



Metropolitan Transportation Authority

May 2010

MTA Board Action Items



MEETING AGENDA
METROPOLITAN TRANSPORTATION AUTHORITY BOARD
May 26, 2010 9:30 a.m.

347 Madison Avenue
Fifth Floor Board Room
New York, NY

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9. EXECUTIVE SESSION

Date of next MTA Board meeting: Wednesday June 23, 2010 at 9:30 a.m.

The legal and popular names of the Metropolitan Transportation Authority operating agencies are used throughout this agenda package. The following table displays the official name and corresponding legal name for each agency.

<u>Popular</u>	<u>Legal Name</u>	<u>Abbreviation</u>
MTA New York City Transit	New York City Transit Authority	NYC Transit
MTA Long Island Rail Road	The Long Island Rail Road Company	LIRR
MTA Long Island Bus	Metropolitan Suburban Bus Authority	LI Bus
MTA Metro-North Railroad	Metro-North Commuter Railroad Company	MNR
MTA Bridges and Tunnels	Triborough Bridge and Tunnel Authority	B&T
MTA Capital Construction	MTA Capital Construction Company	MTA CC
MTA Bus Company	MTA Bus Company	MTA Bus

The Staten Island Rapid Transit Operating Authority is a subsidiary of the Metropolitan Transportation Authority. Its popular name is MTA Staten Island Railway, abbreviated as SIR.

Manhattan and Bronx Surface Transit Operating Authority, abbreviated MaBSTOA, is a subsidiary of the New York City Transit Authority.

**Metropolitan Transportation Authority
Minutes of the
Regular Board Meeting
347 Madison Avenue
New York, NY 10017**

**Wednesday, April 28, 2010
9:30 a.m.**

The following members were present:

**Hon. Jay H. Walder, Chairman & CEO
Hon. Andrew M. Saul, Vice Chairman
Hon. Andrew Albert
Hon. John H. Banks, III
Hon. Robert C. Bickford
Hon. Allen P. Cappelli
Hon. Donald Cecil
Hon. Doreen M. Frasca
Hon. Jeffrey A. Kay
Hon. Mark D. Lebow
Hon. Susan Metzger
Hon. Mark Page
Hon. Mitchell H. Pally
Hon. Norman Seabrook
Hon. James L. Sedore, Jr.
Hon. Nancy Shevell
Hon. Carl V. Wortendyke**

The following member was absent:

Hon. Vincent Tessitore, Jr.

Fredericka Cuenca, Chief of Staff, James B. Henly, General Counsel, Catherine A. Blue, Acting Corporate Secretary, Board Member James F. Blair, Board Member Ira R. Greenberg, Thomas Prendergast, President of NYCTA, Helena E. Williams, President of Long Island Railroad, Howard Permut, President of Metro-North, James Ferrara, Acting President of TBTA, Joseph A. Smith, President of LI Bus, MTA Bus & Sr. V.P. NYCT Department of Buses, Michael Horodniceanu, President of MTA Capital Construction, and Douglas Sussman, Director, Community Affairs also attended the meeting.

The Board of the Metropolitan Transportation Authority also met as the Board of the New York City Transit Authority, the Manhattan and Bronx Surface Transit Operating Authority, the Staten Island Rapid Transit Operating Authority, the Metropolitan Suburban Bus Authority, the Triborough Bridge and Tunnel Authority, the Long Island Rail Road, the Metro-North

Commuter Railroad Company, the MTA Capital Construction Company, the MTA Bus Company, and the First Mutual Transportation Assurance Company.

Unless otherwise indicated, these minutes reflect items on the agenda of the Board of the Metropolitan Transportation Authority, the Metropolitan Suburban Bus Authority, and the First Mutual Transportation Assurance Company. Refer to the agencies' minutes of this date for items on the agendas of the Boards of the other agencies.

1. **CHAIRMAN'S REMARKS.** Chairman Walder asked for a moment of silence to remember James Knell, NYCTA Track Supervisor, who was fatally injured while working on a station rehabilitation project. Chairman Walder noted that a formal inquiry into this matter is being conducted and the results will be made public.
2. **PUBLIC SPEAKERS.** The following speakers addressed MTA agenda items. Refer to the video recording of the April 28, 2010 meeting for the contents of these speakers' statements. Refer to the MTA Agencies' minutes for the list of other speakers.

Anthony Trocchia, Disabled in Action
Tony Murphy, Bail Out the People Movement
William Henderson, PCAC
Marty Goodman, TWU Local 100
Dino Laverghetta, private citizen
George Spitz, private citizen
Miriam Fox, private citizen
Francine Galvez, private citizen
Richard Goldberg, private citizen
Sara Meyerson, private citizen

3. **MINUTES.** Upon motion duly made and seconded, the Board approved the minutes of the regular Board meeting held on March 24, 2010.
4. **OTHER BUSINESS.**

A. 2010-2014 Capital Program.

Chairman Walder introduced the matter of approval of the MTA's revised \$26.3 billion 2010-2014 Capital Program for submission to the Capital Program Review Board. Reflecting on the work he and others did on the first Capital Program for the MTA, Chairman Walder noted that the decision to invest in the MTA system in successive five-year capital programs to rebuild the infrastructure has helped to put the system on a firm footing and has contributed to a 50% increase in ridership over the past fifteen years. Nevertheless, Chairman Walder said that the agency is at a critical juncture in regards to the Capital Program and the same commitment that has been made to overhaul the way MTA conducts its operations must also be applied to the Capital Program. Chairman Walder said that he is pleased that the proposed Capital Program reflects an overhaul in planning and implementation,

reducing the Program's cost by approximately \$2 billion, and continuing to focus on providing a high level of service to the public.

Chairman Walder noted that the program before the Board seeks to put forth a fully funded first two years of the Capital Program, investing in high priority items. It also seeks to assure the public, the CPRB and the Board that no new investments will be started in the two years if funds are not set aside to complete those investments. The Chairman said additional work must be done to put together a long-term plan to meet the capital needs of the MTA, and he emphasized the importance of investing in the transit system to continue to build upon the infrastructure.

Chairman Walder stated that extensive discussions on this matter took place at the committee meetings, and he invited further comments from the Board members. There being no further discussion on this matter, Chairman Walder called for a vote on the item.

Upon motion duly made and seconded, the Board approved the MTA's revised \$26.3 billion 2010-2014 Capital Program and authorized its submission to the MTA Capital Program Review Board ("CPRB") in accordance with PAL 1269-b (exclusive of the TBTA program which does not required CPRB review).

Chairman Walder commended Linda Kleinbaum, Deputy Executive Director of Administration, and the Capital Program team for their work in preparing the capital plan.

5. COMMITTEE ON FINANCE.

- A. **Action Items.** Upon motion duly made and seconded, the Board approved the following action items. The specifics are set forth in the attached staff summaries and documentation. Board member John Banks recused himself from the vote on item #2 below.
1. 2009 Annual Investment Report. Approved the MTA 2009 Annual Investment Report and the MTA All Agency Investment Guidelines, pursuant to PAL Section 2925.
 2. New York Power Authority ("NYPA") Peak Load Management Agreement. Approved entering into an agreement to enroll MTA facilities in NYPA's Peak Load Management Program and authorized the Chairman and CEO or his delegate to execute the agreement.
- B. **Procurement Items.** Upon motion duly made and seconded, the Board approved the following procurement items. The specifics are set forth in the attached staff summary and documentation.

1. Cassidy Turley New York, Inc. – Property Management Services – No. 09168-0100. Approved a competitive contract to perform property management services for two MTA properties – the Jamaica Central Control Building/Air Train Terminal in Jamaica, NY and 242 & 250 Old Country Road in Mineola, NY.
2. Expedite Video Conferencing Services, Inc. – Web Casting Services – No. 07131-0100, S/A #2. Approved an increase in funding for webcasting services due to increase in viewership and to cover the cost of additional services for video-on-demand, pod casts and MTA related news and events added in January 2010 to the current contract, which expires April 30, 2011.

C. **Real Estate Items.** Upon motion duly made and seconded, the Board approved the following real estate items. The specifics are set forth in the attached staff summaries and documentation.

MTA Capital Construction Company:

1. Resolution authorizing the MTA (i) to proceed with the acquisition of temporary easements by negotiated agreement or eminent domain in properties or portions thereof know as 1821-23, 1825, 1827 and 1829 Second Avenue (Block 1540, Lots 24, 26, 27 and 28 respectively) and 1873 Second Avenue (Block 1646, Lot 25), and (ii) to enter into agreements with one or more long-stay residential hotels, and/or to offer housing stipends to tenants in lieu thereof, to accommodate the temporary resolution of tenants in the subject properties as described.

Metro-North Railroad:

2. License agreement with the Town of Ramapo to allow construction, operation and maintenance of a pedestrian bike path in the Piermont Branch right-of-way, Rockland County, N.Y.
3. Long-term sublease to Dover Station, LLC of property located at 32 Market Street (Block 685460, Parcel No. p/o 7061-00-465460), former Dover Plains Station building, Town of Dover, N.Y.
4. Assignment of easement to Cook Associates, LLC located at Trinity Avenue (Section 55.09, Block 1, Lots 8 and 9), in support of Metro-North's Cortlandt Parking, Intermodal and Access Improvements Project, Cortlandt Manor (Keon Site"), N.Y.
5. License agreement with a consortium of Cellco Partnership, a Delaware general partnership, and New York SMSA Limited Partnership, a Delaware limited partnership, each d/b/a Verizon Wireless (collectively "Verizon Wireless"), Sprint Spectrum L.P., a Delaware limited partnership, and Nextel

Communications of the Mid-Atlantic, Inc., a Delaware corporation, each d/b/a Sprint Nextel, New Cingular Wireless PCS, LLC, a Delaware limited liability company (“AT&T”), and T-Mobile Northeast LLC, a Delaware limited liability company (“T-Mobile”) for the installation and operation of a wireless communications network serving Grand Central Terminal and its trainshed.

6. License agreement with KJM Holdings II LLC d/b/a Li-Lac Chocolates for the retail operation of a chocolatier selling high-quality tenant-produced artisanal chocolate in the Grand Central Market, Retail Space MKT-24, Grand Central Terminal, N.Y.
7. Lease agreement with O & Co. New York, Inc. d/b/a O & Co. for the retail sale of high-quality condiments or specialty food items in the Grand Central Market, Retail Space MC-32 and Storage Space LCS-6A, Grand Central Terminal, N.Y.

Long Island Rail Road:

8. License agreement with National Grid Corporate Services LLC, formerly known as “Keyspan” (National Grid”), for use of two sites along LIRR’s non-operating West Hempstead Branch ROW for installation and maintenance of (i) a groundwater treatment system running along approximately 385 linear feet in the vicinity of Franklin and Hilton Avenues; and (ii) a soil remediation project between Wendell and Intersection Streets, Hempstead, N.Y.
9. License agreement with SNBK Corp for the operation of a restaurant at the former Brentwood Railroad Station, Brentwood, N.Y.

D. West Side Yard Development.

Chairman Walder emphasized the importance of this project and said he is pleased that MTA has been able to retain the deal structure previously put forth. The Chairman said that ultimately the results of this deal will bring \$1 billion to the MTA, which are all moneys that are included in the Capital Programs and which is an important part of providing a basis for MTA to be able to undertake capital investment with own-source resources rather than relying on bond resources.

Chairman Walder opened the matter up for discussion by the Board. The extensive commentary and discussion engaged in by Board members on the subject of the West Side Yard Development is contained in the audiotape of the meeting produced by the MTA and maintained in its records.

Upon motion duly made and seconded, the Board approved resolutions which, among other things: (i) adopt the Findings set forth in the Findings Statement that is attached to the staff summary and; (ii) authorize the Chairman and Chief Executive Officer of MTA, TBTA, LIRR and NYCTA and his designees, including the MTA

Director of Real Estate and the President of LIRR, to execute and deliver any and all contracts and other necessary or appropriate agreements, leases, deeds, documents, writings and other instruments and to take any other necessary or appropriate steps as he may deem necessary, desirable or appropriate to implement the proposed disposition of certain developable property rights in the Eastern Rail Yard and the Western Rail Yard and the construction of improvements thereon.

7. **EXECUTIVE SESSION.** Upon motion duly made and seconded, the Board voted to convene an executive session to consider a matter concerning proposed, pending or current litigation and matters concerning public safety.
8. **PUBLIC SESSION.** Upon motion duly made and seconded, the public session resumed.

Upon motion duly made and seconded, the Board voted to adjourn the meeting at 11:37 a.m.

Respectively submitted,

Victoria Clement
Assistant Secretary

**Minutes of the
Regular Board Meeting
for the New York City Transit Authority,
Manhattan and Bronx Surface Transit Operating Authority,
Staten Island Rapid Transit Operating Authority,
and the MTA Bus Company**

**347 Madison Avenue
New York, NY 10017**

**Wednesday, April 28, 2010
9:30 a.m.**

The following members were present:

**Hon. Jay H. Walder, Chairman & CEO
Hon. Andrew M. Saul, Vice Chairman
Hon. Andrew Albert
Hon. John H. Banks, III
Hon. Robert C. Bickford
Hon. Allen P. Cappelli
Hon. Donald Cecil
Hon. Doreen M. Frasca
Hon. Jeffrey A. Kay
Hon. Mark D. Lebow
Hon. Susan Metzger
Hon. Mark Page
Hon. Mitchell H. Pally
Hon. Norman Seabrook
Hon. James L. Sedore, Jr.
Hon. Nancy Shevell
Hon. Carl V. Wortendyke**

The following member was absent:

Hon. Vincent Tessitore, Jr.

Fredericka Cuenca, Chief of Staff, James B. Henly, General Counsel, Catherine A. Blue, Acting Corporate Secretary, Board Member James F. Blair, Board Member Ira R. Greenberg, Thomas Prendergast, President of NYCTA, Helena E. Williams, President of Long Island Rail Road, Howard Permut, President of Metro-North, James Ferrara, Acting President of TBTA, Joseph A. Smith, President of LI Bus, MTA Bus & Sr. V.P. NYCT Department of Buses, Michael Horodniceanu, President of MTA Capital Construction, and Douglas Sussman, Director, Community Affairs also attended the meeting.

The Board of the Metropolitan Transportation Authority also met as the Board of the New York City Transit Authority, the Manhattan and Bronx Surface Transit Operating

Authority, the Staten Island Rapid Transit Operating Authority, and the MTA Bus Company.

1. **CHAIRMAN JAY WALDER CALLED THE MEETING TO ORDER**

Details of Chairman Walder's opening remarks are set forth in minutes recorded by the MTA, copies of which are on file with the records of the meeting of the Board of the NYC Transit/SIR/MTA Bus Company.

2. **PUBLIC COMMENT PERIOD**

Seven speakers addressed NYC Transit/MTA Bus issues.

Anthony Trocchia, Disabled in Action, urged the Board not to eliminate the B39 and B51 bus routes and discussed the impact it would have on disabled individuals.

Tony Murphy, Bail Out the People Movement, commented on the MTA budget and invited people to attend a demonstration.

Marty Goodman, TWU Local 100, spoke against layoffs and service cuts.

Miriam Fox discussed the impact the proposed changes to the M5 would have on her neighborhood.

Francine Galvez discussed the impact the proposed elimination of the X16 bus will have on the north shore of Staten Island.

Richard Goldberg discussed the proposed changes to the M5 and urged the Board to find other ways to save money.

Sara Meyerson urged the Board to reconsider the proposed changes to the M5 bus.

3. **MINUTES**

Upon motion duly made and seconded, the Board unanimously approved the minutes of the regular board meeting of MTA New York City Transit, the Manhattan and Bronx Surface Transit Operating Authority, the Staten Island Railway Transit Operating Authority, and MTA Bus Company held on March 24, 2010.

4. **OTHER BUSINESS**

2010-2014 Capital Program

Upon motion duly made and seconded, the Board unanimously approved the proposed 2010-2014 Capital Program. Details of the discussion surrounding the vote, and of the above item, are set forth in minutes recorded by the MTA, copies of which are on file with the records of the meeting of the Board of the NYC Transit/SIR/MTA Bus Company.

5. **COMMITTEE ON TRANSIT OPERATIONS**
NYC Transit

Action Items

Design/Construction Review Services for 301 E. 69th Street

Upon motion duly made and seconded, the Board approved the proposed design/construction review services agreement with the Owners of 301 E 69th Street for a not-to-exceed amount of \$785,000 to review the design and construction to make changes to 301 E. 69th Street which is needed to accommodate Entrance 1 at 72nd Street Station. Details of the above item are set forth in staff summaries, copies of which are on file with the records of the meeting of the Board of the NYC Transit/SIR/MTA Bus Company.

Settlement Agreement with S311 Tunnel Constructors

Upon motion duly made and seconded, the Board approved a settlement agreement and related modifications for Contract C-26503, Construction of Running Tunnels & Station Structures for the #7 Line Extension, to S311 Tunnel Constructors, JV. The settlement includes the payment in the agreed upon lump sum amount of \$534,462.50 with no change in the substantial completion date of September 12, 2012. Details of the above item are set forth in staff summaries, copies of which are on file with the records of the meeting of the Board of the NYC Transit/SIR/MTA Bus Company.

Procurements

Non-Competitive Procurements: Upon motion duly made and seconded, the Board approved the non-competitive procurements requiring a majority vote (Schedule H in the Agenda). Details of the above items are set forth in staff summaries, copies of which are on file with the records of the meeting of the Board of the NYC Transit/SIR/MTA Bus Company.

Competitive Procurements: Upon motion duly made and seconded, the Board approved the competitive procurements requiring a two-thirds vote (Schedule C in the Agenda) and those requiring a majority vote (Schedules F, H, I and L in the Agenda). Details of the above items are set forth in staff summaries, copies of which are on file with the records

of the meeting of the Board of the NYC Transit/SIR/MTA Bus Company. Member Frasca recused herself from the personal services contract shown in Schedule F of the Agenda.

Procurement Ratifications: Upon motion duly made and seconded, the Board ratified the procurements requiring a majority vote (Schedule K in the Agenda). Details of the above items are set forth in staff summaries, copies of which are on file with the records of the meeting of the Board of the NYC Transit/SIR/MTA Bus Company.

6. **EXECUTIVE SESSION**

Upon motion duly made and seconded, the Members unanimously voted to convene to discuss proposed, pending or current litigation and matters concerning public safety in Executive Session. Upon motion duly made and seconded, the Members voted to resume public session.

7. **ADJOURMENT**

Upon motion duly made and seconded, the Members unanimously voted to adjourn the meeting at 11:37 a.m.

Respectfully submitted,



Mariel Tanne
Assistant Secretary

Minutes of the
Regular Board Meeting
347 Madison Avenue
New York, NY 10017

Wednesday, April 28, 2010
9:30 a.m.

The following members were present:

Hon. Jay H. Walder, Chairman & CEO
Hon. Andrew M. Saul, Vice Chairman
Hon. Andrew Albert
Hon. John H. Banks, III
Hon. Robert C. Bickford
Hon. Allen P. Cappelli
Hon. Donald Cecil
Hon. Doreen M. Frasca
Hon. Jeffrey A. Kay
Hon. Mark D. Lebow
Hon. Susan Metzger
Hon. Mark Page
Hon. Mitchell H. Pally
Hon. Norman Seabrook
Hon. James L. Sedore, Jr.
Hon. Nancy Shevell
Hon. Carl V. Wortendyke

The following member was absent:

Hon. Vincent Tessitore, Jr.

Fredericka Cuenca, Chief of Staff, James B. Henly, General Counsel, Catherine A. Blue, Acting Corporate Secretary, Board Member James F. Blair, Board Member Ira R. Greenberg, Thomas Prendergast, President of NYCTA, Helena E. Williams, President of Long Island Railroad, Howard Permut, President of Metro-North, James Ferrara, Acting President of TBTA, Joseph A. Smith, President of LI Bus, MTA Bus & Sr. V.P. NYCT Department of Buses, Michael Horodniceanu, President of MTA Capital Construction, and Douglas Sussman, Director, Community Affairs also attended the meeting.

1. Chairman Walder observed a moment of silence in memory of New York City Transit Authority Track Supervisor James Neal who died in the line of duty. The details of Mr. Walder's statement are contained in the minutes of the meeting of the Board of the Metropolitan Transportation Authority held this day.

2. Public Comment:

There were 10 public speakers. William Henderson of PCAC commented on the 2010-2014 capital program. He noted that the PCAC supports the plan in light of the availability of funding and the requirements of state law. He voiced his opinion that the program is positive and thoughtful and in tune with what riders have been saying over the years. He is pleased that the program focuses on operating costs, noting that riders want a system that is as efficient as possible. He noted that the PCAC wants Metro-North to maintain a high standard for its stations and to maintain robust traction power systems. The details of the remaining comments made are contained in the minutes of the meeting of the Board of the Metropolitan Transportation Authority held this day.

3. Approval of Minutes – Upon motion duly made and seconded, the minutes of the Regular Board Meeting of March 24, 2010 meeting were unanimously approved.

4. Other Business:

Upon motion duly made and seconded, the Board approved the following items.

- 2010-2014 Capital Program.

Chairman Walder's statement regarding the above item is contained in the minutes of the meeting of the Board of the Metropolitan Transportation Authority held this day. A staff summary setting forth the details of the above item is filed with the record of this meeting.

5. Committee on Finance

Upon motion duly made and seconded, the Board unanimously approved the following items recommended to it by the Committee on Finance.

- 2009 Annual Investment Report

Real Estate Action Items:

Upon motion duly made and seconded, the Board, among other items, approved the following real estate items recommended to it by the Committee on Finance.

- License agreement with the Town of Ramapo to allow the construction, operation and maintenance of a pedestrian bike path in the Piermont Branch right-of-way, Rockland County, New York.
- Long-term sublease to Dover Station, LLC with respect to the former Dover Plains Station building in the Town of Dover, New York.
- Assignment of easement to Cook Associates, LLC in connection with Metro-North's Cortlandt Parking, Intermodal and Access Improvements Project in Cortlandt, New York.

- License agreement for the installation and operation of a wireless communications network serving Grand Central Terminal and its trainshed.
- Lease agreement with KJM Holdings II LLC d/b/a Li-Lac Chocolates for the sale of high-quality tenant-produced artisanal chocolates, relating to retail space MKT-24, Grand Central Terminal, New York.
- Lease agreement with O & Co. New York, Inc. d/b/a O & Co for the sale of high-quality condiments and specialty food items, relating to retail space MC-32 and storage space LCS-6A, Grand Central Terminal, New York.

Staff summaries and reports setting forth the details of the above items are filed with the records of this meeting.

6. Committee on Metro-North Railroad Operations:

Procurements:

Upon motion duly made and seconded, the Board approved the following non-competitive procurement requiring two-thirds vote by the Board.

Non-Competitive Purchase and Public Work Contracts

- Whiting Corporation – Purchase agreement – repair/maintenance parts for overhead shop cranes, lifts & supports.

Upon motion duly made and seconded, the Board approved the following competitive procurements requiring two-thirds vote by the Board.

Competitive Requests for Proposals (Award of Purchase and Public Work Contracts)

- Abalon Exterminating Company, Inc. – Pest control services for Grand Central Terminal.

Upon motion duly made and seconded, the Board approved of the following competitive procurements requiring majority vote by the Board.

Miscellaneous Procurement Contracts

ARINC, Inc. – Public address system replacement.

Staff summaries and reports setting forth the details of the above items are filed with the records of this meeting.

7. Executive Session: Upon motion duly made and seconded, the Committee unanimously voted to convene in Executive Session to discuss matters concerning proposed, pending or current litigation and matters concerning public safety. Upon motion duly made and seconded, the Committee unanimously voted to re-convene in Public Session.

8. Next Meeting – May 26, 2010 at 9:30 a.m.
9. Upon motion duly made and seconded, the Board unanimously voted to adjourn the meeting at 11:37 a.m.

Respectfully submitted,



Linda Montanino
Assistant Secretary

Apr. 2010 Board Minutes
Legal/Corporate

**MINUTES OF MEETING OF THE BOARD OF
THE LONG ISLAND RAIL ROAD COMPANY**

**Meeting Held At
347 Madison Avenue
New York, New York
April 28, 2010
9:30 A.M.**

The following members were present:

Hon. Jay H. Walder, Chairman and CEO
Hon. Andrew M. Saul, Vice Chairman
Hon. Andrew Albert
Hon. John H. Banks, III
Hon. Robert C. Bickford
Hon. Hon. Allen P. Cappelli
Hon. Donald Cecil
Hon. Doreen M. Frasca
Hon. Jeffrey A. Kay
Hon. Mark D. Lebow
Hon. Susan Metzger
Hon. Mark Page
Hon. Mitchell H. Pally
Hon. Norman Seabrook
Hon. James L. Sedore, Jr.
Hon. Nancy Shevell
Hon. Carl V. Wortendyke

The following member was absent:

Hon. Vincent Tessitore

Fredericka Cuenca, Chief of Staff, James B. Henly, General Counsel, Catherine A. Blue, Acting Corporate Secretary, Board Member James F. Blair, Board Member Ira R. Greenberg, Thomas Prendergast, President of NYCTA, Helena E. Williams, President, Long Island Rail Road, Howard Permut, President, Metro-North, James Ferrara, Acting President TBTA, Joseph J. Smith, President of LI Bus, MTA Bus & Sr. V.P. NYCT Department of Buses, Michael Horodniceanu, President of MTA Capital Construction, and Douglas Sussman, Director, Community Affairs, also attended the meeting.

1. CHAIRMAN'S REMARKS

The Chairman asked for a moment of silence in the memory of James Knell, a New York City Transit track supervisor who was killed on the job. He expressed his sympathies to Mr. Knell's family and indicated that New York City Transit was conducting a formal inquiry into the incident.

2. **PUBLIC SPEAKERS**

There were ten (10) public speakers. The only speaker who addressed Long Island Rail Road issues was Bill Henderson of PCAC, who spoke about the MTA's proposed 2010-2014 Capital Program and included in his remarks his support for LIRR's Second Track project and the Main Line Third Track project.

3. **APPROVAL OF MINUTES**

Upon motion duly made and seconded, the Board unanimously approved the minutes of the Board meeting held on March 24, 2010.

4. **2010-2014 CAPITAL PROGRAM**

Upon motion duly made and seconded, the Board approved the 2010-2014 Capital Program. Chairman Walder's remarks regarding the Capital Program are contained in the minutes of the meeting of the Board of the Metropolitan Transportation Authority held this day. A staff summary setting forth the details of the above item is filed with the record of this meeting.

5. **COMMITTEE ON FINANCE**

Upon motion duly made and seconded, the Board approved items from the Committee on Finance. Included among these items was a report on the MTA Portfolio's investment performance and a request for approval of the MTA 2009 Annual Investment Report and the MTA All-Agency Investment Guidelines. The details of this item are contained in the minutes of the Metropolitan Transportation Authority held this day and the staff summary filed with those minutes.

Upon motion duly made and seconded, the Board approved the following real estate items:

- 1) Resolution adopting SEQRA findings related to proposed actions intended to facilitate development of the Eastern Rail Yard ("ERY") and Western Rail Yard ("WRY") portions of the John D. Caemmerer West Side Yard and authorizing the Chairman and Chief Executive Officer of MTA, LIRR, Triborough Bridge and Tunnel Authority and New York City Transit Authority and his designees to execute and deliver contracts and other documents and take other actions to implement the proposed disposition and development of certain developable property rights in the ERY and the WRY.
- 2) License Agreement with National Grid Corporate Services LLC for the performance by National Grid of groundwater and soil remediation activities on certain portions of LIRR's non-operating West Hempstead Branch right-of-way in Hempstead, New York.
- 3) License Agreement with SNBK Corp. for a restaurant at the former Brentwood Railroad Station, Brentwood, New York.

Details of the above action items are set forth in staff summaries, copies of which are on file with records of this meeting. Details of the remarks of the Chairman and other Board members regarding the West Side Yard real estate transaction are contained in the minutes of the meeting of the Board of the Metropolitan Transportation Authority held this day.

6. **LONG ISLAND COMMITTEE**

Upon motion duly made and seconded, the Board approved the following competitive and non-competitive procurements recommended to it by the Long Island Committee. Item 4 of the Competitive

Procurements is an MTA Capital Construction procurement related to the East Side Access project. There were no ratifications.

Competitive Procurements

- | | | |
|----|--|---|
| 1. | <p>Bureau Veritas North America
 Competitive
 Contract No. TBD</p> <p>LIRR, on behalf of itself and Metro-North Railroad, requests MTA Board approval to award a two (2) year personal services contract for quality assurance inspections of rail car wheels and axles to Bureau Veritas North America at an aggregate total not-to-exceed \$200,000.</p> | <p>\$100,000-LIRR
 100,000-MNR
 \$200,000-Not-to-Exceed</p> |
| 2. | <p>AB Oil, Coastal Environmental
 Fenley & Nicol Environmental
 Competitive
 Contract No. TBD</p> <p>LIRR, on behalf of itself and MTA Bus Company, requests MTA Board approval to award contracts to the firms listed above in the not-to-exceed amounts identified therein to provide hazardous and non-hazardous waste removal and disposal services from various locations on an "on-call" basis for a five (5) year period.</p> | <p>\$7,000,000-LIRR
 <u>1,200,000-MTA Bus</u>
 \$8,200,000-Not-to-Exceed</p> |
| 3. | <p>Staples Marketing, LLC
 Competitive RFP
 Contract No. POJ0478</p> <p>LIRR requests MTA Board approval to (i) extend the term of the current Staples Marketing, LLC ("Transit Solutions") two-year, transit marketing contract for a period of eight (8) months, from April 30, 2010, through December 31, 2010 and (ii) add funding in the amount of \$133,428, increasing the contract value from \$300,000, to a revised not-to-exceed total of \$433,428.</p> | <p>\$133,428
 Not-to-Exceed</p> |
| 5. | <p>Perini Corporation
 Competitive
 Contract No. CH053
 MTA Capital Construction
 Construct Harold Structures Part 1 for ESA Project</p> | <p>\$2,420,000</p> |

Non-Competitive Procurement

- | | | |
|----|--|--|
| 1. | <p>NorFast, Inc.
 Sole Source
 Contract No. TBD</p> <p>LIRR requests MTA Board approval to award a sole source contract to NorFast, Inc in the fixed amount of \$975,000 for the purchase of replacement insulated joints required to support LIRR's 2010 State of Good Repair Track program.</p> | <p>\$975,000
 Fixed Amount</p> |
|----|--|--|

Details of the above items are set forth in staff summaries, copies of which are on file with the records of this meeting.

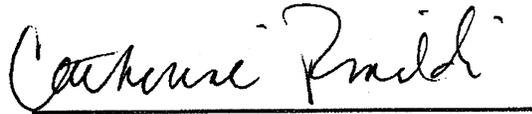
7. **EXECUTIVE SESSION**

Upon motion duly made and seconded, the Board unanimously voted to convene in Executive Session to discuss matters concerning proposed, pending or current litigation and matters concerning public safety. Upon motion duly made and seconded, the Board unanimously voted to reconvene in public session.

8. **ADJOURNMENT**

Upon motion duly made and seconded, the Board unanimously voted to adjourn the meeting. The meeting was adjourned at 11:37 A.M.

Respectfully submitted,



Catherine A. Rinaldi
Secretary

Minutes of the Regular Meeting
Triborough Bridge and Tunnel Authority
April 28, 2010

Meeting Held at
347 Madison Avenue
New York, New York 10017

9:30 A.M.

The following members were present:

Hon. Jay H. Walder, Chairman & CEO
Hon. Andrew M. Saul, Vice Chairman
Hon. Andrew Albert
Hon. John H. Banks, III
Hon. Robert C. Bickford
Hon. Allen P. Cappelli
Hon. Donald Cecil
Hon. Doreen M. Frasca
Hon. Jeffrey A. Kay
Hon. Mark D. Lebow
Hon. Susan Metzger
Hon. Mark Page
Hon. Mitchell H. Pally
Hon. Norman Seabrook
Hon. James E. Sedore, Jr
Hon. Nancy Shevell
Hon. Carl V. Wortendyke

Not Present:

Hon. Vincent Tessitore, Jr

Frederick Cuenca, Chief of Staff; James B. Henly, General Counsel, MTA; Catherine A. Blue, Acting Corporate Secretary; Board Member James Blair; Board Member Ira Greenberg; James Ferrara, Acting President, MTA Bridges and Tunnels; Michael F. Horodniceanu, President MTA Capital Construction Company; Howard R. Permut, President, Metro-North Commuter Railroad; Thomas Prendergast, President, New York City Transit; Joseph A. Smith, President Long Island Bus, MTA Bus & Senior Vice President, New York City Transit Department of Buses; Helena E. Williams, President, Long Island Rail Road; and Douglas R. Sussman, Director, Community Affairs, MTA also attended the meeting.

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

1. **Chairman Walder's Opening Comments**

Chairman Walder observed a moment of silence in memory of New York City Transit Authority Track Supervisor, James Deal, who died in the line of duty. The details of Mr. Walder's comments are contained in the minutes of the Board of the Metropolitan Transportation Authority.

2. **Public Speakers**

There were ten public speakers. None of the speakers specifically commented on issues regarding the Triborough Bridge and Tunnel Authority. The subject matter of the public comments is contained in the minutes of the meeting of the Board of the Metropolitan Transportation Authority.

3. **Approval of the Minutes of the Regular Meeting March 24, 2010**

The Minutes of the meeting held March 24, 2010 were unanimously approved.

4. **Other Business**

Upon a motion duly made and seconded, the Board unanimously approved the MTA's revised 2010-2014 Capital Program and authorized its submission to the MTA Capital Program Review Board (CPRB) in accordance with Public Authorities Law 1269b (exclusive of the Bridges and Tunnels program which does not require CPRB review).

A copy of the staff summary and details of the above item are filed with the minutes of the Board of the Metropolitan Transportation Authority.

Chairman Walder's statement regarding the above item is contained in the minutes of the Meeting of the Board of the Metropolitan Transportation Authority.

5. **Committee on Finance**

Upon a motion duly made and seconded, the Board unanimously approved the following item recommended to it by the Committee on Finance.

- MTA 2009 Annual Investment Report and the MTA All Agency Investment Guidelines pursuant to Public Authorities Law Section 2925.

A copy of the staff summary setting forth the details of the above item is filed with the minutes of the Board of the Metropolitan Transportation Authority.

6. **Committee for MTA Bridges and Tunnels Operations**

Procurements

Commissioner Lebow stated that last year B&T provided \$800 million to the MTA in distributable income. He also thanked Commissioner Pally for the outstanding job he had done as Acting Chairman of the B&T Committee for the past year.

Commissioner Lebow stated that there are no non-competitive procurements this month.

Competitive Procurements

Commissioner Lebow stated that there are three competitive procurements totaling \$8.4 million.

Upon a motion duly made and seconded, the Board unanimously approved the following competitive procurement items recommended to it by the Committee for MTA Bridges and Tunnels Operations.

**Competitive Procurements
Personal Service Contracts**

WSP Sells Transportation & Infrastructure	Contract Nos. PSC-09-2860 A-D	\$2,737,666.86
Tran Systems	Provide biennial bridge inspection and miscellaneous design services at the	\$1,540,513.62
HNTB NY Engineering and Architecture, PC	Robert F. Kennedy and	\$2,915,647.03
B&H Engineering, PC	Verrazano Narrows Bridges.	\$1,093,348.61
		\$8,287,176.12

**Modifications to Personal Service Contracts and Miscellaneous
Service Contracts Awarded as Contracts for Services**

Jacobs Civil Consultants, Inc.	Contract No. PSC-06-2783	\$133,319.04
	Provide additional design and construction support services for Project BB-45, Supply Fan Replacement, Switchgear Replacement and Manhattan Underground Exhaust Building (MUEB) Fan Upgrade and Repairs at the Brooklyn Battery Tunnel.	

Modifications to Miscellaneous Procurement Contracts

Mark IV Industries, Inc.	Contract No. 94-IAG-2336	Pricing Agreement
	Exercise a one year option to August 16, 2011 under the Mark IV Agreement for E-ZPass tags, readers and antennas to ensure uninterrupted service to customers while the E-ZPass Interagency Group completes selection of a new interoperable technology.	

Ratifications

Commissioner Lebow stated that there is one ratification totaling \$733,000.

Ratification of Completed Procurement Actions

Conti of New York, LLC	Contract No. BW-89	\$733,000.00
	Additional work under Contract BW-89, Replacement of the Bronx Approach and Miscellaneous Repairs to the Queens Approach at the Bronx-Whitestone Bridge.	

Upon a motion duly made and seconded, the Board unanimously approved the following ratification recommended to it by the Committee for MTA Bridges and Tunnels Operations.

7. **Executive Session**

Upon a motion duly made and seconded, the Board unanimously voted to convene in Executive Session to discuss proposed, pending or current litigation, and matters concerning public safety.

8. **Public Session**

Upon a motion duly made and seconded, the Board unanimously voted to reconvene in Public Session.

Adjournment

There being no further business before the Committee, the meeting adjourned.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Cindy L. Dugan", with a long horizontal flourish extending to the right.

Cindy L. Dugan
Assistant Secretary

Regular Board Meeting
MTA Capital Construction Company
347 Madison Avenue
New York, NY 10017

Wednesday, April 28, 2010
9:30 a.m.

The following members were present:

Hon. Jay H. Walder, Chairman & CEO
Hon. Andrew M. Saul, Vice Chairman
Hon. Andrew Albert
Hon. John H. Banks, III
Hon. Robert C. Bickford
Hon. Allen P. Cappelli
Hon. Donald Cecil
Hon. Doreen M. Frasca
Hon. Jeffrey A. Kay
Hon. Mark D. Lebow
Hon. Susan Metzger
Hon. Mark Page
Hon. Mitchell H. Pally
Hon. Norman Seabrook
Hon. James L. Sedore, Jr.
Hon. Nancy Shevell
Hon. Carl V. Wortendyke

The following member was absent:

Hon. Vincent Tessitore, Jr.

Fredericka Cuenca, Chief of Staff, James B. Henly, General Counsel, Catherine A. Blue, Acting Corporate Secretary, Board Member James F. Blair, Board Member Ira R. Greenberg, Thomas Prendergast, President of NYCTA, Helena E. Williams, President of Long Island Railroad, Howard Permut, President of Metro-North, James Ferrara, Acting President of TBTA, Joseph A. Smith, President of LI Bus, MTA Bus & Sr. V.P. NYCT Department of Buses, Michael Horodniceanu, President of MTA Capital Construction, and Douglas Sussman, Director, Community Affairs also attended the meeting.

Chairman Walder called the meeting to order.

Public Comment Period

There were no public speakers on any issues regarding MTA Capital Construction.

Approval of Minutes

Upon motion duly made and seconded, the MTA Board unanimously approved the minutes of the regular Board meeting held on March 24, 2010.

MTA Capital Construction Action Items

Upon motion duly made and seconded, the MTA Capital Construction Committee approved the following action item:

- Entry into a design/construction review services agreement with the owners of 301 East 69th Street for work to accommodate an entrance of the future Second Avenue Subway 72nd Street Station
- Entry into a settlement agreement and related modifications to the 7 Line Extension Running Tunnels & Station Structures contract with S3II Tunnel Constructors, JV.

MTA Capital Construction Procurements

Upon motion duly made and seconded, the MTA board approved the following procurement items:

- A contract with Henry Brothers Electronics for IESS/C3 contract wrap-up support services
- A contract with Skanska USA Civil Northeast Inc. for IESS facilities work
- A contract with NICE Systems Inc. to implement a voice recording system
- A modification to a contract with Verizon to provide data transmission equipment, network line capacity and managed network services
- A ratification of an award of a competitive contract with Henry Brothers Electronics for IESS/C3 contract wrap-up support services
- A ratification of a modification to a contract with ARINC Inc. for engineering services to support the IESS/C3 Security System Project
- A ratification of a modification to a contract with Judlau Contracting Inc. to furnish and install station finishes at South Ferry Terminal
- A ratification of a modification to a contract with PB Americas Inc. to prepare a Draft and Final Environmental Impact Statement and provide transit engineering design services for the proposed No. 7 Subway Line Extension – Far West Midtown Manhattan Re-zoning
- A modification to a contract with Perini Corporation for construction of the Harold Structures Part 1 project for East Side Access

Adjournment

Upon motion duly made and seconded, the MTA Board voted to adjourn the public meeting.

Respectfully submitted,
Miriam Cukier
Secretary

Staff Summary

Subject 2010C New Money Bond Issuance Authorization
Department Finance
Department Head Name Robert E. Foran, Chief Financial Officer 
Department Head Signature
Project Manager Name Patrick J. McCoy, Director of Finance 

Date May 26, 2010
Vendor Name
Contract Number
Contract Manager Name
Table of Contents Ref #

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance Comm.	5/24	X		
2	Board	5/26	X		

Internal Approvals			
Order	Approval	Order	Approval
1	Legal 	2	Chief of Staff 

In connection with the proposed issuance of Transportation Revenue Bonds, the MTA Finance Department is seeking MTA Board authorization and approval of the necessary documentation to issue new money bonds, notes or other obligations to provide net proceeds (exclusive of premiums) sufficient to fund up to \$600 million of capital projects contained in approved capital programs of the transit and commuter systems (including MTA Bus).

The MTA Finance Department will continue to report to the Finance Committee of the Board at each regularly scheduled meeting of such committee on the status of the proposed debt issuance schedule, the results of each bond issue, planned bond issues for the following month, including potential refundings, the status of the ongoing commercial paper program as warranted, any anticipated adjustment in the financing schedule, and information relating to amendments, modifications, or terminations of previously outstanding swap transactions.

