

Exhibit Book
MTA Board Meeting
11/17/2021

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THE METROPOLITAN TRANSPORTATION AUTHORITY

CAPITAL PROGRAM ~~OVERSIGHT~~ COMMITTEE

This Charter for the Capital Program ~~Oversight~~ Committee 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~~November 17, 2021.

I. PURPOSE

The Capital Program ~~Oversight~~ Committee (the “Committee”) shall assist the Board Chair and the Board in fulfilling their responsibility to monitor the effective and efficient implementation of the MTA’s five-year capital program.

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 and/or vice-chairperson of the Committee shall have access to all books, records, facilities and staff of the MTA (including any of its subsidiary corporations or affiliates). 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 6 or more members of the Board, and shall include the Board Chair; the Chair of the Committee on Operations of the New York City Transit Authority, the Manhattan and Bronx Surface Transit Operating Authority and the Staten Island Rapid Transit Operating Authority and the MTA Bus Company; the Chair of the Committee on Operations of the Triborough Bridge and Tunnel Authority; the Chair of the Committee on Operations of the MetroNorth Commuter Railroad; and the Chair of the Committee on Operations of the Long Island Rail Road and Metropolitan Suburban Bus Authority. All other members of the Committee shall be 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 serve as the chairperson of the Committee and shall appoint the vice-chairperson of the Committee. In the absence of the chairperson and vice-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 and 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, or any other person whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such pertinent information as the Committee requests. The Director of the Office of Construction Oversight and the Deputy Chief Financial Officer, and/or his or her designee, shall (1) furnish the Committee with all material information pertinent to matters appearing on the Committee agenda, (2) provide the chairperson of the Committee with all information regarding the MTA's five year capital program that is material to the Committee's monitoring and oversight of the MTA's five year capital program, 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 MTA's five year capital program. The Director of Security and/or his or her designee shall (1) furnish the Committee with all material information pertinent to matters appearing on the Committee agenda relating to MTA security projects and MTA-wide security issues, (2) provide the chairperson of the Committee with all information regarding MTA security projects that is material to the Committee's monitoring and oversight of security projects contained in the MTA's five year capital program, 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 security projects contained in MTA's five year capital program.

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, with respect to any approved or proposed ~~C~~capital ~~P~~program ~~plans~~ ~~plans~~:

- ~~1.~~ monitor the current and future availability of funds to be utilized for such capital improvement programs and plans; monitor the current and future funding needs of capital projects and availability of funds to meet such needs;
- ~~2.~~ monitor the budget and schedule of capital projects undertaken by MTA Construction and Development Company (“MTA C&D”) C&D;
- ~~1-3.~~ review and make recommendations to the Board regarding proposed cCapital pProgram construction, consultant and related contracts and solicitations (e.g., RFP authorizing resolutions) that require the Board approval;
- ~~2-4.~~ monitor the contracts awards of the MTA to insure that such awards are consistent with:
 - a. provisions of law authorizing United States content and New York State content;
 - b. any collective bargaining agreements;
 - c. provisions of law providing for participation by minority and women-owned businesses;
 - d. New York State labor laws;
 - e. competitive bidding requirements including those regarding sole source contracts; and
 - f. any other relevant requirements established by law.
- ~~3-5.~~ monitor the award of contracts to determine if such awards are consistent with the manner in which the work was traditionally performed in the past;
- ~~4-6.~~ review the relationship between capital expenditures pursuant to each such capital program plan and current and future operating budget requirements;
- ~~5-7.~~ monitor the progress of capital elements described in each approved capital program plan and capital project contract commitments and completions;
- ~~6-8.~~ monitor the expenditures incurred and to be incurred for each such element;
- ~~7-9.~~ identify capital elements not progressing on schedule, ascertain responsibility therefor and recommend those actions required or appropriate to accelerate their implementation;

