



Metropolitan Transportation Authority

Corporate Governance Committee Meeting

September 2012

Committee Members

J. Lhota, Chair

J. Kay

S. Metzger

C. Moerdler

D. Paterson

A. Saul

J. Sedore, Jr.

MEETING AGENDA

MTA CORPORATE GOVERNANCE COMMITTEE

September 19, 2012-8:30 a.m.

347 Madison Avenue
Fifth Floor Board Room
New York, New York

<u>AGENDA ITEMS</u>	<u>PAGE</u>
Public Comment Period	
Approval of Minutes	2
1. Changes in Board Meeting Schedule and Committee Structure (Action Item)	4
a. Revisions to MTA and Agency By-laws	
b. Revisions to MTA Governance Guidelines	
c. Revisions to Board Committee Charters	
2. Review of Corporate Governance Committee Charter	42
3. Review of MTA Whistleblower Protection Policy	
4. Review of MTA Code of Ethics	
5. Presentation on Compliance with Procurement Lobby Law	
6. Approve 2013 Committee Work Plan	45

MINUTES OF THE MEETING
MTA Corporate Governance Committee
March 26, 2012
347 Madison Avenue
New York, New York

The following MTA Corporate Governance Committee members were present:

Hon. Joseph Lhota, Chair
Hon. Charles Moerdler
Hon. James Sedore, Jr.

The following MTA Corporate Governance Committee member was absent:

Hon. Jeffrey Kay
Hon. Susan Metzger
Hon. Andrew Saul

MTA Board member Hon. Robert C. Bickford also attended the meeting.

The following MTA staff attended the meeting:

Catherine Rinaldi, Chief of Staff
James Henly, General Counsel
Lamond W. Kears, Chief Compliance Officer

* * *

Chairman Lhota called the March 26, 2012 meeting of the MTA Corporate Governance Committee to order at 3:20p.m.

Public Comments Period

There were no speakers in the public comments portion of the meeting.

Approval of Minutes

Upon motion duly made and seconded, the Committee approved the minutes of the Committee meeting held on November 14, 2011.

1. Review and Approval of MTA Mission Statement and Measurement Report

Ms. Rinaldi presented the committee with the 2011 Mission Statement and Performance Measurement Report, prepared pursuant to Section 1269-f and Section 2824-a of the Public Authorities Law (PAL).

Upon motion duly made and seconded the Committee approved the 2011 Mission Statement and Performance Measurement Report.

2. Review and Approval of Travel and Business Expense Policy

Mr. Kears presented proposed revisions to the MTA All Agency Travel and Business Expense Policy. These revisions included, among other things, allowing MTA Employees to purchase Amtrak tickets directly, avoiding additional travel agency fees that might otherwise be incurred.

Upon motion duly made and seconded, the Committee approved the recommended revisions to the Travel and Business Expense Policy.

3. Review and Approval of Revisions of the All Agency Procurement Guidelines and All Agency Guidelines for Procurement of Services

Mr. Henly advised the Committee of recent federal regulations that authorize agencies receiving funds from the Department of Transportation ("DOT") to adopt programs to promote small business participation, and discussed steps MTA has taken toward establishment of a federal small business program for certain federally funded contracts that parallels its state Small Business Mentoring Program. The proposed revisions to the All Agency Procurement Guidelines incorporate into the Guidelines provision for the award of contracts through the Authority's planned Small Business Mentoring Program, which program is planned for implementation after receiving any further necessary authorizations from the Federal Transit Administration.

Upon motion duly made and seconded the Committee approved the revisions to the All Agency Procurement Guidelines and All Agency Guidelines for Procurement of Services.

4. Review – Policies Required Pursuant to Public Authorities Law

Mr. Kearse presented the Committee with a review of the current status of policies required pursuant to PAL 2824.

5. Current Developments in Corporate Governance

Mr. Kearse presented the committee with the recent developments in Corporate Governance. He noted that the Authority Budget Office has been actively censuring public authorities for failure to file required reports. Mr. Kearse noted that the MTA was not included on the list of public authorities that failed to file required reports.

Adjournment

Upon motion duly made and seconded, Chairman Joseph Lhota adjourned the March 26, 2012 meeting of the Corporate Governance Committee.

Respectfully submitted

Lamond W. Kearse
MTA Chief Compliance Officer

**Staff Summary**

Subject Changes to Board Meeting Schedule and Committee Structure
Department Chief of Staff
Department Head Name Catherine A. Rinaldi
Department Head Signature
Project Manager/Division Head

Date September 27, 2012
Vendor Name
Contract Number
Contract Manager Name
Table of Contents Ref #

Board Action					
Order	To	Date	Approval	Info	Other
1	Governance	9/19	x		
2	Board	9/27	x		

Internal Approvals			
Order	Approval	Order	Approval
1	Chief Operating Officer		
2	Legal		

Purpose:

To seek Board authorization of the annexed resolution authorizing amendments to the MTA and agency by-laws, committee charters and governance guidelines to reflect changes to the scheduling of Board and Committee meetings and to the structure of certain Board Committees.

Discussion:**1. Change in Board/Committee meeting schedule and addition of Chairman's Forum meetings**

Currently, the MTA Board meets eleven times a year. In addition, the following Committees of the Board meet eleven times a year: the Finance Committee; the New York City Transit Committee; the Bus Committee; the Long Island Committee; the Metro-North Committee; the Bridges & Tunnels Committee; and CPOC.

To promote more efficient use of the time and resources of Board members and staff, it is recommended that the Board and Committee meeting cycle be adjusted to provide for regular meetings of the Board and these noted Committees eight times per year, or approximately every six weeks. In addition to the proposed changes to the regular meeting schedule, the Chairman intends to initiate two additional public forum meetings be held over the course of the year at which the public would be able to address and ask questions of a panel consisting of the chairman and the agency presidents.

It is envisioned that these additional public meetings (like existing Board and Committee meetings) would be broadcast live on the web and that members of the public who are not able to attend the forum sessions in person would be able to submit questions electronically. The addition of these "Chairman's Forum" meetings will promote transparency in MTA operations and ensure that MTA leadership remains accessible and accountable to the riding public, transportation advocates and elected officials. The Chairman Forum meetings would allow for a greater exchange of information than is possible at the regular Board and Committee meetings, which, while they do include a public speaking session, do not include question and answer sessions.