PURPOSE:

1. To obtain MTA Board approval of the following resolution, documents and activities in connection with the issuance of bonds in an aggregate principal amount necessary to provide net proceeds (exclusive of premiums) sufficient to fund up to \$600 million of capital projects of the transit and commuter systems (including MTA Bus):

- Series 2010C Supplemental Resolution authorizing Metropolitan Transportation Authority Transportation Revenue Obligations, including providing for the issuance of the following:
 - o An aggregate principal amount of Transportation Revenue Bonds in one or more series necessary to finance capital projects of the transit and commuter systems (including MTA Bus), plus applicable issuance costs, and any original issue discount, and
 - o Parity Reimbursement Obligations and other Parity Debt in an amount sufficient to secure any Credit Facilities entered into in connection with the issuance of the Transportation Revenue Bonds.

2. With respect to the above-referenced financial transactions set forth in paragraph 1, to obtain MTA Board approval delegating authority to the Chairman and Chief Executive Officer, the Vice-Chairman, and in each case, on behalf of MTA, the Chief Financial Officer of MTA, and the Director of Finance of MTA to award the obligations either pursuant to competitive bid or to members (or entities related to such firms) of the MTA underwriting syndicate (as defined in the Supplemental Resolution) to execute and/or deliver in each case, where appropriate:

- o Notices of Sale and bid forms,
- o Purchase Agreements with underwriters,
- o Official Statements and other disclosure documents,
- o Continuing Disclosure Agreements and related filings,
- o Remarketing Agreements,
- o Issuing and Paying Agent Agreements,
- o Dealer and Broker-Dealer Agreements,

Staff Summary

- o Credit Facilities and related Parity Reimbursement Obligations and Parity Debt, and
- o Investment Agreements.

Any such documents will be in substantially the form of any document previously entered into by MTA for previous issues and programs, with such changes as approved by any one or more of the foregoing officers. In addition, such officers are hereby authorized to terminate, amend, supplement, replace or extend any such documents related thereto, as they shall deem advisable. The MTA Board hereby further delegates to such officers authority to take such other actions as may be necessary or desirable to effectuate the foregoing transaction.

3. On behalf of MTA and its subsidiaries and affiliates, to authorize the Chairman and Chief Executive Officer, the Vice-Chairman, and in each case, on behalf of MTA, the Chief Financial Officer of MTA, and the Director of Finance of MTA to take such other actions as may be necessary or desirable to effectuate the issuance of the new money bonds.

ALTERNATIVES:

There are no alternative sources of funds to provide for the Capital Program Review Board approved bond financed capital needs of the MTA agencies' capital programs.

RECOMMENDATION:

The MTA Board approve the above-referenced resolutions and documents and all other actions described above, including the execution and delivery of such other documents, and the taking of all other actions, from time to time deemed necessary or desirable by such officers in connection therewith.

METROPOLITAN TRANSPORTATION AUTHORITY

**SERIES 2010C
TRANSPORTATION REVENUE BOND
SUPPLEMENTAL RESOLUTION**

Adopted May __, 2010

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**SERIES 2010C
TRANSPORTATION REVENUE FUND BOND
SUPPLEMENTAL RESOLUTION**

BE IT RESOLVED by the Metropolitan Transportation Authority (the "Issuer"),
as follows:

ARTICLE I

DEFINITIONS AND STATUTORY AUTHORITY

Section 1.01. Supplemental Resolution. This resolution is supplemental to, and is adopted, in accordance with Article II and Article A-VIII of, a resolution of the Issuer adopted on March 26, 2002, entitled "General Resolution Authorizing Transportation Revenue Obligations" (the "Resolution").

Section 1.02. Definitions.

1. All capitalized terms which are used but not otherwise defined in this Series 2010C Transportation Revenue Bond Supplemental Resolution (the "Supplemental Resolution") shall have the same meanings, respectively, as such terms are given by Section 102 of the Resolution.

2. In this Supplemental Resolution:

"Authorized Officer" shall include the officers designated as such in the Resolution, as well as any officer duly designated as "Acting" in said officer's capacity, except that, for the purposes of any delegation set forth herein that does not expressly include any Assistant Secretary, "Authorized Officer" shall not include any Assistant Secretary of the Issuer.

"Board" shall mean the members of the Issuer acting as such pursuant to the provisions of the Issuer Act.

"Bond Counsel" shall mean Hawkins Delafield & Wood LLP, Nixon Peabody LLP or any other attorney or firm of attorneys of nationally recognized standing in the field of law relating to the issuance of obligations by state and municipal entities, selected by the Issuer.

"Build America Bonds" shall mean Series 2010C Bonds issued in the form authorized by Sections 54AA and 6431 of the Code.

"Code" shall mean the Internal Revenue Code of 1986, as amended, and regulations thereunder.

Section 1.03. Authority for this Supplemental Resolution. This Supplemental Resolution is adopted pursuant to the provisions of the Issuer Act and the Resolution.

ARTICLE II

AUTHORIZATION OF SERIES 2010C BONDS

Section 2.01. Authorized Principal Amount, Designation and Series.

Pursuant to the provisions of the Resolution and in order to finance Capital Costs, a Series of Transportation Revenue Obligations (which may be issued in one or more Series or subseries, which for purposes of this Supplemental Resolution shall collectively be referred to herein as the "Series 2010C Bonds", constituting Capital Cost Obligations, subject to redesignation as hereinafter provided) entitled to the benefit, protection and security of such provisions are hereby authorized to be issued in an aggregate principal amount not exceeding the principal amount necessary so that, after giving effect to any net original issue discount and underwriters' discount from the principal amount, the amount to be deposited in the Proceeds Account pursuant to, or otherwise applied to effectuate the purposes of, Section 2.02 and Section 3.01 of this Supplemental Resolution (exclusive of the amount so deposited therein determined in any Certificate of Determination as estimated to be necessary to pay capitalized interest or to pay any Costs of Issuance of the Series 2010C Bonds), shall not exceed the amount or amounts determined in a Certificate of Determination to be necessary to effectuate the purposes set forth in Section 2.02 hereof; provided, however, that the Series 2010C Bonds issued to finance Capital Costs shall not exceed \$600,000,000 (excluding all amounts excluded above, such as net original issue discount, underwriters' discount, capitalized interest and Costs of Issuance). For all purposes of this Section 2.01, net original issue premium as determined to be advisable by an Authorized Officer in connection with the marketing of the Series 2010C Bonds, shall not be counted.

Series 2010C Bonds shall be designated as, and shall be distinguished from the Obligations of all other Series by the title, "Transportation Revenue Bonds, Series 2010C" or such other title or titles set forth in one or more Certificates of Determination.

As may be determined by an Authorized Officer pursuant to any Certificate of Determination authorized hereunder to be in the Authority's interest, a portion of the Series 2010C Bonds may be issued as Obligations in the form of Build America Bonds. Any such Build America Bonds would be issued as a separate Series or subseries of bonds and conform to the requirements of the Code, this Supplemental Resolution and the Resolution.

Section 2.02. Purposes. The purposes for which the Series 2010C Bonds are issued shall be set forth in one or more Certificates of Determination and may include the payment of all or any part of the Capital Costs, all to the extent and in the manner provided in this Supplemental Resolution.

Section 2.03. Dates, Maturities, Principal Amounts and Interest. The Series 2010C Bonds, except as otherwise provided in the Resolution, shall be dated the date or dates determined in any Certificate of Determination. The Series 2010C Bonds shall mature on the date or dates and in the year or years and principal amount or amounts, and shall bear interest at the rate or rates per annum, if any, specified in or determined in the manner provided in any Certificate of Determination.

Section 2.04. Interest Payments. The Series 2010C Bonds shall bear interest from their date or dates and be payable on such date or dates as may be determined pursuant to any Certificate of Determination. Except as otherwise provided in any Certificate of Determination, interest on the Series 2010C Bonds shall be computed on the basis of twelve 30-day months and a 360-day year.

Section 2.05. Denominations, Numbers and Letters. Unless otherwise provided in any Certificate of Determination, the Series 2010C Bonds shall be issued in fully registered form without coupons in the denomination of \$5,000 or any integral multiple thereof.

The Series 2010C Bonds shall be lettered and numbered as provided in any Certificate of Determination.

Section 2.06. Places of Payment and Paying Agent. Except as otherwise provided in any Certificate of Determination, principal and Redemption Price of the Series 2010C Bonds shall be payable to the registered owner of each Series 2010C Bond when due upon presentation of such Series 2010C Bond at the principal corporate trust office of the Trustee. Except as otherwise provided in any Certificate of Determination, interest on the registered Series 2010C Bonds will be paid by check or draft mailed on the interest payment date by the Paying Agent, to the registered owner at his address as it appears on the registration books or, at the option of any Owner of at least one million dollars (\$1,000,000) in principal amount of the Series 2010C Bonds, by wire transfer in immediately available funds on each interest payment date to such Owner thereof upon written notice from such Owner to the Trustee, at such address as the Trustee may from time to time notify such Owner, containing the wire transfer address (which shall be in the continental United States) to which such Owner wishes to have such wire directed, if such written notice is received not less than twenty (20) days prior to the related interest payment date (such notice may refer to multiple interest payments).

Section 2.07. Sinking Fund Installments. The Series 2010C Bonds, if any, determined in any Certificate of Determination shall be subject to redemption in part, by lot, or otherwise as determined in accordance with Section A-404 of the Resolution, on each date in the year or years determined in any Certificate of Determination at the principal amount thereof plus accrued interest up to but not including the date of redemption thereof, from mandatory Sinking Fund Installments which are required to be made in amounts sufficient to redeem on each such date the principal amount of such Series 2010C Bonds.

Section 2.08. Redemption Prices and Terms. The Series 2010C Bonds may also be subject to redemption prior to maturity, at the option of the Issuer, upon notice as provided in Article A-IV of the Resolution, at any time as a whole or in part (and by lot within a maturity, or otherwise as determined in accordance with Section A-404 of the Resolution, if less than all of a maturity is to be redeemed), from maturities designated by the Issuer on and after the date and in the years and at the Redemption Prices (expressed as a percentage of principal amount or otherwise as determined pursuant to Section 2.09.1(f)) determined in any Certificate of Determination, plus accrued interest up to but not including the redemption date.

Section 2.09. Delegation to an Authorized Officer. 1. There is hereby delegated to each Authorized Officer, subject to the limitations contained in this Supplemental Resolution, the following powers with respect to the Series 2010C Bonds:

(a) to determine whether and when to issue any Series 2010C Bonds constituting Capital Cost Obligations, the amount of the Series 2010C Bonds to be applied to finance Capital Costs, and the amount of the proceeds of the Series 2010C Bonds estimated to be necessary to pay the Costs of Issuance of the Series 2010C Bonds and capitalized interest, if any;

(b) to determine the purpose or purposes for which the Series 2010C Bonds are being issued, which shall be one or more of the purposes set forth in Section 2.02 of this Supplemental Resolution;

(c) to determine the principal amounts of the Series 2010C Bonds to be issued for the purposes set forth in Section 2.02 of this Supplemental Resolution and whether such principal amounts constitute a separate Series or a subseries of Series 2010C Bonds, which principal amounts (and the aggregate of all such Series and subséries) shall not exceed the principal amounts permitted by Section 2.01 of this Supplemental Resolution, and to determine Accreted Values and Appreciated Values, if applicable;

(d) to determine the maturity date and principal amount of each maturity of the Series 2010C Bonds and the amount and due date of each Sinking Fund Installment, if any;

(e) to determine the date or dates which the Series 2010C Bonds shall be dated and the interest rate or rates of the Series 2010C Bonds or the manner of determining such interest rate or rates; provided, however, that any Series 2010C Bonds issued as Tax-Exempt Obligations shall be subject to a maximum interest rate of not greater than 10% per annum, any Series 2010C Bonds issued as Taxable Obligations shall be subject to a maximum interest rate of not greater than 12% per annum, any Variable Interest Rate Obligations issued as Tax-Exempt Obligations shall be subject to a maximum interest rate of not greater than 15% per annum, any Variable Interest Rate Obligations issued as Taxable Obligations shall be subject to a maximum interest rate of not greater than 18% per annum and any Parity Reimbursement Obligations shall be subject to a maximum interest rate of not greater than 25% per annum, or, in each such case, such higher rate or rates as determined by the Issuer's Board;

(f) to determine the Redemption Price or Redemption Prices, if any, and the redemption terms, if any, for the Series 2010C Bonds; provided, however, that if the Series 2010C Bonds are to be redeemable at the election of the Issuer, the Redemption Price (except in the case of Series 2010C Bonds issued as Build America Bonds) shall not be greater than one hundred three percent (103%) of the principal amount of the Series 2010C Bonds to be redeemed, plus accrued interest thereon up to but not including the date of redemption; and to determine any redemption provisions with respect to Series 2010C Bonds issued as Build America Bonds, which provisions may include make whole call provisions requiring an Owner to receive the full benefit of such Owner's bargain upon initial purchase;

(g) to determine whether the sale of the Series 2010C Bonds shall be conducted on either a negotiated or competitive bid basis and, as applicable, to determine the

purchase price for the Series 2010C Bonds to be paid by the purchasers referred to in one or more Purchase Agreements or the purchase price for the Series 2010C Bonds to be paid by the winning bidder, if such sale is conducted by competitive bid pursuant to a Notice of Sale, in either case as such document is described in Section 2.10 of this Supplemental Resolution, which may include such original issue discount and original issue premium as shall be determined in the related Certificate of Determination; provided, however, that the underwriters' discount reflected in such purchase price shall not exceed \$10.00 for each one thousand dollars (\$1,000) principal amount of the Series 2010C Bonds;

(h) to take all actions required for the Series 2010C Bonds to be eligible under the rules and regulations of The Depository Trust Company ("DTC") for investment and trading as uncertificated securities, to execute and deliver a standard form of letter of representation with DTC and, notwithstanding any provisions to the contrary contained in this Supplemental Resolution, to include in any Certificate of Determination such terms and provisions as may be appropriate or necessary to provide for uncertificated securities in lieu of Series 2010C Bonds issuable in fully registered form;

(i) to determine whether to issue all or any portion of the Series 2010C Bonds as Tax-Exempt Obligations, Taxable Obligations, Put Obligations, Variable Interest Rate Obligations, Build America Bonds or as any other form of Obligations permitted by the Resolution and any matters related thereto, including (i) the terms and provisions of any such Series 2010C Bonds, (ii) the selection of remarketing agents, tender agents, auction agents, dealers, bidding agents or any other agents or parties to ancillary arrangements and the terms of any such arrangements, and (iii) the methods for determining the accrual of Debt Service;

(j) to determine the advisability, as compared to an unenhanced transaction, of obtaining one or more Credit Facilities, to select a provider or providers thereof and to determine and accept the terms and provisions and price thereof, to determine such other matters related thereto as in the opinion of the officer executing any Certificate of Determination shall be considered necessary or appropriate and to effect such determinations by making any changes in or additions to this Supplemental Resolution required by Credit Facility providers, if any, or required by a Rating Agency in order to attain or maintain specific ratings on the Series 2010C Bonds, or relating to the mechanisms for the repayment of amounts advanced thereunder or payment of fees, premiums, expenses or any other amounts, notices, the provision of information, and such other matters of a technical, mechanical, procedural or descriptive nature necessary or appropriate to obtain or implement a Credit Facility with respect to the Series 2010C Bonds, and to make any changes in connection therewith;

(k) to make such changes in or from the form of this Supplemental Resolution as may be necessary or desirable in order to cure any ambiguities, inconsistencies or other defects; and

(l) to determine such other matters specified in or permitted by (i) Sections 202, 203, and A-201 of the Resolution or (ii) this Supplemental Resolution, including preparation of any documentation therefor.

2. Any Authorized Officer shall execute any Certificate of Determination evidencing the determinations made pursuant to this Supplemental Resolution and such Certificate of Determination shall be conclusive evidence of the determinations of such Authorized Officer, as stated therein. More than one Certificate of Determination may be delivered to the extent more than one Series or subseries of Series 2010C Bonds are delivered, or other authority is exercised under this Supplemental Resolution from time to time and each such Certificate of Determination shall be delivered to the Trustee prior to the authentication and delivery of the respective Series or subseries of Series 2010C Bonds by the Trustee or other documentation. Determinations set forth in any Certificate of Determination shall have the same effect as if set forth in this Supplemental Resolution. Any such Authorized Officer may exercise any authority delegated under this Supplemental Resolution from time to time following issuance of any Series 2010C Bonds, as appropriate for any purposes, including, in order to change interest rate modes or auction periods, obtain a substitute or additional Credit Facility or to appoint new or additional agents or other parties deemed appropriate to a particular form or mode of Obligation or manner of sale.

Section 2.10. Sale of Series 2010C Bonds. If it is determined that any sale of Bonds shall be conducted on a negotiated basis, each Authorized Officer is hereby authorized to sell and award the Series 2010C Bonds to the purchasers who shall be on the list of underwriters then approved by the Issuer and shall be referred to in the Purchase Agreement or Agreements, which Purchase Agreement or Agreements shall be substantially in the form most recently executed or delivered by the Issuer in connection with the sale of Obligations, with such revisions to reflect the terms and provisions of the Series 2010C Bonds as may be approved by the officer executing the Purchase Agreement (each, a "Purchase Agreement"). Each Authorized Officer is hereby authorized to agree to the selection of the representative of the underwriters as referred to in the Purchase Agreement or Agreements and to execute and deliver the Purchase Agreement or Agreements for and on behalf and in the name of the Issuer with such changes, omissions, insertions and revisions as may be approved by the officer executing the Purchase Agreement or Agreements, said execution being conclusive evidence of such approval and concurrence in the selection of the representative of the underwriters.

If it is determined that any sale of Series 2010C Bonds shall be conducted on a competitive bid basis, each Authorized Officer is hereby further authorized to conduct the sale and award of the Series 2010C Bonds on the basis of a competitive bid, pursuant to the terms of a notice of sale, including bid form (the "Notice of Sale"), in a form, including any limitations on permitted bidders and a description of the basis for determining the winning bidder or bidders, determined by such Authorized Officer. Each Authorized Officer is hereby authorized to conduct such competitive sale of the Series 2010C Bonds in a manner consistent with this Supplemental Resolution and to utilize the services of the Authority's financial advisor and the services of an electronic bidding service, as such Authorized Officer shall determine, and the execution by such Authorized Officer of a letter of award shall be conclusive evidence of such award.

Each Authorized Officer is hereby authorized to make public and to authorize the use and distribution by said purchasers or other appropriate parties of a preliminary official statement, offering circular, or other disclosure document (the "Preliminary Official Statement") in connection with each public offering or any private placement of the Series 2010C Bonds, in

substantially the form most recently executed or delivered by the Issuer in connection with the sale of Obligations, with such changes, omissions, insertions and revisions as such officer shall deem advisable. The Issuer authorizes any of said officers to deliver a certification to the effect that such Preliminary Official Statement or Official Statement, if deemed necessary or appropriate, together with such other documents, if any, described in such certificate, was deemed final as of its date for purposes of Rule 15c2-12 of the Securities and Exchange Commission as applicable.

Each Authorized Officer is hereby authorized to make public and to authorize distribution of a final Official Statement in substantially the form of each Preliminary Official Statement or the most recently executed and delivered Official Statement if there is not a Preliminary Official Statement, with such changes, omissions, insertions and revisions as such officer shall deem advisable, to sign such Official Statement and to deliver such Official Statement to the purchasers of the Series 2010C Bonds, such execution being conclusive evidence of the approval of such changes, omissions, insertions and revisions.

Each Authorized Officer is hereby authorized to execute and deliver for and on behalf and in the name of the Issuer, to the extent determined by such Authorized Officer to be necessary or convenient, a Continuing Disclosure Agreement, substantially in the form appended to the Purchase Agreement or Notice of Sale, with such changes, omissions, insertions and revisions as such officer shall deem advisable (the "Continuing Disclosure Agreement"), said execution being conclusive evidence of the approval of such changes, omissions, insertions and revisions.

The proceeds of a good faith check, if any, received by the Issuer from the purchasers of the Series 2010C Bonds under the terms of the related Purchase Agreement or Notice of Sale may be invested by the Issuer pending application of the proceeds of such good faith check for the purposes provided in Section 2.02 of this Supplemental Resolution at the time of the issuance and delivery of such Series 2010C Bonds.

Each Authorized Officer (including any Assistant Secretary of the Issuer) is hereby authorized and directed to execute, deliver, amend, replace or terminate any and all documents and instruments (including any remarketing agreements, tender agency agreements, dealer agreements, broker-dealer agreements, tender agent agreements, or auction agency agreements, any investment agreements or arrangements, or any reimbursement agreements or documents or instruments relating to a Credit Facility deemed appropriate to a given form or mode of an Obligation or any tax certificate deemed necessary in connection with Build America Bonds) and to do and cause to be done any and all acts necessary or proper for carrying out each Purchase Agreement or Notice of Sale, the Continuing Disclosure Agreement, the terms of any Credit Facility or other such agreement or arrangement, and the issuance, sale and delivery of the Series 2010C Bonds and for implementing the terms of the Series 2010C Bonds and the transactions contemplated hereby or thereby.

When reference is made in this Supplemental Resolution to the authorization of an Authorized Officer to do any act, such act may be accomplished by any of such officers individually.

Section 2.11. Forms of Series 2010C Bonds and Trustee's Authentication Certificate. Subject to the provisions of the Resolution, the form of registered Series 2010C Bonds, and the Trustee's certificate of authentication, shall be substantially in the form set forth in Exhibit One to the Resolution including, if necessary, any changes to comply with the requirements of DTC or the provisions of this Supplemental Resolution or any Certificate of Determination.

Section 2.12. Appointment of Trustee and Paying Agent. Unless otherwise provided by Certificate of Determination, The Bank of New York Mellon, as successor in interest to JPMorgan Chase Bank, N.A. shall be the Trustee under the Resolution and the Paying Agent for the Series 2010C Bonds.

ARTICLE III

DISPOSITION OF SERIES 2010C BOND PROCEEDS

Section 3.01. Disposition of Series 2010C Bond Proceeds. Any proceeds of the sale of the Series 2010C Bonds, other than accrued interest, if any, shall be deposited, simultaneously with the issuance and delivery of the Series 2010C Bonds, in the Proceeds Account which is deemed to be established for such Series in the Proceeds Fund to be applied, or shall otherwise be applied pursuant to any Certificate of Determination to:

- (a) the payment of all or any part of the Capital Costs; and
- (b) the balance of such proceeds, exclusive of accrued interest, shall be deposited in the Costs of Issuance Account and applied to the payment of Costs of Issuance or otherwise applied to the payment of Costs of Issuance.

Unless otherwise provided in any Certificate of Determination, the accrued interest, if any, and any capitalized interest, received on the sale of the Series 2010C Bonds shall be deposited in the Debt Service Fund.

ARTICLE IV

TAX COVENANTS AND DEFEASANCE

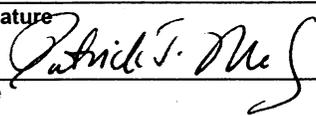
Section 4.01. Tax Covenants Relating to the Series 2010C Bonds. The Issuer covenants that, in order to maintain the exclusion from gross income for Federal income tax purposes of the interest on the Series 2010C Bonds issued as Tax-Exempt Obligations, the Issuer will satisfy, or take such actions as are necessary to cause to be satisfied, each provision of the Code necessary to maintain such exclusion. In furtherance of this covenant, the Issuer agrees to comply with such written instructions as may be provided by Bond Counsel. In furtherance of the covenant contained in the preceding sentence, the Issuer agrees to continually comply with the provisions of any "Arbitrage and Use of Proceeds Certificate" or "Tax Certificate" to be executed by the Issuer in connection with the execution and delivery of any Series 2010C Bonds issued as Tax-Exempt Obligations, as amended from time to time.

Notwithstanding any other provision of the Resolution to the contrary, upon the Issuer's failure to observe, or refusal to comply with, the above covenant (a) the Owners of the Series 2010C Bonds, or the Trustee acting on their behalf, shall be entitled to the rights and remedies provided to Owners or the Trustee under Section 702 of the Resolution, and (b) neither the Owners of the Obligations of any Series or holders of any Parity Debt (other than the Series 2010C Bonds or the Trustee acting on their behalf), nor the Trustee acting on their behalf, shall be entitled to exercise any right or remedy provided to the Owners, the Parity Debt holders or the Trustee under the Resolution based upon the Issuer's failure to observe, or refusal to comply with, the above covenant.

The provisions of the foregoing covenants set forth in this Section shall not apply to any Series 2010C Bonds, including any subseries thereof, which the Issuer determines pursuant to the applicable Certificate of Determination to issue as Taxable Obligations.

Section 4.02. Defeasance. In the event the Issuer shall seek, prior to the maturity or redemption date thereof, to pay or cause to be paid, within the meaning and with the effect expressed in the Resolution, all or less than all Outstanding Series 2010C Bonds issued as Tax-Exempt Obligations and the provisions of Section 4.01 hereof shall then be of any force or effect, then, notwithstanding the provisions of Article A-XI of the Resolution, the Series 2010C Bonds issued as Tax-Exempt Obligations which the Issuer then seeks to pay or cause to be paid shall not be deemed to have been paid within the meaning and with the effect expressed in Section A-1101 of the Resolution unless (i) the Issuer has confirmed in writing that the Owners of the Series 2010C Bonds issued as Tax-Exempt Obligations which the Issuer then seeks to pay or cause to be paid will continue, after such action, to have the benefit of a covenant to the effect of the covenant of the Issuer contained in Section 4.01 hereof or (ii) there shall have been delivered to the Trustee an Opinion of Bond Counsel to the effect that non-compliance thereafter with the applicable provisions of the Code will not affect the then current treatment of interest on the Series 2010C Bonds issued as Tax-Exempt Obligations in determining gross income for Federal income tax purposes.

Staff Summary

Subject Approval of Financial and Swap Advisors/Contract Authorization
Department Finance
Department Head Name Patrick McCoy, Director of Finance
Department Head Signature 
Project Manager Name

Date May 26, 2010
Vendor Name Lamont Financial Services Corporation, Swap Financial Group, LLC
Contract Number
Contract Manager Name
Table of Contents Ref #

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance Comm.	5/24	X		
2	Board	5/26	X		

Internal Approvals			
Order	Approval	Order	Approval
3	Chief of Staff 	2	Legal 
1	Chief Financial Officer 		

PURPOSE:

To obtain MTA and TBTA Board approval of a contract with Lamont Financial Services Corporation (“Lamont”) for financial advisory services in connection with the issuance of MTA and TBTA bonds.

To obtain MTA and TBTA Board approval of a contract with Swap Financial Group, LLC (“Swap Financial”) for swap advisory services in connection with managing the existing portfolio of derivative contracts and for execution of new derivatives.

DISCUSSION:

The Financial Advisor is responsible for providing expert market advice on the timing, structure, and execution of capital market activity by MTA and TBTA.

The Swap Advisor is responsible for providing expert advice on the timing, structure, terms and conditions and on-going monitoring of the MTA’s (including TBTA) outstanding portfolio of interest rate swaps. Swap Financial specializes in advising governmental municipalities and public benefit corporations on structuring and managing swap exposure.

The incumbent Financial Advisor is Goldman Sachs & Co. (“Goldman”) which has served as both Financial and Swap Advisor since August of 2000.

BACKGROUND:

The Finance Department issued a formal Request for Proposals from qualified firms to serve as Financial and/or Swap Advisor to the MTA and TBTA on June 15, 2009.

A total of 15 proposals were received by the submission deadline of August 4, 2009. Proposals were received from the following firms:

1. Andrew Kalotay
2. The PFM Group
3. Lamont Financial Services Corporation
4. Phoenix Capital Partners
5. Scott Balice Strategies (joint proposal with Intuitive Analytics)
6. Mesirow Financial
7. NW Financial
8. ButcherMark Financial (joint proposal with Stifel, Nicolaus & Company and Cityview Capital Solutions)
9. First Southwest Co.
10. Goldman, Sachs & Co.

11. AC Advisory
12. KPMG
13. Public Resources Advisory Group
14. Swap Financial Group, LLC
15. Backstrom McCarley Berry & Co., LLC

After initial screening and review by the selection committee, eight proposers were invited to participate in oral interviews for further evaluation in August 2009. These interviews provided the selection committee the opportunity to ask questions about particular ideas presented in the written response, and to meet the key advisory team members that would be assigned to the MTA account. Recognizing significant changes in the capital markets resulting from the market dislocation beginning in late 2008, the selection committee unanimously determined that it was in the best interest of the MTA to divide the scope of services into two parts: (1) strategic financial advisor and, (2) swap advisor.

Due to the passage of time since the initial proposals were received, the selection committee asked for updated and renewed price proposals from the proposers deemed most qualified in April of this year. Proposers were asked to provide updated pricing for strategic financial advisory services that included a per bond fee as well as an annual cap on such compensation. Proposers were also asked to provide updated pricing for swap advisory services based on a monthly retainer, together with a schedule of hourly fees for professionals assigned to work on MTA and TBTA interest rate swaps.

The selection committee was unanimous in its recommendation of Lamont as strategic financial advisor and Swap Financial as swap advisor. Such determination was based upon the quality of the written proposals, the oral interviews, the experience and expertise of the key members of the respective advisory teams, and the updated price proposals.

Lamont proposed a fee of \$0.27 per \$1,000 of bonds issued with an annual cap on compensation of \$635,000 for strategic financial advisory services. This proposal was the second lowest cost proposal received. Swap Financial proposed a monthly retainer of \$5,000 for swap advisory services and a fee schedule for professionals ranging from \$200/hour to \$600/hour for new transactions. For the first year of the contract, Swap Financial has agreed to lower all such costs by 10%. This was the third lowest cost proposal received for swap advisory services.

RECOMMENDATION:

After considering each firm's qualifications and updated price proposal, the selection committee recommends the appointment of Lamont Financial Services Corporation as strategic financial advisor relating to the issuance of bonds for a period three years. In addition, the selection committee is recommending the appointment of Swap Financial Group, LLC to serve as an advisor on interest rate swap transactions for a period of three years. Recommendation is also made to include up to two annual renewals for each of the contracts.

Staff Summary

Subject Approval of MTA Refunding Policy and Supplemental Resolutions Authorizing Refunding Bonds
Department Finance
Department Head Name Patrick McCoy, Director of Finance
Department Head Signature 
Project Manager Name

Date May 26, 2010
Vendor Name N/A
Contract Number
Contract Manager Name
Table of Contents Ref #

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance Comm.	5/24	X		
2	Board	5/26	X		

Internal Approvals			
Order	Approval	Order	Approval
3	Chief of Staff 	2	Legal 
1	Chief Financial Officer 		

PURPOSE:

To obtain Board approval of the attached refunding policy which is to be followed in the execution from time to time of refundings of outstanding fixed rate bonds and other debt obligations issued by MTA and its affiliates and subsidiaries (the "Issuer") with other fixed rate bonds or other debt obligations.

To obtain, as applicable, MTA and TBTA Board approval of the attached supplemental resolutions authorizing the issuance of refunding bonds from time to time to the extent that such refunding bonds conform to the above referenced policy and provided that the MTA Chief Financial Officer or the MTA Director of Finance makes a determination that the refunding of such bonds or other obligations will be beneficial to the obligors thereof and/or their affiliates and subsidiaries. Any such refundings shall be in addition to the continuing existing approval of the MTA Board to bond out the commercial paper program from time to time, as necessary or convenient, and to continue rolling over or reissuing the commercial paper under the Transportation Revenue commercial paper program up to its existing authorization of not to exceed \$750 million and renewed or new Credit Facilities or program documentation related thereto. It is understood that, within any year, the full \$750 million in commercial paper notes may be issued, bonded out, and reissued again.

With respect to the above-referenced financial transactions, to obtain the MTA and TBTA Board approval, as applicable, delegating authority to the Chairman and Chief Executive Officer, the Vice Chairman, the Chief Financial Officer of MTA, and the Director of Finance of MTA to award the obligations either pursuant to competitive bid or to members (or entities related to such firms) of the MTA underwriting syndicate to execute and/or deliver in each case, where appropriate:

- o Notices of Sale and bid forms,
- o Purchase Agreements with underwriters,
- o Official Statements and other disclosure documents,
- o Continuing Disclosure Agreements and related filings,
- o Dealer Agreements,
- o Related Subordinated Contract Obligations,
- o Escrow Agreements, and
- o Investment Agreements.

Any such documents will be in substantially the form of any document previously entered into by MTA or TBTA for previous issues and programs, with such changes as approved by any one or more of the foregoing officers. In addition, such officers are hereby authorized to terminate, amend, supplement, replace or extend any such documents (and related Parity Reimbursement Obligations and Parity Debt) and other documents related thereto, as they shall deem advisable. The MTA and TBTA Boards hereby further delegate to such officers authority to take such other actions as may be necessary or desirable to effectuate such transactions.

DISCUSSION:

MTA's portfolio of outstanding indebtedness is \$28.5 billion. These previously issued bonds, together with bonds anticipated to be issued to fund approved Capital Programs require the use of increasing amounts of pledged revenues under the various resolutions authorizing the debt. As the MTA desires to achieve the lowest possible cost associated with this debt, a refunding policy is desirable to guide the execution of refunding such debt obligations and bonds from time to time.

BACKGROUND:

MTA does not currently have a refunding policy to guide the issuance of bonds to refund outstanding bonds or other debt obligations.

ALTERNATIVES:

The Board could determine that staff seek specific approval for each refunding contemplated in advance of undertaking such refunding.

RECOMMENDATION:

The MTA and TBTA Boards approve the above-referenced amended and restated resolutions and documents and all other actions described above, including the execution and delivery of such other documents, and the taking of all other actions, from time to time deemed necessary or desirable by such officers in connection therewith. The authorization to issue the Refunding Bonds and take other related actions hereunder shall continue in effect without any further action by the Issuer until April 1, 2011, unless (a) the Issuer shall have confirmed the effectiveness of this authorization for an additional period, or (b) the Issuer shall have modified or repealed this authorization.

BOND AND OTHER DEBT OBLIGATIONS REFUNDING POLICY

WHEREAS, The Metropolitan Transportation Authority has a large portfolio of outstanding bonds and other debt obligations; and

WHEREAS, The Metropolitan Transportation Authority desires to achieve the lowest possible interest cost for such bonds; and

WHEREAS, The Metropolitan Transportation Authority desires, from time to time, to benefit from favorable capital market conditions to undertake refundings of the outstanding bonds and other obligations; and

WHEREAS, The Metropolitan Transportation Authority has determined that in order to provide guidance in the issuance of refunding bonds, a refunding policy ("Refunding Policy") is desirable.

WHEREAS, such refunding bonds must be authorized by the Board in accordance with a supplemental resolution for each of the MTA and TBTA credits, such supplemental resolutions are attached hereto;

BE IT RESOLVED by the Metropolitan Transportation Authority that, except as otherwise provided by separate action of the Authority relating to a particular refunding, the Refunding Policy as set forth below shall be adopted and shall apply to all refundings of bonds or other debt obligations described therein hereafter.

Metropolitan Transportation Authority Bond and Other Debt Obligations Refunding Policy

This bond and other debt obligations refunding policy establishes conditions precedent to any issuance of fixed rate bonds for the purposes of refunding fixed rate bonds previously issued by the MTA or any of the Related Entities.

- For a standard fixed rate refunding, each individual bond maturity is expected to have net present value (NPV) savings (expressed as a percentage of the par amount of refunded bonds) of at least the following amounts at the time of mailing the Preliminary Official Statement and at the time of the initial pricing of the refunding bonds (nothing herein precludes the addition of individual bond maturities that meet the savings criteria, or the deletion of bond maturities that do not meet the savings criteria on the day of pricing):

		Years to Call		
		0 to 2	3 to 7	8 plus
Years From Call to Maturity	0 to 5	0.5%	1.0%	2.0%
	6 to 10	1.0%	2.5%	4.0%
	11 to 15	3.0%	4.0%	5.0%
	16 plus	4.0%	5.0%	5.5%

- In addition to achieving the above maturity-by-maturity NPV savings, aggregate NPV savings must be at least 3.0 percent of the par amount of refunded bonds.
- The arbitrage yield must be utilized in calculating NPV savings.
- Actual escrow investments must be used in calculation of refunding savings at the time of pricing.

Additional Criteria and Instructions

- The evaluation of refunding opportunities with respect to the State Bond Issuance Charge (BIC) shall be factored in as a cost of issuance with respect to total NPV savings requirement calculations. The individual bond-by-bond maturity evaluations shall also include BIC as a factor.
- If it is possible to meet the arbitrage yield in a refunding escrow with SLGS, they should be used. In the event SLGS could provide a yield higher than the arbitrage yield, as many rolling 0 percent SLGS as possible should be used to blend down the arbitrage yield. If the arbitrage yield cannot be met with SLGS or the SLGS window is not open, treasury securities and other open market securities can be considered, consistent with the investment restrictions in the bond resolution.

METROPOLITAN TRANSPORTATION AUTHORITY

**MULTIPLE SERIES
TRANSPORTATION REVENUE REFUNDING BOND
SUPPLEMENTAL RESOLUTION**

Adopted May 26, 2010

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**MULTIPLE SERIES
TRANSPORTATION REVENUE REFUNDING BOND
SUPPLEMENTAL RESOLUTION**

BE IT RESOLVED by the Metropolitan Transportation Authority (the "Issuer"), as follows:

ARTICLE I

DEFINITIONS AND STATUTORY AUTHORITY

Section 1.01. Supplemental Resolution. This resolution is supplemental to, and is adopted in accordance with Article II and Article A-VIII of, a resolution of the Issuer adopted on March 26, 2002, entitled "General Resolution Authorizing Transportation Revenue Obligations" (the "Resolution").

Section 1.02. Definitions.

1. All capitalized terms which are used but not otherwise defined in this Multiple Series Transportation Revenue Refunding Bond Supplemental Resolution (the "Supplemental Resolution") shall have the same meanings, respectively, as such terms are given by Section 102 of the Resolution.

2. In this Supplemental Resolution:

"Authorized Officer" shall include the officers designated as such in the Resolution, and the Director of Budgets and Financial Management, as well as any officer duly designated as "Acting" in said officer's capacity, except that, for the purposes of any delegation set forth herein that does not expressly include any Assistant Secretary, "Authorized Officer" shall not include any Assistant Secretary of the Issuer.

"Board" shall mean the members of the Issuer acting as such pursuant to the provisions of the Issuer Act.

"Bond Counsel" shall mean Hawkins Delafield & Wood LLP, Nixon Peabody LLP or any other attorney or firm of attorneys of nationally recognized standing in the field of law relating to the issuance of obligations by state and municipal entities, selected by the Issuer.

"Code" shall mean the Internal Revenue Code of 1986, as amended, and regulations thereunder.

"Cross-Credit Obligations" shall mean indebtedness or other obligations issued or incurred by the Issuer or any other Related Entity as described in clause (iii) of the definition of "Capital Costs", but excluding Obligations.

"Refunding Bonds" shall mean the Transportation Revenue Bonds authorized by Article II of this Supplemental Resolution in one or more Series or subseries.

Section 1.03. Authority for this Supplemental Resolution. This Supplemental Resolution is adopted pursuant to the provisions of the Issuer Act and the Resolution.

ARTICLE II

AUTHORIZATION OF REFUNDING BONDS

Section 2.01. Authorized Principal Amount, Designation and Series. 1. Pursuant to the provisions of the Resolution and in order to issue (a) Refunding Obligations, and (2) Obligations for the purpose of refunding Cross-Credit Obligations, multiple Series of Transportation Revenue Obligations (which may be issued at one time or from time to time in any number of Series or subseries, which for purposes of this Supplemental Resolution shall collectively be referred to herein as the "Refunding Bonds", subject to redesignation as hereinafter provided) entitled to the benefit, protection and security of such provisions are hereby authorized to be issued in an aggregate principal amount not exceeding the principal amount necessary so that, after giving effect to any net original issue discount or premium and underwriters' discount from the principal amount, the amount to be deposited in the Proceeds Account pursuant to, or otherwise applied to effectuate the purposes of, Section 2.02 and Section 3.01 of this Supplemental Resolution (exclusive of the amount so deposited therein determined in any Certificate of Determination as estimated to be necessary to pay any Costs of Issuance of the Refunding Bonds payable from such Proceeds Account or otherwise applied to pay such Costs of Issuance), shall not exceed the amount or amounts determined in one or more Certificates of Determination to be necessary to effectuate the purposes set forth in Section 2.02 hereof; provided, however, that any Refunding Bonds issued pursuant to this Supplemental Resolution shall be issued in compliance with any Board policies relating to the issuance of refunding bonds as may be in effect from time to time.

2. Nothing in this Supplemental Resolution is intended to preclude the issuance of Refunding Bonds as refunding obligations in accordance with Section 203 of the Resolution.

Refunding Bonds shall be designated as, and shall be distinguished from the Obligations of all other Series by the title, "Transportation Revenue Bonds, Series [insert calendar year of issuance]" or such other title or titles set forth in the related Certificate of Determination.

The authority to issue Obligations and take related actions granted under previous resolutions of the Issuer shall continue in full force and effect. The authorization to issue the Refunding Bonds and take other related actions hereunder shall continue in effect without any further action by the Issuer until April 1, 2011, unless (a) the Issuer shall have confirmed the effectiveness of this authorization for an additional period, or (b) the Issuer shall have modified or repealed this authorization.

