary corporations of the authority and may transfer to or from any such corporation any moneys, real property or other property for any of the purposes of this title. The directors or members of each such subsidiary corporation shall be the same persons holding the offices of members of the authority. Each such subsidiary corporation and any of its property, functions and activities shall have all of the privileges,

immunities, tax exemptions and other exemptions of the authority and of the authority's property, functions and activities. Each such subsidiary corporation shall be subject to the restrictions and limitations to which the authority may be subject. Each subsidiary shall be subject to suit in accordance with section thirteen hundred forty-one of this title. The employees of any such subsidiary corporation, except those who are also employees of the authority, shall not be deemed employees of the authority.

See also the Certificates of Incorporation for each subsidiary, also enclosed. (Attachment #6)

Mission Statement / Statement of Purpose and Necessity of subsidiaries

The unified mission statement for the CNYRTA and its subsidiaries (approved in 2024 by the Authority Budget Office) is as follows:

The mission of the Central New York Regional Transportation Authority is to be a driving force moving communities forward.

The enabling legislation of the Central New York Regional Transportation Authority (Article 5, Title 11-D) contains the following sections regarding purpose and necessity:

Sec. 1329 (1) The purposes of the authority shall be the continuance, further development and improvement of transportation and other services related thereto within the transportation district, by railroad, omnibus, marine and air, in accordance with the provisions of this title.

Sec. 1329 (2) It is hereby found and declared that such purposes are in all respects for the benefit of the people of the state of New York and the authority shall be regarded as performing an essential governmental function in carrying out its purposes and in exercising the powers granted by this title.

Each of the Authority's subsidiary corporations are directly related to the purpose of public transportation and services related directly thereto.

Projects:

All major capital projects, such as replacement of buses and related equipment, and the construction or improvement of any transit facilities, are funded by mass transit capital grants provided by the Federal Transit Administration (FTA) of the U.S. Department of Transportation (usually 80%), the New York State Department of Transportation (usually 10% match to the 80% federal, but 100% of certain projects). These projects are considered projects of the parent public benefit corporation, the Central New York Regional Transportation Authority, pursuant to a formal Transportation Improvement Program (TIP) in the urbanized areas of Syracuse and Utica. The Authority, rather than the specific subsidiary, is the formally approved "Designated Recipient" for all federal transit funds in its region. Non-urbanized operations in Oswego, Cayuga and Cortland counties, and in the city of Rome can receive federal capital funds for non-urbanized areas, as well as 100% state dedicated funds from time to time. All urban, non-

Significant capital projects completed in 2025:

1. Bathroom Renovations – Administration and Maintenance – CNY Centro, Inc.

2. Bus Wash Air Dryer System – CNY Centro, Inc.
3. Diesel Fuel Tank Replacement – Centro of Oneida, Inc.
4. Fire Alarm System Upgrades
5. Installation - Electrical Service on East Side of Building – CNY Centro, Inc.

Significant capital projects in progress (at this time):

(The majority of projects continue to be ongoing and/or behind schedule due to supply chain issues.)

1. Backup Generators – Centro of Auburn and Centro of Oswego, Inc.
2. Bus Rapid Transit and System Redesign Project
3. Paratransit Buses: Replacements – Nine (9) Diesel and Gasoline – CNY Centro, Inc.
4. Renovation/Rehabilitation of Compressed Natural Gas Fueling Station - CNY Centro, Inc.
5. Siding and Door Replacement – Main Apron – CNY Centro, Inc.
6. Transit Stop Enhancements – Real Time Solar Signage – CNY Centro, Inc.
7. Trench Drains Replacement – CNY Centro, Inc.
8. Utica/Rome Facility Consolidation – Centro of Oneida, Inc.

Central New York Regional Transportation Authority General Management Organization Chart

CNYRTA
Board of Members

Chief Executive Officer



Rahmin Azria
VP of Operations

- Bus Operations
- Paratransit Services (Call-A-Bus)
- On-Demand Services (MOVE)
- Special Operations (NYS Fair)
- Transit Hub Management
- Subsidiary Management

Bruce Fong
VP of IT

- General System(s) Management
- User Management
- Technology Help Desk
- Data Management (Backup & Recovery)
- Disaster Recovery Plan
- Cybersecurity & Physical Access Security
- PCI Compliance
- Software & Change Management

Jackie Musengo
VP of Human Resources

- Recruiting
- Labor Relations
- Training
- Benefits Administration
- Ethics
- Insurance Policy Management
- HR Compliance
- Workers Compensation
- Substance Abuse Program
- Safety & Security
- EEO Program

Chris Tuff
Chief Executive Officer

- Elected Representative's Liaison
- Board of Members Liaison
- Community Stakeholder Engagement
- Transit Funding Strategy & Analysis
- Internal Control Officer

Bren Daiss
VP of Public Affairs & Planning EEO Officer

- Corporate & Public Communications
- Customer Service/Reception
- Marketing & Research
- Transit Advertising
- Operations Planning
- Route Scheduling
- Transit Operating Data
- Contract Services
- Subcontract Services
- Mail/Copy Services
- EEO Officer

Geoff Hoff
VP of Fleet & Facilities

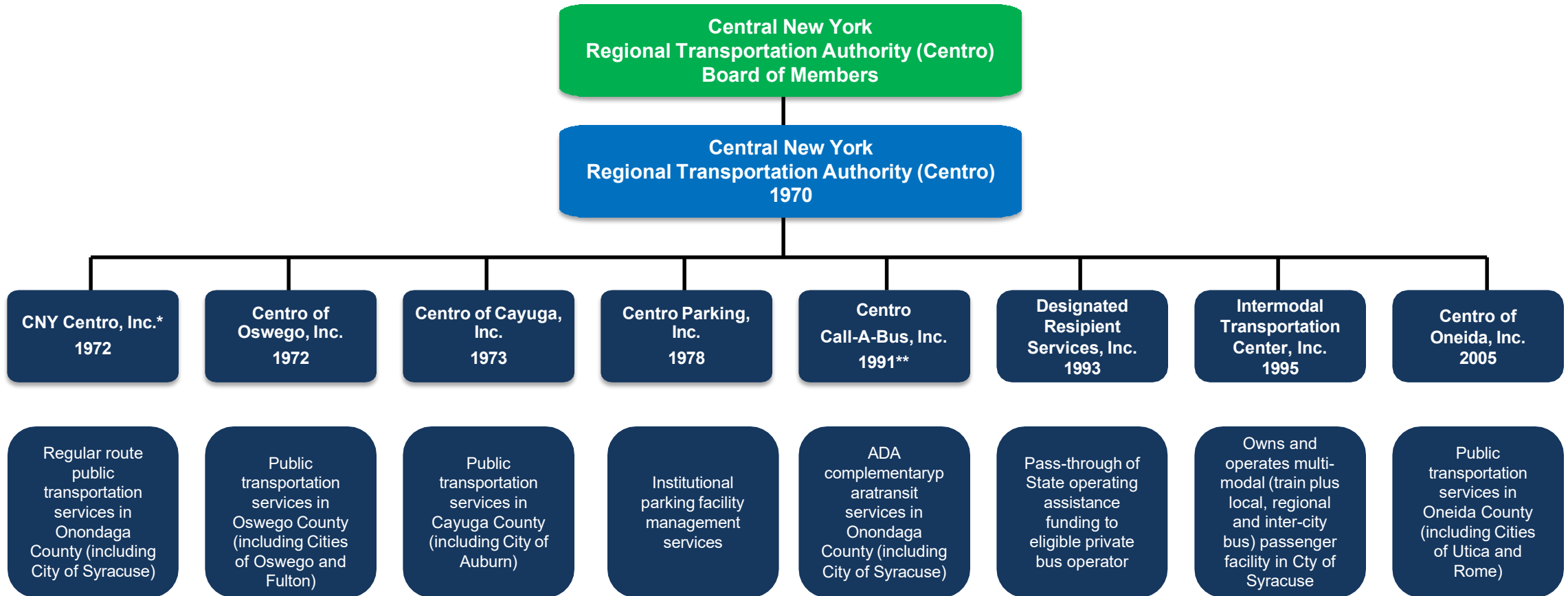
- Vehicle & Facility Maintenance & Repairs
- Vehicle Maintenance & Facility Safety Training & Development
- Facility Safety & Compliance
- Regional Transportation Center Management
- Transit Asset Management

Melissa Brim
VP of Finance

- Accounting
- Finance & Budgeting
- Payroll
- Procurement
- Grant Administration
- Revenue Operations
- Inventory Management
- Financial Reporting & Compliance
- Disadvantaged Business Enterprise (DBE) Liaison Officer
- Capital Asset Planning & Management



Central New York Regional Transportation Authority Subsidiary Corporation Organization Chart



* By far, the largest subsidiary; provides support services (general supervision, payroll, marketing, scheduling, planning, accounting, HR, etc.) for all other subsidiaries as a separate corporation.

**Call-A-Bus service has been provided as part of CNY Centro, Inc. operations since 1974.



**CENTRAL NEW YORK REGIONAL TRANSPORTATION AUTHORITY
BOARD OF MEMBERS**

<u>Name</u>	<u>Office Held</u>	<u>Appointing Entity</u>
Laino, Nicholas F.	Chairman	Oneida County
Davis, Sr. Anthony Q	Vice Chairman	City of Syracuse
Lattimore, Darlene DeRosa	Secretary	Cayuga County
Fitzgerald, Tina	Treasurer	Governor's Office
Burke, Neil		City of Syracuse
Cuculich, Robert F.		Onondaga County
Snow, Heather		Oswego County
Lawrence, Julius L.		City of Syracuse
Francis Saya		Bargaining Unit
Williams, Louella		Onondaga County
Open Seat		Oneida County
Open Seat		Onondaga County
Open Seat		Onondaga County
Open Seat		Onondaga County
Open Seat		Cortland County

All Board Members are appointed by the Governor. The local government shown above nominates candidates for each open seat and forwards the names to the Governor. After appointment by the Governor, Members must also be confirmed by the New York State Senate. The respective formal nominating entities for CNYRTA are: City of Syracuse: Syracuse Common Council, Onondaga County: Onondaga County Legislature, Oswego County: Oswego County Legislature, Cayuga County: Cayuga County Legislature, and Oneida County: Oneida County Board of Legislators. The non-voting bargaining unit representative is nominated by the largest bargaining unit representing the CNYRTS employees, currently Amalgamated Transit Union Local 580.

As of December 31, 2025

BY-LAWS
OF
CENTRAL NEW YORK REGIONAL TRANSPORTATION AUTHORITY

ARTICLE I
THE CORPORATION

SECTION 1.1 DESCRIPTION

CENTRAL NEW YORK REGIONAL TRANSPORTATION AUTHORITY (the "Authority" or the "Corporation") is a public benefit corporation of the State of New York created by and having the powers and functions as set forth pursuant to Sections 1325-1348 of the Public Authorities Law of the State of New York, as amended, (the "Act").

SECTION 1.2 MEMBERSHIP

The Membership of the Corporation shall consist of as many Members as are appointed to the Authority Board by the Governor of the State of New York upon the advice and consent of the New York State Senate and hold office pursuant to the provisions of the Act. The Membership of the Corporation is hereinafter referred to as the "Board", and the individual members of the Board are hereinafter referred to as "Members".

SECTION 1.3 OFFICES

The principal office and corporate offices of the Corporation shall be located in the City of Syracuse, County of Onondaga and State of New York, or as the Board may, from time to time, determine to be necessary or appropriate for the conduct of the affairs of the Corporation.

SECTION 1.4 SEAL

The official seal of the Corporation shall be in a design, circular in form, bearing the words and dates as follows:

[seal]

SECTION 1.5 FISCAL YEAR

The fiscal year of the Corporation shall begin on the 1st day of April in each calendar year and shall end at the close of business on the 31st day of March in the following calendar year.

ARTICLE II

MEETINGS/COMMITTEES MEETINGS

SECTION 2.1 ANNUAL MEETING

The Annual Meeting of the Corporation shall be held no later than the last Tuesday of April in each year. Whenever a quorum is not present at the Annual Meeting, a substitute Annual Meeting shall be called in the same manner as is provided for the calling of a Special Meeting of the Corporation.

SECTION 2.2 REGULAR MEETINGS

Regular Board meetings shall be held at such places and at such times as are agreed upon by the Board.

SECTION 2.3 SPECIAL MEETINGS

Special meetings of the Board may be called at any time by the Chairperson or in his or her absence by the Vice Chairperson, or by the Executive Director, and shall be called by the Chairperson, or in his or her absence by the Vice Chairperson, or by the Executive Director, upon the request of three (3) Members then in office. It shall be the duty of the Chairperson, or in his or her absence, of the Vice Chairperson, or the Executive Director, to issue a call for a special Board meeting within a reasonable time after receipt of such request of such three (3) Members. Written notice of each special meeting shall be given by the Secretary, or in his or her absence, by the Chairperson or Vice Chairperson or by the Executive Director, specifying the time and place of such meeting, addressed to the respective Members at such address as each Member notifies the Corporation is his or her official address for the receipt of such notices, and if possible shall be deposited in the Post Office at least forty-eight hours prior to the time fixed for such meeting. Such notice shall also state the purpose of such meeting, and no business other than that stated in the notice shall be transacted at such special meeting, unless every member of the Corporation then in office is present, and it is unanimously agreed to consider matters other than those specifically provided for in the notice of such meeting. A special meeting of the Members of the Corporation may be held at any time and at any place, and any action may be taken thereat if notice and lapse of time be waived in writing by four-fifths (4/5) of the Members of the Corporation.

SECTION 2.4 WAIVER OF NOTICE

Notice of any Board meeting of the Corporation need not be given to any Member if waived in writing by him or her either before or after such meeting, or if he or she shall be present at such meeting. No notice need be given of any such meeting if all of the Members then in office shall be present thereat. Notice of an adjourned meeting need not be given to any Member present at the time of the adjournment. Nothing contained herein or in these By-Laws shall override any statute, rule or regulation enacted or promulgated in or by the State of New York or any applicable Court decision relating to the conduct of Public Meetings in the State of New York.

SECTION 2.5 CONDUCT OF MEETINGS

Except as otherwise required by the Act, a majority of whole number of Members of the Corporation shall constitute a quorum for the transaction of business. Except as otherwise required by the Act, the Corporation shall have the power to act, for the transaction of business, or the exercise of any power of the Corporation by the majority of the Members of any meeting at which a quorum is in attendance. The majority of the Members, whether or not a quorum is present, may adjourn any meeting to another time and place. New York State Public Officers Law provisions as interpreted by rule, regulation or applicable Court decision shall govern the conduct of Executive Sessions. The conduct of Board ~~and committee~~ meetings shall be governed by Roberts Rules of Order.

SECTION 2.6 ORDER OF BUSINESS

The order of business at all Board meetings shall be set by the Chairperson.

SECTION 2.7 COMMITTEES

ARTICLE III

COMMITTEES

SECTION 3.1 COMMITTEES

The Board may, by Resolution, designate one or more committees. The Chairperson shall appoint all committees as are deemed necessary to carry out the purposes of the Corporation.

ARTICLE III

SECTION 3.2 AUDIT AND FINANCE COMMITTEE

The Board shall establish an Audit and Finance Committee (by merging the Authority's Finance Committee into the Audit and Finance Committee). The Audit and Finance Committee shall be comprised of Independent Members as defined, from time to time, by New York statute. The Audit and Finance Committee shall, among its other responsibilities, recommend to the Board the hiring of a certified independent accounting firm for the Authority, establish the compensation to be paid to the accounting firm and provide direct oversight of the performance of any independent audit performed by the accounting firm hired for such purposes.

SECTION 3.3 GOVERNANCE COMMITTEE

The Board shall establish a Governance Committee. The Governance Committee shall be comprised of Independent Members as defined, from time to time, by New York statute. It shall be the responsibility of the members of the Governance Committee to keep the Board informed of current best governance practices; to review corporate governance trends; to update the

Authority's corporate governance principles; and to advise appointing authorities on the skills and experiences required of potential Board members.

ARTICLE IV

BOARD MEMBERS

SECTION 4.1 ROLE AND RESPONSIBILITY OF BOARD MEMBERS

The Board shall (a) execute direct oversight of the Authority's Chief Executive and other senior management in the effective and ethical management of the Authority; (b) understand, review and monitor the implementation of fundamental financial and management controls and operational decisions of the Authority; (c) establish policies regarding the payment of salary, compensation and reimbursements to, and establish rules for the time and attendance of, the Executive Director and senior management; (d) adopt a code of ethics applicable to each officer, Member, director and employee that, at a minimum, includes the standards established in Section 74 of the Public Officers Law as may be amended or superseded from time to time; (e) establish written policies and procedures on personnel including policies protecting employees from retaliation for disclosing information concerning acts of wrongdoing, misconduct, malfeasance, or other inappropriate behavior by an employee or Board Member of the Authority, investments, travel, the acquisition of real property and the disposition of real and personal property and the procurement of goods and services; and (f) adopt a defense and indemnification policy and disclose such plan to any and all prospective Board members.

The Board shall approve financial reports submitted to the State of New York and shall designate other senior management, if any, to certify financial reports in addition to the Executive Director's and the Chief Financial Officer's required certification in writing that based

on his or her knowledge that the information provided therein (a) is accurate, correct and does not contain any untrue statement of material fact; (b) does not omit any material fact which, if omitted, would cause the financial statements to be misleading in light of the circumstances under which such statements are made; and (c) fairly presents in all material respects the financial condition and results of operations of the Authority as of, and for, the periods presented in the financial statements.