It is recommended, therefore, that the MTA and agency by-laws, governance guidelines and the Committee charters of these noted committees be revised to provide that the Board and these Committees meet eight times per year. For 2013, it is anticipated that the Board meetings would be held on the following dates: January 30;

March 13; April 24; June 5; July 24; September 18; November 13; and December 18. This meeting schedule may be adjusted in 2014 and thereafter as necessary to avoid conflicts with religious and other holidays, subject to the constraint that meetings would occur approximately every six weeks.

This revised meeting schedule will not reduce the quantity or type of information that is currently presented to the Board. State law and the Board's All-Agency Procurement Guidelines will continue to govern the process by which procurements go to the Board for approval. Similarly, this Staff Summary does not propose to revise any of the other Board policies or internal agency procedures that address what matters come before the Board for action or information.

In addition to a revised meeting schedule, the proposed by-laws (Appendix A to the annexed resolution) also have been revised to add videoconferencing flexibility, to the degree permitted by the State Open Meetings Law. Pursuant to amendments to that law, public bodies may conduct public meetings from locations connected by videoconference facilities, provided the specific requirements of the Open Meetings Law regarding public notice of, and provision of opportunity for public attendance at, the videoconference-connected locations are satisfied.

2. Changes to Committee Structure

Article II, Section 9 of the MTA and agency by-laws provide as follows: "[t]he chairman may establish one or more committees of the board, each committee to consist of one or more of the members and each of which committees shall have and may exercise the powers conferred upon it by the chairman." The Chairman/CEO is adopting the following changes to the MTA's Committee structure, effective in January 2013, which changes are presented to the Board for information but which also require changes to the charters of the affected Committees:

a. Merger of Bus and NYCT Committees

In March of 2010, the Bus Committee was formed to allow more focused oversight of MTA's various bus operations (conducted by four separate MTA legal entities: NYCT, MaBSTOA, MTA Bus and LI Bus). These operations had been under the separate purview of the NYCT committee (with respect to the NYCT Bus Division, MaBSTOA and MTA Bus) and the Long Island Committee (for LI Bus). With the creation of the new Bus Committee, the oversight function of the Long Island Committee over LI Bus issues and of the NYCT Committee over the bus operations of NYCT/MaBSTOA and MTA Bus was centralized in the newly formed Committee on Bus Operations. In January of this year, LI Bus ceased operations and a private operator retained by the County of Nassau assumed responsibility for bus services in the County. All of MTA's bus operations are now within the City of New York, with Darryl Irick serving both as the President of MTA Bus and Senior Vice-President of NYCT Department of Buses. Given the termination of MTA bus service in Nassau County, the overlapping leadership structure among NYCT, MaBSTOA and MTA Bus, and the original statutory mandate of the NYCT Committee, the Bus Committee will be merged into the NYCT Committee, which will report on both subway and bus operations.

b. Resumption of separate railroad Committee meetings

Since March of 2010, the Long Island Committee and the Metro-North Committee, although two separate, statutorily-created committees, have been conducting their meetings jointly and have had identical Committee membership. Although separate minutes are prepared by each railroad, by all appearances the two railroad committees function as one. The benefit of the joint meetings has been that the two railroads have collaborated on presentations on matters of joint interest, such as the federal Positive Train Control legislation, and are also

able to answer questions from Committee members about additional joint procurement opportunities and industry best practices. However, the joint railroad committee meetings have frequently proven quite lengthy. The railroads typically alternate the order in which their agendas are presented, with one railroad presenting first one month, and the other presenting first the following month. Given the press of time, the railroad that is not presenting its agenda first may not always have sufficient time available for discussion of its business matters. Recognizing the lengthy nature of many of the railroad committee meetings, but also the value of meeting jointly on occasion, beginning in 2013, the railroad committees will again meet separately with the exception of the April and November committee meetings, which shall be held jointly.

c. Re-assignment of Security Committee Functions

In 1995, the Safety Committee was established, and a few years later, security matters were added to the Committee's oversight responsibilities. In March of 2012, oversight over agency safety was reassigned to the operating agency committees. Currently, the Security Committee meets only four times per year, typically in the late afternoon after the agency committees, Finance Committee and CPOC have met. The Security Committee book usually contains a summary of crime statistics on MTA properties, with the meeting itself consisting of a presentation on some aspect of infrastructure security that is made in Executive Session.

Having the Security Committee exist as a separate, stand-alone committee has had the unintended effect of reducing focus on the important issue of asset and infrastructure security at the operating agency committees and CPOC, which has the statutory authority to monitor a broad range of issues related to approved or proposed Capital Programs. In order to reinforce the commitment of all the MTA agencies to asset and infrastructure security, it has been determined that the Security Committee will be dissolved and that security program issues will instead formally be made a focus of CPOC and the operating committees, each of which consists of more Board members and meets more frequently than the Security Committee. For 2013 and beyond, the committee work plans will be required to include regular presentations on asset and infrastructure security issues. As necessary, these presentations will continue to be made in Executive Session, in full compliance with the Open Meetings Law. Crime statistics will continue to be presented at each agency committee meeting.

d. Changes in the meeting dates for certain Committees

For several years, all committee meetings have been scheduled for the Monday immediately preceding the Board meeting. Although this schedule relieves Committee members from having to make multiple trips to MTA Headquarters in the week leading up to the Board meeting, Committee meetings frequently run long, and it can be difficult for Committee members to juggle their Board responsibilities with their regular work responsibilities. Accordingly, beginning in 2013, Staff will begin to look for opportunities to schedule meetings of the Audit, Diversity, and Corporate Governance Committees – which meet less frequently than the other Committees of the Board and in many instances do not recommend items to the full Board for action – immediately before the regular Board meeting.

Recommendation:

1. That the Board approve the attached resolution adopting the following amendments to the MTA and agency by-laws (Appendix A), governance guidelines (Appendix B) and Committee charters (Appendix C), which shall be effective on January 1, 2013:
 - a. Amendments to the MTA and agency by-laws to provide that the Board shall meet at least eight times per year and to permit meetings by videoconference.
 - b. An amendment to the charters of the noted Committees to provide for meetings at least eight times per year.

- c. An amendment to the New York City Transit Committee charter to incorporate the key responsibilities contained in the Bus Committee charter.
 - d. An amendment to the following Committee charters to add the key responsibility of oversight over security issues: New York City Transit Committee; Long Island Committee; Metro-North Committee; and Bridges & Tunnels Committee.
 - e. An amendment to the CPOC charter to add as a key responsibility the oversight over infrastructure security projects contained in the Capital Program.
2. That the Board approve the rescission of the charters of the Bus and Security Committees, effective January 1, 2013.

