



Metropolitan Transportation Authority

Finance Committee Meeting

January 2012

Committee Members

A. Saul, Chair
J. Ballan
J. Blair
J. Banks, III
A. Cappelli
J. Kay
M. Page
M. Pally
J. Sedore, Jr.
V. Tessitore
C. Wortendyke

MEETING AGENDA

MTA FINANCE COMMITTEE

Monday, January 23, 2012 – 12:45 PM

347 Madison Avenue
Fifth Floor Board Room
New York, NY

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Date of next meeting: Monday February 27, 2012 at 12:45 PM

Minutes of the MTA Finance Committee Meeting

December 19, 2011

347 Madison Ave

New York, NY

12:45 PM

The following Finance Committee members attended:

Hon. Andrew M. Saul, Chairman

Hon. Andrew Albert

Hon. Jonathan A. Ballan

Hon. John H. Banks III

Hon. James F. Blair

Hon. Allen P. Cappelli

Hon. Jeffrey A. Kay

Hon. Mark Page

Hon. Mitchell Pally

Hon. James L. Sedore, Jr.

Hon. Carl V. Wortendyke

The following Finance Committee members did not attend:

Hon. Vincent Tessitore

The following MTA staff attended:

Robert Foran

Douglas Johnson

Patrick McCoy

Jeffrey Rosen

Chairman Andrew M. Saul called the December 19, 2011 meeting of the Finance Committee to order at 12:45 PM.

I. Public Comments

There were three public speakers at the December meeting. The first speaker was Murray Bodin, who suggested that the Board consider how to build an infrastructure that would prepare MTA for the future. The second speaker, Gene Russianoff, from the Straphangers Campaign, spoke about the recent State cuts in Payroll Mobility Tax subsidies to the MTA. The State Legislature pledged that any reductions attributed to the PMT will be offset in other funding sources. Mr. Russianoff emphasized the importance that such subsidies be replaced. The third speaker, Bill Henderson from the PCAC, noted that it was critical for the State to offset PMT cuts to fund the MTA's operating budget. Mr. Henderson realized that current budget conditions were tight, but asked the Authority to consider the proposals for transit service restoration to benefit riders.

II. Approval of Minutes

The MTA Board approved the minutes to its previous meeting held on November 14, 2011.

III. Committee Work Plan

There were no changes to the Committee Work Plan. However, there was one Report and Information Item for the Committee's review, a draft of the 2012 Finance Committee Work Plan which included two action item additions: (1) In March, the MTA Real Estate and Corporate Compliance departments will present the All-Agency Real Property Disposition Guidelines and All-Agency Personal Property Disposition Guidelines; and (2) In December, MTA Treasury will present the MTA and TBTA Reimbursement Resolutions for Federal Tax Purposes.

IV. Budgets/ Capital Cycle

A. Budget Watch

There was no Budget Watch presentation for December. A special 2011 Year-End Flash Budget Watch will be presented in January 2012.

B. Finance Watch

Mr. McCoy noted that the MTA successfully priced \$480.165 million of MTA Transportation Revenue Bonds, Series 2011D on November 29 and November 30, 2011. The transaction closed on December 7, 2011. The issuance was led by book-running senior manager Ramirez & Co. Inc., together with co-senior manager, Loop Capital Markets. Hawkins Delafield & Wood LLP served as bond counsel and Lamont Financial Services served as financial advisor.

At the request of the MTA, Ramirez led the effort to pursue a new and innovative strategy to improve pricing of the bonds by facilitating equal treatment of retail and institutional investors through a two-day order period.

Recently, the emergence of professional separately managed accounts (SMA) has dominated dedicated retail order periods often to the exclusion of traditional institutional investors such as bond funds and insurance companies. Order period rules have previously allowed retail investors, including SMA investors, who in many ways resemble institutional investors, to subscribe for all of the bonds in certain maturities on a priority basis. Often, institutional firms were not able to submit a bid for certain bonds, generally in 2 to 12 year maturities, but also for strategic longer maturities. The MTA concluded that the practice was preventing it from benefiting from the full range of investor interest in those bonds offered in the retail order period.

The MTA advised that 50% of the bonds offered during the retail order period will be allocated to retail investors and 50% of the bonds will be allocated to institutional buyers. Pricing was driven by an orderly combination of both retail and institutional orders with the final price levels being determined by demand from both classes of investors. The results allowed the MTA to re-price very aggressively after the retail order period and again after the institutional order period. The results were significant and meaningful; the

All-in-TIC was 4.57%, which was very favorable compared to outstanding Transportation Revenue Bonds. The issue had an average life of 17.16 years.

Mr. McCoy spoke about the issues raised at last month's meeting regarding the Energy Hedge program. Mr. Page and Mr. Moerdler had asked whether it was more cost effective to use forward energy agreements with the contracted supplier for a part of our energy program. The MTA spoke with NJ Transit, who uses the same energy supplier as the MTA, Sprague. NJ Transit uses forward supply agreements with Sprague rather than derivatives, which is what MTA has been using. In NJ Transit's energy hedging program, the added cost for the forward delivery agreements is approximately \$0.05 per gallon on top of the forward curve prices. For the MTA's derivative based hedges which rely on the same forward energy curves, the additional cost has ranged from \$0.005 to \$0.015 per gallon. Mr. McCoy noted that the MTA's strategy to use commodity based derivatives that are competitively bid was an efficient way to achieve the same goal of budget certainty.

Mr. McCoy noted that the Budget Adoption materials include a brief Energy Hedge program summary, describing the goal to hedge for no more than 24 months. The budget factored in diesel fuel prices, net of delivery and other costs at \$2.99 per gallon. The goal will be to implement hedge transactions approximately once per month or once every two months, with a total notional amount of \$100 million. Mr. Saul asked whether the Committee members were comfortable with the proposed terms for the Energy Hedge program, upon which the members affirmed that their concerns were addressed.

Mr. McCoy then began a discussion of rating actions impacting the MTA's variable rate portfolio. Since November 16th, the rating actions of one, two, or all three agencies have affected eight of the banks that are part of the MTA's variable rate portfolio as liquidity providers. The most severe situation involves Dexia Bank, in which the MTA has \$990 million exposure across four different facilities; three on the TBTA credit and one on the DTF credit. Responding to this situation, MTA issued a solicitation to address the replacement of Dexia Bank on all four facilities. Mr. McCoy noted that the response to the solicitation was positive, with a number of banks submitting proposals. Full details on the plan of finance surrounding these substitutions will be presented at the next Finance Committee meeting. The MTA Finance Department continues to monitor the ratings of other banks closely, but rating changes in other banks have not triggered an immediate need for any other facility replacement.

Mr. Saul asked about the European banks, whether they will disappear and whether there was a need for the MTA to prepare itself for a worsening scenario. Mr. McCoy noted that at the year-end summary to be presented at the January meeting, an overview of 2012 conditions will be assessed including liquidity facility substitutions arising from the European bank crisis. Mr. Pally asked what preparation the MTA will be able to take. Mr. Foran mentioned the MTA was well aware of its exposure level and that problematic banks can be replaced with different facilities. Mr. Pally said that one of the options may be to sell debt to replace debt. Mr. Foran stated that the MTA will attempt to explore options that may not require a letter of credit. Mr. McCoy noted that in every case where

possible, the MTA will conduct a remarketing rather than a refunding transaction in order to avoid the State Bond Issuance Charge (BIC).

Since there were no entities that rated the ratings agencies, Mr. Moerdler wondered whether the MTA placed too much emphasis on their ratings, noting that several European banks were still solid. Mr. Foran noted that one of the measures the MTA examined was the performance of the underlying bonds in the market, whether they traded at par value with other comparable rated securities or whether they traded with a large interest rate premium. Mr. Foran noted that the market perceptions were more important than the rating agencies' ratings.

V. MTA Headquarters and All-Agency Items

A. Action Items

The MTA sought Committee approval on four Action Items, for recommendation to the Board:

- 1) To obtain Board approval on the Final Proposed Budget for 2012 and as part of the budget adoption and approval of the fuel hedging program.

Mr. Foran discussed the major budgetary changes in the 2012 Budget Adoption Materials, which were distributed separately. Mr. Moerdler asked about interagency loans and whether the MTA was borrowing from pension and trust funds. Mr. Foran stated that the MTA was not borrowing from pension funds or trust funds. The MTA was not obligated to put these monies in trust funds. The MTA felt comfortable with the arrangement because the Authority can get the money back if needed. Mr. Foran stated that the loans were from cash accounts and were disclosed on a monthly basis. The interagency borrowings had to be repaid at certain points in time. Mr. Moerdler asked whether it was legal to borrow in such a manner and recommended that the MTA's legal staff advise upon the matter.

Mr. Pally made a motion to amend the budget to authorize the reallocation of \$20 million for restoration of earlier transit service cuts. In the presented 5-year operating budget, Mr. Pally pointed out that fare increases will occur in 2013 and 2015; thus a portion of those funds should be allocated for service restoration. Mr. Pally felt that it would be unfair to riders to have fare increases without any improvements in service. Mr. Capelli seconded the motion, noting that several bus routes disappeared, which made the MTA unable to serve certain populations.

Mr. Page noted that it was a poor time to restore earlier service cuts. Due to current budgetary constraints, it would be difficult for the MTA to sustain the required level of spending. Mr. Wortendyke agreed that this was a terrible time to reinstate service, given the fiscal conditions. Mr. Ballan also pointed out the worsening scenario in the State budget; the MTA should not add back a service that it may have to remove quickly.

Mr. Albert mentioned that bus service cuts, which rendered routes unusable, resulted in declining bus ridership. Mr. Albert and Mr. Kay agreed that service restoration would benefit riders. Mr. Moerdler questioned whether the State cuts in PMT subsidies will be reinstated and whether the zero net increases in labor costs, over a three year period, as presented in the budget, will be

achieved. Despite the financial uncertainties, both Mr. Moerdler and Mr. Ferrer noted that it was important to restore service to riders.

Mr. Saul stated that this was a disastrous time to implement service restoration. This may be a consideration in the future, but not at the current time, given current budgetary constraints.

The motion to amend the budget was defeated by a vote of six to two. Members Pally and Cappelli voted in favor of motion to recommend amendment of the Budget ; Chairman Saul, and Members Ballan, Banks, Kay, Page, Sedore and Wortendyke voted against the motion, with the latter two members casting a collective vote.

Mr. Ballan asked about the effective date of recent State cutbacks in PMT subsidies. Mr. Joseph Lhota noted that the State legislation will go into effect on April 1, 2012 and that the reduction will not be retroactive.

Upon motion by Mr. Saul, the Committee voted in favor to recommend the Adopted Budget Materials to the Board for approval. Member Cappelli voted against recommendation of the Adopted Budget Materials to the Board for approval.

2) MTA 2010-2014 Capital Program Amendment (Separate document).

Linda Kleinbaum presented the Capital Program Amendment, which was distributed separately to the Committee. The Amendment sought funding to the last 3 years of the 5 year Capital Plan, of which the capital projects have been approved. When the program was resubmitted in 2010, the budget was decreased by \$2 billion.

Mr. Moerdler noted that MNR was mature on \$15 million to be collected. Mr. Moerdler noted that the sale of MTA real estate properties did not pose as a long-term solution, as opposed to leasing, a suggestion that Ms. Kleinbaum agreed with.

Mr. Sedore noted that at the LIRR and MNR Committee, there was concern as to how the 9% cuts in the capital programs were achieved and whether this will affect the capital construction projects. Ms. Kleinbaum noted that the savings initiatives implemented in the MTA's operating budget drove the 9% in capital project cuts. Ms. Kleinbaum noted the concerns and stated that reports will be issued on a regular basis regarding the progress.

Although the capital budget was reduced by \$2 billion, Mr. Kay noted that there were no new funding initiatives. The State did not provide the MTA with new revenue sources, leaving the MTA to fund the capital program with debt. This may eventually pose a burden on transit riders, since costs may be passed on in the form of future fare hikes. Despite his reservations about the capital budget, Mr. Kay noted that there was no option except to vote for it, due to the economic implications of the capital program on regional growth.

Mr. Pally asked about the impact of the MTA's capital program on the operating budget for the next three years. Mr. Foran noted that the money used to pay the debt service for the capital program was already included in the operating budget in PayGo funds. As a result, the operating budget will not increase due to the approval of the Capital Program Amendment. Mr. Pally asked for the 2012 aggregate amount to help fund the capital program. Mr. Foran noted that the amounts were \$150 million in 2012, \$200 million in 2013, and \$250 million in 2014 in PayGo funds. Mr. Pally asked about the debt total amount in the operating budget. Mr. Johnson noted that the debt

amount was \$2.129 billion in 2012. Asked by Mr. Pally, Mr. Foran stated that debt service costs were approximately 17% of the operating budget.

Although the State pledged to offset the \$323 million in PMT cuts through other resources this year, Mr. Capelli expressed concern about possible funding gaps in the out-years. Mr. Capelli questioned the risks of the Capital Program: the long-term fiscal stability, the increasing debt and the lack of new revenue sources to pay for expenses. Mr. Capelli stated that he intended to vote no for the Capital Program Amendment, as the costs shifted too much burden to riders, adding to potential fare increases, which was the highest in the country.

Mr. Saul noted that the MTA will have \$40 billion in outstanding debt in the next three years. He questioned where the funds will be found in the next capital program budget; the current farebox may not be able to support it.

Upon motion by Mr. Saul, the Committee voted to recommend the Capital Program Amendment before the Board for approval; Mr. Capelli voted against the Amendment.

- 3) Through the MTA and TBTA Reimbursement Resolution for Federal Tax Purposes, the Authority sought to obtain Board adoption of reimbursement resolutions that were required by Federal tax law to preserve the ability to finance certain capital projects on a tax-exempt basis.

Mr. McCoy noted that the resolution involved reimbursement issues solely. The Committee voted to recommend the resolution before the Board for approval.

- 4) The MTA sought Board approval to add US Bancorp to the existing approved pool of variable rate remarketing agents and dealers.

Mr. Ferrer asked about the financial consequence of the MTA's intent to take advantage of the proposal to put forth by the bank consortium to maintain the existing bonds in a bank supported variable-rate mode. Mr. McCoy pointed out the Variable Rate: Weekly Mode report with 6-week rate resets, which was included in the Committee Book. Mr. McCoy cited the variability in rate resets in the TBTA 2005B-2 bonds, along with two additional transactions, the TBTA 2003B and TBTA 2005A bonds. The bonds re-set at unattractive rates, relative to other better trading banks in the market. In response to Mr. Ferrer's question, Mr. McCoy noted that the MTA did not measure the dollar costs, but the MTA staff can look further into the matter. Mr. McCoy noted that the MTA expected improvements in the rate resets.

Mr. McCoy stated that relative to fixed-rate bonds, the MTA sold the refunding bonds in the market 8 weeks ago, in which the All-in-TIC was 3.59%. The MTA expected to achieve a better result than that rate. Variable rate bonds take advantage of the short market and are suited to meet the requirements of money market buyers. The transactions work well, and Mr. McCoy pointed out that the TBTA 2005B-2 bonds have reset at a rate of .17%, compared to the Dexia bonds at a rate of 1.75%. However, Mr. McCoy noted that the MTA had 80% of total debt in fixed rate debt and future issuance will continue with that bias towards fixed-rate debt. The MTA Debt Outstanding schedule in the Committee book lists all the outstanding bonds of the MTA, with the respective All-In True Interest Costs.

Mr. Page noted that historically, the variable rate market has been cheaper than the fixed-rate market, if the risk of occasional high rates can be sustained. The City measured the cost of debt financing, utilizing fixed versus variable rates in the last 20 years, and found that variable rate was significantly cheaper. Mr. Page noted that there was no single instance where the variable rate cost more than fixed rate bonds.

Mr. Moerdler asked whether there was a standard established to call bonds earlier. Mr. McCoy noted that the bonds were always issued with a 10-year par provision, with the exception being the Build America Bonds that are issued with a Make Whole Call provision. Mr. Moerdler asked whether CalPERS and CalSTERS had their own share of problems since they were pension funds. Mr. Foran responded that CalPERS and CalSTERS maintain liquidity, and have strong credit ratings. For the MTA, CalPERS and CalSTERS are an attractive option, since it helped to diversify the Authority's portfolio. Mr. Foran noted that MTA would like to see the New York pension funds become active in this market.

Mr. Ballan asked about the relationship between CalPERS, CalSTERS, and the U.S. Bank Corp, whether they split series or they were together. Mr. McCoy noted that under the proposal, each bank will have its own obligation on the bonds. Dexia's \$540 million of TBTA bonds will be replaced with the US Bank N.A. consortium. The MTA has not finalized the plan of finance that will ultimately determine the split between the consortium entities, but will advise on this at the next Finance Committee meeting.

Mr. Page addressed the matter of pension funds being involved in the credit support business. Mr. Page noted that pension funds set aside a certain portion of their portfolio to back up credit obligations; it was a way to increase the yield on that portion of their portfolio. The involvement of pension funds in the liquidity business is a positive thing for issuers like the MTA.

Mr. McCoy noted that a new rating report issued by Moody's will be e-mailed to the Committee members. The report was titled, "MTA Operations Could Be Strained by the Reduction of the Payroll Mobility Tax." The Committee approved this item for recommendation to the Board.

B. Procurements

There were eight competitive procurements for MTA Headquarters for a total of \$199,493 million. Mr. Charles Monheim discussed the e-procurement on office supplies, which involved online auctions among competing vendors. The initial results have been successful. The MTA sought authorization to extend the trial period of the e-procurement program and a firm to handle the technological aspects on a regular basis. Mr. Saul stated that 40% of Mount Sinai Hospital's procurement was conducted online and that it realized significant savings from the program. Mr. Saul stated that e-procurement may serve as a source of savings for the MTA in the future. The Committee voted to recommend the procurement items before the Board for approval.

VI. Metro-North Railroad and Long Island Railroad

A. Procurements

There were no competitive procurements for MNR. There were seven competitive procurements for LIRR, two non-competitive procurements and five competitive procurements for a total of \$107.160 million. The Committee voted to recommend the procurement items before the Board for approval.

VII. MTA Bus Operations

A. Procurements

There was one competitive procurement for MTA Bus Operations for a total of \$31.788 million. The Committee voted to recommend the procurement item before the Board for approval.

VIII. Bridges and Tunnels

A. Procurements

There were no procurement items for Bridges and Tunnels for the month of December.

IX. New York City Transit

A. Action Item

There was one action item for NYCT which sought to obtain Board approval to add a project to the 2010-2014 Capital Program that will address electrical and structural work in the Steinway Tube. The project's total value was \$95 million, of which the \$65 million in electrical work was currently being progressed with an award projected to be made in January 2012. The Committee voted to recommend the Action Item before the Board for approval.

B. Procurements

There were six procurements for NYCT for a total of \$673.874 million. The procurement item for Ove Arup & Partners was not advanced to the Committee for recommendation. The Committee voted to recommend the remaining procurement items before the Board for approval.

X. FMTAC

A. Procurements

There were no procurement items for FMTAC for the month of December.

XII. Real Estate Agenda

A. Reports and Information Items

Due to time constraints, Mr. Rosen noted that the Committee requested that the report on the MTA's suburban properties be deferred until January.

B. Action Items

Mr. Rosen stated that there were eight action items included in the Committee book for review. Mr. Albert inquired whether Central Market will be returning to Grand Central Station, and Mr. Rosen affirmed this was the case. The Committee voted to recommend the Real Estate action items before the Board for approval.

XIII. Adjournment

Upon motion duly made and seconded, the December 19, 2011 meeting of the MTA Finance Committee was adjourned.

Respectfully submitted,

Jody Chin
Financial Analyst

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2012 Finance Committee Work Plan

I. RECURRING AGENDA ITEMS

	<u>Responsibility</u>
BudgetWatch	MTA Budget
FinanceWatch	MTA Finance
Approval of Minutes	Board Secretary
Procurements (if any)	Procurement
Action Items (if any)	Agency
MTA Consolidated Reports	MTA Budget

II. SPECIFIC AGENDA ITEMS

Responsibility

January 2012

Action Item:

Approval of Supplemental Resolutions Authorizing Refunding Bonds MTA Finance

Financing Issues:

Special Report: 2011 Year-End Review MTA Finance

Other:

MTA Financial Statements for the Nine-Months Ended,
September 2011 MTA Comptroller

February 2012

SBP/Budget/Capital:

February Financial Plan 2012-2015 MTA Budget, Agencies

Action Items:

2011 TBTA Operating Surplus B&T/MTA

Mortgage Recording Tax – Escalation Payments to Dutchess,
Orange and Rockland Counties MTA Treasury, Budget

March 2012

Action Items:

All-Agency Real Property Disposition Guidelines and All-Agency
Personal Property Disposition Guidelines MTA Real Estate/MTA
Corporate Compliance

All-Agency Annual Procurement Report MTA Proc., Agencies

Other:

MTA Prompt Payment Annual Report 2011 MTA Comptroller

April 2012

Action Item:

MTA 2011 Annual Investment Report MTA Treasury

Other:

Annual Report on Variable Rate Debt MTA Finance

May 2012

Action Item:

Station Maintenance Billings Approval MTA Comptroller

Other:

Annual Pension Fund Report (Audit Committee Members to be invited)	MTA Labor
Annual FMTAC Meeting	MTA RIM
Annual FMTAC Investment Performance Report	MTA RIM

June 2012

SBP/Budget/Capital

Action Item:

PWEF Assessment

MTA Capital Program Mgmt/MTA Budget

July 2012

SBP/Budget/Capital:

Updated Forecast for 2012/2013 Preliminary Budget/

2013-2016 Financial Plan (Joint Session with MTA Board)

MTA Budget, Agencies

Other:

MTA Financial Statements for the Three-Months Ended, March 2012

MTA Comptroller

September 2012

SBP/Budget/Capital:

2013 Preliminary Budget/2013-2016 Financial Plan

MTA Budget

Action Item:

Resolution to Authorize the Execution, Filing and Acceptance of
Federal Funds

MTA Grant Mgmt.

Other:

MTA Consolidated Financial Statements as of and for the Period
Ended June 30, 2012

MTA Comptroller

October 2012

SBP/Budget/Capital:

2013 Preliminary Budget/2013-2016 Financial Plan

MTA Budget

Other:

Annual Review of MTA's Derivative Portfolio

MTA Finance

MTA 2012 Semi-Annual Investment Report

MTA Treasury

November 2012

SBP/Budgets/Capital:

2013 Preliminary Budget/2013-2016 Financial Plan (July Plan)

MTA Budget

Other:

Station Maintenance Billing Update

MTA Comptroller

Review and Assessment of the Finance Committee Charter

MTA CFO

December 2012

SBP/Budgets/Capital:

2013 Final Proposed Budget/2013-2016 Financial Plan

MTA Budget, Agencies

Action Item:

MTA and TBTA Reimbursement Resolutions for Federal Tax Purposes

MTA Treasury

Other:

Draft 2013 Finance Committee Work Plan

MTA Budget

JANUARY 2012

Action Item:

Approval of Supplemental Resolutions Authorizing Refunding Bonds

Board action required to allow for the refunding to fixed-rate bonds from time to time provided that such refundings comply with the Board approved refunding policy.

Other:

Special Report: 2011 Year-End Review

The MTA Finance Department will present a report that summarizes financing activities for 2011.

MTA Financial Statements for the Nine-Months Ended, September 2011

Included for information is a copy of the Independent Accountant's Review Report of MTA Financial Statements for the nine-months ended September, 2011.

FEBRUARY 2012

SBP/Budget/Capital:

February Financial Plan 2012-2015

MTA Budget will present a revised 2012-2015 Financial Plan. This plan will reflect the 2012 Adopted Budget and an updated Financial Plan for 2012-2015 reflecting the out-year impact of any changes incorporated into the 2013 Adopted Budget.

Action Items:

2011 TBTA Operating Surplus

The MTA Treasury Division, assisted by MTA Bridges and Tunnels and MTA Budget Division, should be prepared to answer questions on a Staff Summary transferring B&T investment income. It is possible that a second Staff Summary, advancing the distribution of 2011 Operating Surplus, may also be submitted if this is not done in December.

Mortgage Recording Tax – Escalation Payments to Dutchess, Orange and Rockland Counties

By State statute, each of these counties is entitled to a share of MTA's MRT-2 tax receipts. The amount may be no less than they received in 1987 (even if the taxes collected fall below the 1987 levels), but there are proportional upward adjustments if taxes collected in the particular county exceed the 1987 totals. Such upward adjustments are expected to be required this year, based on the 2009 experience thus far. The MTA Budget and Treasury Division will be prepared to answer questions on the related Staff Summary authorizing the payments.

MARCH 2012

Action Items:

All-Agency Real Property Disposition Guidelines and All-Agency Personal Property Disposition Guidelines

Board approval of above guidelines as required annually by Public Authorities Law Sections 2895-2897. MTA Real Estate and MTA Corporate Compliance should be prepared to answer questions regarding these guidelines.

All-Agency Annual Procurement Report

The Agencies and the MTA Procurement Division should be prepared to answer questions on this voluminous State-required report.

Other:

MTA Annual Prompt Payment Status Report 2011

The MTA Financial Management Division should be prepared to discuss a report, to be included in the Agenda materials, that reviews MTA-wide success in meeting mandated prompt-payment deadlines (including the interest penalties incurred as a result of late payment).

APRIL 2012

Action Item:

MTA Annual Investment Report

The MTA Treasury Division should be prepared to answer questions on this voluminous State-required report.

Other:

Annual Report on Variable Rate Debt

The MTA Finance Department will present a report that summarizes the performance of the MTA's various variable-rate debt programs, including a discussion of the savings (compared to long-term rates) achieved through variable rate debt and a discussion on the current policy and limits on the use of variable rate debt.

MAY 2012

Action Item:

Station Maintenance Billings Approval

Under the Public Authorities Law, the Board is required to certify to the City and the counties in the Metropolitan Transportation District the total costs to MTA for operating and maintaining Commuter Railroad passenger stations. The City and county assessments are both now determined through a formula.

Other:

Annual Pension Fund Report

The MTA Labor Division, representatives of the various pension fund boards, and their pension consultants should be prepared to answer questions on a report, to be included in the Agenda materials, that reviews the 2011 investment performance and other experience of the various MTA pension funds. Among other matters, this report should (i) make recommendations on appropriate investment-earnings assumptions in light of the experience of the past three years; (ii) discuss the implications for asset allocations in light of such recommendations; (iii) discuss the effect on (under) funding of the systems in light of such performance and recommendation; (iv) provide appropriate comparisons with other public pension systems; and (v) solicit the opinions of the Board Operating Committees on these recommendations in light of their effects on Agency budgets.

Annual Meeting of the First Mutual Transportation Assurance Company

The MTA's Captive Insurance Company will hold its statutorily required annual meeting in which it will review the prior years operations as well as submit its financial statements and actuarial report for final approval.

First Mutual Transportation Assurance Company Investment Performance Report

The MTA Treasury and Risk Management Divisions, along with the FMTAC's outside investment managers, should be prepared to answer questions on a report that reviews outside-managers performance.

JUNE 2012

SBP/Budget/Capital:

Action Item:

PWEF Assessment

The MTA Budget Division, assisted by the MTA Capital Programs Division, should prepare the usual annual staff summary authorizing the payment of this assessment to the State. The State levies an assessment of the value of construction-contract awards to cover its cost of enforcing prevailing-wage legislation.

JULY 2012

SBP/Budget/Capital:

Updated Forecast of 2012/2013 Preliminary Budget/2013-2016 Financial Plan (to be presented at the Special Finance Committee Meeting with the Board)

The MTA Budget Division will present an update forecast for 2012 and a Preliminary Budget for 2013, and an updated Financial Plan through 2016.

Other:

MTA Financial Statements for the Three-Months Ended, March 2012

Included for information is a copy of the Independent Accountant's Review Report of MTA Financial Statements for the three-months ended March, 2012.

SEPTEMBER 2012

SBP/Budget/Capital:

2013 Preliminary Budget/2013-2016 Financial Plan

Public comment will be accepted on the 2013 Preliminary Budget.

Action Item:

Resolution to Authorize the Execution, Filing and Acceptance of Federal Funds

The MTA Office of Grant Management will hold a public hearing in accordance with Federal law and then request the Board's approval of a resolution that would authorize the Chairman or a designated officer to execute the applications and accept grants of financial assistance from the Federal government.

Other:

MTA Consolidated Financial Statements as of and for the Period Ended June 30, 2012

Included for information is a copy of the Independent Accountant's Review Report of MTA Financial Statements for the six-months ended June, 2012.

OCTOBER 2012

SBP/Budget/Capital:

2013 Preliminary Budget/2013-2016 Financial Plan

Agency will present highlights of the 2013 Preliminary Budget to the Committee. Public comment will be accepted on the 2013 Preliminary Budget.

Other:

Annual Review of MTA's Derivative Portfolio

The Finance Department will provide an update on MTA's portfolio of derivative contracts.

MTA 2012 Semi-Annual Investment Report

The MTA Treasury Division should be prepared to answer questions on this voluminous report.

NOVEMBER 2012

SBP/Budget/Capital:

2013 Preliminary Budget/2013-2016 Financial Plan (To be presented to the Special Finance Committee Meeting with the MTA Board)

Public comment will be accepted on the 2013 Preliminary Budget. (Joint Session with MTA Board.)

Other:

Station Maintenance Billing Update

The MTA Comptroller Division will provide a report on the collection and audit status of station maintenance billings issued as of June 1, 2012.

Review and Assessment of the Finance Committee Charter

MTA Chief Financial Officer will present the most updated Finance Committee Charter to the Finance Committee members for them to review and assess its adequacy. The annual assessment is required under the current Committee Charter.

DECEMBER 2012

SBP/Budgets/Capital:

2013 Final Proposed Budget/2013-2016 Financial Plan

The Committee will recommend action to the Board on the Final Proposed Budget for 2013.

Action Item:

Approval of MTA and TBTA Reimbursement Resolutions for Federal Tax Purposes.

Board action required to allow for the reimbursement of capital expenditures at a later date from the proceeds of tax-exempt bond sales.

Other:

Draft 2013 Finance Committee Work Plan

The MTA Chief Financial Officer will present a proposed 2013 Finance Committee Work Plan that will address major issues, SBP and budget process issues, and reports required by statute.

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FinanceWatch

January 23, 2012

Recent Market Activity

\$58 Million Diesel Fuel Hedge

MTA executed a competitively bid hedge for \$58 million of ultra-low sulfur diesel fuel on December 22, 2011. All three of the MTA's existing approved commodity counterparties participated in bidding on the transaction; Bank of America Merrill Lynch, Deutsche Bank, and Goldman, Sachs & Co. The winning bid was submitted by Bank of America Merrill Lynch for an all-in price of \$2.889/gallon. The hedge provides price certainty for 1,115,342 gallons each month for a period of 18 months. The total notional quantity for this agreement is 20,076,156 gallons. Relative to the budgeted amount of \$2.994/gallon for 2012, the hedge locks in a price that is of \$1.4 million lower.

Upcoming Transactions

TBTA 2003B, 2005A, 2005B Remarketing

TBTA plans to issue a mandatory tender for the above referenced variable rate demand bonds in order to substitute standby bond purchase agreements with Dexia Bank with letters of credit from a consortium that includes US Bank, N.A., CalPERS and CalSTERS. The bonds remarketed are in the following amounts:

- 2003B \$206.2 million
- 2005A \$132.8 million
- 2005B2 \$195.6 million

The US Bank led consortium submitted the lowest cost bid in response to MTA's solicitation to replace Dexia Bank. Remarketing assignments will include US Bancorp, parent of US Bank, N.A., and two of the three existing remarketing agents, Citi and JP Morgan. The transaction is scheduled to close on January 31, 2012.

DTF 2002B Remarketing

MTA plans to issue a mandatory tender for the DTF 2002B variable rate demand bonds in the amount of \$440 million in order to substitute the existing liquidity provider, Dexia Bank. The plan of finance is to remarket \$150 million of the bonds as weekly variable rate demand bonds with a letter of credit from State Street Bank. State Street Bank responded with the lowest cost pricing to a solicitation for liquidity substitution. The remaining \$290 million of bonds will be remarketed as Floating Rate Notes (FRNs) in staggered maturities to be determined at a later date. Remarketing services on both parts of the transaction will be led by the existing remarketing agent, Morgan Stanley. The transaction is expected to close in mid- to late February.

Upon successful completion of the transactions described above, all remaining exposure to Dexia Bank will be eliminated.