SECTION 4.2 OTHER POSITIONS PROHIBITED

No Board Member, including the Chairperson, shall serve as the Executive Director, Chief Financial Officer, Comptroller, or hold any other equivalent position while also serving as a Member of the Board.

ARTICLE V

BOARD OFFICERS

SECTION 3-1 5.1 BOARD OFFICERS

The Board Officers of the Corporation shall be a Chairperson, Vice Chairperson, Treasurer and Secretary or such additional Board Officers as the Board may decide, all of whom shall be elected from among the Members duly appointed to the Authority Board by the Governor of the State of New York. Such officers shall be elected at the Annual Meeting of the Corporation. All Board Officers shall hold office until their successors are chosen and qualify in their stead.

SECTION 3-2 5.2 DUTIES OF CHAIRPERSON

The Chairperson shall preside at all meetings of the Board. He or she may sign and acknowledge on behalf of the Corporation all contracts, notes, bonds, or other evidences of indebtedness when so authorized by Resolution of the Corporation and shall perform such other duties as may be assigned to him or her from time to time by the Board.

SECTION 3-3 5.3 DUTIES OF VICE CHAIRPERSON

The Vice Chairperson shall perform the duties of the Chairperson in the event the office of Chairperson is vacant or in the event the Chairperson is unable to perform such duties by reason of illness, disability or absence, and shall perform such other duties as the Board shall designate.

SECTION 3-4 5.4 DUTIES OF SECRETARY

The Secretary shall keep the Minutes of the meetings of the Corporation, attend to the service of notices of all meetings, regular or special; shall affix the seal to all papers or documents as may require it; shall attend to such correspondence as may be assigned; shall perform all the duties as the Corporation may designate. The Corporation may designate an Assistant Secretary who, in the absence or incapacity of the Secretary, shall perform the duties of that office.

SECTION 3-5 5.5 DUTIES OF TREASURER

The Treasurer shall act in an advisory capacity and as liaison, when necessary, between the Finance or Budget Committees of the Authority Board and the Corporate Officers; and shall perform such other duties and powers as shall from time to time be prescribed by the Board. The

Corporation may designate an Assistant Treasurer who, in the absence or incapacity of the Treasurer, shall perform the duties of that office.

SECTION 3-6 5.6 AUTHORIZATION FOR OFFICIAL TRANSACTIONS

The Corporation, by Resolution, shall designate those Officers and/or employees who are authorized to sign legal and financial documents on behalf of the Corporation. A minimum of two (2) authorized signatures will be required on all such transactions unless otherwise specifically Resolved by the Board.

ARTICLE IV VI

CORPORATE OFFICERS

SECTION 4-1 6.1 EXECUTIVE DIRECTOR

There shall be appointed by the Corporation an Executive Director ~~of the Corporation~~ who shall serve in such capacity at the pleasure of the Board. The Executive Director shall be responsible to the Board for the administration of the Corporation's affairs. Unless the Board determines otherwise, the Executive Director shall be the Chief Executive and Operating Officer of the Corporation and shall conduct the business of the Corporation. The Executive Director shall exercise supervision of all functions of the Corporation within the framework of policy established by the Board. The Executive Director shall be responsible for the implementation of all ~~resolutions~~ Resolutions, orders, programs or projects of the Corporation. The Executive Director shall attend meetings of the Corporation as directed with the privilege of taking part in the discussion and shall recommend such measures as may be necessary or expedient, and shall perform such other duties and have such other powers as may be prescribed by law or by the

Board. The Executive Director shall have all necessary incidental powers to perform and exercise any of the duties and functions specified above or lawfully delegated by the Board from time to time. The Executive Director shall report to the Chairman and the Other Members on the progress of all programs.

SECTION 4.2 6.2 ADDITIONAL OFFICERS

The Corporation may appoint additional officers, including without limitation a Chief Financial Officer who may also be the Vice President of Finance and Administration, to be assigned such duties and responsibilities as the Corporation from time to time determines.

ARTICLE VII V

EMPLOYEES

SECTION 5.1 7.1 EMPLOYEES AND CONSULTANTS

There may be retained or employed, such other persons, firms or corporations as are desired by the Corporation and as are permitted by law.

ARTICLE VI VIII

BONDING

SECTION 6 8. BONDING

The Executive Director and such other employees as the Corporation shall from time to time determine, shall be covered by a fidelity bond or bonds conditioned upon the faithful performance of the duties of their offices, the amount and sufficiency of which shall be specified by the Corporation and the premiums therefor shall be paid by the Corporation.

ARTICLE VIII

BY-LAWS

SECTION 7:1 9.1 AMENDMENTS

These By-Laws may be repealed or amended by the Board at any duly called regular meeting, provided, however, that notice in writing specifying that the By-Laws are to be repealed or specifying the portions thereof to be amended shall be mailed to each Member at least one (1) week prior to the meeting at which such changes are to be passed upon.

These By-Laws may be repealed or amended only upon a majority vote of the whole number of the Members of the Corporation.

ARTICLE VIII X

MISCELLANEOUS PROVISIONS

SECTION 8:1 10.1 OBLIGATIONS OF THE CORPORATION

The Corporation shall continue to be a participating employer in the New York State Employees' Retirement System, on the basis of the contributory or non-contributory retirement plan and benefits provided by Retirement and Social Security Laws, Section 75-d and 75-c or related laws, and with all guaranteed retirement benefits provided by Retirement and Social Security Law Section 75-e, 75-g or 75-i and related laws.

The Corporation shall also continue to take appropriate action to cover such officers and employees with Old Age and Survivors Insurance coverage, pursuant to Article III of the Retirement and Social Security Law.

SECTION 8:2 10.2 INDEMNIFICATION

The Corporation shall save harmless and indemnify any person (or his or her estate) who shall have served as a Member, officer or employee of the Corporation or of a subsidiary of the Corporation against financial loss or litigation expense incurred in connection with any claim, demand, suit, action or proceeding, whether civil or criminal, or the defense thereof, and arising out of (a) any transaction of the Corporation or of a subsidiary of the Corporation, or (b) any act or failure to act by any such Member, officer or employee while engaged in the discharge of his or her duties on behalf of the Corporation or its subsidiaries, or the discharge of his or her duties as a fiduciary of a benefit plan for Corporation employees or employees of a subsidiary of the Corporation. In the event any such claim, demand, suit, action or proceeding shall occur, such Member, officer or employee shall be saved harmless and indemnified as herein provided, unless such individual is found by a final judicial determination not to have acted in good faith, for a purpose which he or she reasonably believed to be in the best interests of the Corporation or of its subsidiaries, and, in criminal actions or proceedings, in addition, not to have had reasonable cause to believe that his or her conduct was lawful. The provisions of this Article 8.2 shall not enlarge or diminish the rights of any other party, and shall not impair, limit or modify the rights and obligations of any insurer under any policy of insurance. Except in a criminal proceeding, the foregoing shall be conditional on (a) the prompt delivery to the Corporation of a copy of the summons, complaint, process, notice, demand letter or pleading commencing any such claim, demand, suit, action or proceeding. (b) a contemporaneous offer to name counsel to the Corporation as counsel to the said Member, officer or employee in the defense of such claim, demand, suit, action or Proceeding, and (c) the full cooperation of the said Member, officer or employee, in the event the offer is accepted, in the making of such defense. The provisions of Section 18 or any other provision of the Public Officers Law or other applicable law relating to

defense and indemnification are also applicable and available to the Corporation's Members, officers and employees. In the event of any conflict between the provisions of these By-Laws and those of such Section 18 of the Public Officers Law or such other law(s), the provisions which afford the greater protection to such Members, officers and employees shall control.

SECTION 8.3 10.3 GENDER REFERENCES

All references to masculine or feminine gender shall be construed to apply to the other gender, as well.

----- COMPARISON OF HEADERS -----

-HEADER 1-

Revised as of ~~1/15/04~~ 5/10/06

----- REVISION LIST -----

The bracketed numbers refer to the Page and Paragraph for the **start** of the paragraph in both the **old** and the **new** documents.

[2:9 2:9] **Changed** "MEETINGS/COMMITTEES" to "MEETINGS"

[4:4 4:4] **Changed** "Board and committee meetings" to "Board meetings"

[5:1 5:1] **Add Paras** "ARTICLE III ... 3.1 COMMITTEES"

[5:1 5:4] **Changed** "SECTION 2.7 COMMITTEES

" to "The Board ... committees. "

[5:3 5:5] **Add Paras** "SECTION 3.2 AUDIT ... ARTICLE V"

[5:3 7:4] **Changed** "ARTICLE III

BOARD" to "BOARD"

[5:5 7:5] **Changed** "3.1 " to "5.1 "

[5:7 7:7] **Changed** "3.2 " to "5.2 "

[5:9 8:1] **Changed** "3.3 " to "5.3 "

[6:1 8:3] **Changed** "3.4 " to "5.4 "

[6:3 8:5] **Changed** "3.5 " to "5.5 "

[6:5 9:1] **Changed** "3.6 " to "5.6 "

[7:1 9:3] **Changed** "IV" to "VI"

[7:3 9:5] **Changed** "4.1 " to "6.1 "

[7:4 9:6] Changed "Director of the Corporation who" to "Director who"

[7:4 9:6] Changed "resolutions" to "Resolutions"

[7:5 10:1] Changed "4.2 " to "6.2 "

[7:6 10:2] Changed "officers to" to "officers, ... Administration, to"

[8:1 10:3] Changed "V" to "VII"

[8:3 10:5] Changed "5.1 " to "7.1 "

[8:5 10:7] Changed "VI" to "VIII"

[8:7 10:9] Changed "6" to "8"

[8:9 10:11] Changed "VII" to "IX"

[8:11 10:13] Changed "7.1 " to "9.1 "

[9:1 11:3] Changed "VIII" to "X"

[9:3 11:5] Changed "8.1 " to "10.1 "

[9:6 11:8] Changed "8.2 " to "10.2 "

[9:7 12:1] Changed "Article 8.2 shall" to "Article shall"

[10:1 13:1] Changed "8.3 " to "10.3 "

----- NOTE CHANGES -----

[1 1] Changed "1/15/04" to "5/10/06"

This redlined draft, generated by CompareRite (TM) - The Instant Redliner, shows the differences between -

original document : G:\DOCSOPEN\DOCS\BMS\2QVK12!.WPD

and revised document: G:\DOCSOPEN\DOCS\BMS\2QVK14!.WPD

CompareRite found 27 change(s) in the text

CompareRite found 1 change(s) in the notes

Deletions appear as Strikethrough text

Additions appear as Double Underline text

Revised 5/31/06

BY-LAWS
OF
CENTRO CALL-A-BUS, INC.

ARTICLE I
THE CORPORATION

SECTION 1.1 DESCRIPTION

CENTRO CALL-A-BUS, INC. (the "Corporation") is a public benefit corporation of the State of New York created by and having the powers and functions as set forth pursuant to Sections 1325-1348 of the Public Authorities Law of the State of New York, as amended, (the "Act"). It is a body corporate and politic, and a subsidiary public benefit corporation of the Central New York Regional Transportation Authority ("Authority").

SECTION 1.2 MEMBERSHIP

The Membership of the Corporation shall consist of as many Directors as are appointed to the Authority Board by the Governor of the State of New York upon the advice and consent of the New York State Senate and hold office pursuant to the provisions of the Act. The Membership of the Corporation is hereinafter referred to as the "Board", and the individual members of the Board are hereinafter referred to as "Directors". The same individuals who serve as Authority Board Members shall be Directors of the Corporation.

SECTION 1.3 OFFICES

The principal office and corporate offices of the Corporation shall be located in the City

of Syracuse, County of Onondaga and State of New York, or as the Board may, from time to time, determine to be necessary or appropriate for the conduct of the affairs of the Corporation.

SECTION 1.4 SEAL

The official seal of the Corporation shall be in a design, circular in form, bearing the words and dates as follows:

[seal]

SECTION 1.5 FISCAL YEAR

The fiscal year of the Corporation shall begin on the 1st day of April in each calendar year and shall end at the close of business on the 31st day of March in the following calendar year.

ARTICLE II

MEETINGS

SECTION 2.1 ANNUAL MEETING

The Annual Meeting of the Corporation shall be held no later than the last Tuesday of April in each year. Whenever a quorum is not present at the Annual Meeting, a substitute Annual Meeting shall be called in the same manner as is provided for the calling of a Special Meeting of the Corporation.

SECTION 2.2 REGULAR MEETINGS

Regular Board meetings shall be held at such places and at such times as are agreed upon by the Board.

SECTION 2.3 SPECIAL MEETINGS

Special meetings of the Board may be called at any time by the Chairperson or in his or her absence by the Vice Chairperson, or by the Executive Director, and shall be called by the Chairperson, or in his or her absence by the Vice Chairperson, or by the Executive Director, upon the request of three (3) Directors then in office. It shall be the duty of the Chairperson, or in his or her absence, of the Vice Chairperson, or the Executive Director, to issue a call for a special Board meeting within a reasonable time after receipt of such request of such three (3) Directors. Written notice of each special meeting shall be given by the Secretary, or in his or her absence, by the Chairperson or Vice Chairperson or by the Executive Director, specifying the time and place of such meeting, addressed to the respective Directors at such address as each Director notifies the Corporation is his or her official address for the receipt of such notices, and if possible shall be deposited in the Post Office at least forty-eight hours prior to the time fixed for such meeting. Such notice shall also state the purpose of such meeting, and no business other than that stated in the notice shall be transacted at such special meeting, unless every Director of the Corporation then in office is present, and it is unanimously agreed to consider matters other than those specifically provided for in the notice of such meeting. A special meeting of the Directors of the Corporation may be held at any time and at any place, and any action may be taken thereat if notice and lapse of time be waived in writing by four-fifths (4/5) of the Directors

of the Corporation.

SECTION 2.4 WAIVER OF NOTICE

Notice of any Board meeting of the Corporation need not be given to any Director if waived in writing by him or her either before or after such meeting, or if he or she shall be present at such meeting. No notice need be given of any such meeting if all of the Directors then in office shall be present thereat. Notice of an adjourned meeting need not be given to any Director present at the time of the adjournment. Nothing contained herein or in these By-Laws shall override any statute, rule or regulation enacted or promulgated in or by the State of New York or any applicable Court decision relating to the conduct of Public Meetings in the State of New York.

SECTION 2.5 CONDUCT OF MEETINGS

Except as otherwise required by the Act, a majority of whole number of Directors of the Corporation shall constitute a quorum for the transaction of business. Except as otherwise required by the Act, the Corporation shall have the power to act, for the transaction of business, or the exercise of any power of the Corporation by the majority of the Directors of any meeting at which a quorum is in attendance. The majority of the Directors, whether or not a quorum is present, may adjourn any meeting to another time and place. New York State Public Officers Law provisions as interpreted by rule, regulation or applicable Court decision shall govern the conduct of Executive Sessions. The conduct of Board meetings shall be governed by Roberts Rules of Order.

SECTION 2.6 ORDER OF BUSINESS

The order of business at all Board meetings shall be set by the Chairperson.

ARTICLE III

COMMITTEES

SECTION 3.1 COMMITTEES

The Board may, by Resolution, designate one or more committees. The Chairperson shall appoint all committees as are deemed necessary to carry out the purposes of the Corporation.

SECTION 3.2 AUDIT AND FINANCE COMMITTEE

The Board shall establish an Audit and Finance Committee (by merging the Corporation's Finance Committee into the Audit and Finance Committee). The Audit and Finance Committee shall be comprised of Independent Directors as defined, from time to time, by New York statute. The Audit and Finance Committee shall, among its other responsibilities, recommend to the Board the hiring of a certified independent accounting firm for the Corporation, establish the compensation to be paid to the accounting firm and provide direct oversight of the performance of any independent audit performed by the accounting firm hired for such purposes.

SECTION 3.3 GOVERNANCE COMMITTEE

The Board shall establish a Governance Committee. The Governance Committee shall be comprised of Independent Directors as defined, from time to time, by New York statute. It shall

be the responsibility of the Governance Committee to keep the Board informed of current best governance practices; to review corporate governance trends; to update the Corporation's corporate governance principles; and to advise appointing authorities on the skills and experiences required of potential Directors.

ARTICLE IV

BOARD MEMBERS

SECTION 4.1 ROLE AND RESPONSIBILITY OF DIRECTORS

The Board shall (a) execute direct oversight of the Corporation's Chief Executive and other senior management in the effective and ethical management of the Corporation; (b) understand, review and monitor the implementation of fundamental financial and management controls and operational decisions of the Corporation; (c) establish policies regarding the payment of salary, compensation and reimbursements to, and establish rules for the time and attendance of, the Executive Director and senior management; (d) adopt a code of ethics applicable to each officer, Director and employee that, at a minimum, includes the standards established in Section 74 of the Public Officers Law as may be amended or superseded from time to time; (e) establish written policies and procedures regarding personnel including policies protecting employees from retaliation for disclosing information concerning acts of wrongdoing, misconduct, malfeasance, or other inappropriate behavior by an employee or Director of the Corporation, regarding investments, travel, the acquisition of real property and the disposition of real and personal property and regarding the procurement of goods and services; and (f) adopt a defense and indemnification policy and disclose such plan to any and all prospective Directors.

The Board shall approve financial reports submitted to the State of New York and shall designate other senior management, if any, when required by law to certify financial reports in addition to the Executive Director's and the Chief Financial Officer's required certification in writing that based on his or her knowledge that the information provided therein (a) is accurate, correct and does not contain any untrue statement of material fact; (b) does not omit any material fact which, if omitted, would cause the financial statements to be misleading in light of the circumstances under which such statements are made; and (c) fairly presents in all material respects the financial condition and results of operations of the Corporation as of, and for, the periods presented in the financial statements.