RESOLUTION

ADOPTION OF CHANGES TO BY-LAWS, GOVERNANCE GUIDELINES AND COMMITTEE CHARTERS

WHEREAS, to promote more efficient use of the time and resources of Board members and staff, it has been recommended that the Board and Committee meeting cycle of MTA and its affiliated and subsidiary agencies (collectively, the "MTA") be adjusted to provide for regular meetings of the Board, and those Board committees addressing agency operations, eight times per year, or approximately every six weeks, and that the by-laws be amended to effect such change as well as to permit, consistent with the requirements of the State Open Meetings Law, the conduct of Board and Committee meetings from locations connected by videoconference facilities;

WHEREAS, in addition to this change to the regular meeting schedule of the MTA Board and certain committees, the MTA intends to initiate two additional public forum meetings to be held over the course of the year, at which the public would be able to address and ask questions of a panel consisting of the Chairman and the agency presidents;

WHEREAS, Article II, Section 9 of the MTA by-laws authorizes the Chairman to establish one or more committees of the board, and for each of which committees to exercise the powers conferred upon it by the Chairman;

WHEREAS, the Chairman has adopted the following changes to the MTA's Committee structure and scheduling, intended to enhance oversight of the MTA agencies by the MTA Board committees and to streamline the committee structure, to become effective in January 2013:

(a) the merger of the functions of the Committee on Operations of the Bus Division of New York City Transit Authority, MTA Bus Company, Metropolitan Suburban Bus Authority and Manhattan and Bronx Surface Transit Operating Authority ("Bus Committee") into the existing Committee on 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 (the "NYCT Committee"), with the result that the expanded NYCT Committee's functions shall include oversight of the MTA Bus Company;

(b) the re-assignment of the functions of the Security Committee to the Capital Program Oversight Committee (CPOC) and the several agency operating committees, all of which are larger in membership and meet more frequently than the Security Committee, thereby formally making security matters a consistent focus of CPOC and the operating committees and reinforcing the commitment of all the MTA agencies to asset and infrastructure security;

(c) re-institution of regular separate meetings of the two railroad committees, with the exception of the April and November committee meetings, which shall be held jointly, in recognition of the lengthy and unwieldy nature of many of the joint railroad committee meetings but also the value of meeting

jointly on occasion to further collaboration on matters of joint interest and to address joint procurement opportunities and industry best practices;

(d) scheduling meetings of the Audit, Diversity, and Corporate Governance Committees – which meet less frequently than the other Committees of the Board and in many instances do not recommend items to the full Board for action– immediately before the regular Board meeting on those occasions when the business on the agenda of particular meetings of those Committees is compatible with such scheduling;

NOW, THEREFORE, upon motion duly made and seconded the following resolution was adopted:

RESOLVED, that the Board hereby amends the by-laws of the MTA and the affiliated and subsidiary MTA agencies to make changes to said by-laws as set forth in Appendix A to this Resolution, which by-laws, as so revised, shall go into effect on January 1, 2013;

RESOLVED, that the Board hereby endorses the Chairman's plan to initiate two new public forum meetings to be held over the course of the year, at which the public would be able to address and ask questions of a panel consisting of the Chairman and the agency presidents;

RESOLVED, the Board hereby amends the MTA Governance Guidelines to make the changes set forth on Appendix B to this Resolution, which Governance Guidelines, as so revised, shall go into effect on January 1, 2013; and

RESOLVED, that the Board hereby (a) amends the charters of the Finance, NYCT, Long Island Rail Road, Metro-North Commuter Railroad, Triborough Bridge and Tunnel Authority and CPOC committees, to make changes to said committee charters as set forth in Appendix C to this Resolution, which charters, as so revised, shall go into effect on January 1, 2013, and (b) rescinds the charters of the Bus Committee and Security Committee, effective January 1, 2013.

APPENDIX A

BY-LAWS METROPOLITAN TRANSPORTATION AUTHORITY

ARTICLE 1. OFFICES

The principal office of the Metropolitan Transportation Authority (the "Authority") shall be located in the City of New York, County of New York. The Authority may have such other offices as the board may designate or as the business of the Authority may require from time to time.

ARTICLE II. THE BOARD

Section 1. General Affairs. The business and affairs of the Authority shall be managed by its board.

Section 2. Number, Tenure and Qualifications. The Authority ("the board" or "the board of the Authority") as used herein shall consist of all of those persons who from time to time hold office as chairman or members of the Metropolitan Transportation Authority pursuant to §1263 of the Public Authorities Law of the State of New York. Each member shall hold office for the term established by law and until his successor shall have been appointed and qualified. Members shall meet all requirements of law respecting their qualification for office.

Section 3. Regular Meetings. ~~A R~~regular meetings of the board shall be held eight times per calendar year, at such dates and times as shall be fixed in a schedule established annually by the Chairman. Written notice of the schedule of regular meetings shall be provided to members on or before December 1 of the calendar year preceding such meetings; the schedule shall provide for at least two regular meetings to be held in each quarter of the calendar year, ~~without other notice than these by laws at 9:30 A.M. on the fourth Wednesdays of each month except that there shall be no regular meeting in the month of August and except that in the months of November and December the regular meetings shall be held on the third Wednesday of the month.~~ The board may provide by resolution for the time and place for the holding of additional regular meetings without other notice than such resolution. The chairman may adjust the date and time of any regular meeting by written notice provided to members at least forty-eight hours prior to such adjusted date and time. Such written notice shall be provided to members by the same means required by Section 4(b) of Article II of these by-laws for delivery of notice to members of special meetings.

Section 4. Special Meetings. (a) Special meetings of the board may be called by the chairman or, in his or her absence or in case of his or her disability, a vice chairman. In addition, a special meeting of the board shall be called by the secretary or in his or her absence by an assistant secretary upon the request of any two members. The person or persons authorized to call special meetings of

the board may fix the time and any place within the City of New York as the place for holding any special meeting of the board called or requested by them.

(b) Written notice of each special meeting shall be given by the chairman or secretary or by an assistant secretary, specifying the time and place of the meeting. Such notice shall be addressed to each member at the member's postal address on record with the Authority and deposited with the U.S. Postal Service at least forty-eight hours prior to the time fixed for such meeting, and in addition, sent by facsimile or email to each member having a facsimile number or email address on record with the Authority at least forty-eight hours prior to the time fixed for such special meeting. Such notice shall 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 Authority 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. Notwithstanding the foregoing, in the event of an emergency the chairman may call a special meeting without advance notice and by means other than the delivery of a writing to the members.