METROPOLITAN TRANSPORTATION AUTHORITY
JULY FINANCIAL PLAN - MID-YEAR FORECAST (1)
DEBT SERVICE
(\$ in millions)
December 2011

	Mid-Year Forecast	Actual	Variance	% Variance	Explanation
Dedicated Tax Fund:					
NYC Transit	\$32.0	\$30.9	\$1.0		
Commuter Railroads	6.7	5.5	1.2		
<i>Dedicated Tax Fund Subtotal</i>	\$38.7	\$36.4	\$2.3	5.9%	Timing of debt service deposits.
MTA Transportation Revenue:					
NYC Transit	\$54.3	\$52.5	\$1.8		
Commuter Railroads	36.3	\$35.1	1.1		
MTA Bus	1.5	\$2.2	(0.7)		
<i>MTA Transportation Subtotal</i>	\$92.1	\$89.8	\$2.3	2.5%	
Commercial Paper:					
NYC Transit	\$1.7	\$0.1	\$1.6		
Commuter Railroads	0.9	\$0.0	0.9		
MTA Bus	0.4	\$0.0	0.4		
<i>Commercial Paper Subtotal</i>	\$3.1	\$0.1	\$2.9	96.3%	Lower than budgeted rates, timing of interest payments.
2 Broadway COPs:					
NYC Transit	\$1.8	\$1.9	(\$0.1)		
Bridges & Tunnels	0.3	\$0.3	(0.0)		
MTA HQ	0.3	\$0.3	(0.0)		
<i>2 Broadway COPs Subtotal</i>	\$2.3	\$2.5	(\$0.1)	-5.0%	Higher than budgeted rates.
TBTA General Resolution (2)					
NYC Transit	\$16.2	\$17.1	(\$0.9)		
Commuter Railroads	7.6	\$7.7	(0.0)		
Bridges & Tunnels	15.8	\$14.2	1.6		
<i>TBTA General Resolution Subtotal</i>	\$39.6	\$39.0	\$0.7	1.7%	
TBTA Subordinate (2)					
NYC Transit	\$6.6	\$6.8	(\$0.1)		
Commuter Railroads	2.9	\$3.0	(0.1)		
Bridges & Tunnels	2.6	\$2.7	(0.0)		
<i>TBTA Subordinate Subtotal</i>	\$12.2	\$12.4	(\$0.2)	-1.9%	
Total Debt Service	\$187.9	\$180.1	\$7.8	4.2%	
Debt Service by Agency:					
NYC Transit	\$112.7	\$109.3	\$3.4		
Commuter Railroads	54.4	51.3	3.2		
MTA Bus	1.9	2.2	(0.3)		
Bridges & Tunnels	18.6	17.1	1.5		
MTA HQ	0.3	0.3	(0.0)		
Total Debt Service	\$187.9	\$180.1	\$7.8	4.2%	

Notes:

- (1) Forecasted debt service is calculated based upon projected monthly deposits from available pledged revenues into debt service accounts. Actual payments to bondholders are made from the debt service accounts when due as required for each series of bonds and do not conform to this schedule.
 - (2) Generally, the calendarization of monthly debt service deposits is calculated by dividing projected annual debt service by 12. Month to month variations ("timing differences") on the existing debt portfolio can occur based upon, among other things, (a) for all bonds, the date when income from the securities in which the debt service accounts are invested becomes available varies, (b) for variable rate financings, differences between (i) the budgeted interest rate and the actual interest rate, (ii) projected interest payment dates to bondholders and actual interest payment dates to bondholders, and (iii) projected monthly funding dates for accrued debt service and actual funding dates, (c) for transactions with swaps, the difference between when MTA/TBTA funds debt service and the receipt of the corresponding swap payment by the counterparty, and difference between rates received and rates paid and (d) for commercial paper, the interest payment date is the date of the maturity of the commercial paper and the dealers set the term of the commercial paper from 1 to 270 days, which is not foreseeable at the time the annual debt service budgets are prepared.
 - (3) Debt service is allocated among Transit, Commuter, MTA Bus, and TBTA categories based on actual spending of bond proceeds for approved capital projects. Allocation of 2 Broadway COPs is based on occupancy.
- Totals may not add due to rounding.*

METROPOLITAN TRANSPORTATION AUTHORITY
JULY FINANCIAL PLAN - MID-YEAR FORECAST (1)
DEBT SERVICE
(\$ in millions)
December 2011 Year-to-Date

	Mid-Year Forecast	Actual	Variance	% Variance	Explanation
Dedicated Tax Fund:					
NYC Transit	\$293.8	\$288.2	\$5.6		
Commuter Railroads	62.1	\$60.8	1.3		
<i>Dedicated Tax Fund Subtotal</i>	\$355.9	\$349.0	\$6.9	1.9%	
MTA Transportation Revenue:					
NYC Transit	\$569.2	\$553.1	\$16.1		
Commuter Railroads	382.4	\$366.9	15.6		
MTA Bus	16.7	\$22.5	(5.8)		
<i>MTA Transportation Subtotal</i>	\$968.3	\$942.4	\$25.9	2.7%	
Commercial Paper:					
NYC Transit	\$13.9	\$1.2	\$12.7		Lower than budgeted rates, timing of interest payments.
Commuter Railroads	7.4	\$0.5	6.9		
MTA Bus	3.5	\$0.2	3.3		
<i>Commercial Paper Subtotal</i>	\$24.8	\$1.9	\$22.8	92.1%	
2 Broadway COPs:					
NYC Transit	\$22.5	\$23.3	(\$0.8)		
Bridges & Tunnels	3.2	\$3.3	(0.1)		
MTA HQ	3.1	\$3.2	(0.1)		
<i>2 Broadway COPs Subtotal</i>	\$28.8	\$29.8	(\$1.0)	-3.6%	
TBTA General Resolution (2)					
NYC Transit	\$197.9	\$203.2	(\$5.2)		
Commuter Railroads	91.5	\$90.9	0.6		
Bridges & Tunnels	173.2	\$168.0	5.2		
<i>TBTA General Resolution Subtotal</i>	\$462.6	\$462.1	\$0.6	0.1%	
TBTA Subordinate (2)					
NYC Transit	\$79.7	\$80.8	(\$1.1)		
Commuter Railroads	35.0	\$35.5	(0.5)		
Bridges & Tunnels	31.5	\$31.9	(0.4)		
<i>TBTA Subordinate Subtotal</i>	\$146.2	\$148.3	(\$2.1)	-1.4%	
Total Debt Service	\$1,986.6	\$1,933.5	\$53.1	2.7%	
Debt Service by Agency:					
NYC Transit	\$1,177.0	\$1,149.8	\$27.2		
Commuter Railroads	578.4	554.6	23.8		
MTA Bus	20.2	22.7	(2.5)		
Bridges & Tunnels	207.8	203.2	4.6		
MTA HQ	3.1	3.2	(0.1)		
Total Debt Service	\$1,986.6	\$1,933.5	\$53.1	2.7%	

Notes:

- (1) Forecasted debt service is calculated based upon projected monthly deposits from available pledged revenues into debt service accounts. Actual payments to bondholders are made from the debt service accounts when due as required for each series of bonds and do not conform to this schedule.
 - (2) Generally, the calendarization of monthly debt service deposits is calculated by dividing projected annual debt service by 12. Month to month variations ("timing differences") on the existing debt portfolio can occur based upon, among other things, (a) for all bonds, the date when income from the securities in which the debt service accounts are invested becomes available varies, (b) for variable rate financings, differences between (i) the budgeted interest rate and the actual interest rate, (ii) projected interest payment dates to bondholders and actual interest payment dates to bondholders, and (iii) projected monthly funding dates for accrued debt service and actual funding dates, (c) for transactions with swaps, the difference between when MTA/TBTA funds debt service and the receipt of the corresponding swap payment by the counterparty, and difference between rates received and rates paid and (d) for commercial paper, the interest payment date is the date of the maturity of the commercial paper and the dealers set the term of the commercial paper from 1 to 270 days, which is not foreseeable at the time the annual debt service budgets are prepared.
 - (3) Debt service is allocated among Transit, Commuter, MTA Bus, and TBTA categories based on actual spending of bond proceeds for approved capital projects. Allocation of 2 Broadway COPs is based on occupancy.
- Totals may not add due to rounding.*

METROPOLITAN TRANSPORTATION AUTHORITY
VARIABLE RATE: WEEKLY MODE
RATE RESETS REPORT (Trailing 6-Weeks)

Transportation Revenue Bonds

Issue		TRB 2002D-1		TRB 2002G-1		TRB 2005E-1		TRB 2005E-2		TRB 2005D-1		TRB 2011B	
Remarketing Agent		JPMorgan		Merrill Lynch		Jefferies & Co.		Barclays		Merrill Lynch		Merrill Lynch	
Liquidity Provider		WestLB		Bank of Nova Scotia		BNP Paribas		BNP Paribas		Helaba		Bank of America	
Liquidity/Insurer		SBPA/Assured		LoC		LoC		LoC		LoC		LoC	
Par Outstanding (\$m)		200.00		200.00		125.00		125.00		150.00		99.66	
Swap Notional (\$m)		None		None		125.00		25.00		150.00		None	
Date	SIFMA	Spread to		Spread to		Spread to		Spread to		Spread to		Spread to	
		Rate	SIFMA	Rate	SIFMA	Rate	SIFMA	Rate	SIFMA	Rate	SIFMA	Rate	SIFMA
11/30/2011	0.12%	0.35%	0.23%	0.10%	-0.02%	0.68%	0.56%	0.50%	0.38%	0.24%	0.12%	0.08%	-0.14%
12/7/2011	0.11%	0.35%	0.24%	0.09%	-0.02%	0.63%	0.52%	0.50%	0.39%	0.23%	0.12%	0.08%	-0.16%
12/14/2011	0.11%	0.33%	0.22%	0.10%	-0.01%	0.60%	0.49%	0.50%	0.39%	0.24%	0.13%	0.09%	-0.13%
12/21/2011	0.12%	0.33%	0.21%	0.12%	0.00%	0.56%	0.44%	0.50%	0.38%	0.25%	0.13%	0.11%	-0.10%
12/28/2011	0.10%	0.30%	0.20%	0.08%	-0.02%	0.56%	0.46%	0.50%	0.40%	0.25%	0.15%	0.07%	-0.13%
1/4/2012	0.07%	0.25%	0.18%	0.04%	-0.03%	0.52%	0.45%	0.50%	0.43%	0.22%	0.15%	0.03%	-0.15%

Dedicated Tax Fund Bonds

Issue		DTF 2002B		DTF 2008A-1		DTF 2008A-2		DTF 2008B-1		DTF 2008B-4	
Remarketing Agent		Morgan Stanley		Morgan Stanley		Goldman		Barclays		Barclays	
Liquidity Provider		Dexia		Morgan Stanley		Bank of Tokyo		Bank of Nova Scotia		KBC Bank N.V. (NY)	
Liquidity/Insurer		SBPA/Assured		LoC		LoC		LoC		LoC	
Par Outstanding (\$m)		440.00		172.86		172.86		98.14		99.70	
Swap Notional (\$m)		440.00		172.86		172.86		None		None	
Date	SIFMA	Spread to		Spread to		Spread to		Spread to		Spread to	
		Rate	SIFMA	Rate	SIFMA	Rate	SIFMA	Rate	SIFMA	Rate	SIFMA
11/30/2011	0.12%	1.30%	1.18%	0.09%	-0.03%	0.08%	-0.04%	0.10%	-0.02%	1.00%	0.88%
12/7/2011	0.11%	1.25%	1.14%	0.08%	-0.03%	0.07%	-0.04%	0.08%	-0.03%	1.00%	0.89%
12/14/2011	0.11%	1.25%	1.14%	0.09%	-0.02%	0.07%	-0.04%	0.08%	-0.03%	0.95%	0.84%
12/21/2011	0.12%	1.25%	1.13%	0.10%	-0.02%	0.06%	-0.06%	0.09%	-0.03%	1.05%	0.93%
12/28/2011	0.10%	1.25%	1.15%	0.08%	-0.02%	0.05%	-0.05%	0.07%	-0.03%	1.05%	0.95%
1/4/2012	0.07%	1.15%	1.08%	0.04%	-0.03%	0.03%	-0.04%	0.04%	-0.03%	1.05%	0.98%

TBTA General Revenue Bonds

Issue		TBTA 2002F		TBTA 2005B-2		TBTA 2005B-3		TBTA 2005B-4	
Remarketing Agent		JP Morgan		JP Morgan		Jefferies & Co.		Jefferies & Co.	
Liquidity Provider		ABN AMRO		Dexia		BofA		LBW (NY)	
Liquidity/Insurer		SBPA		SBPA		SBPA		SBPA	
Par Outstanding (\$m)		216.40		195.60		195.60		195.60	
Swap Notional (\$m)		216.40		195.60		195.60		195.60	
Date	SIFMA	Rate	Spread to SIFMA	Rate	Spread to SIFMA	Rate	Spread to SIFMA	Rate	Spread to SIFMA
11/30/2011	0.12%	0.11%	-0.01%	1.10%	0.98%	0.13%	0.01%	0.28%	0.16%
12/7/2011	0.11%	0.10%	-0.01%	1.10%	0.99%	0.13%	0.02%	0.26%	0.15%
12/14/2011	0.11%	0.09%	-0.02%	1.00%	0.89%	0.13%	0.02%	0.26%	0.15%
12/21/2011	0.12%	0.09%	-0.03%	1.00%	0.88%	0.12%	0.00%	0.24%	0.12%
12/28/2011	0.10%	0.08%	-0.02%	1.25%	1.15%	0.12%	0.02%	0.24%	0.14%
1/4/2012	0.07%	0.06%	-0.01%	1.25%	1.18%	0.08%	0.01%	0.20%	0.13%

TBTA General Revenue and Subordinate Revenue Bonds

Issue		TBTA 2001B		TBTA 2001C		TBTA 2003B		TBTA 2005A		TBTA Sub 2000AB		TBTA Sub 2000CD	
Remarketing Agent		Citigroup		Citigroup		Citigroup		Morgan Stanley		JP Morgan		Citigroup	
Liquidity Provider		State Street		JP Morgan		Dexia		Dexia		JPMorgan		Lloyds TSB (NY)	
Liquidity/Insurer		LoC		SBPA		SBPA		SBPA		SBPA/Assured		SBPA/Assured	
Par Outstanding (\$m)		134.07		133.95		205.19		132.77		130.25		89.85	
Swap Notional (\$m)		88.60		88.70		59.55		None		130.25		89.85	
		Spread to		Spread to		Spread to		Spread to		Spread to		Spread to	
Date	SIFMA	Rate	SIFMA	Rate	SIFMA	Rate	SIFMA	Rate	SIFMA	Rate	SIFMA	Rate	SIFMA
11/29/2011	0.12%	0.08%	-0.04%	0.11%	-0.01%	1.40%	1.28%	1.40%	1.28%	0.12%	0.00%	0.12%	0.00%
12/6/2011	0.11%	0.07%	-0.04%	0.09%	-0.02%	1.35%	1.24%	1.40%	1.28%	0.11%	0.00%	0.11%	0.00%
12/13/2011	0.11%	0.07%	-0.04%	0.09%	-0.02%	1.25%	1.14%	1.40%	1.28%	0.10%	-0.01%	0.11%	0.00%
12/20/2011	0.12%	0.08%	-0.04%	0.10%	-0.02%	1.50%	1.38%	1.40%	1.28%	0.10%	-0.02%	0.12%	0.00%
12/27/2011	0.10%	0.06%	-0.04%	0.08%	-0.02%	1.55%	1.55%	1.40%	1.30%	0.09%	-0.01%	0.10%	0.00%
1/3/2012	0.07%	0.04%	-0.03%	0.06%	-0.01%	1.50%	1.43%	1.30%	1.23%	0.07%	0.00%	0.08%	0.01%

Report Date 1/6/2012

METROPOLITAN TRANSPORTATION AUTHORITY
Floating Rate Tender Notes
RATE RESETS REPORT (Trailing 6-Weeks)

Dedicated Tax Fund Bonds

Issue		DTF 2008B-3a		DTF 2008B-3b		DTF 2008B-3c	
Remarketing Agent		Goldman Sachs		Goldman Sachs		Goldman Sachs	
Liquidity Provider		None		None		None	
Liquidity/Insurer		None		None		None	
Par Outstanding (\$m)		35.00		54.47		44.74	
Swap Notional (\$m)		None		None		None	
Date	SIFMA	Rate	Spread to SIFMA	Rate	Spread to SIFMA	Rate	Spread to SIFMA
11/30/2011	0.12%	0.52%	0.40%	0.67%	0.55%	0.80%	0.68%
12/7/2011	0.11%	0.51%	0.40%	0.66%	0.55%	0.79%	0.68%
12/14/2011	0.11%	0.51%	0.40%	0.66%	0.55%	0.79%	0.68%
12/21/2011	0.12%	0.52%	0.40%	0.67%	0.55%	0.80%	0.68%
12/28/2011	0.10%	0.50%	0.40%	0.65%	0.55%	0.78%	0.68%
1/4/2012	0.07%	0.47%	0.40%	0.62%	0.55%	0.75%	0.68%

Transportation Revenue Bonds

Issue		TRB 2002D-2	
Remarketing Agent		Wells Fargo	
Liquidity Provider		Wells Fargo	
Liquidity/Insurer		CCA/Assured	
Par Outstanding (\$m)		200.00	
Swap Notional (\$m)		200.00	
Date	SIFMA	Rate	Spread to SIFMA
7/27/2011	0.08%	0.95%	0.87%
8/31/2011	0.18%	0.97%	0.79%
9/28/2011	0.16%	0.99%	0.83%
10/26/2011	0.14%	0.99%	0.85%
11/30/2011	0.12%	1.01%	0.89%
12/28/2011	0.10%	1.02%	0.92%

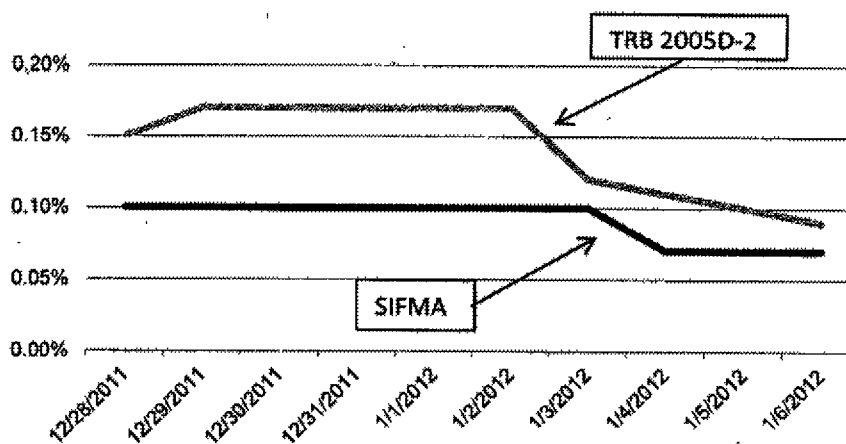
METROPOLITAN TRANSPORTATION VARIABLE RATE REPORT: DAILY RATES

Issue		TRB 2005D-2	
Dealer		Morgan Stanley	
Liquidity Provider		Helaba	
Type of Liquidity		LoC	
Par Outstanding (\$m)		100.00	
Swap Notional (\$m)		100.00	
Date	SIFMA	Spread to	
		Rate	SIFMA
12/28/2011	0.10%	0.15%	0.05%
12/29/2011	0.10%	0.17%	0.07%
12/30/2011	0.10%	0.17%	0.07%
12/31/2011	0.10%	0.17%	0.07%
1/1/2012	0.10%	0.17%	0.07%
1/2/2012	0.10%	0.17%	0.07%
1/3/2012	0.10%	0.12%	0.02%
1/4/2012	0.07%	0.11%	0.04%
1/5/2012	0.07%	0.10%	0.03%
1/6/2012	0.07%	0.09%	0.02%

10-Day Trailing Stats

Max Rate	0.17%
Min Rate	0.09%
Avg Rate	0.14%

10-Day Daily VRDB Rates vs. SIFMA Index



**METROPOLITAN TRANSPORTATION AUTHORITY VARIABLE RATE REPORT:
AUCTION RATE**

WEEKLY AUCTIONS

Issue	LIBOR Formula Fail Rate	LIBOR Formula Fail Rate		
	TRB 2002B-1	COPs 2004A-1	COPs 2004A-2	COPs 2004A-3
Outstanding Par (\$ M)	105.250	16.425	11.500	42.825
Swap Notional (\$m)	None	16.425	11.500	42.825
Final Maturity	11/1/2022	1/1/2030	1/1/2030	1/1/2030
Broker Dealer(s)	JP Morgan Merrill Lynch	JP Morgan Merrill Lynch	JP Morgan	JP Morgan Merrill Lynch
Insurer	Assured	Ambac	Ambac	Ambac
Auction Frequency	Tuesday	Monday	Tuesday	Wednesday
Nov. 21 thru Nov. 25, 2011	0.514%	0.706%	0.707%	0.707%
Nov. 28 thru Dec. 2, 2011	0.540%	0.715%	0.743%	0.746%
Dec. 5 thru Dec. 9, 2011	0.550%	0.754%	0.756%	0.760%
Dec. 12 thru Dec. 16, 2011	0.557%	0.763%	0.765%	0.777%
Dec. 19 thru Dec. 23, 2011	0.581%	0.790%	0.799%	0.803%
Dec. 26 thru Dec. 30, 2011	0.588%	0.808%	0.808%	0.815%
Jan. 2 thru Jan. 6, 2012	0.591%	0.812%	0.812%	0.812%
Corresponding Libor Rate	0.295%	0.295%	0.295%	0.295%
Fail Rate	200%	275%	275%	275%

28 & 35 DAY AUCTIONS

Issue	LIBOR Formula Fail Rate		
	TRB 2002B-2	COPs 2004A-4	COPs 2004A-5
Outstanding Par (\$ M)	105.250	39.400	4.200
Swap Notional (\$m)	None	39.400	4.200
Final Maturity	11/1/2022	1/1/2030	1/1/2030
Broker Dealer(s)	JP Morgan Merrill Lynch	JP Morgan	JP Morgan
Insurer	Assured	Ambac	Ambac
Auction Frequency	28-Days	35-Days	35-Days
August 2011	0.310%	0.586%	0.608%
September 2011	0.340%	0.645%	0.658%
October 2011	0.481%	0.676%	N/A
November 2011	0.490%	N/A	0.681%
December 2011	0.543%	0.746%	0.761%
Corresponding Libor Rate	0.271%	0.271%	0.277%
Fail Rate	200%	275%	275%

Report Date 1/6/2012

MTA DEBT OUTSTANDING (\$ in Millions)

January 6, 2011

Type of Credit	BFA	Principal Iss.	Current Amount	Average Annual	Maturity	AB-In
Underlying Rating (Moody's/S&P/Fitch)	Series	Sale Date	Amount	Outstanding	Date (Final)	True Interest
MTA Transportation Revenue Bonds (A2/A/A)	2002A	5/9/02	\$2,894.185	\$2,588.720	11/15/32	5.31
	2002B	5/28/02	210.500	210.500	11/1/22	2.51 (1) (5)
	2002D	5/29/02	400.000	400.000	11/1/32	4.21 (2) (7) (16)
	2002E	6/12/02	397.495	286.090	11/15/31	5.13
	2002F	11/14/02	446.110	220.725	11/15/31	4.83
	2002G	11/19/02	400.000	200.000	11/1/26	2.10 (8) (35)
	2003A	5/8/03	475.340	158.450	11/15/32	4.49
	2003B	7/30/03	751.765	423.525	11/15/32	5.10
	2005A	2/9/05	650.000	590.640	11/15/35	4.76
	2005B	6/22/05	750.000	670.790	11/15/35	4.80
	2005C	10/19/05	150.000	74.390	11/15/16	4.19
	2005D	11/1/05	250.000	250.000	11/1/35	3.99 (4) (6) (11)
	2005E	11/1/05	250.000	250.000	11/1/35	3.92 (8) (4)
	2005F	11/16/05	468.760	388.920	11/15/35	4.88
	2005G	12/7/05	250.000	233.540	11/1/26	4.34
	2005H	11/22/05	173.370	30.160	11/15/12	4.06
	2006A	7/11/06	475.000	411.045	11/15/35	4.89
	2006B	12/13/06	717.730	677.665	11/15/36	4.52
	2007A	6/27/07	425.615	396.025	11/15/37	4.84
	2007B	12/6/07	415.000	387.170	11/15/37	4.75
	2008A	2/13/08	512.470	480.700	11/15/38	4.91
	2008B	2/13/08	487.530	487.530	11/15/30	3.82 (10) (17)
	2008C	10/17/08	550.000	494.000	11/15/33	6.68
	2009A	10/6/09	582.120	435.900	11/15/39	3.79 (14)
	2010A	1/6/10	363.945	363.945	11/15/39	4.44 (14)
	2010B	2/4/10	656.975	651.975	11/15/39	4.29 (14)
	2010C	6/30/10	510.485	503.910	11/15/40	4.27
	CIP-2	9/16/10	900.000	900.000	61 days	1.23 (9)
	2010D	11/23/10	754.305	742.435	11/15/40	5.15
	2010E	12/21/10	750.000	750.000	11/15/40	4.57 (14)
	2011A	7/12/11	400.440	400.440	11/15/46	4.95
	2011B	9/13/11	99.560	99.560	11/1/41	1.14 (5) (8)
	2011C	11/2/11	197.950	197.950	11/15/28	3.99
	2011D	11/30/11	480.165	480.165	11/15/46	4.57
	Total:		18,117.015	16,086.885	\$1,112.9 thru 2012	WATC 4.81
TBTA General Revenue Bonds (Aa2/AA-/AA-)	EFC-1996A	6/26/96	28.445	7.295	11/1/18	5.85 (3)
	2001B	12/18/01	148.200	114.070	11/1/12	6.17 (8) (4)
	2001C	12/18/01	148.200	114.070	11/1/12	6.17 (8) (4)
	2002B	9/19/02	2,157.065	1,608.975	11/15/32	4.56
	2002F	11/8/02	246.480	216.400	11/1/32	3.03 (2) (4)
	2003B	12/9/03	250.000	206.190	11/1/33	2.39 (3) (13)
	2005A	8/10/05	150.000	132.770	11/1/34	2.27 (2) (5)
	2005B	7/6/05	800.000	586.800	11/1/32	3.56 (2) (4)
	2006A	6/8/06	200.000	170.704	11/15/35	4.72
	2007A	6/13/07	223.355	207.894	11/15/37	4.84
	2008A	3/13/08	822.770	779.535	11/15/38	4.93
	2008B	3/13/08	252.230	252.230	11/15/38	4.02 (10)
	2008C	7/16/08	639.890	599.505	11/15/38	4.72
	2009A	2/11/09	475.000	466.490	11/15/38	5.35
	2009B	9/10/09	200.000	200.000	11/15/39	3.83 (14)
	2010A	10/29/10	346.960	341.925	11/15/40	3.45 (14)
	2011A	10/4/11	600.430	600.430	11/1/28	3.50
	Total:		7,688.925	6,663.285	\$470.7 thru 2012	WATC 4.43
TBTA Subordinate Revenue Bonds (Aa3/A+/A+)	2000AB	11/01/00	263.000	130.250	11/1/19	6.12 (2) (4)
	2000CD	11/01/00	263.000	89.850	11/1/19	6.12 (2) (4)
	2002E	10/23/02	756.095	756.095	11/15/32	5.34
	2003A	2/27/03	500.170	413.715	11/15/32	4.91
	2008D	7/16/08	491.110	447.545	11/15/28	4.62
	Total:		2,273.375	1,837.455	\$146.7 thru 2032	WATC 5.20
MTA Dedicated Tax Fund Bonds (AA-/AA-)	2002A	8/7/02	1,246.870	956.810	11/15/32	5.05
	2002B	9/4/02	440.000	440.000	11/1/22	4.63 (2) (4)
	2004A	2/26/04	250.000	142.995	11/15/18	1.49
	2004B	3/9/04	500.000	294.460	11/15/28	4.51
	2004C	12/15/04	120.000	66.670	11/15/18	3.77
	2006A	6/7/06	350.000	314.880	11/15/35	4.18
	2006B	10/25/06	410.000	374.165	11/15/38	4.28
	2008A	6/24/08	352.915	345.715	11/1/31	3.90 (2) (4)
	2008B	8/6/08	348.175	341.710	11/1/34	1.31 (8) (5)
	2009A	1/12/09	261.700	252.915	11/15/39	5.55 (15)
	2009B	4/23/09	500.000	485.575	11/15/30	5.00
	2009C	4/23/09	750.000	750.000	11/15/39	4.89 (14)
	2010A	3/17/10	502.990	495.285	11/15/40	3.91 (16)
	2011A	3/23/11	127.430	126.915	11/15/21	2.80
	Total:		6,160.100	5,388.115	\$386.9 thru 2034	WATC 4.50
MTA State Service Contract Bonds (AA-/AA-)	2002A	6/5/02	1,713.755	1,587.990	7/1/31	5.20
	2002B	6/26/02	979.830	417.865	7/1/31	4.81
	Total:		2,345.285	2,005.455	\$165.0 thru 2031	WATC 5.21
MTA Certificates of Participation (2 Broadway) (Caa2/CC/NR) ⁽¹⁾	2004A	9/21/04	157.925	114.350	11/1/30	4.15 (1) (4)
	Total:		157.925	114.350	\$ 27.2 thru 2030	WATC 4.15

Grand Total - Bonds and Notes:

\$36,991,645 \$37,095,545

See accompanying notes on next page

NOTES

- (1) Variable Rate Bonds initially issued in Auction Rate Mode.
- (2) Variable Rate Bonds initially issued in Weekly Mode. Backed by Standby Bond Purchase Agreement(s).
- (3) Subsidized loan provided through the NYS Water Pollution Control Revolving Fund for certain projects designed to remedy sources of groundwater contamination at various MTA sites. Estimated TIC after subsidy is 4.2842%, which does not reflect NYS Environmental Facilities Corporation, Series 2011A refunding.
- (4) Variable rate bonds swapped to fixed rate. True Interest Cost (TIC) based on swap rate plus support costs of variable rate bonds. Synthetic fixed rate issues are included in the WATIC.
- (5) TIC represents average cost of financing to date, including interest, liquidity or auction agent fees, and remarketing fees. Variable rate issues are not included in the WATIC.
- (6) Subseries 2005D-2 are Variable Rate Bonds initially issued in Daily Mode. Backed by a Direct pay letter of credit.
- (7) Subseries 2002D-1 swapped to fixed at 3.385% to 1/1/2006, 4% variable rate estimated thereafter. Subseries 2002D-2 swapped to fixed in two steps: 3.627% to 1/1/2007, 4.45% thereafter to maturity. True Interest Cost (TIC) based on swap rate, estimated variable rate plus support costs of variable rate bonds.
- (8) Variable Rate Bonds initially issued in Weekly Mode. Backed by a Direct pay letters of credit.
- (9) Variable Rate BANs issued as Commercial Paper. Maturities range from 1 to 270 days. Average maturity and cost of capital are listed. CP cost of capital is not included in WATIC.
- (10) Variable Interest Rate Bonds initially issued in Term Rate Mode.
- (11) Variable Rate Bonds initially issued in Auction Rate Mode, converted to Variable Rate bonds on 11/7/2008 2005D-1 \$150m in Weekly Mode; 11/11/2008 2005D-2 \$100m in Daily Mode.
- (12) Reflects rating of Ambac Assurance Corporation.
- (13) Variable rate bonds are partially swapped to fixed rate. True Interest Cost (TIC) based on swap rate plus support costs of variable rate bonds.
- (14) Fixed rate bonds, all or part of which, were issued as federally taxable Build America Bonds(BABs). In case of BABs, True Interest Cost (TIC) is net of 35% interest subsidy.
- (15) On 8/3/2011 Subseries 2008B-2 and B-3 were converted to Floating Rate Tender Notes subseries 2008B-3a,b, and c.
- (16) On 5/25/2011 Subseries 2002D-2 were converted to Term Rate Mode and then privately placed.
- (17) On 11/2/2011 Subseries 2008B-1 were converted into Fixed Rate Mode.