- ~~8-10.~~ monitor the proposed benefits for approved projects in the capital program at appropriate points during the life of the capital project to ensure that the benefits materialize;
- ~~9-11.~~ review capital elements and program management to improve the efficiency and effectiveness of the program, securing analytic resources as needed;
- ~~10-12.~~ monitor awarded contracts to determine if the work is being implemented in the most efficient and effective manner possible;
- ~~11-13.~~ consult as necessary with other New York State departments, agencies and divisions with respect to the foregoing;
- ~~12-14.~~ provide guidance to the Board Chair and the Board with respect to the appointment (and if appropriate dismissal), evaluation, and compensation of an independent engineering firm to provide an independent review of reports by the MTA agencies with respect to the foregoing;
- ~~13-15.~~ in consultation with the Office of Construction Oversight, oversee the work of such independent engineering firm;
- ~~14-16.~~ together with the Office of Construction Oversight, review the periodic and/or special reports provided by such independent engineering firm; and
- ~~15-17.~~ monitor the implementation of MTA security projects contained in approved capital programs, provide a forum for discussion of MTA-wide security issues among representatives of MTA and each of its subsidiaries and constituent agencies, and provide guidance to the Board Chair and the Board with respect to security on an MTA-wide basis.

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.



THE METROPOLITAN TRANSPORTATION AUTHORITY

COMMITTEE ON OPERATIONS OF THE NEW YORK CITY TRANSIT AUTHORITY, THE MANHATTAN AND BRONX SURFACE TRANSIT OPERATING AUTHORITY, THE STATEN ISLAND RAPID TRANSIT OPERATING AUTHORITY AND THE MTA BUS COMPANY

This Charter for the Committee on Operations of the New York City Transit Authority, the Manhattan and Bronx Surface Transit Operating Authority, the Staten Island Rapid Transit Operating Authority and the MTA Bus Company 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~~November 17, 2021.

I. PURPOSE

The Committee on Operations of the New York City Transit Authority, the Manhattan and Bronx Surface Transit Operating Authority, and the Staten Island Rapid Transit Operating Authority and the MTA Bus Company (the “Committee”) shall assist the Board Chair and the Board in fulfilling their responsibility to monitor and oversee the operations of the New York City Transit Authority, the Manhattan and Bronx Surface Transit Operating Authority and the Staten Island Rapid Transit Operating Authority (collectively, “NYCT”) and of the MTA Bus Company (“MTA Bus”).

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, NYCT and/or MTA Bus. 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 and the vice-chairperson of the Committee. The vice-chairperson of the Committee shall be a person recommended to the Board by the Mayor of the City of New York. In the absence of the chairperson at a meeting of the Committee, the vice chairperson shall chair such meeting. In the absence of the chairperson and the vice chairperson, 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, the NYCT, MTA Bus or any other person whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such pertinent information as the Committee requests. The President of NYCT, and the President of MTA Bus, 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 respective organization, (2) provide the chairperson of the Committee with all information regarding the affairs of his or her respective 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, with respect to NYCT and MTA Bus:

1. monitor and update the Board Chair and the Board on the operating performance of NYCT and MTA Bus, including information on subway, bus and paratransit service;

2. monitor and update the Board Chair and the Board on the safety record of NYCT and MTA Bus; such monitoring shall include reviewing and monitoring customer and employee safety as well as crime statistics;
3. monitor and update the Board Chair and the Board on the implementation of security programs pertaining to NYCT and MTA Bus operations and facilities;
4. monitor and update the Board Chair and the Board on the finances of NYCT and MTA Bus, including financial reports, ridership reports, and the use of funds by NYCT and MTA Bus;
5. review and make recommendations to the Board Chair and the Board regarding proposed procurement contracts, **other than Capital Program construction, consultant and related contracts and solicitations,** of NYCT and MTA Bus that require Board approval;
- ~~6. review and make recommendations to the Board Chair and the Board on proposed capital projects of NYCT and MTA Bus and monitor the status of such projects;~~
- ~~7.6.~~ review and make recommendations to the Board Chair and the Board regarding NYCT and MTA Bus service and policy changes that require Board approval;
- ~~8.7.~~ facilitate the identification of approaches and solutions that address NYCT and MTA Bus 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 NYCT and MTA Bus security issues; and
- ~~9.8.~~ review periodically with the Counsel of the MTA, the Chief Compliance Officer, and the Counsel of NYCT and MTA Bus: (i) legal and regulatory matters that may have a material impact on ~~NYCT;~~ **and NYCT;** 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 NYCT or MTA Bus:~~

- ~~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.