Section 5. Open Meetings. All meetings of the board shall be conducted in compliance with the provisions of the Open Meetings Law, being Chapter 511 of the Laws of 1976, as amended, and with all rules and regulations promulgated thereunder.

Section 6. Quorum. A majority of the whole number of voting members of the board as defined in §1263 (1) (a) of the Public Authorities Law of the State of New York then in office shall constitute a quorum for the transaction of any business or the exercise of any power of the Authority. Those members of the board appointed upon the recommendation of the chief executive officers of Dutchess, Orange, Putnam and Rockland counties (the "Hudson Valley Member" or "Hudson Valley Members") shall be considered to be a single member, and the presence of that member for purposes of determining a quorum shall be ascertained pursuant to section 10 of this article. Except as otherwise specified by law, for the transaction of any business or exercise of any power of the Authority, the Authority shall have power to act by a majority of the voting members of the board present at any meeting at which a quorum is in attendance with the chairman having one additional vote in the event of a tie vote. For purposes of determining a tie vote, an abstention shall be counted as a vote against a motion. If a meeting is validly called but a quorum is not present, a majority of the members of the board then present may adjourn the meeting from time to time without further notice.

Section 7. Attendance at Meetings. (a) Any one or more members of the board or of a committee thereof may attend a meeting of such board or committee by means of a conference telephone or similar communications equipment allowing all persons attending the meeting to hear each other at the

same time; however, attendance by such means shall not constitute presence at a meeting for the purposes of section 6, section 8 or section 10 of this Article.

(b) Notwithstanding the provisions of Section 7(a), a member's attendance by means of videoconferencing shall constitute presence at a meeting for any purposes of this Article, provided (i) the public notice given for such a meeting of such board or committee states that videoconferencing would be used to conduct the meeting and identifies each location at which members may attend the meeting; and (ii) at each such location, opportunity for public attendance at the meeting is provided.

Section 8. Presumption of Assent. A member of the board who is present at a meeting of the board at which action on any matter is taken shall be presumed to have assented to the action taken unless his abstention or dissent is stated at the meeting, which dissent or abstention shall be duly entered in the minutes of the meeting.

Section 9. Committees. The chairman may establish one or more committees of the board, each committee to consist of one or more of the members and each of which committees shall have and may exercise the powers conferred upon it by the chairman. Such committees shall have such names as shall be given them by the chairman. The chairman shall also establish such committees of the board as shall be mandated by law. Except in an emergency, the chairman and each board member shall be given advance written notice of the time and place of any meeting of any committee of the board.

Section 10. Quorum and Voting for members of the Board from the counties of Dutchess, Orange, Putnam and Rockland.

(a) The Hudson Valley Members shall be considered to be a single member. For the purposes of determining a quorum, such single voting member shall be considered present if one or more Hudson Valley Members is present.

(b) The single collective vote of the Hudson Valley Members shall be determined as follows:

(i) if at least three Hudson Valley Members are then in office: (A) if one such member is present, the single collective vote shall be recognized; (B) if two or more such members are present but only one such member votes, the single collective vote shall be recognized as the vote of such member; (C) if two or more such members are present and two or more such members vote, the majority vote shall be recognized as the single collective vote; and (D) if two or more such members are present and two or more of such members vote but no majority is achieved, the single collective vote shall not be recognized; and

(ii) if two or one Hudson Valley Member(s) are then in office: (A) if one such member is present, the single collective vote shall be recognized as the vote of such voting member; (B) if two such members are present but only one such member votes, the single collective vote shall be recognized as the vote of such voting member; and (C) if two such members are present and both vote, only a unanimous vote shall be recognized as the single collective vote.

To evidence the single collective vote, each such member that is present may be polled as to his vote and such poll shall be recorded in the minutes.

ARTICLE III. OFFICERS

Section 1. Number. The officers of the Authority shall be a chairman, one or more vice chairmen (the number and exact designation thereof and the separate functions to be determined by the board if there is more than one), an executive director, if one is appointed by the chairman, a counsel, other senior officials (the number and exact designation thereof and the separate functions to be determined by the chairman), and a secretary. The chairman shall be appointed and shall serve as provided by law. The vice chairmen shall be appointed by the board, upon recommendation by the Chairman, and shall serve at its pleasure. The executive director, if one is appointed by the chairman, shall serve at the pleasure of the chairman. Other senior officials, the counsel, and the secretary shall be appointed by the chairman and shall serve at the pleasure of the chairman. Such other officials or employees as may be deemed necessary may be appointed by the chairman, and each shall serve at the pleasure of the chairman.

Section 2. Chairman. (a) The chairman shall serve as the chairman of the board of the Authority and as the chief executive officer of the Authority. The chairman shall be responsible for providing leadership to the board as it oversees the management of the Authority. The chairman shall preside at all meetings of the board. The chairman may delegate any or all of his or her powers relating to the leadership of the board to a vice-chairman. In the event of a tie vote, the chairman may cast an additional vote.

(b) The chairman shall also serve as the chief executive officer of the Authority. As chief executive officer of the Authority, the chairman shall be responsible for the discharge of the executive and administrative functions and powers of the Authority.

Section 3. The Vice Chairman. In the event of the chairman's death or inability to act, or in the event the position of chairman is for any other reason vacant, a vice chairman designated by the board shall perform the duties of the chairman and when so acting, shall have all the powers of and be subject to all the restrictions upon the chairman. Such powers and duties shall terminate upon the

appointment by the Governor of a successor chairman as provided by law or upon the cessation of the chairman's inability to act.

Section 4. Such Other Officials and Employees. The chairman may, in his or her judgment, appoint such other officials and employees, including an executive director, as shall in his or her judgment be needed to discharge the executive and administrative functions and powers of the of the Authority. The chairman may delegate such of his or her powers relating to the discharge of the executive and administrative functions, including the administration and day to day operations of the Authority as the chairman may deem appropriate to such other officials and employees.

Section 5. The Agency Presidents. The presidents of the subsidiary and affiliate agencies of the Authority are primarily responsible for the general management and operation of their agencies.

Section 6. The Secretary. The secretary shall keep the minutes of the proceedings of the board, see that all notices are duly given as required by law, be custodian of the corporate records and of the seal of the Authority, see to it that the seal of the Authority is affixed to all documents the execution of which on behalf of the Authority under its seal is duly authorized, and in general shall perform all duties incident to the office of secretary. The chairman may appoint one or more assistant secretaries who may perform the duties of the secretary in the event of the absence, disability or incapacity of the secretary.

Section 7. Salaries. The salaries fixed by the chairman for those officers and employees appointed by the chairman shall at all times be within the amounts budgeted therefore by the board.