Staff Summary



Subject Approval of Supplemental Resolutions Authorizing Refunding Bonds
Department Finance
Department Head Name Robert E. Foran, Chief Financial Officer
Department Head Signature
Project Manager Name Patrick McCoy, Director of Finance

Date January 25, 2012
Vendor Name N/A
Contract Number
Contract Manager Name
Table of Contents Ref #

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance Comm.	1/23	X		
2	Board	1/25	X		

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

PURPOSE:

To obtain, as applicable, MTA and TBTA Board approval of the attached supplemental resolutions authorizing the issuance of refunding bonds, from time to time, subject, if applicable, to the refunding policy attached hereto adopted by the Board in May, 2010, as amended from time to time, 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.

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 Chair of the Finance Committee~~, the Chief Financial Officer of MTA, and the Director of Finance of MTA to award the underwriting of the refunding bonds either pursuant to competitive bidding process or to members (or entities related to such firms) of the MTA underwriting syndicate, and to execute and/or deliver in each case, where appropriate:

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

Any such documents will be in substantially the form of any comparable 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 are requested to further delegate to such officers authority to take such other actions as may be necessary or desirable to effectuate such transactions.

Staff Summary

DISCUSSION:

MTA's portfolio of outstanding indebtedness is \$30.1 billion (exclusive of State Service Contract Bonds, which debt service is paid by the State). In 2012, approximately \$6.6 billion in such outstanding indebtedness will become currently callable, accordingly, if market conditions are beneficial, refunding of this debt could potentially result in significant debt service savings. 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 original debt. As the MTA desires to achieve the lowest possible cost associated with this debt, refunding authority is desirable to enable the refunding of such debt obligations and bonds from time to time when market opportunities arise.

ALTERNATIVES:

The Board could determine that staff seek specific approval for each refunding contemplated in advance of undertaking such refunding. This alternative is not advised as the timing of the Board cycle could result in missed market opportunities.

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 February 28, 2013, 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.

Adopted May 26, 2010

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 and Triborough Bridge and Tunnel 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 From Call to Maturity	Years to Call		
	0 to 2	3 to 7	8 plus
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 January 25, 2012

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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 Chairman and Chief Executive Officer, the Chair of the Finance Committee, the Chief Financial Officer or the Director of Finance, 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 (b) 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 February 28, 2013, unless 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, exchanging 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 and in the case of taxable Refunding Bonds any provisions relating to pro rata redemption and/or make-whole 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, if any Refunding Bonds shall consist of multiple subseries, to change the principal amounts and number of the individual subseries or to combine all subseries into a single Series, if any Refunding Bonds consist of a single Series, to divide such Series into

two or more subseries and to determine the principal amount of such subseries, 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, and any capitalized interest, if any, 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.

METROPOLITAN TRANSPORTATION AUTHORITY

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

Adopted January 25, 2012

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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 Chairman and Chief Executive Officer, the Chair of the Finance Committee, the Chief Financial Officer or the Director of Finance, 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 Dedicated Tax Fund 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 (b) 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 February 28, 2013, unless 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, exchanging 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 and in the case of taxable Refunding Bonds any provisions relating to the pro rata redemption and/or make-whole 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, if any Refunding Bonds shall consist of multiple subseries, to change the principal amounts or number of the individual subseries or to combine subseries into a single Series, if any Refunding Bonds consist of a single Series, to divide such Series into two or more subseries and to determine the principal amount of such subseries, 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 Subaccount 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 and any capitalized interest, if any, 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
2001 SUBORDINATE REVENUE REFUNDING BOND
SUPPLEMENTAL RESOLUTION**

Adopted January 25, 2012

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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 Chairman and Chief Executive Officer, the Chair of the Finance Committee, the Chief Financial Officer or the Director of Finance, MTA, 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 2001 Subordinate 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 (b) 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 February 28, 2013, unless 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, exchanging 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 and in the case of taxable Refunding Bonds any provisions relating to pro rata redemption and/or make-whole 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, if any Refunding Bonds shall consist of multiple subseries, to change the principal amounts of the individual subseries or to combine all subseries into a single Series, if any Refunding bonds consist of a single Series, to divide such Series into two or more subseries and to determine the principal amount of such subseries, 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 and any capitalized interest, if any, 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. Additional Covenants. 1. The Issuer covenants and agrees that it will not issue any Senior Obligations under the Senior Resolution (other than pursuant to Section 205 thereof) unless in addition to satisfying the requirements of the Senior Resolution, an Authorized Officer delivers to the trustee under the Senior Resolution a certificate demonstrating that for any period of 12 consecutive calendar months out of the 18 complete calendar months next preceding the date of authentication and delivery such issue of Senior Obligations, Net Revenues are at least equal to 1.10 times the Combined Maximum Annual Calculated Debt Service for all Subordinate Revenue Obligations, Parity Debt, Senior Obligations and Senior Parity Debt.

2. The Issuer covenants and agrees that in addition to complying with the provisions of Section 604 of the Bond Resolution, the Issuer shall at all times establish, levy, maintain and collect, or cause to be established, levied, maintained and collected, such tolls, rentals and other charges in connection with the TBTA Facilities as shall always be sufficient, together with other money available

therefor (including the anticipated receipt of proceeds of sale of Obligations or other bonds, notes or other obligations or evidences of indebtedness of the Issuer that will be used to pay the principal of Obligations issued in anticipation of such receipt, but not including any anticipated or actual proceeds from the sale of TBTA Facilities), to equal or exceed in each calendar year the greater of (a) an amount equal to the sum of amounts necessary in such calendar year (i) to pay all Operating Expenses of the Issuer, plus (ii) to pay the sum of Calculated Debt Service as defined in the Bond Resolution and Calculated Debt Service as defined in the Senior Resolution, plus (iii) to maintain any reserve established by the Issuer pursuant to the Senior Resolution, in such amount as may be determined from time to time by an Authorized Officer in his or her judgment, or (b) an amount such that Revenues less Operating Expenses shall equal at least 1.10 times the sum of Calculated Debt Service as defined in the Senior Resolution and Calculated Debt Service as defined in the Bond Resolution for such calendar year.

Section 4.03. 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 January 25, 2012

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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 Chairman and Chief Executive Officer, the Chair of the Finance Committee, the Chief Financial Officer or the Director of Finance, MTA, 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 General 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 (b) 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 February 28, 2013, unless 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, exchanging 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 and in the case of taxable Refunding Bonds any provisions relating to pro rata redemption and/or make-whole 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, if any Refunding Bonds shall consist of multiple subseries, to change the principal amounts and number of the individual subseries or to combine all subseries into a single Series, if any Refunding Bonds consist of a single Series, to divide such Series into two or more subseries and to determine the principal amount of such subseries, 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, and any capitalized interest, if any, 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.

METROPOLITAN TRANSPORTATION AUTHORITY

**MULTIPLE SERIES
STATE SERVICE CONTRACT REFUNDING BOND
SUPPLEMENTAL RESOLUTION**

Adopted January 25, 2012

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**MULTIPLE SERIES
STATE SERVICE CONTRACT 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 "State Service Contract Obligation Resolution" (the "Resolution").

Section 1.02. Definitions.

1. All capitalized terms which are used but not otherwise defined in this Multiple Series State Service Contract 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 Chairman and Chief Executive Officer, the Chair of the Finance Committee, the Chief Financial Officer or the Director of Finance, 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.

"Refunding Bonds" shall mean the State Service Contract 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 Section 3.9 of the State Service Contract, and in order to issue Obligations for the purpose of refunding Outstanding 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 for the purpose of refunding Outstanding Obligations in accordance with Section 202 of the Resolution. In no event shall the amount of Obligations, upon the issuance of the Refunding Bonds, exceed the amount of Obligations authorized pursuant to the terms of the State Service Contracts, nor shall the aggregate amount of debt service on all State Service Contract Obligations exceed the limitations for such debt service under State law at the time of issuance thereof.

Refunding Bonds shall be designated as, and shall be distinguished from the Obligations of all other Series by the title, "State Service Contract 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 February 28, 2013, unless 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, exchanging or tendering therefor, of all or any portion of any Outstanding Obligations deemed advisable by an Authorized Officer in accordance with Section 202 or 203 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 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 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, and in the case of taxable Refunding Bonds, any provisions relating to pro rata redemption and/or make-whole 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; or to enter into any new or amended State Service Contract necessary or advisable to effectuate the purposes of this Supplemental Resolution.

(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 201, 202, 203, and A-201 of the Resolution or (ii) this Supplemental Resolution.

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; if any Refunding Bonds shall consist of multiple subseries, to change the principal amounts of the individual subseries or to combine all subseries into a single Series, if any Refunding Bonds consist of a single Series, to divide such Series into two or more subseries and to determine the principal amount of each such subseries, 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 and capitalized 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 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.

Staff Summary



Subject
Authorization to Issue Transportation Revenue Bonds, Series 2012A
Department
Finance
Department Head Name
Robert E. Foran, Chief Financial Officer
Department Head Signature
Project Manager Name
Patrick J. McCoy, Director of Finance

Date
January 25, 2012
Vendor Name
Contract Number
Contract Manager Name
Table of Contents Ref #

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance Comm.	1/23	X		
2	Board	1/25	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 \$1 billion of capital projects contained in approved capital programs of the transit, bus, and commuter systems.

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 \$1 billion of capital projects of the transit, bus, and commuter systems:

- Series 2012A 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, bus, and commuter systems, 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 in a negotiated sale to members (or entities related to such firms) of the MTA underwriting syndicate (as defined in the Supplemental Resolution) and 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,
- 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

Staff Summary



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 2012A
TRANSPORTATION REVENUE BOND
SUPPLEMENTAL RESOLUTION**

Adopted January 25, 2012

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**SERIES 2012A
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 2012A 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.

"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 2012A 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 2012A 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 2012A 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 2012A Bonds issued to finance Capital Costs shall not exceed \$1,000,000,000 (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 2012A Bonds shall not be counted.

Series 2012A Bonds shall be designated as, and shall be distinguished from the Obligations of all other Series by the title, "Transportation Revenue Bonds, Series 2012A" or such other title or titles set forth in one or more Certificates of Determination.

Section 2.02. Purposes. The purposes for which the Series 2012A 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 2012A Bonds, except as otherwise provided in the Resolution, shall be dated the date or dates determined in any Certificate of Determination. The Series 2012A 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 2012A 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 2012A 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 2012A Bonds shall be issued in fully registered form without coupons in the denomination of \$5,000 or any integral multiple thereof.

The Series 2012A 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 2012A Bonds shall be payable to the registered owner of each Series 2012A Bond when due upon presentation of such Series 2012A Bond at the principal corporate trust office of the Trustee. Except as otherwise provided in any Certificate of Determination, interest on the registered Series 2012A 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 2012A 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 2012A 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 2012A Bonds.

Section 2.08. Redemption Prices and Terms. The Series 2012A 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 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 2012A Bonds:

(a) to determine whether and when to issue any Series 2012A Bonds constituting Capital Cost Obligations, the amount of the Series 2012A Bonds to be applied to finance Capital Costs, and the amount of the proceeds of the Series 2012A Bonds estimated to be necessary to pay the Costs of Issuance of the Series 2012A Bonds and capitalized interest, if any;

(b) to determine the purpose or purposes for which the Series 2012A 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 2012A 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 2012A Bonds, which principal amounts (and the aggregate of all such Series and subseries) 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 2012A Bonds and the amount and due date of each Sinking Fund Installment, if any;

(e) to determine the date or dates which the Series 2012A Bonds shall be dated and the interest rate or rates of the Series 2012A Bonds or the manner of determining such interest rate or rates; provided, however, that any Series 2012A Bonds issued as Tax-Exempt Obligations shall be subject to a maximum interest rate of not greater than 10% per annum, any Series 2012A 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 2012A Bonds; provided, however, that if the Series 2012A Bonds are to be redeemable at the election of the Issuer, the Redemption Price shall not be greater than one hundred three percent (103%) of the principal amount of the Series 2012A 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 Series 2012A Bonds shall be conducted on either a negotiated or competitive bid basis and, as applicable, to determine the purchase price for the Series 2012A Bonds to be paid by the purchasers referred to in one or more Purchase Agreements or the purchase price for the Series 2012A Bonds to be paid by the winning bidder, if such sale is conducted by competitive bid pursuant to a Notice of Sale (as hereinafter defined), 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 2012A Bonds;

(h) to take all actions required for the Series 2012A 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 2012A Bonds issuable in fully registered form;

(i) to determine whether to issue all or any portion of the Series 2012A 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 Series 2012A Bonds, (ii) the selection of remarketing agents, tender agents, calculation 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 2012A 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 2012A 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 2012A 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 2012A 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 2012A 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 2012A 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 2012A 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 2012A 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 2012A 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 2012A 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 2012A 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 2012A 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 2012A 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 2012A 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 2012A 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) 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 2012A Bonds and for implementing the terms of the Series 2012A 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 2012A Bonds and Trustee's Authentication Certificate. Subject to the provisions of the Resolution, the form of registered Series 2012A 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 2012A Bonds.

ARTICLE III

DISPOSITION OF SERIES 2012A BOND PROCEEDS

Section 3.01. Disposition of Series 2012A Bond Proceeds. Any proceeds of the sale of the Series 2012A Bonds, other than accrued interest and capitalized interest, if any, shall be deposited, simultaneously with the issuance and delivery of the Series 2012A 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 and any capitalized interest, if any, received on the sale of the Series 2012A Bonds shall be deposited in the Debt Service Fund.

ARTICLE IV

TAX COVENANTS AND DEFEASANCE



Section 4.01. Tax Covenants Relating to the Series 2012A 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 2012A 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 2012A 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 2012A 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 2012A 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 2012A Bonds, including any subseries thereof, which the Issuer determines pursuant to the applicable Certificate of Determination to issue as Taxable Obligations.

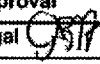
Section 4.02. Defeasance. In the event the Issuer shall seek, prior to the maturity or redemption date thereof, to pay or cause to be paid, within the meaning and with the effect expressed in the Resolution, all or less than all Outstanding Series 2012A Bonds issued as Tax Exempt Obligations and the 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 2012A 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 2012A 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 2012A Bonds issued as Tax Exempt Obligations in determining gross income for Federal income tax purposes.

Staff Summary

Subject Transportation Revenue Bonds, Series 2002B Tender and Refunding 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 January 25, 2012
Vendor Name
Contract Number
Contract Manager Name
Table of Contents Ref #

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance Comm.	1/23	X		
2	Board	1/25	X		

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

PURPOSE:

To obtain MTA Board approval for a purchase pursuant to a public tender offer of all or a portion of \$210.5 million of Transportation Revenue Variable Rate Refunding Bonds, Series 2002B ("Series 2002B Bonds") currently outstanding in the auction rate mode. The payment of the purchase price of Series 2002B Bonds would be funded from the proceeds of fixed rate MTA Transportation Revenue Refunding Bonds, Series 2012B (the "Series 2012B Bonds") to be issued pursuant to the MTA Multiple Series Transportation Revenue Refunding Bond Supplemental Resolution adopted by the Board on January 25, 2012 ("Multiple Series Supplemental Resolution").

Board approval is being requested for the aforementioned transaction, including approval of the following:

- (1) a public tender offer, including all documents required to accomplish such tender offer, for the Series 2002B Bonds at a price not to exceed 100% plus accrued interest; and
- (2) the issuance of the Series 2012B Bonds pursuant to the Multiple Series Supplemental Resolution upon compliance with the present value savings standard described below.

This Board approval is conditioned upon the MTA Chief Financial Officer, the Director of Finance or other Authorized Officer of the MTA determining that, based on such assumptions as are determined by such officer to be reasonable including future variable rates assumed to be the lesser of implied forward rates for the one-month LIBOR Index or its 20-year average and adjusted by the applicable multiple, such refunding is expected to generate overall present value savings of not less than 5% of the Series 2012B Bonds principal amount.

DISCUSSION:

The Series 2002B Bonds are currently outstanding in a failed auction rate mode. The auction fail rate is 200% of one-month LIBOR, a relatively low rate currently, but one that exposes MTA to a significant potential cost increase if and when short-term interest rates increase.

Given currently attractive fixed-rate market conditions, staff proposes to refund all or a portion of the Series 2002B Bonds tendered pursuant to a tender offer. This proposed strategy is expected to: (1) further reduce MTA's leveraged LIBOR risk exposure in the failing auction-rate market, (2) generate present value savings of at least 5% of the Series 2012B Bonds (compared to the assumed interest cost of the Series 2002B Bonds), and (3) result in level debt service savings.

The expected aggregate present value savings (based on assumed future interest rates of the Series 2002B Bonds) exceed the overall 3% minimum present value savings set forth in the Board Refunding Policy, which Policy does not apply to the issuance of fixed rate refunding bonds to refund variable rate bonds. In addition, this proposed refunding is expected to generate level debt service savings.


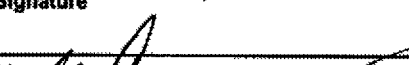
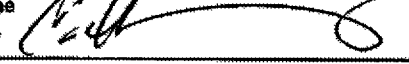
ALTERNATIVES:

The Board could determine to either: (1) leave the Series 2002B Bonds outstanding until short term interest rates rise to a higher level (and assume the risk of the refinancing rate at such time); (2) remarket the Series 2002B Bonds into another mode, such as fixed or bank-supported variable rate mode, however, such a remarketing would prevent MTA from taking advantage of the additional savings provided by the discounted tender purchase price.

RECOMMENDATION:




The MTA Board to approve the public tender offer of the Series 2002B Bonds and the issuance of the Series 2012B Bonds pursuant to the MTA Multiple Series Transportation Revenue Refunding Bond Supplemental Resolution adopted on January 25, 2012 to fund the purchase of all or a portion of the tendered Series 2002B Bonds subject to compliance with the present value savings test described herein, as well as all actions related to the public tender and the issuance of the refunding bonds described above, including without limitation, the dissemination of tender documents and the completion of any purchase of the Series 2002B Bonds pursuant thereto, the issuance of the Series 2012B Bonds to fund the aforementioned purchase, the payment of legal and advisor fees related to the public tender, if any, and other costs of issuance and transaction costs, from time to time deemed necessary or desirable in connection therewith.

Staff Summary

Subject Request for Authorization to Award Various Procurements
Department Strategic Initiative
Department Head Name Charlie Monheim 
Department Head Signature 
Division Head Name Clifford Shockley 

Date January 9, 2012
Vendor Name Various
Contract Number Various
Contract Manager Name Various
Table of Contents Ref #

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance	1/23/12			
2	Board	1/25/12			

Internal Approvals			
Order	Approval	Order	Approval
			Office of Civil Rights
		2	Legal 
4	CFO 		EITG
1	Procurement 	3	Strategic Initiative

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:

None None

MTAHQ proposes to award Competitive procurements in the following categories:

Schedules Requiring Majority Vote

Schedule F: Personal Services Contracts	1	\$ 548,806.00
Schedule G: Miscellaneous Service Contracts	1	\$1,350,000.00
SUBTOTAL	2	\$1,898,806.00

MTAHQ presents the following procurement actions for Ratification:

Schedule K: Ratifications of Completed Procurement Actions (Schedules E-J)	1	\$ 780,000.00
TOTAL	3	\$2,678,806.00

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, JANUARY 2012
COMPETITIVE PROCUREMENTS

METROPOLITAN TRANSPORTATION AUTHORITY

Procurements Requiring Majority Vote:

F. Personal Service Contracts

Staff Summaries required for items greater than: \$100k Sole Source; \$250 other Non-Competitive, \$1 million Competitive

1. Stantec Corporation

\$548,806

**Independent Engineer's Report in Connection
With MTA Bridges and Tunnels Bond Issues**

(Not-to-exceed)

Contract No. 11170-0100

Competitively negotiated – 2 proposals – 60 months

Contractor to provide consulting services as an Independent Engineer, as required by the Triborough Bridge and Tunnel Authority (TBTA) General Revenue Bond Resolution. Contractor will prepare an annual report of the financial condition of TBTA including projections of traffic, toll revenues and expenses, as well as a review of the physical condition of the bridge and tunnel facilities. The report of the Independent Engineer will be included in disclosure documents used in the issuance from time to time of TBTA's bonds. The negotiated not-to-exceed cost of \$513,565 represents a reduction of \$81,933 or 13.8% off of the Contractor's initial cost proposal of \$595,498. The five-year negotiated not-to-exceed amount of \$513,565 represents an annual escalation of 3.1% compared to the current contract. A contingency amount of \$35,241 is included for additional bring down letters, if required.

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. As-Needed Multi-Agency Collision Repair Services

\$1,350,000

Staff Summary Attached

Contract Nos.: 11044-0100 thru 1200

(Not-to-exceed)

- a. Central Auto Repair and Body, Inc.
- b. Deville Auto Collision, Inc.
- c. The Gillette Auto Body, Inc.
- d. Knights Collision Repair
- e. Mann's Paint & Body Shop North, Inc.
- f. Nationwide Auto Painting, Inc.
- g. Nunes Auto Sales & Body Shop, Inc.
- h. Stiloski's Automotive Corporation
- i. Tip Top Auto Body, Inc.
- j. 54th Street Auto Care, Inc.
- k. Ultra Advanced Collision Limited
- l. Wayside Auto Body, Inc.

Competitively negotiated – 13 proposals – 36 months

Vendors to provide as-needed collision repair services for the MTA Police Department (MTAPD) and New York City Transit (NYCT) non-revenue fleet of vehicles. Currently other MTA agencies utilize a multi-agency, full service, fleet management services contract which

METROPOLITAN TRANSPORTATION AUTHORITY
COMPETITIVE PROCUREMENTS

include collision, maintenance, warranty, quality control and administrative functions. MTAPD and NYCT do not require all of these services. Due to the MTAPD's and NYCT's geographical locations, the award of these twelve (12) contracts is necessary to ensure adequate coverage for the required services. As a result of negotiations, the proposed labor rates ranging from \$14 to \$75 were negotiated down to rates ranging from \$14 to \$46, representing savings ranging from \$0 to \$29 or 0% to 38%. These rates compare favorably to the current rates which range from \$10 to \$45. As well, the negotiated discount for parts ranging from 10% to 25% remains the same as the current contract. Based on the above, the negotiated pricing is deemed fair and reasonable.

Staff Summary

Schedule G: Miscellaneous Service Contracts

Page 1 of 1

Item Number:

Vendor Name (& Location): Various
Description: As Needed Multi-Agency Collision Repair Services
Contract Term (including Options, if any): March 1, 2012 through February 28, 2015
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 checked="" type="checkbox"/> RFP <input type="checkbox"/> Bid <input type="checkbox"/> Other:

Contract Number: 11044-0100 thru 1200	Renewal? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
Total Amount:	\$1,350,000
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: Security/MTA Police; Douglas Zeigler/Michael Coan	
Contract Manager: Caron Christian	

DISCUSSION:

To recommend that the Board approve the award of the following twelve (12) multi-agency, competitively negotiated, miscellaneous services contracts to provide as-needed collision repair services for the MTA Police Department (MTAPD) and New York City Transit (NYCT) non-revenue fleet of vehicles for a period of three (3) years from March 1, 2012 through February 25, 2015 for a total of \$450,000 for MTAPD and \$900,000 for NYCT for a combined, not-to-exceed total of \$1,350,000.

- | | | |
|---|---|-----------------------------------|
| 1. Central Auto Repair and Body, Inc. | 2. Deville Auto Collision, Inc. | 3. The Gillette Auto Body, Inc. |
| 4. Knights Collision Repair | 5. Mann's Paint & Body Shop North, Inc. | 6. Nationwide Auto Painting, Inc. |
| 7. Nunes Auto Sales & Body Shop, Inc. | 8. Stiloski's Automotive Corporation | 9. Tip Top Auto Body, Inc. |
| 10. 54 th Street Auto Care, Inc. | 11. Ultra Advanced Collision Limited | 12. Wayside Auto Body, Inc. |

The current Board-approved competitively awarded contracts for these services for MTAPD vehicles will expire on February 29, 2012. In order to continue these required services, a Request for Proposals (RFP), including NYCT's requirements, was publicly advertised and copies of the RFP were mailed to a total of twenty-nine (29) vendors. Thirteen proposals were received. Currently other MTA agencies utilize a multi-agency, full service, fleet management services contract which include collision, maintenance, warranty, quality control and administrative functions. MTAPD and NYCT do not require all of these services.

The Selection Committee, consisting of representatives from MTAPD Fleet and Administration Divisions and NYCT evaluated the proposals and determined that the twelve (12) firms listed above were most technically qualified and best suited to perform the services identified by the RFP. Due to MTAPD's and NYCT's geographical locations, the award of these twelve (12) contracts is necessary to ensure adequate coverage for the required services. MTA has conducted a responsibility review and other due diligence on these firms and has deemed them to be responsible for award.

As a result of negotiations, the proposed labor rates ranging from \$14 to \$75 were negotiated down to rates ranging from \$14 to \$46, representing savings ranging from \$0 to \$29 or 0% to 38%. These rates compare favorably to the current rates which range from \$10 to \$45. As well, the negotiated discount for parts ranging from 10% to 25% remains the same as the current contract. Based on the above, the negotiated pricing is deemed fair and reasonable.

LIST OF PROCUREMENTS FOR BOARD APPROVAL, JANUARY 2012
PROCUREMENTS FOR RATIFICATION

METROPOLITAN TRANSPORTATION AUTHORITY

Procurements Requiring Two-Thirds Vote:

K. Ratifications of Completed Procurement Actions (Involving Schedules E-J)

(Staff Summaries required for unusually large or complex items which otherwise would require Board approval)

- | | | |
|--|-------------------------------------|--------------------------------------|
| 1. TDX Construction Corporation
SBMP Construction Mentoring Services
Contract No. 10009-0100 | \$780,000
(Not-to-exceed) | <u>Staff Summary Attached</u> |
|--|-------------------------------------|--------------------------------------|

To recommend that the Board ratify a supplemental agreement to the Board-approved Personal Services Contract with TDX for Construction Management Services (CM) for the Small Business Mentoring Program (SBMP). The supplemental agreement to HAKS Engineers, Architects and Land Surveyors, P.C. (HAKS) is for code required construction testing and inspection services at a not-to-exceed value of \$780,000. HAKS was selected after a competitive process that resulted in the firm receiving the highest score based on criteria such as expertise, responsibility, and cost. The rates in Haks' proposal are comparable to those for similar tasks in an NYCT Technical Services contract with Haks. It is expected that the cost of these services will be fully offset by a reduction in SBMP contract costs to reflect the SBMP contractors' avoidance of code-required inspection costs.

Staff Summary

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

Page 1 of 1

Item Number:

Vendor Name (& Location): TDX Construction Corporation
Description: SBMP Construction Mentoring Services
Contract Term (Including Options, If any): July 30, 2010 thru July 29, 2014 (Base) plus 2-one year options
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 checked="" type="checkbox"/> RFP <input type="checkbox"/> Bid <input type="checkbox"/> Other:

Contract Number: 10009-0100	Renewal? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
Total Amount: \$ 780,000	
Funding Source: <input type="checkbox"/> Operating <input checked="" type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other:	
Requesting Dept/Div & Dept/Div Head Name: R. Saporita/OCO + L. Kleinbaum/Admin	
Contract Manager: Paul Fallon	

DISCUSSION:

To recommend that the Board approve a Supplemental Agreement to the Board-approved personal services contract with TDX for construction management (CM) services for the Small Business Mentoring Program ("SBMP"). The Board approved the TDX contract in June 2010 for a base (four year) contract of \$12,416,447. Subsequently TDX received a change order to consolidate program wide training increasing the base contract by \$376,400. This Supplemental Agreement adds code required construction testing and inspection services to the current contract value of \$12,792,847; increasing this by \$780,000 for such services. It is expected that the cost of these services will be fully offset by a reduction in SBMP contract costs to reflect the SBMP contractors' avoidance of inspection costs. These testing and inspection services are performed by a TDX sub-consultant, Haks Engineers, Architects and Land Surveyors, P.C. ("Haks"). Haks was selected as a result of a competitive process conducted by the Director of the Office of Construction Oversight in collaboration with TDX. Haks was the highest scoring firm and was selected based on its score, expertise, responsibility, and cost. Haks' average weighted unit price of \$76.54 was the second lowest price of the proposals and its qualifications, experience and proposed approach and methodology were scored higher than the other firms. The rates in Haks' proposal are comparable to those for similar tasks in an NYCT Technical Inspection Services contract with Haks. Haks is a New York State certified MBE.

As background, the goal of the MTA's Small Business Mentoring Program (SBMP) is to expand the pool of qualified and diverse contractors who compete for MTA's capital projects by addressing the major impediments small businesses face. TDX is assisting the MTA to evaluate and enroll applicants into the program and to mentor and train the firms accepted into the program. TDX, as part of its responsibilities, ensures that the SBMP contractors, who are competitively awarded these projects, will complete the required scope and quality safely, on-time, and on budget.

After TDX was selected, and as the standard bid documents were being developed, the MTA determined that assigning TDX the responsibility for testing and inspection was in the best interest of the SBMP. The purpose of shifting inspection responsibilities from the contractors to a construction manager is to allow the MTA to control inspection and testing activities, to provide for a uniform approach, and to avoid the potential for actual and apparent conflicts of interest when the inspections are performed by a firm retained by the contractor. TDX, as MTA's construction manager, is fully accountable to the MTA for this work and will integrate the testing and inspection activities with its construction management role. Ordinarily, the required testing and inspections work is included in the contractor's bid price. Instead, this cost is eliminated from the contractor's bid price and should be equal to the cost transferred to the TDX contract.

Since the specifications for the SBMP contracts did not include this work, and this change order work was critical to our ability to bid projects to achieve our legislative commitment, Haks was authorized to begin work prior to Board authorization. To date, \$27,084 has been invoiced. TDX staff are closely monitoring on-going costs and supervising all controlled inspection work to ensure all inspection standards are met.

An alternative, originally planned for the SBMP, is for the contractors to provide their own testing firms. This is not recommended as it presents the potential conflict of interest risk noted above as well as the added risk of a SBMP contractor selecting a firm in an industry with known integrity issues. Another alternate was to have the agencies or their consultants perform this work. However, no existing agency contract contains the needed scope of service.

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Schedule G: Miscellaneous Service Contracts



Item Number: 1

Vendor Name (& Location)	
Nordco Rail Services, Inc. (Oak Creek, WI)	
Description	
Ultrasonic Rail Flaw Detection Services	
Contract Term (including Options, if any)	
Four 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: Non-Competitive	

Contract Number	Renewal?
RFQ 2857	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
Total Amount:	
	\$1,710,915 (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:	
Department of Subways, Carmen Blanco	

Discussion:

It is requested that the Board declare that a competitive selection process is inappropriate pursuant to the All Agency Guidelines for Procurement of Services due to the existence of a single responsible source and approve the award of a four-year sole source, estimated quantities miscellaneous service contract to Nordco Rail Services, Inc. to conduct ultrasonic rail flaw detection services including maintenance, utilizing the proprietary Nordco equipment that exists on NYC Transit Track Geometry Cars #3 and #4 (TGC3 and TGC4).

The contractor will perform ultrasonic rail flaw detection services using sound waves to identify defects in the rail, thus facilitating pre-emptive repairs. Possible defects include internal separations of the steel within the rail head known as transverse defects, bolt hole and web defects, and longitudinal defects such as vertical split heads, horizontal split heads and head and web separations.

Nordco Rail Services (Nordco) and Sperry Rail Services (Sperry) are the premier ultrasonic rail testing firms in the nation. NYC Transit issued a sole source advertisement to ascertain whether other parties were capable of providing the above mentioned services to which no responses were received.

NYC Transit, in its efforts to identify a viable alternative and supplement to its current service provider (Sperry), decided to utilize the TGC3 & TGC4 vehicles, which currently perform critical track geometry and tunnel clearance measurements throughout the subway system and are already outfitted with proprietary ultrasonic rail testing equipment manufactured by Nordco. The TGC3 and TGC4 are owned and operated by NYC Transit. It is necessary to engage Nordco to maintain and service its proprietary equipment as they are the only company that can provide parts and maintain the system software. Nordco will also operate the equipment to analyze, report and verify the defects found during scheduled testing runs of the tracks by these inspection cars. Nordco will provide four certified personnel for this purpose for a period of approximately 24 weeks per year, covering two test runs of the transit system (subway, elevated and open-cut tracks), plus one additional subway-only test run. Sperry has provided this service exclusively for NYC Transit for over 40 years and is currently utilizing a diesel-powered vehicle (SRS 403) owned, operated and maintained by Sperry, to provide this testing. Due to the critical nature of this service, providing for two contractors will allow for redundancy and validation of each contractor's test findings.