SECTION 4.2 OTHER POSITIONS PROHIBITED

No Director, including the Chairperson, shall serve as the Executive Director, Chief Financial Officer, Comptroller, or hold any other equivalent position while also serving as a Director.

ARTICLE V

BOARD OFFICERS

SECTION 5.1 BOARD OFFICERS

The Board Officers of the Corporation shall be a Chairperson, Vice Chairperson, Treasurer and Secretary or such additional Board Officers as the Board may decide, all of whom shall be elected from among the Directors duly appointed to the Authority Board by the Governor of the State of New York. Such officers shall be elected at the Annual Meeting of the

Corporation. All Board Officers shall hold office until their successors are chosen and qualify in their stead.

SECTION 5.2 DUTIES OF CHAIRPERSON

The Chairperson shall preside at all meetings of the Board. He or she may sign and acknowledge on behalf of the Corporation all contracts, notes, bonds, or other evidences of indebtedness when so authorized by Resolution of the Corporation and shall perform such other duties as may be assigned to him or her from time to time by the Board.

SECTION 5.3 DUTIES OF VICE CHAIRPERSON

The Vice Chairperson shall perform the duties of the Chairperson in the event the office of Chairperson is vacant or in the event the Chairperson is unable to perform such duties by reason of illness, disability or absence, and shall perform such other duties as the Board shall designate.

SECTION 5.4 DUTIES OF SECRETARY

The Secretary shall keep the Minutes of the meetings of the Corporation, attend to the service of notices of all meetings, regular or special; shall affix the seal to all papers or documents as may require it; shall attend to such correspondence as may be assigned; shall perform all the duties as the Corporation may designate. The Corporation may designate an Assistant Secretary who, in the absence or incapacity of the Secretary, shall perform the duties of that office.

SECTION 5.5 DUTIES OF TREASURER

The Treasurer shall act in an advisory capacity and as liaison, when necessary, between the Finance or Budget Committees of the Board and the Corporate Officers; and shall perform such other duties and powers as shall from time to time be prescribed by the Board. The Corporation may designate an Assistant Treasurer who, in the absence or incapacity of the Treasurer, shall perform the duties of that office.

SECTION 5.6 AUTHORIZATION FOR OFFICIAL TRANSACTIONS

The Corporation, by Resolution, shall designate those Officers and/or employees who are authorized to sign legal and financial documents on behalf of the Corporation. A minimum of two (2) authorized signatures will be required on all such transactions unless otherwise specifically Resolved by the Board.

ARTICLE VI

CORPORATE OFFICERS

SECTION 6.1 EXECUTIVE DIRECTOR

There shall be appointed by the Corporation an Executive Director who shall serve in such capacity at the pleasure of the Board. The Executive Director shall be responsible to the Board for the administration of the Corporation's affairs. Unless the Board determines otherwise, the Executive Director shall be the Chief Executive and Chief Operating Officer of the Corporation and shall conduct the business of the Corporation. The Executive Director shall exercise supervision of all functions of the Corporation within the framework of policy

established by the Board. The Executive Director shall be responsible for the implementation of all Resolutions, orders, programs or projects of the Corporation. The Executive Director shall attend meetings of the Corporation as directed with the privilege of taking part in the discussion and shall recommend such measures as may be necessary or expedient, and shall perform such other duties and have such other powers as may be prescribed by law or by the Board. The Executive Director shall have all necessary incidental powers to perform and exercise any of the duties and functions specified above or lawfully delegated by the Board from time to time. The Executive Director shall report to the Chairman and the Other Directors on the progress of all programs.

SECTION 6.2 ADDITIONAL OFFICERS

The Corporation may appoint additional officers, including without limitation a Chief Financial Officer who may also be the Vice President of Finance and Administration, to be assigned such duties and responsibilities as the Corporation from time to time determines.

ARTICLE VII

EMPLOYEES

SECTION 7.1 EMPLOYEES AND CONSULTANTS

There may be retained or employed, such other persons, firms or corporations as are desired by the Corporation and as are permitted by law.

ARTICLE VIII

BONDING

SECTION 8. BONDING

If desired by the Board, the Executive Director and such other employees as the Corporation shall from time to time determine, shall be covered by a fidelity bond or bonds conditioned upon the faithful performance of the duties of their offices, the amount and sufficiency of which shall be specified by the Corporation and the premiums therefor shall be paid by the Corporation.

ARTICLE IX

BY-LAWS

SECTION 9.1 AMENDMENTS

These By-Laws may be repealed or amended by the Board at any duly called regular meeting, provided, however, that notice in writing specifying that the By-Laws are to be repealed or specifying the portions thereof to be amended shall be mailed to each Director at least one (1) week prior to the meeting at which such changes are to be passed upon.

These By-Laws may be repealed or amended only upon a majority vote of the whole number of the Directors of the Corporation.

ARTICLE X

MISCELLANEOUS PROVISIONS

SECTION 10.1 OBLIGATIONS OF THE CORPORATION

The Corporation shall continue to be a participating employer in the New York State Employees' Retirement System, on the basis of the contributory or non-contributory retirement plan and benefits provided by Retirement and Social Security Laws, Section 75-d and 75-c or related laws, and with all guaranteed retirement benefits provided by Retirement and Social Security Law Section 75-e, 75-g or 75-i and related laws.

The Corporation shall also continue to take appropriate action to cover such officers and employees with Old Age and Survivors Insurance coverage, pursuant to Article III of the Retirement and Social Security Law.

SECTION 10.2 INDEMNIFICATION

The Corporation shall save harmless and indemnify any person (or his or her estate) who shall have served as a Director, officer or employee of the Corporation or of a subsidiary of the Corporation against financial loss or litigation expense incurred in connection with any claim, demand, suit, action or proceeding, whether civil or criminal, or the defense thereof, and arising out of (a) any transaction of the Corporation or of a subsidiary of the Corporation, or (b) any act or failure to act by any such Director, officer or employee while engaged in the discharge of his or her duties on behalf of the Corporation or its subsidiaries, or the discharge of his or her duties as a fiduciary of a benefit plan for Corporation employees or employees of a subsidiary of the Corporation. In the event any such claim, demand, suit, action or proceeding shall occur, such Director, officer or employee shall be saved harmless and indemnified as herein provided, unless such individual is found by a final judicial determination not to have acted in good faith, for a purpose which he or she reasonably believed to be in the best interests of the Corporation or of

its subsidiaries, and, in criminal actions or proceedings, in addition, not to have had reasonable cause to believe that his or her conduct was lawful. The provisions of this Article 10.2 shall not enlarge or diminish the rights of any other party, and shall not impair, limit or modify the rights and obligations of any insurer under any policy of insurance. Except in a criminal proceeding, the foregoing shall be conditional on (a) the prompt delivery to the Corporation of a copy of the summons, complaint, process, notice, demand letter or pleading commencing any such claim, demand, suit, action or proceeding, (b) a contemporaneous offer to name counsel to the Corporation as counsel to the said Director, officer or employee in the defense of such claim, demand, suit, action or Proceeding, and (c) the full cooperation of the said Director, officer or employee, in the event the offer is accepted, in the making of such defense. The provisions of Section 18 or any other provision of the Public Officers Law or other applicable law relating to defense and indemnification are also applicable and available to the Corporation's Directors, officers and employees. In the event of any conflict between the provisions of these By-Laws and those of such Section 18 of the Public Officers Law or such other law(s), the provisions which afford the greater protection to such Directors, officers and employees shall control.

SECTION 10.3 GENDER REFERENCES

All references to masculine or feminine gender shall be construed to apply to the other gender, as well.

BY-LAWS
OF
CENTRO OF ONEIDA, INC.

ARTICLE I
THE CORPORATION

SECTION 1.1 DESCRIPTION

CENTRO OF ONEIDA, INC. (the "Corporation") is a public benefit corporation of the State of New York created by and having the powers and functions as set forth pursuant to Sections 1325-1348 of the Public Authorities Law of the State of New York, as amended, (the "Act"). It is a body corporate and politic, and a subsidiary public benefit corporation of the Central New York Regional Transportation Authority ("Authority").

SECTION 1.2 MEMBERSHIP

The Membership of the Corporation shall consist of as many Directors as are appointed to the Authority Board by the Governor of the State of New York upon the advice and consent of the New York State Senate and hold office pursuant to the provisions of the Act. The Membership of the Corporation is hereinafter referred to as the "Board", and the individual members of the Board are hereinafter referred to as "Directors". The same individuals who serve as Authority Board Members shall be Directors of the Corporation.

SECTION 1.3 OFFICES

The principal office and corporate offices of the Corporation shall be located in the City of Syracuse, County of Onondaga and State of New York, or as the Board may, from time to time, determine to be necessary or appropriate for the conduct of the affairs of the Corporation.

SECTION 1.4 SEAL

The official seal of the Corporation shall be in a design, circular in form, bearing the words and dates as follows:

[seal]

SECTION 1.5 FISCAL YEAR

The fiscal year of the Corporation shall begin on the 1st day of April in each calendar year and shall end at the close of business on the 31st day of March in the following calendar year.

ARTICLE II

MEETINGS

SECTION 2.1 ANNUAL MEETING

The Annual Meeting of the Corporation shall be held no later than the last Tuesday of April in each year. Whenever a quorum is not present at the Annual Meeting, a substitute Annual Meeting shall be called in the same manner as is provided for the calling of a Special Meeting of the Corporation.

SECTION 2.2 REGULAR MEETINGS

Regular Board meetings shall be held at such places and at such times as are agreed upon by the Board.

SECTION 2.3 SPECIAL MEETINGS

Special meetings of the Board may be called at any time by the Chairperson or in his or her absence by the Vice Chairperson, or by the Executive Director, and shall be called by the Chairperson, or in his or her absence by the Vice Chairperson, or by the Executive Director, upon the request of three (3) Directors then in office. It shall be the duty of the Chairperson, or in his or her absence, of the Vice Chairperson, or the Executive Director, to issue a call for a special Board meeting within a reasonable time after receipt of such request of such three (3) Directors. Written notice of each special meeting shall be given by the Secretary, or in his or her absence, by the Chairperson or Vice Chairperson or by the Executive Director, specifying the time and place of such meeting, addressed to the respective Directors at such address as each Director notifies the Corporation is his or her official address for the receipt of such notices, and if possible shall be deposited in the Post Office at least forty-eight hours prior to the time fixed for such meeting. Such notice shall also state the purpose of such meeting, and no business other than that stated in the notice shall be transacted at such special meeting, unless every Director of the Corporation then in office is present, and it is unanimously agreed to consider matters other than those specifically provided for in the notice of such meeting. A special meeting of the Directors of the Corporation may be held at any time and at any place, and any action may be taken thereat if notice and lapse of time be waived in writing by four-fifths (4/5) of the Directors of the Corporation.

SECTION 2.4 WAIVER OF NOTICE

Notice of any Board meeting of the Corporation need not be given to any Director if waived in writing by him or her either before or after such meeting, or if he or she shall be present at such meeting. No notice need be given of any such meeting if all of the Directors then in office shall be present thereat. Notice of an adjourned meeting need not be given to any Director present at the time of the adjournment. Nothing contained herein or in these By-Laws shall override any statute, rule or regulation enacted or promulgated in or by the State of New York or any applicable Court decision relating to the conduct of Public Meetings in the State of New York.

SECTION 2.5 CONDUCT OF MEETINGS

Except as otherwise required by the Act, a majority of whole number of Directors of the Corporation shall constitute a quorum for the transaction of business. Except as otherwise required by the Act, the Corporation shall have the power to act, for the transaction of business, or the exercise of any power of the Corporation by the majority of the Directors of any meeting at which a quorum is in attendance. The majority of the Directors, whether or not a quorum is present, may adjourn any meeting to another time and place. New York State Public Officers Law provisions as interpreted by rule, regulation or applicable Court decision shall govern the conduct of Executive Sessions. The conduct of Board meetings shall be governed by Roberts Rules of Order.

SECTION 2.6 ORDER OF BUSINESS

The order of business at all Board meetings shall be set by the Chairperson.

ARTICLE IIICOMMITTEESSECTION 3.1 COMMITTEES

The Board may, by Resolution, designate one or more committees. The Chairperson shall appoint all committees as are deemed necessary to carry out the purposes of the Corporation.

SECTION 3.2 AUDIT AND FINANCE COMMITTEE

The Board shall establish an Audit and Finance Committee (by merging the Corporation's Finance Committee into the Audit and Finance Committee). The Audit and Finance Committee shall be comprised of Independent Directors as defined, from time to time, by New York statute. The Audit and Finance Committee shall, among its other responsibilities, recommend to the Board the hiring of a certified independent accounting firm for the Corporation, establish the compensation to be paid to the accounting firm and provide direct oversight of the performance of any independent audit performed by the accounting firm hired for such purposes.

SECTION 3.3 GOVERNANCE COMMITTEE

The Board shall establish a Governance Committee. The Governance Committee shall be comprised of Independent Directors as defined, from time to time, by New York statute. It shall be the responsibility of the Governance Committee to keep the Board informed of current best governance practices; to review corporate governance trends; to update the Corporation's corporate governance principles; and to advise appointing authorities on the skills and experiences required of potential Directors.

ARTICLE IVBOARD MEMBERSSECTION 4.1 ROLE AND RESPONSIBILITY OF DIRECTORS

The Board shall (a) execute direct oversight of the Corporation's Chief Executive and other senior management in the effective and ethical management of the Corporation; (b) understand, review and monitor the implementation of fundamental financial and management controls and operational decisions of the Corporation; (c) establish policies regarding the payment of salary, compensation and reimbursements to, and establish rules for the time and attendance of, the Executive Director and senior management; (d) adopt a code of ethics applicable to each officer, Director and employee that, at a minimum, includes the standards established in Section 74 of the Public Officers Law as may be amended or superseded from time to time; (e) establish written policies and procedures regarding personnel including policies protecting employees from retaliation for disclosing information concerning acts of wrongdoing, misconduct, malfeasance, or other inappropriate behavior by an employee or Director of the Corporation, regarding investments, travel, the acquisition of real property and the disposition of real and personal property and regarding the procurement of goods and services; and (f) adopt a defense and indemnification policy and disclose such plan to any and all prospective Directors.

The Board shall approve financial reports submitted to the State of New York and shall designate other senior management, if any, when required by law to certify financial reports in addition to the Executive Director's and the Chief Financial Officer's required certification in writing that based on his or her knowledge that the information provided therein (a) is accurate, correct and does not contain any untrue statement of material fact; (b) does not omit any material fact which, if omitted, would cause the financial statements to be misleading in light of the

circumstances under which such statements are made; and (c) fairly presents in all material respects the financial condition and results of operations of the Corporation as of, and for, the periods presented in the financial statements.

SECTION 4.2 OTHER POSITIONS PROHIBITED

No Director, including the Chairperson, shall serve as the Executive Director, Chief Financial Officer, Comptroller, or hold any other equivalent position while also serving as a Director.

ARTICLE V

BOARD OFFICERS

SECTION 5.1 BOARD OFFICERS

The Board Officers of the Corporation shall be a Chairperson, Vice Chairperson, Treasurer and Secretary or such additional Board Officers as the Board may decide, all of whom shall be elected from among the Directors duly appointed to the Authority Board by the Governor of the State of New York. Such officers shall be elected at the Annual Meeting of the Corporation. All Board Officers shall hold office until their successors are chosen and qualify in their stead.

SECTION 5.2 DUTIES OF CHAIRPERSON

The Chairperson shall preside at all meetings of the Board. He or she may sign and acknowledge on behalf of the Corporation all contracts, notes, bonds, or other evidences of

indebtedness when so authorized by Resolution of the Corporation and shall perform such other duties as may be assigned to him or her from time to time by the Board.

SECTION 5.3 DUTIES OF VICE CHAIRPERSON

The Vice Chairperson shall perform the duties of the Chairperson in the event the office of Chairperson is vacant or in the event the Chairperson is unable to perform such duties by reason of illness, disability or absence, and shall perform such other duties as the Board shall designate.

SECTION 5.4 DUTIES OF SECRETARY

The Secretary shall keep the Minutes of the meetings of the Corporation, attend to the service of notices of all meetings, regular or special; shall affix the seal to all papers or documents as may require it; shall attend to such correspondence as may be assigned; shall perform all the duties as the Corporation may designate. The Corporation may designate an Assistant Secretary who, in the absence or incapacity of the Secretary, shall perform the duties of that office.

SECTION 5.5 DUTIES OF TREASURER

The Treasurer shall act in an advisory capacity and as liaison, when necessary, between the Finance or Budget Committees of the Board and the Corporate Officers; and shall perform such other duties and powers as shall from time to time be prescribed by the Board. The Corporation may designate an Assistant Treasurer who, in the absence or incapacity of the Treasurer, shall perform the duties of that office.

SECTION 5.6 AUTHORIZATION FOR OFFICIAL TRANSACTIONS

The Corporation, by Resolution, shall designate those Officers and/or employees who are authorized to sign legal and financial documents on behalf of the Corporation. A minimum of two (2) authorized signatures will be required on all such transactions unless otherwise specifically Resolved by the Board.