Section 2.02. Purposes. The purposes for which the Refunding Bonds are issued shall be set forth in one or more Certificates of Determination and may include the refunding, restructuring or payment, including by purchasing or tendering therefor, of all or any portion of any Outstanding Obligations or Parity Debt or Cross-Credit Obligations deemed advisable by an Authorized Officer in accordance with Section 203 or 204 of the Resolution, as applicable.

Section 2.03. Dates, Maturities, Principal Amounts and Interest. The Refunding Bonds, except as otherwise provided in the Resolution, shall be dated the date or dates determined in the related Certificate of Determination. The Refunding Bonds shall mature on the date or dates and in the year or years and principal amount or amounts, and shall bear interest at the rate or rates per annum, if any, specified in or determined in the manner provided in the related Certificate of Determination.

Section 2.04. Interest Payments. The Refunding Bonds shall bear interest from their date or dates and be payable on such date or dates as may be determined pursuant to the related Certificate of Determination. Except as otherwise provided in the related Certificate of Determination,

interest on the Refunding Bonds shall be computed on the basis of twelve 30-day months and a 360-day year.

Section 2.05. Denominations, Numbers and Letters. Unless otherwise provided in the related Certificate of Determination, the Refunding Bonds shall be issued in fully registered form without coupons in the denomination of \$5,000 or any integral multiple thereof.

The Refunding Bonds shall be lettered and numbered as provided in the related Certificate of Determination.

Section 2.06. Places of Payment and Paying Agent. Except as otherwise provided in the related Certificate of Determination, principal and Redemption Price of the Refunding Bonds shall be payable to the registered owner of each Refunding Bond when due upon presentation of such Refunding Bond at the principal corporate trust office of the Trustee. Except as otherwise provided in the related Certificate of Determination, interest on the registered Refunding Bonds will be paid by check or draft mailed on the interest payment date by the Paying Agent, to the registered owner at his address as it appears on the registration books or, at the option of any Owner of at least one million dollars (\$1,000,000) in principal amount of the Refunding Bonds, by wire transfer in immediately available funds on each interest payment date to such Owner thereof upon written notice from such Owner to the Trustee, at such address as the Trustee may from time to time notify such Owner, containing the wire transfer address (which shall be in the continental United States) to which such Owner wishes to have such wire directed, if such written notice is received not less than twenty (20) days prior to the related interest payment date (such notice may refer to multiple interest payments).

Section 2.07. Sinking Fund Installments. The Refunding Bonds, if any, determined in the related Certificate of Determination shall be subject to redemption (a) in part, by lot, (b) pro rata (in the case of taxable Refunding Bonds), or (c) otherwise as determined in accordance with Section A-404 of the Resolution, as set forth in the Certificate of Determination, on each date in the year or years determined in the Certificate of Determination at the principal amount thereof plus accrued interest up to but not including the date of redemption thereof, from mandatory Sinking Fund Installments which are required to be made in amounts sufficient to redeem on each such date the principal amount of such Refunding Bonds.

Section 2.08. Redemption Prices and Terms. The Refunding Bonds may also be subject to redemption prior to maturity, at the option of the Issuer, upon notice as provided in Article A-IV of the Resolution, at any time as a whole or in part (and by lot within a maturity, or otherwise as determined in accordance with Section A-404 of the Resolution, if less than all of a maturity is to be redeemed), from maturities designated by the Issuer on and after the date and in the years and at the Redemption Prices (expressed as a percentage of principal amount) determined in the related Certificate of Determination, plus accrued interest up to but not including the redemption date. Notwithstanding the foregoing, in the case of taxable Refunding Bonds, if set forth in the Certificate of Determination, the taxable Refunding Bonds may be made subject to pro rata redemption and/or a make-whole redemption premium.

Section 2.09. Delegation to an Authorized Officer. 1. There is hereby delegated to each Authorized Officer, subject to the limitations contained in this Supplemental Resolution, the following powers with respect to the Refunding Bonds:

(a) to determine whether and when to issue any Refunding Bonds constituting Refunding Obligations or Obligations issued to refund Cross-Credit Obligations, and to determine the amount of the proceeds of the Refunding Bonds to be applied to refunding purposes as well as the specific

Obligations or Parity Debt or Cross-Credit Obligations, or portions of either to be refunded and the date or dates, if any, on which such refunded obligations shall be redeemed, and the amount of the proceeds of the Refunding Bonds estimated to be necessary to pay the Costs of Issuance of the Refunding Bonds;

(b) to determine the purpose or purposes for which the Refunding Bonds are being issued, which shall be one or more of the purposes set forth in Section 2.02 of this Supplemental Resolution;

(c) to determine the principal amounts of the Refunding Bonds to be issued for the purposes set forth in Section 2.02 of this Supplemental Resolution and whether such principal amounts constitute a separate Series or a subseries of Refunding Bonds, and to determine Accreted Values and Appreciated Values, if applicable;

(d) to determine the maturity date and principal amount of each maturity of the Refunding Bonds and the amount and due date of each Sinking Fund Installment, if any;

(e) to determine the date or dates which the Refunding Bonds shall be dated and the interest rate or rates of the Refunding Bonds or the manner of determining such interest rate or rates; provided, however, that any Obligations issued as Tax-Exempt Obligations shall be subject to a maximum interest rate of not greater than 10% per annum, any Obligations issued as Taxable Obligations shall be subject to a maximum interest rate of not greater than 12% per annum, any Variable Interest Rate Obligations issued as Tax-Exempt Obligations shall be subject to a maximum interest rate of not greater than 15% per annum, any Variable Interest Rate Obligations issued as Taxable Obligations shall be subject to a maximum interest rate of not greater than 18% per annum and any Parity Reimbursement Obligations shall be subject to a maximum interest rate of not greater than 25% per annum, or, in each such case, such higher rate or rates as determined by the Issuer's Board;

(f) to determine the Redemption Price or Redemption Prices, if any, and the redemption terms, if any, for the Refunding Bonds; provided, however, that if the Refunding Bonds are to be redeemable at the election of the Issuer, the Redemption Price (except in the case of taxable Refunding Bonds) shall not be greater than one hundred three percent (103%) of the principal amount of the Refunding Bonds to be redeemed, plus accrued interest thereon up to but not including the date of redemption;

(g) to determine whether the sale of the Refunding Bonds shall be conducted on either a negotiated or competitive bid basis and, as applicable, to determine the purchase price for the Refunding Bonds to be paid by the purchasers referred to in the Purchase Agreement or the purchase price for the Refunding Bonds to be paid by the winning bidder, if such sale is conducted by competitive bid pursuant to a Notice of Sale, in either case as such document is described in Section 2.10 of this Supplemental Resolution, which may include such original issue discount and original issue premium as shall be determined in the related Certificate of Determination; provided, however, that the underwriters' discount reflected in such purchase price shall not exceed \$10.00 for each one thousand dollars (\$1,000) principal amount of the Refunding Bonds;

(h) to take all actions required for the Refunding Bonds to be eligible under the rules and regulations of The Depository Trust Company ("DTC") for investment and trading as uncertificated securities, to execute and deliver a standard form of letter of representation with DTC and, notwithstanding any provisions to the contrary contained in this Supplemental Resolution, to include in the related Certificate of Determination such terms and provisions as may be appropriate or necessary to provide for uncertificated securities in lieu of Refunding Bonds issuable in fully registered form;

(i) to determine whether to issue all or any portion of the Refunding Bonds as Tax-Exempt Obligations, Taxable Obligations, Put Obligations, Variable Interest Rate Obligations or as any other form of Obligations permitted by the Resolution and any matters related thereto, including (i) the terms and provisions of any such Obligations, (ii) the selection of remarketing agents, tender agents, auction agents, dealers, bidding agents or any other agents or parties to ancillary arrangements and the terms of any such arrangements, and (iii) the methods for determining the accrual of Debt Service;

(j) to determine the advisability, as compared to an unenhanced transaction, of obtaining one or more Credit Facilities, to select a provider or providers thereof and to determine and accept the terms and provisions and price thereof, to determine such other matters related thereto as in the opinion of the officer executing the related Certificate of Determination shall be considered necessary or appropriate and to effect such determinations by making any changes in or additions to this Supplemental Resolution required by Credit Facility providers, if any, or required by a Rating Agency in order to attain or maintain specific ratings on the Refunding Bonds, or relating to the mechanisms for the repayment of amounts advanced thereunder or payment of fees, premiums, expenses or any other amounts, notices, the provision of information, and such other matters of a technical, mechanical, procedural or descriptive nature necessary or appropriate to obtain or implement a Credit Facility with respect to the Refunding Bonds, and to make any changes in connection therewith;

(k) to make such changes in or from the form of this Supplemental Resolution as may be necessary or desirable in order to cure any ambiguities, inconsistencies or other defects;

(l) to determine whether to (i) enter into an escrow agreement or other arrangement in connection with the issuance of Refunding Bonds, including the selection of escrow agents, verification agents and the manner of determining specified matters relating to the defeasance of the refunded obligations and (ii) purchase SLGs or open market securities and the form and substance thereof and any related investment agreement, and to determine the application of any amounts released in connection with any such refunding;

(m) to determine that such Refunding Bonds comply with all Board policies relating to the issuance of refunding obligations in effect at the time of such determination; and

(n) to determine such other matters specified in or permitted by (i) Sections 202, 203, 204 and A-201 of the Resolution or (ii) this Supplemental Resolution, or to determine matters relating to the payment or defeasance of Obligation Anticipation Notes, including preparation of any documentation therefor.

2. Any Authorized Officer shall execute one or more Certificates of Determination evidencing the determinations made pursuant to this Supplemental Resolution and any such Certificate of Determination shall be conclusive evidence of the determinations of such Authorized Officer, as stated therein. More than one Certificate of Determination may be delivered to the extent more than one Series or subseries of Refunding Bonds are delivered from time to time, or other authority is exercised under this Supplemental Resolution from time to time and each such Certificate of Determination shall be delivered to the Trustee prior to the authentication and delivery of the respective Series or subseries of Refunding Bonds by the Trustee or other documentation. Determinations set forth in any Certificate of Determination shall have the same effect as if set forth in this Supplemental Resolution. Any such Authorized Officer may exercise any authority delegated under this Supplemental Resolution from time to time following issuance of any Refunding Bonds, as appropriate for any purposes, including, in order to change interest rate modes or auction periods, obtain a substitute or additional Credit Facility or to appoint new or additional agents or other parties deemed appropriate to a particular form or mode of Obligation or manner of sale.

Section 2.10. Sale of Refunding Bonds. If it is determined that any sale of Bonds shall be conducted on a negotiated basis, each Authorized Officer is hereby authorized to sell and award the Refunding Bonds to the purchasers who shall be on the list of underwriters then approved by the Issuer and shall be referred to in the Purchase Agreement or Agreements, which Purchase Agreement or Agreements shall be substantially in the form most recently executed or delivered by the Issuer in connection with the sale of Obligations, with such revisions to reflect the terms and provisions of the Refunding Bonds as may be approved by the officer executing the Purchase Agreement (each, a "Purchase Agreement"). Each Authorized Officer is hereby authorized to agree to the selection of the representative of the underwriters as referred to in the Purchase Agreement or Agreements and to execute and deliver the Purchase Agreement or Agreements for and on behalf and in the name of the Issuer with such changes, omissions, insertions and revisions as may be approved by the officer executing the Purchase Agreement or Agreements, said execution being conclusive evidence of such approval and concurrence in the selection of the representative of the underwriters.

If it is determined that any sale of Bonds shall be conducted on a competitive bid basis, each Authorized Officer is hereby further authorized to conduct the sale and award of the Refunding Bonds on the basis of a competitive bid, pursuant to the terms of a notice of sale, including bid form (the "Notice of Sale"), in a form, including any limitations on permitted bidders and a description of the basis for determining the winning bidder or bidders, determined by such Authorized Officer. Each Authorized Officer is hereby authorized to conduct such competitive sale of the Refunding Bonds in a manner consistent with this Supplemental Resolution and to utilize the services of the Authority's financial advisor and the services of an electronic bidding service, as such Authorized Officer shall determine, and the execution by such Authorized Officer of a letter of award shall be conclusive evidence of such award.

Each Authorized Officer is hereby authorized to make public and to authorize the use and distribution by said purchasers or other appropriate parties of a preliminary official statement, offering circular, or other disclosure document (the "Preliminary Official Statement") in connection with each public offering or any private placement of the Refunding Bonds, in substantially the form most recently executed or delivered by the Issuer in connection with the sale of Obligations, with such changes, omissions, insertions and revisions as such officer shall deem advisable. The Issuer authorizes any of said officers to deliver a certification to the effect that such Preliminary Official Statement or Official Statement, if deemed necessary or appropriate, together with such other documents, if any, described in such certificate, was deemed final as of its date for purposes of Rule 15c2-12 of the Securities and Exchange Commission as applicable.

Each Authorized Officer is hereby authorized to make public and to authorize distribution of a final Official Statement in substantially the form of each Preliminary Official Statement or the most recently executed and delivered Official Statement if there is not a Preliminary Official Statement, with such changes, omissions, insertions and revisions as such officer shall deem advisable, to sign such Official Statement and to deliver such Official Statement to the purchasers of such issue of the Refunding Bonds, such execution being conclusive evidence of the approval of such changes, omissions, insertions and revisions.

Each Authorized Officer is hereby authorized to execute and deliver for and on behalf and in the name of the Issuer, to the extent determined by such Authorized Officer to be necessary or convenient, a Continuing Disclosure Agreement, substantially in the form appended to the Purchase Agreement or Notice of Sale, with such changes, omissions, insertions and revisions as such officer shall deem advisable (the "Continuing Disclosure Agreement"), said execution being conclusive evidence of the approval of such changes, omissions, insertions and revisions.

The proceeds of each good faith check, if any, received by the Issuer from the purchasers of each issue of Refunding Bonds under the terms of the related Purchase Agreement or Notice of Sale may be invested by the Issuer pending application of the proceeds of such good faith check for the purposes provided in Section 2.02 of this Supplemental Resolution at the time of the issuance and delivery of such Refunding Bonds.

Each Authorized Officer (including any Assistant Secretary of the Issuer) is hereby authorized and directed to execute, deliver, amend, replace or terminate any and all documents and instruments (including any remarketing agreements, tender agency agreements, dealer agreements, broker-dealer agreements, tender agent agreements, or auction agency agreements, any escrow agreements, any investment agreements or arrangements, or any reimbursement agreements or documents or instruments relating to a Credit Facility deemed appropriate to a given form or mode of an Obligation) and to do and cause to be done any and all acts necessary or proper for carrying out each Purchase Agreement or Notice of Sale, each Continuing Disclosure Agreement, the terms of any Credit Facility or other such agreement or arrangement, and the issuance, sale and delivery of each issue of the Refunding Bonds and for implementing the terms of each issue of the Refunding Bonds and the transactions contemplated hereby or thereby.

When reference is made in this Supplemental Resolution to the authorization of an Authorized Officer to do any act, such act may be accomplished by any of such officers individually.

Section 2.11. Forms of Refunding Bonds and Trustee's Authentication Certificate.

Subject to the provisions of the Resolution, the form of registered Refunding Bonds, and the Trustee's certificate of authentication, shall be substantially in the form set forth in Exhibit One to the Resolution including, if necessary, any changes to comply with the requirements of DTC or the provisions of this Supplemental Resolution or any Certificate of Determination.

Section 2.12. Appointment of Trustee and Paying Agent. Unless otherwise provided by Certificate of Determination, The Bank of New York Mellon, as successor in interest to JPMorgan Chase Bank, N.A. shall be the Trustee under the Resolution and the Paying Agent for the Refunding Bonds.

ARTICLE III

DISPOSITION OF REFUNDING BOND PROCEEDS

Section 3.01. Disposition of Refunding Bond Proceeds. Any proceeds of the sale of the Refunding Bonds, other than accrued interest, if any, shall be deposited, simultaneously with the issuance and delivery of the Refunding Bonds, at one time or from time to time in one or more Series or subseries, in the Proceeds Account which is deemed to be established for each Series in the Proceeds Fund to be applied, or shall otherwise be applied pursuant to a Certificate of Determination to:

(a) the refunding of any Obligations, Parity Debt or Cross-Credit Obligations, or portions of any of them, in accordance with Section 2.02 hereof; and

(b) the balance of such proceeds, exclusive of accrued interest, shall be deposited in the Costs of Issuance Account and applied to the payment of Costs of Issuance or otherwise applied to the payment of Costs of Issuance.

Unless otherwise provided in a Certificate of Determination, the accrued interest, if any, and any capitalized interest, received on the sale of the Refunding Bonds shall be deposited in the Debt Service Fund.

ARTICLE IV

TAX COVENANTS AND DEFEASANCE

Section 4.01. Tax Covenants Relating to the Refunding Bonds. The Issuer covenants that, in order to maintain the exclusion from gross income for Federal income tax purposes of the interest on the Refunding Bonds issued as Tax-Exempt Obligations, the Issuer will satisfy, or take such actions as are necessary to cause to be satisfied, each provision of the Code necessary to maintain such exclusion. In furtherance of this covenant, the Issuer agrees to comply with such written instructions as may be provided by Bond Counsel. In furtherance of the covenant contained in the preceding sentence, the Issuer agrees to continually comply with the provisions of any "Arbitrage and Use of Proceeds Certificate" or "Tax Certificate" to be executed by the Issuer in connection with the execution and delivery of any Refunding Bonds issued as Tax-Exempt Obligations, as amended from time to time.

Notwithstanding any other provision of the Resolution to the contrary, upon the Issuer's failure to observe, or refusal to comply with, the above covenant (a) the Owners of the Refunding Bonds, or the Trustee acting on their behalf, shall be entitled to the rights and remedies provided to Owners or the Trustee under Section 702 of the Resolution, and (b) neither the Owners of the Obligations of any Series or holders of any Parity Debt (other than the Refunding Bonds or the Trustee acting on their behalf), nor the Trustee acting on their behalf, shall be entitled to exercise any right or remedy provided to the Owners, the Parity Debt holders or the Trustee under the Resolution based upon the Issuer's failure to observe, or refusal to comply with, the above covenant.

The provisions of the foregoing covenants set forth in this Section shall not apply to any Refunding Bonds, including any subseries thereof, which the Issuer determines pursuant to the applicable Certificate of Determination to issue as Taxable Obligations.

Section 4.02. Defeasance. In the event the Issuer shall seek, prior to the maturity or redemption date thereof, to pay or cause to be paid, within the meaning and with the effect expressed in the Resolution, all or less than all Outstanding Refunding Bonds issued as Tax-Exempt Obligations and the provisions of Section 4.01 hereof shall then be of any force or effect, then, notwithstanding the provisions of Article A-XI of the Resolution, the Refunding Bonds issued as Tax-Exempt Obligations which the Issuer then seeks to pay or cause to be paid shall not be deemed to have been paid within the meaning and with the effect expressed in Section A-1101 of the Resolution unless (i) the Issuer has confirmed in writing that the Owners of the Refunding Bonds issued as Tax-Exempt Obligations which the Issuer then seeks to pay or cause to be paid will continue, after such action, to have the benefit of a covenant to the effect of the covenant of the Issuer contained in Section 4.01 hereof or (ii) there shall have been delivered to the Trustee an Opinion of Bond Counsel to the effect that non-compliance thereafter with the applicable provisions of the Code will not affect the then current treatment of interest on the Refunding Bonds issued as Tax-Exempt Obligations in determining gross income for Federal income tax purposes.

BOND AND OTHER DEBT OBLIGATIONS REFUNDING POLICY

WHEREAS, The Triborough Bridge and Tunnel Authority has a large portfolio of outstanding bonds and other debt obligations; and

WHEREAS, The Triborough Bridge and Tunnel Authority desires to achieve the lowest possible interest cost for such bonds; and

WHEREAS, The Triborough Bridge and Tunnel Authority desires, from time to time, to benefit from favorable capital market conditions to undertake refundings of the outstanding bonds and other obligations; and

WHEREAS, The Triborough Bridge and Tunnel Authority has determined that in order to provide guidance in the issuance of refunding bonds, a refunding policy ("Refunding Policy") is desirable.

BE IT RESOLVED by the Triborough Bridge and Tunnel Authority that, except as otherwise provided by separate action of the Authority relating to a particular refunding, the Refunding Policy as set forth below shall be adopted and shall apply to all refundings of bonds or other debt obligations described therein hereafter.

<p>Metropolitan Transportation Authority Bond and Other Debt Obligations Refunding Policy</p>
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This bond and other debt obligations refunding policy establishes conditions precedent to any issuance of fixed rate bonds for the purposes of refunding fixed rate bonds previously issued by the MTA or any of the Related Entities.

- For a standard fixed rate refunding, each individual bond maturity is expected to have net present value (NPV) savings (expressed as a percentage of the par amount of refunded bonds) of at least the following amounts at the time of mailing the Preliminary Official Statement and at the time of the initial pricing of the refunding bonds (nothing herein precludes the addition of individual bond maturities that meet the savings criteria, or the deletion of bond maturities that do not meet the savings criteria on the day of pricing):

		Years to Call		
		0 to 2	3 to 7	8 plus
Years From Call to Maturity	0 to 5	0.5%	1.0%	2.0%
	6 to 10	1.0%	2.5%	4.0%
	11 to 15	3.0%	4.0%	5.0%
	16 plus	4.0%	5.0%	5.5%

- In addition to achieving the above maturity-by-maturity NPV savings, aggregate NPV savings must be at least 3.0 percent of the par amount of refunded bonds.
- The arbitrage yield must be utilized in calculating NPV savings.
- Actual escrow investments must be used in calculation of refunding savings at the time of pricing.

Additional Criteria and Instructions

- The evaluation of refunding opportunities with respect to the State Bond Issuance Charge (BIC) shall be factored in as a cost of issuance with respect to total NPV savings requirement calculations. The individual bond-by-bond maturity evaluations shall also include BIC as a factor.
- If it is possible to meet the arbitrage yield in a refunding escrow with SLGS, they should be used. In the event SLGS could provide a yield higher than the arbitrage yield, as many rolling 0 percent SLGS as possible should be used to blend down the arbitrage yield. If the arbitrage yield cannot be met with SLGS or the SLGS window is not open, treasury securities and other open market securities can be considered, consistent with the investment restrictions in the bond resolution.

METROPOLITAN TRANSPORTATION AUTHORITY

**MULTIPLE SERIES
DEDICATED TAX FUND REFUNDING BOND
SUPPLEMENTAL RESOLUTION**

Adopted May 26, 2010

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**MULTIPLE SERIES
DEDICATED TAX FUND REFUNDING BOND
SUPPLEMENTAL RESOLUTION**

BE IT RESOLVED by the Metropolitan Transportation Authority (the "Issuer"), as follows:

ARTICLE I

DEFINITIONS AND STATUTORY AUTHORITY

SECTION 1.01. Supplemental Resolution. This resolution is supplemental to, and is adopted in accordance with Article II and Article A-VIII of, a resolution of the Issuer adopted on March 26, 2002, entitled "Dedicated Tax Fund Obligation Resolution" (the "Resolution").

SECTION 1.02. Definitions.

1. All capitalized terms which are used but not otherwise defined in this Multiple Series Dedicated Tax Fund Refunding Bond Supplemental Resolution (the "Supplemental Resolution") shall have the same meanings, respectively, as such terms are given by Section 102 of the Resolution.

2. In this Supplemental Resolution:

"Authorized Officer" shall include the officers designated as such in the Resolution, and the Director of Budgets and Financial Management, as well as any officer duly designated as "Acting" in said officer's capacity, except that, for the purposes of any delegation set forth herein that does not expressly include any Assistant Secretary, "Authorized Officer" shall not include any Assistant Secretary of the Issuer.

"Board" shall mean the members of the Issuer acting as such pursuant to the provisions of the Issuer Act.

"Bond Counsel" shall mean Hawkins Delafield & Wood LLP, Nixon Peabody LLP or any other attorney or firm of attorneys of nationally recognized standing in the field of law relating to the issuance of obligations by state and municipal entities, selected by the Issuer.

"Code" shall mean the Internal Revenue Code of 1986, as amended, and regulations thereunder.

"Cross-Credit Obligations" shall mean indebtedness or other obligations issued or incurred by the Issuer or any other Related Entity as described in clause (iii) of the definition of "Capital Costs", but excluding Obligations.

"Refunding Bonds" shall mean the Transportation Revenue Bonds authorized by Article II of this Supplemental Resolution in one or more Series or subseries.

SECTION 1.03. Authority for this Supplemental Resolution. This Supplemental Resolution is adopted pursuant to the provisions of the Issuer Act and the Resolution.

ARTICLE II

AUTHORIZATION OF REFUNDING BONDS

SECTION 2.01. Authorized Principal Amount, Designation and Series. 1.

Pursuant to the provisions of the Resolution and in order to issue (A) Refunding Obligations, and (2) Obligations for the purpose of refunding Cross-Credit Obligations, multiple Series of Dedicated Tax Fund Obligations (which may be issued at one time or from time to time in any number of Series or subseries, which for purposes of this Supplemental Resolution shall collectively be referred to herein as the "Refunding Bonds", subject to redesignation as hereinafter provided) entitled to the benefit, protection and security of such provisions are hereby authorized to be issued in an aggregate principal amount not exceeding the principal amount necessary so that, after giving effect to any net original issue discount or premium and underwriters' discount from the principal amount, the amount to be deposited in the Proceeds Account pursuant to, or otherwise applied to effectuate the purposes of, Section 2.02 and Section 3.01 of this Supplemental Resolution (exclusive of the amount so deposited therein determined in any Certificate of Determination as estimated to be necessary to pay any Costs of Issuance of the Refunding Bonds payable from such Proceeds Account or otherwise applied to pay such Costs of Issuance), shall not exceed the amount or amounts determined in one or more Certificates of Determination to be necessary to effectuate the purposes set forth in Section 2.02 hereof; provided, however, that any Refunding Bonds issued pursuant to this Supplemental Resolution shall be issued in compliance with any Board policies relating to the issuance of refunding bonds as may be in effect from time to time.

2. Nothing in this Supplemental Resolution is intended to preclude the issuance of Refunding Bonds as refunding obligations in accordance with Section 203 of the Resolution.

Refunding Bonds shall be designated as, and shall be distinguished from the Obligations of all other Series by the title, "Dedicated Tax Fund Bonds, Series [insert calendar year of issuance]" or such other title or titles set forth in the related Certificate of Determination.

The authority to issue Obligations and take related actions granted under previous resolutions of the Issuer shall continue in full force and effect. The authorization to issue the Refunding Bonds and take other related actions hereunder shall continue in effect without any further action by the Issuer until April 1, 2011, unless (a) the Issuer shall have confirmed the effectiveness of this authorization for an additional period, or (b) the Issuer shall have modified or repealed this authorization.

SECTION 2.02. Purposes. The purposes for which the Refunding Bonds are issued shall be set forth in one or more Certificates of Determination and may include the refunding, restructuring or payment, including by purchasing or tendering therefor, of all or any portion of any Outstanding Obligations or Parity Debt or Cross-Credit Obligations deemed advisable by an Authorized Officer in accordance with Section 203 or 204 of the Resolution, as applicable.

SECTION 2.03. Dates, Maturities, Principal Amounts and Interest. The Refunding Bonds, except as otherwise provided in the Resolution, shall be dated the date or dates determined in the related Certificate of Determination. The Refunding Bonds shall mature on the date or dates and in the year or years and principal amount or amounts, and shall bear interest at the rate or rates per annum, if any, specified in or determined in the manner provided in the related Certificate of Determination.

SECTION 2.04. Interest Payments. The Refunding Bonds shall bear interest from their date or dates and be payable on such date or dates as may be determined pursuant to the related

Certificate of Determination. Except as otherwise provided in the related Certificate of Determination, interest on the Refunding Bonds shall be computed on the basis of twelve 30-day months and a 360-day year.

SECTION 2.05. Denominations, Numbers and Letters. Unless otherwise provided in the related Certificate of Determination, the Refunding Bonds shall be issued in fully registered form without coupons in the denomination of \$5,000 or any integral multiple thereof.

The Refunding Bonds shall be lettered and numbered as provided in the related Certificate of Determination.

SECTION 2.06. Places of Payment and Paying Agent. Except as otherwise provided in the related Certificate of Determination, principal and Redemption Price of the Refunding Bonds shall be payable to the registered owner of each Refunding Bond when due upon presentation of such Refunding Bond at the principal corporate trust office of the Trustee. Except as otherwise provided in the related Certificate of Determination, interest on the registered Refunding Bonds will be paid by check or draft mailed on the interest payment date by the Paying Agent, to the registered owner at his address as it appears on the registration books or, at the option of any Owner of at least one million dollars (\$1,000,000) in principal amount of the Refunding Bonds, by wire transfer in immediately available funds on each interest payment date to such Owner thereof upon written notice from such Owner to the Trustee, at such address as the Trustee may from time to time notify such Owner, containing the wire transfer address (which shall be in the continental United States) to which such Owner wishes to have such wire directed, if such written notice is received not less than twenty (20) days prior to the related interest payment date (such notice may refer to multiple interest payments).

SECTION 2.07. Sinking Fund Installments. The Refunding Bonds, if any, determined in the related Certificate of Determination shall be subject to redemption (a) in part, by lot, (b) pro rata (in the case of taxable Refunding Bonds), or (c) otherwise as determined in accordance with Section A-404 of the Resolution, as set forth in the Certificate of Determination, on each date in the year or years determined in the Certificate of Determination at the principal amount thereof plus accrued interest up to but not including the date of redemption thereof, from mandatory Sinking Fund Installments which are required to be made in amounts sufficient to redeem on each such date the principal amount of such Refunding Bonds.

SECTION 2.08. Redemption Prices and Terms. The Refunding Bonds may also be subject to redemption prior to maturity, at the option of the Issuer, upon notice as provided in Article A-IV of the Resolution, at any time as a whole or in part (and by lot within a maturity, or otherwise as determined in accordance with Section A-404 of the Resolution, if less than all of a maturity is to be redeemed), from maturities designated by the Issuer on and after the date and in the years and at the Redemption Prices (expressed as a percentage of principal amount) determined in the related Certificate of Determination, plus accrued interest up to but not including the redemption date. Notwithstanding the foregoing, in the case of taxable Refunding Bonds, if set forth in the Certificate of Determination, the taxable Refunding Bonds may be made subject to pro rata redemption and/or a make-whole redemption premium.

SECTION 2.09. Delegation to an Authorized Officer. 1. There is hereby delegated to each Authorized Officer, subject to the limitations contained in this Supplemental Resolution, the following powers with respect to the Refunding Bonds:

- (A) to determine whether and when to issue any Refunding Bonds constituting Refunding Obligations or Obligations issued to refund Cross-Credit Obligations, and to determine

the amount of the proceeds of the Refunding Bonds to be applied to refunding purposes as well as the specific Obligations or Parity Debt or Cross-Credit Obligations, or portions of either to be refunded and the date or dates, if any, on which such refunded obligations shall be redeemed, and the amount of the proceeds of the Refunding Bonds estimated to be necessary to pay the Costs of Issuance of the Refunding Bonds;

- (B) to determine the purpose or purposes for which the Refunding Bonds are being issued, which shall be one or more of the purposes set forth in Section 2.02 of this Supplemental Resolution;
- (C) to determine the principal amounts of the Refunding Bonds to be issued for the purposes set forth in Section 2.02 of this Supplemental Resolution and whether such principal amounts constitute a separate Series or a subseries of Refunding Bonds, and to determine Accreted Values and Appreciated Values, if applicable;
- (D) to determine the maturity date and principal amount of each maturity of the Refunding Bonds and the amount and due date of each Sinking Fund Installment, if any;
- (E) to determine the date or dates which the Refunding Bonds shall be dated and the interest rate or rates of the Refunding Bonds or the manner of determining such interest rate or rates; provided, however, that any Obligations issued as Tax-Exempt Obligations shall be subject to a maximum interest rate of not greater than 10% per annum, any Obligations issued as Taxable Obligations shall be subject to a maximum interest rate of not greater than 12% per annum, any Variable Interest Rate Obligations issued as Tax-Exempt Obligations shall be subject to a maximum interest rate of not greater than 15% per annum, any Variable Interest Rate Obligations issued as Taxable Obligations shall be subject to a maximum interest rate of not greater than 18% per annum and any Parity Reimbursement Obligations shall be subject to a maximum interest rate of not greater than 25% per annum, or, in each such case, such higher rate or rates as determined by the Issuer's Board;
- (F) to determine the Redemption Price or Redemption Prices, if any, and the redemption terms, if any, for the Refunding Bonds; provided, however, that if the Refunding Bonds are to be redeemable at the election of the Issuer, the Redemption Price (except in the case of taxable Refunding Bonds) shall not be greater than one hundred three percent (103%) of the principal amount of the Refunding Bonds to be redeemed, plus accrued interest thereon up to but not including the date of redemption;
- (G) to determine whether the sale of the Refunding Bonds shall be conducted on either a negotiated or competitive bid basis and, as applicable, to determine the purchase price for the Refunding Bonds to be paid by the purchasers referred to in the Purchase Agreement or the purchase price for the Refunding Bonds to be paid by the winning bidder, if such sale is conducted by competitive bid pursuant to a Notice of Sale, in either case as such document is described in Section 2.10 of this Supplemental Resolution, which may include such original issue discount and original issue premium as shall be determined in the related Certificate of Determination; provided, however, that the underwriters' discount reflected in such purchase price shall not exceed \$10.00 for each one thousand dollars (\$1,000) principal amount of the Refunding Bonds;
- (H) to take all actions required for the Refunding Bonds to be eligible under the rules and regulations of The Depository Trust Company ("DTC") for investment and trading as

uncertificated securities, to execute and deliver a standard form of letter of representation with DTC and, notwithstanding any provisions to the contrary contained in this Supplemental Resolution, to include in the related Certificate of Determination such terms and provisions as may be appropriate or necessary to provide for uncertificated securities in lieu of Refunding Bonds issuable in fully registered form;

- (I) to determine whether to issue all or any portion of the Refunding Bonds as Tax-Exempt Obligations, Taxable Obligations, Put Obligations, Variable Interest Rate Obligations or as any other form of Obligations permitted by the Resolution and any matters related thereto, including (i) the terms and provisions of any such Obligations, (ii) the selection of remarketing agents, tender agents, auction agents, dealers, bidding agents or any other agents or parties to ancillary arrangements and the terms of any such arrangements, and (iii) the methods for determining the accrual of Debt Service;
- (J) to determine the advisability, as compared to an unenhanced transaction, of obtaining one or more Credit Facilities, to select a provider or providers thereof and to determine and accept the terms and provisions and price thereof, to determine such other matters related thereto as in the opinion of the officer executing the related Certificate of Determination shall be considered necessary or appropriate and to effect such determinations by making any changes in or additions to this Supplemental Resolution required by Credit Facility providers, if any, or required by a Rating Agency in order to attain or maintain specific ratings on the Refunding Bonds, or relating to the mechanisms for the repayment of amounts advanced thereunder or payment of fees, premiums, expenses or any other amounts, notices, the provision of information, and such other matters of a technical, mechanical, procedural or descriptive nature necessary or appropriate to obtain or implement a Credit Facility with respect to the Refunding Bonds, and to make any changes in connection therewith;
- (K) to make such changes in or from the form of this Supplemental Resolution as may be necessary or desirable in order to cure any ambiguities, inconsistencies or other defects;
- (L) to determine whether to (i) enter into an escrow agreement or other arrangement in connection with the issuance of Refunding Bonds, including the selection of escrow agents, verification agents and the manner of determining specified matters relating to the defeasance of the refunded obligations and (ii) purchase SLGs or open market securities and the form and substance thereof and any related investment agreement, and to determine the application of any amounts released in connection with any such refunding;
- (M) to determine that such Refunding Bonds comply with all Board policies relating to the issuance of refunding obligations in effect at the time of such determination; and
- (N) to determine such other matters specified in or permitted by (i) Sections 202, 203, 204 and A-201 of the Resolution or (ii) this Supplemental Resolution, or to determine matters relating to the payment or defeasance of Obligation Anticipation Notes, including preparation of any documentation therefor.

2. Any Authorized Officer shall execute one or more Certificates of Determination evidencing the determinations made pursuant to this Supplemental Resolution and any such Certificate of Determination shall be conclusive evidence of the determinations of such Authorized Officer, as stated therein. More than one Certificate of Determination may be delivered to the extent more than one Series or subseries of Refunding Bonds are delivered from time to time, or other authority is exercised under this

Supplemental Resolution from time to time and each such Certificate of Determination shall be delivered to the Trustee prior to the authentication and delivery of the respective Series or subseries of Refunding Bonds by the Trustee or other documentation. Determinations set forth in any Certificate of Determination shall have the same effect as if set forth in this Supplemental Resolution. Any such Authorized Officer may exercise any authority delegated under this Supplemental Resolution from time to time following issuance of any Refunding Bonds, as appropriate for any purposes, including, in order to change interest rate modes or auction periods, obtain a substitute or additional Credit Facility or to appoint new or additional agents or other parties deemed appropriate to a particular form or mode of Obligation or manner of sale.

SECTION 2.10. Sale of Refunding Bonds. If it is determined that any sale of Bonds shall be conducted on a negotiated basis, each Authorized Officer is hereby authorized to sell and award the Refunding Bonds to the purchasers who shall be on the list of underwriters then approved by the Issuer and shall be referred to in the Purchase Agreement or Agreements, which Purchase Agreement or Agreements shall be substantially in the form most recently executed or delivered by the Issuer in connection with the sale of Obligations, with such revisions to reflect the terms and provisions of the Refunding Bonds as may be approved by the officer executing the Purchase Agreement (each, a "Purchase Agreement"). Each Authorized Officer is hereby authorized to agree to the selection of the representative of the underwriters as referred to in the Purchase Agreement or Agreements and to execute and deliver the Purchase Agreement or Agreements for and on behalf and in the name of the Issuer with such changes, omissions, insertions and revisions as may be approved by the officer executing the Purchase Agreement or Agreements, said execution being conclusive evidence of such approval and concurrence in the selection of the representative of the underwriters.

If it is determined that any sale of Bonds shall be conducted on a competitive bid basis, each Authorized Officer is hereby further authorized to conduct the sale and award of the Refunding Bonds on the basis of a competitive bid, pursuant to the terms of a notice of sale, including bid form (the "Notice of Sale"), in a form, including any limitations on permitted bidders and a description of the basis for determining the winning bidder or bidders, determined by such Authorized Officer. Each Authorized Officer is hereby authorized to conduct such competitive sale of the Refunding Bonds in a manner consistent with this Supplemental Resolution and to utilize the services of the Authority's financial advisor and the services of an electronic bidding service, as such Authorized Officer shall determine, and the execution by such Authorized Officer of a letter of award shall be conclusive evidence of such award.

Each Authorized Officer is hereby authorized to make public and to authorize the use and distribution by said purchasers or other appropriate parties of a preliminary official statement, offering circular, or other disclosure document (the "Preliminary Official Statement") in connection with each public offering or any private placement of the Refunding Bonds, in substantially the form most recently executed or delivered by the Issuer in connection with the sale of Obligations, with such changes, omissions, insertions and revisions as such officer shall deem advisable. The Issuer authorizes any of said officers to deliver a certification to the effect that such Preliminary Official Statement or Official Statement, if deemed necessary or appropriate, together with such other documents, if any, described in such certificate, was deemed final as of its date for purposes of Rule 15c2-12 of the Securities and Exchange Commission as applicable.

Each Authorized Officer is hereby authorized to make public and to authorize distribution of a final Official Statement in substantially the form of each Preliminary Official Statement or the most recently executed and delivered Official Statement if there is not a Preliminary Official Statement, with such changes, omissions, insertions and revisions as such officer shall deem advisable, to sign such Official Statement and to deliver such Official Statement to the purchasers of such issue of the Refunding

Bonds, such execution being conclusive evidence of the approval of such changes, omissions, insertions and revisions.

Each Authorized Officer is hereby authorized to execute and deliver for and on behalf and in the name of the Issuer, to the extent determined by such Authorized Officer to be necessary or convenient, a Continuing Disclosure Agreement, substantially in the form appended to the Purchase Agreement or Notice of Sale, with such changes, omissions, insertions and revisions as such officer shall deem advisable (the "Continuing Disclosure Agreement"), said execution being conclusive evidence of the approval of such changes, omissions, insertions and revisions.

The proceeds of each good faith check, if any, received by the Issuer from the purchasers of each issue of Refunding Bonds under the terms of the related Purchase Agreement or Notice of Sale may be invested by the Issuer pending application of the proceeds of such good faith check for the purposes provided in Section 2.02 of this Supplemental Resolution at the time of the issuance and delivery of such Refunding Bonds.

Each Authorized Officer (including any Assistant Secretary of the Issuer) is hereby authorized and directed to execute, deliver, amend, replace or terminate any and all documents and instruments (including any remarketing agreements, tender agency agreements, dealer agreements, broker-dealer agreements, tender agent agreements, or auction agency agreements, any escrow agreements, any investment agreements or arrangements, or any reimbursement agreements or documents or instruments relating to a Credit Facility deemed appropriate to a given form or mode of an Obligation) and to do and cause to be done any and all acts necessary or proper for carrying out each Purchase Agreement or Notice of Sale, each Continuing Disclosure Agreement, the terms of any Credit Facility or other such agreement or arrangement, and the issuance, sale and delivery of each issue of the Refunding Bonds and for implementing the terms of each issue of the Refunding Bonds and the transactions contemplated hereby or thereby.