After the Nordco contract is in place, NYC Transit anticipates awarding a new contract to Sperry to modify NYC Transit's existing TGC2 car to incorporate Sperry's latest proprietary ultrasonic rail testing equipment and have Sperry utilize the TGC2 to perform the ultrasonic testing in the future on a similar basis as Nordco, and thereby retire the Sperry SRS 403 from service.

The estimated annual cost of the ultrasonic rail flaw detection service described above is \$354,840 (totaling \$1,419,360 over four years); including costs for maintenance services. The balance of the total contract amount covers lodging, travel and per diem expenses. Nordco's initial proposal was \$2,212,560; NYC Transit's estimate was \$2,317,200. Following negotiations Procurement was able to reduce the total estimated cost to \$1,710,915 which was found to be fair and reasonable. Savings of \$501,645 (22.7%) were achieved.

Schedule G: Miscellaneous Service Contracts



Item Number: 2

Vendor Name (& Location) Simmons Machine Tool, Corp. (Albany, NY)
Description Inspection, maintenance and service of wheel truing machines, wheel boring mills, axle lathes and a wheel lathe.
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: Non-Competitive Sole Source

Contract Number 10G0294 /RFQ# 2487	Renewal? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
Total Amount: NYC Transit: \$598,373 MNR: \$368,910 LIRR: \$974,460 <div style="text-align: right;">\$1,941,743 (Est.)</div>	
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: Department of Subways, Carmen Bianco	

Discussion:

It is requested that the Board declare that a competitive selection process is inappropriate pursuant to the All Agency Guidelines for Procurement of Services due to the existence of a single responsible source and approve the award of a three-year, sole source, estimated quantity, multi-agency miscellaneous service contract to Simmons Machine Tool (Simmons) for the inspection, maintenance, and service of wheel truing machines (WTMs), wheel boring mills (WBMs), axle lathes and a wheel lathe for various NYC Transit, Metro-North Railroad (MNR) and Long Island Rail Road (LIRR) locations.

NYC Transit, MNR, and LIRR have combined their individual service needs under one agreement to achieve increased economies of scale and improved pricing. Simmons is the original equipment manufacturer of the WTMs, WBMs, axle lathes and wheel lathe under this contract and holds the proprietary rights to the equipment software. In an effort to solicit competition, NYC Transit placed advertisements in the New York State Contract Reporter and New York Post seeking other qualified companies to provide the contract services. No responses were received.

The WTMs are used for cutting the treads and flanges of train wheels to maintain uniformity of the wheels, per specification, a process called truing. Similar to the WTM in function, the wheel lathe can machine two wheel sets (four wheels) in tandem while on the car. The WBM is used to bore holes in the wheels to obtain a proper fit on the axle, and the axle lathe is used to cut the axle to match the bore of the wheel.

This contract includes provisions for preventative maintenance and inspections, additional repairs when needed, as well as the purchase of parts. The services provided under this contract are performed by Simmons' trained personnel. The inspections include preventative maintenance checks and also require Simmons to validate that the equipment is operating within specified tolerances. Additional repairs are required when major equipment components fail and/or when repairs require software diagnostics. Availability of qualified in-house personnel and the location and usage of the equipment are driving factors for the differences in each agency's preventative maintenance, inspection requirements, additional repairs and purchase of parts under this contract.

Simmons' initial price proposal for the three agencies totaled \$2,200,002. Through negotiations and a reduction in parts requirements, Simmons reduced its price proposal to \$1,941,743 which is 1.3 % lower than the cost estimate. The contract includes hourly labor rates for preventative maintenance and inspection services, additional repairs and travel as well as a discount rate for parts. Based on MTA Audit's cost analysis of the price proposal, Procurement has deemed Simmons' contract price fair and reasonable.

METROPOLITAN TRANSPORTATION AUTHORITY
MID-YEAR FORECAST AND NOVEMBER FORECAST vs. ACTUAL RESULTS (NON-REIMBURSABLE)
NOVEMBER 2011 YEAR-TO-DATE
(\$ in millions)

	November Year-to-Date			Favorable(Unfavorable) Variance			
	Mid-Year	November	Actual	Mid-Year Forecast	November Forecast		
	Forecast	Forecast		%	%		
Total Revenue	\$6,435.5	\$6,396.3	\$6,405.3	(\$30.2)	(0.5)	\$9.0	0.1
Total Expenses	9,074.8	8,968.8	8,942.1	132.7	1.5	26.7	0.3
Depreciation	1,919.3	1,866.5	1,827.4	91.9	4.8	39.1	2.1
OPEB Obligation	982.8	985.9	975.7	7.2	0.7	10.2	1.0
Environmental Remediation	7.3	7.3	7.3	(0.0)	(0.3)	(0.0)	(0.3)
Total Expenses	\$11,984.2	\$11,828.4	\$11,752.4	\$231.8	1.9	\$76.0	0.6
Net Surplus/(Deficit)	(\$5,548.7)	(\$5,432.1)	(\$5,347.2)	\$201.4	3.6	\$84.9	1.6
Subsidies	\$4,822.6	\$4,855.2	\$4,779.4	(\$43.2)	-0.9%	(\$75.8)	(1.6)
Debt Service	\$1,798.7	\$1,765.3	\$1,753.4	\$45.2	2.5	\$11.9	0.7

NOTE:

- Results are preliminary and subject to audit review
- Totals may not add due to rounding
- * Variance exceeds 100%

MTA CONSOLIDATED
EXPLANATION OF MAJOR VARIANCES BETWEEN NOVEMBER FORECAST AND ACTUAL
November 2011 YEAR-TO-DATE
(\$ in millions)

	Favorable (Unfavorable)		Reason for Variance
	Variance	Percent	
Total Revenue	\$9.0	0.1%	<p><u>NYCT</u> - \$8.2M favorable primarily due to higher-than-forecasted subway ridership.</p> <p><u>MTA Bus</u> - \$3.1M favorable primarily due to higher-than-forecasted insurance recoveries and student reimbursements.</p> <p><u>MNR</u> - \$1.3M favorable primarily due to higher-than-forecasted station rents and concessions, advertising revenue and net GCT revenue, partially offset by lower-than-forecasted ridership.</p> <p><u>LIRR</u> - \$1.0M favorable due to higher-than-forecasted ridership, partially offset by lower advertising, miscellaneous, and special services revenue.</p> <p><u>SIR</u> - \$0.2M favorable due to higher-than-forecasted other operating revenues.</p> <p><u>B&T</u> - (\$0.1M) unfavorable variance is close to forecast.</p> <p><u>MTA HQ</u> - (\$0.2M) unfavorable variance is close to forecast.</p> <p><u>LIB</u> - (\$0.5M) unfavorable primarily due to lower-than-forecasted ridership and advertising revenues.</p> <p><u>FMTAC</u> - (\$4.0M) unfavorable due to lower-than-forecasted investment income attributable to a negative shift in the market value of the invested asset portfolio.</p>
Total Expenses	\$70.7	0.6%	<p><u>LIRR</u> - \$34.5M favorable primarily attributable to timing. Material & Supplies \$11M, Maintenance & Other Operating Contracts \$9M, Claims \$3M, and Miscellaneous Expenses (FEMA reimbursement) \$2M. The favorable result also contains both real and timing elements not readily identifiable at this time: Traction, Propulsion & Diesel \$4M; Utilities \$2M, and Health & Welfare \$1M, partially offset by a "real" unfavorable Overtime variance of \$3M. The remainder of the favorable result is made up of "non-cash" expense variances: OPEB Obligation \$4M, and Depreciation \$2M.</p> <p><u>MTA HQ</u> - \$20.9M favorable reflects approximately \$9M in real savings, \$7M in "timing", and \$7M due to OPEB Obligations, a "non-cash" item. The "Real" variance is made up of \$7M in Maintenance and Other Operating expenses (due to reduced spending on IESS), and \$2M in Materials and Supplies. The "Timing" variance is made up of a favorable \$12M in Internal Subsidies and unfavorable variances of (\$3M) in Labor (the timing of a reimbursement for Directed Patrol) and (\$2M) in Professional Services. The balance of \$2M is "real/timing combined" and is primarily an unfavorable variance in Other Expenses due to higher rent and utility expenses.</p>

MTA CONSOLIDATED
EXPLANATION OF MAJOR VARIANCES BETWEEN NOVEMBER FORECAST AND ACTUAL
November 2011 YEAR-TO-DATE
(\$ in millions)

	Favorable (Unfavorable)		Reason for Variance
	Variance	Percent	
			<p><u>MNR</u> - \$19.0M favorable primarily due to "non-cash" expense variances. Depreciation \$9M; and Environmental Remediation \$2M. The remainder of the favorable outcome is primarily attributable to timing: Materials & Supplies \$6M, and Professional Services \$3M</p> <p><u>NYCT</u> - \$18.2M favorable mostly reflects a "non-cash" Depreciation expense variance of \$26M, as well as a favorable "timing-related" variance of \$16M for a public liability accrual adjustment (Claims), partially offset by an unfavorable (\$9M) Labor variance resulting from the timing of retiree healthcare subsidy receipts from the Federal Employee Retiree Reinsurance Program (ERRP) program. Also, unfavorable Labor costs of (\$13M), which contains both "real" and "timing" elements not readily identifiable at this time, are due in part to higher vacancy/maintenance coverage requirements.</p> <p><u>MTA Bus</u> - \$4.8M favorable reflects \$8M in favorable "timing" results, partially offset by \$3M in unfavorable "real" overspending, and \$1M in higher "non-cash" items. The "timing" variance is mostly due to underspending of \$4M in Professional Services and \$2M in Other Business Expenses. The "real" variance is mostly due to unfavorable variances in Payroll, Overtime, Health and Welfare, Pensions, and Insurance. The "non-cash" component of the overall result is attributable to unfavorable variances of \$2M in Environmental Remediation and \$1M in OPEB Obligations, which were partially offset by a favorable variance of \$2M in Depreciation</p> <p><u>B&T</u> - \$1.2M favorable primarily due to a "non-cash" Depreciation expense variance of \$0.9M. The remainder of the favorable variance was attributable to timing differences in major maintenance.</p> <p><u>SIR</u> - \$0.7M favorable primarily attributable to lower-than-forecasted Labor expenses due to "timing", and lower "real" variances in Maintenance and Other Operating Contracts, and Traction and Propulsion.</p> <p><u>LIR</u> - (\$2.5M) unfavorable "real" variance primarily due to a third party actuarial re-estimate for Claims expenses.</p> <p><u>FMTAC</u> - (\$18.3M) unfavorable "real" variance due to higher-than-forecasted claims expenses</p> <p><u>Other Expense Adjustments</u> - (\$7.8M) unfavorable primarily due to B&T capital transfers and MTA internal subsidies.</p>
Subsidies	(75.8)	-1.6%	The unfavorable variance was mainly attributable to lower PMT accruals and lower than budgeted City Subsidy to MTA Bus, due primarily to timing, partially offset by favorable PBT accruals also due to timing.
Debt Service	11.9	0.7%	This variance is primarily due to lower variable rates for the commercial paper program

METROPOLITAN TRANSPORTATION AUTHORITY
July Financial Plan - 2011 Mid-Year Forecast
Consolidated Accrual Statement of Operations by Category
November 2011
(\$ in millions)

	Nonreimbursable				Reimbursable				Total			
	Mid-Year Forecast	Actual	Favorable (Unfavorable) Variance	Percent	Mid-Year Forecast	Actual	Favorable (Unfavorable) Variance	Percent	Mid-Year Forecast	Actual	Favorable (Unfavorable) Variance	Percent
Revenue												
Farebox Revenue	\$420.9	\$424.5	\$3.6	0.9	\$0.0	\$0.0	\$0.0	-	\$420.9	\$424.5	\$3.6	0.9
Vehicle Toll Revenue	122.5	125.2	2.7	2.2	0.0	0.0	0.0	-	122.5	125.2	2.7	2.2
Other Operating Revenue	42.0	38.4	(3.6)	(8.6)	0.0	0.0	0.0	-	42.0	38.4	(3.6)	(8.6)
Capital & Other Reimbursements	0.0	0.0	0.0	-	122.5	122.2	(0.3)	(0.2)	122.5	122.2	(0.3)	(0.2)
Total Revenue	\$585.4	\$588.2	\$2.7	0.5	\$122.5	\$122.2	(\$0.3)	(0.2)	\$708.0	\$710.4	\$2.5	0.3
Expenses												
Labor												
Payroll	\$362.0	\$362.5	(\$0.5)	(0.1)	\$47.4	\$38.7	\$8.7	18.4	\$409.5	\$401.2	\$8.3	2.0
Overtime	39.1	46.0	(6.8)	(17.5)	7.7	10.8	(3.0)	(39.5)	46.8	56.7	(9.9)	(21.1)
Health and Welfare	67.8	68.5	(0.8)	(1.1)	4.1	4.2	(0.1)	(2.0)	71.9	72.7	(0.8)	(1.2)
OPEB Current Payment	31.4	48.0	(17.6)	(56.1)	0.2	(0.2)	0.4	-	31.6	48.6	(17.2)	(54.6)
Pensions	43.1	41.9	1.2	2.7	2.4	2.8	(0.4)	(15.6)	45.5	44.7	0.8	1.8
Other Fringe Benefits	38.5	38.9	(0.4)	(1.1)	12.9	10.7	2.2	17.4	51.4	49.6	1.8	3.6
Reimbursable Overhead	(26.3)	(28.5)	2.3	8.6	26.3	28.5	(2.2)	(8.5)	(0.0)	(0.0)	0.0	-
Total Labor Expenses	\$556.6	\$578.3	(\$22.8)	(4.1)	\$101.0	\$95.4	\$5.6	5.6	\$656.6	\$673.6	(\$17.0)	(2.6)
Non-Labor												
Traction and Propulsion Power	\$26.5	\$26.6	(\$0.1)	(0.5)	\$0.0	\$0.0	\$0.0	-	\$26.5	\$26.6	(\$0.1)	(0.5)
Fuel for Buses and Trains	21.9	19.3	2.5	11.7	0.0	0.0	(0.0)	(50.0)	21.9	19.3	2.5	11.6
Insurance	1.4	0.5	0.9	64.1	0.8	0.8	(0.1)	(8.8)	2.2	1.3	0.8	36.3
Claims	16.1	22.1	(6.0)	(37.3)	0.0	0.0	0.0	-	16.1	22.1	(6.0)	(37.3)
Paratransit Service Contracts	34.2	30.1	4.0	11.8	0.0	0.0	0.0	-	34.2	30.1	4.0	11.8
Maintenance and Other Operating Contracts	59.5	46.1	11.4	19.1	5.5	14.6	(9.1)	-	65.0	62.8	2.2	3.4
Professional Service Contracts	19.5	13.3	6.2	31.8	3.3	2.4	0.9	26.8	22.8	15.7	7.1	31.0
Materials & Supplies	51.6	42.6	8.9	17.3	11.7	9.4	2.3	19.6	63.3	52.1	11.2	17.8
Other Business Expenses	19.5	16.6	2.8	14.6	0.2	(0.5)	0.7	-	19.7	16.2	3.5	17.9
Total Non-Labor Expenses	\$250.1	\$219.4	\$30.7	12.3	\$21.5	\$26.8	(\$5.4)	(24.9)	\$271.6	\$246.3	\$25.3	9.3
Other Expense Adjustments:												
Other	(3.9)	(3.7)	(0.2)	(6.2)	0.0	0.0	0.0	-	(3.9)	(3.7)	(0.2)	(6.2)
General Reserve	0.0	0.0	0.0	-	0.0	0.0	0.0	-	0.0	0.0	0.0	-
Total Other Expense Adjustments	(\$3.9)	(\$3.7)	(\$0.2)	(6.2)	\$0.0	\$0.0	\$0.0	-	(\$3.9)	(\$3.7)	(\$0.2)	(6.2)
Total Expenses before Non-Cash Liability Adjs.	\$801.9	\$794.0	\$7.9	1.0	\$122.5	\$122.2	\$0.3	0.2	\$924.3	\$916.2	\$8.1	0.9
Depreciation	191.8	167.8	24.0	12.5	0.0	0.0	0.0	-	191.8	167.8	24.0	12.5
OPEB Obligation	22.3	20.7	1.6	7.3	0.0	0.0	0.0	-	22.3	20.7	1.6	7.3
Environmental Remediation	0.2	0.2	0.0	0.0	0.0	0.0	0.0	-	0.2	0.2	0.0	0.0
Total Expenses	\$1,016.2	\$982.7	\$33.5	3.3	\$122.5	\$122.2	\$0.3	0.2	\$1,138.6	\$1,104.9	\$33.7	3.0
Net Surplus/(Deficit) excluding Subsidies and Debt Service	(\$430.7)	(\$394.5)	\$36.3	8.4	\$0.0	(\$0.0)	(\$0.0)	-	(\$430.7)	(\$394.5)	\$36.3	8.4
Subsidies	276.8	317.7	40.8	14.7	0.0	0.0	0.0	-	276.8	317.7	40.8	14.7
Debt Service	121.7	77.2	44.5	36.5	0.0	0.0	0.0	-	121.7	77.2	44.5	36.5

AA88 actual operating savings are captured within the category construct of MTA's traditional financial statements
- Results are preliminary and subject to audit review
- Differences are due to rounding
* Variance exceeds 100%

METROPOLITAN TRANSPORTATION AUTHORITY
July Financial Plan - 2011 Mid-Year Forecast
Consolidated Accrual Statement of Operations by Category
November Year-to-Date
(\$ in millions)

	Nonreimbursable				Reimbursable				Total			
	Mid-Year Forecast	Actual	Favorable (Unfavorable) Variance	Percent	Mid-Year Forecast	Actual	Favorable (Unfavorable) Variance	Percent	Mid-Year Forecast	Actual	Favorable (Unfavorable) Variance	Percent
Revenue												
Farebox Revenue	\$4,591.1	\$4,571.2	(\$19.9)	(0.4)	\$0.0	\$0.0	\$0.0	-	\$4,591.1	\$4,571.2	(\$19.9)	(0.4)
Vehicle Toll Revenue	1,381.0	1,376.7	(4.3)	(0.3)	0.0	0.0	0.0	-	1,381.0	1,376.7	(4.3)	(0.3)
Other Operating Revenue	463.3	457.4	(5.9)	(1.3)	0.0	0.0	0.0	-	463.3	457.4	(5.9)	(1.3)
Capital & Other Reimbursements	0.0	(0.0)	(0.0)	-	1,334.3	1,295.9	(38.5)	(2.9)	1,334.3	1,295.9	(38.5)	(2.9)
Total Revenue	\$6,435.3	\$6,405.3	(\$30.1)	(0.5)	\$1,334.3	\$1,295.9	(\$38.5)	(2.9)	\$7,769.7	\$7,701.1	(\$68.5)	(0.9)
Expenses												
Labor												
Payroll	\$3,840.6	\$3,834.0	\$6.6	0.2	\$487.7	\$463.0	\$24.7	5.1	\$4,328.3	\$4,297.0	\$31.3	0.7
Overtime	454.4	489.7	(35.3)	(7.8)	93.1	107.0	(13.9)	(15.0)	547.5	596.8	(49.3)	(9.0)
Health and Welfare	718.7	716.7	2.0	0.3	46.5	45.6	0.9	1.9	765.2	762.3	2.9	0.4
OPEB Current Payment	342.9	356.4	(13.5)	(3.9)	1.1	0.6	0.3	25.3	344.0	357.2	(13.2)	(3.8)
Pensions	1,046.7	1,045.5	1.2	0.1	46.2	48.2	(1.9)	(4.1)	1,093.0	1,093.7	(0.7)	(0.1)
Other Fringe Benefits	443.4	446.4	(3.0)	(0.7)	132.7	129.7	3.0	2.3	576.1	576.1	0.0	0.0
Reimbursable Overhead	(306.3)	(290.0)	(16.3)	(5.3)	305.8	291.6	14.2	4.7	(0.5)	1.6	(2.1)	-
Total Labor Expenses	\$6,640.4	\$6,698.7	(\$58.3)	(0.9)	\$1,113.1	\$1,085.9	\$27.2	2.4	\$7,653.5	\$7,684.6	(\$31.1)	(0.4)
Non-Labor												
Traction and Propulsion Power	\$310.1	\$312.6	(\$2.5)	(0.8)	\$0.0	\$0.2	(\$0.2)	-	\$310.2	\$312.8	(\$2.6)	(0.8)
Fuel for Buses and Trains	226.6	226.3	0.3	0.2	0.1	0.1	0.0	2.1	226.9	226.4	0.5	0.2
Insurance	13.6	9.3	4.2	31.1	9.3	8.5	0.8	8.3	22.8	17.8	5.0	21.8
Claims	186.6	203.9	(17.1)	(9.1)	0.0	0.0	0.0	-	186.6	203.9	(17.1)	(9.1)
Paratransit Service Contracts	351.4	324.1	27.2	7.6	0.0	0.4	(0.4)	-	351.4	324.5	26.8	7.6
Maintenance and Other Operating Contracts	590.4	521.3	69.1	11.7	59.9	83.1	(23.1)	(38.6)	650.3	604.4	45.9	7.1
Professional Service Contracts	173.9	153.4	20.5	11.8	27.8	20.0	7.8	28.0	201.7	173.4	28.3	14.0
Materials & Supplies	513.6	450.1	63.7	12.4	121.2	96.3	24.9	20.6	635.1	546.4	88.6	14.0
Other Business Expenses	174.9	152.7	22.2	12.7	2.9	1.1	1.7	60.2	177.6	153.9	23.9	13.4
Total Non-Labor Expenses	\$2,541.6	\$2,353.9	\$187.9	7.4	\$221.2	\$209.9	\$11.3	5.1	\$2,763.0	\$2,563.8	\$199.1	7.2
Other Expense Adjustments:												
Other	(7.3)	(10.5)	3.2	43.3	0.0	0.0	0.0	-	(7.3)	(10.5)	3.2	43.3
General Reserve	0.0	0.0	0.0	-	0.0	0.0	0.0	-	0.0	0.0	0.0	-
Total Other Expense Adjustments	(\$7.3)	(\$10.5)	\$3.2	43.3	\$0.0	\$0.0	\$0.0	-	(\$7.3)	(\$10.5)	\$3.2	43.3
Total Expenses before Non-Cash Liability Adjs.	\$9,074.8	\$8,942.1	\$132.7	1.5	\$1,334.3	\$1,295.8	\$38.5	2.9	\$10,409.1	\$10,237.9	\$171.2	1.6
Depreciation	1,919.3	1,827.4	91.9	4.8	0.0	0.0	0.0	-	1,919.3	1,827.4	91.9	4.8
OPEB Obligation	982.6	975.7	7.2	0.7	0.0	0.0	0.0	-	982.6	975.7	7.2	0.7
Environmental Remediation	7.3	7.3	(0.0)	(0.3)	0.0	0.0	0.0	-	7.3	7.3	(0.0)	(0.3)
Total Expenses	\$11,984.2	\$11,752.4	\$231.8	1.9	\$1,334.3	\$1,295.8	\$38.5	2.9	\$13,316.6	\$13,048.3	\$270.3	2.0
Net Surplus/(Deficit) excluding Subsidies and Debt Service	(\$5,548.9)	(\$5,347.2)	\$201.7	3.6	\$0.0	\$0.0	\$0.0	17.4	(\$5,548.9)	(\$5,347.2)	\$201.7	3.6
Subsidies	4,822.6	4,779.4	(43.2)	(0.9)	0.0	0.0	0.0	-	4,822.6	4,779.4	(43.2)	(0.9)
Debt Service	1,798.7	1,753.4	45.2	2.5	0.0	0.0	0.0	-	1,798.7	1,753.4	45.2	2.5

* ABB actual operating savings are captured within the category construct of MTA's traditional financial statements
- Results are preliminary and subject to audit review
- Differences are due to rounding
* Variance exceeds 100%

METROPOLITAN TRANSPORTATION AUTHORITY
JULY FINANCIAL PLAN - 2011 MID-YEAR FORECAST
EXPLANATION OF VARIANCES BETWEEN MID-YEAR FORECAST AND ACTUAL ACCRUAL BASIS
NOVEMBER 2011
(\$ in millions)

Generic Revenue or Expense Category	Nonreimb or Reimb	NOVEMBER		Reason for Variance	YEAR-TO-DATE		Reason for Variance
		Favorable (Unfavorable)			Favorable (Unfavorable)		
		\$	%		\$	%	
Farebox Revenue	NR	3.6	0.9	The LIRR, NYCT, MNR and MTA Bus had favorable variances of \$1.4M, \$1.4M, \$0.7M and \$0.2M, respectively, primarily due to higher-than-forecasted ridership.	(19.9)	(0.4)	NYCT, MTA Bus, MNR and LI Bus had unfavorable variances of (\$15.2M), (\$2.6M), (\$1.9M) and (\$0.6M), respectively, primarily due to the impact of Tropical Storm Irene. The LIRR and SIR had favorable variances of \$0.4M and \$0.3M, respectively, due to higher-than-forecasted ridership.
Vehicle Toll Revenue	NR	2.7	2.2	Toll revenues were higher primarily due to higher-than-forecasted average toll and increased traffic volume.	(4.3)	(0.3)	Toll revenues were lower due to the impact of Tropical Storm Irene in August and the October snowstorm.
Other Operating Revenue	NR	(3.6)	(8.6)	The variance reflects unfavorable results of: (\$7.2M) at FMTAC due to a negative shift in the market value of the invested asset portfolio and (\$0.3M) at MTAHQ due to the timing of rental revenue. These results were partially offset by favorable outcomes of: \$1.8M at MNR primarily due to the timing of net GCT revenues; \$1.1M at NYCT due to higher advertising and paratransit urban tax revenue; \$0.6M at MTA Bus due to greater insurance recoveries and student fare reimbursements; and \$0.5M at LIB.	(5.9)	(1.3)	The year-to-date variance reflects unfavorable results of: (\$20.0M) at FMTAC due to a negative shift in the market value of the invested asset portfolio and (\$0.9M) at the LIRR mostly due to the timing of advertising and miscellaneous revenues. These results were partially offset by favorable variances of \$9.5M at NYCT due to higher advertising and paratransit urban tax revenue; \$3.3M at MNR resulting from higher advertising, rents, and concessions; \$1.3M at MTA Bus due to greater insurance recoveries and student fare reimbursements; and \$0.8M at B&T due to higher revenue from the Battery Parking Garage and additional revenues from the auctioning of fleet vehicles.
Payroll	NR	(0.5)	(0.1)	Unfavorable variances of (\$2.9M) at MTA Bus, (\$0.6M) at LIB, and (\$0.4) at NYCT were due to the timing of reimbursable project work and sick leave payouts to retirees. These results were partially offset by favorable variances of \$1.7M at MTAHQ, \$0.9M at B&T and \$0.7M at MNR primarily due to vacancies.	6.6	0.2	Favorable YTD variances of \$7.2M at NYCT, \$2.4M at B&T, \$2.3M at MNR, \$1.1M at MTAHQ, and \$0.9 at SIR were primarily due to vacancies. These results were partially offset by an unfavorable variance of (\$6.0M) at the LIRR and (\$1.4M) at MTA Bus due to prior-period accruals, the timing of attrition, vacation buyback payments and lower reimbursable project work.
Overtime	NR	(6.8)	(17.5)	The unfavorable outcome largely reflects higher maintenance and vacancy/absentee coverage requirements: (\$4.9M) at NYCT; (\$1.1M) at the LIRR; (\$0.8M) at MNR, reflecting the Port Jervis Line reconstruction work and track repairs; and (\$0.3M) at MTA HQ resulting from the timing of a reimbursement for Directed Patrol. These results were partially offset by a favorable outcome of \$0.4M at B&T. (see Overtime Report for more details)	(35.3)	(7.8)	The year-to-date unfavorable variance largely reflects the impact of Tropical Storm Irene and higher maintenance and vacancy/absentee coverage requirements totaling: (\$20.4M) at NYCT, (\$5.7M) at the LIRR, and (\$5.2M) at MNR. Unfavorable variances of (\$4.1M) at MTA HQ, (\$1.2M) at MTA Bus, and (\$0.5M) at SIR reflect timing and vacancy coverage. These outcomes were partially offset by lower-than-forecasted expenditures of \$1.7M at B&T. (see Overtime Report for more details)
Health and Welfare	NR	(0.6)	(1.1)	NYCT had an unfavorable variance of (\$3.1M) primarily due to timing. Partially offsetting this result were favorable variances of \$1.3M at LIB due to vacancies; \$0.6M at the LIRR due to lower rates; and \$0.5M at B&T. Other agencies' variances were minor.	2.0	0.3	LIB and the LIRR had favorable variances of \$2.5M and \$0.5M, respectively, due to vacancies. MNR and MTA Bus had favorable variances of \$0.7M and \$0.5M, respectively. These favorable outcomes were partially offset by unfavorable variances at NYCT and MTA HQ of (\$1.7M) and (\$1.1M), respectively, primarily due to timing.

METROPOLITAN TRANSPORTATION AUTHORITY
JULY FINANCIAL PLAN - 2011 MID-YEAR FORECAST
EXPLANATION OF VARIANCES BETWEEN MID-YEAR FORECAST AND ACTUAL ACCRUAL BASIS
NOVEMBER 2011
(\$ in millions)

Generic Revenue or Expense Category	Nonreimb or Reimb	NOVEMBER		Reason for Variance	YEAR-TO-DATE		Reason for Variance
		Favorable (Unfavorable)			Favorable (Unfavorable)		
		\$	%		\$	%	
OPEB - Current Payment	NR	(17.6)	(56.1)	NYCT had an unfavorable variance of (\$16.9M) primarily due to the timing of retiree healthcare subsidy receipts from the Federal Employee Retiree Reinsurance Program (ERRP) and the timing of expenses. LIB had an unfavorable variance of (\$1.2M) due to a reclassification of expenses between Health & Welfare and OPEB. These results were partially offset by a favorable variance at the LIRR of \$0.4M due to lower rates and fewer retirees.	(13.5)	(3.9)	NYCT had an unfavorable variance of (\$14.5M) primarily due to the timing of retiree healthcare subsidy receipts from the Federal Employee Retiree Reinsurance Program (ERRP) and the timing of expenses. Unfavorable variances at LIB of (\$1.1M) and MNR of (\$0.8M) were primarily due to higher retiree expenses and reclassifications. Partially offsetting these results was a favorable variance of \$2.0M at the LIRR due to lower rates and fewer retirees.
Pensions	NR	1.2	2.7	Timing was primarily responsible for favorable variances of \$2.6M, \$0.6M and \$0.3M at MTAHQ, the LIRR and B&T, respectively, and an unfavorable variance of (\$0.3M) at NYCT. MTABus and LIB were (\$1.6M) and (\$0.5M) unfavorable due to actuarial re-estimates.	1.2	0.1	Timing was primarily responsible for favorable variances of \$3.4M, \$3.4M and \$1.0M at MTAHQ, the LIRR and B&T, respectively, and an unfavorable variance of (\$2.4M) at NYCT. LIB and MTABus were (\$2.9M) and (\$1.5M) unfavorable due to actuarial re-estimates.
Other Fringe Benefits	NR	(0.4)	(1.1)	NYCT had an unfavorable variance of (\$1.6M) due to lower direct overhead credits caused by reimbursable payroll underruns. LIB had an unfavorable variance of (\$0.2M) due to higher worker's compensation expenses. These results were partially offset by favorable variances of \$1.0M at B&T due to an actuarial adjustment of the Worker's Compensation reserve and \$0.6M at the LIRR due to lower Railroad Retirement Tax payments.	(3.0)	(0.7)	MTA HQ had an unfavorable variance of (\$3.4M) due to the timing of retiree benefits. NYCT had an unfavorable variance of (\$3.0M) due to lower direct overhead credits caused by reimbursable payroll underruns. MNR was (\$0.3M) unfavorable. Partially offsetting these results were favorable variances attributable to: the LIRR \$1.9M due to lower Railroad Retirement Tax payments; B&T \$1.2M due to an actuarial adjustment of the Worker's Compensation reserve; and MTA Bus \$0.8M due to vacancies.
Reimbursable Overhead	NR	2.3	8.6	The favorable result primarily reflects the timing of expense recovery billings at MTA HQ \$3.4M, and changes in project activity levels, \$0.3M at B&T. These results were partially offset by an unfavorable outcome of (\$1.2M) at NYCT due to lower overhead credits resulting from reimbursable payroll underruns.	(16.3)	(5.3)	The unfavorable result largely reflects the timing of expense recovery billings at MTA HQ (\$11.7M), and changes in project activity levels (\$4.2M) at the LIRR and (\$1.5M) at MNR. Partially offsetting these results was a favorable outcome of \$1.0M at NYCT attributable to a favorable capital project mix.
Traction and Propulsion Power	NR	(0.1)	(0.5)	NYCT was (\$2.2M) unfavorable primarily due to higher rates. Partially offsetting this result were favorable outcomes attributable to lower consumption and lower rates; \$1.0M at MNR and \$0.9M at the LIRR.	(2.4)	(0.8)	The unfavorable variance of (\$10.3M) at NYCT was primarily due to higher rates. Partially offsetting this result were favorable outcomes attributable to lower consumption and lower rates, \$5.3M at the LIRR and \$2.4M at MNR.
Fuel for Buses and Trains	NR	2.5	11.7	The favorable variances of \$2.6M at NYCT and \$0.4M at the LIRR were primarily due to lower consumption. MNR was \$0.3M favorable largely due to timing. These results were partially offset by an unfavorable variance of (\$0.9M) at LIB primarily due to the timing of CNG tax rebates.	0.5	0.2	The favorable variances of \$1.1M at the LIRR, \$1.0M at NYCT and \$0.5M at MNR were mainly due to lower consumption. MTA Bus was \$0.5M favorable largely due to timing. Partially offsetting these results was an unfavorable variance of (\$2.7M) at LIB primarily due to a prior period adjustment, higher CNG rates and the timing of CNG tax rebates.
Insurance	NR	0.9	64.1	Variance primarily due to timing.	4.2	31.1	Variance primarily due to timing.

