



THE METROPOLITAN TRANSPORTATION AUTHORITY

COMMITTEE ON OPERATIONS OF THE METRO-NORTH COMMUTER RAILROAD

This Charter for the Committee on the Operations of the Metro-North Commuter Railroad was adopted by the Board Chair and a majority of the members of Board of the Metropolitan Transportation Authority, a public benefit corporation established under the laws of the State of New York (together with any other entity or corporation for which the members of the Metropolitan Transportation Authority serve as a board of directors, the “MTA”), as amended on March 21, 2018.

I. PURPOSE

The Committee on the Operations of the Metro-North Commuter Railroad (the “Committee”) shall assist the Board Chair and the Board in fulfilling their responsibility to monitor and oversee the operations of the Metro-North Commuter Railroad Company (“Metro-North”).

II. COMMITTEE AUTHORITY

In discharging its role, the Committee is empowered to investigate any matter brought to its attention. To facilitate any such investigation, the chairperson of the Committee shall have access to all books, records, facilities and staff of the MTA and/or Metro-North. The foregoing is not intended to alter or curtail existing rights of individual Board members to access books, records or staff in connection with the performance of their fiduciary duties as Board members.

III. COMMITTEE MEMBERSHIP

The Committee shall consist of 3 or more members of the Board, appointed by the Board Chair. If not otherwise a member of the Committee, each Vice-Chair of the Board shall be an ex officio member of the Committee. The Board Chair shall appoint the chairperson of the Committee. In the absence of the chairperson at a meeting of the Committee, the Board Chair shall appoint a temporary chairperson to chair such meeting. A member of the Committee may be removed, for cause or without cause, by the Board Chair.

IV. COMMITTEE MEETINGS

The Committee shall meet on a regularly-scheduled basis at least 11 times per year, and more frequently as circumstances dictate. The Committee shall cause to be kept adequate minutes of all its proceedings, which shall include records of any action taken. Committee members will be furnished with copies of the minutes of each meeting. Meetings of the Committee shall be open to the public, and the Committee shall be governed by the rules regarding public meetings set forth in the applicable provisions of the Public Authorities Law and Article 7 of the Public Officers Law that relate to public notice, public speaking

and the conduct of executive session. The Committee may form and assign responsibilities to subcommittees when appropriate.

The Committee may request that any member of the Board, the Auditor General, any officer or staff of the MTA, Metro-North or any other person whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such pertinent information at the Committee requests. The President of Metro-North and the President of the MTA Capital Construction Company shall each (1) furnish the Committee with all material information pertinent to matters appearing on the Committee agenda relating to his or her organization, (2) provide the chairperson of the Committee with all information regarding the affairs of his or her organization that is material to the Committee's monitoring and oversight of the operations of such organization, and (3) inform the chairperson of the Committee of any matters not already on the Committee agenda that should be added to the agenda in order for the Committee to be adequately monitoring and overseeing the operations of his or her organization.

V. COMMITTEE REPORTS

The chairperson of the Committee shall report on the Committee's proceedings, and any recommendations made.

VI. KEY RESPONSIBILITIES

The following responsibilities are set forth as a guide with the understanding that the Committee may diverge as appropriate given the circumstances. The Committee is authorized to carry out these and such other responsibilities assigned by the Board Chair or the Board from time to time, and take any actions reasonably related to the mandate of this Charter.

To fulfill its purpose, the Committee shall:

1. monitor and update the Board Chair and the Board on the operating performance of Metro-North, including information on railroad service;
2. monitor and update the Board Chair and the Board on the safety record of Metro-North; such monitoring shall include reviewing and monitoring customer and employee safety;
3. monitor and update the Board Chair and the Board on the implementation of security programs pertaining to Metro-North operations and facilities;
4. monitor and update the Board Chair and the Board on the finances of Metro-North, including financial reports, ridership reports, and the use of funds by Metro-North;
5. review and make recommendations to the Board Chair and the Board regarding proposed procurement contracts of Metro-North that require Board approval;
6. review and make recommendations to the Board Chair and the Board on proposed capital projects of Metro-North and monitor the status of such projects;

7. review and make recommendations to the Board Chair and the Board regarding Metro-North service and policy changes that require Board approval;
8. facilitate the identification of approaches and solutions that address Metro-North security issues, including best practices in national and international security respecting transportation operations and facilities and review and make recommendations to the Board Chair and the Board regarding Metro-North security issues; and
9. review periodically with the Counsel of the MTA, the Chief Compliance Officer, and the Counsel of Metro-North: (i) legal and regulatory matters that may have a material impact on Metro-North; and (ii) the scope and effectiveness of compliance policies and programs.

With respect to capital projects undertaken by the MTA Capital Construction Company (MTACC) on behalf of Metro-North:

1. Review and make recommendations to the Board Chair and Board with respect to the proposed procurements made by the MTACC that require Board approval;
2. Review and make recommendations to the Board Chair and the Board with respect to contract procurement solicitations that require Board approval;
3. Monitor the progress of the capital projects undertaken by the MTACC;
4. Monitor the budget and the schedule of capital projects undertaken by the MTACC;
5. Monitor the progress of contract commitments and completions with respect to capital projects; and
6. Track funding needs of capital projects as well as the availability of funds to meet such needs from all sources of funding.

In addition, the Committee shall have the following responsibilities:

1. set the annual work plan for the committee;
2. conduct an annual self-evaluation of the performance of the Committee, including its effectiveness and compliance with this Charter;
3. review and assess the adequacy of this Charter annually; and
4. report regularly to the Board Chair and the Board on Committee findings and recommendations and any other matters the Committee deems appropriate or the Board Chair or the Board requests, and maintain minutes or other records of Committee meetings and activities.