ARTICLE VI

CORPORATE OFFICERS

SECTION 6.1 EXECUTIVE DIRECTOR

There shall be appointed by the Corporation an Executive Director who shall serve in such capacity at the pleasure of the Board. The Executive Director shall be responsible to the Board for the administration of the Corporation's affairs. Unless the Board determines otherwise, the Executive Director shall be the Chief Executive and Chief Operating Officer of the Corporation and shall conduct the business of the Corporation. The Executive Director shall exercise supervision of all functions of the Corporation within the framework of policy established by the Board. The Executive Director shall be responsible for the implementation of all Resolutions, orders, programs or projects of the Corporation. The Executive Director shall attend meetings of the Corporation as directed with the privilege of taking part in the discussion and shall recommend such measures as may be necessary or expedient, and shall perform such other duties and have such other powers as may be prescribed by law or by the Board. The Executive Director shall have all necessary incidental powers to perform and exercise any of the duties and functions specified above or lawfully delegated by the Board from time to time. The

Executive Director shall report to the Chairman and the Other Directors on the progress of all programs.

SECTION 6.2 ADDITIONAL OFFICERS

The Corporation may appoint additional officers, including without limitation a Chief Financial Officer who may also be the Vice President of Finance and Administration, to be assigned such duties and responsibilities as the Corporation from time to time determines.

ARTICLE VII

EMPLOYEES

SECTION 7.1 EMPLOYEES AND CONSULTANTS

There may be retained or employed, such other persons, firms or corporations as are desired by the Corporation and as are permitted by law.

ARTICLE VIII

BONDING

SECTION 8. BONDING

If desired by the Board, the Executive Director and such other employees as the Corporation shall from time to time determine, shall be covered by a fidelity bond or bonds conditioned upon the faithful performance of the duties of their offices, the amount and sufficiency of which shall be specified by the Corporation and the premiums therefor shall be paid by the Corporation.

ARTICLE IX

BY-LAWS

SECTION 9.1 AMENDMENTS

These By-Laws may be repealed or amended by the Board at any duly called regular meeting, provided, however, that notice in writing specifying that the By-Laws are to be repealed or specifying the portions thereof to be amended shall be mailed to each Director at least one (1) week prior to the meeting at which such changes are to be passed upon.

These By-Laws may be repealed or amended only upon a majority vote of the whole number of the Directors of the Corporation.

ARTICLE X

MISCELLANEOUS PROVISIONS

SECTION 10.1 OBLIGATIONS OF THE CORPORATION

The Corporation shall continue to be a participating employer in the New York State Employees' Retirement System, on the basis of the contributory or non-contributory retirement plan and benefits provided by Retirement and Social Security Laws, Section 75-d and 75-c or related laws, and with all guaranteed retirement benefits provided by Retirement and Social Security Law Section 75-e, 75-g or 75-i and related laws.

The Corporation shall also continue to take appropriate action to cover such officers and employees with Old Age and Survivors Insurance coverage, pursuant to Article III of the Retirement and Social Security Law.

SECTION 10.2 INDEMNIFICATION

The Corporation shall save harmless and indemnify any person (or his or her estate) who shall have served as a Director, officer or employee of the Corporation or of a subsidiary of the Corporation against financial loss or litigation expense incurred in connection with any claim, demand, suit, action or proceeding, whether civil or criminal, or the defense thereof, and arising out of (a) any transaction of the Corporation or of a subsidiary of the Corporation, or (b) any act or failure to act by any such Director, officer or employee while engaged in the discharge of his or her duties on behalf of the Corporation or its subsidiaries, or the discharge of his or her duties as a fiduciary of a benefit plan for Corporation employees or employees of a subsidiary of the Corporation. In the event any such claim, demand, suit, action or proceeding shall occur, such Director, officer or employee shall be saved harmless and indemnified as herein provided, unless such individual is found by a final judicial determination not to have acted in good faith, for a purpose which he or she reasonably believed to be in the best interests of the Corporation or of its subsidiaries, and, in criminal actions or proceedings, in addition, not to have had reasonable cause to believe that his or her conduct was lawful. The provisions of this Article 10.2 shall not enlarge or diminish the rights of any other party, and shall not impair, limit or modify the rights and obligations of any insurer under any policy of insurance. Except in a criminal proceeding, the foregoing shall be conditional on (a) the prompt delivery to the Corporation of a copy of the summons, complaint, process, notice, demand letter or pleading commencing any such claim, demand, suit, action or proceeding, (b) a contemporaneous offer to name counsel to the Corporation as counsel to the said Director, officer or employee in the defense of such claim, demand, suit, action or Proceeding, and (c) the full cooperation of the said Director, officer or employee, in the event the offer is accepted, in the making of such defense. The provisions of

Section 18 or any other provision of the Public Officers Law or other applicable law relating to defense and indemnification are also applicable and available to the Corporation's Directors, officers and employees. In the event of any conflict between the provisions of these By-Laws and those of such Section 18 of the Public Officers Law or such other law(s), the provisions which afford the greater protection to such Directors, officers and employees shall control.

SECTION 10.3 GENDER REFERENCES

All references to masculine or feminine gender shall be construed to apply to the other gender, as well.

BY-LAWS
OF
CENTRO OF OSWEGO, INC.

ARTICLE I
THE CORPORATION

SECTION 1.1 DESCRIPTION

CENTRO OF OSWEGO, INC. (the "Corporation") is a public benefit corporation of the State of New York created by and having the powers and functions as set forth pursuant to Sections 1325-1348 of the Public Authorities Law of the State of New York, as amended, (the "Act"). It is a body corporate and politic, and a subsidiary public benefit corporation of the Central New York Regional Transportation Authority ("Authority").

SECTION 1.2 MEMBERSHIP

The Membership of the Corporation shall consist of as many Directors as are appointed to the Authority Board by the Governor of the State of New York upon the advice and consent of the New York State Senate and hold office pursuant to the provisions of the Act. The Membership of the Corporation is hereinafter referred to as the "Board", and the individual members of the Board are hereinafter referred to as "Directors". The same individuals who serve as Authority Board Members shall be Directors of the Corporation.

SECTION 1.3 OFFICES

The principal office and corporate offices of the Corporation shall be located in the City of Syracuse, County of Onondaga and State of New York, or as the Board may, from time to time, determine to be necessary or appropriate for the conduct of the affairs of the Corporation.

SECTION 1.4 SEAL

The official seal of the Corporation shall be in a design, circular in form, bearing the words and dates as follows:

[seal]

SECTION 1.5 FISCAL YEAR

The fiscal year of the Corporation shall begin on the 1st day of April in each calendar year and shall end at the close of business on the 31st day of March in the following calendar year.

ARTICLE II

MEETINGS

SECTION 2.1 ANNUAL MEETING

The Annual Meeting of the Corporation shall be held no later than the last Tuesday of April in each year. Whenever a quorum is not present at the Annual Meeting, a substitute Annual Meeting shall be called in the same manner as is provided for the calling of a Special Meeting of the Corporation.

SECTION 2.2 REGULAR MEETINGS

Regular Board meetings shall be held at such places and at such times as are agreed upon by the Board.

SECTION 2.3 SPECIAL MEETINGS

Special meetings of the Board may be called at any time by the Chairperson or in his or her absence by the Vice Chairperson, or by the Executive Director, and shall be called by the Chairperson, or in his or her absence by the Vice Chairperson, or by the Executive Director, upon the request of three (3) Directors then in office. It shall be the duty of the Chairperson, or in his or her absence, of the Vice Chairperson, or the Executive Director, to issue a call for a special Board meeting within a reasonable time after receipt of such request of such three (3) Directors. Written notice of each special meeting shall be given by the Secretary, or in his or her absence, by the Chairperson or Vice Chairperson or by the Executive Director, specifying the time and place of such meeting, addressed to the respective Directors at such address as each Director notifies the Corporation is his or her official address for the receipt of such notices, and if possible shall be deposited in the Post Office at least forty-eight hours prior to the time fixed for such meeting. Such notice shall also state the purpose of such meeting, and no business other than that stated in the notice shall be transacted at such special meeting, unless every Director of the Corporation then in office is present, and it is unanimously agreed to consider matters other than those specifically provided for in the notice of such meeting. A special meeting of the Directors of the Corporation may be held at any time and at any place, and any action may be taken thereat if notice and lapse of time be waived in writing by four-fifths (4/5) of the Directors of the Corporation.

SECTION 2.4 WAIVER OF NOTICE

Notice of any Board meeting of the Corporation need not be given to any Director if waived in writing by him or her either before or after such meeting, or if he or she shall be present at such meeting. No notice need be given of any such meeting if all of the Directors then in office shall be present thereat. Notice of an adjourned meeting need not be given to any Director present at the time of the adjournment. Nothing contained herein or in these By-Laws shall override any statute, rule or regulation enacted or promulgated in or by the State of New York or any applicable Court decision relating to the conduct of Public Meetings in the State of New York.

SECTION 2.5 CONDUCT OF MEETINGS

Except as otherwise required by the Act, a majority of whole number of Directors of the Corporation shall constitute a quorum for the transaction of business. Except as otherwise required by the Act, the Corporation shall have the power to act, for the transaction of business, or the exercise of any power of the Corporation by the majority of the Directors of any meeting at which a quorum is in attendance. The majority of the Directors, whether or not a quorum is present, may adjourn any meeting to another time and place. New York State Public Officers Law provisions as interpreted by rule, regulation or applicable Court decision shall govern the conduct of Executive Sessions. The conduct of Board meetings shall be governed by Roberts Rules of Order.

SECTION 2.6 ORDER OF BUSINESS

The order of business at all Board meetings shall be set by the Chairperson.

ARTICLE III

COMMITTEES

SECTION 3.1 COMMITTEES

The Board may, by Resolution, designate one or more committees. The Chairperson shall appoint all committees as are deemed necessary to carry out the purposes of the Corporation.

SECTION 3.2 AUDIT AND FINANCE COMMITTEE

The Board shall establish an Audit and Finance Committee (by merging the Corporation's Finance Committee into the Audit and Finance Committee). The Audit and Finance Committee shall be comprised of Independent Directors as defined, from time to time, by New York statute. The Audit and Finance Committee shall, among its other responsibilities, recommend to the Board the hiring of a certified independent accounting firm for the Corporation, establish the compensation to be paid to the accounting firm and provide direct oversight of the performance of any independent audit performed by the accounting firm hired for such purposes.

SECTION 3.3 GOVERNANCE COMMITTEE

The Board shall establish a Governance Committee. The Governance Committee shall be comprised of Independent Directors as defined, from time to time, by New York statute. It shall be the responsibility of the Governance Committee to keep the Board informed of current best governance practices; to review corporate governance trends; to update the Corporation's corporate governance principles; and to advise appointing authorities on the skills and experiences required of potential Directors.

ARTICLE IV

BOARD MEMBERS

SECTION 4.1 ROLE AND RESPONSIBILITY OF DIRECTORS

The Board shall (a) execute direct oversight of the Corporation's Chief Executive and other senior management in the effective and ethical management of the Corporation; (b) understand, review and monitor the implementation of fundamental financial and management controls and operational decisions of the Corporation; (c) establish policies regarding the payment of salary, compensation and reimbursements to, and establish rules for the time and attendance of, the Executive Director and senior management; (d) adopt a code of ethics applicable to each officer, Director and employee that, at a minimum, includes the standards established in Section 74 of the Public Officers Law as may be amended or superseded from time to time; (e) establish written policies and procedures regarding personnel including policies protecting employees from retaliation for disclosing information concerning acts of wrongdoing, misconduct, malfeasance, or other inappropriate behavior by an employee or Director of the Corporation, regarding investments, travel, the acquisition of real property and the disposition of real and personal property and regarding the procurement of goods and services; and (f) adopt a defense and indemnification policy and disclose such plan to any and all prospective Directors.

The Board shall approve financial reports submitted to the State of New York and shall designate other senior management, if any, when required by law to certify financial reports in addition to the Executive Director's and the Chief Financial Officer's required certification in writing that based on his or her knowledge that the information provided therein (a) is accurate, correct and does not contain any untrue statement of material fact; (b) does not omit any material fact which, if omitted, would cause the financial statements to be misleading in light of the

circumstances under which such statements are made; and (c) fairly presents in all material respects the financial condition and results of operations of the Corporation as of, and for, the periods presented in the financial statements.

SECTION 4.2 OTHER POSITIONS PROHIBITED

No Director, including the Chairperson, shall serve as the Executive Director, Chief Financial Officer, Comptroller, or hold any other equivalent position while also serving as a Director.

ARTICLE V

BOARD OFFICERS

SECTION 5.1 BOARD OFFICERS

The Board Officers of the Corporation shall be a Chairperson, Vice Chairperson, Treasurer and Secretary or such additional Board Officers as the Board may decide, all of whom shall be elected from among the Directors duly appointed to the Authority Board by the Governor of the State of New York. Such officers shall be elected at the Annual Meeting of the Corporation. All Board Officers shall hold office until their successors are chosen and qualify in their stead.

SECTION 5.2 DUTIES OF CHAIRPERSON

The Chairperson shall preside at all meetings of the Board. He or she may sign and acknowledge on behalf of the Corporation all contracts, notes, bonds, or other evidences of

indebtedness when so authorized by Resolution of the Corporation and shall perform such other duties as may be assigned to him or her from time to time by the Board.

SECTION 5.3 DUTIES OF VICE CHAIRPERSON

The Vice Chairperson shall perform the duties of the Chairperson in the event the office of Chairperson is vacant or in the event the Chairperson is unable to perform such duties by reason of illness, disability or absence, and shall perform such other duties as the Board shall designate.

SECTION 5.4 DUTIES OF SECRETARY

The Secretary shall keep the Minutes of the meetings of the Corporation, attend to the service of notices of all meetings, regular or special; shall affix the seal to all papers or documents as may require it; shall attend to such correspondence as may be assigned; shall perform all the duties as the Corporation may designate. The Corporation may designate an Assistant Secretary who, in the absence or incapacity of the Secretary, shall perform the duties of that office.

SECTION 5.5 DUTIES OF TREASURER

The Treasurer shall act in an advisory capacity and as liaison, when necessary, between the Finance or Budget Committees of the Board and the Corporate Officers; and shall perform such other duties and powers as shall from time to time be prescribed by the Board. The Corporation may designate an Assistant Treasurer who, in the absence or incapacity of the Treasurer, shall perform the duties of that office.

SECTION 5.6 AUTHORIZATION FOR OFFICIAL TRANSACTIONS

The Corporation, by Resolution, shall designate those Officers and/or employees who are authorized to sign legal and financial documents on behalf of the Corporation. A minimum of two (2) authorized signatures will be required on all such transactions unless otherwise specifically Resolved by the Board.

ARTICLE VI

CORPORATE OFFICERS

SECTION 6.1 EXECUTIVE DIRECTOR

There shall be appointed by the Corporation an Executive Director who shall serve in such capacity at the pleasure of the Board. The Executive Director shall be responsible to the Board for the administration of the Corporation's affairs. Unless the Board determines otherwise, the Executive Director shall be the Chief Executive and Chief Operating Officer of the Corporation and shall conduct the business of the Corporation. The Executive Director shall exercise supervision of all functions of the Corporation within the framework of policy established by the Board. The Executive Director shall be responsible for the implementation of all Resolutions, orders, programs or projects of the Corporation. The Executive Director shall attend meetings of the Corporation as directed with the privilege of taking part in the discussion and shall recommend such measures as may be necessary or expedient, and shall perform such other duties and have such other powers as may be prescribed by law or by the Board. The Executive Director shall have all necessary incidental powers to perform and exercise any of the duties and functions specified above or lawfully delegated by the Board from time to time. The

Executive Director shall report to the Chairman and the Other Directors on the progress of all programs.

SECTION 6.2 ADDITIONAL OFFICERS

The Corporation may appoint additional officers, including without limitation a Chief Financial Officer who may also be the Vice President of Finance and Administration, to be assigned such duties and responsibilities as the Corporation from time to time determines.

ARTICLE VII

EMPLOYEES

SECTION 7.1 EMPLOYEES AND CONSULTANTS

There may be retained or employed, such other persons, firms or corporations as are desired by the Corporation and as are permitted by law.

ARTICLE VIII

BONDING

SECTION 8. BONDING

If desired by the Board, the Executive Director and such other employees as the Corporation shall from time to time determine, shall be covered by a fidelity bond or bonds conditioned upon the faithful performance of the duties of their offices, the amount and sufficiency of which shall be specified by the Corporation and the premiums therefor shall be paid by the Corporation.

ARTICLE IX

BY-LAWS

SECTION 9.1 AMENDMENTS

These By-Laws may be repealed or amended by the Board at any duly called regular meeting, provided, however, that notice in writing specifying that the By-Laws are to be repealed or specifying the portions thereof to be amended shall be mailed to each Director at least one (1) week prior to the meeting at which such changes are to be passed upon.

These By-Laws may be repealed or amended only upon a majority vote of the whole number of the Directors of the Corporation.

ARTICLE X

MISCELLANEOUS PROVISIONS

SECTION 10.1 OBLIGATIONS OF THE CORPORATION

The Corporation shall continue to be a participating employer in the New York State Employees' Retirement System, on the basis of the contributory or non-contributory retirement plan and benefits provided by Retirement and Social Security Laws, Section 75-d and 75-c or related laws, and with all guaranteed retirement benefits provided by Retirement and Social Security Law Section 75-e, 75-g or 75-i and related laws.

The Corporation shall also continue to take appropriate action to cover such officers and employees with Old Age and Survivors Insurance coverage, pursuant to Article III of the Retirement and Social Security Law.