METROPOLITAN TRANSPORTATION AUTHORITY
JULY FINANCIAL PLAN - 2011 MID-YEAR FORECAST
EXPLANATION OF VARIANCES BETWEEN MID-YEAR FORECAST AND ACTUAL ACCRUAL BASIS
NOVEMBER 2011
(\$ in millions)

NOVEMBER					YEAR-TO-DATE				
Generic Revenue or Expense Category	Nonreimb or Reimb	Favorable (Unfavorable)		Reason for Variance	Favorable (Unfavorable)		Reason for Variance		
		\$	%		\$	%			
Claims	NR	(5.0)	(37.3)	The unfavorable result was primarily due to an increase in required reserves of (\$6.1M) and (\$0.9M) at FMTAC and LIB, respectively which was partially offset by lower-than projected payouts of \$0.4M, \$0.3M and \$0.2M at MNR, the LIRR and MTA Bus, respectively.	(17.1)	(9.1)	The unfavorable result was primarily due to an increase in required reserves at FMTAC (\$20.8M), an actuarial re-estimate at LIB (\$2.4M), and higher payouts at MTAHQ (\$1.6M). These results were partially offset by favorable variances at the LIRR, MNR and MTABus of, \$4.5M, \$2.6M and \$0.7M, respectively, due to timing and lower-than projected payouts.		
Paratransit Service Contracts	NR	4.0	11.8	NYCT was \$4.0M favorable mostly due to fewer trips.	27.2	7.8	NYCT was \$27.2M favorable mostly due to fewer trips, including trips lost due to Tropical Storm Irene in August.		
Maintenance and Other Operating	NR	11.4	19.1	The LIRR was \$4.0M favorable primarily due to the timing of payments for joint facilities, utilities and vegetation management and lower IESS security costs. MTA HQ was \$3.2M favorable due to lower maintenance and repair costs for Facility Management, the EIT Group, IESS and Two Broadway. B&T was favorable by \$2.9M primarily due to lower expenditures for major maintenance, bridge painting and office equipment maintenance and repair services. NYCT and MNR were favorable by \$0.6M and \$0.5M respectively, largely due to timing.	69.1	11.7	B&T was favorable by \$18.3M primarily due to lower expenditures for major maintenance, bridge painting, office equipment and repair services, the E-ZPass customer service center, revenue processing center, telephone services, and the NY Power Authority. The LIRR was \$15.5M favorable primarily due to the timing of expenses for vegetation management, telecommunication services, utilities, joint facilities, Penn Station maintenance and lower IESS security costs. MTA HQ was \$14.3M favorable due to lower maintenance and repair costs for Facility Management, Two Broadway, the EIT Group and IESS. NYCT was \$13.7M favorable primarily due to the timing of facility, operating EDP and security expenses and lower painting costs. MNR was \$4.8M favorable primarily due to the timing of shop equipment maintenance and locomotive overhauls and lower costs for telephone services, training, the Hudson Rail Link and Amtrak recoveries. LI Bus, MTA Bus and SIR were favorable by \$1.3M, \$0.6M and \$0.5M, respectively, due to timing.		
Professional Service Contracts	NR	6.2	31.8	NYCT was \$5.0M favorable largely due to expense adjustments and underruns in several professional service accounts. B&T was \$1.1M favorable primarily due to lower-than-projected expenditures for planning and engineering studies. The LIRR had a favorable variance of \$0.7M primarily due to the timing of consulting services. Partially offsetting these results was an unfavorable variance of (\$0.7M) at LIB due to higher-than-projected security services.	20.5	11.8	MNR was \$5.3M favorable primarily due to lower expenses for bridge inspections, security, software services and training. B&T was \$5.0M favorable due to lower-than-projected expenditures for planning studies, medical services, engineering services, IT consultants, bond insurance fees, training and MTA chargebacks. MTA Bus had a favorable variance of \$3.4M primarily due to the timing of systems implementation. NYCT had a \$3.0M favorable variance largely due to underruns in several professional service accounts. MTA HQ was \$2.7M favorable primarily due to the timing of legal, consulting and accounting expenses. The LIRR was \$1.9M favorable primarily due to the timing of MTA chargebacks, market research and consulting services.		
Materials & Supplies	NR	8.9	17.3	The overall favorable variance largely reflects the timing of maintenance material requirements, inventory adjustments, and equipment and supply purchases totaling \$3.4M at NYCT, \$2.3M at the LIRR, \$1.9M B&T, \$0.9M at MTA HQ, and \$0.3M at LIB.	63.7	12.4	The overall favorable variance largely reflects the timing of maintenance material requirements, and equipment and supply purchases: \$18.9M at NYCT; \$18.4M at the LIRR, \$12.0M at B&T; \$9.5M at MNR; \$2.9M at MTA HQ; \$1.8M at LIB, and \$0.4M at MTA Bus.		

METROPOLITAN TRANSPORTATION AUTHORITY
JULY FINANCIAL PLAN - 2011 MID-YEAR FORECAST
EXPLANATION OF VARIANCES BETWEEN MID-YEAR FORECAST AND ACTUAL ACCRUAL BASIS
NOVEMBER 2011
(\$ in millions)

6 - IX

Generic Revenue or Expense Category	Nonreimb or Reimb	NOVEMBER		Reason for Variance	YEAR-TO-DATE		Reason for Variance
		Favorable (Unfavorable)			Favorable (Unfavorable)		
		\$	%		\$	%	
Other Business Expenses	NR	2.8	14.6	MTAHQ was \$4.0M favorable primarily due to the timing of inter-agency subsidies. The LIRR was \$0.2M favorable due to a restitution for property damages. MNR was (\$0.8M) unfavorable due to the timing of miscellaneous expenses. NYCT was (\$0.7M) unfavorable due to the reclassification of NYS Mobility Tax expenses from the Reimbursable category	22.2	12.7	The favorable variance was primarily due to the timing of inter-agency subsidies and expenses, a restitution for property damage at the LIRR, and lower expenses for occupancy, temp services, utilities, auto, and MVM debit/credit fees.
Other Expense Adjustments	NR	(0.2)	(6.2)	Variance primarily due to the timing of inter-agency subsidies.	3.2	43.3	Variance primarily due to the timing of inter-agency subsidies.
Depreciation	NR	24.0	12.5	Variance due to timing differences in project completions and assets reaching beneficial use	91.9	4.8	Variance due to timing differences in project completions and assets reaching beneficial use.
Other Post-Employment Benefits	NR	1.6	7.3	Variance primarily due to timing	7.2	0.7	Variance primarily due to timing.
Environmental Remediation	NR	0.0	-	No variances.	(0.0)	(0.3)	This variance reflects \$2M in higher costs at MTA Bus which were totally offset by lower costs at MNR.
Capital & Other Reimbursements	R	(0.3)	(0.2)	The timing of project activity was primarily responsible for the unfavorable result	(38.5)	(2.9)	Timing was primarily responsible for the overall unfavorable variance
Payroll	R	8.7	18.4	The overall favorable variance was primarily due to the timing of project activity.	24.7	5.1	The overall favorable variance was primarily due to the timing of project activity.
Overtime	R	(3.0)	(38.5)	NYCT had an unfavorable variance of (\$1.8M) mostly due to limited weekday access which resulted in work being performed on weekends. The LIRR and MNR had unfavorable results of (\$0.7M) and (\$0.6M), respectively, due to the timing of project activity	(13.9)	(15.0)	NYCT had an unfavorable variance of (\$9.3M) mostly due to limited weekday access which resulted in work being performed on weekends MNR, the LIRR, and LIB had unfavorable variances of (\$2.9M), (\$2.0M), and (\$0.3M) respectively, due to the timing of project activity. These results were partially offset by a \$0.5M favorable variance at SIR, also due to timing.
Health and Welfare	R	(0.1)	(2.0)	Timing was responsible for an unfavorable variance of (\$0.2M) at the LIRR.	0.9	1.9	The timing of project activity was responsible for favorable variances of \$0.6M and \$0.4M at MTACC and SIR, respectively, and unfavorable variances of (\$0.4M) at the LIRR and (\$0.3M) at B&T.
OPEB - Current Payment	R	0.4	*	Agency variances were minor.	0.3	25.3	Agency variances were minor
Pensions	R	(0.4)	(15.6)	Timing was primarily responsible for the overall unfavorable variance	(1.9)	(4.1)	Timing was primarily responsible for the overall unfavorable variance.

METROPOLITAN TRANSPORTATION AUTHORITY
JULY FINANCIAL PLAN - 2011 MID-YEAR FORECAST
EXPLANATION OF VARIANCES BETWEEN MID-YEAR FORECAST AND ACTUAL ACCRUAL BASIS
NOVEMBER 2011
(\$ in millions)

Generic Revenue or Expense Category	Nonreimb or Reimb	NOVEMBER		Reason for Variance	YEAR-TO-DATE		Reason for Variance
		Favorable (Unfavorable)	%		Favorable (Unfavorable)	%	
Other Fringe Benefits	R	\$ 2.2	17.4	NYCT had a favorable variance of \$2.5M due to lower direct overhead expenses resulting from reimbursable payroll underruns. Partially offsetting this result were unfavorable variances at the LIRR and MNR of (\$0.2M) each, due to the timing of project activity.	\$ 3.0	2.3	The timing of project activity was responsible for favorable variances at NYCT and MTA Bus of \$3.7M and \$0.2M, respectively and unfavorable variances of (\$0.8M) and (\$0.3M) at MNR and the LIRR, respectively. Other agencies' variances were minor.
Reimbursable Overhead	R	(2.2)	(8.5)	The unfavorable monthly outcome primarily reflects: (\$3.4M) at MTA HQ due to the timing of expense recovery billings and (\$0.3M) at B&T, due to changes in project activity levels. These results were partially offset by a favorable variance of \$1.2M at NYCT resulting from lower project activity.	14.2	4.7	The timing of expense recovery billings and lower project activity resulted in favorable variances of \$11.7M at MTA HQ and \$4.2M at the LIRR, respectively. These favorable outcomes were partially offset by unfavorable variances of (\$1.0M) at NYCT and (\$0.5M) at MNR, resulting from higher project activity.
Insurance	R	(0.1)	(8.8)	Agency variances were minor.	0.8	8.3	The LIRR had a favorable variance of \$1.0M due to lower Force Account Insurance associated with project activity. Partially offsetting this result was an unfavorable variance at MNR of (\$0.2M) due to higher project activity. Other agencies' variances were minor.
Paratransit Service Contracts	R	0.0	-	No Variance.	(0.4)	-	Variances were minor
Maintenance and Other Operating	R	(9.1)	*	MNR was unfavorable by (\$6.5M) primarily due to higher-than-estimated costs for a cable plow contract on the Danbury Branch Signal System. The LIRR was (\$1.5M) unfavorable primarily due to the timing of project activity. NYCT was (\$0.8M) unfavorable primarily due to the timing of janitorial and data processing material expenses. MTA Bus was (\$0.6M) unfavorable primarily due to timing.	(23.1)	(38.6)	MNR was (\$22.7M) unfavorable primarily due to higher-than-estimated costs for a cable plow contract on the Danbury Branch Signal System and higher project activity on the GCT Leaks Remediation project. MTA Bus was (\$1.2M) unfavorable primarily due to timing. These results were slightly offset by a favorable variance of \$0.6M at NYCT, also due to timing.
Professional Service Contracts	R	0.9	26.8	MTA CC was \$0.6M favorable primarily due to the timing of legal and archeological services and MTA chargebacks. NYCT was \$0.5M favorable primarily due to the timing of data center and various outside services. MNR was \$0.2M favorable primarily due to timing. These results were partially offset by an unfavorable variance of (\$0.4M) at the LIRR due to the timing of project activity.	7.8	28.0	NYCT was \$3.2M favorable primarily due to the timing of data center and various outside services. MTA CC was \$2.3M favorable due to a credit adjustment to an MTA Audit service chargeback and timing. MNR was \$1.6M favorable primarily due to lower project activity. MTA HQ was \$1.2M favorable primarily due to the timing of legal, consulting and accounting expenses. These results were partially offset by an unfavorable (\$0.5M) variance at the LIRR primarily due to the timing of project activity.
Materials & Supplies	R	2.3	19.8	MNR was favorable by \$2.2M primarily due to a prior period adjustment and lower activity on the Positive Train Control project. The LIRR was favorable by \$0.9M primarily due to the timing of project activity and payments for project material. These results were partially offset by an unfavorable outcome of (\$0.7M) at NYCT primarily due to the timing of maintenance material requirements.	24.9	20.6	Changes in project activity levels, maintenance material requirements, and the timing of payments contributed to favorable results of \$12.6M at MNR, \$11.5M at the LIRR, and \$1.2M at NYCT.
Other Business Expenses	R	0.7	*	NYCT was \$0.5M favorable due to the reclassification of NYS Mobility Tax expenses to Non-Reimbursable. MTACC was \$0.2M favorable.	1.7	80.2	Timing was primarily responsible for the overall favorable variance of \$1.2M at MTACC. NYCT was \$0.6M favorable due to the reclassification of NYS Mobility Tax expenses to Non-Reimbursable.

METROPOLITAN TRANSPORTATION AUTHORITY
JULY FINANCIAL PLAN - 2011 MID-YEAR FORECAST
EXPLANATION OF VARIANCES BETWEEN MID-YEAR FORECAST AND ACTUAL ACCRUAL BASIS
NOVEMBER 2011
(\$ in millions)

Generic Revenue or Expense Category	Nonreimb or Reimb	NOVEMBER						YEAR-TO-DATE	
		Favorable (Unfavorable)		Reason for Variance	Favorable (Unfavorable)		Reason for Variance		
		\$	%		\$	%			
Subsidies	NR	40.8	14.7	The favorable variance of \$41M for the month was primarily due to the timing of accrual for City Subsidy to MTA Bus (\$30M), as well favorable Petroleum Business Taxes (\$6M) and Payroll Mobility Taxes (\$5M) due to timing of accruals.	(43.2)	(0.9)	The year-to-date unfavorable variance of \$43M was due primarily to timing delays in accruing for PMT (\$61M), City Subsidy to MTA Bus (\$47M), and NYC Operating Subsidy (\$27M). This was offset by favorable real estate revenues (\$62M), PBT (\$21M) and MTA Aid (\$5M).		
Debt Service	NR	44.5	36.5	This variance is primarily due to the reversal of the prior period's timing mismatch of actual and budgeted debt service deposits on Transportation Revenue Bonds.	45.2	2.5	This variance is primarily due lower than budgeted unhedged variable rates of the commercial paper program.		

OVERTIME REPORTING

The following table reflects consolidated results of November 2011 overtime on the basis of hours and costs by major category. The information presented has been categorized into scheduled and unscheduled and is further broken-down into major types of overtime. Please see the legend for definitions of overtime type and Agency reports for details. Agency overtime tables are located in operating committee agendas within their financial reporting section.

Below is a summary of the major consolidated variances for the month of November:

2011 OVERTIME REPORTING - PRELIMINARY NOVEMBER RESULTS (NON-REIMBURSABLE)

Month

Total overtime was \$6.7M or 17% unfavorable for the month of November, reflecting \$7.4M in higher unscheduled overtime partially offset by \$0.7M in lower scheduled overtime.

Scheduled

Scheduled overtime was \$0.7M or 4% favorable due to lower "*Direct Service Overtime*" (\$1.0M), partially offset by higher "*Programmed Maintenance*" of \$0.3M. NYCT and MTA Bus accounted for most of the total scheduled overtime savings – a direct consequence of numerous vacancies in certain operating titles, partially offset by higher costs at MNR, due to greater train service coverage and maintenance of the Port Jervis and Hudson Lines.

Unscheduled

Unscheduled overtime was \$7.4M or 35% unfavorable to budget. "*Maintenance*" was \$3.2M unfavorable, mostly attributable to NYCT for performing scheduled maintenance and required inspections and tests. "*Service Delays*" were responsible for \$2.4M of the overrun, most of which was attributable to coverage requirements at NYCT for having higher-than-forecasted hourly vacancies. "*All Other*" had an unfavorable variance of \$0.8M, mostly attributable to NYCT. "*Vacancy/Absentee Coverage*" was \$0.7M unfavorable, mostly due to higher vacancy coverage in Maintenance of Equipment for the LIRR.

Year-to-Date

Total YTD overtime was \$34.8M or 8% unfavorable due to higher unscheduled overtime partially offset by lower scheduled overtime.

Scheduled

Scheduled overtime was \$5.2M or 3% favorable to budget due to lower "*Direct Service Overtime*" (\$6.9M), partially offset by higher "*Programmed Maintenance*" of \$1.7M.

NYCT, MTA Bus and LIB accounted for (\$5.1M), (\$3.4M), and (\$1.2M) respectively, of the total scheduled overtime savings, the direct consequence of higher-than-forecasted vacancies in certain operating titles. Partially offsetting this was an unfavorable variance of \$4.7M at MNR due to higher holiday and Yankee Stadium coverage and Maintenance of Way program work.

Unscheduled

Unscheduled overtime was \$40.0M or 15% unfavorable. "*Service Delays*" accounted for \$17.6M of the overrun. Most of the unfavorable variance was attributable to providing extra service to Yankee Stadium and providing coverage necessitated by higher General Orders, severe weather and higher hourly vacancies at NYCT. "*Maintenance*" had an unfavorable variance of \$7.8M, mostly attributable to NYCT performing more inspections and tests. "*Weather Emergencies*" had an unfavorable variance of \$7.4M due to coverage requirements for Tropical Storm Irene in the months of August and September. "*All Other*" had an unfavorable variance of \$6.0M, most of which was attributable to NYCT (\$3.6M), the LIRR (\$1.0M), B&T (\$0.8M), and MNR (\$0.5M). "*Vacancy/Absentee Coverage*" had an unfavorable variance of \$3.1M, mostly attributable to higher vacancy coverage requirements at MTA Bus (\$3.4M) and the LIRR (\$2.8M), partially offset by favorable savings at NYCT (\$4.5M). Partially offsetting these overruns were lower overtime requirements of \$3.1M in "*Emergencies*", and \$1.6M in "*Tour Length*".

METROPOLITAN TRANSPORTATION AUTHORITY
July Financial Plan - 2011 Mid-Year Forecast
2011 Non-Reimbursable/Reimbursable Overtime
(\$ in millions)

	November						November Year-to-Date					
	Mid-Year Forecast		Actuals		Var. - Fav./Unfav)		Mid-Year Forecast		Actuals		Var. - Fav./Unfav)	
	Hours	\$	Hours	\$	Hours	\$	Hours	\$	Hours	\$	Hours	\$
NON-REIMBURSABLE OVERTIME												
SCHEDULED:												
<u>Direct Service</u>	473,022	\$16.7	449,821	\$15.6	23,200	\$1.0	5,093,916	\$176.0	4,959,976	\$169.2	133,940	\$6.9
					4.9%	8.1%					2.6%	3.9%
<u>Programmed Maintenance</u>	32,654	\$1.3	38,014	\$1.8	(5,360)	(0.3)	357,680	\$13.0	363,444	\$14.7	(5,864)	(\$1.7)
					-16.4%	-25.4%					-1.6%	-13.0%
Total Scheduled	505,676	\$17.9	487,836	\$17.3	17,840	\$0.7	5,451,496	\$189.0	5,323,420	\$183.8	128,076	\$5.2
					3.5%	3.9%					2.3%	2.7%
UNSCHEDULED:												
<u>Vacancy/Absentee Coverage</u>	202,429	\$8.0	236,495	\$8.7	(34,067)	(\$0.7)	2,418,729	\$94.9	2,641,049	\$98.0	(222,320)	(\$3.1)
					-16.8%	-8.4%					-9.2%	-3.3%
<u>Weather Emergencies</u>	21,980	\$1.0	27,821	\$1.2	(5,841)	(0.2)	618,781	\$24.5	788,023	\$31.8	(169,242)	(\$7.4)
					-26.8%	-18.8%					-27.4%	-30.2%
<u>Maintenance</u>	186,596	\$6.9	312,414	\$10.1	(125,818)	(3.2)	2,152,565	\$79.0	2,599,811	\$86.8	(447,046)	(\$7.8)
					-67.4%	-48.1%					-20.8%	-9.8%
<u>Service Delays</u>	70,418	\$2.3	158,015	\$4.8	(87,601)	(2.4)	1,030,971	\$26.2	1,485,016	\$43.8	(454,045)	(\$17.6)
											-44.0%	-66.9%
<u>Tour Length</u>	29,883	\$0.9	34,328	\$1.0	(4,445)	(0.0)	293,563	\$11.2	338,915	\$9.6	(45,352)	\$1.6
					-14.9%	-4.5%					-15.4%	14.3%
<u>Emergencies</u>	28,576	\$0.9	21,840	\$0.7	6,736	0.2	318,107	\$10.4	235,648	\$7.4	82,459	\$3.1
					23.6%	25.6%					25.9%	29.4%
<u>Safety/Security/Law Enforcement</u>	14,791	\$0.6	21,901	\$1.0	(7,110)	(0.4)	228,291	\$10.3	269,341	\$13.1	(41,050)	(\$2.8)
					-48.1%						-18.0%	-27.6%
<u>All Other</u>	13,591	\$0.4	37,301	\$1.2	(23,711)	(0.8)	265,845	\$8.1	386,415	\$14.1	(120,569)	(\$6.0)
Total Unscheduled	566,264	\$21.2	850,120	\$28.6	(281,856)	(\$7.4)	7,326,852	\$284.8	8,744,017	\$304.7	(1,417,165)	(\$40.0)
					-49.6%	-35.1%					-19.3%	-15.1%
TOTAL NON-REIMBURSABLE OVERTIME:	1,073,940	\$39.1	1,337,956	\$45.8	(264,016)	(\$6.7)	12,778,349	\$453.7	14,067,437	\$488.5	(1,289,088)	(\$34.8)
					-24.6%	-17.2%					-10.1%	-7.7%
REIMBURSABLE OVERTIME	222,846	\$7.5	301,869	\$10.8	(79,023)	(3.1)	2,628,894	\$92.5	3,052,615	\$107.0	(423,721)	(14.5)
					-35.5%	-41.1%					-16.1%	-15.6%
TOTAL OVERTIME	1,296,786	\$46.7	1,639,825	\$56.6	(343,039)	(\$9.9)	15,407,243	\$546.2	17,120,052	\$595.5	(1,712,810)	(\$49.3)
					-26.5%	-21.1%					-11.1%	-9.0%

NOTE: Percentages are based on each type of Overtime and not on Total Overtime. Totals may not add due to rounding.

* Exceeds 100%

SIR's Overtime information is not included in November's Overtime Decomposition Report. As a result, the YTD budget and actual dollars do not reconcile to the consolidated financial report. This difference is due to the lack of overtime information from SIR for the months of September, October, and November.

METROPOLITAN TRANSPORTATION AUTHORITY
2011 Overtime Reporting
Overtime Legend

<u>Category</u>	<u>Type</u>	<u>Definition</u>
SCHEDULED:		
	<i>Direct Service</i>	Coverage required by train crews, bus/tower/block operators, and transportation supervisors/dispatchers as well as non-transportation workers whose work is directly related to providing service (includes coverage for holidays).
	<i>Programmed Maintenance</i>	Maintenance work performed during hours that are deemed more practical in order to minimize service disruptions.
UNSCHEDULED:		
	<i>Vacancy/Absentee Coverage</i>	Provides coverage for an absent employee or a vacant position.
	<i>Weather Emergencies</i>	Coverage necessitated by extreme weather conditions -- e.g., snow, flooding, hurricane, and tornadoes. In general, Agencies do not budget by a specific-type of weather.
	<i>Maintenance</i>	Coverage to perform extraordinary repairs and upkeep of trains, buses, subway and bus stations as well as depots and administrative facilities.
	<i>Service Delays</i>	Coverage required to address mechanical breakdowns, unusual traffic and other extraordinary conditions that are not related to weather.
	<i>Emergencies</i>	Pre and post tour coverage that are not weather-related emergencies (e.g. derailments, injuries and unexpected conditions).
	<i>Tour Length</i>	Additional work hours caused by increased travel time in tour length, late tour relief, and certain incidents not related to weather.
	<i>Safety/Security/Law Enforcement</i>	Coverage required to provide additional customer & employee protection and to secure MTA fleet facilities, transportation routes, and security training.
	<i>Other</i>	Includes overtime coverage for clerical, administrative positions that are eligible for overtime.

TABLE 5

METROPOLITAN TRANSPORTATION AUTHORITY
July Financial Plan - 2011 Mid-Year Forecast
Consolidated Accrual Subsidy Detail
November 2011
(\$ in millions)

Accrued Subsidies:	Current Month			Year-to-Date		
	Mid-Year Forecast	Actual	Variance	Mid-Year Forecast	Actual	Variance
Dedicated Taxes						
Mass Transportation Operating Assistance Fund (MMTOA)	\$ -	-	-	\$1,306.4	1,306.6	0.1
Petroleum Business Tax	47.1	53.0	5.9	566.9	587.90	21.0
MRT 1 (Gross)	12.4	11.8	(0.6)	142.0	147.9	5.9
MRT 2 (Gross)	7.5	8.2	(1.3)	80.2	77.3	(2.9)
Urban Tax ²	20.4	23.9	3.5	256.8	315.16	58.5
Investment Income	-	-	-	0.7	0.2	(0.6)
	\$87.3	\$94.9	\$7.6	\$2,346.8	\$2,435.0	\$88.2
New State Taxes and Fees						
Payroll Mobility Taxes	139.3	144.6	5.3	1,329.0	1,288.2	(60.8)
MTA Aid Taxes ¹	-	-	-	217.3	222.6	5.3
	\$139.3	\$144.6	\$5.3	\$1,546.3	\$1,490.8	(\$55.4)
State and Local Subsidies						
NYS Operating Assistance	-	-	-	\$190.9	190.5	(0.4)
NYC and Local 18b:						
New York City	-	-	-	187.1	160.5	(26.6)
Nassau County	-	-	-	11.6	11.6	0.0
Suffolk County	-	-	-	7.5	7.5	(0.0)
Westchester County	-	-	-	7.3	7.3	(0.0)
Putnam County	-	-	-	0.4	0.4	0.0
Dutchess County	-	-	-	0.4	0.4	0.0
Orange County	-	-	-	0.1	0.1	0.0
Rockland County	-	-	-	0.0	0.0	(0.0)
Nassau County Subsidy to LJB	-	-	-	4.6	4.6	0.0
CDOT Subsidies	7.5	6.5	(2.0)	87.4	84.4	(2.9)
Station Maintenance	12.6	12.8	0.2	142.5	143.4	0.9
AMTAP	-	-	-	5.6	5.6	0.0
	\$20.1	\$18.2	(\$1.9)	\$645.4	\$616.4	(\$29.0)
Sub-total Dedicated Taxes & State and Local Subsidies	\$246.7	\$257.7	\$11.0	\$4,538.5	\$4,542.3	\$3.8
City Subsidy to MTA Bus ²	\$30.1	59.9	29.8	\$284.1	237.1	(47.0)
Total Dedicated Taxes & State and Local Subsidies	\$276.8	\$317.7	\$40.8	\$4,822.6	\$4,779.4	(\$43.2)
Inter-Agency Subsidy Transactions						
MTA Subsidy to Subsidiaries	6.8	5.3	(1.5)	31.3	26.8	(4.5)
B&T Operating Surplus Transfer	35.4	44.8	9.4	458.9	412.4	(46.9)
	\$42.2	\$50.1	\$7.9	\$489.8	\$439.2	(\$50.4)
Total Accrued Subsidies	\$319.1	\$367.8	\$48.7	\$5,312.2	\$5,218.6	(\$93.6)

¹ License, Vehicle Registration, Taxi and Auto Rental Fees

² The actual results were not available, so the budgeted number was substituted. This will be update in next months report.

Note: Differences are due to rounding.

METROPOLITAN TRANSPORTATION AUTHORITY
July Financial Plan - 2011 Mid-Year Forecast
Consolidated Accrual Subsidy Detail
Explanation of Variances
(\$ in millions)

November 2011

Accrued Subsidies	Variance \$	Variance %	Explanations
Petroleum Business Tax	5.9	12.6%	The favorable accrual variance was primarily due to timing of booking of accruals by MTA Accounting. Year-to-date result is closer to the budget.
MRT(b) 1 (Gross)	(0.6)	-4.8%	MRT-1 transactions were slightly below budget for the month. The YTD results are slightly favorable.
MRT(b) 2 (Gross)	(1.3)	-17.1%	MRT-2 transactions were slightly below budget for the month. The YTD results are also slightly unfavorable.
Urban Tax	3.5	17.3%	The favorable variance is primarily due to higher than budgeted commercial real estate transactions in New York City for the month. On a year to date basis, Urban Tax transactions are also above the forecast.
Payroll Mobility Taxes	5.3	3.6%	The favorable variance for the month was due mostly to the timing of booking accruals by MTA Accounting.
CDOT Subsidies	(2.0)	-27.2%	The unfavorable variance for the month was due primarily to timing.
MTA Subsidy to Subsidiaries	(1.5)	-21.0%	Variance was mostly timing related. Drawdowns are related to the timing of cash obligations for LIB.
B&T Operating Surplus Transfer	9.4	26.4%	The unfavorable variance was due primarily to timing of booking accruals by MTA Accounting.

Year-to-Date

Accrued Subsidies	Variance \$	Variance %	Explanations
Petroleum Business Tax	21.0	3.7%	See explanation for the month.
MRT(b) 1 (Gross)	5.9	4.1%	See explanation for the month.
MRT(b) 2 (Gross)	(2.9)	-3.6%	See explanation for the month.
Urban Tax	58.5	22.8%	The YTD favorable variance is primarily due to higher than budgeted commercial real estate transactions in New York City.
Payroll Mobility Taxes	(60.6)	-4.6%	The year-to-date unfavorable variance was due primarily to the timing of booking accruals by MTA Accounting. Accrual adjustments are made quarterly.
New York City	(26.6)	-14.2%	The unfavorable variance is due to the timing of booking accruals for City Subsidy to SIR.
CDOT Subsidies	(2.9)	-3.4%	YTD transactions are unfavorable due primarily to timing.
City Subsidy to MTA Bus	(47.0)	-16.5%	Variance was mostly timing related. Drawdowns are related to the timing of cash obligations for MTA Bus.
MTA Subsidy to Subsidiaries	(4.5)	-14.4%	Variance was mostly timing related. Drawdowns are related to the timing of cash obligations for LIB.
B&T Operating Surplus Transfer	(45.9)	-10.0%	The unfavorable YTD variance was due primarily to timing of booking accruals by MTA Accounting.

