CHARTER OF THE COMMITTEE ON OPERATIONS OF THE BOARD OF COMMISSIONERS OF THE PORT AUTHORITY OF NEW YORK AND NEW JERSEY

This Charter was adopted by the Committee on Operations (the "Committee") with the approval on September 20, 2012 of the Board of Commissioners (the "Board") of The Port Authority of New York and New Jersey (the "Port Authority") to provide certain guidelines that the Committee shall follow in connection with the satisfaction of its responsibilities under the By-Laws of the Port Authority ("By-Laws").

I. Function

The Committee shall be governed by the By-Laws and assist the Board in fulfilling its oversight responsibilities relating to the operations of the Port Authority.

II. Authority

The Committee has the authority (through the Board's approval of this Charter) for and on behalf of the Port Authority to take any and all action to satisfy its responsibilities under the By-Laws and this Charter, including arranging for services to be received from external resources as deemed appropriate by the Committee. The Chairman of the Committee, in coordination with the Executive Director, shall assign executive management and support staff to serve as a continuing resource for the Committee.

The Committee has the authority to form subcommittees and assign tasks to those subcommittees as deemed appropriate by the Committee, but not otherwise delegate to such subcommittees the authority to take independent actions in connection with the satisfaction of the Committee's responsibilities under the By-Laws and this Charter. Each subcommittee shall provide periodic reports to the Committee with respect to the performance of the assigned tasks and shall make recommendations to the Committee with respect to any actions to be considered by the Committee or the Board resulting from the performance of such tasks.

III. Meetings

The Committee shall meet as determined by the Chairman of the Committee, or at the request of the Chairman of the Port Authority, in connection with the satisfaction of the Committee's responsibilities. In addition, to ensure effective communication and coordination between the Committees of the Board, the Committees shall meet with each other as determined by the Chairmen of the Committees, or at the request of the Chairman of the Port Authority.

Meetings of the Committee shall be conducted in accordance with the By-Laws. The Chairman of the Committee, in coordination with the Secretary, shall establish the agenda for each Committee meeting, and determine when the agenda requires that a matter be considered in closed, executive session of the Committee. The Secretary shall provide the Committee with all material information pertinent to matters appearing on the Committee agenda in sufficient time for the Committee to review such materials prior to the Committee meeting at which such matters are to be considered.

IV. Reports

The Committee shall provide, unless otherwise requested by the Chairman of the Port Authority, written communications, reports and recommendations to the Board on the results of its oversight and other activities, including any recommendations which in its opinion may be desirable regarding policies and procedures to govern the Port Authority.

V. Powers and Responsibilities

The Committee shall:

(1) Have oversight of the operation and maintenance of all facilities and properties owned and/or operated by the Port Authority;

(2) Have oversight of the Executive Director's and Deputy Executive Director's performance in managing the operations of the Port Authority;

(3) Jointly with the Committee on Finance, have oversight of the development of, and recommend for the approval of the Board, the Port Authority's operating budget;

(4) Have oversight of all agreements and contracts for the acquisition or purchase by the Port Authority of equipment, tools, materials, supplies, or other personal property for use in connection with the operation of all facilities and properties owned and/or operated by the Port Authority, and for the exercise of all rights and the performance of all obligations vested in or assumed by the Port Authority under such agreements or contracts;

(5) Have oversight of all personnel matters, and approve all agreements with organizations representing Port Authority employee groups relating to wages, working conditions and benefits;

(6) Jointly with the Committee on Capital Planning, Execution and Asset Management, have oversight of the sale, consistent with legislation, of all real or personal property owned by the Port Authority;

(7) Review quarterly reports from the Executive Director to the Board on the operating performance, financial (including overtime and benefits costs) or otherwise, of the Port Authority, and assess the performance relative to forecasts and staff's corrective action plans if necessary, and advise the Board with respect to the results of such review;

(8) Have oversight of the Port Authority's communications strategies, transparency initiatives, and federal, state and local government, interagency and other constituent relations;

(9) Jointly with the Committee on Capital Planning, Execution and Asset Management, have oversight of all environmental initiatives and policies of the Port Authority;

(10) Have oversight of all legal matters of the Port Authority and review reports from the General Counsel concerning the status of pending or anticipated legal matters;

(11) Review quarterly reports from the Executive Director to the Board on the Port Authority's efforts to implement performance improvement initiatives that focus on revenue generation, operating cost containment, and associated productivity and efficiency improvements, and to take appropriate remedial steps related thereto, and advise the Board with respect to the results of such review;

(12) Have oversight of all sub-committees of the Committee; and

(13) Review and assess the adequacy of this Charter from time to time and recommend any revisions to the Board for its approval.