ARTICLE IV. CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1. Contracts. The board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Authority, and such authority may be general or confined to specific instances.

Section 2. Loans. No loans shall be contracted on behalf of the Authority and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the board. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Authority shall be signed by such officer or officers, agent or agents of the Authority and in such manner as shall from time to time be determined by resolution of the board.

Section 4. Deposits. All funds of the Authority not otherwise employed shall be deposited from time to time to the credit of the Authority in such banks, trust companies or other depositories as the board may select.

ARTICLE V. FISCAL YEAR

The fiscal year of the Authority shall begin on the first day of January and end on the thirty-first day of December in each year.

ARTICLE VI. CORPORATE SEAL

The board shall provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the Authority and the words "Corporate Seal".

ARTICLE VII. INDEMNIFICATION

The Authority shall save harmless and indemnify any person (or his or her estate) who shall have served as a member, officer or employee of the Authority or of a subsidiary of the Authority against financial loss, including punitive damages, 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 Authority or of a subsidiary of the Authority, 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 Authority or its subsidiaries, or the discharge of his or her duties as a fiduciary of a benefit plan for Authority employees or employees of a subsidiary of the Authority. 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 determined by the Authority or its designee not to have acted, in good faith, for a purpose which he or she reasonably believed to be in the best interests of the Authority or of its subsidiaries or affiliates, 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 shall inure only to the members, officers and employees of the Authority or of its subsidiaries, and to their estates, 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. The foregoing shall be conditional on (a) the prompt delivery to the Authority of a copy of the summons, complaint, process, notice, demand or pleading commencing any such claim, demand, suit, action or proceeding; and, in civil cases only, (b) a contemporaneous offer to name counsel to the Authority as counsel to the member, officer or employee in the defense of such claim, demand, suit, action or proceeding; (c) the full cooperation of the member, officer or employee, in the event the offer is accepted, in making of such defense; and (d) an agreement that the Authority

may enter into a settlement on behalf of the member, officer or employee. If the Authority or its designee determines that the defense shall not be provided by counsel for the Authority because of a conflict of interests or other grounds warranting separate counsel, the member, officer or employee may select another attorney and the Authority shall pay reasonable attorney's fees and expenses incurred by or on behalf of such member, officer or employee represented by outside counsel. The Authority's payment of such fees and expenses may be conditioned upon the member, officer or employee's agreement that more than one member, officer or employee shall be represented by the same counsel. The provisions of Section 18 of the Public Officers Law relating to defense and indemnification shall supplement and be available in addition to the provisions of this Article; provided, however, that in the event of any conflict between the substantive provisions of this Article and those of Section 18 of the Public Officers Law, the provisions that afford the greater protection to such members, officers and employees shall control. In the event that the chairman or other member requests indemnification under this by-law, the counsel for the Authority shall review and act upon such request; provided that if upon review, the counsel believes that the facts and circumstances warrant denial of such request or raise serious question as to whether the requestor is entitled to indemnification under the by-law, such request shall be submitted to the board for determination. In the event that an officer or employee, other than the chairman, requests indemnification under this by-law, the counsel for the Authority shall review and act upon such request; provided that if upon review, the counsel believes that the facts and circumstances warrant denial of such request or raise serious question as to whether the requestor may be entitled to indemnification under the by-law, such request shall be submitted to the chairman or his or her designee for determination. The provisions of this Article replace and supersede the provisions of the prior Article VII governing Indemnification, and govern any claim, demand, suit, action or proceeding that is pending as of the date of the adoption of this Article.

ARTICLE VIII. AMENDMENTS

These by-laws may be altered, amended or repealed and new by-laws may be adopted by the board at any regular or special meeting as to which nature of the proposed alterations, amendments or repeals have been sent in writing to the members of the board together with the notice of meeting if it is a special meeting or if at a regular meeting at least seventy-two hours in advance of such regular meeting.

APPENDIX B

METROPOLITAN TRANSPORTATION AUTHORITY

GOVERNANCE GUIDELINES

The following mission statement and governance guidelines, as amended, have been recommended by the Governance Committee and approved by the Chairman and a majority of the members of the MTA Board and, along with the laws of the State of New York, the MTA By-laws, the by-laws of certain MTA subsidiaries and component units, and the charters and key practices of certain Committee of the Board, provide the framework for the governance of the MTA and its subsidiaries and component units. The Chairman and the Governance Committee will review these guidelines and other aspects of MTA governance annually or more often if deemed necessary.

Adopted by the Board ~~November 16~~ September 27, 2012~~4~~



Metropolitan Transportation Authority

New York City Transit
Long Island Rail Road
Long Island Bus
Metro-North Railroad
Bridges and Tunnels
Capital Construction
Bus Company

Mission Statement of the Metropolitan Transportation Authority

The Metropolitan Transportation Authority ("MTA") preserves and enhances the quality of life and economic health of the region we serve through cost-efficient provision of safe, on-time, reliable and clean transportation services.

The MTA is the public benefit corporation of the State of New York responsible for an integrated mass transportation system for the City of New York and Dutchess, Nassau, Orange, Putnam, Rockland, Suffolk and Westchester counties. The statutory purposes set forth in the MTA enabling act are:

"the continuance, further development and improvement of commuter transportation and other services related thereto within the metropolitan commuter transportation district, including but not limited to such transportation by railroad, omnibus, marine and air, in accordance with the provisions of this title. It shall be the further purpose of the authority, consistent with its status as the ex officio board of both the New York city transit authority and the triborough bridge and tunnel authority, to develop and implement a unified mass transportation policy for such district." (Public Authorities Law §1264(1))

Governance Guidelines

These Governance Guidelines apply to MTA and the other public benefit corporations under common control of MTA (collectively with MTA, the "MTA Agencies"). The MTA Agencies consist of:

Metropolitan Transportation Authority
Triborough Bridge and Tunnel Authority
New York City Transit Authority
Manhattan and Bronx Surface Transit Operating Authority
The Long Island Rail Road Company
Metro-North Commuter Railroad Company
Staten Island Rapid Transit Operating Authority
Metropolitan Suburban Bus Authority
MTA Bus Company
MTA Capital Construction Company
First Mutual Transportation Assurance Company

1. Functions of the MTA Chairman/Chief Executive Officer.

(a) The Chairman of the MTA shall be primarily responsible for providing leadership to the MTA Board in performing oversight of the senior management in the effective and ethical management of the MTA Agencies' integrated mass transportation system. The Chairman, inter alia, convenes and presides over Board meetings, establishes Board committees and appoints committee members and chairs, and shall serve as the principal liaison between MTA management and the Board.