SECTION 10.2 INDEMNIFICATION

The Corporation shall save harmless and indemnify any person (or his or her estate) who shall have served as a Director, officer or employee of the Corporation or of a subsidiary of the Corporation against financial loss or litigation expense incurred in connection with any claim, demand, suit, action or proceeding, whether civil or criminal, or the defense thereof, and arising out of (a) any transaction of the Corporation or of a subsidiary of the Corporation, or (b) any act or failure to act by any such Director, officer or employee while engaged in the discharge of his or her duties on behalf of the Corporation or its subsidiaries, or the discharge of his or her duties as a fiduciary of a benefit plan for Corporation employees or employees of a subsidiary of the Corporation. In the event any such claim, demand, suit, action or proceeding shall occur, such Director, officer or employee shall be saved harmless and indemnified as herein provided, unless such individual is found by a final judicial determination not to have acted in good faith, for a purpose which he or she reasonably believed to be in the best interests of the Corporation or of its subsidiaries, and, in criminal actions or proceedings, in addition, not to have had reasonable cause to believe that his or her conduct was lawful. The provisions of this Article 10.2 shall not enlarge or diminish the rights of any other party, and shall not impair, limit or modify the rights and obligations of any insurer under any policy of insurance. Except in a criminal proceeding, the foregoing shall be conditional on (a) the prompt delivery to the Corporation of a copy of the summons, complaint, process, notice, demand letter or pleading commencing any such claim, demand, suit, action or proceeding, (b) a contemporaneous offer to name counsel to the Corporation as counsel to the said Director, officer or employee in the defense of such claim, demand, suit, action or Proceeding, and (c) the full cooperation of the said Director, officer or employee, in the event the offer is accepted, in the making of such defense. The provisions of

Section 18 or any other provision of the Public Officers Law or other applicable law relating to defense and indemnification are also applicable and available to the Corporation's Directors, officers and employees. In the event of any conflict between the provisions of these By-Laws and those of such Section 18 of the Public Officers Law or such other law(s), the provisions which afford the greater protection to such Directors, officers and employees shall control.

SECTION 10.3 GENDER REFERENCES

All references to masculine or feminine gender shall be construed to apply to the other gender, as well.

Revised 5/31/06

BY-LAWS
OF
CENTRO PARKING, INC.

ARTICLE I
THE CORPORATION

SECTION 1.1 DESCRIPTION

CENTRO PARKING, INC. (the "Corporation") is a public benefit corporation of the State of New York created by and having the powers and functions as set forth pursuant to Sections 1325-1348 of the Public Authorities Law of the State of New York, as amended, (the "Act"). It is a body corporate and politic, and a subsidiary public benefit corporation of the Central New York Regional Transportation Authority ("Authority").

SECTION 1.2 MEMBERSHIP

The Membership of the Corporation shall consist of as many Directors as are appointed to the Authority Board by the Governor of the State of New York upon the advice and consent of the New York State Senate and hold office pursuant to the provisions of the Act. The Membership of the Corporation is hereinafter referred to as the "Board", and the individual members of the Board are hereinafter referred to as "Directors". The same individuals who serve as Authority Board Members shall be Directors of the Corporation.

SECTION 1.3 OFFICES

The principal office and corporate offices of the Corporation shall be located in the City

of Syracuse, County of Onondaga and State of New York, or as the Board may, from time to time, determine to be necessary or appropriate for the conduct of the affairs of the Corporation.

SECTION 1.4 SEAL

The official seal of the Corporation shall be in a design, circular in form, bearing the words and dates as follows:

[seal]

SECTION 1.5 FISCAL YEAR

The fiscal year of the Corporation shall begin on the 1st day of April in each calendar year and shall end at the close of business on the 31st day of March in the following calendar year.

ARTICLE II

MEETINGS

SECTION 2.1 ANNUAL MEETING

The Annual Meeting of the Corporation shall be held no later than the last Tuesday of April in each year. Whenever a quorum is not present at the Annual Meeting, a substitute Annual Meeting shall be called in the same manner as is provided for the calling of a Special Meeting of the Corporation.

SECTION 2.2 REGULAR MEETINGS

Regular Board meetings shall be held at such places and at such times as are agreed upon by the Board.

SECTION 2.3 SPECIAL MEETINGS

Special meetings of the Board may be called at any time by the Chairperson or in his or her absence by the Vice Chairperson, or by the Executive Director, and shall be called by the Chairperson, or in his or her absence by the Vice Chairperson, or by the Executive Director, upon the request of three (3) Directors then in office. It shall be the duty of the Chairperson, or in his or her absence, of the Vice Chairperson, or the Executive Director, to issue a call for a special Board meeting within a reasonable time after receipt of such request of such three (3) Directors. Written notice of each special meeting shall be given by the Secretary, or in his or her absence, by the Chairperson or Vice Chairperson or by the Executive Director, specifying the time and place of such meeting, addressed to the respective Directors at such address as each Director notifies the Corporation is his or her official address for the receipt of such notices, and if possible shall be deposited in the Post Office at least forty-eight hours prior to the time fixed for such meeting. Such notice shall also state the purpose of such meeting, and no business other than that stated in the notice shall be transacted at such special meeting, unless every Director of the Corporation then in office is present, and it is unanimously agreed to consider matters other than those specifically provided for in the notice of such meeting. A special meeting of the Directors of the Corporation may be held at any time and at any place, and any action may be taken thereat if notice and lapse of time be waived in writing by four-fifths (4/5) of the Directors

of the Corporation.

SECTION 2.4 WAIVER OF NOTICE

Notice of any Board meeting of the Corporation need not be given to any Director if waived in writing by him or her either before or after such meeting, or if he or she shall be present at such meeting. No notice need be given of any such meeting if all of the Directors then in office shall be present thereat. Notice of an adjourned meeting need not be given to any Director present at the time of the adjournment. Nothing contained herein or in these By-Laws shall override any statute, rule or regulation enacted or promulgated in or by the State of New York or any applicable Court decision relating to the conduct of Public Meetings in the State of New York.

SECTION 2.5 CONDUCT OF MEETINGS

Except as otherwise required by the Act, a majority of whole number of Directors of the Corporation shall constitute a quorum for the transaction of business. Except as otherwise required by the Act, the Corporation shall have the power to act, for the transaction of business, or the exercise of any power of the Corporation by the majority of the Directors of any meeting at which a quorum is in attendance. The majority of the Directors, whether or not a quorum is present, may adjourn any meeting to another time and place. New York State Public Officers Law provisions as interpreted by rule, regulation or applicable Court decision shall govern the conduct of Executive Sessions. The conduct of Board meetings shall be governed by Roberts Rules of Order.

SECTION 2.6 ORDER OF BUSINESS

The order of business at all Board meetings shall be set by the Chairperson.

ARTICLE III

COMMITTEES

SECTION 3.1 COMMITTEES

The Board may, by Resolution, designate one or more committees. The Chairperson shall appoint all committees as are deemed necessary to carry out the purposes of the Corporation.

SECTION 3.2 AUDIT AND FINANCE COMMITTEE

The Board shall establish an Audit and Finance Committee (by merging the Corporation's Finance Committee into the Audit and Finance Committee). The Audit and Finance Committee shall be comprised of Independent Directors as defined, from time to time, by New York statute. The Audit and Finance Committee shall, among its other responsibilities, recommend to the Board the hiring of a certified independent accounting firm for the Corporation, establish the compensation to be paid to the accounting firm and provide direct oversight of the performance of any independent audit performed by the accounting firm hired for such purposes.

SECTION 3.3 GOVERNANCE COMMITTEE

The Board shall establish a Governance Committee. The Governance Committee shall be comprised of Independent Directors as defined, from time to time, by New York statute. It shall

be the responsibility of the Governance Committee to keep the Board informed of current best governance practices; to review corporate governance trends; to update the Corporation's corporate governance principles; and to advise appointing authorities on the skills and experiences required of potential Directors.

ARTICLE IV

BOARD MEMBERS

SECTION 4.1 ROLE AND RESPONSIBILITY OF DIRECTORS

The Board shall (a) execute direct oversight of the Corporation's Chief Executive and other senior management in the effective and ethical management of the Corporation; (b) understand, review and monitor the implementation of fundamental financial and management controls and operational decisions of the Corporation; (c) establish policies regarding the payment of salary, compensation and reimbursements to, and establish rules for the time and attendance of, the Executive Director and senior management; (d) adopt a code of ethics applicable to each officer, Director and employee that, at a minimum, includes the standards established in Section 74 of the Public Officers Law as may be amended or superseded from time to time; (e) establish written policies and procedures regarding personnel including policies protecting employees from retaliation for disclosing information concerning acts of wrongdoing, misconduct, malfeasance, or other inappropriate behavior by an employee or Director of the Corporation, regarding investments, travel, the acquisition of real property and the disposition of real and personal property and regarding the procurement of goods and services; and (f) adopt a defense and indemnification policy and disclose such plan to any and all prospective Directors.

The Board shall approve financial reports submitted to the State of New York and shall designate other senior management, if any, when required by law to certify financial reports in addition to the Executive Director's and the Chief Financial Officer's required certification in writing that based on his or her knowledge that the information provided therein (a) is accurate, correct and does not contain any untrue statement of material fact; (b) does not omit any material fact which, if omitted, would cause the financial statements to be misleading in light of the circumstances under which such statements are made; and (c) fairly presents in all material respects the financial condition and results of operations of the Corporation as of, and for, the periods presented in the financial statements.

SECTION 4.2 OTHER POSITIONS PROHIBITED

No Director, including the Chairperson, shall serve as the Executive Director, Chief Financial Officer, Comptroller, or hold any other equivalent position while also serving as a Director.

ARTICLE V

BOARD OFFICERS

SECTION 5.1 BOARD OFFICERS

The Board Officers of the Corporation shall be a Chairperson, Vice Chairperson, Treasurer and Secretary or such additional Board Officers as the Board may decide, all of whom shall be elected from among the Directors duly appointed to the Authority Board by the Governor of the State of New York. Such officers shall be elected at the Annual Meeting of the

Corporation. All Board Officers shall hold office until their successors are chosen and qualify in their stead.

SECTION 5.2 DUTIES OF CHAIRPERSON

The Chairperson shall preside at all meetings of the Board. He or she may sign and acknowledge on behalf of the Corporation all contracts, notes, bonds, or other evidences of indebtedness when so authorized by Resolution of the Corporation and shall perform such other duties as may be assigned to him or her from time to time by the Board.

SECTION 5.3 DUTIES OF VICE CHAIRPERSON

The Vice Chairperson shall perform the duties of the Chairperson in the event the office of Chairperson is vacant or in the event the Chairperson is unable to perform such duties by reason of illness, disability or absence, and shall perform such other duties as the Board shall designate.

SECTION 5.4 DUTIES OF SECRETARY

The Secretary shall keep the Minutes of the meetings of the Corporation, attend to the service of notices of all meetings, regular or special; shall affix the seal to all papers or documents as may require it; shall attend to such correspondence as may be assigned; shall perform all the duties as the Corporation may designate. The Corporation may designate an Assistant Secretary who, in the absence or incapacity of the Secretary, shall perform the duties of that office.

SECTION 5.5 DUTIES OF TREASURER

The Treasurer shall act in an advisory capacity and as liaison, when necessary, between the Finance or Budget Committees of the Board and the Corporate Officers; and shall perform such other duties and powers as shall from time to time be prescribed by the Board. The Corporation may designate an Assistant Treasurer who, in the absence or incapacity of the Treasurer, shall perform the duties of that office.

SECTION 5.6 AUTHORIZATION FOR OFFICIAL TRANSACTIONS

The Corporation, by Resolution, shall designate those Officers and/or employees who are authorized to sign legal and financial documents on behalf of the Corporation. A minimum of two (2) authorized signatures will be required on all such transactions unless otherwise specifically Resolved by the Board.

ARTICLE VI

CORPORATE OFFICERS

SECTION 6.1 EXECUTIVE DIRECTOR

There shall be appointed by the Corporation an Executive Director who shall serve in such capacity at the pleasure of the Board. The Executive Director shall be responsible to the Board for the administration of the Corporation's affairs. Unless the Board determines otherwise, the Executive Director shall be the Chief Executive and Chief Operating Officer of the Corporation and shall conduct the business of the Corporation. The Executive Director shall exercise supervision of all functions of the Corporation within the framework of policy

established by the Board. The Executive Director shall be responsible for the implementation of all Resolutions, orders, programs or projects of the Corporation. The Executive Director shall attend meetings of the Corporation as directed with the privilege of taking part in the discussion and shall recommend such measures as may be necessary or expedient, and shall perform such other duties and have such other powers as may be prescribed by law or by the Board. The Executive Director shall have all necessary incidental powers to perform and exercise any of the duties and functions specified above or lawfully delegated by the Board from time to time. The Executive Director shall report to the Chairman and the Other Directors on the progress of all programs.

SECTION 6.2 ADDITIONAL OFFICERS

The Corporation may appoint additional officers, including without limitation a Chief Financial Officer who may also be the Vice President of Finance and Administration, to be assigned such duties and responsibilities as the Corporation from time to time determines.

ARTICLE VII

EMPLOYEES

SECTION 7.1 EMPLOYEES AND CONSULTANTS

There may be retained or employed, such other persons, firms or corporations as are desired by the Corporation and as are permitted by law.

ARTICLE VIII

BONDING

SECTION 8. BONDING

If desired by the Board, the Executive Director and such other employees as the Corporation shall from time to time determine, shall be covered by a fidelity bond or bonds conditioned upon the faithful performance of the duties of their offices, the amount and sufficiency of which shall be specified by the Corporation and the premiums therefor shall be paid by the Corporation.

ARTICLE IX

BY-LAWS

SECTION 9.1 AMENDMENTS

These By-Laws may be repealed or amended by the Board at any duly called regular meeting, provided, however, that notice in writing specifying that the By-Laws are to be repealed or specifying the portions thereof to be amended shall be mailed to each Director at least one (1) week prior to the meeting at which such changes are to be passed upon.

These By-Laws may be repealed or amended only upon a majority vote of the whole number of the Directors of the Corporation.

ARTICLE X

MISCELLANEOUS PROVISIONS

SECTION 10.1 OBLIGATIONS OF THE CORPORATION

The Corporation shall continue to be a participating employer in the New York State Employees' Retirement System, on the basis of the contributory or non-contributory retirement plan and benefits provided by Retirement and Social Security Laws, Section 75-d and 75-c or related laws, and with all guaranteed retirement benefits provided by Retirement and Social Security Law Section 75-e, 75-g or 75-i and related laws.

The Corporation shall also continue to take appropriate action to cover such officers and employees with Old Age and Survivors Insurance coverage, pursuant to Article III of the Retirement and Social Security Law.

SECTION 10.2 INDEMNIFICATION

The Corporation shall save harmless and indemnify any person (or his or her estate) who shall have served as a Director, officer or employee of the Corporation or of a subsidiary of the Corporation against financial loss or litigation expense incurred in connection with any claim, demand, suit, action or proceeding, whether civil or criminal, or the defense thereof, and arising out of (a) any transaction of the Corporation or of a subsidiary of the Corporation, or (b) any act or failure to act by any such Director, officer or employee while engaged in the discharge of his or her duties on behalf of the Corporation or its subsidiaries, or the discharge of his or her duties as a fiduciary of a benefit plan for Corporation employees or employees of a subsidiary of the Corporation. In the event any such claim, demand, suit, action or proceeding shall occur, such Director, officer or employee shall be saved harmless and indemnified as herein provided, unless such individual is found by a final judicial determination not to have acted in good faith, for a purpose which he or she reasonably believed to be in the best interests of the Corporation or of

its subsidiaries, and, in criminal actions or proceedings, in addition, not to have had reasonable cause to believe that his or her conduct was lawful. The provisions of this Article 10.2 shall not enlarge or diminish the rights of any other party, and shall not impair, limit or modify the rights and obligations of any insurer under any policy of insurance. Except in a criminal proceeding, the foregoing shall be conditional on (a) the prompt delivery to the Corporation of a copy of the summons, complaint, process, notice, demand letter or pleading commencing any such claim, demand, suit, action or proceeding, (b) a contemporaneous offer to name counsel to the Corporation as counsel to the said Director, officer or employee in the defense of such claim, demand, suit, action or Proceeding, and (c) the full cooperation of the said Director, officer or employee, in the event the offer is accepted, in the making of such defense. The provisions of Section 18 or any other provision of the Public Officers Law or other applicable law relating to defense and indemnification are also applicable and available to the Corporation's Directors, officers and employees. In the event of any conflict between the provisions of these By-Laws and those of such Section 18 of the Public Officers Law or such other law(s), the provisions which afford the greater protection to such Directors, officers and employees shall control.

SECTION 10.3 GENDER REFERENCES

All references to masculine or feminine gender shall be construed to apply to the other gender, as well.

BY-LAWS
OF
CNY CENTRO, INC.

ARTICLE I
THE CORPORATION

SECTION 1.1 DESCRIPTION

CNY CENTRO, INC. (the "Corporation") is a public benefit corporation of the State of New York created by and having the powers and functions as set forth pursuant to Sections 1325-1348 of the Public Authorities Law of the State of New York, as amended, (the "Act"). It is a body corporate and politic, and a subsidiary public benefit corporation of the Central New York Regional Transportation Authority ("Authority").

SECTION 1.2 MEMBERSHIP

The Membership of the Corporation shall consist of as many Directors as are appointed to the Authority Board by the Governor of the State of New York upon the advice and consent of the New York State Senate and hold office pursuant to the provisions of the Act. The Membership of the Corporation is hereinafter referred to as the "Board", and the individual members of the Board are hereinafter referred to as "Directors". The same individuals who serve as Authority Board Members shall be Directors of the Corporation.