When reference is made in this Supplemental Resolution to the authorization of an Authorized Officer to do any act, such act may be accomplished by any of such officers individually.

SECTION 2.11. Forms of Refunding Bonds and Trustee's Authentication Certificate. Subject to the provisions of the Resolution, the form of registered Refunding Bonds, and the Trustee's certificate of authentication, shall be substantially in the form set forth in Exhibit One to the Resolution including, if necessary, any changes to comply with the requirements of DTC or the provisions of this Supplemental Resolution or any Certificate of Determination.

SECTION 2.12. Appointment of Trustee and Paying Agent. Unless otherwise provided by Certificate of Determination, The Bank of New York Mellon shall be the Trustee under the Resolution and the Paying Agent for the Refunding Bonds.

ARTICLE III

DISPOSITION OF REFUNDING BOND PROCEEDS

SECTION 3.01. Disposition of Refunding Bond Proceeds. Any proceeds of the sale of the Refunding Bonds, other than accrued interest, if any, shall be deposited, simultaneously with the issuance and delivery of the Refunding Bonds, at one time or from time to time in one or more Series or subseries, in the Proceeds Account which is deemed to be established for each Series in the Proceeds Fund to be applied, or shall otherwise be applied pursuant to a Certificate of Determination to:

- (A) the refunding of any Obligations, Parity Debt or Cross-Credit Obligations, or portions of any of them, in accordance with Section 2.02 hereof; and
- (B) the balance of such proceeds, exclusive of accrued interest, shall be deposited in the COI Account and applied to the payment of Costs of Issuance or otherwise applied to the payment of Costs of Issuance.

Unless otherwise provided in a Certificate of Determination, the accrued interest, if any, and any capitalized interest, received on the sale of the Refunding Bonds shall be deposited in the Debt Service Fund.

ARTICLE IV

TAX COVENANTS AND DEFEASANCE

SECTION 4.01. Tax Covenants Relating to the Refunding Bonds. The Issuer covenants that, in order to maintain the exclusion from gross income for Federal income tax purposes of the interest on the Refunding Bonds issued as Tax-Exempt Obligations, the Issuer will satisfy, or take such actions as are necessary to cause to be satisfied, each provision of the Code necessary to maintain such exclusion. In furtherance of this covenant, the Issuer agrees to comply with such written instructions as may be provided by Bond Counsel. In furtherance of the covenant contained in the preceding sentence, the Issuer agrees to continually comply with the provisions of any "Arbitrage and Use of Proceeds Certificate" or "Tax Certificate" to be executed by the Issuer in connection with the execution and delivery of any Refunding Bonds issued as Tax-Exempt Obligations, as amended from time to time.

Notwithstanding any other provision of the Resolution to the contrary, upon the Issuer's failure to observe, or refusal to comply with, the above covenant (a) the Owners of the Refunding Bonds, or the Trustee acting on their behalf, shall be entitled to the rights and remedies provided to Owners or the Trustee under Section 702 of the Resolution, and (b) neither the Owners of the Obligations of any Series or holders of any Parity Debt (other than the Refunding Bonds or the Trustee acting on their behalf), nor the Trustee acting on their behalf, shall be entitled to exercise any right or remedy provided to the Owners, the Parity Debt holders or the Trustee under the Resolution based upon the Issuer's failure to observe, or refusal to comply with, the above covenant.

The provisions of the foregoing covenants set forth in this Section shall not apply to any Refunding Bonds, including any subseries thereof, which the Issuer determines pursuant to the applicable Certificate of Determination to issue as Taxable Obligations.

SECTION 4.02. Defeasance. In the event the Issuer shall seek, prior to the maturity or redemption date thereof, to pay or cause to be paid, within the meaning and with the effect expressed in the Resolution, all or less than all Outstanding Refunding Bonds issued as Tax-Exempt Obligations and the provisions of Section 4.01 hereof shall then be of any force or effect, then, notwithstanding the provisions of Article A-XI of the Resolution, the Refunding Bonds issued as Tax-Exempt Obligations which the Issuer then seeks to pay or cause to be paid shall not be deemed to have been paid within the meaning and with the effect expressed in Section A-1101 of the Resolution unless (i) the Issuer has confirmed in writing that the Owners of the Refunding Bonds issued as Tax-Exempt Obligations which the Issuer then seeks to pay or cause to be paid will continue, after such action, to have the benefit of a covenant to the effect of the covenant of the Issuer contained in Section 4.01 hereof or (ii) there shall have been delivered to the Trustee an Opinion of Bond Counsel to the effect that non-compliance thereafter with the applicable provisions of the Code will not affect the then current treatment of interest on the Refunding Bonds issued as Tax-Exempt Obligations in determining gross income for Federal income tax purposes.

TRIBOROUGH BRIDGE AND TUNNEL AUTHORITY

**MULTIPLE SERIES
GENERAL REVENUE REFUNDING BOND
SUPPLEMENTAL RESOLUTION**

Adopted May 26, 2010

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**MULTIPLE SERIES
GENERAL REVENUE REFUNDING BOND
SUPPLEMENTAL RESOLUTION**

BE IT RESOLVED by the Triborough Bridge and Tunnel Authority (the "Issuer"), as follows:

ARTICLE I

DEFINITIONS AND STATUTORY AUTHORITY

SECTION 1.01. Supplemental Resolution. This resolution is supplemental to, and is adopted in accordance with Article II and Article A-VIII of, a resolution of the Issuer adopted on March 26, 2002, entitled "General Resolution Authorizing General Revenue Obligations" (the "Resolution").

SECTION 1.02. Definitions.

1. All capitalized terms which are used but not otherwise defined in this Multiple Series General Revenue Refunding Bond Supplemental Resolution (the "Supplemental Resolution") shall have the same meanings, respectively, as such terms are given by Section 102 of the Resolution.

2. In this Supplemental Resolution:

"Authorized Officer" shall include the officers designated as such in the Resolution, and the Director of Budgets and Financial Management, as well as any officer duly designated as "Acting" in said officer's capacity, except that, for the purposes of any delegation set forth herein that does not expressly include any Assistant Secretary, "Authorized Officer" shall not include any Assistant Secretary of the Issuer.

"Board" shall mean, when used with respect to the Issuer, the board of the Issuer acting as such pursuant to the provisions of the Issuer Act, and when used with respect to the MTA, the members of the MTA acting as such pursuant to the provisions of the MTA Act.

"Bond Counsel" shall mean Hawkins Delafield & Wood LLP, Nixon Peabody LLP or any other attorney or firm of attorneys of nationally recognized standing in the field of law relating to the issuance of obligations by state and municipal entities, selected by the Issuer.

"Code" shall mean the Internal Revenue Code of 1986, as amended, and regulations thereunder.

"Cross-Credit Obligations" shall mean indebtedness or other obligations issued or incurred by the Issuer or any other Related Entity as described in clause (iii) of the definition of "Capital Costs", but excluding Obligations.

"Refunding Bonds" shall mean the Transportation Revenue Bonds authorized by Article II of this Supplemental Resolution in one or more Series or subseries.

SECTION 1.03. Authority for this Supplemental Resolution. This Supplemental Resolution is adopted pursuant to the provisions of the Issuer Act and the Resolution.

ARTICLE II

AUTHORIZATION OF REFUNDING BONDS

SECTION 2.01. Authorized Principal Amount, Designation and Series. 1. Pursuant to the provisions of the Resolution and in order to issue (a) Refunding Obligations, and (2) Obligations for the purpose of refunding Cross-Credit Obligations, multiple Series of General Revenue Obligations (which may be issued at one time or from time to time in any number of Series or subseries, which for purposes of this Supplemental Resolution shall collectively be referred to herein as the "Refunding Bonds", subject to redesignation as hereinafter provided) entitled to the benefit, protection and security of such provisions are hereby authorized to be issued in an aggregate principal amount not exceeding the principal amount necessary so that, after giving effect to any net original issue discount or premium and underwriters' discount from the principal amount, the amount to be deposited in the Proceeds Account pursuant to, or otherwise applied to effectuate the purposes of, Section 2.02 and Section 3.01 of this Supplemental Resolution (exclusive of the amount so deposited therein determined in any Certificate of Determination as estimated to be necessary to pay any Costs of Issuance of the Refunding Bonds payable from such Proceeds Account or otherwise applied to pay such Costs of Issuance), shall not exceed the amount or amounts determined in one or more Certificates of Determination to be necessary to effectuate the purposes set forth in Section 2.02 hereof; provided, however, that any Refunding Bonds issued pursuant to this Supplemental Resolution shall be issued in compliance with any Board policies relating to the issuance of refunding bonds as may be in effect from time to time.

2. Nothing in this Supplemental Resolution is intended to preclude the issuance of Refunding Bonds as refunding obligations in accordance with Section 204 of the Resolution.

Refunding Bonds shall be designated as, and shall be distinguished from the Obligations of all other Series by the title, "General Revenue Bonds, Series [insert calendar year of issuance]" or such other title or titles set forth in the related Certificate of Determination.

The authority to issue Obligations and take related actions granted under previous resolutions of the Issuer shall continue in full force and effect. The authorization to issue the Refunding Bonds and take other related actions hereunder shall continue in effect without any further action by the Issuer until April 1, 2011, unless (a) the Issuer shall have confirmed the effectiveness of this authorization for an additional period, or (b) the Issuer shall have modified or repealed this authorization.

SECTION 2.02. Purposes. The purposes for which the Refunding Bonds are issued shall be set forth in one or more Certificates of Determination and may include the refunding, restructuring or payment, including by purchasing or tendering therefor, of all or any portion of any Outstanding Obligations or Parity Debt or Cross-Credit Obligations deemed advisable by an Authorized Officer in accordance with Section 203 or 204 of the Resolution, as applicable.

SECTION 2.03. Dates, Maturities, Principal Amounts and Interest. The Refunding Bonds, except as otherwise provided in the Resolution, shall be dated the date or dates determined in the related Certificate of Determination. The Refunding Bonds shall mature on the date or dates and in the year or years and principal amount or amounts, and shall bear interest at the rate or rates per annum, if any, specified in or determined in the manner provided in the related Certificate of Determination.

SECTION 2.04. Interest Payments. The Refunding Bonds shall bear interest from their date or dates and be payable on such date or dates as may be determined pursuant to the related Certificate of Determination. Except as otherwise provided in the related Certificate of Determination,

interest on the Refunding Bonds shall be computed on the basis of twelve 30-day months and a 360-day year.

SECTION 2.05. Denominations, Numbers and Letters. Unless otherwise provided in the related Certificate of Determination, the Refunding Bonds shall be issued in fully registered form without coupons in the denomination of \$5,000 or any integral multiple thereof.

The Refunding Bonds shall be lettered and numbered as provided in the related Certificate of Determination.

SECTION 2.06. Places of Payment and Paying Agent. Except as otherwise provided in the related Certificate of Determination, principal and Redemption Price of the Refunding Bonds shall be payable to the registered owner of each Refunding Bond when due upon presentation of such Refunding Bond at the principal corporate trust office of the Trustee. Except as otherwise provided in the related Certificate of Determination, interest on the registered Refunding Bonds will be paid by check or draft mailed on the interest payment date by the Paying Agent, to the registered owner at his address as it appears on the registration books or, at the option of any Owner of at least one million dollars (\$1,000,000) in principal amount of the Refunding Bonds, by wire transfer in immediately available funds on each interest payment date to such Owner thereof upon written notice from such Owner to the Trustee, at such address as the Trustee may from time to time notify such Owner, containing the wire transfer address (which shall be in the continental United States) to which such Owner wishes to have such wire directed, if such written notice is received not less than twenty (20) days prior to the related interest payment date (such notice may refer to multiple interest payments).

SECTION 2.07. Sinking Fund Installments. The Refunding Bonds, if any, determined in the related Certificate of Determination shall be subject to redemption (a) in part, by lot, (b) pro rata (in the case of taxable Refunding Bonds), or (c) otherwise as determined in accordance with Section A-404 of the Resolution, as set forth in the Certificate of Determination, on each date in the year or years determined in the Certificate of Determination at the principal amount thereof plus accrued interest up to but not including the date of redemption thereof, from mandatory Sinking Fund Installments which are required to be made in amounts sufficient to redeem on each such date the principal amount of such Refunding Bonds.

SECTION 2.08. Redemption Prices and Terms. The Refunding Bonds may also be subject to redemption prior to maturity, at the option of the Issuer, upon notice as provided in Article A-IV of the Resolution, at any time as a whole or in part (and by lot within a maturity, or otherwise as determined in accordance with Section A-404 of the Resolution, if less than all of a maturity is to be redeemed), from maturities designated by the Issuer on and after the date and in the years and at the Redemption Prices (expressed as a percentage of principal amount) determined in the related Certificate of Determination, plus accrued interest up to but not including the redemption date. Notwithstanding the foregoing, in the case of taxable Refunding Bonds, if set forth in the Certificate of Determination, the taxable Refunding Bonds may be made subject to pro rata redemption and/or a make-whole redemption premium.

SECTION 2.09. Delegation to an Authorized Officer. 1. There is hereby delegated to each Authorized Officer, subject to the limitations contained in this Supplemental Resolution, the following powers with respect to the Refunding Bonds:

(a) to determine whether and when to issue any Refunding Bonds constituting Refunding Obligations or Obligations issued to refund Cross-Credit Obligations, and to determine the amount of the proceeds of the Refunding Bonds to be applied to refunding purposes as well as the specific

Obligations or Parity Debt or Cross-Credit Obligations, or portions of either to be refunded and the date or dates, if any, on which such refunded obligations shall be redeemed, and the amount of the proceeds of the Refunding Bonds estimated to be necessary to pay the Costs of Issuance of the Refunding Bonds;

(b) to determine the purpose or purposes for which the Refunding Bonds are being issued, which shall be one or more of the purposes set forth in Section 2.02 of this Supplemental Resolution;

(c) to determine the principal amounts of the Refunding Bonds to be issued for the purposes set forth in Section 2.02 of this Supplemental Resolution and whether such principal amounts constitute a separate Series or a subseries of Refunding Bonds, and to determine Accreted Values and Appreciated Values, if applicable;

(d) to determine the maturity date and principal amount of each maturity of the Refunding Bonds and the amount and due date of each Sinking Fund Installment, if any;

(e) to determine the date or dates which the Refunding Bonds shall be dated and the interest rate or rates of the Refunding Bonds or the manner of determining such interest rate or rates; provided, however, that any Obligations issued as Tax-Exempt Obligations shall be subject to a maximum interest rate of not greater than 10% per annum, any Obligations issued as Taxable Obligations shall be subject to a maximum interest rate of not greater than 12% per annum, any Variable Interest Rate Obligations issued as Tax-Exempt Obligations shall be subject to a maximum interest rate of not greater than 15% per annum, any Variable Interest Rate Obligations issued as Taxable Obligations shall be subject to a maximum interest rate of not greater than 18% per annum and any Parity Reimbursement Obligations shall be subject to a maximum interest rate of not greater than 25% per annum, or, in each such case, such higher rate or rates as determined by the Issuer's Board;

(f) to determine the Redemption Price or Redemption Prices, if any, and the redemption terms, if any, for the Refunding Bonds; provided, however, that if the Refunding Bonds are to be redeemable at the election of the Issuer, the Redemption Price (except in the case of taxable Refunding Bonds) shall not be greater than one hundred three percent (103%) of the principal amount of the Refunding Bonds to be redeemed, plus accrued interest thereon up to but not including the date of redemption;

(g) to determine whether the sale of the Refunding Bonds shall be conducted on either a negotiated or competitive bid basis and, as applicable, to determine the purchase price for the Refunding Bonds to be paid by the purchasers referred to in the Purchase Agreement or the purchase price for the Refunding Bonds to be paid by the winning bidder, if such sale is conducted by competitive bid pursuant to a Notice of Sale, in either case as such document is described in Section 2.10 of this Supplemental Resolution, which may include such original issue discount and original issue premium as shall be determined in the related Certificate of Determination; provided, however, that the underwriters' discount reflected in such purchase price shall not exceed \$10.00 for each one thousand dollars (\$1,000) principal amount of the Refunding Bonds;

(h) to take all actions required for the Refunding Bonds to be eligible under the rules and regulations of The Depository Trust Company ("DTC") for investment and trading as uncertificated securities, to execute and deliver a standard form of letter of representation with DTC and, notwithstanding any provisions to the contrary contained in this Supplemental Resolution, to include in the related Certificate of Determination such terms and provisions as may be appropriate or necessary to provide for uncertificated securities in lieu of Refunding Bonds issuable in fully registered form;

(i) to determine whether to issue all or any portion of the Refunding Bonds as Tax-Exempt Obligations, Taxable Obligations, Put Obligations, Variable Interest Rate Obligations or as any other form of Obligations permitted by the Resolution and any matters related thereto, including (i) the terms and provisions of any such Obligations, (ii) the selection of remarketing agents, tender agents, auction agents, dealers, bidding agents or any other agents or parties to ancillary arrangements and the terms of any such arrangements, and (iii) the methods for determining the accrual of Debt Service;

(j) to determine the advisability, as compared to an unenhanced transaction, of obtaining one or more Credit Facilities, to select a provider or providers thereof and to determine and accept the terms and provisions and price thereof, to determine such other matters related thereto as in the opinion of the officer executing the related Certificate of Determination shall be considered necessary or appropriate and to effect such determinations by making any changes in or additions to this Supplemental Resolution required by Credit Facility providers, if any, or required by a Rating Agency in order to attain or maintain specific ratings on the Refunding Bonds, or relating to the mechanisms for the repayment of amounts advanced thereunder or payment of fees, premiums, expenses or any other amounts, notices, the provision of information, and such other matters of a technical, mechanical, procedural or descriptive nature necessary or appropriate to obtain or implement a Credit Facility with respect to the Refunding Bonds, and to make any changes in connection therewith;

(k) to make such changes in or from the form of this Supplemental Resolution as may be necessary or desirable in order to cure any ambiguities, inconsistencies or other defects;

(l) to determine whether to (i) enter into an escrow agreement or other arrangement in connection with the issuance of Refunding Bonds, including the selection of escrow agents, verification agents and the manner of determining specified matters relating to the defeasance of the refunded obligations and (ii) purchase SLGs or open market securities and the form and substance thereof and any related investment agreement, and to determine the application of any amounts released in connection with any such refunding;

(m) to determine that such Refunding Bonds comply with all Board policies relating to the issuance of refunding obligations in effect at the time of such determination; and

(n) to determine such other matters specified in or permitted by (i) Sections 202, 203, 204 and A-201 of the Resolution or (ii) this Supplemental Resolution, or to determine matters relating to the payment or defeasance of Obligation Anticipation Notes, including preparation of any documentation therefor.

2. Any Authorized Officer shall execute one or more Certificates of Determination evidencing the determinations made pursuant to this Supplemental Resolution and any such Certificate of Determination shall be conclusive evidence of the determinations of such Authorized Officer, as stated therein. More than one Certificate of Determination may be delivered to the extent more than one Series or subseries of Refunding Bonds are delivered from time to time, or other authority is exercised under this Supplemental Resolution from time to time and each such Certificate of Determination shall be delivered to the Trustee prior to the authentication and delivery of the respective Series or subseries of Refunding Bonds by the Trustee or other documentation. Determinations set forth in any Certificate of Determination shall have the same effect as if set forth in this Supplemental Resolution. Any such Authorized Officer may exercise any authority delegated under this Supplemental Resolution from time to time following issuance of any Refunding Bonds, as appropriate for any purposes, including, in order to change interest rate modes or auction periods, obtain a substitute or additional Credit Facility or to appoint new or additional agents or other parties deemed appropriate to a particular form or mode of Obligation or manner of sale.

SECTION 2.10. Sale of Refunding Bonds. If it is determined that any sale of Bonds shall be conducted on a negotiated basis, each Authorized Officer is hereby authorized to sell and award the Refunding Bonds to the purchasers who shall be on the list of underwriters then approved by the Issuer and shall be referred to in the Purchase Agreement or Agreements, which Purchase Agreement or Agreements shall be substantially in the form most recently executed or delivered by the Issuer in connection with the sale of Obligations, with such revisions to reflect the terms and provisions of the Refunding Bonds as may be approved by the officer executing the Purchase Agreement (each, a "Purchase Agreement"). Each Authorized Officer is hereby authorized to agree to the selection of the representative of the underwriters as referred to in the Purchase Agreement or Agreements and to execute and deliver the Purchase Agreement or Agreements for and on behalf and in the name of the Issuer with such changes, omissions, insertions and revisions as may be approved by the officer executing the Purchase Agreement or Agreements, said execution being conclusive evidence of such approval and concurrence in the selection of the representative of the underwriters.

If it is determined that any sale of Bonds shall be conducted on a competitive bid basis, each Authorized Officer is hereby further authorized to conduct the sale and award of the Refunding Bonds on the basis of a competitive bid, pursuant to the terms of a notice of sale, including bid form (the "Notice of Sale"), in a form, including any limitations on permitted bidders and a description of the basis for determining the winning bidder or bidders, determined by such Authorized Officer. Each Authorized Officer is hereby authorized to conduct such competitive sale of the Refunding Bonds in a manner consistent with this Supplemental Resolution and to utilize the services of the Authority's financial advisor and the services of an electronic bidding service, as such Authorized Officer shall determine, and the execution by such Authorized Officer of a letter of award shall be conclusive evidence of such award.

Each Authorized Officer is hereby authorized to make public and to authorize the use and distribution by said purchasers or other appropriate parties of a preliminary official statement, offering circular, or other disclosure document (the "Preliminary Official Statement") in connection with each public offering or any private placement of the Refunding Bonds, in substantially the form most recently executed or delivered by the Issuer in connection with the sale of Obligations, with such changes, omissions, insertions and revisions as such officer shall deem advisable. The Issuer authorizes any of said officers to deliver a certification to the effect that such Preliminary Official Statement or Official Statement, if deemed necessary or appropriate, together with such other documents, if any, described in such certificate, was deemed final as of its date for purposes of Rule 15c2-12 of the Securities and Exchange Commission as applicable.

Each Authorized Officer is hereby authorized to make public and to authorize distribution of a final Official Statement in substantially the form of each Preliminary Official Statement or the most recently executed and delivered Official Statement if there is not a Preliminary Official Statement, with such changes, omissions, insertions and revisions as such officer shall deem advisable, to sign such Official Statement and to deliver such Official Statement to the purchasers of such issue of the Refunding Bonds, such execution being conclusive evidence of the approval of such changes, omissions, insertions and revisions.

Each Authorized Officer is hereby authorized to execute and deliver for and on behalf and in the name of the Issuer, to the extent determined by such Authorized Officer to be necessary or convenient, a Continuing Disclosure Agreement, substantially in the form appended to the Purchase Agreement or Notice of Sale, with such changes, omissions, insertions and revisions as such officer shall deem advisable (the "Continuing Disclosure Agreement"), said execution being conclusive evidence of the approval of such changes, omissions, insertions and revisions.

The proceeds of each good faith check, if any, received by the Issuer from the purchasers of each issue of Refunding Bonds under the terms of the related Purchase Agreement or Notice of Sale

may be invested by the Issuer pending application of the proceeds of such good faith check for the purposes provided in Section 2.02 of this Supplemental Resolution at the time of the issuance and delivery of such Refunding Bonds.

Each Authorized Officer (including any Assistant Secretary of the Issuer) is hereby authorized and directed to execute, deliver, amend, replace or terminate any and all documents and instruments (including any remarketing agreements, tender agency agreements, dealer agreements, broker-dealer agreements, tender agent agreements, or auction agency agreements, any escrow agreements, any investment agreements or arrangements, or any reimbursement agreements or documents or instruments relating to a Credit Facility deemed appropriate to a given form or mode of an Obligation) and to do and cause to be done any and all acts necessary or proper for carrying out each Purchase Agreement or Notice of Sale, each Continuing Disclosure Agreement, the terms of any Credit Facility or other such agreement or arrangement, and the issuance, sale and delivery of each issue of the Refunding Bonds and for implementing the terms of each issue of the Refunding Bonds and the transactions contemplated hereby or thereby.

When reference is made in this Supplemental Resolution to the authorization of an Authorized Officer to do any act, such act may be accomplished by any of such officers individually.

SECTION 2.11. Forms of Refunding Bonds and Trustee's Authentication Certificate. Subject to the provisions of the Resolution, the form of registered Refunding Bonds, and the Trustee's certificate of authentication, shall be substantially in the form set forth in Exhibit One to the Resolution including, if necessary, any changes to comply with the requirements of DTC or the provisions of this Supplemental Resolution or any Certificate of Determination.

SECTION 2.12. Appointment of Trustee and Paying Agent. Unless otherwise provided by Certificate of Determination, U.S. Bank Trust National Association shall be the Trustee under the Resolution and the Paying Agent for the Refunding Bonds.

ARTICLE III

DISPOSITION OF REFUNDING BOND PROCEEDS

SECTION 3.01. Disposition of Refunding Bond Proceeds. Any proceeds of the sale of the Refunding Bonds, other than accrued interest, if any, shall be deposited, simultaneously with the issuance and delivery of the Refunding Bonds, at one time or from time to time in one or more Series or subseries, in the Proceeds Account which is deemed to be established for each Series in the Proceeds Fund to be applied, or shall otherwise be applied pursuant to a Certificate of Determination to:

(a) the refunding of any Obligations, Parity Debt or Cross-Credit Obligations, or portions of any of them, in accordance with Section 2.02 hereof; and

(b) the balance of such proceeds, exclusive of accrued interest, shall be deposited in the COI Account and applied to the payment of Costs of Issuance or otherwise applied to the payment of Costs of Issuance.

Unless otherwise provided in a Certificate of Determination, the accrued interest, if any, and any capitalized interest, received on the sale of the Refunding Bonds shall be deposited in the Debt Service Fund.

ARTICLE IV

TAX COVENANTS AND DEFEASANCE

SECTION 4.01. Tax Covenants Relating to the Refunding Bonds. The Issuer covenants that, in order to maintain the exclusion from gross income for Federal income tax purposes of the interest on the Refunding Bonds issued as Tax-Exempt Obligations, the Issuer will satisfy, or take such actions as are necessary to cause to be satisfied, each provision of the Code necessary to maintain such exclusion. In furtherance of this covenant, the Issuer agrees to comply with such written instructions as may be provided by Bond Counsel. In furtherance of the covenant contained in the preceding sentence, the Issuer agrees to continually comply with the provisions of any "Arbitrage and Use of Proceeds Certificate" or "Tax Certificate" to be executed by the Issuer in connection with the execution and delivery of any Refunding Bonds issued as Tax-Exempt Obligations, as amended from time to time.

Notwithstanding any other provision of the Resolution to the contrary, upon the Issuer's failure to observe, or refusal to comply with, the above covenant (a) the Owners of the Refunding Bonds, or the Trustee acting on their behalf, shall be entitled to the rights and remedies provided to Owners or the Trustee under Section 702 of the Resolution, other than the right (which is hereby abrogated solely as to the Issuer's failure to observe, or refusal to comply with the above covenant) to declare the principal of all Obligations then Outstanding, and the interest accrued thereon, to be due and payable pursuant to Section 567 of the Issuer Act, and (b) neither the Owners of the Obligations of any Series or holders of any Parity Debt (other than the Refunding Bonds or the Trustee acting on their behalf), nor the Trustee acting on their behalf, shall be entitled to exercise any right or remedy provided to the Owners, the Parity Debt holders or the Trustee under the Resolution based upon the Issuer's failure to observe, or refusal to comply with, the above covenant.

The provisions of the foregoing covenants set forth in this Section shall not apply to any Refunding Bonds, including any subseries thereof, which the Issuer determines pursuant to the applicable Certificate of Determination to issue as Taxable Obligations.

SECTION 4.02. Defeasance. In the event the Issuer shall seek, prior to the maturity or redemption date thereof, to pay or cause to be paid, within the meaning and with the effect expressed in the Resolution, all or less than all Outstanding Refunding Bonds issued as Tax-Exempt Obligations and the provisions of Section 4.01 hereof shall then be of any force or effect, then, notwithstanding the provisions of Article A-XI of the Resolution, the Refunding Bonds issued as Tax-Exempt Obligations which the Issuer then seeks to pay or cause to be paid shall not be deemed to have been paid within the meaning and with the effect expressed in Section A-1101 of the Resolution unless (i) the Issuer has confirmed in writing that the Owners of the Refunding Bonds issued as Tax-Exempt Obligations which the Issuer then seeks to pay or cause to be paid will continue, after such action, to have the benefit of a covenant to the effect of the covenant of the Issuer contained in Section 4.01 hereof or (ii) there shall have been delivered to the Trustee an Opinion of Bond Counsel to the effect that non-compliance thereafter with the applicable provisions of the Code will not affect the then current treatment of interest on the Refunding Bonds issued as Tax-Exempt Obligations in determining gross income for Federal income tax purposes.

TRIBOROUGH BRIDGE AND TUNNEL AUTHORITY

**MULTIPLE SERIES
2001 SUBORDINATE REVENUE REFUNDING BOND
SUPPLEMENTAL RESOLUTION**

Adopted May 26, 2010

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**MULTIPLE SERIES
2001 SUBORDINATE REVENUE REFUNDING BOND
SUPPLEMENTAL RESOLUTION**

BE IT RESOLVED by the Triborough Bridge and Tunnel Authority (the "Issuer"), as follows:

ARTICLE I

DEFINITIONS AND STATUTORY AUTHORITY

SECTION 1.01. Supplemental Resolution. This resolution is supplemental to, and is adopted in accordance with Article II and Article A-VIII of, a resolution of the Issuer adopted on March 26, 2002, entitled "2001 Subordinate Resolution Authorizing General Revenue Obligations" (the "Resolution").

SECTION 1.02. Definitions.

1. All capitalized terms which are used but not otherwise defined in this Multiple Series 2001 Subordinate Revenue Refunding Bond Supplemental Resolution (the "Supplemental Resolution") shall have the same meanings, respectively, as such terms are given by Section 102 of the Resolution.

2. In this Supplemental Resolution:

"Authorized Officer" shall include the officers designated as such in the Resolution, and the Director of Budgets and Financial Management, as well as any officer duly designated as "Acting" in said officer's capacity, except that, for the purposes of any delegation set forth herein that does not expressly include any Assistant Secretary, "Authorized Officer" shall not include any Assistant Secretary of the Issuer.

"Board" shall mean, when used with respect to the Issuer, the board of the Issuer acting as such pursuant to the provisions of the Issuer Act, and when used with respect to the MTA, the members of the MTA acting as such pursuant to the provisions of the MTA Act.

"Bond Counsel" shall mean Hawkins Delafield & Wood LLP, Nixon Peabody LLP or any other attorney or firm of attorneys of nationally recognized standing in the field of law relating to the issuance of obligations by state and municipal entities, selected by the Issuer.

"Code" shall mean the Internal Revenue Code of 1986, as amended, and regulations thereunder.

"Cross-Credit Obligations" shall mean indebtedness or other obligations issued or incurred by the Issuer or any other Related Entity as described in clause (iii) of the definition of "Capital Costs", but excluding Obligations.

"Refunding Bonds" shall mean the Transportation Revenue Bonds authorized by Article II of this Supplemental Resolution in one or more Series or subseries.

SECTION 1.03. Authority for this Supplemental Resolution. This Supplemental Resolution is adopted pursuant to the provisions of the Issuer Act and the Resolution.

ARTICLE II

AUTHORIZATION OF REFUNDING BONDS

SECTION 2.01. Authorized Principal Amount, Designation and Series. 1.

Pursuant to the provisions of the Resolution and in order to issue (a) Refunding Subordinate Obligations, and (2) Obligations for the purpose of refunding Cross-Credit Obligations, multiple Series of Subordinate Revenue Obligations (which may be issued at one time or from time to time in any number of Series or subseries, which for purposes of this Supplemental Resolution shall collectively be referred to herein as the "Refunding Bonds", subject to redesignation as hereinafter provided) entitled to the benefit, protection and security of such provisions are hereby authorized to be issued in an aggregate principal amount not exceeding the principal amount necessary so that, after giving effect to any net original issue discount or premium and underwriters' discount from the principal amount, the amount to be deposited in the Proceeds Account pursuant to, or otherwise applied to effectuate the purposes of, Section 2.02 and Section 3.01 of this Supplemental Resolution (exclusive of the amount so deposited therein determined in any Certificate of Determination as estimated to be necessary to pay any Costs of Issuance of the Refunding Bonds payable from such Proceeds Account or otherwise applied to pay such Costs of Issuance), shall not exceed the amount or amounts determined in one or more Certificates of Determination to be necessary to effectuate the purposes set forth in Section 2.02 hereof; provided, however, that any Refunding Bonds issued pursuant to this Supplemental Resolution shall be issued in compliance with any Board policies relating to the issuance of refunding bonds as may be in effect from time to time.

2. Nothing in this Supplemental Resolution is intended to preclude the issuance of Refunding Bonds as refunding obligations in accordance with Section 204 of the Resolution.

Refunding Bonds shall be designated as, and shall be distinguished from the Obligations of all other Series by the title, "Subordinate Revenue Bonds, Series [insert calendar year of issuance]" or such other title or titles set forth in the related Certificate of Determination.

The authority to issue Obligations and take related actions granted under previous resolutions of the Issuer shall continue in full force and effect. The authorization to issue the Refunding Bonds and take other related actions hereunder shall continue in effect without any further action by the Issuer until April 1, 2011, unless (a) the Issuer shall have confirmed the effectiveness of this authorization for an additional period, or (b) the Issuer shall have modified or repealed this authorization.

SECTION 2.02. Purposes. The purposes for which the Refunding Bonds are issued shall be set forth in one or more Certificates of Determination and may include the refunding, restructuring or payment, including by purchasing or tendering therefor, of all or any portion of any Outstanding Obligations or Parity Debt or Cross-Credit Obligations deemed advisable by an Authorized Officer in accordance with Section 203 or 204 of the Resolution, as applicable.

SECTION 2.03. Dates, Maturities, Principal Amounts and Interest. The Refunding Bonds, except as otherwise provided in the Resolution, shall be dated the date or dates determined in the related Certificate of Determination. The Refunding Bonds shall mature on the date or dates and in the year or years and principal amount or amounts, and shall bear interest at the rate or rates per annum, if any, specified in or determined in the manner provided in the related Certificate of Determination.

SECTION 2.04. Interest Payments. The Refunding Bonds shall bear interest from their date or dates and be payable on such date or dates as may be determined pursuant to the related

Certificate of Determination. Except as otherwise provided in the related Certificate of Determination, interest on the Refunding Bonds shall be computed on the basis of twelve 30-day months and a 360-day year.

SECTION 2.05. Denominations, Numbers and Letters. Unless otherwise provided in the related Certificate of Determination, the Refunding Bonds shall be issued in fully registered form without coupons in the denomination of \$5,000 or any integral multiple thereof.

The Refunding Bonds shall be lettered and numbered as provided in the related Certificate of Determination.

SECTION 2.06. Places of Payment and Paying Agent. Except as otherwise provided in the related Certificate of Determination, principal and Redemption Price of the Refunding Bonds shall be payable to the registered owner of each Refunding Bond when due upon presentation of such Refunding Bond at the principal corporate trust office of the Trustee. Except as otherwise provided in the related Certificate of Determination, interest on the registered Refunding Bonds will be paid by check or draft mailed on the interest payment date by the Paying Agent, to the registered owner at his address as it appears on the registration books or, at the option of any Owner of at least one million dollars (\$1,000,000) in principal amount of the Refunding Bonds, by wire transfer in immediately available funds on each interest payment date to such Owner thereof upon written notice from such Owner to the Trustee, at such address as the Trustee may from time to time notify such Owner, containing the wire transfer address (which shall be in the continental United States) to which such Owner wishes to have such wire directed, if such written notice is received not less than twenty (20) days prior to the related interest payment date (such notice may refer to multiple interest payments).

SECTION 2.07. Sinking Fund Installments. The Refunding Bonds, if any, determined in the related Certificate of Determination shall be subject to redemption (a) in part, by lot, (b) pro rata (in the case of taxable Refunding Bonds), or (c) otherwise as determined in accordance with Section A-404 of the Resolution, as set forth in the Certificate of Determination, on each date in the year or years determined in the Certificate of Determination at the principal amount thereof plus accrued interest up to but not including the date of redemption thereof, from mandatory Sinking Fund Installments which are required to be made in amounts sufficient to redeem on each such date the principal amount of such Refunding Bonds.

SECTION 2.08. Redemption Prices and Terms. The Refunding Bonds may also be subject to redemption prior to maturity, at the option of the Issuer, upon notice as provided in Article A-IV of the Resolution, at any time as a whole or in part (and by lot within a maturity, or otherwise as determined in accordance with Section A-404 of the Resolution, if less than all of a maturity is to be redeemed), from maturities designated by the Issuer on and after the date and in the years and at the Redemption Prices (expressed as a percentage of principal amount) determined in the related Certificate of Determination, plus accrued interest up to but not including the redemption date. Notwithstanding the foregoing, in the case of taxable Refunding Bonds, if set forth in the Certificate of Determination, the taxable Refunding Bonds may be made subject to pro rata redemption and/or a make-whole redemption premium.

SECTION 2.09. Delegation to an Authorized Officer. 1. There is hereby delegated to each Authorized Officer, subject to the limitations contained in this Supplemental Resolution, the following powers with respect to the Refunding Bonds:

(a) to determine whether and when to issue any Refunding Bonds constituting Refunding Subordinate Obligations or Obligations issued to refund Cross-Credit Obligations, and to

determine the amount of the proceeds of the Refunding Bonds to be applied to refunding purposes as well as the specific Obligations or Parity Debt or Cross-Credit Obligations, or portions of either to be refunded and the date or dates, if any, on which such refunded obligations shall be redeemed, and the amount of the proceeds of the Refunding Bonds estimated to be necessary to pay the Costs of Issuance of the Refunding Bonds;

(b) to determine the purpose or purposes for which the Refunding Bonds are being issued, which shall be one or more of the purposes set forth in Section 2.02 of this Supplemental Resolution;

(c) to determine the principal amounts of the Refunding Bonds to be issued for the purposes set forth in Section 2.02 of this Supplemental Resolution and whether such principal amounts constitute a separate Series or a subseries of Refunding Bonds, and to determine Accreted Values and Appreciated Values, if applicable;

(d) to determine the maturity date and principal amount of each maturity of the Refunding Bonds and the amount and due date of each Sinking Fund Installment, if any;

(e) to determine the date or dates which the Refunding Bonds shall be dated and the interest rate or rates of the Refunding Bonds or the manner of determining such interest rate or rates; provided, however, that any Obligations issued as Tax-Exempt Obligations shall be subject to a maximum interest rate of not greater than 10% per annum, any Obligations issued as Taxable Obligations shall be subject to a maximum interest rate of not greater than 12% per annum, any Variable Interest Rate Obligations issued as Tax-Exempt Obligations shall be subject to a maximum interest rate of not greater than 15% per annum, any Variable Interest Rate Obligations issued as Taxable Obligations shall be subject to a maximum interest rate of not greater than 18% per annum and any Parity Reimbursement Obligations shall be subject to a maximum interest rate of not greater than 25% per annum, or, in each such case, such higher rate or rates as determined by the Issuer's Board;

(f) to determine the Redemption Price or Redemption Prices, if any, and the redemption terms, if any, for the Refunding Bonds; provided, however, that if the Refunding Bonds are to be redeemable at the election of the Issuer, the Redemption Price (except in the case of taxable Refunding Bonds) shall not be greater than one hundred three percent (103%) of the principal amount of the Refunding Bonds to be redeemed, plus accrued interest thereon up to but not including the date of redemption;

(g) to determine whether the sale of the Refunding Bonds shall be conducted on either a negotiated or competitive bid basis and, as applicable, to determine the purchase price for the Refunding Bonds to be paid by the purchasers referred to in the Purchase Agreement or the purchase price for the Refunding Bonds to be paid by the winning bidder, if such sale is conducted by competitive bid pursuant to a Notice of Sale, in either case as such document is described in Section 2.10 of this Supplemental Resolution, which may include such original issue discount and original issue premium as shall be determined in the related Certificate of Determination; provided, however, that the underwriters' discount reflected in such purchase price shall not exceed \$10.00 for each one thousand dollars (\$1,000) principal amount of the Refunding Bonds;

(h) to take all actions required for the Refunding Bonds to be eligible under the rules and regulations of The Depository Trust Company ("DTC") for investment and trading as uncertificated securities, to execute and deliver a standard form of letter of representation with DTC and, notwithstanding any provisions to the contrary contained in this Supplemental Resolution, to include in

the related Certificate of Determination such terms and provisions as may be appropriate or necessary to provide for uncertificated securities in lieu of Refunding Bonds issuable in fully registered form;

(i) to determine whether to issue all or any portion of the Refunding Bonds as Tax-Exempt Obligations, Taxable Obligations, Put Obligations, Variable Interest Rate Obligations or as any other form of Obligations permitted by the Resolution and any matters related thereto, including (i) the terms and provisions of any such Obligations, (ii) the selection of remarketing agents, tender agents, auction agents, dealers, bidding agents or any other agents or parties to ancillary arrangements and the terms of any such arrangements, and (iii) the methods for determining the accrual of Debt Service;

(j) to determine the advisability, as compared to an unenhanced transaction, of obtaining one or more Credit Facilities, to select a provider or providers thereof and to determine and accept the terms and provisions and price thereof, to determine such other matters related thereto as in the opinion of the officer executing the related Certificate of Determination shall be considered necessary or appropriate and to effect such determinations by making any changes in or additions to this Supplemental Resolution required by Credit Facility providers, if any, or required by a Rating Agency in order to attain or maintain specific ratings on the Refunding Bonds, or relating to the mechanisms for the repayment of amounts advanced thereunder or payment of fees, premiums, expenses or any other amounts, notices, the provision of information, and such other matters of a technical, mechanical, procedural or descriptive nature necessary or appropriate to obtain or implement a Credit Facility with respect to the Refunding Bonds, and to make any changes in connection therewith;

(k) to make such changes in or from the form of this Supplemental Resolution as may be necessary or desirable in order to cure any ambiguities, inconsistencies or other defects;

(l) to determine whether to (i) enter into an escrow agreement or other arrangement in connection with the issuance of Refunding Bonds, including the selection of escrow agents, verification agents and the manner of determining specified matters relating to the defeasance of the refunded obligations and (ii) purchase SLGs or open market securities and the form and substance thereof and any related investment agreement, and to determine the application of any amounts released in connection with any such refunding;

(m) to determine that such Refunding Bonds comply with all Board policies relating to the issuance of refunding obligations in effect at the time of such determination; and

(n) to determine such other matters specified in or permitted by (i) Sections 202, 203, 204 and A-201 of the Resolution or (ii) this Supplemental Resolution, or to determine matters relating to the payment or defeasance of Obligation Anticipation Notes, including preparation of any documentation therefor.