TABLE 6

**METROPOLITAN TRANSPORTATION AUTHORITY
JULY FINANCIAL PLAN - MID-YEAR FORECAST (1)
DEBT SERVICE
(\$ in millions)**

November 2011

	Mid-Year Forecast	Actual	Variance	% Variance	Explanation
Dedicated Tax Fund:					
NYC Transit	\$5.9	\$5.3	\$0.6		
Commuter Railroads	1.2	1.1	0.1		
<i>Dedicated Tax Fund Subtotal</i>	\$7.2	\$6.4	\$0.7	10.1%	Largely timing mismatch of actual and budgeted debt service deposits.
MTA Transportation Revenue:					
NYC Transit	\$37.0	\$8.4	\$28.7		
Commuter Railroads	23.9	\$5.5	18.4		
MTA Bus	1.0	\$1.1	(0.1)		Reversal of prior timing difference.
<i>MTA Transportation Subtotal</i>	\$61.9	\$14.9	\$47.0	75.9%	YTD on budget.
Commercial Paper:					
NYC Transit	\$1.7	\$0.0	\$1.6		
Commuter Railroads	0.9	\$0.0	0.9		
MTA Bus	0.4	\$0.0	0.4		
<i>Commercial Paper Subtotal</i>	\$3.0	\$0.1	\$2.9	97.1%	Lower than budgeted rates, timing of interest payments.
2 Broadway COPs:					
NYC Transit	\$1.8	\$2.0	(\$0.1)		
Bridges & Tunnels	0.3	\$0.3	(0.0)		
MTA HQ	0.3	\$0.3	(0.0)		
<i>2 Broadway COPs Subtotal</i>	\$2.3	\$2.5	(\$0.2)	-7.4%	Higher than budgeted rates.
TBTA General Resolution (2)					
NYC Transit	\$16.3	\$18.0	(\$1.7)		
Commuter Railroads	7.7	\$8.1	(0.4)		
Bridges & Tunnels	11.3	\$14.9	(3.6)		
<i>TBTA General Resolution Subtotal</i>	\$35.2	\$41.0	(\$5.7)	-16.3%	Largely timing mismatch of actual and budgeted debt service deposits.
TBTA Subordinate (2)					
NYC Transit	\$6.6	\$6.7	(\$0.1)		
Commuter Railroads	2.9	\$3.0	(0.0)		
Bridges & Tunnels	2.6	\$2.7	(0.0)		
<i>TBTA Subordinate Subtotal</i>	\$12.1	\$12.3	(\$0.2)	-1.7%	
Total Debt Service	\$121.7	\$77.2	\$44.5	36.5%	
Debt Service by Agency:					
NYC Transit	\$69.3	\$40.4	\$28.9		
Commuter Railroads	36.8	17.7	18.9		
MTA Bus	1.4	1.1	0.3		
Bridges & Tunnels	14.2	17.8	(3.7)		
MTAHQ	0.3	0.3	(0.0)		
Total Debt Service	\$121.7	\$77.2	\$44.5	36.5%	

Notes:

- (1) Forecasted debt service is calculated based upon projected monthly deposits from available pledged revenues into debt service accounts. Actual payments to bondholders are made from the debt service accounts when due as required for each series of bonds and do not conform to this schedule.
- (2) Generally, the calendarization of monthly debt service deposits is calculated by dividing projected annual debt service by 12. Month to month variations ("timing differences") on the existing debt portfolio can occur based upon, among other things, (a) for all bonds, the date when income from the securities in which the debt service accounts are invested becomes available varies, (b) for variable rate financings, differences between (i) the budgeted interest rate and the actual interest rate, (ii) projected interest payment dates to bondholders and actual interest payment dates to bondholders, and (iii) projected monthly funding dates for accrued debt service and actual funding dates, (c) for transactions with swaps, the difference between when MTA/TBTA funds debt service and the receipt of the corresponding swap payment by the counterparty, and difference between rates received and rates paid and (d) for commercial paper, the interest payment date is the date of the maturity of the commercial paper and the dealers set the term of the commercial paper from 1 to 270 days, which is not foreseeable at the time the annual debt service budgets are prepared.
- (3) Debt service is allocated among Transit, Commuter, MTA Bus, and TBTA categories based on actual spending of bond proceeds for approved capital projects. Allocation of 2 Broadway COPs is based on occupancy.

Totals may not add due to rounding.

TABLE 7

**METROPOLITAN TRANSPORTATION AUTHORITY
JULY FINANCIAL PLAN - MID-YEAR FORECAST (1)
DEBT SERVICE
(\$ in millions)**

November 2011 Year-to-Date

	Mid-Year Forecast	Actual	Variance	% Variance	Explanation
Dedicated Tax Fund:					
NYC Transit	\$261.9	\$257.3	\$4.6		
Commuter Railroads	55.4	\$55.3	0.1		
<i>Dedicated Tax Fund Subtotal</i>	<i>\$317.3</i>	<i>\$312.6</i>	<i>\$4.6</i>	<i>1.5%</i>	
MTA Transportation Revenue:					
NYC Transit	\$514.8	\$500.6	\$14.2		
Commuter Railroads	346.2	\$331.7	14.4		
MTA Bus	15.2	\$20.3	(5.1)		
<i>MTA Transportation Subtotal</i>	<i>\$876.2</i>	<i>\$852.6</i>	<i>\$23.6</i>	<i>2.7%</i>	
Commercial Paper:					
NYC Transit	\$12.2	\$1.1	\$11.0		Lower than budgeted rates, timing of interest payments.
Commuter Railroads	6.5	\$0.5	6.0		
MTA Bus	3.1	\$0.2	2.8		
<i>Commercial Paper Subtotal</i>	<i>\$21.7</i>	<i>\$1.8</i>	<i>\$19.9</i>	<i>91.6%</i>	
2 Broadway COPs:					
NYC Transit	\$20.7	\$21.4	(\$0.7)		
Bridges & Tunnels	2.9	\$3.0	(0.1)		
MTA HQ	2.8	\$2.9	(0.1)		
<i>2 Broadway COPs Subtotal</i>	<i>\$26.4</i>	<i>\$27.3</i>	<i>(\$0.9)</i>	<i>-3.4%</i>	
TBTA General Resolution (2)					
NYC Transit	\$181.7	\$186.0	(\$4.3)		
Commuter Railroads	83.9	\$83.3	0.6		
Bridges & Tunnels	157.4	\$153.8	3.6		
<i>TBTA General Resolution Subtotal</i>	<i>\$423.0</i>	<i>\$423.1</i>	<i>(\$0.1)</i>	<i>0.0%</i>	
TBTA Subordinate (2)					
NYC Transit	\$73.1	\$74.1	(\$1.0)		
Commuter Railroads	32.1	\$32.5	(0.4)		
Bridges & Tunnels	28.9	\$29.3	(0.4)		
<i>TBTA Subordinate Subtotal</i>	<i>\$134.0</i>	<i>\$135.9</i>	<i>(\$1.9)</i>	<i>-1.4%</i>	
Total Debt Service	\$1,798.7	\$1,753.4	\$45.2	2.5%	
Debt Service by Agency:					
NYC Transit	\$1,064.3	\$1,040.5	\$23.8		
Commuter Railroads	524.0	503.3	20.7		
MTA Bus	18.3	20.5	(2.2)		
Bridges & Tunnels	189.2	186.1	3.1		
MTA HQ	2.8	2.9	(0.1)		
Total Debt Service	\$1,798.7	\$1,753.4	\$45.2	2.5%	

Notes:

- (1) Forecasted debt service is calculated based upon projected monthly deposits from available pledged revenues into debt service accounts. Actual payments to bondholders are made from the debt service accounts when due as required for each series of bonds and do not conform to this schedule.
- (2) Generally, the calendarization of monthly debt service deposits is calculated by dividing projected annual debt service by 12. Month to month variations ("timing differences") on the existing debt portfolio can occur based upon, among other things, (a) for all bonds, the date when income from the securities in which the debt service accounts are invested becomes available varies, (b) for variable rate financings, differences between (i) the budgeted interest rate and the actual interest rate, (ii) projected interest payment dates to bondholders and actual interest payment dates to bondholders, and (iii) projected monthly funding dates for accrued debt service and actual funding dates, (c) for transactions with swaps, the difference between when MTA/TBTA funds debt service and the receipt of the corresponding swap payment by the counterparty, and difference between rates received and rates paid and (d) for commercial paper, the interest payment date is the date of the maturity of the commercial paper and the dealers set the term of the commercial paper from 1 to 270 days, which is not foreseeable at the time the annual debt service budgets are prepared.
- (3) Debt service is allocated among Transit, Commuter, MTA Bus, and TBTA categories based on actual spending of bond proceeds for approved capital projects. Allocation of 2 Broadway COPs is based on occupancy.

Totals may not add due to rounding.

TABLE 7

METROPOLITAN TRANSPORTATION AUTHORITY
July Financial Plan - 2011 Mid-Year Forecast
Cash Subsidy Detail by Agency
(\$ in millions)

November 2011

Cash Subsidies:	NYC Transit			Commuter Railroads			LIR			BIR			MTA Bus			MTAHO			TOTAL		
	Mid-Year Forecast	Actual	Variance	Mid-Year Forecast	Actual	Variance	Mid-Year Forecast	Actual	Variance	Mid-Year Forecast	Actual	Variance	Mid-Year Forecast	Actual	Variance	Mid-Year Forecast	Actual	Variance	Mid-Year Forecast	Actual	Variance
Dedicated Taxes																					
MRTCA ⁽¹⁾	\$101.1	102.3	1.2	\$52.5	52.6	0.0	\$11.1	11.1	-	\$0.3	0.3	0.0	\$0.2	0.0	0.0	\$0.0	0.0	0.0	\$165.1	166.3	1.2
Petroleum Business Tax	41.1	42.6	1.5	7.3	7.6	0.2	-	-	-	-	-	-	-	-	-	-	-	-	48.4	49.9	1.5
MRT ⁽²⁾ 1 (Gross)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	12.4	12.0	0.4	12.4	12.0	0.4
MRT ⁽²⁾ 2 (Gross)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	7.5	6.8	(0.7)	7.5	6.8	(0.7)
Other MRT ⁽²⁾ Adjustments	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	0.0	-	0.0
Urban Tax	20.4	20.6	0.2	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	20.4	20.6	0.2
Investment Income	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	0.0	-	0.0
	\$162.6	\$171.4	\$8.8	\$59.8	\$60.2	\$0.2	\$15.1	\$15.3	\$0.2	\$0.3	\$0.3	\$0.0	\$0.0	\$0.0	\$0.0	\$19.9	\$19.7	(\$0.2)	\$253.7	\$252.6	\$0.9
New State Taxes and Fees																					
Payroll Mobility Tax	128.4	117.3	(10.9)	10.9	20.8	15.2	-	-	-	-	-	-	-	-	-	-	-	-	139.3	144.6	5.3
MTA Act ⁽³⁾	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	0.0
	\$128.4	\$117.3	(\$10.9)	\$10.9	\$20.8	\$15.2	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$139.3	\$144.6	\$5.3
State and Local Subsidies																					
NYC Operating Assistance	30.5	30.5	(1.1)	7.0	7.3	-	0.7	0.6	(0.1)	0.1	-	(0.1)	-	-	-	-	-	-	47.7	48.4	(1.3)
NYC and Local 15b	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	0.0	-	0.0
New York City	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	0.0	-	0.0
Nassau County	-	-	-	-	2.6	2.6	-	-	-	-	-	-	-	-	-	-	-	-	2.6	2.6	0.0
Suffolk County	-	-	-	-	1.9	1.9	-	-	-	-	-	-	-	-	-	-	-	-	0.0	1.9	1.9
Westchester County	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	0.0	-	0.0
Putnam County	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	0.0	-	0.0
Dutchess County	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	0.0	-	0.0
Orange County	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	0.0	-	0.0
Rockland County	-	-	-	-	0.0	0.0	-	-	-	-	-	-	-	-	-	-	-	-	0.0	0.0	0.0
Nassau County Subsidy to LIR	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	0.0	-	0.0
CDOT Subsidies	-	-	-	7.3	7.4	0.1	-	-	-	-	-	-	-	-	-	-	-	-	7.3	7.4	0.1
Station Maintenance	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	0.0	-	0.0
MTAP	-	-	-	-	-	-	1.4	1.4	-	-	-	-	-	-	-	-	-	-	1.4	1.4	0.0
Inter-Agency Loan	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	0.0	-	0.0
	\$30.5	\$30.5	(\$1.1)	\$14.6	\$15.3	\$0.7	\$2.1	\$2.0	(\$0.1)	\$0.1	\$0.0	(\$0.1)	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$54.4	\$55.0	\$0.6
Sub-total Dedicated Taxes & State and Local Subsidies	\$193.0	\$191.7	(\$1.3)	\$74.5	\$75.5	\$1.0	\$17.2	\$17.3	(\$0.1)	\$0.4	\$0.3	(\$0.1)	\$0.0	\$0.0	\$0.0	\$19.9	\$19.7	(\$0.2)	\$449.4	\$447.2	(\$2.2)
City Subsidy to MTA Bus	-	-	-	-	-	-	-	-	-	-	-	-	\$24.5	10.5	(14.0)	-	-	-	34.5	10.5	(16.0)
Total Dedicated Taxes & State and Local Subsidies	\$193.0	\$191.7	(\$1.3)	\$74.5	\$75.5	\$1.0	\$17.2	\$17.3	(\$0.1)	\$0.4	\$0.3	(\$0.1)	\$24.5	\$10.5	(\$14.0)	\$19.9	\$19.7	(\$0.2)	\$483.9	\$457.7	(\$26.2)
Inter-Agency Subsidy Transactions																					
MTA Subsidy to Subordinates	-	-	-	-	-	-	3.1	3.2	(0.1)	3.5	2.0	(1.5)	-	-	-	-	-	-	5.6	5.2	(1.6)
B&T Operating Surplus Transfer	14.0	17.6	3.6	24.2	27.0	2.8	-	-	-	-	-	-	-	-	-	-	-	-	38.7	44.8	6.1
	\$14.0	\$17.6	\$3.6	\$24.2	\$27.0	\$2.8	\$0.0	\$0.0	(\$0.0)	\$3.5	\$2.0	(\$1.5)	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$43.5	\$50.0	\$6.5
Total Cash Subsidies	\$207.0	\$209.3	\$2.3	\$98.7	\$102.5	\$3.8	\$17.2	\$17.3	(\$0.1)	\$3.9	\$2.3	(\$1.6)	\$24.5	\$10.5	(\$14.0)	\$19.9	\$19.7	(\$0.2)	\$527.4	\$507.7	(\$19.7)

*Metropolitan Mass Transportation Operating Assistance Fund

*License, Vehicle Registration, Tax and Auto Rental Fees

Note: Differences are due to rounding

TABLE 7

METROPOLITAN TRANSPORTATION AUTHORITY
July Financial Plan - 2011 Mid-Year Forecast
Cash Subsidy Detail by Agency
(\$ in millions)

Year-to-Date

	NYCTransit			Commuter Railroads			LIR			BIR			MTA Bus			MTAHO			TOTAL		
Cash Subsidies:	Mid-Year Forecast	Actual	Variance	Mid-Year Forecast	Actual	Variance	Mid-Year Forecast	Actual	Variance	Mid-Year Forecast	Actual	Variance	Mid-Year Forecast	Actual	Variance	Mid-Year Forecast	Actual	Variance	Mid-Year Forecast	Actual	Variance
Dedicated Taxes																					
MMTGA ⁽¹⁾	\$900.1	\$911.0	0.9	\$295.2	\$296.2	0.0	\$33.2	\$33.2	0.0	\$11.9	\$12.0	0.1	\$0.0	\$0.0	0.0	\$0.0	\$0.0	0.0	\$631.4	\$632.5	1.1
Petroleum Business Tax	487.5	495.5	8.0	36.0	36.4	0.4	-	-	-	-	-	-	-	-	-	-	-	-	573.3	581.9	8.6
MRT TM 1 (Gross)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	142.0	149.5	7.5	142.0	148.5	6.5
MRT TM 2 (Gross)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	60.1	78.4	(17.7)	60.1	78.4	(17.7)
Other MRT TM Adjustments	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(3.8)	-	3.8	(3.8)	0.0	3.8
Urban Tax	274.1	329.1	55.0	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	274.1	329.1	55.0
Investment Income	-	-	-	0.7	-	(0.7)	-	-	-	-	-	-	-	-	-	-	-	-	0.7	0.0	(0.7)
	\$1,361.6	\$1,425.6	\$64.0	\$332.0	\$332.6	(\$0.6)	\$33.2	\$33.2	\$0.0	\$11.9	\$12.0	\$0.1	\$0.0	\$0.0	\$0.0	\$218.4	\$226.9	\$8.5	\$1,967.9	\$2,070.3	\$72.5
New State Taxes and Fees																					
Payroll Mobility Tax	1,073.9	1,027.9	(46.0)	255.1	254.2	(0.9)	-	-	-	-	-	-	-	-	-	-	-	-	1,329.0	1,332.1	3.1
MTA Ad ⁽²⁾	136.6	142.2	5.6	89.5	82.4	(7.1)	-	-	-	-	-	-	-	-	-	-	-	-	217.3	222.6	5.3
	\$1,210.5	\$1,170.1	(\$40.4)	\$344.6	\$336.6	(\$8.0)	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$1,546.3	\$1,554.7	\$8.4
State and Local Subsidies																					
NYCT Operating Assistance	116.6	117.6	(1.0)	21.9	21.9	-	2.7	2.4	0.3	0.4	0.2	(0.2)	-	-	-	-	-	-	143.2	142.1	(1.1)
NYC and Local 12b																					
New York City	166.7	166.9	(0.4)	1.4	1.9	0.5	-	-	-	0.7	0.4	(0.3)	-	-	-	-	-	-	168.7	168.5	(0.2)
Nassau County	-	-	-	8.7	11.8	3.1	-	-	-	-	-	-	-	-	-	-	-	-	9.7	11.8	2.1
Suffolk County	-	-	-	5.6	5.6	0.0	-	-	-	-	-	-	-	-	-	-	-	-	5.6	5.6	0.0
Westchester County	-	-	-	5.6	7.3	1.7	-	-	-	-	-	-	-	-	-	-	-	-	5.5	7.3	1.8
Putnam County	-	-	-	0.3	0.3	(0.0)	-	-	-	-	-	-	-	-	-	-	-	-	0.3	0.3	(0.0)
Dutchess County	-	-	-	0.3	0.1	(0.2)	-	-	-	-	-	-	-	-	-	-	-	-	0.3	0.1	(0.2)
Orange County	-	-	-	0.1	0.1	0.0	-	-	-	-	-	-	-	-	-	-	-	-	0.1	0.1	0.0
Rockland County	-	-	-	0.0	0.0	0.0	-	-	-	-	-	-	-	-	-	-	-	-	0.0	0.0	0.0
Nassau County Subsidy to LIR	-	-	-	-	-	-	4.6	4.5	(0.1)	-	-	-	-	-	-	-	-	-	4.6	4.5	(0.1)
CDOT Subsidies	-	-	-	85.2	81.1	(4.1)	-	-	-	-	-	-	-	-	-	-	-	-	85.2	81.1	(4.1)
Station Maintenance	-	-	-	153.2	136.4	(16.7)	-	-	-	-	-	-	-	-	-	-	-	-	153.2	136.4	(16.7)
AMTAP	-	-	-	-	-	-	4.2	2.8	(1.4)	-	-	-	-	-	-	-	-	-	4.2	2.8	(1.4)
Inter-Agency Loss	(11.5)	-	11.5	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(11.5)	0.0	11.5
NYCT Charge Back of MTA Bus Debt Service	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	0.0	0.0	0.0
Pay-As-You-Go Capital	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	0.0	0.0	0.0
	\$285.6	\$275.6	\$10.0	\$382.2	\$366.5	(\$15.7)	\$11.0	\$9.7	(\$1.3)	\$11.1	\$9.7	(\$1.4)	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$660.1	\$652.7	(\$7.4)
Sub-total Dedicated Taxes & State and Local Subsidies	\$2,436.0	\$2,369.0	\$67.0	\$1,000.7	\$1,035.6	(\$34.9)	\$44.2	\$42.9	(\$1.3)	\$11.0	\$9.7	(\$1.3)	\$0.0	\$0.0	\$0.0	\$218.4	\$226.9	\$8.5	\$4,704.2	\$4,777.7	\$73.5
City Subsidy to MTA Bus	-	-	-	-	-	-	-	-	-	-	-	-	\$319.2	\$262.8	(\$56.4)	-	-	-	319.2	262.8	(\$56.4)
Total Dedicated Taxes & State and Local Subsidies	\$2,436.0	\$2,369.0	\$67.0	\$1,000.7	\$1,035.6	(\$34.9)	\$44.2	\$42.9	(\$1.3)	\$11.0	\$9.7	(\$1.3)	\$319.2	\$262.8	(\$56.4)	\$218.4	\$226.9	\$8.5	\$4,423.4	\$4,440.5	\$17.1
Inter-Agency Subsidy Transactions																					
MTA Subsidy to Subtrans	-	-	-	-	-	-	7.8	7.8	(0.0)	23.8	10.9	(12.9)	-	-	-	-	-	-	31.3	27.7	(3.6)
B&T Operating Surplus Transfer	156.7	175.2	(18.5)	275.3	281.7	(6.4)	-	-	-	-	-	-	-	-	-	-	-	-	431.0	456.9	(25.9)
	\$156.7	\$175.2	(\$18.5)	\$275.3	\$281.7	(\$6.4)	\$7.8	\$7.8	(\$0.0)	\$23.8	\$10.9	(\$12.9)	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$486.3	\$484.6	\$1.7
Total Cash Subsidies	\$2,592.7	\$2,544.2	\$48.5	\$1,276.0	\$1,317.3	(\$41.3)	\$52.0	\$50.7	(\$1.3)	\$34.8	\$20.6	(\$14.2)	\$319.2	\$262.8	(\$56.4)	\$218.4	\$226.9	\$8.5	\$4,639.6	\$4,525.1	\$114.5

⁽¹⁾ Metropolitan Mass Transportation Operating Assistance Fund

⁽²⁾ License, Vehicle Registration, Tax and Auto Rental Fees

Note: Differences are due to rounding

METROPOLITAN TRANSPORTATION AUTHORITY
July Financial Plan - 2011 Mid-Year Forecast
Consolidated Subsidy Cash
Explanation of Variances
(\$ in millions)

November 2011			
Cash Subsidies	Variance \$	Variance %	Explanations
Petroleum Business Tax	1.5	3.2%	These slight favorable variance was mostly due to timing. YTD results are very close to the Budget.
MRT TM 1 (Gross)	0.5	4.1%	MRT-1 cash receipts were slightly above budget for the month due to better than expected MRT-1 activity.
MRT TM 2 (Gross)	(0.7)	-9.1%	MRT-2 cash receipts were slightly below the budget for the month. YTD results are close to the target.
Urban Tax	6.3	30.8%	The favorable variance was due to higher-than-expected commercial real estate activity in New York City for the month.
Payroll Mobility Tax	5.3	3.8%	The slightly favorable variance for the month was mostly timing related.
City Subsidy to MTA Bus	(16.0)	-48.3%	The unfavorable variance was mostly timing related. Drawdowns are related to the timing of cash obligations for MTA Bus.
MTA Subsidy to Subsidiaries	(1.8)	-23.2%	Variance was mostly timing related. Drawdown are related to the timing of cash obligations for SIR and LIB.
B&T Operating Surplus Transfer	6.1	15.6%	The favorable variance was mostly attributable to timing.

Year-to-Date			
Cash Subsidies	Variance \$	Variance %	Explanations
Petroleum Business Tax	6.5	1.5%	YTD receipts are slightly favorable.
MRT TM 1 (Gross)	6.5	4.6%	MRT-1 cash receipts were slightly above the budget for the year.
MRT TM 2 (Gross)	(1.7)	-2.2%	MRT-2 cash receipts were slightly below the budget for the year.
Urban Tax	55.0	20.1%	Year-to-date Urban Tax receipts were favorable, primarily as the result of favorable activity in commercial real estate in New York City.
Payroll Mobility Tax	3.1	0.2%	See explanation for the month.
MTA Aid ⁶¹	5.3	2.5%	YTD receipts are favorable.
Nassau County	2.9	33.3%	The favorable variance is due to timing.
Westchester County	1.6	33.4%	The favorable variance is due to timing.
Dutchess County	(0.2)	< (100%)	The unfavorable YTD variance was due to timing.
Orange County	0.0	34.9%	The favorable YTD variance was due to timing.
Rockland County	0.0	62.4%	The favorable YTD variance was due to timing.
Nassau County Subsidy to LIB	(0.0)	-0.7%	The favorable YTD subsidy is due to timing.
GDOT Subsidies	(4.1)	-4.8%	The YTD unfavorable variance was primarily due to timing.
Station Maintenance	(16.7)	-18.9%	The unfavorable YTD variance was due to timing.
City Subsidy to MTA Bus	(56.4)	-17.7%	See explanation for the month.
MTA Subsidy to Subsidiaries	(3.6)	-11.6%	See explanation for the month.
B&T Operating Surplus Transfer	22.9	5.3%	The favorable YTD variance was attributable to lower expenses and timing.

METROPOLITAN TRANSPORTATION AUTHORITY
July Financial Plan - 2011 Mid-Year Budget
Total Positions by Function and Agency
November 2011

Category	Mid-Year Budget	Actual	Favorable/ (Unfavorable)
Total Positions	66,548	65,361	1,187
NYC Transit	45,775	45,234	541
Long Island Rail Road	6,422	6,316	106
Metro-North Railroad	5,995	5,801	194
Bridges & Tunnels	1,663	1,591	72
Headquarters	1,734	1,607	127
Long Island Bus	1,048	923	125
Staten Island Railway	261	263	(2)
Capital Construction Company	140	123	17
Bus Company	3,510	3,503	7
Non-reimbursable	59,895	59,671	224
NYC Transit	40,767	40,890	(123)
Long Island Rail Road	5,710	5,806	104
Metro-North Railroad	5,372	5,445	(73)
Bridges & Tunnels	1,619	1,547	72
Headquarters	1,686	1,565	121
Long Island Bus	1,033	915	118
Staten Island Railway	258	260	(2)
Capital Construction Company	-	-	-
Bus Company	3,450	3,443	7
Reimbursable	6,653	5,690	963
NYC Transit	5,008	4,344	664
Long Island Rail Road	712	710	2
Metro-North Railroad	623	356	267
Bridges & Tunnels	44	44	-
Headquarters	48	42	6
Long Island Bus	15	8	7
Staten Island Railway	3	3	-
Capital Construction Company	140	123	17
Bus Company	60	60	-
Total Full Time	66,280	65,060	1,220
NYC Transit	45,622	45,038	584
Long Island Rail Road	6,422	6,316	106
Metro-North Railroad	5,994	5,800	194
Bridges & Tunnels	1,663	1,591	72
Headquarters	1,734	1,607	127
Long Island Bus	949	831	118
Staten Island Railway	261	263	(2)
Capital Construction Company	140	123	17
Bus Company	3,495	3,491	4
Total Full-Time Equivalents	268	301	(33)
NYC Transit	163	196	(43)
Long Island Rail Road	-	-	-
Metro-North Railroad	1	1	-
Bridges & Tunnels	-	-	-
Headquarters	-	-	-
Long Island Bus	99	92	7
Staten Island Railway	-	-	-
Capital Construction Company	-	-	-
Bus Company	15	12	3

Note: Totals may differ due to rounding

METROPOLITAN TRANSPORTATION AUTHORITY
July Financial Plan - 2011 Mid-Year Budget
Total Positions by Function and Agency
November 2011

Function/Agency	Mid-Year Budget	Actual	Favorable/ (Unfavorable)
Administration	4,401	4,066	335
NYC Transit	1,949	1,854	95
Long Island Rail Road	628	607	21
Metro-North Railroad	487	466	21
Bridges & Tunnels	73	67	6
Headquarters	953	861	92
Long Island Bus	71	37	34
Staten Island Railway	21	25	(4)
Capital Construction Company	41	21	20
Bus Company	178	128	50
Operations	29,739	29,424	315
NYC Transit	21,781	21,558	223
Long Island Rail Road	2,079	2,066	13
Metro-North Railroad	2,042	1,983	59
Bridges & Tunnels	775	713	62
Headquarters	-	-	-
Long Island Bus	722	667	55
Staten Island Railway	91	93	(2)
Capital Construction Company	-	-	-
Bus Company	2,249	2,344	(95)
Maintenance	29,134	28,638	496
NYC Transit	20,327	20,084	243
Long Island Rail Road	3,606	3,538	68
Metro-North Railroad	3,369	3,260	109
Bridges & Tunnels	397	408	(11)
Headquarters	-	-	-
Long Island Bus	249	216	33
Staten Island Railway	149	145	4
Capital Construction Company	-	-	-
Bus Company	1,037	987	50
Engineering/Capital	1,707	1,720	(13)
NYC Transit	1,218	1,249	(31)
Long Island Rail Road	109	105	4
Metro-North Railroad	97	92	5
Bridges & Tunnels	147	140	7
Headquarters	-	-	-
Long Island Bus	3	-	3
Staten Island Railway	-	-	-
Capital Construction Company	99	102	(3)
Bus Company	34	32	2
Public Safety	1,567	1,513	54
NYC Transit	500	489	11
Long Island Rail Road	-	-	-
Metro-North Railroad	-	-	-
Bridges & Tunnels	271	263	8
Headquarters	781	746	35
Long Island Bus	3	3	-
Staten Island Railway	-	-	-
Capital Construction Company	-	-	-
Bus Company	12	12	-
Total Positions	66,548	65,361	1,187

METROPOLITAN TRANSPORTATION AUTHORITY
July Financial Plan - 2011 Mid-Year Budget
Total Positions by Function and Occupational Group
November 2011

FUNCTION/OCCUPATIONAL GROUP	Mid-Year Budget	Actual	Variance Favorable/ (Unfavorable)
Administration	4,401	4,066	335
Managers/Supervisors	1,538	1,446	92
Professional, Technical, Clerical	2,698	2,594	104
Operational Hourlies	165	26	139
Operations	29,739	29,424	315
Managers/Supervisors	3,284	3,172	112
Professional, Technical, Clerical	1,192	1,098	94
Operational Hourlies	25,263	25,154	109
Maintenance	29,134	28,638	496
Managers/Supervisors	4,716	4,529	187
Professional, Technical, Clerical	2,324	2,273	51
Operational Hourlies	22,094	21,836	258
Engineering/Capital	1,707	1,720	(13)
Managers/Supervisors	441	425	16
Professional, Technical, Clerical	1,264	1,293	(29)
Operational Hourlies	2	2	-
Public Safety	1,567	1,513	54
Managers/Supervisors	179	169	10
Professional, Technical, Clerical	139	127	12
Operational Hourlies	1,249	1,217	32
Total Positions	66,548	65,361	1,187
Managers/Supervisors	10,158	9,741	417
Professional, Technical, Clerical	7,617	7,385	232
Operational Hourlies	48,773	48,235	538