(b) The Chairman, pursuant to statute, is the chief executive officer of the Authority and shall have responsibility to discharge the executive and administrative functions and powers of the Authority. In discharging the executive and administrative functions and

powers of the Authority, the Chairman shall, inter alia, be responsible for (i) managing the day-to-day operations of the MTA's integrated mass transportation system, (ii) coordinating the development and approval by the Board of long term strategy for the maintenance and expansion of that system, (iii) overseeing and providing appropriate direction to the President of each of the MTA's constituent Agencies and (iv) appointing, disciplining, and removing officers or employees.

2. **Functions of the MTA Board.** The Board shall meet no less than ~~11~~ 8 times a year at which the Board shall review and discuss reports by management on the performance of the MTA, its plans and prospects, as well as immediate issues facing the MTA. Board members are expected to attend all scheduled meetings of the Board and meetings of Committees on which they serve. The entire Board shall be responsible for the general oversight of the Authority's senior management in furtherance of the effective and ethical management of the entire MTA, as required by law. In addition to this general responsibility, the entire Board (with the assistance of Committees of the Board as appropriate) shall also perform a number of specific functions, including
- (a) providing counsel and oversight on the evaluation, development and compensation of senior management. When determining compensation for the Chairman/Chief Executive Officer, the Board, as required by law, shall act without the participation of the Chairman/Chief Executive Officer;
 - (b) reviewing, approving and monitoring fundamental financial and business strategies and major actions, including fundamental financial and management controls;
 - (c) assessing major risks facing the MTA and reviewing options for the mitigation of these risks;
 - (d) ensuring processes are in place for maintaining the integrity of the MTA, including the integrity of the financial statements of the MTA (and the financial statements of the MTA subsidiaries or component units that are required by law to issue separate financial statements), the integrity of the MTA's compliance with law and ethics (including by adopting and updating codes of ethics applicable to MTA directors, officers and employees that at a minimum incorporate the standards established in section seventy-four of the Public Officers Law), the integrity of the MTA's relationships with customers and suppliers, and the integrity of the MTA's relationship with the public at large;
 - (e) establishing 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; the disposition of real and personal property; and the procurement of goods and services; and
 - (f) adopting a defense and indemnification policy and disclose such plan to any and all prospective board members.

3. **Functions of Senior Management:** The Chairman/Chief Executive Officer serves ex officio as the chair and chief executive officer of each of affiliated and subsidiary MTA Agencies and is responsible for appointing such other officials and employees (including, in his or her discretion, an Executive Director) as he or she determines is necessary and appropriate. These other officials and employees serve under the direction and at the pleasure of the Chairman/Chief Executive Officer. The Presidents of the MTA's constituent Agencies, pursuant to the direction of the Chairman/Chief Executive Officer, are primarily responsible for the general management and operations of such constituent Agencies.
4. **Committees of the Board.** The Chairman has established the following Committees to assist him and the Board in discharging their responsibilities: (1) the Audit Committee; (2) the Committee on Finance; (3) 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;~~ (4) the Committee on Operation of the Metro-North Commuter Railroad; (5) the Committee on Operation of the Long Island Rail Road ~~and the Metropolitan Suburban Bus Authority;~~ (6) the Committee on Operations of the Triborough Bridge and Tunnel Authority; (7) the Committee on Capital Program Oversight; (8) ~~the Committee on Operations of The Bus Division of New York City Transit Authority, MTA Bus Company, Metropolitan Suburban Bus Authority and Manhattan and Bronx Surface Transit Operating Authority,~~ (9) ~~the Security Committee;~~ (10) the Diversity Committee, and (11) the Corporate Governance Committee. The current charters and key practices of these Committees shall be maintained on the MTA website. The Committees may hold meetings in conjunction with the entire Board, as appropriate.
5. **Self-Assessment.** The Board, as a whole, and each of the Committees, individually, will perform an annual self-assessment. The Board will be requested to provide their assessments of the effectiveness of the Board, as a whole, and of the Committees on which they serve. The individual assessments will be organized and summarized for discussion with the Board and the Committees.
6. **Setting Agendas for Meetings of the Board.** The Chairman shall be responsible for the agenda of the Board meetings. Upon the request of the Chairman, an Agency President shall report to the Board regarding that Agency's operations, finances, and performance (with specific reference to the benchmarks established for that Agency) since the last time such Agency President reported to a meeting of the Board. The Chairman, or Committee chair as appropriate in consultation with the Chairman, shall determine the nature and extent of information that shall be provided regularly to Board members before each scheduled Board or Committee meeting. Committee chairs shall report to the entire Board for approval the matters discussed or recommended at Committee meetings as appropriate. Board members are urged to make suggestions for agenda items, or additional pre-meeting materials, to the Chairman, or the appropriate Committee chair at any time.
7. **Ethics and Conflicts of Interest.** The Chairman, Board members and the other officers and employees of the MTA are expected to act ethically at all times, to acknowledge their adherence to the policies comprising the MTA All-Agency and MTA Board Members

Codes of Ethics and to comply in all respects with the Codes of Ethics. If an actual or potential conflict of interest arises for an MTA Board Member, the MTA Member shall promptly inform the Chairman. All Board members will recuse themselves from any discussion or decision affecting their personal or commercial interests. Other than in such instances where jurisdiction over a conflict matter lies with the New York State Joint Commission on Public Integrity Ethics, the Board shall resolve any unresolved conflict of interest question involving the Chairman, a Vice Chairman, an MTA Member, the Auditor General, or an Agency President, and the Chairman shall resolve any unresolved conflict of interest issue involving any other officer of the MTA. If a significant conflict exists and cannot be resolved, the MTA Board Member should resign.

8. **Oversight of Significant MTA Policies.** The Board shall ensure that the MTA has policies addressing significant issues, and shall regularly review and, as appropriate, suggest changes or additions to, all such statements of significant MTA policy. Each statement of a significant MTA policy should be published in an accessible manner.
9. **Access of Senior Management to the Board.** Senior management are encouraged to, from time to time, bring managers into meetings of the Board who (a) can provide additional insight into the items being discussed because of personal involvement in these areas, an/or (b) are managers with future potential that the senior management believes should be given exposure to the Board.
10. **Access to Independent Advisors.** The Board or any Committee thereof shall have the right at any time to retain independent outside financial, legal or other advisors.
11. **MTA Member Orientation.** Each new MTA Board member shall, within three months of appointment as an MTA Board member, spend a day at MTA headquarters for personal briefing by the Chairman and other senior management on the MTA's strategic plans, its financial statements, and its key policies and practices. In addition, within one year of appointment, each new MTA Board member must participate in State-approved training regarding their legal, fiduciary, financial and ethical responsibilities. The Chief Executive Officer, the MTA General Counsel and Chief Compliance Officer shall be responsible for providing additional orientation materials and programs for new Board members, as appropriate. MTA Board members shall participate in such continuing training as may be required to remain informed of best practices, regulatory and statutory changes relating to the effective oversight of the management and financial activities of the MTA and to adhere to the highest standards.

