

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

This Charter was adopted by the Committee on Security (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 reform and continuing development of the Port Authority’s policies and practices related to security and the implementation and ongoing performance thereof.

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 reform, continuing development and implementation of all security functions at the Port Authority so as to ensure that security is a permanent agency-wide priority and that the Board and the staff are familiar with and committed to the security principles and programs that have been adopted by the Port Authority;
- (2) Have oversight of the establishment and operation of a Port Authority Security Department, and ensure that such department has the necessary powers, authority, and resources to effectively and efficiently implement the Port Authority's security mission;
- (3) Jointly with the Committee on Capital Planning, Execution and Asset Management, have oversight of the development and updating of the security component of the Port Authority's capital plans and programs;
- (4) Review quarterly reports from the Executive Director to the Board on the performance of the Port Authority and its related entities with respect to security matters, and assess the performance relative to specific performance metrics relevant to security matters;
- (5) Have oversight of annual security goals and the development and implementation of a security strategy across all facilities and line departments to achieve those goals;
- (6) Review (a) reports received from law enforcement personnel and regulators; and (b) other legal and regulatory matters that may have a material effect on Port Authority security matters and operations, including any significant liabilities or anticipated significant expenditures with respect thereto;

- (7) Review current and proposed security-related programs, policies, practices and compliance issues covering the Port Authority's facilities and operations, including: (a) the Port Authority's security assessment practices; (b) significant developments related to security that may have an impact on the Port Authority, and on its processes for complying with applicable laws and regulations; (c) information security, public disclosure and public relations; (d) development and implementation of security regulations for line departments and tenants; (e) measures taken to ensure compliance with applicable governmental security mandates; (f) establishment and implementation of an agency-wide cyber security program; (g) development and conduct of security-related training for all line departments and employees; (h) administration of current security-related capital and technology contracts; (i) engagement and management of security providers and subcontractors; (j) performance of self-assessments, site assessments and annual audits to monitor effectiveness; and (k) any significant liabilities or significant expenditures with respect thereto;
- (8) Review corporate trends and best practices generally with respect to security;
- (9) Review relevant governmental security standards and practices, including of those entities with jurisdiction within the Port District (and other standards which may be useful in determining best practices for the Port Authority), and make recommendations to the Board concerning appropriate practices;
- (10) Monitor applicable federal, state, and international legislative and regulatory initiatives and the Port Authority's activities and relationships with government authorities on security matters, and related significant matters of public policy;
- (11) Jointly with the Audit Committee, have oversight of the Port Authority's activities in connection with applications for designation and certification of various qualifying items under the Support Anti-Terrorism by Fostering Effective Technology ("SAFETY") Act;
- (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.