	<u>Current Month Stabilization Fund</u>			<u>Year to Date Stabilization Fund</u>		
	<u>Commuter</u>	<u>Transit</u>	<u>Total</u>	<u>Commuter</u>	<u>Transit</u>	<u>Total</u>
	<u>(General Fd)</u>	<u>(TA Stab)</u>		<u>(General Fd)</u>	<u>(TA Stab)</u>	
From Date	11/01/11	11/01/11	11/01/11	01/01/11	01/01/11	01/01/11
To Date	11/30/11	11/30/11	11/30/11	11/30/11	11/30/11	11/30/11
Opening Balance	\$217.871	\$387.932	\$605.803	\$187.756	\$100.671	\$288.428
RECEIPTS						
Interest Earnings	0.016	0.021	0.037	0.085	0.246	0.331
New York State						
State and regional mass transit taxes - MMTOA	\$2,553	102.691	155.244	296.228	603.257	899.485
MTTF	7.491	42.451	49.942	87.482	495.733	583.215
Total Dedicated Taxes Received	60.045	145.142	205.187	383.710	1,098.990	1,482.701
Less DTF Debt Service	1.140	5.303	6.443	55.329	257.110	312.639
Net Dedicated Taxes for Operations	58.904	139.839	198.744	328.381	841.881	1,170.062
Payroll Mobility Tax	38.900	105.711	144.611	249.784	678.782	928.566
MTA Aid Trust Taxes	0.000	0.000	0.000	82.500	140.146	222.646
Operating Assistance - 18b	7.313	38.464	45.777	21.939	117.800	139.739
NYS School Fares	0.000	6.313	6.313	0.000	18.938	18.938
Additional Mass Transp Operating Assistance	0.000	n/a	0.000	0.000	n/a	0.000
Total - New York State	\$108.117	\$290.327	\$398.444	\$682.605	\$1,797.340	\$2,479.951
Local						
Dutchess County						
Operating Assistance - 18b	\$0.000	n/a	\$0.000	\$0.190	n/a	\$0.190
Station Maintenance	0.000	n/a	0.000	2.237	n/a	2.237
Nassau County						
Operating Assistance - 18b	2.896	n/a	2.896	11.584	n/a	11.584
Station Maintenance	0.000	n/a	0.000	27.151	n/a	27.151
New York City						
Operating Assistance - 18b	0.000	0.000	0.000	1.872	123.672	125.544
Urban - Real Property & Mortgage Recording Tax	n/a	26.634	26.634	n/a	329.114	329.114
Additional Assistance New York City	n/a	0.000	0.000	n/a	35.000	35.000
Station Maintenance	0.000	n/a	0.000	86.877	n/a	86.877
Orange County						
Operating Assistance - 18b	0.000	n/a	0.000	0.110	n/a	0.110
Station Maintenance	0.000	n/a	0.000	0.463	n/a	0.463
Putnam County						
Operating Assistance - 18b	0.000	n/a	0.000	0.285	n/a	0.285
Station Maintenance	0.000	n/a	0.000	0.875	n/a	0.875
Rockland County						
Operating Assistance - 18b	0.000	n/a	0.000	0.039	n/a	0.039
Station Maintenance	0.000	n/a	0.000	0.049	n/a	0.049
Suffolk County						
Operating Assistance - 18b	1.879	n/a	1.879	5.638	n/a	5.638
Station Maintenance	0.000	n/a	0.000	16.735	n/a	16.735
Westchester County						
Operating Assistance - 18b	0.000	n/a	0.000	7.342	n/a	7.342
Station Maintenance	0.000	n/a	0.000	18.764	n/a	18.764
Total - Local	\$4.775	\$26.634	\$31.409	\$180.202	\$487.786	\$667.989
MTA Bridges and Tunnels Surplus Transfers	26.980	17.828	44.808	290.715	175.155	465.870
Released Forward Energy Contract Funds	0.000	0.000	0.000	19.266	71.014	90.280
Total Subsidy Receipts	\$136.873	\$334.788	\$471.661	\$1,172.788	\$2,511.302	\$3,704.090
MTA Sources for Interagency Loans						
B&T Necessary Reconstruction Reserve	\$0.000	\$0.000	\$0.000	\$0.000	\$0.000	\$0.000
MTA Capital Program - Non-Resolution Funds	0.000	0.000	0.000	0.000	0.000	0.000
MRT-2 Corporate Account	0.000	0.000	0.000	0.000	0.000	0.000
Revenue Anticipation Notes	0.000	0.000	0.000	0.000	0.000	0.000
Total Loans	\$0.000	\$0.000	\$0.000	\$0.000	\$0.000	\$0.000
Total Receipts and Loans Received	\$136.889	\$334.809	\$471.698	\$1,172.873	\$2,511.348	\$3,704.430

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	Current Month Stabilization Fund			Year to Date Stabilization Fund		
	Commuter (General Fd)	Transit (TA Stab)	Total	Commuter (General Fd)	Transit (TA Stab)	Total
	From Date: To Date:	11/01/11 11/30/11	11/01/11 11/30/11	01/01/11 11/30/11	01/01/11 11/30/11	01/01/11 11/30/11
Brought forward from prior page						
Opening Balance	\$217,871	\$187,932	\$605,803	\$187,756	\$100,671	\$288,428
Total Receipts and Loans Received	136,889	334,809	471,698	1,172,873	2,631,548	3,704,420
Total Cash and Receipts Available	\$354,760	\$522,741	\$1,077,501	\$1,360,629	\$2,632,219	\$3,992,848
DISBURSEMENTS						
Revenue Supported Debt Service	5,901	10,370	15,871	336,761	532,054	868,816
Agency Operations						
MTA Long Island Railroad	40,550	0,000	40,550	508,770	0,000	508,770
MTA Metro-North Rail Road	27,307	0,000	27,307	228,114	0,000	228,114
MTA New York City Transit	0,000	550,000	550,000	0,000	1,915,718	1,915,718
MTA NYCT for SIRTDA	0,000	1,076	1,076	0,000	2,734	2,734
Capital Program Contribution	0,000	0,000	0,000	0,000	0,000	0,000
Forward Energy Contracts	0,000	0,000	0,000	5,562	20,418	26,000
Capital Security Account	0,000	0,000	0,000	0,000	0,000	0,000
GASB & Employee Benefit Account Transfers	0,000	0,000	0,000	0,000	0,000	0,000
Total Debt Service and Operations	\$73,358	\$561,446	\$634,804	\$1,079,227	\$2,470,924	\$3,550,151
Repayment of Interagency Loans						
B&T Necessary Reconstruction Reserve	0,000	0,000	0,000	0,000	0,000	0,000
MTA Capital Program	0,000	0,000	0,000	0,000	0,000	0,000
MRT-2 Corporate Account	0,000	0,000	0,000	0,000	0,000	0,000
Revenue Anticipation Notes	0,000	0,000	0,000	0,000	0,000	0,000
Total Loans Payback	\$0,000	\$0,000	\$0,000	\$0,000	\$0,000	\$0,000
Total Disbursements	\$73,358	\$561,446	\$634,804	\$1,079,227	\$2,470,924	\$3,550,151
STABILIZATION FUND BALANCE	\$281,402	\$161,295	\$442,697	\$281,402	\$161,295	\$442,697
Ending Loan Balances						
B&T Necessary Reconstruction Reserve	0,000	0,000	0,000	0,000	0,000	0,000
MTA Capital Program	400,000	100,000	500,000	400,000	100,000	500,000
MRT-2 Corporate Account	0,000	0,000	0,000	0,000	0,000	0,000
Revenue Anticipation Notes	0,000	0,000	0,000	0,000	0,000	0,000
	\$400,000	\$100,000	\$500,000	\$400,000	\$100,000	\$500,000
End of Month NYCT Operating Fund borrowing from MTA Invest Pool not included in Ending Loan Balances above	n/a	\$286,910	\$286,910	n/a	\$286,910	\$286,910
Total Loan Balances (including negative Operating and Stabilization Fund Balances)				\$400,000	\$386,910	\$786,910

**METROPOLITAN TRANSPORTATION AUTHORITY
FAREBOX RECOVERY AND FAREBOX OPERATING RATIOS
2011 ADOPTED BUDGET AND ACTUALS
NOVEMBER 2011**

FAREBOX RECOVERY RATIOS		
	2011 <u>Mid-Year Forecast</u>	2011 <u>YTD Actual</u>
New York City Transit	39.7%	40.0%
Staten Island Railway	12.5%	13.0%
Long Island Rail Road	31.7%	32.1%
Metro-North Railroad	41.1%	45.3%
Long Island Bus	34.2%	32.4%
Bus Company	<u>30.5%</u>	<u>30.7%</u>
MTA Agency Average	38.1%	38.8%

FAREBOX OPERATING RATIOS		
	2011 <u>Mid-Year Forecast</u>	2011 <u>YTD Actual</u>
New York City Transit	58.6%	58.7%
Staten Island Railway	19.9%	21.4%
Long Island Rail Road	47.8%	49.9%
Metro-North Railroad	58.9%	61.2%
Long Island Bus	37.5%	35.4%
Bus Company	<u>37.0%</u>	<u>37.3%</u>
MTA Agency Average	55.6%	56.2%

Farebox recovery ratio has a long-term focus. It includes costs that are not funded in the current year, except in an accounting-ledger sense, but are, in effect, passed on to future years. Those costs include depreciation and interest on long-term debt. Approximately 20% (and sometimes more) of MTA costs are not recovered in the current year from farebox revenues, other operating revenues or subsidies. That is why MTA operating statements generally show deficits. In addition, the recovery ratio allocates centralized MTA services to the Agencies, such as Security, the costs of the Inspector General, Civil Rights, Audit, Risk Management, Legal and Shared Services.

Farebox operating ratio focuses on Agency operating financial performance. It reflects the way MTA meets its statutory and bond-covenant budget-balancing requirements, and it excludes certain cost that are not subject to Agency control, but are provided centrally by MTA.

In the agenda materials for the Meeting of the Metro-North and Long Island Committees, the calculations of the farebox operating and recovery ratios for the LIRR and MNR use a revised methodology to put the railroads on a more comparable basis. Those statistics, which are included in the respective financial and ridership reports of both Agencies, differ from the statistics presented in this table.



Metropolitan Transportation Authority

State of New York

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

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Report on Revenue Passengers and Vehicles Ridership Data Thru November, 2011

NOTE: Ridership data are preliminary and subject to revision as well as adjustments warranted by annual audit review.

Prepared by:
MTA Budget Division

Wednesday, December 28, 2011

Metropolitan Transportation Authority

November

Revenue Passengers	2009	2010	Percent Change	2011	Percent Change
MTA New York City Transit	188,959,292	193,742,558	2.53%	195,900,200	1.11%
MTA New York City Subway	129,502,770	135,682,453	4.77%	139,643,219	2.92%
MTA New York City Bus	59,456,522	58,060,105	-2.35%	56,256,981	-3.11%
MTA Bus Company	10,046,931	10,198,423	1.51%	10,171,405	-0.26%
MTA Staten Island Railway	352,352	383,064	8.72%	405,671	5.90%
MTA Long Island Rail Road	6,532,672	6,563,349	0.47%	6,815,374	3.84%
MTA Metro-North Railroad	6,485,758	6,810,467	5.01%	6,948,590	2.03%
<i>East of Hudson</i>	6,336,672	6,654,086	5.01%	6,851,522	2.97%
Harlem Line	2,112,525	2,198,951	4.09%	2,247,344	2.20%
Hudson Line	1,237,169	1,303,840	5.39%	1,332,340	2.19%
New Haven Line	2,986,978	3,151,295	5.50%	3,271,838	3.83%
<i>West of Hudson</i>	149,086	156,381	4.89%	97,068	-37.93%
Port Jervis line	105,554	107,453	1.80%	46,692	-56.55%
Pascack Valley Line	43,532	48,928	12.40%	50,376	2.96%
MTA Long Island Bus	2,537,731	2,625,445	3.46%	2,567,494	-2.21%
(Total Passengers)					
MTA Bridges & Tunnels	23,629,477	24,016,670	1.64%	23,443,442	-2.39%
Total All Agencies	214,914,736	220,323,306	2.52%	222,808,734	1.13%
(Excludes Bridges and Tunnels)					
Weekdays:	18	19		19	
Holidays:	3	3		3	
Weekend Days	9	8		8	
Days:	30	30		30	

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Metropolitan Transportation Authority

November

Revenue	Passengers Year to Date	2009	2010	Percent Change	2011	Percent Change
MTA New York City Transit		2,113,799,244	2,112,476,837	-0.06%	2,108,571,501	-0.18%
MTA New York City Subway		1,445,275,689	1,468,361,870	1.60%	1,498,340,098	2.04%
MTA New York City Bus		668,523,555	644,114,967	-3.65%	610,231,403	-5.26%
MTA Bus Company		110,100,375	110,781,539	0.62%	108,336,245	-2.21%
MTA Staten Island Railway		3,783,181	4,010,530	6.01%	4,191,984	4.52%
MTA Long Island Rail Road		75,948,619	74,570,611	-1.81%	73,815,222	-1.01%
MTA Metro-North Railroad		72,976,242	74,006,393	1.41%	74,698,999	0.94%
East of Hudson		71,213,914	72,286,482	1.51%	73,163,700	1.21%
Harlem Line		23,909,469	23,933,793	0.10%	24,020,293	0.36%
Hudson Line		14,178,770	14,305,521	0.89%	14,385,506	0.56%
New Haven Line		33,125,675	34,047,168	2.78%	34,757,901	2.09%
West of Hudson		1,762,328	1,719,911	-2.41%	1,535,299	-10.73%
Port Jervis line		1,266,807	1,200,428	-5.24%	1,003,648	-16.39%
Pascack Valley Line		495,521	519,483	4.84%	531,651	2.34%
MTA Long Island Bus		28,317,468	28,393,835	0.27%	27,869,790	-1.85%
(Total Passengers)						
MTA Bridges & Tunnels		267,894,862	268,744,899	0.32%	259,805,345	-3.33%
Total All Agencies		2,404,925,129	2,404,239,745	-0.03%	2,397,483,741	-0.28%
(Excludes Bridges and Tunnels)						
Weekdays:		228	228		226	
Holidays:		10	10		9	
Weekend Days		96	96		99	
Days:		334	334		334	

Metropolitan Transportation Authority

November

Average Weekday Passengers	2009	2010	Percent Change	2011	Percent Change
MTA New York City Transit	7,559,289	7,582,992	0.31%	7,655,361	0.95%
MTA New York City Subway	5,190,638	5,307,376	2.25%	5,454,856	2.78%
MTA New York City Bus	2,368,651	2,275,616	-3.93%	2,200,505	-3.30%
MTA Bus Company	411,985	409,255	-0.66%	405,887	-0.82%
MTA Staten Island Railway	15,818	16,414	3.77%	17,301	5.40%
MTA Long Island Rail Road	295,964	287,221	-2.95%	298,001	3.75%
MTA Metro-North Railroad	284,106	290,232	2.16%	293,807	1.23%
<i>East of Hudson</i>	276,266	282,409	2.22%	288,952	2.32%
Harlem Line	92,842	93,893	1.13%	95,504	1.72%
Hudson Line	53,993	55,266	2.36%	56,112	1.53%
New Haven Line	129,431	133,250	2.95%	137,336	3.07%
<i>West of Hudson</i>	7,840	7,823	-0.22%	4,855	-37.94%
Port Jervis line	5,550	5,376	-3.14%	2,336	-56.55%
Pascack Valley Line	2,290	2,447	6.86%	2,519	2.94%
MTA Long Island Bus	106,437	106,387	-0.05%	103,576	-2.64%
MTA Bridges & Tunnels	814,894	822,205	0.90%	800,905	-2.59%
Total All Agencies	8,673,599	8,692,501	0.22%	8,773,933	0.94%
(Excludes Bridges and Tunnels)					
Weekdays:	18	19		19	
Holidays:	3	3		3	
Weekend Days	9	8		8	
Days:	30	30		30	

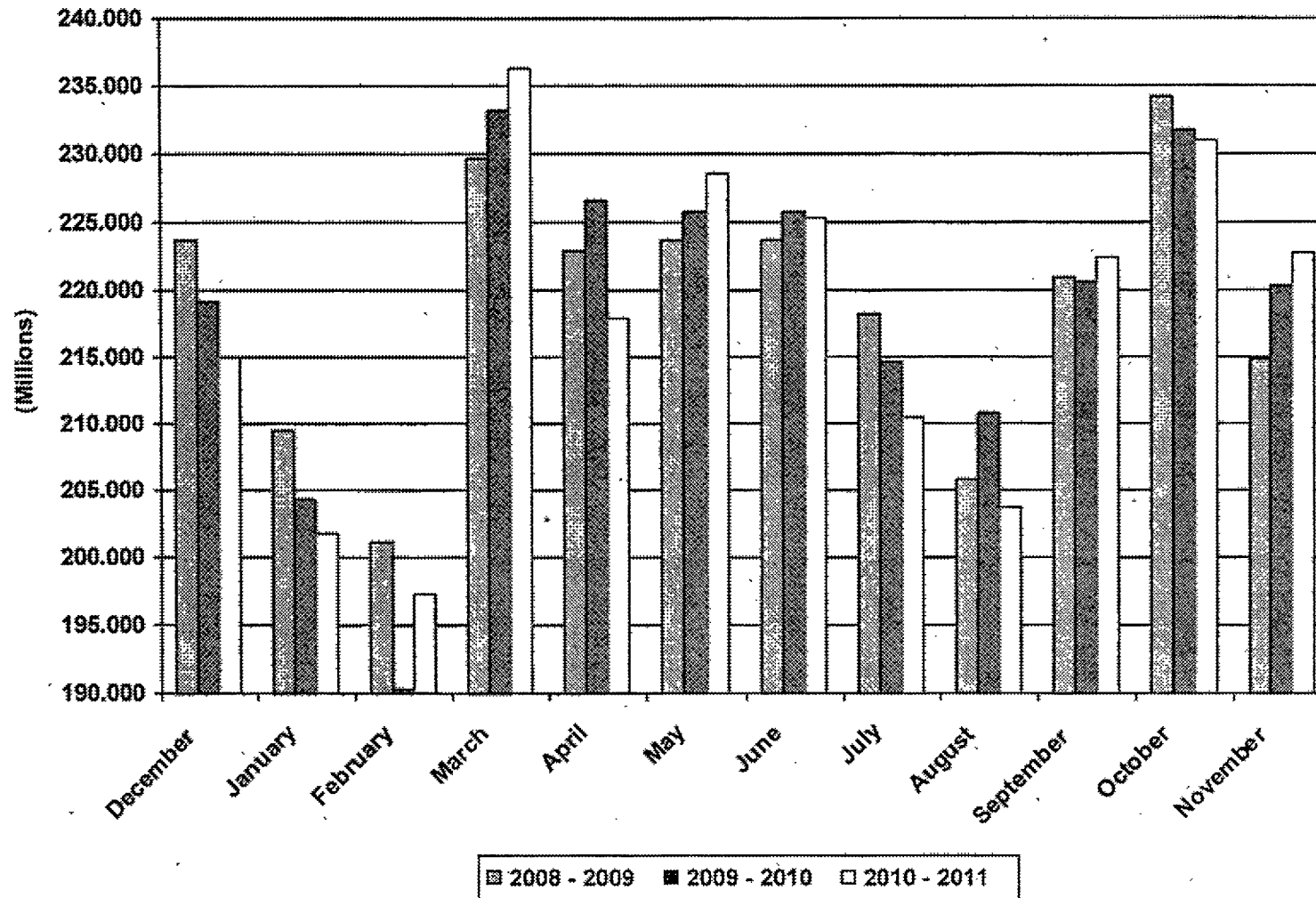
Wednesday, December 28, 2011

Metropolitan Transportation Authority

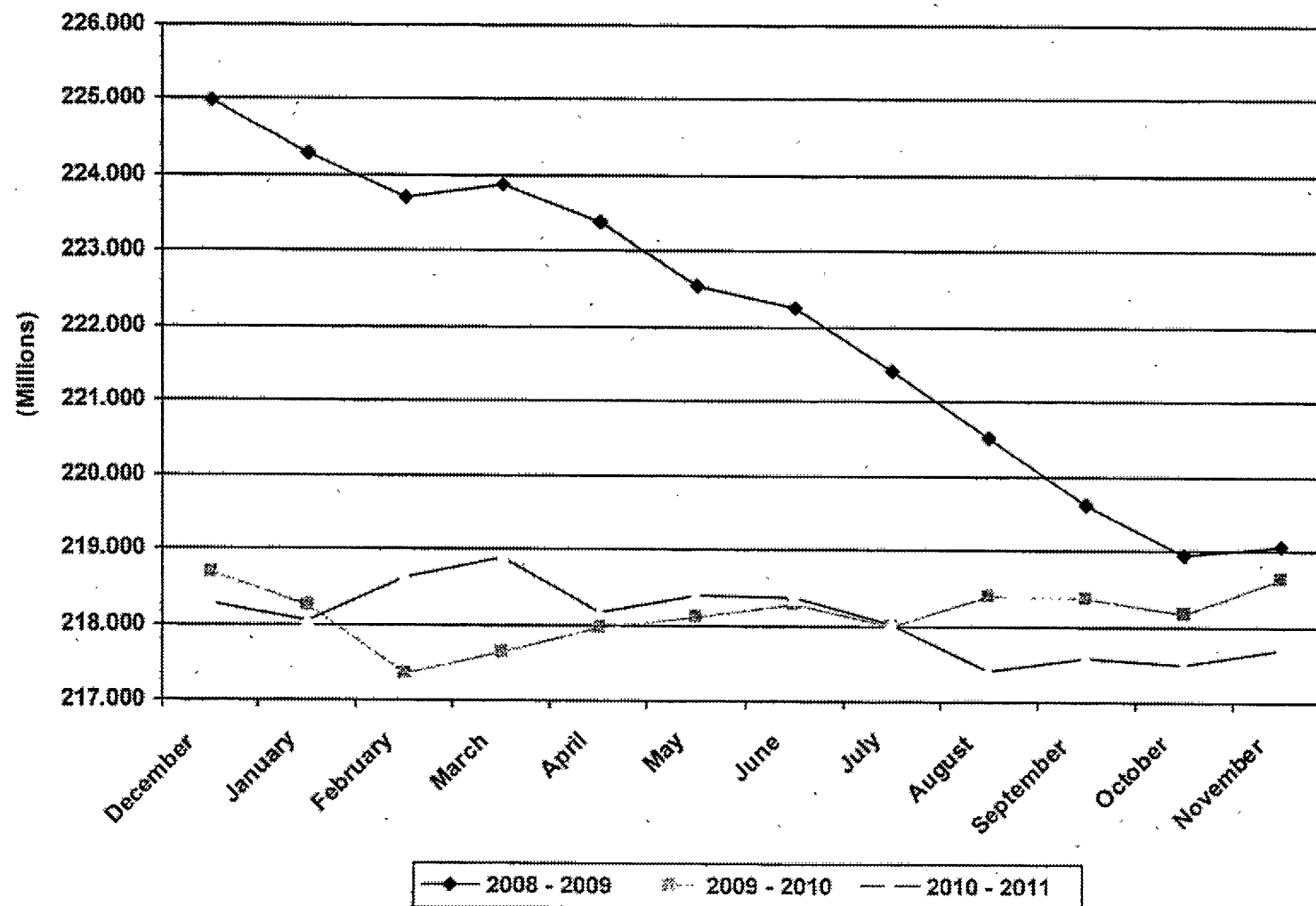
November

12 Month Averages	2009	2010	Percent Change	2011	Percent Change
MTA New York City Transit	192,499,817	192,084,649	-0.22%	191,434,673	-0.34%
MTA New York City Subway	131,757,665	133,579,399	1.38%	136,181,354	1.95%
MTA New York City Bus	60,742,153	58,505,251	-3.68%	55,253,319	-5.56%
MTA Bus Company	10,009,579	10,056,139	0.47%	9,815,132	-2.40%
MTA Staten Island Railway	345,187	362,874	5.12%	379,311	4.53%
MTA Long Island Rail Road	6,943,609	6,797,737	-2.10%	6,733,359	-0.95%
MTA Metro-North Railroad	6,678,456	6,744,108	0.98%	6,815,692	1.06%
<i>East of Hudson</i>	6,516,991	6,587,344	1.08%	6,674,014	1.32%
Harlem Line	2,189,026	2,182,304	-0.31%	2,193,134	0.50%
Hudson Line	1,297,335	1,302,001	0.36%	1,311,339	0.72%
New Haven Line	3,030,630	3,103,039	2.39%	3,169,541	2.14%
<i>West of Hudson</i>	161,465	156,764	-2.91%	141,678	-9.62%
Port Jervis line	116,286	109,621	-5.73%	93,185	-14.99%
Pascack Valley Line	45,179	47,143	4.35%	48,493	2.86%
MTA Long Island Bus	2,574,724	2,572,002	-0.11%	2,524,404	-1.85%
MTA Bridges & Tunnels	24,313,384	24,353,452	0.16%	23,564,556	-3.24%
Total All Agencies	219,051,373	218,617,509	-0.20%	217,702,571	-0.42%
(Excludes Bridges and Tunnels)					
Weekdays:	18	19		19	
Holidays:	3	3		3	
Weekend Days	9	8		8	
Days:	30	30		30	

Metropolitan Transportation Authority Revenue Passengers

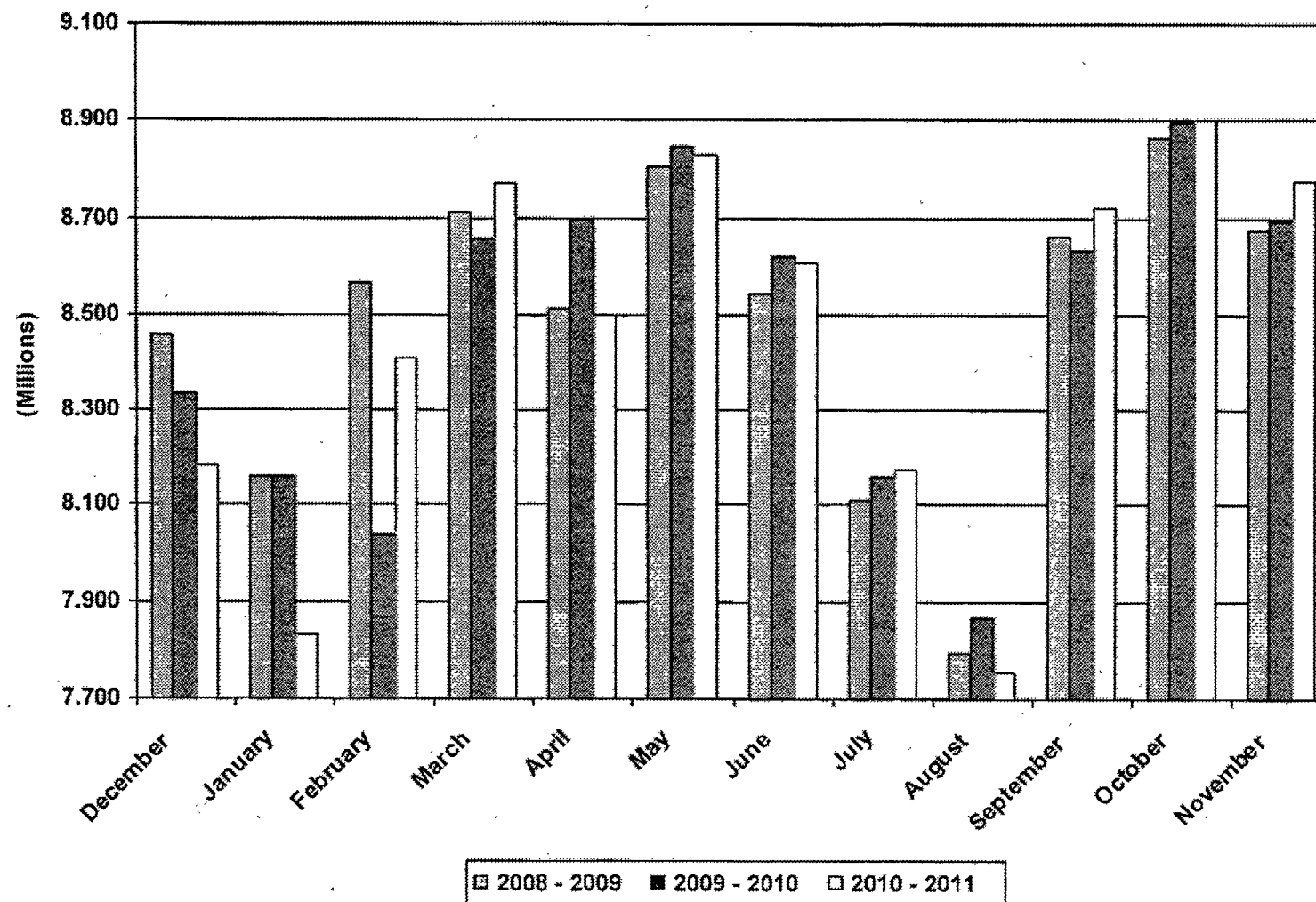


Metropolitan Transportation Authority 12 Month Averages



Metropolitan Transportation Authority

Average Weekday Passengers



Metropolitan Transportation Authority

Revenue Passengers

Service Month	2008 - 2009	2009 - 2010	Percent Change	2010 - 2011	Percent Change
December	223,691,350	219,170,365	-2.02%	214,947,106	-1.93%
January	209,480,161	204,363,748	-2.44%	201,792,651	-1.26%
February	201,164,383	190,257,273	-5.42%	197,314,579	3.71%
March	229,669,565	233,260,616	1.56%	236,212,942	1.27%
April	222,861,245	226,610,708	1.68%	217,870,975	-3.86%
May	223,773,992	225,746,518	0.88%	228,599,960	1.26%
June	223,752,300	225,773,048	0.90%	225,376,624	-0.18%
July	218,270,359	214,695,729	-1.64%	210,536,035	-1.94%
August	206,840,393	210,862,070	2.44%	203,708,213	-3.39%
September	220,991,951	220,585,276	-0.19%	222,348,671	0.81%
October	234,206,044	231,781,453	-1.04%	230,914,357	-0.37%
November	214,914,736	220,323,306	2.52%	222,808,734	1.13%
12 Month Ave	219,051,373	218,617,509	-0.20%	217,702,571	-0.42%
Year-to-Date	2,404,925,129	2,404,239,745	-0.03%	2,397,483,741	-0.28%

12 Month Averages

Service Month	2008 - 2009	2009 - 2010	Percent Change	2010 - 2011	Percent Change
December	224,985,766	218,674,625	-2.81%	218,265,571	-0.19%
January	224,286,018	218,248,257	-2.69%	218,051,313	-0.09%
February	223,702,821	217,339,331	-2.84%	218,639,422	0.60%
March	223,878,762	217,638,585	-2.79%	218,885,449	0.57%
April	223,399,736	217,951,040	-2.44%	218,157,138	0.09%
May	222,558,539	218,115,418	-2.00%	218,394,925	0.13%
June	222,263,331	218,283,813	-1.79%	218,361,889	0.04%
July	221,417,179	217,985,927	-1.55%	218,015,248	0.01%
August	220,522,569	218,404,401	-0.96%	217,419,093	-0.45%
September	219,623,529	218,368,844	-0.57%	217,567,710	-0.37%
October	218,937,789	218,166,795	-0.35%	217,485,452	-0.31%
November	219,051,373	218,617,509	-0.20%	217,702,571	-0.42%

Average Weekday Passengers

Service Month	2008 - 2009	2009 - 2010	Percent Change	2010 - 2011	Percent Change
December	8,458,424	8,336,735	-1.44%	8,183,069	-1.84%
January	8,162,128	8,158,470	-0.04%	7,832,340	-4.00%
February	8,567,423	8,040,578	-6.15%	8,410,921	4.61%
March	8,712,241	8,658,983	-0.61%	8,770,931	1.29%
April	8,511,092	8,700,034	2.22%	8,498,930	-2.31%
May	8,806,162	8,849,217	0.49%	8,828,731	-0.23%
June	8,543,435	8,622,856	0.93%	8,608,940	-0.16%
July	8,110,610	8,160,503	0.62%	8,176,353	0.19%
August	7,793,014	7,667,133	-0.95%	7,753,749	-1.44%
September	8,663,259	8,636,073	-0.31%	8,720,367	0.98%
October	8,663,764	8,698,864	0.40%	8,900,815	0.02%
November	8,673,599	8,692,501	0.22%	8,773,933	0.94%

MTA New York City Transit

Revenue Passengers

Service Month	2008 - 2009	2009 - 2010	Percent Change	2010 - 2011	Percent Change
December	198,198,563	192,538,951	-1.87%	188,644,573	-2.02%
January	184,373,088	180,082,870	-2.33%	178,374,136	-0.95%
February	177,391,460	167,702,719	-5.46%	174,315,460	3.94%
March	202,254,086	205,362,791	1.54%	208,218,804	1.39%
April	198,000,595	199,272,046	1.67%	191,839,355	-3.73%
May	197,179,860	198,755,061	0.80%	201,322,443	1.29%
June	196,112,489	197,916,535	0.92%	197,684,348	-0.12%
July	191,288,798	187,797,149	-1.83%	184,243,874	-1.89%
August	180,042,932	184,255,088	2.34%	178,166,924	-3.30%
September	194,082,586	193,582,215	-0.26%	195,244,293	0.86%
October	206,104,049	204,007,805	-1.02%	203,261,664	-0.37%
November	188,859,292	193,742,558	2.53%	195,909,200	1.11%
12 Month Ave	192,499,817	192,084,649	-0.22%	191,434,673	-0.34%
Year-to-Date	2,113,799,244	2,112,476,837	-0.06%	2,108,571,501	-0.18%