2. Any Authorized Officer shall execute one or more Certificates of Determination evidencing the determinations made pursuant to this Supplemental Resolution and any such Certificate of Determination shall be conclusive evidence of the determinations of such Authorized Officer, as stated therein. More than one Certificate of Determination may be delivered to the extent more than one Series or subseries of Refunding Bonds are delivered from time to time, or other authority is exercised under this Supplemental Resolution from time to time and each such Certificate of Determination shall be delivered to the Trustee prior to the authentication and delivery of the respective Series or subseries of Refunding Bonds by the Trustee or other documentation. Determinations set forth in any Certificate of Determination shall have the same effect as if set forth in this Supplemental Resolution. Any such Authorized Officer may exercise any authority delegated under this Supplemental Resolution from time to time following issuance of any Refunding Bonds, as appropriate for any purposes, including, in order

to change interest rate modes or auction periods, obtain a substitute or additional Credit Facility or to appoint new or additional agents or other parties deemed appropriate to a particular form or mode of Obligation or manner of sale.

SECTION 2.10. Sale of Refunding Bonds. If it is determined that any sale of Bonds shall be conducted on a negotiated basis, each Authorized Officer is hereby authorized to sell and award the Refunding Bonds to the purchasers who shall be on the list of underwriters then approved by the Issuer and shall be referred to in the Purchase Agreement or Agreements, which Purchase Agreement or Agreements shall be substantially in the form most recently executed or delivered by the Issuer in connection with the sale of Obligations, with such revisions to reflect the terms and provisions of the Refunding Bonds as may be approved by the officer executing the Purchase Agreement (each, a "Purchase Agreement"). Each Authorized Officer is hereby authorized to agree to the selection of the representative of the underwriters as referred to in the Purchase Agreement or Agreements and to execute and deliver the Purchase Agreement or Agreements for and on behalf and in the name of the Issuer with such changes, omissions, insertions and revisions as may be approved by the officer executing the Purchase Agreement or Agreements, said execution being conclusive evidence of such approval and concurrence in the selection of the representative of the underwriters.

If it is determined that any sale of Bonds shall be conducted on a competitive bid basis, each Authorized Officer is hereby further authorized to conduct the sale and award of the Refunding Bonds on the basis of a competitive bid, pursuant to the terms of a notice of sale, including bid form (the "Notice of Sale"), in a form, including any limitations on permitted bidders and a description of the basis for determining the winning bidder or bidders, determined by such Authorized Officer. Each Authorized Officer is hereby authorized to conduct such competitive sale of the Refunding Bonds in a manner consistent with this Supplemental Resolution and to utilize the services of the Authority's financial advisor and the services of an electronic bidding service, as such Authorized Officer shall determine, and the execution by such Authorized Officer of a letter of award shall be conclusive evidence of such award.

Each Authorized Officer is hereby authorized to make public and to authorize the use and distribution by said purchasers or other appropriate parties of a preliminary official statement, offering circular, or other disclosure document (the "Preliminary Official Statement") in connection with each public offering or any private placement of the Refunding Bonds, in substantially the form most recently executed or delivered by the Issuer in connection with the sale of Obligations, with such changes, omissions, insertions and revisions as such officer shall deem advisable. The Issuer authorizes any of said officers to deliver a certification to the effect that such Preliminary Official Statement or Official Statement, if deemed necessary or appropriate, together with such other documents, if any, described in such certificate, was deemed final as of its date for purposes of Rule 15c2-12 of the Securities and Exchange Commission as applicable.

Each Authorized Officer is hereby authorized to make public and to authorize distribution of a final Official Statement in substantially the form of each Preliminary Official Statement or the most recently executed and delivered Official Statement if there is not a Preliminary Official Statement, with such changes, omissions, insertions and revisions as such officer shall deem advisable, to sign such Official Statement and to deliver such Official Statement to the purchasers of such issue of the Refunding Bonds, such execution being conclusive evidence of the approval of such changes, omissions, insertions and revisions.

Each Authorized Officer is hereby authorized to execute and deliver for and on behalf and in the name of the Issuer, to the extent determined by such Authorized Officer to be necessary or convenient, a Continuing Disclosure Agreement, substantially in the form appended to the Purchase Agreement or Notice of Sale, with such changes, omissions, insertions and revisions as such officer shall

deem advisable (the "Continuing Disclosure Agreement"), said execution being conclusive evidence of the approval of such changes, omissions, insertions and revisions.

The proceeds of each good faith check, if any, received by the Issuer from the purchasers of each issue of Refunding Bonds under the terms of the related Purchase Agreement or Notice of Sale may be invested by the Issuer pending application of the proceeds of such good faith check for the purposes provided in Section 2.02 of this Supplemental Resolution at the time of the issuance and delivery of such Refunding Bonds.

Each Authorized Officer (including any Assistant Secretary of the Issuer) is hereby authorized and directed to execute, deliver, amend, replace or terminate any and all documents and instruments (including any remarketing agreements, tender agency agreements, dealer agreements, broker-dealer agreements, tender agent agreements, or auction agency agreements, any escrow agreements, any investment agreements or arrangements, or any reimbursement agreements or documents or instruments relating to a Credit Facility deemed appropriate to a given form or mode of an Obligation) and to do and cause to be done any and all acts necessary or proper for carrying out each Purchase Agreement or Notice of Sale, each Continuing Disclosure Agreement, the terms of any Credit Facility or other such agreement or arrangement, and the issuance, sale and delivery of each issue of the Refunding Bonds and for implementing the terms of each issue of the Refunding Bonds and the transactions contemplated hereby or thereby.

When reference is made in this Supplemental Resolution to the authorization of an Authorized Officer to do any act, such act may be accomplished by any of such officers individually.

SECTION 2.11. Forms of Refunding Bonds and Trustee's Authentication Certificate. Subject to the provisions of the Resolution, the form of registered Refunding Bonds, and the Trustee's certificate of authentication, shall be substantially in the form set forth in Exhibit One to the Resolution including, if necessary, any changes to comply with the requirements of DTC or the provisions of this Supplemental Resolution or any Certificate of Determination.

SECTION 2.12. Appointment of Trustee and Paying Agent. Unless otherwise provided by Certificate of Determination, The Bank of New York Mellon shall be the Trustee under the Resolution and the Paying Agent for the Refunding Bonds.

ARTICLE III

DISPOSITION OF REFUNDING BOND PROCEEDS

SECTION 3.01. Disposition of Refunding Bond Proceeds. Any proceeds of the sale of the Refunding Bonds, other than accrued interest, if any, shall be deposited, simultaneously with the issuance and delivery of the Refunding Bonds, at one time or from time to time in one or more Series or subseries, in the Proceeds Account which is deemed to be established for each Series in the Proceeds Fund to be applied, or shall otherwise be applied pursuant to a Certificate of Determination to:

(a) the refunding of any Obligations, Parity Debt or Cross-Credit Obligations, or portions of any of them, in accordance with Section 2.02 hereof; and

(b) the balance of such proceeds, exclusive of accrued interest, shall be deposited in the COI Account and applied to the payment of Costs of Issuance or otherwise applied to the payment of Costs of Issuance.

Unless otherwise provided in a Certificate of Determination, the accrued interest, if any, and any capitalized interest, received on the sale of the Refunding Bonds shall be deposited in the Debt Service Fund.

ARTICLE IV

TAX COVENANTS AND DEFEASANCE

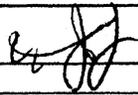
SECTION 4.01. Tax Covenants Relating to the Refunding Bonds. The Issuer covenants that, in order to maintain the exclusion from gross income for Federal income tax purposes of the interest on the Refunding Bonds issued as Tax-Exempt Obligations, the Issuer will satisfy, or take such actions as are necessary to cause to be satisfied, each provision of the Code necessary to maintain such exclusion. In furtherance of this covenant, the Issuer agrees to comply with such written instructions as may be provided by Bond Counsel. In furtherance of the covenant contained in the preceding sentence, the Issuer agrees to continually comply with the provisions of any "Arbitrage and Use of Proceeds Certificate" or "Tax Certificate" to be executed by the Issuer in connection with the execution and delivery of any Refunding Bonds issued as Tax-Exempt Obligations, as amended from time to time.

Notwithstanding any other provision of the Resolution to the contrary, upon the Issuer's failure to observe, or refusal to comply with, the above covenant (a) the Owners of the Refunding Bonds, or the Trustee acting on their behalf, shall be entitled to the rights and remedies provided to Owners or the Trustee under Section 702 of the Resolution, other than the right (which is hereby abrogated solely as to the Issuer's failure to observe, or refusal to comply with the above covenant) to declare the principal of all Obligations then Outstanding, and the interest accrued thereon, to be due and payable pursuant to Section 567 of the Issuer Act, and (b) neither the Owners of the Obligations of any Series or holders of any Parity Debt (other than the Refunding Bonds or the Trustee acting on their behalf), nor the Trustee acting on their behalf, shall be entitled to exercise any right or remedy provided to the Owners, the Parity Debt holders or the Trustee under the Resolution based upon the Issuer's failure to observe, or refusal to comply with, the above covenant.

The provisions of the foregoing covenants set forth in this Section shall not apply to any Refunding Bonds, including any subseries thereof, which the Issuer determines pursuant to the applicable Certificate of Determination to issue as Taxable Obligations.

SECTION 4.02. Defeasance. In the event the Issuer shall seek, prior to the maturity or redemption date thereof, to pay or cause to be paid, within the meaning and with the effect expressed in the Resolution, all or less than all Outstanding Refunding Bonds issued as Tax-Exempt Obligations and the provisions of Section 4.01 hereof shall then be of any force or effect, then, notwithstanding the provisions of Article A-XI of the Resolution, the Refunding Bonds issued as Tax-Exempt Obligations which the Issuer then seeks to pay or cause to be paid shall not be deemed to have been paid within the meaning and with the effect expressed in Section A-1101 of the Resolution unless (i) the Issuer has confirmed in writing that the Owners of the Refunding Bonds issued as Tax-Exempt Obligations which the Issuer then seeks to pay or cause to be paid will continue, after such action, to have the benefit of a covenant to the effect of the covenant of the Issuer contained in Section 4.01 hereof or (ii) there shall have been delivered to the Trustee an Opinion of Bond Counsel to the effect that non-compliance thereafter with the applicable provisions of the Code will not affect the then current treatment of interest on the Refunding Bonds issued as Tax-Exempt Obligations in determining gross income for Federal income tax purposes.

Staff Summary

Subject 2009-2010 Station Maintenance Billing
Department Budget & Financial Management
Department Head Name Robert E. Foran 
Department Head Signature 
Division Head Name Michael J. Jazscar 

Date May 4, 2010
Vendor Name
Contract Number
Contract Manager Name
Table of Contents Ref #

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance	5/24			
2	Board	5/26			

Internal Approvals			
Order	Approval	Order	Approval
	Chief Operating Officer		Office of Civil Rights
2	Chief of Staff 	1	Legal 
	Dir. Budget & Fin. Mgt.		EITG
	Procurement		Administrator

I. Purpose

To obtain MTA Board approval to issue the station maintenance billing to New York City and the counties for the period April 1, 2009 to March 31, 2010.

II. Discussion

The enclosed schedule provides the summary of the station maintenance use and operations billing to the counties and New York City for the period April 1, 2009 through March 31, 2010.

Current legislation provides that on or before June first of each year the authority shall determine and certify to New York City and the counties the cost for station maintenance use and operations for the twelve month period ending the preceding March thirty-first for the stations within the municipality. The MTA bills New York City and the counties each fiscal year based on an agreed formula adjusted annually by the CPI-W for the New York, Northwestern New Jersey and Long Island Region. The net increase in the CPI factor for the twelve month period ending March 31, 2010 was 2.70% which results in a \$3,919,379 increase over the prior year's billed amount.

III. Recommendation

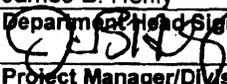
That the MTA Board grant approval to issue the station maintenance billings.

Staff Summary

**Metropolitan Transportation Authority
Station Maintenance, Use and Operations
March 31, 2010**

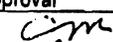
	Billed Amount 2008 - 2009	Change In CPI	Increased Amount	Billed Amount 2009 - 2010
Dutchess	\$ 2,120,281	2.70%	\$ 57,248	\$ 2,177,529
Nassau	25,734,824	2.70%	694,840	26,429,664
New York City	82,345,178	2.70%	2,223,320	84,568,498
Orange	438,627	2.70%	11,843	450,470
Putnam	829,168	2.70%	22,387	851,555
Rockland	46,634	2.70%	1,259	47,893
Suffolk	15,861,888	2.70%	428,271	16,290,159
Westchester	<u>17,785,592</u>	2.70%	<u>480,211</u>	<u>18,265,803</u>
Grand Total	<u>\$145,162,192</u>		<u>\$ 3,919,379</u>	<u>\$149,081,571</u>

Staff Summary

Subject Outside Counsel Panel Addition
Department Legal
Department Head Name James B. Henly
Department Head Signature 
Project Manager/Division Head NA

Date May 26, 2010
Vendor Name Griffin, Coogan, Blose & Sulzer, P.C.
Contract Number NA
Contract Manager Name NA
Table of Contents Ref # NA

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance Comm.				
2	Board				

Internal Approvals			
Order	Approval	Order	Approval
3	COO 		Civil Rights
2	Chief of Staff 	1	Legal 
	Chief Financial Officer		Administration
	Procurement		Other

Purpose:

To obtain Board approval for the designation of the law firm of Griffin, Coogan, Blose & Sulzer, P.C. to provide specialized legal services to the MTA, its agencies and affiliates (collectively "MTA").

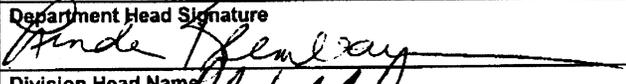
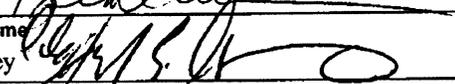
Discussion:

MTA seeks to add to the outside counsel list a firm located in Westchester with expertise in handling real estate tax certiorari matters. The retention would further the resolution of a dispute with a municipality in Westchester County over a real estate tax exemption matter pertaining to a property lease. The firm of Griffin, Coogan, Blose & Sulzer, P.C. has been recommended as well qualified to handle Westchester real property tax matters, an area of specialty that is not covered by firms already on the MTA outside counsel list. As is customary in tax certiorari matters, the fee arrangement would be on a contingency fee basis, and fees would be paid by MTA only if tax savings are obtained. For the matter in question, the firm has further agreed to limit its one-third contingency fee to savings associated with a single year of real estate taxes for the property at issue. Retention of the firm will advance MTA's efforts to obtain these needed tax savings.

Recommendation:

It is recommended that the Board approve the addition of Griffin, Coogan, Blose & Sulzer, P.C. to the MTA Group's outside counsel list.

Staff Summary

Subject Request for Authorization to Award Various Procurements
Department Administration
Department Head Name Linda Kleinbaum
Department Head Signature 
Division Head Name Clifford Shockley 

Date May 7, 2010
Vendor Name Various
Contract Number Various
Contract Manager Name Various
Table of Contents Ref #

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance	5/24/10			
2	Board	5/26/10			

Internal Approvals			
Order	Approval	Order	Approval
			Office of Civil Rights
	Executive Director		Legal
3	Financial Management		EITG
1	Procurement	2	Administration

PURPOSE:

To obtain approval of the Board to award various contracts/contract modifications and purchase orders, as reviewed by the MTA Finance Committee.

DISCUSSION:

of Actions \$ Amount

MTAHQ proposes to award Non-competitive procurements in the following categories:

Schedules Requiring Majority Vote

Schedule F: Personal Service Contracts			
• Oracle USA, Inc.	= \$318,318		
		1	\$ 318,318
		SUBTOTAL	1 \$ 318,318

MTAHQ proposes to award Competitive procurements in the following categories:

Schedules Requiring Majority Vote

Schedule F: Personal Service Contracts		2	\$ 200,000
Schedule G: Miscellaneous Procurement Contracts		1	\$ 420,209
Schedule H: Modifications to Personal/Miscellaneous Service Contracts		1	\$ 78,500
		SUBTOTAL	4 \$ 698,709

MTAHQ presents the following procurement actions for Ratification:

		None	\$ -0-
		TOTAL	5 \$1,017,027

BUDGET IMPACT: The purchases/contracts will result in obligating MTAHQ operating and capital funds in the amount listed. Funds are available in the current MTAHQ operating/capital budgets for this purpose.

RECOMMENDATION: That the purchases/contracts be approved as proposed. (Items are included in the resolution of approval at the beginning of the Procurement Section.)

BOARD RESOLUTION

METROPOLITAN TRANSPORTATION AUTHORITY

WHEREAS, in accordance with Section 1265-a and Section 1209 of the Public Authorities Law and the All Agency Procurement Guidelines, the Board authorizes the award of certain non-competitive purchase and public work contracts, and the solicitation and award of request for proposals in regard to purchase and public work contracts; and

WHEREAS, in accordance with the All Agency Procurement Guidelines, the Board authorizes the award of certain non-competitive miscellaneous procurement contracts, and certain change orders to procurement, public work, and miscellaneous procurement contracts; and

WHEREAS, in accordance with Section 2879 of the Public Authorities Law and the All Agency Guidelines for Procurement of Services, the Board authorizes the award of certain service contracts and certain change orders to service contracts.

NOW, the Board resolves as follows:

1. As to each purchase and public work contract set forth in the annexed Schedule A, the Board declares competitive bidding to be impractical or inappropriate for the reasons specified therein and authorizes the execution of each such contract.

2. As to each request for proposals (for purchase and public work contracts) set forth in Schedule B for which authorization to solicit proposals is requested, for the reasons specified therein the Board declares competitive bidding to be impractical or inappropriate, declares it is in the public interest to solicit competitive request for proposals and authorizes the solicitation of such proposals.

3. As to each request for proposals (for purchase and public work contracts) set forth in Schedule C for which a recommendation is made to award the contract, the Board authorizes the execution of said contract.

4. The Board ratifies each action taken set forth in Schedule D for which ratification is requested.

5. The Board authorizes the execution of each of the following for which Board authorization is required: i) the miscellaneous procurement contracts set forth in Schedule E; ii) the personal service contracts set forth in Schedule F; iii) the miscellaneous service contracts set forth in Schedule G; iv) the modifications to personal/miscellaneous service contracts set forth in Schedule H; v) the contract modifications to purchase and public work contracts set forth in Schedule I; and vi) the modifications to miscellaneous procurement contracts set forth in Schedule J.

6. The Board ratifies each action taken set forth in Schedule K for which ratification is requested.

7. The Board authorizes the budget adjustments to estimated quantity contracts set forth in Schedule L.

LIST OF PROCUREMENTS FOR BOARD APPROVAL, MAY 2010
NON-COMPETITIVE PROCUREMENTS

METROPOLITAN TRANSPORTATION AUTHORITY

Procurements Requiring Majority Vote:

Page

J. Modifications to Miscellaneous Procurement Contracts

(Approvals/Staff Summaries required for individual change orders greater than \$250K. Approvals without Staff Summaries required for change orders greater than 15% of previously approved amount, which are also at least \$50K)

1.	Oracle USA, Inc. Maintenance and Support for Oracle Linux Operating System Software and Oracle VM Software Contract No. 03158-0100, S/A #13	\$318,318 (total)	<u>Staff Summary Attached</u>	98
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Base plus previous supplement = \$30,802,339

To recommend that the Board approve an amendment to the existing Board approved, competitively-awarded, all-agency master contract with Oracle USA, Inc. to add Open Source Oracle Enterprise Linux (OEL) and Oracle Virtual Machine (OVM) annual maintenance and support. This change is required to facilitate cost savings by migration of mission critical applications necessary to operate the Business Service Center (BSC) from a proprietary operating system to an Open Source operating system at a total two-year cost of \$318,318. As a result of negotiations, the total cost of \$318,318 represents a negotiated savings of \$68,560.80 or 17.72 % savings compared to Oracle's original proposal of \$386,878.80 and \$171,402 or 35.0% off Oracle's published list price of \$489,720. Based on the above, the overall cost is considered fair and reasonable

Staff Summary

Schedule J: Modifications to Miscellaneous Procurement Contracts

Item Number:

Vendor Name (& Location) Oracle USA, Inc.
Description Maintenance and Support for Oracle Linux Operating System Software and Oracle VM Software
Contract Term (Including Options, if any) May 30, 2010 thru May 29, 2012
Option(s) included in Total Amount? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
Procurement Type <input type="checkbox"/> Competitive <input checked="" type="checkbox"/> Non-competitive
Solicitation Type <input type="checkbox"/> RFP <input type="checkbox"/> Bid <input checked="" type="checkbox"/> Other:
Funding Source <input checked="" type="checkbox"/> Operating <input type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other:
Requesting Dept/Div & Dept/Div Head Name: Business Service Center/Len DeSimone

Contract Number 03158-0100	AWO/Modification 13
Original Amount:	\$ 1,870,000.00
Prior Modifications:	\$28,932,339.00
Prior Budgetary Increases:	\$ ---
Current Amount:	\$30,802,339.00
This Request:	\$318,318.00
% of This Request to Current Amount:	1.03%
% of Modifications (including This Request) to Original Amount:	1564.21%

DISCUSSION:

To recommend that the Board approve an amendment to the existing Board approved, competitively-awarded, all-agency master contract with Oracle USA, Inc. to add Open Source Oracle Enterprise Linux (OEL) and Oracle Virtual Machine (OVM) annual maintenance and support. This change is required to facilitate cost savings by migration of mission critical applications necessary to operate the Business Service Center (BSC) from a proprietary operating system to an Open Source operating system at a total two-year cost of \$318,318.00.

In order to acquire a cost-effective, technical platform that offers the appropriate level of stability and support required to run the common ERP applications being developed, the BSC initiated a thorough analysis of the migration of mission critical applications from a proprietary operating system to an equivalent open source operating system. The BSC Infrastructure and capacity planning analysis considered and evaluated various types of server hardware and operating systems and selected the Oracle Enterprise Linux (OEL) and Oracle Virtual Machine (OVM) software from Oracle Corporation as the most cost effective and leading operating system that is supported with PeopleSoft Technology. Since this is Open Source software, the MTA does not pay licensing fees but does require annual maintenance support from Oracle. Oracle will provide full support for patches, fixes, etc.

The selection of Oracle LINUX as the operating system is aligned with the BSC's mission to generate cost savings as it offers the MTA: the same stability of Unix-based solutions; it utilizes the benefits of MTA Enterprise License Agreement with Oracle; MTA agency infrastructure already has Oracle Enterprise Linux (OEL) in production; and the BSC is already successfully running Oracle Linux/OVM in its development environment.

As a result of negotiations, the total cost of \$318,318.00 represents a negotiated savings of \$68,560.80 or 17.72 % savings compared to Oracle's original proposal of \$386,878.80 and \$171,402.00 or 35.0% off Oracle's published list price of \$489,720. Based on the above, the overall cost is considered fair and reasonable.

LIST OF PROCUREMENTS FOR BOARD APPROVAL, MAY 2010
COMPETITIVE PROCUREMENTS

METROPOLITAN TRANSPORTATION AUTHORITY

Procurements Requiring Majority Vote:

F. Personal Service Contracts

Staff Summaries required for items greater than: \$100K Sole Source; \$250K Other Non-Competitive, \$1M Competitive)

- 1-2. **AFT Projects at NYCT & MNR New Haven Line Stations.** AFT to provide technical design, fabrication, crating, storage, delivery and oversight of installation of project materials at the stations specified below:

Competitively negotiated – 300 proposals – 24 months. Fourth Avenue Line, R Train:

Amy Bennet, 86th Street Station – NYCT (Contract No. 10079 – \$100,000)

Competitively negotiated - 186 proposals – 24 months

Bernard Greenwald, Port Chester Station - MNR (Contract No. 10080 – \$100,000)

G. Miscellaneous Service Contracts

(Staff Summaries required for all items greater than: \$100K Sole Source; \$250K Other Non-Competitive; \$1M RFP; No Staff Summary required if Sealed Bid Procurement)

3. **NPA Computer, Inc.**

Computer Equipment Maintenance

\$420,209.46

Contract No. 09229-0100

(not-to-exceed)

Contract No. 09229-0200

Competitively negotiated – 5 proposals – 36 months

Contractor to provide labor, material and parts to provide preventive and routine maintenance of personal computer equipment, including full support for MAC/Apple at MTA Headquarters facilities, 341, 345, 347 Madison Avenue and 2 Broadway, and at remote MTAPD locations. For the Business Service Center, the contractor will provide services on an as-needed basis. The initial cost proposal submitted by NPA in the amount of \$874,800 for MTAHQ and MTAPD was negotiated down to \$349,992 for a savings of \$524,808 or 59.99%. The negotiated amount of \$349,992 is \$79,807.80 or 18.579% less than the base three-year current contract amount of \$429,799.80. NPA submitted a cost proposal for the Business Service Center in a not to exceed amount of \$100,553.48. This was negotiated down to \$70,217.46 for a savings of \$30,336.02 or 30.16%, therefore the negotiated not to exceed amount \$420,209.46 is considered fair and reasonable.

H. Modifications to Personal Service Contracts and Miscellaneous Service Contracts Awarded as Contracts for Services

(Approvals/Staff Summaries required for substantial change orders and change orders that cause original contract to equal or exceed monetary or durational threshold required for Board approval.)

4. **AFT Project**

\$78,500

(not-to-exceed)

Supplement No. 1 for fabrication, delivery and installation of lariat taper seating.

James Garvey, Wall Street Station – NYCT (Contract No. 06168-0100). The base contract included design only for \$19,500.

MAY 2010

MTA REAL ESTATE

LIST OF REAL ESTATE ACTION ITEMS FOR BOARD APPROVAL

ACTION ITEMS

MTA NEW YORK CITY TRANSIT

Reservation of Easement Rights and an Easement Agreement with Benjamin-Beechwood LLC for continuing operation of the Far Rockaway Branch of the New York City Subway System between Beach 67 Street to Beach 69 Street in Rockaway Peninsula, Queens, New York

MTA METRO-NORTH RAILROAD

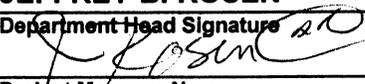
Lease Agreement with Cornelia Street Group Inc. d/b/a Murray's Cheese for the retail sale of high-quality and imported cheeses, charcuterie and artisan smoked and cured meats; Retail Spaces MKT-3,4,5,6,7, Grand Central Terminal, New York

Lease Agreement with Eli's Bread (Eli Zabar) Inc. d/b/a Eli's Bread for the retail operation of a locally-based bakery selling high-quality tenant-produced artisan bread, fine pastries and other bakery products; Retail Spaces MKT-15 and MKT-16, Grand Central Terminal, New York

Acquisition of temporary and permanent property interests to facilitate bridge replacement at Bridge Street over MTA Metro-North's Hudson Line in New Hamburg, Town of Poughkeepsie, New York

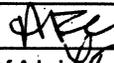
License agreement with Putnam County for the construction, operation and maintenance of bicycle and pedestrian paths on the Beacon and Putnam Line rights-of-way, Putnam County, New York

Staff Summary

Subject EASEMENT AGREEMENT
Department REAL ESTATE
Department Head Name JEFFREY B. ROSEN
Department Head Signature 
Project Manager Name MICHAEL T. THADATHIL

Date May 24, 2010
Vendor Name
Contract Number
Contract Manager Name
Table of Contents Ref #

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance Committee	4/26/10	X		
2	Board	4/28/10	X		

Internal Approvals			
Order	Approval	Order	Approval
	Executive Director	1	Legal 
4	Chief of Staff 		
3	Dep Exec Dir of Admin 		
2	Civil Rights		

Narrative	
AGENCY:	MTA New York City Transit ("NYCT")
GRANTOR:	Benjamin-Beechwood LLC ("Benjamin-Beechwood")
GRANTEE:	MTA New York City Transit
LOCATION:	Queens Block 15917 (Portion of ("p/o") Lot 1, Lot 14, and p/o Lot 18); Queens Block 15918 (p/o Lot 10 and p/o Lot 18).
ACTIVITY:	<ol style="list-style-type: none"> 1) Perpetual easement for the operation, maintenance, repair, and reconstruction of NYCT's existing "A Train" elevated railroad structure (the "Structure"), and appurtenances connected thereto, from Beach 67 Street to Beach 69 Street 2) Perpetual easement adjacent to the Structure, from Beach 67 Street to Beach 69 Street, for staging for maintenance, repair and reconstruction of the Structure and the signal tower at the 67th Street station.
ACTION REQUESTED:	Approval of terms
COMPENSATION:	One dollar, payment waived
COMMENTS:	<p>The City of New York recently sold for redevelopment certain property in Arverne, Queens that includes a portion of the Rockaway Freeway between Beach 67 Street and Beach 69 Street, which has been de-mapped.</p> <p>The proposed agreement will provide NYCT, its successors and assigns with (i) the right to continue to operate and maintain the Structure, including but not limited to providing access to the underside of the viaduct and support columns above and below the surface and providing access for workers, materials and equipment,</p>

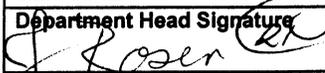
FINANCE COMMITTEE MEETING**Benjamin-Beechwood LLC ("Benjamin-Beechwood")/ Arverne by the Sea (Cont'd)****COMMENTS: (Cont'd)**

(ii) the ability to replace support columns and affix substations, cables and signs adjacent to or under the existing Structure, including extending the Structure beyond the footprint of the existing Structure and (iii) the right to add to and expand the area of use of the existing viaduct for purposes of passenger safety or convenience. The easement will extend to the air rights above the Structure. However, Benjamin-Beechwood will be permitted to use the surface under the Structure for parking. The easement also covers two stairways leading from the public streets to Beach 67 Street Station, one at Beach 67 Street and the other at Beach 69 Street.

In addition, Benjamin-Beechwood has agreed to grant to NYCT, and its successors and assigns, an additional easement covering a strip of land adjacent to the elevated structure on property that Benjamin-Beechwood intends to lease out. Such additional easement will provide NYCT with extra area to stage workers, equipment, and supplies maintenance, repair, and reconstruction of the Structure and a signal tower connected thereto.

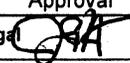
Based on the foregoing, MTA Real Estate requests authorization to enter into an easement agreement with Benjamin-Beechwood on the above-described terms and conditions above.

Staff Summary

Subject LEASE AGREEMENT
Department REAL ESTATE
Department Head Name JEFFREY B. ROSEN
Department Head Signature 
Project Manager Name NANCY MARSHALL

Date MAY 24, 2010
Vendor Name
Contract Number
Contract Manager Name
Table of Contents Ref #

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance Committee	5/24/10	X		
2	Board	5/26/10	X		

Internal Approvals			
Order	Approval	Order	Approval
	Executive Director	1	Legal 
3	Chief of Staff 		
2	Dep Exec Dir of Admin 		
	Civil Rights		

Narrative

AGENCY: MTA Metro-North Railroad ("Metro-North")

LESSEE: Cornelia Street Group Inc. d/b/a Murray's Cheese ("Murray's Cheese")

LOCATION: Retail Spaces MKT-3,4,5,6,7 and Storage Spaces BS-9 and BS-10

ACTIVITY: The retail sale of high-quality domestic and imported cheeses, charcuterie and artisan smoked and cured meats that will complement the quality and unique nature of the Grand Central Market

ACTION REQUESTED: Approval of terms

TERM: Ten years

SPACE: Approximately 1,045 sq. ft. of retail space and approximately 101 sq. ft. and 104 sq. ft. of storage space, respectively

COMPENSATION: Annual base rent plus 5% of gross sales over a breakpoint, as follows:

<u>Year</u>	<u>Annual Base Rent</u>	<u>PSF</u>	<u>Breakpoint</u>
1	\$235,125.00	\$225.00	\$4,702,500.00
2	\$242,178.75	\$231.75	\$4,843,575.00
3	\$249,444.11	\$238.70	\$4,988,882.20
4	\$256,927.44	\$245.86	\$5,138,548.80
5	\$264,635.26	\$253.24	\$5,292,705.20
6	\$272,574.32	\$260.84	\$5,451,486.30
7	\$280,751.55	\$268.66	\$5,615,030.80
8	\$289,174.09	\$276.72	\$5,783,481.70
9	\$297,849.32	\$285.02	\$5,956,986.40
10	\$306,784.79	\$293.57	\$6,135,695.80

STORAGE RENT: \$75.00 per sq. ft. per year increasing annually by 3%

MARKETING: \$10.00 per sq. ft. per year increasing annually by 3%

TRASH: \$9.00 per sq. ft. per year increasing annually by 5%

SECURITY: Three months minimum rent

INSURANCE: Standard

CONSTRUCTION PERIOD: 60 days

FINANCE COMMITTEE MEETING

Cornelia Street Group Inc. d/b/a Murray's Cheese (Cont'd)

COMMENTS:

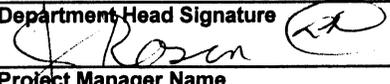
In response to a recent MTA Request for Proposals for Retail Spaces MKT-3,4,5,6,7, Grand Central Terminal, Murray's Cheese submitted the lone proposal.

Murray's Cheese is a New York-based brand specializing in the sale of high-quality cheeses and cured meats. Rob Kaufelt, the owner of Murray's Cheese has been operating in the Grand Central Market since 2002. Mr. Kaufelt has also been the operator of Murray's Real Salami in retail space MKT-16 since 2008. Mr. Kaufelt will surrender retail space MKT-16 in order to combine these two operations into one location, thereby enabling him to achieve operational efficiencies and stronger brand imaging. The rent proposed by Murray's Cheese met the estimated fair market rental value of the subject space, as determined by Williams Jackson Ewing. Moreover such rent exceeds by 100% the amount per sq. ft. that Murray's Cheese was paying under its old lease.

Murray's Cheese is exceptionally well-managed and is consistently the highest grossing tenant in the Market. In the eight years that Murray's Cheese has been in the Market, the store has typically experienced double-digit annual sales increases. Murray's Cheese has been cited in various publications including *Zagat Survey*, *Time Out NY*, *Martha Stewart Living*, *NY Magazine*, and *Condé Nast Traveler*. Murray's Cheese's excellent reputation and entrepreneurial spirit consistently contribute to a positive customer experience, while complementing the Market and its tenants.

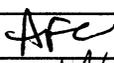
Based on the foregoing, MTA Real Estate requests authorization to enter into a lease agreement with Cornelia Street Group, Inc. d/b/a Murray's Cheese on the above-described terms and conditions.

Staff Summary

Subject LEASE AGREEMENT
Department REAL ESTATE
Department Head Name JEFFREY B. ROSEN
Department Head Signature 
Project Manager Name NANCY MARSHALL

Date MAY 24, 2010
Vendor Name
Contract Number
Contract Manager Name
Table of Contents Ref #

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance Committee	5/24/10	X		
2	Board	5/26/10	X		

Internal Approvals			
Order	Approval	Order	Approval
	Executive Director	1.	Legal 
3	Chief of Staff 		
2	Dep Exec Dir of Admin 		
	Civil Rights		

Narrative																																													
AGENCY:	MTA Metro-North Railroad ("Metro-North")																																												
LESSEE:	Eli's Bread (Eli Zabar) Inc. d/b/a Eli's Bread																																												
LOCATION:	Retail Spaces MKT-15 & MKT-16 and Storage Space BS-2																																												
ACTIVITY:	The retail operation of a locally-based bakery selling high-quality tenant-produced artisan bread, fine pastries and other bakery products that will complement the quality and unique nature of the Grand Central Market																																												
ACTION REQUESTED:	Approval of terms																																												
TERM:	Ten years																																												
SPACE:	Approximately 602 sq. ft. of retail space and approximately 122 sq. ft. of storage space																																												
COMPENSATION:	Annual base rent plus 8% of gross sales over a breakpoint, as follows:																																												
	<table border="1"> <thead> <tr> <th>Year</th> <th>Annual Base Rent</th> <th>PSF</th> <th>Breakpoint</th> </tr> </thead> <tbody> <tr><td>1</td><td>\$295,000.00</td><td>\$490.03</td><td>\$4,000,000.00</td></tr> <tr><td>2</td><td>\$300,900.00</td><td>\$499.83</td><td>\$4,080,000.00</td></tr> <tr><td>3</td><td>\$306,918.00</td><td>\$509.83</td><td>\$4,161,600.00</td></tr> <tr><td>4</td><td>\$313,056.00</td><td>\$520.03</td><td>\$4,244,832.00</td></tr> <tr><td>5</td><td>\$319,317.00</td><td>\$530.43</td><td>\$4,329,729.00</td></tr> <tr><td>6</td><td>\$325,704.00</td><td>\$541.04</td><td>\$4,416,323.00</td></tr> <tr><td>7</td><td>\$332,218.00</td><td>\$551.86</td><td>\$4,504,650.00</td></tr> <tr><td>8</td><td>\$338,862.00</td><td>\$562.89</td><td>\$4,594,743.00</td></tr> <tr><td>9</td><td>\$345,639.00</td><td>\$574.15</td><td>\$4,686,638.00</td></tr> <tr><td>10</td><td>\$352,552.00</td><td>\$585.63</td><td>\$4,780,371.00</td></tr> </tbody> </table>	Year	Annual Base Rent	PSF	Breakpoint	1	\$295,000.00	\$490.03	\$4,000,000.00	2	\$300,900.00	\$499.83	\$4,080,000.00	3	\$306,918.00	\$509.83	\$4,161,600.00	4	\$313,056.00	\$520.03	\$4,244,832.00	5	\$319,317.00	\$530.43	\$4,329,729.00	6	\$325,704.00	\$541.04	\$4,416,323.00	7	\$332,218.00	\$551.86	\$4,504,650.00	8	\$338,862.00	\$562.89	\$4,594,743.00	9	\$345,639.00	\$574.15	\$4,686,638.00	10	\$352,552.00	\$585.63	\$4,780,371.00
Year	Annual Base Rent	PSF	Breakpoint																																										
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SECURITY:	Three months minimum rent																																												
INSURANCE:	Standard																																												
CONSTRUCTION PERIOD:	60 days																																												

Staff Summary

FINANCE COMMITTEE MEETING

Eli's Bread (Eli Zabar) Inc. d/b/a Eli's Bread (Cont'd)

COMMENTS: (Cont'd)

In response to a recent MTA Request for Proposals ("RFP") for Retail Space MKT-15 and MKT-16, Grand Central Terminal, proposals were received from Eli's Bread (Eli Zabar) Inc. d/b/a Eli's Bread ("Eli's Bread") and Corrado 2000, Inc. d/b/a Corrado Bread & Pastry ("Corrado").

To enhance the reputation and quality of the Grand Central Market, the RFP stipulated that proposals must contemplate use of the subject space for the retail operation of a locally-based bakery selling high-quality tenant-produced artisan bread, fine pastries and other bakery products that will complement the quality and unique nature of the Grand Central Market. Corrado proposed to sell bread and bakery items purchased from third party vendors and thus did not satisfy such requirements. Consequently, in accordance with the Guidelines for Selection of Tenants for Grand Central Terminal, Corrado's proposal could have been deemed unresponsive and thus eliminated from further consideration by the Director of GCT Development. However, the Unadjusted Guaranteed Rent Amount proposed by Corrado (\$1,347,646) was in any case significantly lower than the Unadjusted Guaranteed Rent Amount of \$2,354,983 proposed by Eli's Bread.