APPENDIX C

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"), on the ~~29th day of July, 2004. This charter was amended on the 17th day of December, 2008, 16th day of December, 2009 and further amended on November 17, 2010~~September 27, 2012.

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; ~~and the Chair of the Committee on Operations of the Bus Division of New York City Transit Authority, MTA Bus Company, Metropolitan Suburban Bus Authority and Manhattan and Bronx Surface Transit Operating 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 or 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 ~~44~~8 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 Executive Director of Administration, 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 capital program plans:

1. Monitor the current and future availability of funds to be utilized for such capital improvement programs and plans;
2. 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. 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. Review the relationship between capital expenditures pursuant to each such capital program plan and current and future operating budget requirements;
5. Monitor the progress of capital elements described in each approved capital program plan;
6. Monitor the expenditures incurred and to be incurred for each such element;
7. Identify capital elements not progressing on schedule, ascertain responsibility therefor and recommend those actions required or appropriate to accelerate their implementation;
8. 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. Review capital elements and program management to improve the efficiency and effectiveness of the program, securing analytic resources as needed;
10. Monitor awarded contracts to determine if the work is being implemented in the most efficient and effective manner possible;
11. Consult as necessary with other New York State departments, agencies and divisions with respect to the foregoing;

12. 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. In consultation with the Office of Construction Oversight, oversee the work of such independent engineering firm;
14. Together with the Office of Construction Oversight, review the periodic and/or special reports provided by such independent engineering firm;
15. 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;
- ~~15.~~16. Conduct an annual self-evaluation of the performance of the Committee, including its effectiveness and compliance with this Charter;
- ~~16.~~17. Review and assess the adequacy of this Charter annually; and
- ~~17.~~18. 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.

THE METROPOLITAN TRANSPORTATION AUTHORITY

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~~This Charter for 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 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"), ~~on the 29th day of July, 2004. This charter was amended on the following dates: December 17, 2008, December 16, 2009, March 24, 2010, November 17, 2010, and May 25, 2011.~~ on September 27, 2012.

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, the "NYCT"). ~~In addition to the Committee's oversight responsibilities over NYCT operations, the members of the Committee shall also separately assist the Board Chair and the Board in fulfilling their responsibility to monitor and oversee the operations of the MTA Bus Company.~~ "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, ~~the NYCT and/or the MTA Bus Company.~~ 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~~8 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, ~~the MTA Bus Company~~ 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, the President of MTA Bus ~~Company~~, 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;
- 34 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 the NYCT and MTA Bus;
- 45 review and make recommendations to the Board Chair and the Board regarding proposed procurement contracts of NYCT and MTA Bus that require Board approval;
- 56 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 review and make recommendations to the Board Chair and the Board regarding NYCT and MTA Bus service and policy changes that require Board approval; and
- 68 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
- 79 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 (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 conduct an annual self-evaluation of the performance of the Committee, including its effectiveness and compliance with this Charter;
- 2 review and assess the adequacy of this Charter annually; and
- 3 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 LONG ISLAND RAIL ROAD AND THE METROPOLITAN SUBURBAN BUS AUTHORITY

This Charter for the Committee on Operations of the Long Island Railroad 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"), on the 29th day of July, 2004. This charter was amended on December 17, 2008, December 16, 2009, March 24, 2010, and May 25, 2011. September 27, 2012.

I. PURPOSE

The Committee on Operations of the Long Island Railroad 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 Railroad Company and the Metropolitan Suburban Bus Authority (referred to as "Long Island Bus" or "LIB" and with LIRR as the "LIRR/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~~8 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, 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 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 respective 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;
- 34 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;
- 45 review and make recommendations to the Board Chair and the Board regarding proposed procurement contracts of the LIRR/LIB that require Board approval;
- 56 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;

- ~~6~~7 review and make recommendations to the Board Chair and the Board regarding service and policy changes that require Board approval;
- 8 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;
- ~~7~~9 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;
- ~~8~~10 conduct an annual self-evaluation of the performance of the Committee, including its effectiveness and compliance with this Charter;
- ~~9~~11 review and assess the adequacy of this Charter annually; and
- ~~10~~12 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.

With respect to capital projects undertaken by the MTA Capital Construction Company (MTACC) on behalf of Long Island Railroad or Long Island 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.

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"), on the 29th day of July, 2004. ~~This charter was amended on the December 17, 2008, December 16, 2009, and May 25, 2011-September 27, 2012.~~

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 (together with its subsidiaries, "B&T").

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 118 times per year, and more frequently as circumstances dictate. The Committee shall cause to be kept adequate minutes of all its proceedings. 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 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;
- 3.4. 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;
- 4.5. review and make recommendations to the Board Chair and the Board regarding proposed procurement contracts of B&T that require Board approval;
- 5.6. review and make recommendations to the Board Chair and the Board on proposed projects of B&T and monitor the status of such projects;
- 6.7. 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;

~~7-9.~~ 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;

~~8-10.~~ conduct an annual self-evaluation of the performance of the Committee, including its effectiveness and compliance with this Charter; and

~~9-11.~~ review and assess the adequacy of this Charter annually; and 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"), on the 29th day of July, 2004. This charter was amended on December 17, 2008, December 16, 2009, March 24, 2010, and May 25, 2011. September 27, 2012.

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 ~~44~~8 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;
- 34 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;
- 45 review and make recommendations to the Board Chair and the Board regarding proposed procurement contracts of Metro-North that require Board approval;
- 56 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;
- 67 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;
- ~~79~~ 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;
- 810 conduct an annual self-evaluation of the performance of the Committee, including its effectiveness and compliance with this Charter;
- 911 review and assess the adequacy of this Charter annually; and
- ~~1012~~ 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.

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.

THE METROPOLITAN TRANSPORTATION AUTHORITY

FINANCE COMMITTEE

The Charter for the Finance 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"), ~~on the 29th day of July, 2004. The charter was amended on following dates: December 17, 2008; December 16, 2009; March 24, 2010 and November 16, 2011")~~ on September 27, 2012.