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~~November 17, 2021.

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, ~~other than Capital Program construction, consultant and related contracts and solicitations,~~ 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;~~
- 7.6. review and make recommendations to the Board Chair and the Board regarding Metro-North service and policy changes that require Board approval;
- 8.7. 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
- 9.8. 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 requests and~~ maintain minutes or other records of Committee meetings and activities.



THE METROPOLITAN TRANSPORTATION AUTHORITY

COMMITTEE ON OPERATIONS OF THE LONG ISLAND RAIL ROAD AND THE METROPOLITAN SUBURBAN BUS AUTHORITY

This Charter for the Committee on Operations of the Long Island Rail Road and the Metropolitan Suburban Bus Authority 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~~November 17, 2021.

I. PURPOSE

The Committee on Operations of the Long Island Rail Road and the Metropolitan Suburban Bus Authority (the “Committee”) shall assist the Board Chair and the Board in fulfilling their responsibility to monitor and oversee the operations of the Long Island Rail Road Company (“LIRR”) and the Metropolitan Suburban Bus Authority (“LIB”).

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 the LIRR/LIB. 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, LIRR/LIB or any other person whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such pertinent information as the Committee requests. The President of the LIRR; and the President of LIB ~~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 respective 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 the LIRR/LIB, including information on railroad, bus and paratransit service;
2. monitor and update the Board Chair and the Board on the safety record of LIRR/LIB; 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 LIRR/LIB operations and facilities;
4. monitor and update the Board Chair and the Board on the finances of the LIRR/LIB, including financial reports, ridership reports, and the use of LIRR/LIB funds;
5. review and make recommendations to the Board Chair and the Board regarding proposed procurement contracts-, other than Capital Program construction, consultant and related contracts and solicitations, of the LIRR/LIB that require Board approval;

~~6. review and make recommendations to the Board Chair and the Board on proposed capital projects of the LIRR/LIB and monitor the status of such projects;~~

7.6. review and make recommendations to the Board Chair and the Board regarding service and policy changes that require Board approval;

8.7. facilitate the identification of approaches and solutions that address LIRR/LIB 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 LIRR/LIB security issues; and

9.8. review periodically with the Counsel of the MTA, the Chief Compliance Officer, and the Counsel of the LIRR/LIB: (i) legal and regulatory matters that may have a material impact on the LIRR/LIB; 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 LIRR or LIB:~~

~~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.



THE METROPOLITAN TRANSPORTATION AUTHORITY

COMMITTEE ON OPERATIONS OF THE TRIBOROUGH BRIDGE AND TUNNEL AUTHORITY

This Charter for the Committee on Operations of the Triborough Bridge and Tunnel Authority 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~~November 17, 2021.

I. PURPOSE

The Committee on Operations of the Triborough Bridge and Tunnel Authority (the “Committee”) shall assist the Board Chair and the Board in fulfilling their responsibility to monitor and oversee the operations of the Triborough Bridge and Tunnel Authority.

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 the B&T. 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, B&T, 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 the B&T shall (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 B&T, including information on the service and conditions of the bridges and tunnels operated by B&T and the operation, maintenance, construction and reconstruction of B&T projects;
2. monitor and update the Board Chair and the Board on the safety record of B&T; 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 B&T operations and facilities;
4. monitor and update the Board Chair and the Board on the finances of B&T, including financial reports the use of funds by the B&T, and the collection and distribution of B&T revenue, such as tolls, fees and rentals charged for the use of B&T projects;

5. review and make recommendations to the Board Chair and the Board regarding proposed procurement contracts—, other than Capital Program construction, consultant and related contracts and solicitations, of B&T that require Board approval;
6. review and make recommendations to the Board Chair and the Board on proposed projects of B&T and monitor the status of such projects;
7. review and make recommendations to the Board Chair and the Board regarding B&T policy changes;
8. facilitate the identification of approaches and solutions that address B&T 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 B&T security issues; and
9. review periodically with the Counsel of the MTA, the Chief Compliance Officer, and the Counsel of B&T: (i) legal and regulatory matters that may have a material impact on B&T; and(ii) the scope and effectiveness of compliance policies and programs.

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.