Per the Guidelines for Selection of Tenants for Grand Central Terminal approved by the MTA Board in November 2009, Williams Jackson Ewing and Jones Lang LaSalle undertook independent technical evaluations of the proposals. The proposals were then evaluated by the Director of GCT Development taking into account the technical evaluations. The Guidelines set forth two evaluation criteria: Selection Criterion A, which accounts for 70% of the score, is designed to evaluate the direct economic value of a proposal; and Selection Criterion B, which accounts for 30% of the score is designed to evaluate the indirect benefit to the MTA. The scoring of the two proposals is as follows:

Scoring	A	B	C	D	E	F	G	H	I	J
	Unadjusted Guaranteed Rent Amount*	Guaranteed Rent Adjustment Factor**	Adjusted Guaranteed Rent Amount (AxB)	Unadjusted Percentage Rent Amount	Percentage Rent Adjustment Factor***	Adjusted Percentage Rent Amount (D*E)	Adjusted Total Rent Amount (C+F)	Selection Criterion A**** (0-70)	Selection Criterion B Score (0-30)	Total Selection Criteria Score (H+I)
Eli's Bread	2,354,983	1	\$2,354,983	\$0.00	0	\$0.00	\$2,354,983	70.0	30	100.0
Corrado	1,347,646	1	\$1,347,646	\$0.00	0	\$0.00	\$1,347,646	40.1	0	40.1

*Present value, calculated using 6% discount rate

**Guaranteed Rent Adjustment Factor: from 1.00 (no uncertainty about A) to as low as 0.50 (great uncertainty about A); however may be as low as 0 per Guidelines

***Percentage Rent Adjust Factor: as high as 0.50 (no uncertainty about D) to as low as zero (great uncertainty about D).

****Selection Criterion A Score: 70 multiplied by the ratio of the Adjusted Total Rent Amount for the proposer to the highest Adjusted Total Rent Amount (from column G)

The Eli's Bread proposal has the highest total selection Criteria Score, and because it also has the highest Unadjusted Guaranteed Rent Amount, the evaluation by Director of GCT Development is final. In additions, the rent proposed by Eli's Bread exceeds the estimated fair market rental value of the subject space, as determined by Williams Jackson Ewing.

Eli's Bread is owned and operated by Eli Zabar. Over the course of more than thirty years, Mr. Zabar's retail presence in New York City has grown to include the original E.A.T. on Madison Avenue, Eli's Bread, Eli's Vinegar Factory and Eli's Manhattan. Mr. Zabar proposes to operate a bakery in accordance with the stated use clause, selling his own full line of baked goods that are produced and delivered from his Manhattan production facility. Eli's Bread is a top tier New York-based artisanal bakery widely known for the highest quality baked goods, and for using fresh and local ingredients. The Eli's brand will add authenticity and prestige to the Market and is therefore expected to benefit other tenants in the Market.

Based on the foregoing, MTA Real Estate requests authorization to enter into a lease agreement with Eli's Bread on the above-described terms and conditions.

Staff Summary

Subject ACQUISITIONS
Department REAL ESTATE
Department Head Name JEFFREY B. ROSEN
Department Head Signature <i>J. Rosen</i>
Project Manager Name ANITA JHAMB

Date MAY 24, 2010
Vendor Name
Contract Number
Contract Manager Name
Table of Contents Ref #

Board Action					
Order	To	Date	Approval	Info	Other
1	CC/P/RE Committee	5/24/10	X		
2	Board	5/26/10	X		

Internal Approvals			
Order	Approval	Order	Approval
	Executive Director	2	Civil Rights
4	Chief of Staff <i>DFC</i>	1	Legal <i>CBK</i>
	Director of B&FM		
3	Dep Exec Dir of Admin <i>JK</i>		

Narrative

AGENCY: MTA Metro-North ("Metro-North")
LOCATION: Adjacent to Bridge Street, Town of Poughkeepsie, NY
ACTIVITY: Acquisition of property interests to facilitate bridge replacement

PARCELS:

Block / Lot	Address	Size (sq. ft.)	Grantor	Interest	Term	Compensation
7 / 547	15 Bridge Street	1,681	Town of Poughkeepsie	Fee	n/a	\$3,400
7 / 566	23 Main Street	2,135	Janice Perry Giardina	Temporary Easement	2 years	\$1,800
7 / 553	38 Bridge Street	668	Central Hudson Gas and Electric Corporation	Temporary Easement	2 years	\$580
7 / 531	15 Main Street	253	Dale S. Cunningham	Temporary Easement	2 years	\$310

ACTION REQUESTED: Approval of terms.

COMMENTS:

MTA Metro-North is currently in the design stage of a federally-funded project to replace the bridge over the Hudson Line at Bridge Street in the hamlet of New Hamburg in the Town of Poughkeepsie. Metro-North's engineering consultant identified three temporary easements and one fee acquisition required to support the reconstruction of the bridge. In October 2009, the Board approved a staff summary and resolution (attached) authorizing the RE department to prepare to acquire required property interests through negotiated purchase or condemnation. Subsequent to Board approval, appraisals were solicited for the three temporary easements and the one fee interest.

Offer letters for the appraised values of the required interests were mailed out to the owners. MTA Real Estate has received acceptance letters in response to all four offers and proposes to enter into agreements with the property owners subject to the terms described.

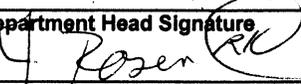
FINANCE COMMITTEE MEETING **Bridge Street Acquisitions (Cont'd)**

COMMENTS: (Cont'd)

The fee acquisition from the Town of Poughkeepsie will require a tax map revision, which the town has agreed to implement. The specified two-year term for each temporary easement is based on Metro-North's current construction plans. Should any of the temporary easements need to be extended, Metro-North will be entitled to do so on a month-to-month basis for additional compensation commensurate (on a pro-rated basis) with the compensation that is set forth above.

Based on the foregoing, MTA Real Estate requests authorization to enter into separate temporary easement agreements with Janice Perry Giardina, Central Hudson Gas and Electric Corporation and Dale S. Cunningham, respectively, and to enter into a purchase and sale agreement with the Town of Poughkeepsie, on the above-described terms and conditions.

Staff Summary

Subject LICENSE AGREEMENT
Department REAL ESTATE
Department Head Name JEFFREY B. ROSEN
Department Head Signature 
Project Manager Name ANITA JHAMB

Date MAY 24, 2010
Vendor Name
Contract Number
Contract Manager Name
Table of Contents Ref #

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance Committee	5/24/10	X		
2	Board	5/26/10	X		

Internal Approvals			
Order	Approval	Order	Approval
	Executive Director	1	Legal 
3	Chief of Staff 		
2	Dep Exec Dir of Admin 		
	Civil Rights		

Narrative

AGENCY: Metro-North Commuter Railroad ("Metro-North")

LICENSEE: Putnam County (the "County")

LOCATION: Portions of Metro-North's Beacon Line and a portion of the Putnam Line Spur, Putnam County, NY

ACTIVITY: Bike and pedestrian paths

ACTION REQUESTED: Approval of terms

TERM: Twenty years (subject to termination on 60 days notice)

SPACE: "Maybrook I" Section: 3.91 miles from Holmes Rd. to Route 164, Town of Patterson (approximately 206,448 sq. ft.)
 "Maybrook II" Section: 5.4 miles from Pumphouse Rd. to the Connecticut border, Village of Brewster (approximately 285,120 sq. ft.)
 "Putnam IV" Section: 0.9 miles from Putnam Ave. to Main Street, Village of Brewster (approximately 47,520 sq. ft.)

COMPENSATION: One dollar, payment waived for each agreement.

COMMENTS:

Putnam County currently licenses for a bike path most of the area covered by the Maybrook I section pursuant to a license agreement dating from 1997. The term of such license was recently extended by letter amendment, through December 31, 2019 to satisfy federal funding requirements. (Since 1997, the licensed area has been demarcated by a fence but not otherwise improved). The Putnam County Department of Planning, Development & Public Transportation has requested that a new license be granted for this Maybrook 1 section so that, subject to Metro-North plan approval, federally-funded construction may begin.

The County has also requested licenses to use the Maybrook II and the Putnam IV Section. The 5.4 mile Maybrook II pathway will be constructed in two phases, the initial phase being from Pumphouse Road to opposite Starr Ridge Road in Brewster, a distance of approximately 2.5 miles.

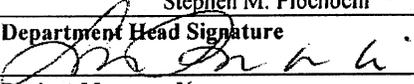
FINANCE COMMITTEE MEETING
Putnam County Bikepath (Cont'd)

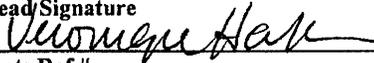
COMMENTS: (Cont'd)

The remainder of Maybrook II will be constructed in a second phase at a later date. The Putnam IV segment is approximately 0.9 miles in length and will include a bridge crossing over Metro-North's Brewster Yard and the Harlem Line tracks with a connection to the Maybrook II trail to the east.

Because the segments are slated to receive funding from separate sources, it has been requested that each segment be licensed via a separate agreement. Metro-North will reserve the right to access the paths for operating or any other corporate purpose.

Each segment is subject to final plan approval and coordination with Metro-North.

Subject Request for Authorization to Award Various Procurements					
Department Materiel Division - NYCT					
Department Head Name Stephen M. Plochochi					
Department Head Signature 					
Project Manager Name Rose Davis					
Board Action					
Order	To	Date	Approval	Info	Other
1	Committee	5/24/10			
2	Board	5/26/10			

May 7, 2010			
Department Law and Procurement - MTACC			
Department Head Name Veronique Hakim			
Department Head Signature 			
Table of Contents Ref #			
Internal Approvals			
	Approval		Approval
	President NYCT		President MTACC.
	Executive VP	X	Subways
X	Capital Prog. Management	X	Buses
	Law	X	Off. Of Civil Rights

Internal Approvals (cont.)							
Order	Approval	Order	Approval	Order	Approval	Order	Approval

PURPOSE:

To obtain approval of the Board to award various contracts and purchase orders, and to inform the NYC Transit Committee of these procurement actions.

DISCUSSION:

NYC Transit proposes to award Non-Competitive procurements in the following categories: NONE

MTACC proposes to award Non-Competitive procurements in the following categories: NONE

NYC Transit proposes to award Competitive procurements in the following categories:

Schedules Requiring Majority Vote

Schedule F: Personal Service Contracts	3	\$	8.9 M
Schedule H: Modifications to Personal/Miscellaneous Service Contracts	1	\$	1.2 M
Schedule I: Modifications to Purchase and Public Works Contracts	1	\$.3 M
Schedule L: Budget Adjustments to Estimated Quantity Contracts	1	\$	1.4 M
SUBTOTAL	6	\$	11.8 M

MTA Capital Construction proposes to award Competitive procurements in the following categories:

Schedules Requiring Majority Vote

Schedule H: Modifications to Personal/Miscellaneous Service Contracts	1	\$	1.0 M
SUBTOTAL	1	\$	1.0 M

NYC Transit proposes to award Ratifications in the following categories:

Schedules Requiring Majority Vote:

Schedule K: Ratification of Completed Procurement Actions:	2	\$	1.8 M
SUBTOTAL	2	\$	1.8 M

MTA Capital Construction proposes to award Ratifications in the following categories:

Schedules Requiring Majority Vote:

Schedule K: Ratification of Completed Procurement Actions	1	\$.6 M
SUBTOTAL	1	\$.6 M
TOTAL	10	\$	15.2 M

BUDGET IMPACT: The purchases/contracts will result in obligating NYC Transit and MTA Capital Construction Co. funds in the amounts listed. Funds are available in the current operating/capital budgets for this purpose.

RECOMMENDATION: That the purchases/contracts be approved as proposed. (Items are included in the resolution of approval at the beginning of the Procurement Section.)

BOARD RESOLUTION

WHEREAS, in accordance with Section 1265-a and 1209 of the Public Authorities Law and the All Agency Procurement Guidelines, the Board authorizes the award of certain non-competitive purchase and public work contracts, and the solicitation and award of request for proposals in regard to purchase and public work contracts; and

WHEREAS, in accordance with the All Agency Procurement Guidelines, the Board authorizes the award of certain non-competitive miscellaneous service and miscellaneous procurement contracts, certain change orders to purchase, public work, and miscellaneous service and miscellaneous procurement contracts, and certain budget adjustments to estimated quantity contracts; and

WHEREAS, in accordance with Section 2879 of the Public Authorities Law and the All-Agency Guidelines for Procurement of Services, the Board authorizes the award of certain service contracts and certain change orders to service contracts.

NOW, the Board resolves as follows:

1. As to each purchase and public work contract set forth in annexed Schedule A, the Board declares competitive bidding to be impractical or inappropriate for the reasons specified therein and authorizes the execution of each such contract.
2. As to each request for proposals (for purchase and public work contracts) set forth in Schedule B for which authorization to solicit proposals is requested, for the reasons specified therein, the Board declares competitive bidding to be impractical or inappropriate, declares it is in the public interest to solicit competitive request for proposals, and authorizes the solicitation of such proposals.
3. As to each request for proposals (for purchase and public work contracts) set forth in Schedule C for which a recommendation is made to award the contract, the Board authorizes the execution of said contract.
4. As to each action set forth in Schedule D, the Board declares competitive bidding impractical or inappropriate for the reasons specified therein, and ratifies each action for which ratification is requested.
5. The Board authorizes the execution of each of the following for which Board authorization is required: i) the miscellaneous procurement contracts set forth in Schedule E; ii) the personal service contracts set forth in Schedule F; iii) the miscellaneous service contracts set forth in Schedule G; iv) the modifications to personal/miscellaneous service contracts set forth in Schedule H; v) the contract modifications to purchase and public work contracts set forth in Schedule I; and vi) the modifications to miscellaneous procurement contracts set forth in Schedule J.
6. The Board ratifies each action taken set forth in Schedule K for which ratification is requested.
7. The Board authorizes the budget adjustments to estimated contracts set forth in Schedule L.

MAY 2010

LIST OF COMPETITIVE PROCUREMENTS FOR BOARD APPROVAL

Procurements Requiring Majority Vote:

Page

F. Personal Service Contracts

(Staff Summaries required for all items greater than: \$100K Sole Source; \$250K Other Non-Competitive; \$1M Competitive.)

1.	ATC Associates, Inc.	\$2,950,000.00 (Est.)	<u>Staff Summary Attached</u>	117
2.	The Louis Berger Group, Inc.	\$2,950,000.00 (Est.)	↓	
3.	Matrix New World Engineering, Inc.	\$2,950,000.00 (Est.)	↓	
<p>Seven Proposals - Three-year contracts, with one-year options Contract #s CM-1398, CM-1399 and CM-1400 Joint procurement of indefinite quantity contracts for supervision, air monitoring and support in connection with asbestos abatement and lead paint removal services.</p>				

H. Modifications to Personal Service Contracts and Miscellaneous Service Contracts Awarded as Contracts for Services

(Approvals/Staff Summaries required for substantial change orders and change orders that cause the original contract to equal or exceed the monetary or durational threshold required for Board approval.)

4.	International Business Machines Corporation (IBM)	\$1,154,415.00 (NTE)	<u>Staff Summary Attached</u>	119
<p>Contract # 03A8602-1.66 Modification to the contract to provide data center IT support service in order to provide hosting services for new hardware and equipment for the MTA-BSC's PeopleSoft Enterprise Resource Planning (ERP) environments.</p>				

I. Modifications to Purchase and Public Work Contracts

(Staff Summaries required for individual change orders greater than \$250K. Approval without Staff Summary required for change orders greater than 15% of the adjusted contract amount which are also at least \$50K.)

5.	Siemens Transit Technologies	\$303,000.00	<u>Staff Summary Attached</u>	120
<p>Contract # W-32652.99 Modification to the contract for an ATM Communications Network System, in order to re-route conduits and fiber-optic cables at the Bleeker St./Broadway Lafayette Station Complex.</p>				

MAY 2010

LIST OF COMPETITIVE PROCUREMENTS FOR BOARD APPROVAL

L. Budget Adjustments to Estimated Quantity Contracts

(Expenditures which are anticipated to exceed the lesser of \$250,000 or \$50,000 in the event such expenditures exceed 15% of the adjusted contract budget, including any contract modifications.)

6.	URS Corporation – New York Contract # CM-1350 November 19, 2008 – November 18, 2011	Original Amount: Prior Modifications: Prior Budgetary Increases: Current Amount: This Request: % of This Request to Current Amount: % of Modifications (including This Request) to Original Amount:	\$ 7,000,000 \$ 0 \$ 0 \$ 7,000,000 \$ 1,441,000 20.6% 20.6%
----	--	--	--

Discussion

This is a budget modification to add funding to an estimated quantity contract. This multi-agency indefinite quantity contract is for technical, environmental and engineering services for the Underground Storage Tank (UST) Program, including: field surveys and technical inspection, tank tightness testing, investigation and monitoring of soil and groundwater contamination, and remediation planning and design for both NYC Transit (\$5M) and MTAB (\$2M). The work is performed on a task order basis. URS Corporation will provide its services during the remediation of contaminated soil at the Mother Clara Hale Bus Depot site. The remediation of the contaminated soil is being performed under a separate construction/remediation contract and URS will perform construction oversight, implement a community air monitoring program (CAMP), and collect approximately 1,229 field samples for testing. Due to limited environmental staffing in this specialized field, CPM requires the services of URS during the remediation activities to fulfill the requirements of the Construction Quality Assurance/Construction Quality Control (CQA/CQC) program. URS' services for the CQA/CQC are estimated at \$711,000. Laboratory services for the geotechnical and chemical analyses are estimated at \$730,000. The remaining budget of CM-1350 (\$2,380,220) will not be sufficient to cover the CQA/CQC work and the remaining investigation and design work to be performed by URS under CM-1350 until its November 2011 expiration. The Department of Buses has provided funds to support this CQA/CQC program for the Mother Clara Hale Depot site.

LIST OF COMPETITIVE PROCUREMENTS FOR BOARD APPROVAL

Procurements Requiring Majority Vote:

Page

H. Modifications to Personal Service Contracts and Miscellaneous Service Contracts Awarded as Contracts for Services

(Approvals/Staff Summaries required for substantial change orders and change orders that cause the original contract to equal or exceed the monetary or durational threshold required for Board approval.)

- | | | |
|--|--------------------------------------|------------|
| <p>1. Parsons Brinckerhoff Quade & Douglas \$959,397.00 (NTE)
and Bovis Lend Lease LMB, Inc. (JV)
Contract # CM-1265.11</p> | <p><i>Staff Summary Attached</i></p> | <p>121</p> |
|--|--------------------------------------|------------|
- Modification to the contract for construction management services for the Fulton Street Transit Center, in order to add a new sub-consultant to perform scheduling work.

Staff Summary

Item Number 1-3					
Division & Division Head Name: Acting VP Materiel, Stephen M. Plochochi					
Division Head Signature & Date 					
Board Reviews					
Order	To	Date	Approval	Info	Other
Internal Approvals					
Order	Approval	Order	Approval		
1	Materiel <i>WD</i>	5	X System Safety		
2	X Law	6	<i>MB</i> EVP		
3	X Budget	7	President <i>TP</i>		
4	X Civil Rights	8			

SUMMARY INFORMATION	
Vendor Name	Contract Number
1) ATC Associates, Inc. 2) The Louis Berger Group, Inc. 3) Matrix New World Engineering, Inc.	CM-1398, CM-1399, CM-1400
Description IQ Consulting Contracts for the Supervision, Air Monitoring and Support in Connection with Asbestos Abatement & Lead Paint Removal Services (OSS)	
Total Amount Three contracts, \$2,950,000 each (estimated), including option	
Contract Term (including Options, if any) Three years plus one year option	
Option(s) included in Total Amount?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
Renewal?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
Procurement Type <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive	
Solicitation Type <input checked="" type="checkbox"/> RFP <input type="checkbox"/> Bid <input type="checkbox"/> Other:	
Funding Source <input type="checkbox"/> Operating <input checked="" type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other:	

I. PURPOSE/RECOMMENDATION

To obtain Board approval to award a joint New York City Transit (NYCT) and MTA Bus Company (MTABC) procurement for three Indefinite Quantity Contracts for the Supervision, Air Monitoring and Support in Connection with Asbestos Abatement & Lead Paint Removal Services for the Office of System Safety (OSS). The three contracts are: CM-1398 to ATC Associates, Inc., CM-1399 to The Louis Berger Group, Inc., and CM-1400 to Matrix New World Engineering, Inc. Each firm will be awarded a base contract for an estimated amount of \$2.2 million (\$2,000,000 for NYCT and \$200,000 for MTABC) within an overall budget of \$3 million in task orders to be issued over the contract term of 36 months. Each contract has an option for 12 months, estimated at \$750,000 (\$650,000 for NYCT and \$100,000 for MTABC). The total value including base and option is \$2,950,000 each. The Board is also requested to authorize the Assistant Chief Procurement Officer to approve the options.

II. DISCUSSION

This procurement was requested by OSS based on environmental and occupational safety concerns: Specifically, OSS needs asbestos and lead consulting services, including survey, design, abatement/disturbance monitoring in support of NYCT construction, renovation and demolition activities, including emergency response. The work will be performed at NYC Transit facilities located in the five boroughs of New York City. Work for MTABC will be performed in various bus depot locations.

The consultants will provide all staff, equipment and materials necessary to supervise, air monitor, survey, and support asbestos and lead removal activities throughout the various locations as required by OSS and/or MTABC on a task order basis. The consultants will first perform a survey of the site to determine if asbestos or lead is present. If asbestos is present, the IQ Asbestos Abatement Services contract (C-33288 and C-33130), approved by the March Board, will be utilized to remove asbestos. If lead is present, in-house staff typically performs the removal services. The consultants will be present during and after the removal of asbestos or lead to monitor and then insure that the site is free from any contamination.

These indefinite quantity contracts will be issued with an estimated total cost of \$2.2 million each; however, actual costs are not established until task orders are issued. The Consultants will be evaluated for task order assignments based on proposed costs, current work load and previous performance. NYCT/OSS and MTABC will both manage their own task orders and invoices.

In response to NYCT's advertisement, 16 consultants submitted the Qualification Packages. The packages were reviewed and evaluated in accordance with the Step 1 evaluation criteria of the RFP. After the review, seven of the 16 were found capable of performing the work and qualified for step 2. Nine firms were eliminated. The seven selected firms were ATC Associates, Inc. (ATC); Environmental Planning & Management, Inc. (EPM), Entech Engineering, P.C. (Entech), Liro Engineers, Inc. (Liro), The Louis Berger Group, Inc. (LBG), JLC Environmental Consultants, Inc. (JLC), and Matrix New World Engineering, Inc. (Matrix). In the second step, these seven firms were sent the RFP and asked to submit technical and cost proposals. The Selection Committee then reviewed the technical proposals based on evaluation criteria contained in the RFP and recommended that all seven firms be invited to make Oral Presentations.

After Oral Presentations, the Selection Committee recommended negotiations with four firms: ATC, EPM, LBG, and Matrix. These firms demonstrated a high level of understanding of NYCT's scope requirements, provided comprehensive details of their resources and have extensive experience in asbestos and lead monitoring services. Entech, Liro, and JLC were not recommended. Although these three firms appeared to be technically qualified, the Oral Presentations revealed flaws not evident previously in the qualification process. Ultimately these three firms failed to provide sufficient information to include them for negotiations.

Negotiations with ATC, EPM, LBG, and Matrix focused on the distribution of labor and hours, loaded hourly rates, lump sum tasks and out of pocket expenses including all the costs associated with laboratory work. All rates included profit and overhead costs. Best and Final Offers were received from all four firms and the Weighted Average Hourly Rates (WAHR) and totals were as follows:

Base (3 years)	ATC	Matrix	LBGI	EPM
WAHR	\$64.56	\$65.08	\$67.13	\$67.49
Total	\$1,782,589	\$1,751,943	\$1,589,578	\$1,800,635
Option (1 year)	ATC	Matrix	LBGI	EPM
WAHR	\$65.71	\$66.48	\$70.03	\$69.53
Total	\$586,525	\$575,623	\$531,966	\$597,554
Base + Option	ATC	Matrix	LBGI	EPM
WAHR	\$64.84	\$65.42	\$67.82	\$67.98
Total	\$2,369,114	\$2,327,567	\$2,121,544	\$2,398,188

Prices were compared to the NYCT estimate of \$2,950,000 (WAHR \$69.74). The in-house estimated number of hours was used for evaluation purposes. The BAFO prices were compared to the existing WAHR and existing contractual option year prices. The average WAHR of the three lowest firms is \$65.93, representing an annualized increase of 1.7% from the previous contracts. The Selection Committee reconvened, reviewed the BAFOs and unanimously selected ATC, LBG, and Matrix for award based on experience, proposed approach, project team and cost. The BAFOs are considered fair and reasonable by Procurement and OSS based on the estimate and the competitive nature of the RFP. EPM was not recommended because its pricing was the highest of the four. The option year pricing of ATC, LBG, and Matrix offered annual escalation of 0.89%, 2.14% and 1.07% respectively.

ATC is an incumbent under contract CM-1326 and has 14 years of experience with NYCT in these types of environmental engineering services and is currently performing similar services under contract CM-1318 ("On-Call" Asbestos and Lead Management Services for CPM) and CM-1378 (IQ Asbestos and Lead Environmental Services for federally funded projects). LBG has been in business for over 47 years and has extensive experience in providing lead and asbestos monitoring services. Prior experience with NYCT includes contracts CM-1182 (IQ Environmental, Engineering and Related Services for CPM) and CM-1175 (Supervision, Air Monitoring and Support of Asbestos/Lead Paint Removal Services for OSS). Matrix is a certified WBE and as a sub-consultant has extensive experience with NYCT and other MTA agencies such as B&T, MNR, and LIRR. Matrix is currently a sub-consultant to DMJM/ARUP on the Second Ave. Subway Line project conducting asbestos and lead-paint surveys and project designs. Reference checks were performed for all proposed awardees and revealed that their performance was satisfactory.

Background investigations and materials submitted by ATC and Matrix disclosed no "significant adverse information" (SAI) within the meaning of the All-Agency Responsibility Guidelines and were found fully responsible for award. However, information submitted by LBG was considered SAI and approval was obtained from NYCT and MTA Management in connection with an award approved by the April Board. As there has been no change in status, similar management approval has been sought for this award.

III. D/M/WBE INFORMATION

Goals for this project have been established at 0% Minority Business Enterprise (MBE) and 5% Women Owned Business Enterprise (WBE). Award will not be made until the Department of Diversity and Civil Rights' Goals are satisfied.

IV. CAPITAL PROGRAM REPORTING

This contract has been reviewed for compliance with the requirements of the 1986 legislation applicable to Capital Contract Awards and the necessary inputs have been secured from the responsible functional departments.

V. IMPACT ON FUNDING

These contracts are 100% MTA funded. Partial funding to initiate these awards is available under planning number SS02-6676 Project ID. T61606/03 for NYCT projects. OSS will secure funds for ongoing operations through periodic applications for WAR Certificates from which monies will be allocated to the consultants on a draw-down Task Order basis. MTABC will provide funding separately for their projects.

VI. ALTERNATIVES

Perform the work using in-house personnel. At this time NYCT/OSS and MTABC lack available personnel to perform this work.

Schedule H: Modifications to Personal & Miscellaneous Service Contracts



Item Number: 4

Vendor Name (& Location) International Business Machines Corp. (Albany, NY)	
Description Data Center IT Support Services	
Contract Term (including Options, if any) February 1, 2005 - May 31, 2013	
Option(s) included in Total Amount? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> n/a	
Procurement Type <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive	
Solicitation Type <input type="checkbox"/> RFP <input type="checkbox"/> Bid <input checked="" type="checkbox"/> Other: Modification	
Funding Source <input checked="" type="checkbox"/> Operating <input type="checkbox"/> Capital <input type="checkbox"/> Federal <input checked="" type="checkbox"/> Other: MTA-BSC	
Requesting Dept/Div & Dept/Div Head Name: Technology and Information Services, Sidney Gellineau	

Contract Number 03A8602-1	ASWO/Modification # 66
Original Amount:	\$ 65,228,757
Prior Modifications:	\$ 43,896,373
Prior Budgetary Increases:	\$ 0
Current Amount:	\$ 109,125,130
This request	\$ 1,154,415 (NTE)
% of This Request to Current Amount:	1.1%
% of Modifications (including This Request) to Original Amount:	69.1%

Discussion:

To recommend that the Board approve a modification to the existing Board approved, competitively-awarded, all-agency master contract with IBM that provides Data Center Support Services to all MTA Agencies. This Additional Services Work Order (ASWO) #66 will require IBM to provide hosting services for 65 new servers, a storage area network (SAN), and switches and firewalls purchased by the Business Service Center (BSC) to run the common ERP PeopleSoft applications being developed by the BSC. The cost of this modification includes the following:

\$ 357,339	Initial Startup
\$ 797,076	Hardware, Software & Maintenance
<u>\$1,154,415</u>	Total

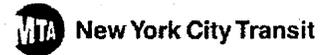
This amount is included in the BSC budget.

The work to be performed by IBM includes the purchase of certain hardware, software and maintenance, the development of a project plan and the transition of the 65 new physical servers with 234 virtual images to the Data Center. IBM is also required to provide technical services including Project Management, Network and Server Administration, as well as data backup in support of the PeopleSoft ERP environment move to the Data Center. The \$797K cost of the hardware, software and maintenance will be amortized over the 36 months remaining in the contract.

The BSC, NYC Transit and IBM engaged in numerous planning sessions, which led to various SOW changes and revised proposals. While the technical issues were being resolved over time, it became apparent that an agreement would not be finalized prior to the arrival of the BSC's hardware and equipment into the Data Center. In order to accommodate the arrival of the equipment and maintain BSC's PeopleSoft ERP Software implementation schedule, it became necessary to carve out pieces of the work on the critical path. To that end, two separate ASWOs were awarded to provide necessary preparation work and Network Services required for the installation of the equipment in the Data Center: ASWO #68 in the amount of \$274,495, which was approved by the March 2010 Board, and ASWO #71 in the amount of \$66,187. This ASWO # 66 is for the remainder of the work IBM is required to perform in order to host the BSC's PeopleSoft ERP Software environment at the Data Center. Additional monthly charges for steady state hosting of the servers will be incurred under unit price line items in the base contract. This amount is also included in the BSC budget.

Negotiations included clarification of responsibilities under the scope of work and benefited from labor rate discounts obtained via the Rapid Procurement Initiative. The final price is considered fair and reasonable.

Schedule I: Modifications to Purchase and Public Work Contracts



Item Number: 5

Vendor Name (& Location) Siemens Transit Technologies, Inc. (New York, NY)	
Description ATM Communications Network System for Subways "B" Division	
Contract Term (including Options, if any) December 30, 2004 – October 31, 2011	
Option(s) included in Total Amount? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> n/a	
Procurement Type <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive	
Solicitation Type <input type="checkbox"/> RFP <input type="checkbox"/> Bid <input checked="" type="checkbox"/> Other: Modification	
Funding Source <input type="checkbox"/> Operating <input checked="" type="checkbox"/> Capital <input checked="" type="checkbox"/> Federal <input type="checkbox"/> Other:	
Requesting Dept/Div & Dept/Div Head Name: Capital Program Management, Frederick E. Smith	

Contract Number W-32652	AWO/Modification # 99
Original Amount (including options):	\$ 183,896,184
Prior Modifications:	\$ 38,991,917
Prior Budgetary Increases:	\$ 0
Current Amount:	\$ 222,888,101
This Request:	\$ 303,000
% of This Request to Current Amount:	0.1%
% of Modifications (Including This Request) to Original Amount:	21.4%

Discussion:

This modification covers the relocation of existing fiber optic cable and conduit in the Bleecker Street/Broadway-Lafayette station complex. The contract ("ATM-B") provides for the furnishing and installation of an ATM network for Subways 'B' Division. This is the second of two contracts needed to build the new fiber optic system. The first contract ("SONET/ATM"), which was also awarded to Siemens, provides a core SONET network and an ATM network for Subways 'A' Division. When both contracts are complete, the network will handle PA/CIS, Automatic Train Supervision, Automatic Fare Collection, e-mail, facsimile, timekeeping, and phone communications, and more, for NYC Transit over one integrated fiber optic network controlled from the Rail Control Center. In 2003/2004, the existing cable and conduit was installed under the SONET/ATM contract. In 2005, NYC Transit determined the cable and conduit must be relocated, because they interfere with a new elevator and escalator to be installed under the Bleecker Street/Broadway-Lafayette station rehabilitation contract. It was decided the relocation work should not be included in the station rehabilitation contract, but should be performed by Siemens to preserve the fiber optic system warranty. The modification was not initiated in time to be performed under the SONET/ATM contract, but will be performed under the ATM-B contract, which also preserves the fiber optic system warranty. The modification covers furnishing and installing a new cable trough, disconnecting the existing fiber optic cable from the communications panels, removing the existing cable and conduit from the locations which interfere with the planned elevator and escalator, installing the fiber optic cable in the new trough, re-connecting approximately 280 feet of rerouted fiber optic cable to the communications cabinets, and testing the installation. The contractor's proposal was \$431,232; NYC Transit's estimate was \$289,100. After negotiations, the lump sum of \$303,000 was agreed upon and found to be fair and reasonable. A savings of \$128,232 was achieved.

Schedule H: Modifications to Personal & Miscellaneous Service Contracts



Item Number: 1

Vendor Name (& Location) Parsons Brinckerhoff Quade & Douglas and Bovis Lend Lease, a Joint Venture (New York, NY)	
Description Construction Consultant Management Services for FSTC	
Contract Term (including Options, if any) March 29, 2004 – June 30, 2014	
Option(s) included in Total Amount? <input type="checkbox"/> Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> n/a	
Procurement Type <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive	
Solicitation Type <input type="checkbox"/> RFP <input type="checkbox"/> Bid <input checked="" type="checkbox"/> Other: Modification	
Funding Source <input type="checkbox"/> Operating <input checked="" type="checkbox"/> Capital <input checked="" type="checkbox"/> Federal <input type="checkbox"/> Other:	
Requesting Dept/Div & Dept/Div Head Name: MTA Capital Construction, Michael Horodniceanu	

Contract Number	AWO/Modification #
CM-1265	11
Original Amount:	\$ 18,972,397
Prior Modifications:	\$ 23,797,480
Prior Budgetary Increases:	\$ 0
Current Amount:	\$ 42,769,877
This Request:	\$ 959,397 (NTE)
% of This Request to Current Amount:	2.2%
% of Modifications (including This Request) to Original Amount:	130%

Discussion:

This modification is for the addition of a sub-consultant, A.G. Consulting Engineering P.C., (Disadvantaged Business Enterprise) to perform scheduling work for the remaining term of the Fulton Street Transit Center (FSTC) Project. The base contract is for overall consultant construction management (CCM) services for the FSTC. The services required include: schedule review and approval of contractor furnished baseline schedules and monthly updates; critical path analysis; review and approval of staffing; review and approval of cost and resource loading; preparation and maintenance of the program master schedule along with relevant interface milestones. The FSTC Construction Contract Package 4 was previously divided into six smaller contract packages to obtain more competitive bids which also extended the overall construction schedule. The November 2009 Board approved Modification #10 and extended the PB CCM services for 54 months to June 30, 2014 and addressed the additional effort associated with the revised packaging plan. However, this modification did not provide for the CCM to perform any scheduling related services, since this work was being done by a staff member from a different consultant for MTACC. Subsequently, the staff member providing scheduling services to MTACC for this project departed and suitable in-house replacements have not been found. Given the complexity of the various construction contracts, the scheduler is a key position for the overall success of the project. An extensive search was conducted and a suitable replacement was identified from A.G. Consulting. This modification will provide a Senior Scheduler to perform scheduling work for the remaining term of the FSTC Project or for 49 months. A request for proposal was issued on February 9, 2010. PB/Bovis JV's initial proposal was \$1,047,286; MTACC's estimate was \$1,012,467. Following negotiations, PB/Bovis submitted a revised proposal of \$959,397. The final price of \$959,397 is 5% lower than the MTACC estimate and the hourly rate is 28% less than the prior scheduler. PB/Bovis will receive no markup on this fee and the entire amount paid under this modification will be for the DBE sub-consultant. The final price has been found to be fair and reasonable.

MAY 2010

LIST OF RATIFICATIONS FOR BOARD APPROVAL

Procurements Requiring Majority Vote:

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K. Ratification of Completed Procurement Actions (Involving Schedule E-J)

(Staff Summaries required for items requiring Board approval.)

1.	Judlau Contracting, Inc. Contract #C-34763.12	\$1,000,000.00	<i><u>Staff Summary Attached</u></i>	123
	Modification to the contract for the rehabilitation of the Culver Line Viaduct, in order to remove loose concrete from the underside of the structural deck, and remove and replace protective netting.			
2.	Welsbach Electric Corporation Contract #P-36248/P-36313.95	\$769,000.00	<i><u>Staff Summary Attached</u></i>	124
	Modification to the contract for the rehabilitation of the Dyckman Substation, in order to replace 50 feet of positive duct banks.			

Schedule K: Ratification of Completed Procurement Actions

Item Number: 1

Vendor Name (& Location) Judlau Contracting, Inc. (College Point, NY)
Description Rehabilitation of the Culver Line Viaduct
Contract Term (including Options, if any) March 5, 2009 – February 13, 2013
Option(s) included in Total Amount? <input type="checkbox"/> Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> n/a
Procurement Type <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive
Solicitation Type <input type="checkbox"/> RFP <input type="checkbox"/> Bid <input checked="" type="checkbox"/> Other: Modification
Funding Source <input type="checkbox"/> Operating <input checked="" type="checkbox"/> Capital <input checked="" type="checkbox"/> Federal <input type="checkbox"/> Other:
Requesting Dept/Div & Dept/Div Head Name: Capital Program Management, Frederick E. Smith

Contract Number C-34763	AWO/Modification # 12
Original Amount:	\$ 178,800,000
Prior Modifications:	\$ 349,000
Prior Budgetary Increases:	\$ 0
Current Amount:	\$ 179,149,000
This Request:	\$ 1,000,000
% of This Request to Current Amount:	0.6%
% of Modifications (including This Request) to Original Amount:	0.8%

Discussion:

This retroactive modification is for the removal and replacement of protective netting under the Culver Avenue Line Viaduct. The contract is for the partial rehabilitation of the Viaduct, including: installation of new track, switches, signals and a signal room; repair of truss steel; rehabilitation of the viaduct’s concrete deck, installation of a new deck waterproofing membrane; and improvement of the deck drainage system. The Culver Line Viaduct was built in 1930 to carry the ‘F’ and ‘G’ Lines over the Gowanus Canal and local streets in Brooklyn. The overall project to rehabilitate the viaduct consists of three phases. Since the underside of the viaduct was deteriorating, the first phase consisted of a contract issued in 1998, which installed protective netting to catch pieces of concrete that come loose and fall. The protective netting is a two-net system: fine mesh “debris” netting is the first line of defense, to catch all falling pieces of concrete; coarse-mesh “safety” netting is the second line of defense, to protect in the event the debris netting gives way. The subject contract is the second phase. The third and final phase will, based on availability of funds, consist of one or more contracts to remove the protective netting and rehabilitate the underside of the viaduct. The initial third phase contract is in design with award projected for the end of 2010. The subject, second phase contract work is limited to the upper side of the viaduct, except for the improvement of the drainage system, which requires the contractor to cut entirely through the concrete deck slab and install new drainage piping through the deck to grade level. Therefore, in the drainage locations only, the contract requires the contractor to remove the protective netting as needed to perform the drainage improvement work and to reinstall it upon completion of that work. This modification is required for two reasons. First, in the drainage locations, the contract requires the contractor to provide new “debris” netting but to reuse the existing “safety” netting. However, NYC Transit determined that the “safety” netting in the drainage areas has deteriorated to the extent that it, too, must be replaced. Accordingly, this modification provides for the furnishing of approximately of 84,000 square feet of new “safety” netting, which the contractor will install in lieu of reinstalling the old “safety” netting. Second, NYC Transit determined that the underside of the viaduct in other locations also shows increased deterioration and the protective netting there must be replaced. Accordingly, the modification provides for furnishing and installation approximately 90,000 square feet of new “safety” and “debris” netting in those locations and removal of the old netting. The modification also covers associated work, including the closing of gaps in existing netting, the removal of loose concrete, and maintaining and protecting affected areas below the work areas. Following changes to the scope of work, the contractor submitted a revised proposal of \$1,197,846. NYC Transit’s revised estimate was \$1,058,000. Following negotiations, the lump sum of \$1,000,000 was agreed upon and found to be fair and reasonable. Savings of \$197,846 were achieved through scope revisions and negotiations. Given the safety issues involved, CPM authorized the contractor to proceed with the work as of February 16, 2010. This authorization was later ratified by the SVP & Chief Engineer. Upon completion of this modification, approximately 68% of the old netting will have been replaced with new netting, addressing all known deteriorated areas.