SECTION 1.3 OFFICES

The principal office and corporate offices of the Corporation shall be located in the City of Syracuse, County of Onondaga and State of New York, or as the Board may, from time to time, determine to be necessary or appropriate for the conduct of the affairs of the Corporation.

SECTION 1.4 SEAL

The official seal of the Corporation shall be in a design, circular in form, bearing the words and dates as follows:

[seal]

SECTION 1.5 FISCAL YEAR

The fiscal year of the Corporation shall begin on the 1st day of April in each calendar year and shall end at the close of business on the 31st day of March in the following calendar year.

ARTICLE II

MEETINGS

SECTION 2.1 ANNUAL MEETING

The Annual Meeting of the Corporation shall be held no later than the last Tuesday of April in each year. Whenever a quorum is not present at the Annual Meeting, a substitute Annual Meeting shall be called in the same manner as is provided for the calling of a Special Meeting of the Corporation.

SECTION 2.2 REGULAR MEETINGS

Regular Board meetings shall be held at such places and at such times as are agreed upon by the Board.

SECTION 2.3 SPECIAL MEETINGS

Special meetings of the Board may be called at any time by the Chairperson or in his or her absence by the Vice Chairperson, or by the Executive Director, and shall be called by the Chairperson, or in his or her absence by the Vice Chairperson, or by the Executive Director, upon the request of three (3) Directors then in office. It shall be the duty of the Chairperson, or in his or her absence, of the Vice Chairperson, or the Executive Director, to issue a call for a special Board meeting within a reasonable time after receipt of such request of such three (3) Directors. Written notice of each special meeting shall be given by the Secretary, or in his or her absence, by the Chairperson or Vice Chairperson or by the Executive Director, specifying the time and place of such meeting, addressed to the respective Directors at such address as each Director notifies the Corporation is his or her official address for the receipt of such notices, and if possible shall be deposited in the Post Office at least forty-eight hours prior to the time fixed for such meeting. Such notice shall also state the purpose of such meeting, and no business other than that stated in the notice shall be transacted at such special meeting, unless every Director of the Corporation then in office is present, and it is unanimously agreed to consider matters other than those specifically provided for in the notice of such meeting. A special meeting of the Directors of the Corporation may be held at any time and at any place, and any action may be taken thereat if notice and lapse of time be waived in writing by four-fifths (4/5) of the Directors of the Corporation.

SECTION 2.4 WAIVER OF NOTICE

Notice of any Board meeting of the Corporation need not be given to any Director if waived in writing by him or her either before or after such meeting, or if he or she shall be present at such meeting. No notice need be given of any such meeting if all of the Directors then in office shall be present thereat. Notice of an adjourned meeting need not be given to any Director present at the time of the adjournment. Nothing contained herein or in these By-Laws shall override any statute, rule or regulation enacted or promulgated in or by the State of New York or any applicable Court decision relating to the conduct of Public Meetings in the State of New York.

SECTION 2.5 CONDUCT OF MEETINGS

Except as otherwise required by the Act, a majority of whole number of Directors of the Corporation shall constitute a quorum for the transaction of business. Except as otherwise required by the Act, the Corporation shall have the power to act, for the transaction of business, or the exercise of any power of the Corporation by the majority of the Directors of any meeting at which a quorum is in attendance. The majority of the Directors, whether or not a quorum is present, may adjourn any meeting to another time and place. New York State Public Officers Law provisions as interpreted by rule, regulation or applicable Court decision shall govern the conduct of Executive Sessions. The conduct of Board meetings shall be governed by Roberts Rules of Order.

SECTION 2.6 ORDER OF BUSINESS

The order of business at all Board meetings shall be set by the Chairperson.

ARTICLE III

COMMITTEES

SECTION 3.1 COMMITTEES

The Board may, by Resolution, designate one or more committees. The Chairperson shall appoint all committees as are deemed necessary to carry out the purposes of the Corporation.

SECTION 3.2 AUDIT AND FINANCE COMMITTEE

The Board shall establish an Audit and Finance Committee (by merging the Corporation's Finance Committee into the Audit and Finance Committee). The Audit and Finance Committee shall be comprised of Independent Directors as defined, from time to time, by New York statute. The Audit and Finance Committee shall, among its other responsibilities, recommend to the Board the hiring of a certified independent accounting firm for the Corporation, establish the compensation to be paid to the accounting firm and provide direct oversight of the performance of any independent audit performed by the accounting firm hired for such purposes.

SECTION 3.3 GOVERNANCE COMMITTEE

The Board shall establish a Governance Committee. The Governance Committee shall be comprised of Independent Directors as defined, from time to time, by New York statute. It shall be the responsibility of the Governance Committee to keep the Board informed of current best governance practices; to review corporate governance trends; to update the Corporation's corporate governance principles; and to advise appointing authorities on the skills and experiences required of potential Directors.

ARTICLE IV

BOARD MEMBERS

SECTION 4.1 ROLE AND RESPONSIBILITY OF DIRECTORS

The Board shall (a) execute direct oversight of the Corporation's Chief Executive and other senior management in the effective and ethical management of the Corporation; (b) understand, review and monitor the implementation of fundamental financial and management controls and operational decisions of the Corporation; (c) establish policies regarding the payment of salary, compensation and reimbursements to, and establish rules for the time and attendance of, the Executive Director and senior management; (d) adopt a code of ethics applicable to each officer, Director and employee that, at a minimum, includes the standards established in Section 74 of the Public Officers Law as may be amended or superseded from time to time; (e) establish written policies and procedures regarding personnel including policies protecting employees from retaliation for disclosing information concerning acts of wrongdoing, misconduct, malfeasance, or other inappropriate behavior by an employee or Director of the Corporation, regarding investments, travel, the acquisition of real property and the disposition of real and personal property and regarding the procurement of goods and services; and (f) adopt a defense and indemnification policy and disclose such plan to any and all prospective Directors.

The Board shall approve financial reports submitted to the State of New York and shall designate other senior management, if any, when required by law to certify financial reports in addition to the Executive Director's and the Chief Financial Officer's required certification in writing that based on his or her knowledge that the information provided therein (a) is accurate, correct and does not contain any untrue statement of material fact; (b) does not omit any material fact which, if omitted, would cause the financial statements to be misleading in light of the

circumstances under which such statements are made; and (c) fairly presents in all material respects the financial condition and results of operations of the Corporation as of, and for, the periods presented in the financial statements.

SECTION 4.2 OTHER POSITIONS PROHIBITED

No Director, including the Chairperson, shall serve as the Executive Director, Chief Financial Officer, Comptroller, or hold any other equivalent position while also serving as a Director.

ARTICLE V

BOARD OFFICERS

SECTION 5.1 BOARD OFFICERS

The Board Officers of the Corporation shall be a Chairperson, Vice Chairperson, Treasurer and Secretary or such additional Board Officers as the Board may decide, all of whom shall be elected from among the Directors duly appointed to the Authority Board by the Governor of the State of New York. Such officers shall be elected at the Annual Meeting of the Corporation. All Board Officers shall hold office until their successors are chosen and qualify in their stead.

SECTION 5.2 DUTIES OF CHAIRPERSON

The Chairperson shall preside at all meetings of the Board. He or she may sign and acknowledge on behalf of the Corporation all contracts, notes, bonds, or other evidences of

indebtedness when so authorized by Resolution of the Corporation and shall perform such other duties as may be assigned to him or her from time to time by the Board.

SECTION 5.3 DUTIES OF VICE CHAIRPERSON

The Vice Chairperson shall perform the duties of the Chairperson in the event the office of Chairperson is vacant or in the event the Chairperson is unable to perform such duties by reason of illness, disability or absence, and shall perform such other duties as the Board shall designate.

SECTION 5.4 DUTIES OF SECRETARY

The Secretary shall keep the Minutes of the meetings of the Corporation, attend to the service of notices of all meetings, regular or special; shall affix the seal to all papers or documents as may require it; shall attend to such correspondence as may be assigned; shall perform all the duties as the Corporation may designate. The Corporation may designate an Assistant Secretary who, in the absence or incapacity of the Secretary, shall perform the duties of that office.

SECTION 5.5 DUTIES OF TREASURER

The Treasurer shall act in an advisory capacity and as liaison, when necessary, between the Finance or Budget Committees of the Board and the Corporate Officers; and shall perform such other duties and powers as shall from time to time be prescribed by the Board. The Corporation may designate an Assistant Treasurer who, in the absence or incapacity of the Treasurer, shall perform the duties of that office.

SECTION 5.6 AUTHORIZATION FOR OFFICIAL TRANSACTIONS

The Corporation, by Resolution, shall designate those Officers and/or employees who are authorized to sign legal and financial documents on behalf of the Corporation. A minimum of two (2) authorized signatures will be required on all such transactions unless otherwise specifically Resolved by the Board.

ARTICLE VI

CORPORATE OFFICERS

SECTION 6.1 EXECUTIVE DIRECTOR

There shall be appointed by the Corporation an Executive Director who shall serve in such capacity at the pleasure of the Board. The Executive Director shall be responsible to the Board for the administration of the Corporation's affairs. Unless the Board determines otherwise, the Executive Director shall be the Chief Executive and Chief Operating Officer of the Corporation and shall conduct the business of the Corporation. The Executive Director shall exercise supervision of all functions of the Corporation within the framework of policy established by the Board. The Executive Director shall be responsible for the implementation of all Resolutions, orders, programs or projects of the Corporation. The Executive Director shall attend meetings of the Corporation as directed with the privilege of taking part in the discussion and shall recommend such measures as may be necessary or expedient, and shall perform such other duties and have such other powers as may be prescribed by law or by the Board. The Executive Director shall have all necessary incidental powers to perform and exercise any of the duties and functions specified above or lawfully delegated by the Board from time to time. The

Executive Director shall report to the Chairman and the Other Directors on the progress of all programs.

SECTION 6.2 ADDITIONAL OFFICERS

The Corporation may appoint additional officers, including without limitation a Chief Financial Officer who may also be the Vice President of Finance and Administration, to be assigned such duties and responsibilities as the Corporation from time to time determines.

ARTICLE VII

EMPLOYEES

SECTION 7.1 EMPLOYEES AND CONSULTANTS

There may be retained or employed, such other persons, firms or corporations as are desired by the Corporation and as are permitted by law.

ARTICLE VIII

BONDING

SECTION 8. BONDING

If desired by the Board, the Executive Director and such other employees as the Corporation shall from time to time determine, shall be covered by a fidelity bond or bonds conditioned upon the faithful performance of the duties of their offices, the amount and sufficiency of which shall be specified by the Corporation and the premiums therefor shall be paid by the Corporation.

ARTICLE IX

BY-LAWS

SECTION 9.1 AMENDMENTS

These By-Laws may be repealed or amended by the Board at any duly called regular meeting, provided, however, that notice in writing specifying that the By-Laws are to be repealed or specifying the portions thereof to be amended shall be mailed to each Director at least one (1) week prior to the meeting at which such changes are to be passed upon.

These By-Laws may be repealed or amended only upon a majority vote of the whole number of the Directors of the Corporation.

ARTICLE X

MISCELLANEOUS PROVISIONS

SECTION 10.1 OBLIGATIONS OF THE CORPORATION

The Corporation shall continue to be a participating employer in the New York State Employees' Retirement System, on the basis of the contributory or non-contributory retirement plan and benefits provided by Retirement and Social Security Laws, Section 75-d and 75-c or related laws, and with all guaranteed retirement benefits provided by Retirement and Social Security Law Section 75-e, 75-g or 75-i and related laws.

The Corporation shall also continue to take appropriate action to cover such officers and employees with Old Age and Survivors Insurance coverage, pursuant to Article III of the Retirement and Social Security Law.

SECTION 10.2 INDEMNIFICATION

The Corporation shall save harmless and indemnify any person (or his or her estate) who shall have served as a Director, officer or employee of the Corporation or of a subsidiary of the Corporation against financial loss or litigation expense incurred in connection with any claim, demand, suit, action or proceeding, whether civil or criminal, or the defense thereof, and arising out of (a) any transaction of the Corporation or of a subsidiary of the Corporation, or (b) any act or failure to act by any such Director, officer or employee while engaged in the discharge of his or her duties on behalf of the Corporation or its subsidiaries, or the discharge of his or her duties as a fiduciary of a benefit plan for Corporation employees or employees of a subsidiary of the Corporation. In the event any such claim, demand, suit, action or proceeding shall occur, such Director, officer or employee shall be saved harmless and indemnified as herein provided, unless such individual is found by a final judicial determination not to have acted in good faith, for a purpose which he or she reasonably believed to be in the best interests of the Corporation or of its subsidiaries, and, in criminal actions or proceedings, in addition, not to have had reasonable cause to believe that his or her conduct was lawful. The provisions of this Article 10.2 shall not enlarge or diminish the rights of any other party, and shall not impair, limit or modify the rights and obligations of any insurer under any policy of insurance. Except in a criminal proceeding, the foregoing shall be conditional on (a) the prompt delivery to the Corporation of a copy of the summons, complaint, process, notice, demand letter or pleading commencing any such claim, demand, suit, action or proceeding, (b) a contemporaneous offer to name counsel to the Corporation as counsel to the said Director, officer or employee in the defense of such claim, demand, suit, action or Proceeding, and (c) the full cooperation of the said Director, officer or employee, in the event the offer is accepted, in the making of such defense. The provisions of

Section 18 or any other provision of the Public Officers Law or other applicable law relating to defense and indemnification are also applicable and available to the Corporation's Directors, officers and employees. In the event of any conflict between the provisions of these By-Laws and those of such Section 18 of the Public Officers Law or such other law(s), the provisions which afford the greater protection to such Directors, officers and employees shall control.

SECTION 10.3 GENDER REFERENCES

All references to masculine or feminine gender shall be construed to apply to the other gender, as well.

Revised 5/31/06

BY-LAWS
OF
DESIGNATED RECIPIENT SERVICES, INC.

ARTICLE I

THE CORPORATION

SECTION 1.1 DESCRIPTION

DESIGNATED RECIPIENT SERVICES, INC. (the "Corporation") is a public benefit corporation of the State of New York created by and having the powers and functions as set forth pursuant to Sections 1325-1348 of the Public Authorities Law of the State of New York, as amended, (the "Act"). It is a body corporate and politic, and a subsidiary public benefit corporation of the Central New York Regional Transportation Authority ("Authority").

SECTION 1.2 MEMBERSHIP

The Membership of the Corporation shall consist of as many Directors as are appointed to the Authority Board by the Governor of the State of New York upon the advice and consent of the New York State Senate and hold office pursuant to the provisions of the Act. The Membership of the Corporation is hereinafter referred to as the "Board", and the individual members of the Board are hereinafter referred to as "Directors". The same individuals who serve as Authority Board Members shall be Directors of the Corporation.

SECTION 1.3 OFFICES

The principal office and corporate offices of the Corporation shall be located in the City

of Syracuse, County of Onondaga and State of New York, or as the Board may, from time to time, determine to be necessary or appropriate for the conduct of the affairs of the Corporation.

SECTION 1.4 SEAL

The official seal of the Corporation shall be in a design, circular in form, bearing the words and dates as follows:

[seal]

SECTION 1.5 FISCAL YEAR

The fiscal year of the Corporation shall begin on the 1st day of April in each calendar year and shall end at the close of business on the 31st day of March in the following calendar year.

ARTICLE II

MEETINGS

SECTION 2.1 ANNUAL MEETING

The Annual Meeting of the Corporation shall be held no later than the last Tuesday of April in each year. Whenever a quorum is not present at the Annual Meeting, a substitute Annual Meeting shall be called in the same manner as is provided for the calling of a Special Meeting of the Corporation.

SECTION 2.2 REGULAR MEETINGS

Regular Board meetings shall be held at such places and at such times as are agreed upon by the Board.

SECTION 2.3 SPECIAL MEETINGS

Special meetings of the Board may be called at any time by the Chairperson or in his or her absence by the Vice Chairperson, or by the Executive Director, and shall be called by the Chairperson, or in his or her absence by the Vice Chairperson, or by the Executive Director, upon the request of three (3) Directors then in office. It shall be the duty of the Chairperson, or in his or her absence, of the Vice Chairperson, or the Executive Director, to issue a call for a special Board meeting within a reasonable time after receipt of such request of such three (3) Directors. Written notice of each special meeting shall be given by the Secretary, or in his or her absence, by the Chairperson or Vice Chairperson or by the Executive Director, specifying the time and place of such meeting, addressed to the respective Directors at such address as each Director notifies the Corporation is his or her official address for the receipt of such notices, and if possible shall be deposited in the Post Office at least forty-eight hours prior to the time fixed for such meeting. Such notice shall also state the purpose of such meeting, and no business other than that stated in the notice shall be transacted at such special meeting, unless every Director of the Corporation then in office is present, and it is unanimously agreed to consider matters other than those specifically provided for in the notice of such meeting. A special meeting of the Directors of the Corporation may be held at any time and at any place, and any action may be taken thereat if notice and lapse of time be waived in writing by four-fifths (4/5) of the Directors

of the Corporation.

SECTION 2.4 WAIVER OF NOTICE

Notice of any Board meeting of the Corporation need not be given to any Director if waived in writing by him or her either before or after such meeting, or if he or she shall be present at such meeting. No notice need be given of any such meeting if all of the Directors then in office shall be present thereat. Notice of an adjourned meeting need not be given to any Director present at the time of the adjournment. Nothing contained herein or in these By-Laws shall override any statute, rule or regulation enacted or promulgated in or by the State of New York or any applicable Court decision relating to the conduct of Public Meetings in the State of New York.