I. PURPOSE

The Finance Committee (the "Committee") shall assist the Board Chair and the Board by (1) reviewing, providing guidance, and making recommendations with respect to the MTA's core financial policies and (2) reviewing, providing guidance and making recommendations with respect to MTA real estate matters.

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 (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 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 ~~4~~¹⁸ 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 at the Committee requests. The Chief Financial Officer and/or the Director of the Division of Management and Budget, the Director of Finance, and the MTA Director of Real Estate, with respect to real estate matters, 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 that is material to the Committee's monitoring and oversight of the MTA's core financial policies and real estate matters, 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 core financial policies and real estate matters.

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. Review the MTA's annual budget, and ensure that the MTA operates on a self sustaining basis, as required by applicable law, and with support from various levels of government.
2. Monitor the MTA's compliance during the fiscal year with its annual budget.
3. Review the financial requirements of the MTA's capital plans.
4. Review annually the proposed plan to meet the financial requirements of the MTA's capital plans, as well as any financing proposals during the fiscal year that deviate from the proposed financial plan for that year.
5. Review any proposal relating to the incurrence (or repayment) of material indebtedness or other financing arrangement.
6. Review any proposed procurements submitted to the Committee by the Agency Procurement Officers.

7. Oversee the operations of MTA headquarters, including by reviewing proposed procurements for MTA headquarters that require Board approval.
8. Oversee the operations of the First Mutual Transportation Assurance Company ("FMTAC"), including by reviewing proposed procurements for FMTAC.
9. Review annually the scope and terms of the MTA's insurance policies and coverage.
10. Monitor the economic performance of the various MTA pension plans.
11. Review and make recommendations to the Board with respect to the leasing and acquisition of real property; the licensing of customer services and amenities; the maximizing of advertising opportunities; the disposition or conveyance of interests in real property; the management of occupancies on the property of the MTA and the adoption or amendment of any policies relating thereto;
12. Review and make recommendations to the Board with respect to the procurement of certain professional services in support of the activities of the real estate department, including real estate brokerage and other specialized consultant services;
13. Review the MTA's offering and management of leasing, licensing, or other business opportunities on the property of the MTA and its subsidiaries and affiliates;
14. Provide support and guidance to the MTA in its formulation of its real estate policies and procedures;
15. Review and assess the adequacy of this Charter annually;
16. Conduct an annual self-evaluation of the performance of the Committee, including its effectiveness and compliance with this Charter;
17. Report regularly to the Board Chair and 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

CORPORATE GOVERNANCE COMMITTEE

This Charter for the Corporate Governance 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"), on the 29th day of July, 2004. This charter was amended on the 17th day of December 2008 and further amended on December 16, 2009.

I. PURPOSE

The Corporate Governance Committee (the "Committee") shall assist the Board Chair and the Board in: (i) developing and recommending to the Board, policies to promote honest and ethical conduct by Board members, officers, and employees, and enhance public confidence in the MTA; (ii) developing, recommending to the Board and overseeing implementation of MTA policies relating to corporate governance, including the MTA Corporate Governance Principles; and (iii) reviewing on a regular basis the overall corporate governance of the MTA and recommending improvements when necessary (hereinafter referred to as the "Purpose").

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 (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 3 or more members of the Board and shall include the Board Chair, and the chairs of each committee of the Board. All other members of the Committee shall be appointed by the Board Chair. At all times, the Committee shall include at least one member from among those recommended for appointment to the Board by the Mayor of the City of New York. 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 be 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. No member of the Committee shall be employed by (a) the MTA, or (b) a private entity that does, or is likely to do, business with the MTA.

IV. COMMITTEE MEETINGS

The Committee shall meet on a regularly-scheduled basis at least 2 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 at the Committee requests. The Chief Compliance Officer shall (1) furnish the Committee with all material information pertinent to matters appearing on the Committee agenda relating to the Purpose, (2) provide the chairperson of the Committee with all information that is material to the Committee's monitoring and oversight of the Purpose, 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 Purpose.

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 purposes, the Committee shall:

1. coordinate and oversee the annual self-evaluation of the role and performance of the Board, its committees, and management in the governance of the MTA;
2. develop and recommend to the Board, oversee the implementation and effectiveness of, and recommend modifications as appropriate to, any policies or documents relating to the governance of the MTA, including the MTA Corporate Governance Principles;
3. consider corporate governance issues that arise from time to time, and develop appropriate recommendations for the Board regarding such matters;
4. review, and as necessary recommend to the Board any revisions to, MTA policies regarding the procurement of goods and services;
5. monitor the MTA's compliance with MTA policy and the laws and requirements of the State of New York with respect to procurement lobbying;

6. review, and as necessary recommend to the Board any revisions to, MTA policies regarding the protection of whistleblowers from retaliation;
7. review and assess the adequacy of this Charter annually;
8. conduct an annual self-evaluation of the performance of the Committee, including its effectiveness and compliance with this Charter; and
9. report regularly to the Board Chair and 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.

2013 CORPORATE GOVERNANCE COMMITTEE WORK PLAN

I. RECURRING AGENDA ITEMS

	<u>Responsibility</u>
Approval of Minutes	Committee Chair & Members
Governance Committee Work Plan	Committee Chair & Members
Follow-up Items	As Appropriate
Review of any Significant Governance Issues	Chief Compliance Officer
Executive Sessions	As Appropriate
Action items	As listed

II. SPECIFIC AGENDA ITEMS

March 2013

Responsibility

1. Presentation on Recent Developments in
Corporate Governance _____ Chief Compliance Officer
2. Review and Approve Mission Statement and
Measurement Report _____ Various Staff Members
3. Review of MTA Policies required pursuant to
Public Authorities Accountability Act of 2005 _____ Various Staff Members
4. Review and Approve Procurement Guidelines _____ Various Staff Members

September 2013

Responsibility

1. Review/Revision to MTA Code of Ethics _____ Chief Compliance Officer
2. Review/Update of MTA By-laws _____ General Counsel
3. Presentation on Compliance with
Procurement Lobby Law _____ Chief Compliance Officer
4. 2014 Committee Work Plan _____ Committee Chair & Members
5. Review Governance Principles _____ Chief Compliance Officer
6. Review MTA Whistleblower Protection Policy _____ Chief Compliance Officer
7. Review of Corporate Governance Committee Charter _____ Committee Chair & Members
8. Review and Approve Any Revisions to
Board Committee Charters _____ Committee Chair & Members