Schedule K: Ratification of Completed Procurement Actions



Item Number: 2

Vendor Name (& Location) Welsbach Electric, Corp. (College Point, NY)	Contract Number P-36248/P-36313	AWO/Modification # 95
Description Rehabilitation of Dyckman Substation and Replacement of XFMR – 73 rd Street Substation	Original Amount:	\$ 19,822,084
Contract Term (including Options, if any) April 24, 2007 – April 24, 2010	Prior Modifications:	\$ 2,394,043
Option(s) included in Total Amount? <input type="checkbox"/> Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> n/a	Prior Budgetary Increases:	\$ 0
Procurement Type <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive	Current Amount:	\$ 22,216,127
Solicitation Type <input type="checkbox"/> RFP <input type="checkbox"/> Bid <input checked="" type="checkbox"/> Other: Modification	This Request:	\$ 769,000
Funding Source <input type="checkbox"/> Operating <input checked="" type="checkbox"/> Capital <input checked="" type="checkbox"/> Federal <input type="checkbox"/> Other:	% of This Request to Current Amount:	3.5%
Requesting Dept/Div & Dept/Div Head Name: Capital Program Management, Frederick E. Smith	% of Modifications (including This Request) to Original Amount:	16.0%

Discussion:

This retroactive modification is for the replacement of 50 feet of positive duct bank and to extend the contractor’s time for substantial completion from April 24, 2010 to August 5, 2010. The contract is for the rehabilitation of Dyckman Substation and the replacement of a transformer. The contractor is required to furnish and install a new DC Line Up (switch gear and circuit breakers) in the Dyckman Substation. The substation and Circuit Breaker House #501 on the ‘A’ Line are connected by positive and negative power cables that run underground through duct banks. The power cables and duct banks were installed in about 1900. The positive cable bank contains 12 ducts. At time of this contract award, only 6 ducts contained positive cables and 6 were empty. NYC Transit is removing the 6 old cables and installing 8 new cables in the duct bank, leaving 4 ducts empty. NYC Transit employees successfully replaced 2 positive cables, but could not install others, because the empty ducts needed for further installations were obstructed. In July 2009, a modification was issued to the contractor for \$85,600 to clean all the ducts with high pressure water and vacuuming. That operation did not succeed in clearing obstructions from the empty ducts, but helped pinpoint the problem to a 50 foot section of collapsed duct bank. The duct bank in that location must be replaced. The modification calls for the following: barricading of a 70 foot section of parking lane and sidewalk; excavation of a 70 foot section directly above the duct banks; hand excavation of a 50 foot section down to level the damaged duct banks; temporary support of all the existing utilities; hand chipping of 12 terra cotta clay duct banks; installation of new terra cotta clay ducts; encasement of new ducts in concrete; and backfill and street restoration. The contractor submitted a revised proposal of \$769,044. NYC Transit’s revised estimate was \$753,000. The lump sum of \$769,000 was agreed upon and is considered fair and reasonable. On March 29, 2010, the Chief Engineer approved a retroactive waiver and the contractor was directed to proceed on March 31, 2010, so that excavation and coordination with Con Ed’s utility relocation could begin. This additional work requires an extension of time. Agreement was reached to extend the substantial completion date by 72 excusable and impactable working days to August 5, 2010. It is expected that impact cost will be well under Board approval threshold and will be processed as a separate change order.

MAY 2010

LIST OF RATIFICATIONS FOR BOARD APPROVAL

Procurements Requiring Majority Vote:

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K. Ratification of Completed Procurement Actions (Involving Schedule E-J)

(Staff Summaries required for items requiring Board approval.)

- | | | | |
|---|---------------------|--------------------------------------|------------|
| 1. E.E. Cruz and Tully Construction Company, JV, LLC
Contract #C-26005.8 | \$625,000.00 | <i><u>Staff Summary Attached</u></i> | 126 |
|---|---------------------|--------------------------------------|------------|
- Modification to the contract for civil, structural, and utility relocation portion of the Second Avenue Subway, 96th Street Station construction project, in order to perform additional instrumentation and monitoring between 93rd and 97th Streets.

Schedule K: Ratification of Completed Procurement Actions



Item Number: 1

Vendor Name (& Location) E.E. Cruz and Tully Construction Company, JV (Holmdel, NJ)	
Description Civil, structural, and utility relocation of the Second Avenue Subway route – 96 th Street Station	
Contract Term (including Options, if any) May 28, 2009 – April 29, 2013	
Option(s) included in Total Amount? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> n/a	
Procurement Type <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive	
Solicitation Type <input type="checkbox"/> RFP <input type="checkbox"/> Bid <input checked="" type="checkbox"/> Other: Modification	
Funding Source <input type="checkbox"/> Operating <input checked="" type="checkbox"/> Capital <input checked="" type="checkbox"/> Federal <input type="checkbox"/> Other:	
Requesting Dept/Div & Dept/Div Head Name: MTA Capital Construction, Michael Horodniceanu .	

Contract Number C-26005	AWO/Modification # 8
Original Amount:	\$ 325,000,000
Prior Modifications:	\$ 798,834
Prior Budgetary Increases:	\$ 0
Current Amount:	\$ 325,798,834
This Request:	\$ 625,000
% of This Request to Current Amount:	0.2%
% of Modifications (including This Request) to Original Amount:	0.4%

Discussion:

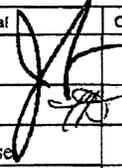
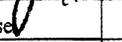
This modification is to add additional instrumentation to monitor building movements adjacent to the excavation work site. This contract is for civil, structural, and utility relocation work for the new 96th Street Station in the Second Avenue Subway project. The work includes open cut excavation for the Station, from 95th to 97th Streets. This is the second of 10 contracts planned for Phase 1 of the project. The first contract, awarded in 2007 for bored tunnels deep underground from 63rd to 92nd Streets, also includes open cut excavation for the Tunnel Boring Machine launch box between 91st and 95th Streets. Both contracts were solicited and awarded with similar specifications with respect to safeguarding existing buildings adjacent to any open cut excavation work. As excavation work advanced, the first contract was modified to provide additional building monitoring and instrumentation to ensure that excavation did not cause excessive vibration or settling of adjacent buildings. As a lesson learned from that contract, MTACC will take the same precautions on the subject contract. Generally, this means additional instrumentation for the older brownstone buildings, which are inherently more fragile than modern buildings. Under this modification, the contractor will provide the furnishing, installation and monitoring of instrumentation, including tilt sensors, deformation monitors, seismographs, data loggers, point-to-point communication devices (including cell phones and radios), inclinometers, vibrating wire piezometers. The contractor submitted an initial proposal of \$775,232. MTACC's estimate was \$585,328. Following negotiations, the lump sum of \$625,000 was agreed upon and is considered fair and reasonable. Savings of \$150,232 were achieved.

Staff Summary

Subject Requests for Authorization to Award Various Procurements
Department MTA Bus Company/Long Island Bus/NYCT Department of Buses
Department Head Name Thomas Del Sorbo
Department Head Signature 
Project Manager Name James Curry

Date May 7, 2010
Vendor Name N/A
Contract Number N/A
Contract Manager Name N/A
Table of Contents Ref #

Board Action					
Order	To	Date	Approval	Info	Other
1	Committee	5/24/10	X		
2	Board	5/26/10	X		

Internal Approvals			
Order	Approval	Order	Approval
3	President 		
2	Executive VP 		
1	General Counsel 		

PURPOSE:

To obtain (i) approval of the Board to award various contracts/contract modifications and purchase orders, as reviewed by the MTA Bus Operations Committee, and (ii) ratification of the procurements listed below.

DISCUSSION:

MTA Bus Company proposes to award Non-Competitive procurements in the following categories:

None

Long Island Bus proposes to award Non-Competitive procurements in the following categories:

None

NYC Transit Department of Buses proposes to award Non-Competitive procurements in the following categories:

<u>Schedules Requiring Two Thirds Vote</u>	<u># of Actions</u>	<u>\$ Amount</u>
Schedule A: Non-Competitive Purchases and Public Work Contracts	1	\$18.05M
<u>Schedules Requiring Majority Vote</u>	<u># of Actions</u>	<u>\$ Amount</u>
Schedule H: Modifications to Personal/Miscellaneous Service Contracts	1	\$1.40M
Subtotal Non-Competitive	2	\$19.45M

MTA Bus Company proposes to award Competitive procurements in the following categories:

None

Long Island Bus proposes to award Competitive procurements in the following categories:

None

NYC Transit Department of Buses proposes to award Competitive procurements in the following categories:

None

	<u># of Actions</u>	<u>\$ Amount</u>
Subtotal Competitive	0	\$0.00M

MTA Bus Company seeks Ratifications in the following categories:

None

Long Island Bus seeks Ratifications in the following categories:

None

NYC Transit Department of Buses seeks Ratifications in the following categories:

None

	<u># of Actions</u>	<u>\$ Amount</u>
Subtotal Ratifications	0	\$0.00M

Total all procurement actions	2	\$19.45M
--------------------------------------	----------	-----------------

BUDGET IMPACT: the purchase/contracts will result in obligating MTA funds in the amount listed. Funds are available in the current operating budgets of the respective agencies for this purpose.

RECOMMENDATION: That the purchases/contracts be approved as proposed.

MTA Bus Company
BOARD RESOLUTION

WHEREAS, in accordance with Section § 1265-a and § 1209 of the Public Authorities Law and the All-Agency Procurement Guidelines, the Board authorizes the award of certain non-competitive purchase and public work contracts, and the solicitation and award of requests for proposals in regard to purchase and public work contracts; and

WHEREAS, in accordance with the All-Agency Procurement Guidelines, the Board authorizes the award of certain non-competitive miscellaneous service and miscellaneous procurement contracts, certain change orders to purchase, public work, and miscellaneous service and miscellaneous procurement contracts, and certain budget adjustments to estimated quantity contracts; and

WHEREAS, in accordance with Section § 2879 of the Public Authorities Law and the All-Agency Guidelines for Procurement of Services, the Board authorizes the award of certain service contracts and certain change orders to service contracts.

NOW, upon the recommendation of the Executive Director, the Board resolves as follows:

1. As to each purchase and public work contract set forth in annexed Schedule A, the Board declares competitive bidding to be impractical or inappropriate for the reasons specified therein and authorizes the execution of each such contract.
2. As to each request for proposals (for purchase and public work contracts) set forth in Schedule B for which authorization to solicit proposals is requested, for the reasons specified therein, the Board declares competitive bidding to be impractical or inappropriate, declares it is in the public interest to solicit competitive request for proposals.
3. As to each request for proposals (for purchase and public work contracts) set forth in Schedule C for which a recommendation is made to award the contract, the Board authorizes the execution of said contract.
4. As to each action set forth in Schedule D, the Board declares competitive bidding impractical or inappropriate for the reasons specified therein, and ratifies each action for which ratification is requested.
5. The Board authorizes the execution of each of the following for which Board authorization is required: i) the miscellaneous procurement contracts set forth in Schedule E; ii) the personal service contracts set forth in Schedule F; iii) the miscellaneous service contracts set forth in Schedule G; iv) the modifications to personal/miscellaneous service contracts set forth in Schedule H; v) the contract modifications to purchase and public work contracts set forth in Schedule I; and vi) the modifications to miscellaneous procurement contracts set forth in Schedule J.
6. The Board ratifies each action taken set forth in Schedule K for which ratification is requested.
7. The Board authorizes the budget adjustments to estimated contracts set forth in Schedule L.

MAY 2010

NYC Transit Department of Buses

Page

LIST OF NON-COMPETITIVE PROCUREMENTS FOR BOARD APPROVAL

Procurements Requiring Two Thirds Vote:

A. Non-Competitive Purchases and Public Work Contracts

(Staff Summaries required for all items greater than: \$100K Sole Source; \$250K Other Non-Competitive.)

Note – in the following solicitations, NYC Transit attempted to secure a price reduction. No other substantive negotiations were held except as indicated for individual solicitations.

- | | | | | |
|----|---|---------------------|----------------------------|-----|
| 1. | Daimler Buses North America, Inc.
Sole Source – Three-year omnibus
Multi-agency omnibus approval request for inventory and non-inventory bus parts. | \$18,050,000 (Est.) | <u>Schedule A Attached</u> | 131 |
|----|---|---------------------|----------------------------|-----|

Procurements Requiring Majority Vote:

H. Modifications to Personal Service Contracts and Miscellaneous Service Contracts Awarded as Contracts for Services

(Approvals/Staff Summaries required for substantial change orders and change orders that cause the original contract to equal or exceed the monetary or durational threshold required for Board approval.)

- | | | | | |
|----|--|-------------|----------------------------|-----|
| 2. | Clever Devices
Contract # B-40642.2
Modification to the contract for an Intelligent Vehicle Network (IVN) on MCI buses, for the provision and installation of new depot equipment at 126 th Street and to add hardware repair and support for IVN equipped buses. | \$1,406,132 | <u>Schedule H Attached</u> | 132 |
|----|--|-------------|----------------------------|-----|

Schedule A: Non-Competitive Purchases and Public Work Contracts



Item Number: 1

Vendor Name (& Location) Daimler Buses North America, Inc. (Oriskany, NY)
Description Purchase of inventory and non-inventory replacement bus parts
Contract Term (including Options, if any) Three years
Option(s) included in Total Amount? <input type="checkbox"/> Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> n/a
Procurement Type <input type="checkbox"/> Competitive <input checked="" type="checkbox"/> Non-competitive
Solicitation Type <input type="checkbox"/> RFP <input type="checkbox"/> Bid <input checked="" type="checkbox"/> Other: Omnibus Sole Source Approval

Contract Number NONE	Renewal? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
Total Amount:	
NYC Transit	\$12,500,000
MTAB	\$5,100,000
LIB	\$450,000
	\$18,050,000 (Est.)
Funding Source <input checked="" type="checkbox"/> Operating <input type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other:	
Requesting Dept/Div & Dept/Div Head Name: Division of Materiel, Stephen M. Plochochi	

Discussion:

This is a multi-agency omnibus approval request for items identified as obtainable only from Daimler Buses North America, Inc. (DBNA) and will eliminate the need to advertise and prepare individual procurement staff summaries for Board approval for each procurement over the \$15,000 small purchase threshold. There is no obligation to generate any purchase orders pursuant to an omnibus approval. There are approximately 11,700 items for NYC Transit, MTA Bus Company (MTAB) and Long Island Bus (LIB) covered by this approval for the purchase of replacement bus parts supplied by DBNA. These items are identified as obtainable only from DBNA for the following reasons: sole pre-qualified source on the QPL, and not available from any distributors or other sources; publicly advertised within a twelve month period without an acceptable alternate supplier; or proprietary to DBNA. These items are advertised a minimum of once every twelve months to seek competition. In November 2007, the Board granted the current NYC Transit omnibus approval for \$8,500,000, and in July 2009 the Board granted the current MTAB omnibus approval for \$2,500,000, both of which expire December 2010. The estimated amount is based on forecasts and projections for upcoming requirements for NYC Transit, MTAB and LIB. It is expected that the amount requested under this omnibus approval will be sufficient to cover the material requirements for the next three years. A price analysis was performed on previously purchased sole-source items purchased by NYC Transit under its current approval and found that the weighted average price increased by 11.2% per year over three years. With the exclusion of two items that had significant price increases due to the transition from being manufactured at greater quantities to support the production of new buses and aftermarket sales, to being manufactured at a smaller scale to support the aftermarket only, coupled with increases in materials and manufacturing costs, the overall annual weighted price represents an increase of 3.4%. A review of the Producer Price Indices (PPI) of similar items within the last three years indicates an annual increase of 1.4% to 5.5%. Each item released from this omnibus approval will be subject to a price analysis and Procurement will determine whether the price offered is fair and reasonable.

Schedule H: Modifications to Personal & Miscellaneous Service Contracts



Item Number: 2

Vendor Name (& Location) Clever Devices (Plainview, NY)	
Description Purchase and installation of an Intelligent Vehicle Network (IVN) on MCI buses	
Contract Term (including Options, if any) March 19, 2009 – December 31, 2010	
Option(s) included in Total Amount? <input type="checkbox"/> Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> n/a	
Procurement Type <input type="checkbox"/> Competitive <input checked="" type="checkbox"/> Non-competitive	
Solicitation Type <input type="checkbox"/> RFP <input type="checkbox"/> Bid <input checked="" type="checkbox"/> Other: Modification	
Funding Source <input checked="" type="checkbox"/> Operating <input checked="" type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other:	
Requesting Dept/Div & Dept/Div Head Name: Department of Buses, Joseph Smith	

Contract Number B-40642	AWO/Modification # 2
Original Amount:	\$ 1,021,180
Prior Modifications:	\$ 0
Prior Budgetary Increases:	\$ 0
Current Amount:	\$ 1,021,180
This Request:	\$ 1,406,132
% of This Request to Current Amount:	137.7%
% of Modifications (including This Request) to Original Amount:	137.7%

Discussion:

This modification is for the purchase of Clever Devices' Intelligent Vehicle Network (IVN) depot equipment for 126th Street Depot, 20 mobile diagnostic kits, the addition of a repair and return program, on site technical services and the extension of the term for an additional year to December 31, 2011. IVN was originally purchased by NYC Transit and the MTA Bus Company in 2008, in order to address concerns associated with the active high temperature regeneration exhaust process being used on buses purchased from both Motor Coach Industries (MCI) and Daimler Buses North America (DBNA). EPA 2007 and later model diesel engines will generate high exhaust temperatures and as such NYCT has opted to use IVN to disable and enable the regeneration process. IVN will also be used to collect and upload diagnostic status data from key subsystems when the buses return to the depot. The depot equipment is required to monitor the recently purchased, IVN equipped, 60-foot articulated NOVA buses assigned to 126th Street Depot. The 20 mobile diagnostic kits are required to provide the depots with the ability to evaluate the health and diagnose problems with the on-bus IVN units. The repair and return program and the on site technical services are required to address the expiring hardware warranties of the IVN systems, previously provided by DBNA on 850 Low-Floor Diesel-Electric Hybrid Buses as well as on 41 MCI Over-the-Road Buses for which the IVN equipment was purchased and installed under this contract. Negotiations for this modification began in August 2009, prior to the first IVN units coming out of warranty.

As part of the ongoing negotiations, Clever Devices was required to provide their cost information to NYC Transit for review by the MTA's Internal Audit group. As a result of Internal Audit's findings, NYC Transit and Clever Devices have come to a pricing agreement whereby pricing will remain firm pending the results of a more detailed certified third party audit conducted in accordance with Federal Acquisition Regulation standards.

Clever Devices' initial proposal was for \$1,451,157.65; subsequent to these negotiations, their proposal has been reduced by \$45,025.64 to \$1,406,132, a savings of 3.1%. The price for the Depot equipment is \$528,931, the price for the 20 mobile on-board diagnostic kits is \$45,920, the estimated price for the repair and return portion is \$635,041 and the estimated price for the on site technical services is \$196,720.

Clever Devices is the manufacturer of the hardware and software and does not have any authorized agents that can provide the required items or services. Future modifications to this contract will be brought before the Board to extend depot and bus equipment software maintenance coverage.

Subject Request for Authorization to Award Various Procurements

Department Procurement and Material Management

Department Head Name Anthony J. Bombace, Jr.

Department Head Signature *[Signature]*

Project Manager Name

Date May 7, 2010

Vendor Name Various

Contract Number Various

Contract Manager Name Various

Table of Contents Ref #

Board Action

Order	To	Date	Approval	Info	Other
1	MNR/LIRR Comm Mtg	5-24-10			
2	MTA Board Mtg	5-26-10			

Internal Approvals

Approval	Approval
X <i>[Signature]</i> President	Budget
X <i>[Signature]</i> Sr. VP Operations	Capital Programs
X <i>[Signature]</i> Sr. VP Administration	Engr/Const
X <i>[Signature]</i> VP Finance & IT	X <i>[Signature]</i> Chief of Staff

Internal Approvals (cont.)

Order	Approval	Order	Approval	Order	Approval	Order	Approval
	VP Planning		Government Relations		Labor Relations	X	General Counsel
	Press		Safety		Human Resources		Other

PURPOSE:
To obtain approval of the Board to award various contracts/contract modifications and purchase orders, and to inform the MTA Metro-North Railroad Committee of these procurement actions.

DISCUSSION:
MNR proposes to award non-competitive procurements in the following categories:

<u>Schedules Requiring Two-Thirds Vote (or more, where noted)</u>	<u># of Actions</u>	<u>\$ Amount</u>
Schedule A: Non-Competitive Purchases and Public Work Contracts <ul style="list-style-type: none"> Diversified Metal Fabricators, Inc. \$65,000 	1	\$65,000
<u>Schedules Requiring Majority Vote</u>	NONE	
SUB TOTAL:	1	\$65,000

MNR proposes to award competitive procurements in the following categories:

	<u># of Actions</u>	<u>\$ Amount</u>
<u>Schedules Requiring Two-Thirds Vote (or more, where noted)</u>	NONE	NONE
 <u>Schedules Requiring Majority Vote</u>		
Schedule G: Miscellaneous Service Contracts	1	\$3,306,522
• East Coast Railroad Services (MNR-\$1,301,557)		
• Ecology Sanitation (LIRR-\$2,004,965)		
SUB TOTAL:	1	\$3,306,522

MNR presents the following procurement actions for Ratification:

<u>Schedules Requiring Two-Thirds Vote (or more, where noted)</u>		
Schedule D: Ratification of Completed Procurement Actions	1	\$100,064,713
• Wright Express \$100,064,713		
 <u>Schedules Requiring Majority Vote</u>		
	NONE	
SUB TOTAL:	1	\$100,064,713

MTA Capital Construction proposes to award a Competitive procurement in the following category:

<u>Schedules Requiring Two-Thirds Vote (or more, where noted)</u>		
Schedule C: Competitive Requests for Proposals	1	\$10,150,000
(Award of Purchase and Public Work Contracts)		
• Henry Brothers Electronics \$10,150,000		
SUB TOTAL:	1	\$10,150,000
TOTAL:	4	\$113,586,235

The contractors noted above and on the following Staff Summary Sheets have been found in all respects responsive and responsible, and are in compliance with State laws and regulations concerning procurements.

BUDGET IMPACT: The purchases/contracts will result in obligating MNR operating and capital funds in the amount listed. Funds are available in the current MNR operating/capital budgets for this purpose.

RECOMMENDATION: That the purchases/contracts be approved as proposed. (Items are included in the resolution of approval at the beginning of the Procurement Section.)

METROPOLITAN TRANSPORTATION AUTHORITY

WHEREAS, in accordance with Section 1265-a and Section 1209 of the Public Authorities law and the All Agency Procurement Guidelines, the Board authorizes the award of certain non-competitive purchase and public work contracts, and the solicitation and award of request for proposals in regard to purchase and public work contracts; and

WHEREAS, in accordance with the All Agency Procurement Guidelines, the Board authorizes the award of certain non-competitive miscellaneous procurement contracts, and certain change orders to procurement, public work, and miscellaneous procurement contracts; and

WHEREAS, in accordance with Section 2879 of the Public Authorities Law and the All Agency Guidelines for Procurement of Services, the Board authorizes the award of certain service contracts and certain change orders to service contracts.

NOW, the Board resolves as follows:

1. As to each purchase and public work contract set forth in the annexed Schedule A, the Board declares competitive bidding to be impractical or inappropriate for the reasons specified therein and authorizes the execution of each such contract.
2. As to each request for proposals (for purchase and public work contracts) set forth in Schedule B for which it is deemed in the public interest to obtain authorization to solicit competitive proposals through a publicly advertised RFP for the reasons specified therein the Board declares it to be impractical or inappropriate to utilize a procurement process inviting sealed bids with award to the lowest responsive/responsible bidder.
3. As to each request for proposals (for purchase and public work contracts) set forth in Schedule C for which a recommendation is made to award the contract, the Board authorizes the execution of said contract.
4. The Board ratifies each action taken set forth in Schedule D for which ratification is requested.
5. The Board authorizes the execution of each of the following for which Board authorization is required: i) the miscellaneous procurement contracts set forth in Schedule E; ii) the personal service contracts set forth in Schedule F; iii) the miscellaneous service contracts set forth in Schedule G; iv) the modifications to personal/miscellaneous service contracts set forth in Schedule H; v) the contract modifications to purchase and public work contracts set forth in Schedule I; and vi) the modifications to miscellaneous procurement contracts set forth in Schedule J.
6. The Board ratifies each action taken set forth in Schedule K for which ratification is requested.

MAY 2010

METRO-NORTH RAILROAD

LIST OF NON-COMPETITIVE PROCUREMENTS FOR BOARD APPROVAL

Schedules Requiring Two-Thirds Vote:

A. Non-Competitive Purchases and Public Work Contracts

(Staff Summaries required for all items greater than: \$100K; \$250K Other Non-Competitive)

1. Diversified Metal Fabricators, Inc. \$65,000 (not-to-exceed)

Purch. Agree. - Repair/Maintenance Parts for Hi-Rail Equipment

Non-competitive three (3)-year purchase agreement for OEM (Original Equipment Manufacturer) parts used exclusively by Metro-North Railroad (MNR) & Staten Island Rapid Transit Operating Authority (SIRTOA) to repair and maintain Diversified Hi-Rail equipment. Diversified Metal Fabricators (DMF) is the OEM, sole source and current supplier of this material. As a result of negotiations, Diversified has agreed to a 13% discount off of list prices and to hold all unit prices fixed for the duration of the contract. Based on the most frequently ordered sample items included in the price inquiry, the unit prices quoted reflect an average annual increase of 2% in comparison to the prices paid by MNR in the previous contract ('06-'10). These replacement parts will be purchased on an as-needed basis. Pricing is deemed fair and reasonable.

Advertisements placed have not identified any additional interest from other sources, confirming the sole source status of Diversified Metal Fabricators. The total cost of this three (3)-year procurement is not-to-exceed \$65K (MNR=\$55K & SIRTOA=\$10K) and is to be funded by the MNR and SIRTOA Operating Budgets.

MAY 2010

METRO-NORTH RAILROAD

LIST OF COMPETITIVE PROCUREMENTS FOR BOARD APPROVAL

Schedules Requiring Majority Vote:

G. Miscellaneous Service Contracts

(Staff Summaries required for all items greater than: \$100K Sole Source; \$250K Other Non-Competitive; \$1M RFP; No Staff Summary required if Sealed Bid Procurement.)

1. **East Coast Railroad Services (MNR) \$1.302 M (not-to-exceed)**
Ecology Sanitation (LIRR) \$2.005 M (not-to-exceed)

Disposal of Ties, Ties Stubs & other Wooden Items- throughout MNR & LIRR property

In conjunction with the MNR/LIRR Joint Procurement Initiative (JPI), MNR, on behalf of itself and Long Island Rail Road (LIRR), proposes to award two individual five (5)-year competitively solicited miscellaneous service contracts (2 bids received for each RR). The contracts cover the on-going removal and lawful disposal of railroad ties, stubs, telephone poles, cable reels and third rail protection boards throughout MNR's and LIRR's entire operating territories. Due to the significant geographic operating territories (including West of Hudson (WOH) and Connecticut for MNR), the solicitation was structured to permit bids based on respective territories to be serviced. Bid results yielded low bids from East Coast Railroad Services (formally Ray's Transportation) for MNR and Ecology Sanitation for LIRR. For each award, the firm will be required to provide debris containers as needed, on-site throughout the operating territories to accommodate track and miscellaneous rights-of-way projects.

MNR/ East Coast Railroad Services (ECRS):

ECRS (formerly Ray's Transportation) is providing removal and disposal services under an existing contract (unit prices were fixed for the period '05 - '09). Proposed unit prices were averaged for the period '10 through '14 and compared to the average current unit prices for '05-'09 as part of MNR's cost analysis. The cost analysis concluded that the proposed pricing represents an overall weighted average rate increase of 1.57% over the prior agreement based on the estimated usage for the new contract. The increase is primarily attributable to an increase in hauling and disposal fees at the transfer stations. Comparatively, the Consumer Price Index (CPI) revealed a 5-yr ('05-'09) average annual increase of 2.56%. Additionally, ECRS' pricing was 35% less than the second lowest bidder. The proposed pricing is considered fair and reasonable.

LIRR Ecology Sanitation:

The all inclusive price (\$2.33/per Tie) received from Ecology (LIRR's incumbent firm) for the removal & disposal services is identical to the price paid under the previous contract ('07-'10). For LIRR territories, Ecology's price is 39% less than the second lowest bidder.

Under both contracts, the firms will furnish all labor and equipment necessary and services will be requested on an as-needed/as-required basis; all prices will be held firm for the five (5)-year term of the contract. Based on estimated usage, the MNR contract with East Coast Railroad Services will-not-exceed \$1,301,557 and for LIRR the contract with Ecology Sanitation will-not-exceed \$2,004,965. This procurement will be funded by each Agency's Operating Budget.

MAY 2010

METRO-NORTH RAILROAD

LIST OF RATIFICATIONS FOR BOARD APPROVAL

Schedules Requiring Two-Thirds Vote:

Page

D. Ratification of Completed Procurement Actions

(Ratifications are to be briefly summarized with Staff Summaries attached only for unusually large or especially significant items)

1. **Wright Express** **\$100,064,713 (estimated)** **Staff Summary Attached** 139
Off-Site Fuel Card Services – Paratransit, Subways, Buses and MTA Police (MNR Lead Agency)

It is requested that the MTA Board ratify the declaration of an Immediate Operating Need (ION) made by MNR (the lead agency on the Procurement) on April 1, 2010 on behalf of the MTA Agencies pursuant to Public Authorities Law 1265-A and declare competitive bidding impractical or inappropriate and ratify the award of a miscellaneous procurement to the firm, Wright Express Financial Services (Wright Express), in a 5-year total estimated value of \$100,064,713 to provide Automotive/Bus Fleet Fuel Card Services to support automotive/bus fleet operations of New York City Transit Authority (NYCTA) including Paratransit, Subways, Buses (Long Island Bus, Department of Buses and MTA Bus) and MTA Police.

In addition to managing usage of a fuel card for these fleets, other services provided include usage alerts, reporting and establishing vehicle and driver's profiles. Some 4000 fuel cards must be encoded with profile information and distributed to drivers. A competitive procurement was solicited and bids were opened on Feb. 23, 2010. The Agencies agreed that the Price Structure for the solicitation would allow for two alternate pricing methods: a.) the OPIS (Oil Price Information Services Index) plus a fixed differential vs. b.) the Retail Pump Price minus a Discount. The incumbent, Sprague Energy Corp. (Sprague) only bid on the OPIS plus differential method, while Wright Express only bid on the Pump Price less discount method. However, Sprague's bid was outside the competitive range and Wright Express' bid took minor exceptions to the terms and conditions. Therefore, all bids were rejected and negotiations commenced with both Sprague and Wright Express. While negotiations were taking place, extensions were received from Sprague (the current vendor) through May 15, 2010 in order to allow time for the final review process and award, and distribution of the new fuel cards.

Wright Express' bid totaled \$100,064,713 which was \$8.6Million less than the Sprague proposal. In order for the MTA to take advantage of the best pricing offered and savings, an immediate award was made to Wright Express on April 27, 2010. The savings are a result of the use of both the alternate pricing method and additional competition. The prices are considered fair and reasonable for the commodity and related services to be provided.

Staff Summary

Item Number D					
Dept & Dept Head Name: Procurement & Material Management, Anthony Bombace, Jr.					
Division & Division Head Name: Administration – Sr. VP - Admin. – R. Burnes					
Board Reviews					
Order	To	Date	Approval	Info	Other
1	M-N Comm.Mtg.	5-24-10	X		
2	MTA Board Mtg.	5-26-10	X		
Internal Approvals					
Order	Approval	Order	Approval		
X	President		V.P. Planning		
X	Sr. V.P. Operations	X	General Counsel		
X	Sr. VP Administration	X	Capital Programs		
X	V.P. Finance & IT	X	Chief of Staff		

SUMMARY INFORMATION	
Vendor Name Wright Express Financial Services	Contract Number 66993
Description Off-Site Fuel Card Services – Class A- Paratransit, Subways, Buses, and MTA Police	
Total Amount \$100,064,713 (total estimated value)	
Contract Term (Including Options, if any) Five (5)-years (2010- 2015)	
Option(s) Included in Total Amount? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
Renewal? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
Procurement Type <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive	
Solicitation Type <input type="checkbox"/> RFP <input checked="" type="checkbox"/> Bid <input type="checkbox"/> Other: (Negotiated Procurement)	
Funding Source <input checked="" type="checkbox"/> Operating <input type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other: CDOT	

Narrative

It is requested that the MTA Board ratify the declaration of an Immediate Operating Need (ION) made by MNR (the lead agency on the Procurement) on April 1, 2010 on behalf of the MTA Agencies pursuant to Public Authorities Law 1265-A and declare competitive bidding impractical or inappropriate and ratify the award of a miscellaneous procurement to the firm, Wright Express Financial Services (Wright Express), in a 5-year total estimated value of \$100,064,713 to provide Automotive/Bus Fleet Fuel Card Services to support automotive/bus fleet operations of New York City Transit Authority (NYCTA) including Paratransit, Subways, Buses (Long Island Bus, Department of Buses and MTA Bus) and MTA Police.

The scope of work of this procurement consists of hiring a firm that will manage usage of a fuel card for the MTA non-revenue, Paratransit and work equipment fleets. The fuel card is to be accepted at a network of retail fuel stations (off-site locations) within the MTA Agencies' operating territory. Other services provided include usage alerts, reporting, establishing profiles for vehicles and drivers. Some 4,000 fuel cards must be encoded with profile information and distributed to drivers.

A competitive procurement was solicited and bids were opened on Feb. 23, 2010. The Agencies agreed that the Price Structure for the solicitation would allow for two alternative pricing methods: a.) the OPIS (Oil Price Information Services Index) plus a fixed differential) vs. b.) the Retail Pump Price minus a Discount. The incumbent, Sprague Energy Corp. (Sprague) only bid on OPIS and differential method, while Wright Express only bid on the Pump price less discount method. However, Sprague's bid was outside the competitive range and Wright Express' bid took exceptions. Therefore, all bids were rejected and negotiations commenced with both Sprague and Wright Express. Sprague subsequently provided an alternate offer that was not acceptable to the Agencies. Negotiations with Wright Express clarified minor changes to terms and conditions, and their proposal included a \$.025 discount that was accepted by the Agencies as the overall best value for the required services. While negotiations were taking place, extensions were received from Sprague through May 15, 2010, in order to allow time for the final review process and award and distribution of the new fuel cards. The market correlation between the OPIS Fuel Price Index and the Retail Pump price has historically shown a close trend.

In order for the MTA to take advantage of the best pricing offered and savings, an immediate award was made to Wright Express on April 27, 2010. The savings are a result of the use of both the alternate pricing method and additional competition. The prices are considered fair and reasonable for the commodity and related services to be provided.

LIST OF COMPETITIVE PROCUREMENTS FOR BOARD APPROVAL

MAY 2010

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Schedules Requiring Two-Thirds Vote

C. Competitive Requests for Proposals (Award of Purchase and Public Work Contracts)
 (Staff Summaries required for items requiring Board approval)

- | | | | | |
|----|--|---------------------|--------------------------------------|------------|
| 1. | Henry Brothers Electronics | \$12,635,000 | <u>Staff Summary Attached</u> | 141 |
| | IESS/C3 Contract Wrap-Up Support Services | | | |

MTA Capital Construction Co., the lead procurement agency on behalf of MNR, LIRR and NYCT, is requesting MTA Board approval to ride a competitively solicited, MTA Board approved, Bridges & Tunnels contract with the firm Henry Bros. Electronics for various Integrated Electronic Security System (IESS) and Security Operations (C3) Centers IESS/C3 Wrap-Up Support Services. Two task order RFPs were issued for the wrap-up services to Five Star Electric ("FSE"), Tap Electric ("TAP"), and Henry Brothers Electric ("HBE") for the 3 agencies. HBE was the lowest responsive and responsible respondent and MTACC has determined that HBE has the technical expertise and capability to perform these services.

For MNR and NYCT, HBE will provide all necessary supervision, labor, equipment, materials, tools, transportation, and incidentals necessary to complete the installation of the Integrated Electronic Security System (IESS) and Security Operations (C3) Centers installation for certain MNR and NYCT facilities, including the installation of conduit, cable, door hardware sets, access control systems, CCTV systems, video recording, and start up operation for existing Lucas Benning Power Plants (for NYCT only). This work also includes programming, configuration and testing of the access control system. For LIRR, HBE will provide material and perform installation and/or repair and testing at certain facilities including but not limited to the installation of conduit, cable, rack equipment, devices and panels.

Negotiations were held with HBE and the parties agreed to a total lump sum price of \$12,635,000 (\$10,150,000 for MNR, \$550,000 for NYCT, and \$1,935,000 for LIRR) which is considered to be fair and reasonable for the material and services to be provided.

Staff Summary

Item Number					
Dept & Dept Head Name: Security Program , R. Miras					
Division and Division Head Name:					
Board Reviews					
Order	To	Date	Approval	Info	Other
	Metro North and LIRR Committee	5/24/10	X		
	Board	5/26/10	X		
Internal Approvals					
Order	Approval	Order	Approval		
	VP Project Controls	4	President		
	Chief Budget Officer	3	Sr. VP General Counsel		
1	Director, Procurement	2	Chief Financial Officer		

SUMMARY INFORMATION	
Vendor Name Henry Brothers Electronics	Contract Number C-10470 & C-10471
Description IESS/C3 Contract Wrap-Up Support Services	
Total Amount \$12,635,000	
Contract Term 12 Months	
Option(s) included in Total Amount? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
Renewal? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
Procurement Type <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive	
Solicitation Type <input type="checkbox"/> RFP <input type="checkbox"/> Bid <input checked="" type="checkbox"/> Other: Ride	
Funding Source <input type="checkbox"/> Operating <input checked="" type="checkbox"/> Capital <input type="checkbox"/> Federal <input checked="" type="checkbox"/> Other: FEMA	

I. PURPOSE/RECOMMENDATION:

To obtain Board approval to ride MTA Bridges and Tunnels Contract 08-MNT-2827, Maintenance of IESS System, with Henry Brothers Electronics for various IESS/C3 Contract Wrap-Up Support Services under two separate agreements for the total amount of \$12,635,000.

II. DISCUSSION:

As part of the effort to bring the functions of the IESS/C3 system to operational readiness after the default of IESS contract (C-52038) with Lockheed Martin Transportation & Security Solutions (LMTSS), a firm to perform electrical work and to integrate the various IESS subsystems is required. Given the urgent nature of this effort MTACC considers formal competitive bidding related to the wrap-up of the IESS/C3 project to be impractical and inappropriate pursuant to the prior Emergency Declaration. Two task order RFPs were issued for the below wrap-up work to Five Star Electric ("FSE"), Tap Electric ("TAP"), and Henry Brothers Electric ("HBE"). HBE was the lowest responsive and responsible respondent and MTACC has determined that HBE has the technical expertise and capability to perform these tasks. MTACC requests Board approval to enter into the following agreements with Henry Brothers to perform the following work:

Contract C-10470

Metro North (MNR)

HBE is to provide all necessary supervision, labor, equipment, materials, tools, transportation, and incidentals necessary to complete the installation of the Integrated Electronic Security System (IESS) and Security Operations (C3) Centers installation for certain MNR facilities, including the installation of conduit, cable, door hardware sets, access control system and CCTV systems. This work also includes programming, configuration and testing of the access control system.

New York City Transit (NYCT)

HBE is to provide all necessary supervision, labor, equipment, materials, tools, transportation, and incidentals necessary to complete the installation of the Integrated Electronic Security System (IESS) and Security Operations (C3) Centers installation for certain NYCT facilities, including the installation of CCTV, access control, video recording, and start up operation for existing Lucas Benning Power Plants.

HBE provided the lowest responsive proposal for the work in the amount of \$12,208,341 for the MNR work and \$557,312 for the NYCT work. MTACC's estimate is \$9,890,251 for the MNR work and \$566,771 for NYCT. Negotiations held with HBE and the parties agreed to a lump sum price of \$10,700,000 (\$10,150,000 for MNR and \$550,000 for NYCT work) which is considered to be fair and reasonable as it falls within an acceptable parameter (2.3%) of our combined estimate of \$10,457,022.

Staff Summary**Contract C-10471****Long Island Rail Road (LIRR)**

HBE will provide material and perform installation and/or repair and testing at certain facilities including but not limited to the installation of conduit, cable, rack equipment, devices and panels.

A task order RFP was issued to FSE, TAP, and HBE however due to the complicated integration with the partially installed system FSE & TAP elected not to submit proposals.

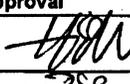
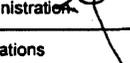
HBE submitted a proposal for \$2,061,182 to perform the work while our in-house estimate is in the amount of \$1,946,583. Negotiations were held and the parties agreed to a lump sum amount of \$1,935,000 for the work which is considered fair and reasonable as it is \$11,583 dollars below the in-house estimate.

III. IMPACT ON FUNDING:

Funding for this Contract is available in the 2005 – 2009 Capital Program. Funding will be available under the current Security Program. This contract will be funded through both MTA and FEMA funds.

V. ALTERNATIVES:

There are no viable alternatives. This work was competitively bid and is being awarded to the lowest responsive and responsible firm.

Subject Request for Authorization to Award Various Procurements						Date May 26, 2010			
Department Procurement & Logistics						Vendor Name			
Department Head Name Dennis L. Mahon, Chief Procurement & Logistics Officer						Contract Number			
Department Head Signature 						Contract Manager Signature			
Project Manager Name									
Board Action						Internal Approvals			
Order	To	Date	Approval	Info	Other	Order	Approval	Order	Approval
1	LIRR/MNR Committee	5.24.10				X	President 		VP & Chief Financial Officer
2	MTA Board	5.26.10				X	Sr. VP-Administration 		VP, General Counsel & Secy
							Sr. VP-Operations		
							Executive VP		

PURPOSE:

To obtain approval of the Board to award various contracts and purchase orders, and to inform the Long Island Rail Road Committee of these procurement actions.