SECTION 2.5 CONDUCT OF MEETINGS

Except as otherwise required by the Act, a majority of whole number of Directors of the Corporation shall constitute a quorum for the transaction of business. Except as otherwise required by the Act, the Corporation shall have the power to act, for the transaction of business, or the exercise of any power of the Corporation by the majority of the Directors of any meeting at which a quorum is in attendance. The majority of the Directors, whether or not a quorum is present, may adjourn any meeting to another time and place. New York State Public Officers Law provisions as interpreted by rule, regulation or applicable Court decision shall govern the conduct of Executive Sessions. The conduct of Board meetings shall be governed by Roberts Rules of Order.

SECTION 2.6 ORDER OF BUSINESS

The order of business at all Board meetings shall be set by the Chairperson.

ARTICLE III

COMMITTEES

SECTION 3.1 COMMITTEES

The Board may, by Resolution, designate one or more committees. The Chairperson shall appoint all committees as are deemed necessary to carry out the purposes of the Corporation.

SECTION 3.2 AUDIT AND FINANCE COMMITTEE

The Board shall establish an Audit and Finance Committee (by merging the Corporation's Finance Committee into the Audit and Finance Committee). The Audit and Finance Committee shall be comprised of Independent Directors as defined, from time to time, by New York statute. The Audit and Finance Committee shall, among its other responsibilities, recommend to the Board the hiring of a certified independent accounting firm for the Corporation, establish the compensation to be paid to the accounting firm and provide direct oversight of the performance of any independent audit performed by the accounting firm hired for such purposes.

SECTION 3.3 GOVERNANCE COMMITTEE

The Board shall establish a Governance Committee. The Governance Committee shall be comprised of Independent Directors as defined, from time to time, by New York statute. It shall

be the responsibility of the Governance Committee to keep the Board informed of current best governance practices; to review corporate governance trends; to update the Corporation's corporate governance principles; and to advise appointing authorities on the skills and experiences required of potential Directors.

ARTICLE IV

BOARD MEMBERS

SECTION 4.1 ROLE AND RESPONSIBILITY OF DIRECTORS

The Board shall (a) execute direct oversight of the Corporation's Chief Executive and other senior management in the effective and ethical management of the Corporation; (b) understand, review and monitor the implementation of fundamental financial and management controls and operational decisions of the Corporation; (c) establish policies regarding the payment of salary, compensation and reimbursements to, and establish rules for the time and attendance of, the Executive Director and senior management; (d) adopt a code of ethics applicable to each officer, Director and employee that, at a minimum, includes the standards established in Section 74 of the Public Officers Law as may be amended or superseded from time to time; (e) establish written policies and procedures regarding personnel including policies protecting employees from retaliation for disclosing information concerning acts of wrongdoing, misconduct, malfeasance, or other inappropriate behavior by an employee or Director of the Corporation, regarding investments, travel, the acquisition of real property and the disposition of real and personal property and regarding the procurement of goods and services; and (f) adopt a defense and indemnification policy and disclose such plan to any and all prospective Directors.

The Board shall approve financial reports submitted to the State of New York and shall designate other senior management, if any, when required by law to certify financial reports in addition to the Executive Director's and the Chief Financial Officer's required certification in writing that based on his or her knowledge that the information provided therein (a) is accurate, correct and does not contain any untrue statement of material fact; (b) does not omit any material fact which, if omitted, would cause the financial statements to be misleading in light of the circumstances under which such statements are made; and (c) fairly presents in all material respects the financial condition and results of operations of the Corporation as of, and for, the periods presented in the financial statements.

SECTION 4.2 OTHER POSITIONS PROHIBITED

No Director, including the Chairperson, shall serve as the Executive Director, Chief Financial Officer, Comptroller, or hold any other equivalent position while also serving as a Director.

ARTICLE V

BOARD OFFICERS

SECTION 5.1 BOARD OFFICERS

The Board Officers of the Corporation shall be a Chairperson, Vice Chairperson, Treasurer and Secretary or such additional Board Officers as the Board may decide, all of whom shall be elected from among the Directors duly appointed to the Authority Board by the Governor of the State of New York. Such officers shall be elected at the Annual Meeting of the

Corporation. All Board Officers shall hold office until their successors are chosen and qualify in their stead.

SECTION 5.2 DUTIES OF CHAIRPERSON

The Chairperson shall preside at all meetings of the Board. He or she may sign and acknowledge on behalf of the Corporation all contracts, notes, bonds, or other evidences of indebtedness when so authorized by Resolution of the Corporation and shall perform such other duties as may be assigned to him or her from time to time by the Board.

SECTION 5.3 DUTIES OF VICE CHAIRPERSON

The Vice Chairperson shall perform the duties of the Chairperson in the event the office of Chairperson is vacant or in the event the Chairperson is unable to perform such duties by reason of illness, disability or absence, and shall perform such other duties as the Board shall designate.

SECTION 5.4 DUTIES OF SECRETARY

The Secretary shall keep the Minutes of the meetings of the Corporation, attend to the service of notices of all meetings, regular or special; shall affix the seal to all papers or documents as may require it; shall attend to such correspondence as may be assigned; shall perform all the duties as the Corporation may designate. The Corporation may designate an Assistant Secretary who, in the absence or incapacity of the Secretary, shall perform the duties of that office.

SECTION 5.5 DUTIES OF TREASURER

The Treasurer shall act in an advisory capacity and as liaison, when necessary, between the Finance or Budget Committees of the Board and the Corporate Officers; and shall perform such other duties and powers as shall from time to time be prescribed by the Board. The Corporation may designate an Assistant Treasurer who, in the absence or incapacity of the Treasurer, shall perform the duties of that office.

SECTION 5.6 AUTHORIZATION FOR OFFICIAL TRANSACTIONS

The Corporation, by Resolution, shall designate those Officers and/or employees who are authorized to sign legal and financial documents on behalf of the Corporation. A minimum of two (2) authorized signatures will be required on all such transactions unless otherwise specifically Resolved by the Board.

ARTICLE VI

CORPORATE OFFICERS

SECTION 6.1 EXECUTIVE DIRECTOR

There shall be appointed by the Corporation an Executive Director who shall serve in such capacity at the pleasure of the Board. The Executive Director shall be responsible to the Board for the administration of the Corporation's affairs. Unless the Board determines otherwise, the Executive Director shall be the Chief Executive and Chief Operating Officer of the Corporation and shall conduct the business of the Corporation. The Executive Director shall exercise supervision of all functions of the Corporation within the framework of policy

established by the Board. The Executive Director shall be responsible for the implementation of all Resolutions, orders, programs or projects of the Corporation. The Executive Director shall attend meetings of the Corporation as directed with the privilege of taking part in the discussion and shall recommend such measures as may be necessary or expedient, and shall perform such other duties and have such other powers as may be prescribed by law or by the Board. The Executive Director shall have all necessary incidental powers to perform and exercise any of the duties and functions specified above or lawfully delegated by the Board from time to time. The Executive Director shall report to the Chairman and the Other Directors on the progress of all programs.

SECTION 6.2 ADDITIONAL OFFICERS

The Corporation may appoint additional officers, including without limitation a Chief Financial Officer who may also be the Vice President of Finance and Administration, to be assigned such duties and responsibilities as the Corporation from time to time determines.

ARTICLE VII

EMPLOYEES

SECTION 7.1 EMPLOYEES AND CONSULTANTS

There may be retained or employed, such other persons, firms or corporations as are desired by the Corporation and as are permitted by law.

ARTICLE VIII

BONDING

SECTION 8. BONDING

If desired by the Board, the Executive Director and such other employees as the Corporation shall from time to time determine, shall be covered by a fidelity bond or bonds conditioned upon the faithful performance of the duties of their offices, the amount and sufficiency of which shall be specified by the Corporation and the premiums therefor shall be paid by the Corporation.

ARTICLE IX

BY-LAWS

SECTION 9.1 AMENDMENTS

These By-Laws may be repealed or amended by the Board at any duly called regular meeting, provided, however, that notice in writing specifying that the By-Laws are to be repealed or specifying the portions thereof to be amended shall be mailed to each Director at least one (1) week prior to the meeting at which such changes are to be passed upon.

These By-Laws may be repealed or amended only upon a majority vote of the whole number of the Directors of the Corporation.

ARTICLE X

MISCELLANEOUS PROVISIONS

SECTION 10.1 OBLIGATIONS OF THE CORPORATION

The Corporation shall continue to be a participating employer in the New York State Employees' Retirement System, on the basis of the contributory or non-contributory retirement plan and benefits provided by Retirement and Social Security Laws, Section 75-d and 75-c or related laws, and with all guaranteed retirement benefits provided by Retirement and Social Security Law Section 75-e, 75-g or 75-i and related laws.

The Corporation shall also continue to take appropriate action to cover such officers and employees with Old Age and Survivors Insurance coverage, pursuant to Article III of the Retirement and Social Security Law.

SECTION 10.2 INDEMNIFICATION

The Corporation shall save harmless and indemnify any person (or his or her estate) who shall have served as a Director, officer or employee of the Corporation or of a subsidiary of the Corporation against financial loss or litigation expense incurred in connection with any claim, demand, suit, action or proceeding, whether civil or criminal, or the defense thereof, and arising out of (a) any transaction of the Corporation or of a subsidiary of the Corporation, or (b) any act or failure to act by any such Director, officer or employee while engaged in the discharge of his or her duties on behalf of the Corporation or its subsidiaries, or the discharge of his or her duties as a fiduciary of a benefit plan for Corporation employees or employees of a subsidiary of the Corporation. In the event any such claim, demand, suit, action or proceeding shall occur, such Director, officer or employee shall be saved harmless and indemnified as herein provided, unless such individual is found by a final judicial determination not to have acted in good faith, for a purpose which he or she reasonably believed to be in the best interests of the Corporation or of

its subsidiaries, and, in criminal actions or proceedings, in addition, not to have had reasonable cause to believe that his or her conduct was lawful. The provisions of this Article 10.2 shall not enlarge or diminish the rights of any other party, and shall not impair, limit or modify the rights and obligations of any insurer under any policy of insurance. Except in a criminal proceeding, the foregoing shall be conditional on (a) the prompt delivery to the Corporation of a copy of the summons, complaint, process, notice, demand letter or pleading commencing any such claim, demand, suit, action or proceeding, (b) a contemporaneous offer to name counsel to the Corporation as counsel to the said Director, officer or employee in the defense of such claim, demand, suit, action or Proceeding, and (c) the full cooperation of the said Director, officer or employee, in the event the offer is accepted, in the making of such defense. The provisions of Section 18 or any other provision of the Public Officers Law or other applicable law relating to defense and indemnification are also applicable and available to the Corporation's Directors, officers and employees. In the event of any conflict between the provisions of these By-Laws and those of such Section 18 of the Public Officers Law or such other law(s), the provisions which afford the greater protection to such Directors, officers and employees shall control.

SECTION 10.3 GENDER REFERENCES

All references to masculine or feminine gender shall be construed to apply to the other gender, as well.

BY-LAWS
OF
INTERMODAL TRANSPORTATION CENTER, INC.

ARTICLE I
THE CORPORATION

SECTION 1.1 DESCRIPTION

INTERMODAL TRANSPORTATION CENTER, INC. (the "Corporation") is a public benefit corporation of the State of New York created by and having the powers and functions as set forth pursuant to Sections 1325-1348 of the Public Authorities Law of the State of New York, as amended, (the "Act"). It is a body corporate and politic, and a subsidiary public benefit corporation of the Central New York Regional Transportation Authority ("Authority").

SECTION 1.2 MEMBERSHIP

The Membership of the Corporation shall consist of as many Directors as are appointed to the Authority Board by the Governor of the State of New York upon the advice and consent of the New York State Senate and hold office pursuant to the provisions of the Act. The Membership of the Corporation is hereinafter referred to as the "Board", and the individual members of the Board are hereinafter referred to as "Directors". The same individuals who serve as Authority Board Members shall be Directors of the Corporation.

SECTION 1.3 OFFICES

The principal office and corporate offices of the Corporation shall be located in the City of Syracuse, County of Onondaga and State of New York, or as the Board may, from time to time, determine to be necessary or appropriate for the conduct of the affairs of the Corporation.

SECTION 1.4 SEAL

The official seal of the Corporation shall be in a design, circular in form, bearing the words and dates as follows:

[seal]

SECTION 1.5 FISCAL YEAR

The fiscal year of the Corporation shall begin on the 1st day of April in each calendar year and shall end at the close of business on the 31st day of March in the following calendar year.

ARTICLE II

MEETINGS

SECTION 2.1 ANNUAL MEETING

The Annual Meeting of the Corporation shall be held no later than the last Tuesday of April in each year. Whenever a quorum is not present at the Annual Meeting, a substitute Annual Meeting shall be called in the same manner as is provided for the calling of a Special Meeting of the Corporation.

SECTION 2.2 REGULAR MEETINGS

Regular Board meetings shall be held at such places and at such times as are agreed upon by the Board.

SECTION 2.3 SPECIAL MEETINGS

Special meetings of the Board may be called at any time by the Chairperson or in his or her absence by the Vice Chairperson, or by the Executive Director, and shall be called by the Chairperson, or in his or her absence by the Vice Chairperson, or by the Executive Director, upon the request of three (3) Directors then in office. It shall be the duty of the Chairperson, or in his or her absence, of the Vice Chairperson, or the Executive Director, to issue a call for a special Board meeting within a reasonable time after receipt of such request of such three (3) Directors. Written notice of each special meeting shall be given by the Secretary, or in his or her absence, by the Chairperson or Vice Chairperson or by the Executive Director, specifying the time and place of such meeting, addressed to the respective Directors at such address as each Director notifies the Corporation is his or her official address for the receipt of such notices, and if possible shall be deposited in the Post Office at least forty-eight hours prior to the time fixed for such meeting. Such notice shall also state the purpose of such meeting, and no business other than that stated in the notice shall be transacted at such special meeting, unless every Director of the Corporation then in office is present, and it is unanimously agreed to consider matters other than those specifically provided for in the notice of such meeting. A special meeting of the Directors of the Corporation may be held at any time and at any place, and any action may be taken thereat if notice and lapse of time be waived in writing by four-fifths (4/5) of the Directors of the Corporation.

SECTION 2.4 WAIVER OF NOTICE

Notice of any Board meeting of the Corporation need not be given to any Director if waived in writing by him or her either before or after such meeting, or if he or she shall be present at such meeting. No notice need be given of any such meeting if all of the Directors then in office shall be present thereat. Notice of an adjourned meeting need not be given to any Director present at the time of the adjournment. Nothing contained herein or in these By-Laws shall override any statute, rule or regulation enacted or promulgated in or by the State of New York or any applicable Court decision relating to the conduct of Public Meetings in the State of New York.

SECTION 2.5 CONDUCT OF MEETINGS

Except as otherwise required by the Act, a majority of whole number of Directors of the Corporation shall constitute a quorum for the transaction of business. Except as otherwise required by the Act, the Corporation shall have the power to act, for the transaction of business, or the exercise of any power of the Corporation by the majority of the Directors of any meeting at which a quorum is in attendance. The majority of the Directors, whether or not a quorum is present, may adjourn any meeting to another time and place. New York State Public Officers Law provisions as interpreted by rule, regulation or applicable Court decision shall govern the conduct of Executive Sessions. The conduct of Board meetings shall be governed by Roberts Rules of Order.

SECTION 2.6 ORDER OF BUSINESS

The order of business at all Board meetings shall be set by the Chairperson.

ARTICLE III

COMMITTEES

SECTION 3.1 COMMITTEES

The Board may, by Resolution, designate one or more committees. The Chairperson shall appoint all committees as are deemed necessary to carry out the purposes of the Corporation.

SECTION 3.2 AUDIT AND FINANCE COMMITTEE

The Board shall establish an Audit and Finance Committee (by merging the Corporation's Finance Committee into the Audit and Finance Committee). The Audit and Finance Committee shall be comprised of Independent Directors as defined, from time to time, by New York statute. The Audit and Finance Committee shall, among its other responsibilities, recommend to the Board the hiring of a certified independent accounting firm for the Corporation, establish the compensation to be paid to the accounting firm and provide direct oversight of the performance of any independent audit performed by the accounting firm hired for such purposes.

SECTION 3.3 GOVERNANCE COMMITTEE

The Board shall establish a Governance Committee. The Governance Committee shall be comprised of Independent Directors as defined, from time to time, by New York statute. It shall be the responsibility of the Governance Committee to keep the Board informed of current best governance practices; to review corporate governance trends; to update the Corporation's corporate governance principles; and to advise appointing authorities on the skills and experiences required of potential Directors.

ARTICLE IV

BOARD MEMBERS

SECTION 4.1 ROLE AND RESPONSIBILITY OF DIRECTORS

The Board shall (a) execute direct oversight of the Corporation's Chief Executive and other senior management in the effective and ethical management of the Corporation; (b) understand, review and monitor the implementation of fundamental financial and management controls and operational decisions of the Corporation; (c) establish policies regarding the payment of salary, compensation and reimbursements to, and establish rules for the time and attendance of, the Executive Director and senior management; (d) adopt a code of ethics applicable to each officer, Director and employee that, at a minimum, includes the standards established in Section 74 of the Public Officers Law as may be amended or superseded from time to time; (e) establish written policies and procedures regarding personnel including policies protecting employees from retaliation for disclosing information concerning acts of wrongdoing, misconduct, malfeasance, or other inappropriate behavior by an employee or Director of the Corporation, regarding investments, travel, the acquisition of real property and the disposition of real and personal property and regarding the procurement of goods and services; and (f) adopt a defense and indemnification policy and disclose such plan to any and all prospective Directors.

The Board shall approve financial reports submitted to the State of New York and shall designate other senior management, if any, when required by law to certify financial reports in addition to the Executive Director's and the Chief Financial Officer's required certification in writing that based on his or her knowledge that the information provided therein (a) is accurate, correct and does not contain any untrue statement of material fact; (b) does not omit any material fact which, if omitted, would cause the financial statements to be misleading in light of the

circumstances under which such statements are made; and (c) fairly presents in all material respects the financial condition and results of operations of the Corporation as of, and for, the periods presented in the financial statements.

SECTION 4.2 OTHER POSITIONS PROHIBITED

No Director, including the Chairperson, shall serve as the Executive Director, Chief Financial Officer, Comptroller, or hold any other equivalent position while also serving as a Director.

ARTICLE V

BOARD OFFICERS

SECTION 5.1 BOARD OFFICERS

The Board Officers of the Corporation shall be a Chairperson, Vice Chairperson, Treasurer and Secretary or such additional Board Officers as the Board may decide, all of whom shall be elected from among the Directors duly appointed to the Authority Board by the Governor of the State of New York. Such officers shall be elected at the Annual Meeting of the Corporation. All Board Officers shall hold office until their successors are chosen and qualify in their stead.

SECTION 5.2 DUTIES OF CHAIRPERSON

The Chairperson shall preside at all meetings of the Board. He or she may sign and acknowledge on behalf of the Corporation all contracts, notes, bonds, or other evidences of

indebtedness when so authorized by Resolution of the Corporation and shall perform such other duties as may be assigned to him or her from time to time by the Board.

SECTION 5.3 DUTIES OF VICE CHAIRPERSON

The Vice Chairperson shall perform the duties of the Chairperson in the event the office of Chairperson is vacant or in the event the Chairperson is unable to perform such duties by reason of illness, disability or absence, and shall perform such other duties as the Board shall designate.

SECTION 5.4 DUTIES OF SECRETARY

The Secretary shall keep the Minutes of the meetings of the Corporation, attend to the service of notices of all meetings, regular or special; shall affix the seal to all papers or documents as may require it; shall attend to such correspondence as may be assigned; shall perform all the duties as the Corporation may designate. The Corporation may designate an Assistant Secretary who, in the absence or incapacity of the Secretary, shall perform the duties of that office.

SECTION 5.5 DUTIES OF TREASURER

The Treasurer shall act in an advisory capacity and as liaison, when necessary, between the Finance or Budget Committees of the Board and the Corporate Officers; and shall perform such other duties and powers as shall from time to time be prescribed by the Board. The Corporation may designate an Assistant Treasurer who, in the absence or incapacity of the Treasurer, shall perform the duties of that office.

SECTION 5.6 AUTHORIZATION FOR OFFICIAL TRANSACTIONS

The Corporation, by Resolution, shall designate those Officers and/or employees who are authorized to sign legal and financial documents on behalf of the Corporation. A minimum of two (2) authorized signatures will be required on all such transactions unless otherwise specifically Resolved by the Board.

ARTICLE VI

CORPORATE OFFICERS

SECTION 6.1 EXECUTIVE DIRECTOR

There shall be appointed by the Corporation an Executive Director who shall serve in such capacity at the pleasure of the Board. The Executive Director shall be responsible to the Board for the administration of the Corporation's affairs. Unless the Board determines otherwise, the Executive Director shall be the Chief Executive and Chief Operating Officer of the Corporation and shall conduct the business of the Corporation. The Executive Director shall exercise supervision of all functions of the Corporation within the framework of policy established by the Board. The Executive Director shall be responsible for the implementation of all Resolutions, orders, programs or projects of the Corporation. The Executive Director shall attend meetings of the Corporation as directed with the privilege of taking part in the discussion and shall recommend such measures as may be necessary or expedient, and shall perform such other duties and have such other powers as may be prescribed by law or by the Board. The Executive Director shall have all necessary incidental powers to perform and exercise any of the duties and functions specified above or lawfully delegated by the Board from time to time. The

Executive Director shall report to the Chairman and the Other Directors on the progress of all programs.

SECTION 6.2 ADDITIONAL OFFICERS

The Corporation may appoint additional officers, including without limitation a Chief Financial Officer who may also be the Vice President of Finance and Administration, to be assigned such duties and responsibilities as the Corporation from time to time determines.

ARTICLE VII

EMPLOYEES

SECTION 7.1 EMPLOYEES AND CONSULTANTS

There may be retained or employed, such other persons, firms or corporations as are desired by the Corporation and as are permitted by law.

ARTICLE VIII

BONDING

SECTION 8. BONDING

If desired by the Board, the Executive Director and such other employees as the Corporation shall from time to time determine, shall be covered by a fidelity bond or bonds conditioned upon the faithful performance of the duties of their offices, the amount and sufficiency of which shall be specified by the Corporation and the premiums therefor shall be paid by the Corporation.

ARTICLE IX

BY-LAWS

SECTION 9.1 AMENDMENTS

These By-Laws may be repealed or amended by the Board at any duly called regular meeting, provided, however, that notice in writing specifying that the By-Laws are to be repealed or specifying the portions thereof to be amended shall be mailed to each Director at least one (1) week prior to the meeting at which such changes are to be passed upon.

These By-Laws may be repealed or amended only upon a majority vote of the whole number of the Directors of the Corporation.

ARTICLE X

MISCELLANEOUS PROVISIONS

SECTION 10.1 OBLIGATIONS OF THE CORPORATION

The Corporation shall continue to be a participating employer in the New York State Employees' Retirement System, on the basis of the contributory or non-contributory retirement plan and benefits provided by Retirement and Social Security Laws, Section 75-d and 75-c or related laws, and with all guaranteed retirement benefits provided by Retirement and Social Security Law Section 75-e, 75-g or 75-i and related laws.

The Corporation shall also continue to take appropriate action to cover such officers and employees with Old Age and Survivors Insurance coverage, pursuant to Article III of the Retirement and Social Security Law.

SECTION 10.2 INDEMNIFICATION

The Corporation shall save harmless and indemnify any person (or his or her estate) who shall have served as a Director, officer or employee of the Corporation or of a subsidiary of the Corporation against financial loss or litigation expense incurred in connection with any claim, demand, suit, action or proceeding, whether civil or criminal, or the defense thereof, and arising out of (a) any transaction of the Corporation or of a subsidiary of the Corporation, or (b) any act or failure to act by any such Director, officer or employee while engaged in the discharge of his or her duties on behalf of the Corporation or its subsidiaries, or the discharge of his or her duties as a fiduciary of a benefit plan for Corporation employees or employees of a subsidiary of the Corporation. In the event any such claim, demand, suit, action or proceeding shall occur, such Director, officer or employee shall be saved harmless and indemnified as herein provided, unless such individual is found by a final judicial determination not to have acted in good faith, for a purpose which he or she reasonably believed to be in the best interests of the Corporation or of its subsidiaries, and, in criminal actions or proceedings, in addition, not to have had reasonable cause to believe that his or her conduct was lawful. The provisions of this Article 10.2 shall not enlarge or diminish the rights of any other party, and shall not impair, limit or modify the rights and obligations of any insurer under any policy of insurance. Except in a criminal proceeding, the foregoing shall be conditional on (a) the prompt delivery to the Corporation of a copy of the summons, complaint, process, notice, demand letter or pleading commencing any such claim, demand, suit, action or proceeding, (b) a contemporaneous offer to name counsel to the Corporation as counsel to the said Director, officer or employee in the defense of such claim, demand, suit, action or Proceeding, and (c) the full cooperation of the said Director, officer or employee, in the event the offer is accepted, in the making of such defense. The provisions of

Section 18 or any other provision of the Public Officers Law or other applicable law relating to defense and indemnification are also applicable and available to the Corporation's Directors, officers and employees. In the event of any conflict between the provisions of these By-Laws and those of such Section 18 of the Public Officers Law or such other law(s), the provisions which afford the greater protection to such Directors, officers and employees shall control.

SECTION 10.3 GENDER REFERENCES

All references to masculine or feminine gender shall be construed to apply to the other gender, as well.

New York State Department of State

Division of Corporations, State Records and Uniform Commercial Code

Please print this email for your records.

Thank you for submitting your CERTIFICATE OF INCORPORATION through the Department of State's Online Filing System. The CERTIFICATE OF INCORPORATION has been filed by the Department of State.

We have attached the official filing receipt and any related document(s) for the following entity:

DOS ID: 7496121
Entity Name: CENTRO OF CORTLAND, INC.
Filing Date: 11/14/2024

- Retain this letter and attachment(s) for your records. The Department of State does not mail additional copies of the filing receipt or related attachment(s).
- You may obtain a Federal Employer Identification Number (EIN) from the Internal Revenue Service (IRS). You must obtain an EIN to identify your business to the IRS and the New York State Department of Taxation and Finance. Visit Employer Identification Number.
- Report your EIN by phone to the New York State Department of Taxation and Finance at 518-485-6027, Monday through Friday between 8:30 a.m. and 4:30 p.m.

Resources

- Instructions for filing Certificates of Correction, Certificates of Amendment and other documents with the Department of State
- Corporation tax information

Contact Information

- Department of State: Email the Division of Corporations at corporations@dos.ny.gov.
- Department of Taxation and Finance: Visit [Contact us](#) for self-help options and telephone numbers.

STATE OF NEW YORK
DEPARTMENT OF STATE

ONE COMMERCE PLAZA
99 WASHINGTON AVENUE
ALBANY, NY 12231-0001
WWW.DOS.NY.GOV

KATHY HOCHUL
GOVERNOR

WALTER T. MOSLEY
SECRETARY OF STATE

Filer: MACKENZIE HUGHES LLP - ATTN: LM
440 SOUTH WARREN STREET
SUITE 400
SYRACUSE, NY, 13202, USA

Your document has been filed by the Department of State.

We have attached the official filing receipt and related document(s) for the following entity:

DOS ID: 7496121
Entity Name: CENTRO OF CORTLAND, INC.
Statement Due Date: 11/30/2026

- | Retain this letter and attachment(s) for your records. The Department of State does not mail additional copies of the filing receipt or related attachment(s).
- | Business Corporations are required to file a Biennial Statement with the Department of State. To receive an email notice when the Biennial Statement is due, provide an email address at the Department of State's Email Address Submission/Update Service: <https://filing.dos.ny.gov/eBiennialWeb/>.
- | You may obtain a Federal Employer Identification Number(EIN) from the Internal Revenue Service(IRS). You must obtain an EIN to identify your business to the IRS and the New York State Department of Taxation and Finance. Visit <https://www.irs.gov>, for more information.
- | Report your EIN by phone to the Department of Taxation and Finance at 518-485-6027, Monday through Friday between 8:30 a.m. and 4:30 p.m.

Contact Information

- | Department of State: Email the Division of Corporations at corporations@dos.ny.gov.
- | Department of Taxation and Finance: Visit <https://www.tax.ny.gov/help/contact> for self-help options and telephone numbers.



NEW YORK STATE DEPARTMENT OF STATE
DIVISION OF CORPORATIONS, STATE RECORDS AND UNIFORM COMMERCIAL CODE
FILING RECEIPT

ENTITY NAME : CENTRO OF CORTLAND, INC.
DOCUMENT TYPE : CERTIFICATE OF INCORPORATION
ENTITY TYPE : DOMESTIC PUBLIC BENEFIT CORPORATION

DOS ID : 7496121
FILE DATE : 11/14/2024
FILE NUMBER : 241231003027
TRANSACTION NUMBER : 202412100002951-3952684
EXISTENCE DATE : 12/31/2024
DURATION/DISSOLUTION : PERPETUAL
COUNTY :



SERVICE OF PROCESS ADDRESS :
ELECTRONIC SERVICE OF PROCESS
EMAIL ADDRESS : N/A

FILER : MACKENZIE HUGHES LLP - ATTN: LM
440 SOUTH WARREN STREET, SUITE 400
SYRACUSE, NY, 13202, USA

SERVICE COMPANY : CORPORATION SERVICE COMPANY
SERVICE COMPANY ACCOUNT : 45

You may verify this document online at : <http://ecorp.dos.ny.gov>
AUTHENTICATION NUMBER : 100007203338

TOTAL FEES:	\$150.00	TOTAL PAYMENTS RECEIVED:	\$150.00
FILING FEE:	\$125.00	CASH:	\$0.00
CERTIFICATE OF STATUS:	\$0.00	CHECK/MONEY ORDER:	\$0.00
CERTIFIED COPY:	\$0.00	CREDIT CARD:	\$0.00
COPY REQUEST:	\$0.00	DRAWDOWN ACCOUNT:	\$150.00
EXPEDITED HANDLING:	\$25.00	REFUND DUE:	\$0.00

**STATE OF NEW YORK
DEPARTMENT OF STATE**

I hereby certify that the annexed copy for CENTRO OF CORTLAND, INC., File Number 241231003027 has been compared with the original document in the custody of the Secretary of State and that the same is true copy of said original.

WITNESS my hand and official seal of the
Department of State, at the City of Albany,
on December 31, 2024.

WALTER T. MOSLEY
Secretary of State



BRENDAN C. HUGHES
Executive Deputy Secretary of State



**CERTIFICATE OF INCORPORATION
OF
CENTRO OF CORTLAND, INC.**

Pursuant to Section 1332(5) of the Public Authorities Law

The undersigned, being a natural person, at least twenty-one years of age, for the purpose of forming a public benefit subsidiary corporation of the Central New York Regional Transportation Authority, pursuant to the provisions of the Public Authorities Law of the State of New York, does hereby certify as follows:

FIRST: The name of said Corporation shall be CENTRO OF CORTLAND, INC.

SECOND: Purpose of Corporation: Pursuant to New York Public Authorities Law ("PAL") section 1332(5), the Corporation shall have purposes including "acquiring, owning, leasing, establishing, constructing, effectuating, operating, maintaining, renovating, improving, extending or repairing one or more facilities" of the Central New York Regional Transportation Authority (the "authority"). Also pursuant to PAL section 1332(5), the Corporation "shall be a body politic and corporate and shall have all those powers vested in the authority by the provisions of" Title 11-D of the PAL, except for "the power to contract indebtedness." Also pursuant to PAL section 1332(5), the authority may "cause any one or more of its powers, duties, functions or activities to be exercised or performed by" the Corporation and "may transfer to or from" the Corporation "any moneys, real property or other property for any of the purposes of" Title 11-D of the PAL. Also pursuant to PAL section 1332(5), the Corporation "and any of its property, functions and activities shall have all of the privileges, immunities, tax exemptions and other exemptions of the authority and of the authority's property, functions, and activities." Said Corporation shall be subject to such limitations as the authority may, from time to time, impose by action of its members.

CENTRO OF CORTLAND, INC. shall be subject to the restrictions and limitations to which the Central New York Regional Transportation Authority may be subject, including suit, in accordance with Section 1341 of the Public Authorities Law.

CENTRO OF CORTLAND, INC. may exercise any of its purposes granted to it hereunder, throughout the Central New York Regional Transportation District.

THIRD: The principal office of the Corporation shall be located at 200 Cortland Avenue, in the City of Syracuse, County of Onondaga, State of New York.

FOURTH: The duration of this Corporation shall be perpetual.

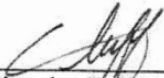
FIFTH: The Directors of CENTRO OF CORTLAND, INC. shall be the same persons holding the offices of Members of the Central New York Regional Transportation Authority.

(M110073L1)

Filed with the NYS Department of State on 11/14/2024
Filing Number: 241231003027 DOS ID: 7496121

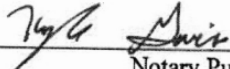
Dated: December 20, 2024

**CENTRAL NEW YORK REGIONAL
TRANSPORTATION AUTHORITY**

By: 
Christopher Tuff, Deputy Chief Executive Officer

STATE OF NEW YORK)
COUNTY OF ONONDAGA) ss

On this 20th day of December, 2024, before me, the undersigned, a Notary Public in and for said State, personally appeared Christopher Tuff, personally known to me or proved to me on the basis of satisfactory evidence to be the Individual(s) whose name(s) is (are) subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their capacity(ies), and that by his/her/their signature(s) on the instrument, the individual(s), or the person upon behalf of which the individual(s) acted, executed the instrument.


Notary Public

KAYLA GARCIA
NOTARY PUBLIC, STATE OF NEW YORK
Registration No. 01GA6410180
Qualified in Onondaga County
Commission Expires Oct. 19th, 2028

(M1100731.1)

Filed with the NYS Department of State on 11/14/2024
Filing Number: 241231003027 DOS ID: 7496121

CSC-45
DRAWDOWN

**CERTIFICATE OF INCORPORATION
OF
CENTRO OF CORTLAND, INC.**

Pursuant to Section 1332(5) of the Public Authorities Law

RECEIVED
DIVISION OF
2021 DEC 24 AM 9:06
CORPORATIONS
DEPARTMENT OF STATE

Filer:
Mackenzie Hughes LLP
440 South Warren Street, Suite 400
Syracuse, New York 13202
Attn: LM

CUST REF# 1678245-1 OF

{M1100731.1}

Filed with the NYS Department of State on 11/14/2024
Filing Number: 241231003027 DOS ID: 7496121