DISCUSSION:

LIRR proposes to award Non-Competitive Procurements in the following categories:

Schedules Requiring Two-Thirds Vote

	<u># of Actions</u>	<u>\$ Amount</u>
Schedule A: Non-Competitive Purchase and Public Works Contracts	1	\$0.850M
• Transtechnik Corporation		\$0.850M

Schedules Requiring Majority Vote

	<u># of Actions</u>	<u>\$ Amount</u>
Schedule G: Miscellaneous Service Contracts	1	\$0.060M
• Heidelberg, USA, Inc.		\$0.060M
SUBTOTAL:	2	\$0.910M

LIRR proposes to award Competitive Procurements in the following categories:

Schedules Requiring Two-Thirds Vote

	<u># of Actions</u>	<u>\$ Amount</u>
Schedule B: Competitive Requests for Proposals	1	\$TBD
• Board approval for RFP method		\$TBD
SUBTOTAL:	1	\$TBD

LIRR proposes to award Ratifications in the following categories:

None

LIRR proposes to award Joint Procurements in the following categories:

Schedules Requiring Majority Vote

			<u># of Actions</u>	<u>\$ Amount</u>
Schedule F:	Personal Service Contracts		1	\$0.238M
	• SAVKOM, Inc.	\$0.238M		
		SUBTOTAL:	1	\$0.238M

MTA Capital Construction proposes to award a Competitive procurement in the following categories:

Schedules Requiring Majority Vote

			<u># of Actions</u>	<u>\$ Amount</u>
Schedule I:	Mods. to Purchase and Public Work Contracts		1	\$150.714M
	• Perini Corporation	\$150.714M		
		SUBTOTAL:	1	\$150.714M
		<u>TOTAL:</u>	<u>5</u>	<u>\$151.862M</u>

BUDGET IMPACT:

The purchases/contracts will result in obligating LIRR operating and capital funds in the amount listed. Funds are available in the current operating/capital budgets for this purpose.

RECOMMENDATION:

That the purchases/contracts be approved as proposed. (Items are included in the resolution of approval at the beginning of the Procurement Section.)

**STANDARD FORM OF RESOLUTION PURSUANT TO ALL-AGENCY PROCUREMENT
GUIDELINES AND THE GUIDELINES FOR SERVICE CONTRACTS**

THE LONG ISLAND RAIL ROAD

WHEREAS, in accordance with Section 1265-a of the Public Authorities and the All-Agency Procurement Guidelines, the Board authorized with award of certain non-competitive purchase and public work contracts, and the solicitation and award of request for proposals in regard to purchase and public work contracts; and

WHEREAS, in accordance with the All-Agency Procurement Guidelines the Board authorizes the award of certain non-competitive miscellaneous procurement contracts, and certain change orders to procurement, public work, and miscellaneous procurement contracts; and

WHEREAS, in accordance with Section 2879 of the Public Authorities Law and the All-Agency Guidelines for Procurement of services, the Board authorizes the award of certain service contracts and certain change orders to service contracts.

NOW, the Board resolves as follows:

1. As to each purchase and public work contract set forth in annexed Schedule A, the Board declares competitive bidding to be impractical or inappropriate for the reasons specified there in and authorizes the execution of each such contract.
2. As to each request for proposals (for purchase and public work contracts) set forth in Schedule B for which authorization to solicit proposals is requested, for the reasons specified therein the Board declares competitive bidding to be impractical or inappropriate, declares it is in the public interest to solicit competitive request for proposals and authorized the solicitation of such proposals.
3. As to each request for proposals (for purchase and public work contracts) set forth in Schedule C for which a recommendation is made to award the contract, the Board authorizes the execution of said contract.
4. The Board ratifies each action taken set forth in Schedule D for which ratification is requested.
5. The Board authorizes the execution of each of the following for which Board authorization is required: i) the miscellaneous procurement contracts set forth in Schedule E; ii) the personal service contracts set forth in Schedule F; iii) the miscellaneous service contracts set forth in Schedule G; iv) the modifications to personal/miscellaneous service contracts set forth in Schedule H; v) the contract modifications to purchase and public work contracts set forth in Schedule I; and vi) the modifications to miscellaneous procurement contracts set forth in Schedule J.
6. The Board ratifies each action taken set forth in Schedule K for which ratification is requested.

LIST OF NON-COMPETITIVE PROCUREMENTS FOR BOARD APPROVAL
MAY 2010

MTA LONG ISLAND RAIL ROAD

Page

Procurements Requiring Two-Thirds Vote

Schedule A: Non-Competitive Purchase and Public Works Contracts

(Staff Summaries required for all items greater than: \$100K Sole Source; \$250K Other Non-Competitive)

- | | | | | |
|----|--|-----------------------------------|-------------------------------|-----|
| 1. | Transtechnik Corporation
Sole Source
Contract No. TBD | \$850,000
Not-to-Exceed | <i>Staff Summary Attached</i> | 147 |
|----|--|-----------------------------------|-------------------------------|-----|

LIRR requests MTA Board approval to award a sole source blanket purchase order for a 36 month period in an amount not-to-exceed \$850,000 to Transtechnik Corp to (i) provide spare parts required to perform scheduled and unscheduled maintenance on Auxiliary Power System Inverters on LIRR's fleet of 160 M-3 cars and (ii) perform off-site repairs on printed circuit boards and other Original Equipment Manufacturer components, as required.

Procurements Requiring Majority Vote

Schedule G: Miscellaneous Service Contracts

(Staff Summaries required for all items greater than: \$100K Sole Source; \$250K Other Non-Competitive; \$1M RFP; No Staff Summary required if Sealed Bid Procurement)

- | | | |
|----|--|----------------------------------|
| 2. | Heidelberg USA, Inc.
Three-Year Contract
Contract No: BP03583 | \$60,000
Not-To-Exceed |
|----|--|----------------------------------|

LIRR requests MTA Board approval to award a sole source Miscellaneous Service renewal contract to Heidelberg USA, Inc. ("Heidelberg") for the maintenance and repair of Heidelberg Print Shop equipment. The LIRR Print Shop utilizes five different pieces of Heidelberg equipment. Heidelberg is the only authorized provider of parts and service for their equipment. This renewal contract will be for a twenty-four (24) month term, from June 1, 2010, through May 31, 2012. The Railroad explored whether there were opportunities to "piggy-back" existing contracts with other MTA agencies rather than solicit a renewal contract. The sister Agencies responded that they either did not have a print shop, or did not have Heidelberg equipment. The not-to-exceed contract value is based on Heidelberg's Published rates, projected repair and maintenance hours and related parts. The bid price schedule is based on fixed hourly rates, and discounts off manufacturer's list pricing for parts. Heidelberg utilizes published, non-negotiable rates, the same rates offered to all NY State Agencies. Heidelberg's 2010 - 2011 average labor rates represent a 2% annual increase over the 2007 - 2009 labor rates, and are therefore considered to be fair and reasonable. LIRR's operating budget will fund this contract.

LIST OF COMPETITIVE PROCUREMENTS FOR BOARD APPROVAL

MAY 2010

MTA LONG ISLAND RAIL ROAD

Page

Procurements Requiring Two-Thirds Vote

Schedule B: Competitive Requests for Proposals (Solicitation of Purchase and Public Work Contracts)
(Staff Summaries only required for items estimated to be greater than \$1 million)

3.	TBD Competitive Contract No. TBD	STBD	<i><u>Staff Summary Attached</u></i>	149
	LIRR requests MTA Board approval to adopt a resolution declaring that competitive bidding is impractical or inappropriate and that it is in the public's best interest to use the Request for Proposal (RFP) procurement method pursuant to Section 1265-a of the Public Authorities Law to award a Design/Build contract for replacement of the direct fixation track fastener system on the Merrick and Bellmore viaducts with an option for the Massapequa Park track slab segment.			

Schedule B: Competitive Requests for Proposals (Solicitation of Purchase and Public Work Contracts)

Staff Summary



Item Number: 3					
Dept & Dept Head Name: Procurement & Logistics, Dennis Mahon					
Department Head Signature & Date: <i>[Signature]</i> 5/11/10					
Division & Division Head Name: Department of Program Management, Kevin Tomlinson					
Division Head Signature & Date:					
Board Reviews					
Order	To	Date	Approval	Info	Other
1	LI Committee	5/24/10			
2	MTA Board	5/26/10			
Internal Approvals					
Order	Approval	Order	Approval		
1	President <i>[Signature]</i>	4	VP, Chief Financial Officer <i>[Signature]</i>		
2	Executive VP <i>[Signature]</i>	5	VP, Gen'l Counsel & Sec'y <i>[Signature]</i>		
3	Sr. VP, Operations <i>[Signature]</i>	6	Sr. VP, Administration <i>[Signature]</i>		

SUMMARY INFORMATION	
Vendor Name TBD	Contract Number TBD
Description: Merrick, Bellmore, Massapequa Park - Design/Build Track Fastener Replacement Project	
Total Amount: \$TBD	
Contract Term (including Options, if any): TBD	
Options(s) included in Total Amount: <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
Renewal? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
Procurement Type <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-Competitive	
Solicitation Type <input checked="" type="checkbox"/> RFP <input type="checkbox"/> Bid <input type="checkbox"/> Other:	
Funding Source <input type="checkbox"/> Operating <input checked="" type="checkbox"/> Capital <input checked="" type="checkbox"/> Federal <input type="checkbox"/> Other:	

Narrative:

I. PURPOSE/RECOMMENDATION

LIRR requests MTA Board approval to adopt a resolution declaring that competitive bidding is impractical or inappropriate and that it is in the public's best interest to use the Request for Proposal (RFP) procurement method pursuant to Section 1265-a of the Public Authorities Law to award a Design/Build contract for replacement of the direct fixation track fastener system on the Merrick and Bellmore viaducts with an option for the Massapequa Park track slab segment to be added at a later date should funding be available.

II. DISCUSSION

The Merrick, Bellmore and Massapequa Park viaducts consist of approximately 12,240 linear feet of track affixed to concrete decks with a direct fixation rail fastener system that is nearing the end of its useful lifespan. As such, it requires a continuous inspection and maintenance program to ensure rail operations continue safely. A similar project, Amityville, Copaugue and Lindenhurst Direct Fixation Fastener Replacement ("ACL Project"), is in the final stages of construction.

The work required to replace the direct fixation rail fastener system in Merrick, Bellmore and Massapequa Park consists of providing and installing new direct fixation fasteners, repairing or replacing both damaged running rail plinths and guard rail plinths, and repairing spalled concrete viaduct decks and track slab. Most, if not all, work is to be performed on weekends to avoid extensive disruptions to our customers and maintain service.

In light of the critical nature of the work to be performed and lessons learned from the ACL Project, the LIRR is progressing this request to use the RFP method of procurement at this time and as a result, will be prepared to quickly pursue the award of a contract once a funding source is approved and available. This project involves highly specialized track installation work, and use of the Design/Build methodology will help ensure that the design is consistent with the necessary means and methods, will allow for the most effective use of track outages and will encourage the selected proposer to identify innovative construction methods to minimize the impact to LIRR's operations. Further, the competitive RFP procurement method allows the LIRR to select a contractor based upon considerations of technical capability, experience, and completion schedule and affords LIRR the ability to evaluate, refine and negotiate cost.

Staff Summary



Use of the RFP procurement method will also permit an earlier commencement and completion of the project resulting in a time savings of approximately 12 months. In addition, due to the anticipated early completion of the ACL Project, the LIRR may be able to use previously scheduled 2011 track outages in connection with this project rather than ACL, moving the anticipated start date up from March of 2012 to March of 2011.

III. D/M/WBE INFORMATION

Goals for this contract are to be determined by the MTA Office of Civil Rights.

IV. IMPACT ON FUNDING

Funding for the third party Design/Build construction of the Merrick, Bellmore and Massapequa Park Viaducts is included in LIRR's proposed 2010-2014 revised Capital Plan.

V. ALTERNATIVES

The alternative is to use the Invitation for Bid (IFB) procurement method. The IFB procurement method does not allow the LIRR to negotiate costs or select a contractor based upon best experience, technical capability and/or proposed work completion schedule. Additionally, an IFB would (i) require drawings to be at the 100% level, thus potentially delaying the start of construction, and (ii) delay meaningful dialogue with the contractor until after award, thereby preventing the LIRR from being able to negotiate improvements to the construction schedule and incorporate more efficient means and methods for construction.

LIST OF JOINT PROCUREMENTS FOR BOARD APPROVAL

MAY 2010

MTA LONG ISLAND RAIL ROAD

Procurements Requiring Majority Vote

Schedule F: Personal Service Contracts

(Staff Summaries required for all items greater than: \$100K Sole Source; \$250K Other Non-Competitive; \$1M Competitive)

- | | | |
|----|-------------------------|--------------------------------|
| 4. | SAVKOM, Inc. | \$146,040-LIRR |
| | Competitive Bids | \$ 60,550-MNR |
| | Contract No. TBD | \$ 30,787-MTAHQ |
| | | \$237,377-Not-to-Exceed |

In conjunction with MTA HQ's joint procurement initiatives, LIRR, MNR and MTA HQ, (collectively, "The Agencies") continue to review opportunities to address requirements that leverage the combined buying position of the MTA agencies. The Agencies, hence, determined that a joint procurement for elevator and escalator inspections was the most cost-efficient manner to procure these services. As a result of a competitive bid, MTA Board approval is requested to award three separate contracts to SAVKOM Inc. ("SAVKOM"), to serve each respective agency, for scheduled and unscheduled elevator and escalator inspection services for a three-year period with two one-year renewal options. SAVKOM will provide certified elevator and escalator inspection services in accordance with ASME Safety Codes, on a scheduled, fixed price basis, and provide as-needed inspection services, based on estimated hours and fixed labor rates, for repairs and replacements of the combined 100 elevators and 45 escalators ("units"). LIRR has 89 units located within NYC boroughs and Nassau and Suffolk counties. MNR has 40 units, and MTA HQ has 16 units, all located in Manhattan. The solicitation was advertised in the NY State Contract Reporter and the NY Post on November 2, 2009. The solicitation contained one Price Schedule for LIRR/MNR combined requirements, and a separate schedule for MTA HQ, which included additional requirements. Five Bids were opened on March 2, 2010. SAVKOM was the low bidder on both schedules. SAVKOM's aggregate bid of \$227,377, is \$84,198, or 27% less than the next low bidder. In conjunction with the LIRR Engineering Department and after verification of SAVKOM's references and a site visit of their facility, LIRR, with participating Agency concurrency, has determined SAVKOM to be the lowest responsive and responsible bidder. MNR funding includes an additional \$10,000, for their unscheduled inspection services, based on competitively bid fixed hourly rates. Funding includes option years, and will be provided through each Agency's operating budget.

LIST OF COMPETITIVE PROCUREMENTS FOR BOARD APPROVAL

MAY 2010

Page

Procurements Requiring Majority Vote

Schedule I: Modifications to Purchase and Public Work Contracts

(Staff Summaries required for individual change orders greater than \$250K. Approval without Staff Summary required for change orders greater than 15% of the adjusted contract amount which are also at least \$50K)

5.	Perini Corporation	\$150,713,836.40	<u>Staff Summary Attached</u>	153
	Competitive			
	Contract No. CH053			
	MTA Capital Construction			
	This contract is for the construction of various civil infrastructure elements in Harold Interlocking and to expand the existing LIRR/Amtrak right-of-way to enable mainline track diversions and facilitate the future construction of tunnels for the East Side Access Project.			

Schedule I: Modifications to Purchase and Public Work Contracts



Item

Vendor Name (& Location) Perini Corporation (Peekskill, New York)	
Description Construct Harold Structures Part I for the ESA Project	
Contract Term (including Options, if any) 42 Months	
Option(s) included in Total Amount? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
Procurement Type	<input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive
Solicitation Type	<input type="checkbox"/> RFP <input checked="" type="checkbox"/> Bid <input checked="" type="checkbox"/> Other: Modification
Funding Source <input type="checkbox"/> Operating <input checked="" type="checkbox"/> Capital <input checked="" type="checkbox"/> Federal <input type="checkbox"/> Other:	
Requesting Dept/Div & Dept/Div Head Name: East Side Access, A. Paskoff, P.E.	

Contract Number CH053	AWO/Modification # 31
Original Amount:	\$ 139,280,000.00
Prior Modifications:	\$ 11,433,836.40
Prior Budgetary Increases:	\$ 0
Current Amount:	\$ 150,713,836.40
This Request	\$ 716,669.00
% of This Request to Current Amount:	0.5%
% of Modifications (including This Request) to Original Amount:	8.7%

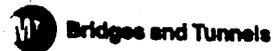
Discussion:

This contract is for the construction of various civil infrastructure elements in Harold Interlocking and to expand the existing LIRR/Amtrak right-of-way to enable mainline track diversions and facilitate the future construction of tunnels for the East Side Access ("ESA") Project. Board approval is requested for a change order to provide for the relocation of 60Hz feeder lines that are attached to three catenary structures and an existing retaining wall that are being demolished as part of this Contract. The original drawings detailed the required demolition of the catenary structures and the retaining wall, but did not address the relocation of the 60Hz feeder lines that are attached and which provides power to the Amtrak Commissary Building, refueling pumps and controllers. An Errors and Omissions ("EO") Analysis will be performed to determine if elements of the cost for this change are recoverable from the designer.

Please note that changes under this contract are primarily a result of: Discovery of new utilities or utilities that differ in location from the location identified during the design phase survey of the existing conditions performed by the ESA's General Engineering Consultant and; Amtrak's review of the GEC design is generating changes that should have been incorporated in the original design completed in 2008. EO Analyses are being conducted on these changes.

Perini submitted a cost proposal of \$985,492. MTACC's estimate is \$651,528. Negotiations were held, and the parties agreed to a cost of \$716,669 which is considered fair and reasonable as it is within 10 percent of the in-house estimate.

Staff Summary



Subject: Request for Authorization to Award Various Procurements

Department: Procurement & Materials

Department Head Name: Anthony W. Koestler

Department Head Signature: *[Signature]*

Project Manager Name: Various

Date: May 6, 2010

Vendor Name:

Contract Number:

Contract Manager Name:

Table of Contents Ref #:

Board Action					
Order	To	Date	Approval	Info	Other
1	President	5/6/10	<input checked="" type="checkbox"/>		
2	MTA B&T Committee	5/24/10			
3	MTA Board	5/26/10			

Internal Approvals			
Order	Approval	Order	Approval
	President	<input checked="" type="checkbox"/>	VP Operations
	Executive Vice President		Chief Procurement Officer
	VP Staff Services/COS		VP & Chief Engineer
	General Counsel		VP Labor Relations

Internal Approvals (cont.)							
Order	Approval	Order	Approval	Order	Approval	Order	Approval
	Chief Financial Officer		Chief Technology Officer		Chief Health & Safety Officer		Chief EBO Officer
	Chief Security Officer		Chief Maintenance Officer		MTA Office of Civil Rights		

PURPOSE:

To obtain approval of the Board to award various contracts and purchase orders, and to inform the MTA B&T Committee of these procurement actions.

DISCUSSION:

MTA B&T proposes to award Non-Competitive procurements in the following categories: None.

MTA B&T proposes to award Competitive procurements in the following categories:

Schedules Requiring Majority Vote

		# of Actions	\$ Amount
Schedule F	Personal Service Contracts	2	\$2.385M
Schedule I	Modifications to Purchase & Public Works Contracts	1	\$ 407M
Schedule J	Modifications to Miscellaneous Procurement Contracts	1	\$1.594M
	SUBTOTAL	4	\$4.386M

MTA B&T presents the following procurement actions for Ratification:

Schedules Requiring Majority Vote

		# of Actions	\$ Amount
Schedule K	Ratification of Completed Procurement Actions (Involving Schedule E-J)	1	\$363M
	SUBTOTAL	1	\$363M
	TOTAL	5	\$4.749M

BUDGET IMPACT:

The purchases/contracts will result in obligating MTA B&T and Capital Construction funds in the amount listed. Funds are available in the current MTA B&T operating/capital budgets for this purpose.

RECOMMENDATION:

That the purchases/contracts be approved as proposed. (Items are included in the resolution of approval at the beginning of the Procurement Section.)

The legal name of MTA Bridges and Tunnels is Triborough Bridge and Tunnel Authority.

MTA BRIDGES & TUNNELS
TRIBOROUGH BRIDGE AND TUNNEL AUTHORITY

WHEREAS, in accordance with §559 and §2879 of the Public Authorities Law and the All Agency Procurement Guidelines, the Board authorizes the award of certain non-competitive purchase and public work contracts, and the solicitation and award of request for proposals in regard to purchase and public work contracts; and

WHEREAS, in accordance with §2879 of the Public Authorities Law and the All Agency Procurement Guidelines, the Board authorizes the award of certain non-competitive miscellaneous procurement contracts, and certain changes orders to procurement, public work, and miscellaneous procurement contracts; and

WHEREAS, in accordance with § 2879 of the Public Authorities Law and the All Agency Guidelines for Procurement of Services, the Board authorizes the award of certain service contracts, and certain change orders to service contracts; and

NOW, the Board resolves as follows:

1. As to each purchase and public work contract set forth in annexed Schedule A, the Board declares competitive bidding to be impractical or inappropriate for the reasons specified therein and authorizes the execution of each such contract.
2. As to each request for proposals (for purchase and public work contracts) set forth in Schedule B for which authorization to solicit proposals is requested, for the reasons specified therein, the Board declares competitive bidding to be impractical or inappropriate, declares it is in the public interest to solicit competitive request for proposals and authorizes the solicitation of such proposals.
3. As to each request for proposals (for purchase and public work contracts) set forth in Schedule C for which a recommendation is made to award the contract, the Board authorizes the execution of said contract.
4. The Board ratifies each action set forth in Schedule D for which ratification is requested.
5. The Board authorizes the execution of each of the following for which Board authorization is required: i) the miscellaneous procurement contracts set forth in Schedule E; ii) the personal service contracts set forth in Schedule F; iii) the miscellaneous service contracts set forth in Schedule G; iv) the modifications to personal/miscellaneous service contracts set forth in Schedule H; the contract modifications to purchase and public work contracts set forth in Schedule I; and vi) the modifications to miscellaneous procurement contracts set forth in Schedule J.
6. The Board ratifies each action taken set forth in Schedule K for which ratification is requested.
7. The Board authorizes the budget adjustments to estimated contracts set forth in Schedule L.

LIST OF COMPETITIVE PROCUREMENTS FOR BOARD APPROVAL
MAY 2010

MTA BRIDGES & TUNNELS

Procurements Requiring Majority Vote:

Page

F: Personal Service Contracts

(Staff Summaries required for items greater than: \$100K Sole Source; \$250K Other Non-Competitive; \$1M Competitive)

- | | | | | |
|----|---|------------------------|--------------------------------------|-----|
| 1. | Ammann & Whitney Consulting Engineers, P.C.
Contract No. PSC-09-2861
2 yr. 6 mo. contract – Competitive RFP – 4 Proposals
Provide construction administration and inspection services for Project D607-VN-88, Painting of Towers Below Roadway Level at the Verrazano-Narrows Bridge. | \$ 2,235,986.30 | <u>Staff Summary Attached</u> | 158 |
| 2. | Beth Israel Medical Center
Contract No. PSC-09-2853
3 yr. contract – Competitive RFP – 6 Proposals
B&T requires the services of a consultant to provide licensed health care professionals to administer Influenza and Hepatitis B vaccinations and post-exposure evaluations and follow-up services to Authority personnel in accordance with OSHA regulations. The service requirements were publicly advertised. On August 19, 2009 six proposals were received from Affiliated Physicians (AP), Beth Israel Medical Center (BIMC), Mobile Health (MH), CB Medical PC, Hempstead Main Medical PC and Horizon Healthcare Staffing. The proposals were evaluated against established criteria set forth in the RFP including qualifications of firm for specific personnel proposed, depth of understanding of project and related problems, depth of resources, experience of the firm and cost. Based on the committee's review of all the proposals, the committee invited the three highest ranked firms (AP, BIMC and MH) to give oral presentations. The committee unanimously selected BIMC based on its: (i) superior past performance; (ii) highly qualified personnel; and (iii) proposed costs. AP proposed the use of per diem nurses which is considered less desirable in contrast with nurses assigned to these specific tasks. They also relied on B&T's employees signing up for the services, rather than the consultant scheduling all immunizations and other services. Although MH proposed the lowest cost, it could not meet B&T's required service hours to accommodate employees' various shift schedules and its proposal therefore was not considered. BIMC's proposal was \$154,317. Negotiations resulted in a final amount of \$149,097, which is \$12,997.50 or 8% less than the user's estimate of \$162,094.50. The negotiated rates are fixed for a period of three years. The unit prices for hepatitis B and flu shots (the most frequently used services) are the lowest prices proposed by the three firms, have remained the same as the current pricing and constitute approximately 35% of the anticipated contract expenditures. Prices for eleven of the remaining 14 service items are the same or less than those under the current contract. The three remaining items, which represent 6.3% of the negotiated contract value, are on average 10.5% higher. Based on the foregoing, the pricing is considered fair and reasonable. After extensive review, BIMC was approved as a responsible consultant. | \$ 149,097.00 | | |

LIST OF COMPETITIVE PROCUREMENTS FOR BOARD APPROVAL
MAY 2010

			<u>Page</u>
<u>I: Modifications to Purchase & Public Works Contracts</u>			
(Approvals/Staff Summaries required for individual change orders greater than \$250K. Approvals without Staff Summaries required for change orders greater than 15% of previous approved amount which are also at least \$50K)			
3.	American Bridge Company	\$ 406,572.06	<u>Staff Summary Attached</u>
	Contract No. BW Task 23/C-52052		160
	Additional work under BW Task 23/C-52052, Miscellaneous Structural Retrofits at Authority Facilities.		
 <u>J: Modifications to Miscellaneous Procurement Contracts</u>			
(Approvals/Staff Summaries required for individual change orders greater than \$250K. Approvals without Staff Summaries required for change orders greater than 15% of previously approved amount which are also at least \$50K)			
4.	Telvent Caseta, Inc.	\$ 1,593,828.00	<u>Staff Summary Attached</u>
	Contract No. 07-OPS-2809		162
	Additional work to develop components of B&T's All Electronic Tolling pilot program at the Henry Hudson Bridge.		

Staff Summary

Item Number 1 (Final)					
Dept & Dept Head Name: Engineering and Construction, Thomas Bach, P.E.					
Division & Division Head Name: Engineering and Construction, Joseph Keane					
Board Reviews					
Order	To	Date	Approval	Info	Other
1	President	5/6/10			
2	MTA B&T Committee	5/24/10			
3	MTA Board	5/26/10			
Internal Approvals					
Order	Approval	Order	Approval		
1	Chief Financial Officer <i>OS</i>	4	Chief of Staff <i>B</i>		
2	General Counsel <i>JM</i>	5	Executive Vice President <i>Tom</i>		
3	Chief Procurement Officer <i>AWK</i>	6	President <i>[Signature]</i>		

SUMMARY INFORMATION	
Vendor Name Ammann & Whitney Consulting Engineers, P.C.	Contract Number PSC-09-2861
Description: Construction Administration and Inspection Services for Project D607-VN-88, Painting of Towers Below Roadway Level at the Verrazano-Narrows Bridge	
Total Amount \$2,235,986.30	
Contract Term (including Options, if any) Two (2) years, six (6) months	
Option(s) included in Total Amount? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
Renewal? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
Procurement Type <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive	
Solicitation Type <input checked="" type="checkbox"/> RFP <input type="checkbox"/> Bid <input type="checkbox"/> Other:	
Funding Source <input type="checkbox"/> Operating <input checked="" type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other:	

Narrative

I. PURPOSE/RECOMMENDATION

B&T is seeking Board approval under the All Agency Guidelines for Procurement of Services to award a personal service contract for Construction Administration and Inspection Services for Project D607-VN-88, Painting of Towers Below Roadway Level at the Verrazano-Narrows Bridge (VNB) to Ammann & Whitney Consulting Engineers, P.C. (A&W) for a period of two years, six months at a cost of \$2,235,986.30.

II. DISCUSSION

B&T requires the services of a consultant to provide construction management and inspection services for Painting of Towers Below Roadway Level at the VNB. The construction activities under this project include but are not limited to the following: (i) furnishing all labor, paints, materials, plant, tools, equipment, scaffolding, supplies, testing, supervision and incidentals necessary to blast and paint the Verrazano-Narrows Bridge towers' entire exterior below the roadway; (ii) lead abatement and (iii) associated maintenance and protection of traffic (MPT).

The service requirements were publicly advertised; six firms submitted qualification information. Four firms, Ammann & Whitney Consulting Engineers, PC (A&W), KTA-Tator Engineering Services, PC (KTA), LiRo Engineers, Inc. (LiRo) and

Staff Summary

Page 2 of 2

WSP SELLS (SELLS) were chosen to receive the RFP based on a review of those qualifications and all four firms submitted proposals. The proposals were evaluated against established criteria set forth in the RFP, including an understanding of the technical requirements, technical expertise, proposed personnel, oral presentations and cost. The committee unanimously selected A&W on the basis that it: (i) demonstrated the best understanding of the scope of work and is very familiar with B&T's safety and security policies; (ii) has steel inspection experience which is required under this project and (iii) proposed a Resident Engineer with pertinent experience on large painting projects and was given a strong recommendation by B&T's Engineering staff based on prior performance on similar work at the Throgs Neck Bridge facility. The three other proposers either proposed higher costs or proposed personnel that lacked the required experience.

A&W submitted a cost proposal in the amount of \$2,540,118.78. The Engineer's estimate is \$2,319,095. Negotiations were conducted and the parties agreed to an amount of \$2,235,986.30. This negotiated amount is lower than two of the other three cost proposals. (LIRo offered the lowest cost, however it proposed a Resident Engineer who did not meet the minimum experience requirements of the RFP and did not have the paint experience critical for this project.) A&W's negotiated price is 3.6% lower than the Engineer's estimate and is considered fair and reasonable. A&W is deemed to be a responsible consultant.

III. D/M/WBE INFORMATION

The MTA Office of Civil Rights ("MTA OCR") has established goals of 10% MBE and 0% WBE for the referenced contract. This contract will not be awarded without approval of MTA OCR.

IV. IMPACT ON FUNDING

Funding is available in 2010 - 2014 Capital Budget under Project D607-VN-88.

V. ALTERNATIVES

There are no recommended alternatives. The Authority does not possess the resources required to perform these services.

Schedule I: Modifications to Purchase and Public Works Contracts
Item 3 (Final)

Vendor Name (& Location) American Bridge Company (Coraopolis, PA)	Contract Number BW Task 23/C-52052	AWO/Modification #
Description Miscellaneous Structural Retrofits at Authority Facilities	Original Amount:	\$39,187,345.00
Contract Term (including Options, if any) July 29, 2008 – June 1, 2010	Prior Modifications:	\$539,908.58
Option(s) included in Total Amount? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	Prior Budgetary Increases:	\$0.00
Procurement Type <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive	Current Amount:	\$39,727,253.58
Solicitation Type <input type="checkbox"/> RFP <input checked="" type="checkbox"/> Bid <input type="checkbox"/> Other	This Request:	\$406,572.06
Funding Source <input type="checkbox"/> Operating <input type="checkbox"/> Capital <input type="checkbox"/> Federal <input checked="" type="checkbox"/> Other: 'G' Program	% of This Request to Current Amount:	1.02%
Requesting Dept/Div & Dept/Div Head Name: Engineering & Construction, Thomas Bach, P.E.	% of Modifications (including This Request) to Original Amount:	2.4%

Discussion:

B&T is seeking approval under the All-Agency Procurement Guidelines to modify this contract with American Bridge Company (ABC) for additional funding in the amount of \$406,572.06. Contract BW Task 23/C-52052 was awarded to ABC on July 29, 2008 in an amount of \$39,187,345 to perform miscellaneous structural retrofits at Authority facilities for a period of one year and six months. The contract has since been amended for additional retrofit services, thereby increasing the contract value to \$39,727,253.58.

Work under this proposed amendment is for security and includes additional locks and enhanced gates and necessary modifications for cable fencing, as well as funding for relocation and testing of fiber optic patch panels and additional or relocated signage for the towers to increase security, safety and meet Coast Guard requirements.

ABC submitted proposals totaling \$491,673; the Engineer's estimate is \$373,571.69. An amount of \$406,572.06 was negotiated. The variance with the estimate may be attributed to additional labor, traffic control costs and custom equipment not accounted for in this estimate. The negotiated amount is considered fair and reasonable. Funding under the proposed amendment is available in the "G" Program under Project G5140103.

Staff Summary

Page 2 of 2

WSP SELLS (SELLS) were chosen to receive the RFP based on a review of those qualifications and all four firms submitted proposals. The proposals were evaluated against established criteria set forth in the RFP, including an understanding of the technical requirements, technical expertise, proposed personnel, oral presentations and cost. The committee unanimously selected A&W on the basis that it: (i) demonstrated the best understanding of the scope of work and is very familiar with B&T's safety and security policies; (ii) has steel inspection experience which is required under this project and (iii) proposed a Resident Engineer with pertinent experience on large painting projects and was given a strong recommendation by B&T's Engineering staff based on prior performance on similar work at the Throgs Neck Bridge facility. The three other proposers either proposed higher costs or proposed personnel that lacked the required experience.

A&W submitted a cost proposal in the amount of \$2,540,118.78. The Engineer's estimate is \$2,319,095. Negotiations were conducted and the parties agreed to an amount of \$2,235,986.30. This negotiated amount is lower than two of the other three cost proposals. (LiRo offered the lowest cost, however it proposed a Resident Engineer who did not meet the minimum experience requirements of the RFP and did not have the paint experience critical for this project.) A&W's negotiated price is 3.6% lower than the Engineer's estimate and is considered fair and reasonable. A&W is deemed to be a responsible consultant.

III. D/M/WBE INFORMATION

The MTA Office of Civil Rights ("MTA OCR") has established goals of 10% MBE and 0% WBE for the referenced contract. This contract will not be awarded without approval of MTA OCR.

IV. IMPACT ON FUNDING

Funding is available in 2010 - 2014 Capital Budget under Project D607-VN-88.

V. ALTERNATIVES

There are no recommended alternatives. The Authority does not possess the resources required to perform these services.

Schedule J: Modifications to Miscellaneous Procurement Contracts

 Item Number: **4** (Final)

Vendor Name (& Location) Telvent Caseta, Inc. Austin, TX	Contract Number 07-OPS-2809	AWO/Modification #
Description Maintenance and Repair of the Electronic Toll Registry System	Original Amount:	\$28,631,985
Contract Term (including Options, if any) August 1, 2008 – July 31, 2012	Prior Modifications:	\$0.00
Option(s) included in Total Amount? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	Prior Budgetary Increases:	\$0.00
Procurement Type <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive	Current Amount:	\$28,631,985
Solicitation Type <input checked="" type="checkbox"/> RFP <input type="checkbox"/> Bid <input type="checkbox"/> Other:	This Request:	\$1,593,828
Funding Source <input type="checkbox"/> Operating <input checked="" type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other:	% of This Request to Current Amount:	5.6%
Requesting Dept/Div & Dept/Div Head Name: Operations, James Fortunato	% of Modifications (including This Request) to Original Amount:	5.6%

Discussion:

B&T is seeking Board approval under the All-Agency Procurement Guidelines to modify a miscellaneous procurement contract with Telvent Caseta, Inc. (Telvent) for additional work in the amount of \$1,593,828 to develop components of B&T's All Electronic Tolling (AET) pilot program at the Henry Hudson Bridge (HHB). The contract was awarded to Telvent in August 2008 in the amount of \$28,631,985 for a duration of four years to maintain and repair all the hardware and software components of the Electronic Toll Registry System throughout B&T's facilities.

AET is an emerging trend in the toll industry, which builds on the success of E-ZPass over the past 15 years. Customers pay tolls electronically without stopping at the toll lane based on: (i) a pre-established account (identified as E-ZPass in this region) or (ii) billing based on license plate images captured by video cameras. Anticipated benefits of AET include improved traffic flow, reduced emissions and reduced operating costs. The proposed amendment is for Telvent to develop components of AET pilot program at the HHB. Telvent will integrate state-of-the-art AET technology into B&T's current toll registry system that will enable the motorist to pay the toll without stopping in the lane. The results of this pilot program, in conjunction with a feasibility study of operating our toll facilities in a cashless/AET environment, will be used to make decisions for transitioning AET to other facilities. Telvent developed the software for the current E-ZPass system and has inherent knowledge of the current toll registry system to support the AET pilot program at the HHB.

This proposed amendment requires that the work be performed in two phases: Phase 1 - the current dedicated E-ZPass lanes will first change to a gateless operation and Phase 2 - migrating from gateless to cashless tolling in all lanes. The two phases will include the following: (i) perform an assessment to determine if the current equipment can capture transactions at certain speeds; (ii) specify and procure all equipment required; (iii) change the current software operating system; (iv) capture readable images so that the Customer Service Center can identify vehicle license plates; (v) make necessary changes to the interface to the Revenue Management System to include violation and video tolling transactions as well as the images associated with those transactions; and (vi) testing of the system.

Telvent proposed an amount of \$1,644,011.15; the user's estimate was \$1,571,000. Based on negotiations, the price was reduced to \$1,593,828. The man-hours have been reviewed by project management and found to be acceptable. In comparison with the estimate, the negotiated price is considered fair and reasonable. Funding is available in the 2010-2014 Capital Program under Project AW-48.

LIST OF RATIFICATIONS FOR BOARD APPROVAL
MAY 2010

MTA BRIDGES & TUNNELS

Procurements Requiring Majority Vote:

K: Ratification of Completed Procurement Actions (Involving Schedule E-.I)
(Staff Summaries required for unusually large or complex items which otherwise would require Board approval)

- | | | | |
|----|--|----------------------|---|
| 1. | Conti of New York, LLC
Contract No. BW-89 | \$ 362,646.20 | <i><u>Staff Summary Attached</u></i> |
|----|--|----------------------|---|
- Additional civil and site work to remedy the impacts of an unforeseen site condition under the Bronx Approach of the Bronx-Whitestone Bridge.

Schedule K: Ratification of Completed Procurement Actions (Involving Schedules E Through J)

Item Number: **1** (Final)

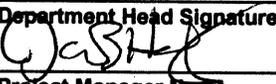
Vendor Name (& Location) Conti of New York, LLC, South Plainfield, NJ	Contract Number BW-89	AWO/Modification #
Description Replacement of the Bronx Approach and Miscellaneous Repairs to the Queens Approach at the Bronx-Whitestone Bridge	Original Amount:	\$192,777,291.00
Contract Term (including Options, if any) October 23, 2008 – October 22, 2012	Prior Modifications:	\$11,164,246.74
Option(s) included in Total Amount? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	Prior Budgetary Increases:	\$0.00
Procurement Type <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive	Current Amount:	\$203,941,537.74
Solicitation Type <input type="checkbox"/> RFP <input checked="" type="checkbox"/> Bid <input type="checkbox"/> Other:	This Request:	\$362,646.20
Funding Source <input type="checkbox"/> Operating <input checked="" type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other:	% of This Request to Current Amount:	0.2%
Requesting Dept/Div & Dept/Div Head Name: Engineering & Construction/Thomas Bach, P.E.	% of Modifications (including This Request) to Original Amount:	6.0%

Discussion:

B&T is seeking the Board's ratification under the All Agency Procurement Guidelines for an amendment to the Contract for additional civil and site work to remedy the impacts of an unforeseen site condition (the presence of a 54" underground drainage pipe) under the Bronx Approach of the Bronx-Whitestone Bridge in the total amount of \$362,646.20. During the design phase of the Project no information was available indicating the presence of the drainage pipe. The drainage pipe is the property of the NYC Department of Parks and Recreation and its manholes were discovered during site clearing and grading activities. The Authority directed Conti of New York, LLC (Conti) to cease work at this location to ensure that structural steel hoisting and subsequent existing superstructure demolition operations can be performed safely and not cause damage to the underground drainage pipe. On April 15, 2010 the Authority authorized Conti to perform additional work in order to minimize the potential for substantial schedule delay and impact costs that included: (i) removal and relocation of the existing east side construction fence; (ii) site access road widening (5' X 800' long); (iii) placement of crushed stone, filter fabric and a 6" temporary perforated drainage pipe; and (iv) excavating, furnishing and installing two layers of 12' by 24' timber mats for each of 12 crane outriggers at several crane hoisting locations.

Conti submitted proposals totaling \$489,843.90. The Engineer's estimate is in the amount of \$352,743.59. The Authority and Conti agreed to the negotiated lump sum amount of \$362,646.20, which is 2.8% above the estimate and is fair and reasonable. Funding is available in the 2005 – 2009 Capital Program under Project BW-89.

Staff Summary

Subject FMTAC Annual Board Meeting
Department General Counsel/Risk and Insurance Management
Department Head Name James B. Henly
Department Head Signature 
Project Manager Name Laureen Coyne, Director, Risk and Insurance Management

Date May 12, 2010
Vendor Name
Contract Number
Contract Manager Name
Table of Contents Ref #

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance	5/24/2010	X		
2	Board	5/26/2010	X		

Internal Approvals			
Order	Approval	Order	Approval
2	Chief of Staff 	1	Legal 
	Chief Financial Officer		IST&P
	Procurement		Office of Civil Rights

Narrative

Purpose:

To hold First Mutual Transportation Assurance Company's (FMTAC) twelfth annual Board meeting to advise the Board of FMTAC's activities and to obtain Board approval of the following item:

- FMTAC's Actuarial Loss Reserve Certification

The document, contained in section V of the FMTAC Board Book (distributed under separate cover), sets forth the independent actuary's determination that the reserves recorded by FMTAC were adequate and no adjustments were required.

Background:

Please see FMTAC's Newsletter contained in section I of the FMTAC Board Book.

Recommendation:

It is recommended that the Board approve FMTAC's Actuarial Loss Reserve Certification.