12 Month Averages

Service Month	2008 - 2009	2009 - 2010	Percent Change	2010 - 2011	Percent Change
December	197,571,565	192,194,850	-2.72%	191,760,118	-0.23%
January	196,964,386	191,837,331	-2.60%	191,617,723	-0.11%
February	196,464,959	191,029,936	-2.77%	192,168,785	0.60%
March	196,613,278	191,288,994	-2.71%	192,406,786	0.58%
April	196,196,709	191,561,815	-2.36%	191,787,395	0.12%
May	195,470,869	191,692,882	-1.93%	192,001,343	0.16%
June	195,207,463	191,843,219	-1.72%	191,981,995	0.07%
July	194,587,758	191,551,415	-1.52%	191,685,888	0.07%
August	193,739,982	191,902,428	-0.95%	191,178,541	-0.38%
September	192,965,097	191,860,731	-0.57%	191,317,048	-0.28%
October	192,413,749	191,686,044	-0.38%	191,254,869	-0.22%
November	192,499,817	192,084,649	-0.22%	191,434,673	-0.34%

Average Weekday Passengers

Service Month	2008 - 2009	2009 - 2010	Percent Change	2010 - 2011	Percent Change
December	7,376,605	7,285,619	-1.23%	7,144,832	-1.93%
January	7,127,979	7,129,049	0.02%	6,844,587	-3.99%
February	7,503,501	7,033,952	-6.26%	7,381,871	4.95%
March	7,629,537	7,587,902	-0.55%	7,698,802	1.46%
April	7,444,221	7,613,298	2.27%	7,440,153	-2.27%
May	7,701,004	7,734,333	0.43%	7,728,432	-0.08%
June	7,451,057	7,523,882	0.98%	7,516,270	-0.10%
July	7,066,668	7,092,620	0.37%	7,104,703	0.17%
August	6,774,185	6,837,402	0.93%	6,758,450	-1.15%
September	7,562,648	7,535,550	-0.36%	7,616,195	1.07%
October	7,757,513	7,778,564	0.27%	7,765,086	0.08%
November	7,559,289	7,582,992	0.31%	7,656,361	0.95%

MTA New York City Subway

Revenue Passengers

Service Month	2008 - 2009	2009 - 2010	Percent Change	2010 - 2011	Percent Change
December	135,816,288	134,590,912	-0.90%	135,836,148	0.93%
January	126,149,759	124,549,460	-1.27%	127,637,258	2.48%
February	120,413,100	116,664,456	-3.11%	124,055,125	6.33%
March	136,701,202	141,662,474	3.63%	146,487,199	3.41%
April	133,799,644	137,500,468	2.77%	136,237,054	-0.92%
May	133,432,316	136,822,538	2.54%	141,860,529	3.70%
June	134,648,137	137,818,880	2.35%	140,586,973	2.01%
July	132,724,155	131,521,063	-0.91%	131,263,868	-0.20%
August	124,224,421	129,371,938	4.14%	127,893,199	-1.14%
September	132,833,276	134,732,986	1.43%	138,489,313	2.79%
October	140,846,909	142,035,154	0.84%	144,166,561	1.50%
November	129,502,770	135,682,453	4.77%	139,643,219	2.92%
12 Month Ave	131,757,665	133,579,399	1.38%	136,181,354	1.95%
Year-to-Date	1,445,275,689	1,468,361,870	1.60%	1,498,340,098	2.04%

12 Month Averages

Service Month	2008 - 2009	2009 - 2010	Percent Change	2010 - 2011	Percent Change
December	135,323,448	131,655,550	-2.71%	133,683,168	1.54%
January	134,937,452	131,522,192	-2.53%	133,940,486	1.84%
February	134,486,947	131,209,805	-2.44%	134,556,374	2.55%
March	134,502,398	131,623,244	-2.14%	134,958,434	2.53%
April	134,221,196	131,931,646	-1.71%	134,853,150	2.21%
May	133,664,068	132,214,165	-1.08%	135,274,649	2.31%
June	133,495,449	132,478,393	-0.76%	135,505,323	2.28%
July	133,068,516	132,378,136	-0.52%	135,483,874	2.35%
August	132,522,804	132,807,095	0.21%	135,360,646	1.92%
September	132,057,412	132,965,405	0.69%	135,673,673	2.04%
October	131,689,412	133,064,425	1.04%	135,851,290	2.09%
November	131,757,665	133,579,399	1.38%	136,181,354	1.95%

Average Weekday Passengers

Service Month	2008 - 2009	2009 - 2010	Percent Change	2010 - 2011	Percent Change
December	5,109,363	5,082,646	-0.52%	5,137,850	1.08%
January	4,885,762	4,925,418	0.81%	4,892,799	-0.66%
February	5,122,914	4,907,727	-4.20%	5,260,405	7.19%
March	5,177,575	5,235,369	1.12%	5,423,118	3.59%
April	5,094,917	5,258,453	3.21%	5,295,535	0.71%
May	5,231,857	5,332,941	1.93%	5,450,246	2.20%
June	5,128,650	5,249,681	2.36%	5,355,314	2.01%
July	4,929,014	4,988,748	1.41%	5,097,919	1.95%
August	4,707,751	4,826,516	2.52%	4,863,820	0.77%
September	5,184,454	5,258,598	1.39%	5,415,945	3.03%
October	5,311,422	5,419,113	2.03%	5,519,974	1.86%
November	5,190,638	5,307,376	2.25%	5,454,856	2.78%

MTA New York City Bus

Revenue Passengers

Service Month	2008 - 2009	2009 - 2010	Percent Change	2010 - 2011	Percent Change
December	60,382,275	57,948,039	-4.03%	52,808,425	-8.87%
January	58,223,329	55,533,410	-4.62%	50,736,878	-8.64%
February	56,978,360	51,038,263	-10.43%	50,260,335	-1.52%
March	65,552,893	63,700,317	-2.83%	61,731,605	-3.09%
April	62,200,951	61,771,578	-0.69%	55,602,301	-9.99%
May	63,747,544	61,932,523	-2.85%	59,441,914	-4.02%
June	61,464,352	60,097,655	-2.22%	57,097,375	-4.99%
July	58,574,643	56,276,086	-3.92%	52,980,206	-5.86%
August	55,818,511	54,883,150	-1.68%	50,273,725	-8.40%
September	61,249,310	58,849,229	-3.92%	56,754,980	-3.56%
October	65,257,140	61,972,651	-5.03%	59,095,103	-4.64%
November	59,456,522	58,060,105	-2.35%	56,256,981	-3.11%
12 Month Ave	60,742,153	58,505,251	-3.68%	55,253,319	-5.56%
Year-to-Date	668,523,555	644,114,967	-3.65%	610,231,403	-5.26%

12 Month Averages

Service Month	2008 - 2009	2009 - 2010	Percent Change	2010 - 2011	Percent Change
December	62,248,117	60,539,300	-2.75%	58,076,949	-4.07%
January	62,026,934	60,315,140	-2.76%	57,677,238	-4.37%
February	61,978,011	59,820,132	-3.48%	57,612,411	-3.69%
March	62,110,881	59,665,750	-3.94%	57,448,352	-3.72%
April	61,975,514	59,629,969	-3.78%	56,934,245	-4.52%
May	61,806,801	59,478,717	-3.77%	56,726,695	-4.63%
June	61,712,014	59,364,826	-3.80%	56,476,671	-4.87%
July	61,439,242	59,173,280	-3.69%	56,202,015	-5.02%
August	61,217,178	59,095,333	-3.47%	55,817,896	-5.55%
September	60,907,685	58,895,326	-3.30%	55,643,375	-5.52%
October	60,724,337	58,621,619	-3.46%	55,403,579	-5.49%
November	60,742,153	58,505,251	-3.68%	55,253,319	-5.56%

Average Weekday Passengers

Service Month	2008 - 2009	2009 - 2010	Percent Change	2010 - 2011	Percent Change
December	2,267,242	2,202,973	-2.83%	2,007,182	-8.89%
January	2,242,217	2,203,631	-1.72%	1,951,788	-11.43%
February	2,380,587	2,126,225	-10.68%	2,121,466	-0.22%
March	2,451,962	2,352,533	-4.06%	2,275,484	-3.28%
April	2,349,304	2,354,845	0.24%	2,144,618	-8.93%
May	2,469,147	2,401,392	-2.74%	2,278,186	-5.13%
June	2,322,407	2,274,201	-2.08%	2,160,956	-4.98%
July	2,137,654	2,093,872	-2.05%	2,006,784	-4.16%
August	2,066,434	2,010,686	-2.69%	1,894,630	-5.78%
September	2,378,192	2,278,952	-4.17%	2,200,250	-3.45%
October	2,446,091	2,359,451	-3.54%	2,265,112	-4.00%
November	2,368,651	2,275,616	-3.93%	2,200,505	-3.30%

MTA Bus Company

Revenue Passengers

Service Month	2008 - 2009	2009 - 2010	Percent Change	2010 - 2011	Percent Change
December	10,014,576	9,892,130	-1.22%	9,445,337	-4.52%
January	9,453,024	9,371,140	-0.87%	8,948,729	-4.51%
February	9,199,146	8,639,731	-6.08%	8,807,613	1.94%
March	10,664,966	10,863,886	1.87%	10,784,536	-0.73%
April	10,122,476	10,513,925	3.87%	9,697,309	-7.77%
May	10,343,294	10,538,187	1.88%	10,577,404	0.37%
June	10,177,844	10,362,337	1.81%	10,157,752	-1.97%
July	9,665,572	9,709,091	0.45%	9,358,912	-3.60%
August	9,209,826	9,588,938	4.22%	9,112,914	-5.06%
September	10,245,840	10,213,437	-0.32%	10,147,416	-0.65%
October	10,971,456	10,772,444	-1.81%	10,571,255	-1.87%
November	10,046,931	10,198,423	1.51%	10,171,405	-0.26%
12 Month Ave	10,009,579	10,056,139	0.47%	9,815,132	-2.40%
Year-to-Date	110,100,375	110,781,538	0.62%	108,336,245	-2.21%

12 Month Averages

Service Month	2008 - 2009	2009 - 2010	Percent Change	2010 - 2011	Percent Change
December	10,085,646	9,999,375	-0.86%	10,018,906	0.20%
January	10,079,392	9,992,552	-0.86%	9,983,705	-0.09%
February	10,088,679	9,945,934	-1.41%	9,997,696	0.52%
March	10,131,988	9,982,511	-1.67%	9,991,083	0.29%
April	10,122,643	9,995,131	-1.26%	9,923,032	-0.72%
May	10,110,323	10,011,372	-0.98%	9,926,300	-0.85%
June	10,119,283	10,026,747	-0.91%	9,909,251	-1.17%
July	10,083,848	10,030,373	-0.53%	9,880,153	-1.50%
August	10,047,022	10,062,799	0.16%	9,839,651	-2.22%
September	10,001,003	10,060,099	0.59%	9,834,149	-2.25%
October	9,978,445	10,043,515	0.65%	9,817,383	-2.25%
November	10,009,579	10,056,139	0.47%	9,815,132	-2.40%

Average Weekday Passengers

Service Month	2008 - 2009	2009 - 2010	Percent Change	2010 - 2011	Percent Change
December	386,322	384,693	-0.42%	368,375	-4.24%
January	376,094	384,035	2.11%	353,022	-8.08%
February	398,146	371,860	-6.60%	382,662	2.90%
March	411,621	410,253	-0.33%	406,662	-0.88%
April	393,193	409,886	4.25%	383,699	-6.39%
May	414,846	419,911	1.22%	416,250	0.87%
June	393,530	399,709	1.57%	392,545	-1.79%
July	381,991	371,177	-2.84%	365,281	-1.59%
August	351,930	360,375	2.40%	349,686	-2.97%
September	408,988	405,532	-0.85%	403,218	-0.57%
October	422,463	421,441	-0.24%	415,028	-1.52%
November	411,985	409,255	-0.66%	405,887	-0.82%

MTA Staten Island Railway

Revenue Passengers

Service Month	2008 - 2009	2009 - 2010	Percent Change	2010 - 2011	Percent Change
December	359,067	343,956	-4.21%	359,753	4.59%
January	347,688	338,263	-2.71%	356,386	5.36%
February	310,481	309,924	-0.18%	333,719	7.68%
March	371,056	397,677	7.17%	427,999	7.62%
April	340,280	380,950	11.95%	366,489	-3.80%
May	345,273	372,053	7.76%	406,054	9.14%
June	358,940	386,819	7.77%	404,083	4.46%
July	322,378	328,874	2.02%	327,303	-0.48%
August	288,741	325,403	12.70%	333,401	2.46%
September	358,930	379,483	5.73%	405,022	6.73%
October	387,062	408,020	5.41%	425,857	4.37%
November	352,352	383,064	8.72%	405,671	5.90%
12 Month Ave	345,187	362,874	5.12%	379,311	4.53%
Year-to-Date	3,783,181	4,010,530	6.01%	4,191,984	4.52%

12 Month Averages

Service Month	2008 - 2009	2009 - 2010	Percent Change	2010 - 2011	Percent Change
December	364,988	343,928	-5.77%	364,190	5.89%
January	361,876	343,143	-5.18%	365,701	6.57%
February	359,085	343,095	-4.45%	367,683	7.17%
March	369,328	345,315	-3.90%	370,210	7.21%
April	356,814	348,704	-2.27%	369,005	5.82%
May	354,204	350,936	-0.92%	371,839	5.96%
June	353,148	353,259	0.03%	373,277	5.67%
July	351,423	353,800	0.68%	373,146	5.47%
August	349,689	356,855	2.05%	373,813	4.75%
September	346,273	358,568	3.55%	375,941	4.85%
October	344,181	360,315	4.69%	377,428	4.75%
November	345,187	362,874	5.12%	379,311	4.53%

Average Weekday Passengers

Service Month	2008 - 2009	2009 - 2010	Percent Change	2010 - 2011	Percent Change
December	15,025	14,334	-4.60%	15,030	4.86%
January	15,210	15,203	-0.05%	15,224	0.14%
February	14,864	14,600	-1.78%	15,698	7.52%
March	15,592	15,962	2.37%	17,125	7.29%
April	14,256	15,838	11.10%	15,562	-1.74%
May	15,385	16,238	5.54%	17,127	5.47%
June	14,955	15,922	6.47%	16,610	4.32%
July	12,963	13,507	4.20%	13,821	2.32%
August	12,082	13,002	7.61%	13,291	2.22%
September	15,519	16,136	3.98%	17,244	6.87%
October	16,124	17,241	6.93%	18,063	4.77%
November	15,818	16,414	3.77%	17,301	5.40%

MTA Long Island Rail Road

Revenue Passengers

Service Month	2008 - 2009	2009 - 2010	Percent Change	2010 - 2011	Percent Change
December	7,374,694	7,092,228	-5.05%	6,985,089	-0.24%
January	6,835,505	6,247,660	-5.84%	5,890,855	-5.71%
February	6,086,638	5,811,552	-4.52%	5,836,491	0.43%
March	7,007,440	7,007,149	0.00%	7,031,512	0.35%
April	7,042,760	6,931,286	-1.58%	6,651,960	-4.03%
May	6,794,737	6,743,764	-0.75%	6,739,212	-0.07%
June	7,478,422	7,279,744	-2.66%	7,178,901	-1.39%
July	7,286,295	7,238,718	-0.65%	7,042,470	-2.71%
August	7,154,348	7,106,665	-0.64%	6,837,184	-3.82%
September	6,932,125	6,834,199	-1.41%	6,887,995	0.79%
October	6,997,677	6,804,525	-2.76%	6,903,268	1.45%
November	6,532,672	6,563,349	0.47%	6,815,374	3.84%
12 Month Ave	6,943,609	6,797,737	-2.10%	6,733,359	-0.95%
Year-to-Date	75,948,619	74,570,611	-1.81%	73,815,222	-1.01%

12 Month Averages

Service Month	2008 - 2009	2009 - 2010	Percent Change	2010 - 2011	Percent Change
December	7,279,873	6,912,571	-5.05%	6,796,308	-1.88%
January	7,242,962	6,880,250	-5.01%	6,766,575	-1.65%
February	7,198,772	6,857,326	-4.74%	6,768,653	-1.29%
March	7,186,948	6,857,302	-4.59%	6,770,683	-1.26%
April	7,168,858	6,848,013	-4.48%	6,747,406	-1.47%
May	7,126,244	6,843,765	-3.96%	6,747,027	-1.41%
June	7,113,631	6,827,208	-4.03%	6,738,623	-1.30%
July	7,060,054	6,823,244	-3.35%	6,722,269	-1.48%
August	7,026,650	6,819,437	-2.95%	6,699,646	-1.76%
September	6,994,548	6,811,276	-2.62%	6,704,129	-1.57%
October	6,946,310	6,795,180	-2.18%	6,712,357	-1.22%
November	6,943,609	6,797,737	-2.10%	6,733,359	-0.95%

Average Weekday Passengers

Service Month	2008 - 2009	2009 - 2010	Percent Change	2010 - 2011	Percent Change
December	294,915	280,003	-5.06%	279,299	-0.25%
January	279,803	272,255	-2.70%	269,444	-1.03%
February	282,103	269,143	-4.59%	270,350	0.45%
March	282,315	271,905	-3.69%	273,253	0.50%
April	283,532	278,901	-1.63%	278,587	-0.11%
May	295,265	291,072	-1.42%	280,553	-3.61%
June	299,030	290,508	-2.85%	287,735	-0.95%
July	288,334	286,549	-0.62%	300,068	1.19%
August	286,800	280,172	-2.31%	266,920	-4.73%
September	289,942	285,944	-1.38%	288,504	0.90%
October	282,319	285,328	1.07%	288,692	1.18%
November	295,964	287,221	-2.95%	288,001	3.75%

MTA Metro-North Railroad

Revenue Passengers

Service Month	2008 - 2009	2009 - 2010	Percent Change	2010 - 2011	Percent Change
December	7,165,229	6,922,906	-3.38%	7,089,300	2.40%
January	6,332,766	6,057,658	-4.34%	6,058,385	0.01%
February	5,877,067	5,887,951	-3.22%	5,823,842	2.39%
March	6,762,519	6,938,210	2.60%	7,067,303	1.86%
April	6,765,029	6,837,261	1.07%	6,804,593	-0.48%
May	6,542,782	6,731,056	2.88%	6,948,660	3.23%
June	7,034,778	7,158,126	1.75%	7,327,291	2.36%
July	7,000,919	6,992,466	-0.12%	7,012,229	0.28%
August	6,551,798	6,912,973	5.51%	6,704,764	-3.01%
September	6,670,066	6,852,629	2.74%	6,960,470	1.57%
October	6,952,772	7,027,596	1.08%	7,042,872	0.22%
November	6,485,768	6,810,467	5.01%	6,948,590	2.03%
12 Month Ave	6,678,466	6,744,108	0.98%	6,815,692	1.06%
Year-to-Date	72,976,242	74,006,393	1.41%	74,698,999	0.94%

12 Month Averages

Service Month	2008 - 2009	2009 - 2010	Percent Change	2010 - 2011	Percent Change
December	6,962,936	6,658,262	-4.38%	6,757,974	1.50%
January	6,939,129	6,635,337	-4.38%	6,758,035	1.85%
February	6,903,760	6,619,578	-4.12%	6,769,359	2.26%
March	6,903,013	6,634,219	-3.89%	6,780,117	2.20%
April	6,886,879	6,640,238	-3.58%	6,777,395	2.07%
May	6,846,887	6,655,928	-2.79%	6,795,528	2.10%
June	6,833,596	6,666,207	-2.45%	6,809,625	2.15%
July	6,792,876	6,665,502	-1.88%	6,811,272	2.19%
August	6,755,044	6,695,600	-0.88%	6,793,922	1.47%
September	6,726,953	6,710,814	-0.24%	6,802,908	1.37%
October	6,680,558	6,717,049	0.55%	6,804,181	1.30%
November	6,678,466	6,744,108	0.98%	6,815,692	1.06%

Average Weekday Passengers

Service Month	2008 - 2009	2009 - 2010	Percent Change	2010 - 2011	Percent Change
December	284,814	274,400	-3.66%	280,900	2.37%
January	269,206	264,201	-1.86%	264,246	0.02%
February	268,285	259,621	-3.23%	264,614	1.92%
March	271,340	270,305	-0.38%	273,743	1.27%
April	273,562	276,191	0.96%	280,302	1.49%
May	275,283	282,281	2.54%	283,162	0.31%
June	283,438	288,218	1.69%	293,413	1.80%
July	277,735	283,928	2.23%	290,510	2.32%
August	266,745	273,549	2.94%	266,109	-2.72%
September	276,477	283,870	2.67%	286,603	0.96%
October	277,081	287,333	3.70%	286,373	-0.33%
November	284,106	290,232	2.16%	293,807	1.23%

East of Hudson

Revenue Passengers

Service Month	2008 - 2009	2009 - 2010	Percent Change	2010 - 2011	Percent Change
December	6,989,977	6,761,647	-3.27%	6,924,466	2.41%
January	6,176,038	5,917,527	-4.19%	5,916,958	-0.01%
February	5,731,572	5,556,169	-3.06%	5,685,834	2.33%
March	5,593,183	6,769,641	2.68%	6,896,269	1.87%
April	6,600,645	6,675,240	1.13%	6,648,157	-0.41%
May	6,387,435	6,580,762	3.03%	6,788,759	3.16%
June	6,864,270	6,992,372	1.87%	7,164,509	2.46%
July	6,830,791	6,832,493	0.02%	6,854,351	0.32%
August	6,382,629	6,747,243	5.55%	6,551,648	-2.90%
September	6,511,692	6,693,844	2.79%	6,860,460	2.49%
October	6,788,990	6,867,305	1.15%	6,945,233	1.13%
November	6,336,672	6,654,086	5.01%	6,851,522	2.97%
12 Month Ave	6,516,991	6,587,344	1.08%	6,674,014	1.32%
Year-to-Date	71,213,914	72,286,482	1.51%	73,163,700	1.21%

12 Month Averages

Service Month	2008 - 2009	2009 - 2010	Percent Change	2010 - 2011	Percent Change
December	6,788,874	6,497,963	-4.29%	6,600,812	1.58%
January	6,765,732	6,476,421	-4.28%	6,600,865	1.92%
February	6,731,352	6,461,804	-4.00%	6,611,670	2.32%
March	6,730,573	6,476,509	-3.77%	6,622,223	2.25%
April	6,715,004	6,482,725	-3.46%	6,619,966	2.12%
May	6,677,215	6,498,836	-2.67%	6,637,299	2.13%
June	6,665,183	6,509,511	-2.34%	6,651,644	2.16%
July	6,626,236	6,509,653	-1.76%	6,653,465	2.21%
August	6,590,041	6,539,204	-0.77%	6,637,166	1.50%
September	6,563,248	6,554,367	-0.14%	6,651,067	1.48%
October	6,518,760	6,560,893	0.65%	6,657,561	1.47%
November	6,516,991	6,587,344	1.08%	6,674,014	1.32%

Average Weekday Passengers

Service Month	2008 - 2009	2009 - 2010	Percent Change	2010 - 2011	Percent Change
December	276,833	267,859	-3.53%	273,395	2.37%
January	261,364	256,833	-1.73%	256,810	-0.01%
February	260,650	252,703	-3.05%	257,367	1.85%
March	263,639	262,962	-0.26%	266,296	1.27%
April	266,067	268,823	1.03%	272,859	1.50%
May	267,524	274,774	2.71%	275,544	0.28%
June	275,684	280,680	1.81%	286,011	1.90%
July	269,985	276,306	2.34%	282,626	2.29%
August	258,176	266,011	3.03%	258,877	-2.68%
September	268,932	276,296	2.74%	281,839	2.01%
October	269,633	279,708	3.74%	281,728	0.72%
November	276,266	282,409	2.22%	288,952	2.32%

Harlem Line

Revenue Passengers

Service Month	2008 - 2009	2009 - 2010	Percent Change	2010 - 2011	Percent Change
December	2,356,840	2,253,857	-4.45%	2,297,316	1.93%
January	2,104,137	1,996,515	-5.11%	1,975,045	-1.08%
February	1,951,654	1,870,292	-4.17%	1,913,040	2.29%
March	2,257,005	2,287,299	1.34%	2,304,100	0.73%
April	2,244,007	2,228,459	-0.69%	2,188,956	-1.77%
May	2,150,504	2,164,271	0.64%	2,223,927	2.76%
June	2,307,258	2,300,223	-0.30%	2,320,897	0.90%
July	2,248,584	2,226,434	-0.99%	2,198,107	-1.27%
August	2,092,806	2,179,564	4.15%	2,111,456	-3.12%
September	2,168,025	2,206,183	1.76%	2,253,778	2.16%
October	2,272,864	2,275,602	0.12%	2,283,643	0.35%
November	2,112,525	2,198,951	4.09%	2,247,344	2.20%
12 Month Ave	2,189,026	2,182,304	-0.31%	2,193,134	0.50%
Year-to-Date	23,909,469	23,933,793	0.10%	24,020,293	0.36%

12 Month Averages

Service Month	2008 - 2009	2009 - 2010	Percent Change	2010 - 2011	Percent Change
December	2,282,540	2,180,277	-4.48%	2,185,926	0.26%
January	2,274,487	2,171,309	-4.54%	2,184,137	0.59%
February	2,263,168	2,164,529	-4.36%	2,187,699	1.07%
March	2,264,885	2,187,053	-3.42%	2,189,099	1.02%
April	2,259,990	2,165,757	-4.17%	2,185,807	0.93%
May	2,247,756	2,166,905	-3.60%	2,190,776	1.10%
June	2,245,647	2,166,318	-3.53%	2,192,501	1.21%
July	2,232,595	2,164,473	-3.05%	2,190,141	1.19%
August	2,220,522	2,171,702	-2.20%	2,184,465	0.59%
September	2,209,669	2,174,882	-1.57%	2,188,431	0.62%
October	2,192,367	2,175,102	-0.79%	2,189,101	0.64%
November	2,189,026	2,182,304	-0.31%	2,193,134	0.50%

Average Weekday Passengers

Service Month	2008 - 2009	2009 - 2010	Percent Change	2010 - 2011	Percent Change
December	93,942	89,618	-4.60%	91,183	1.75%
January	88,519	87,246	-1.44%	86,168	-1.24%
February	89,185	85,507	-4.12%	86,918	1.65%
March	90,562	89,165	-1.54%	89,286	0.14%
April	90,823	90,192	-0.69%	90,375	0.20%
May	90,672	91,128	0.50%	90,818	-0.34%
June	93,131	92,885	-0.26%	93,237	0.38%
July	89,516	90,784	1.42%	91,588	0.89%
August	85,275	86,582	1.53%	84,033	-2.94%
September	90,080	91,552	1.66%	93,133	1.73%
October	90,796	93,240	2.69%	93,197	-0.05%
November	92,842	93,893	1.13%	95,504	1.72%

Hudson Line

Revenue Passengers

Service Month	2008 - 2009	2009 - 2010	Percent Change	2010 - 2011	Percent Change
December	1,389,251	1,318,485	-5.09%	1,350,557	2.43%
January	1,220,243	1,154,801	-5.36%	1,159,493	0.41%
February	1,140,065	1,084,284	-4.89%	1,108,812	2.26%
March	1,313,630	1,328,645	1.14%	1,340,022	0.86%
April	1,309,862	1,316,029	0.47%	1,312,919	-0.24%
May	1,270,877	1,322,076	4.03%	1,349,153	2.05%
June	1,367,135	1,382,018	1.09%	1,408,063	1.88%
July	1,379,094	1,360,953	-1.32%	1,358,800	-0.16%
August	1,292,620	1,360,653	5.26%	1,297,903	-4.61%
September	1,301,812	1,331,091	2.25%	1,358,616	2.07%
October	1,346,263	1,361,131	1.10%	1,359,385	-0.13%
November	1,237,169	1,303,840	5.39%	1,332,340	2.19%
12 Month Ave	1,297,335	1,302,001	0.36%	1,311,339	0.72%
Year-to-Date	14,178,770	14,305,521	0.89%	14,385,506	0.56%

12 Month Averages

Service Month	2008 - 2009	2009 - 2010	Percent Change	2010 - 2011	Percent Change
December	1,348,348	1,291,438	-4.22%	1,304,673	1.02%
January	1,343,768	1,285,984	-4.30%	1,305,064	1.48%
February	1,336,200	1,281,336	-4.11%	1,307,108	2.01%
March	1,336,059	1,282,587	-4.00%	1,308,056	1.99%
April	1,333,387	1,283,101	-3.77%	1,307,797	1.92%
May	1,326,363	1,287,368	-2.94%	1,310,054	1.76%
June	1,325,112	1,288,608	-2.75%	1,312,224	1.83%
July	1,318,268	1,287,096	-2.36%	1,312,045	1.94%
August	1,311,462	1,292,766	-1.43%	1,306,815	1.09%
September	1,307,613	1,295,206	-0.95%	1,309,109	1.07%
October	1,298,876	1,296,445	-0.19%	1,308,964	0.97%
November	1,297,335	1,302,001	0.36%	1,311,339	0.72%

Average Weekday Passengers

Service Month	2008 - 2009	2009 - 2010	Percent Change	2010 - 2011	Percent Change
December	55,152	52,201	-5.35%	53,368	2.24%
January	51,804	50,220	-3.06%	50,319	0.20%
February	52,005	49,456	-4.90%	50,296	1.70%
March	52,656	51,678	-1.86%	51,753	0.16%
April	52,898	53,066	0.32%	53,787	1.36%
May	53,307	55,015	3.20%	54,625	-0.71%
June	54,910	55,395	0.88%	56,110	1.29%
July	54,386	54,811	0.76%	55,677	1.58%
August	52,084	53,417	2.56%	51,158	-4.23%
September	53,679	54,777	2.05%	55,594	1.49%
October	53,394	55,261	3.50%	54,963	-0.54%
November	53,993	55,266	2.36%	56,112	1.53%

New Haven Line

Revenue Passengers

Service Month	2008 - 2009	2009 - 2010	Percent Change	2010 - 2011	Percent Change
December	3,241,886	3,189,305	-1.62%	3,276,593	2.74%
January	2,851,855	2,766,211	-3.00%	2,782,420	0.59%
February	2,639,853	2,601,593	-1.45%	2,663,982	2.40%
March	3,022,548	3,153,697	4.34%	3,252,147	3.12%
April	3,046,776	3,130,752	2.76%	3,146,282	0.50%
May	2,966,054	3,094,415	4.33%	3,215,679	3.92%
June	3,189,877	3,310,131	3.77%	3,435,549	3.79%
July	3,203,113	3,245,106	1.31%	3,297,444	1.61%
August	3,007,203	3,207,026	6.64%	3,142,289	-2.02%
September	3,041,855	3,156,370	3.76%	3,248,066	2.91%
October	3,169,763	3,230,572	1.92%	3,302,205	2.22%
November	2,985,978	3,151,295	5.50%	3,271,838	3.83%
12 Month Ave	3,030,630	3,103,039	2.39%	3,169,541	2.14%
Year-to-Date	33,125,675	34,047,168	2.78%	34,757,901	2.09%

12 Month Averages

Service Month	2008 - 2009	2009 - 2010	Percent Change	2010 - 2011	Percent Change
December	3,157,986	3,026,248	-4.17%	3,110,313	2.78%
January	3,147,468	3,019,126	-4.08%	3,111,664	3.06%
February	3,131,964	3,015,940	-3.70%	3,116,863	3.35%
March	3,129,629	3,026,869	-3.28%	3,125,067	3.24%
April	3,121,627	3,033,867	-2.81%	3,126,362	3.05%
May	3,103,096	3,044,564	-1.89%	3,136,467	3.02%
June	3,094,425	3,054,585	-1.29%	3,146,918	3.02%
July	3,075,373	3,058,084	-0.56%	3,151,280	3.05%
August	3,058,057	3,074,736	0.55%	3,145,885	2.31%
September	3,045,966	3,084,279	1.26%	3,153,527	2.25%
October	3,027,517	3,089,346	2.04%	3,159,496	2.27%
November	3,030,630	3,103,039	2.39%	3,169,541	2.14%

Average Weekday Passengers

Service Month	2008 - 2009	2009 - 2010	Percent Change	2010 - 2011	Percent Change
December	127,739	125,240	-1.96%	128,844	2.88%
January	120,041	119,365	-0.56%	120,323	0.80%
February	119,460	117,740	-1.44%	120,153	2.05%
March	120,421	122,119	1.41%	125,247	2.56%
April	122,366	126,565	2.61%	128,697	2.49%
May	123,545	128,631	4.12%	130,101	1.14%
June	127,643	132,400	3.73%	136,664	3.22%
July	126,073	130,711	3.68%	135,361	3.56%
August	120,817	126,012	4.30%	123,686	-1.65%
September	125,193	129,967	3.81%	133,112	2.42%
October	125,443	131,207	4.59%	133,568	1.80%
November	129,431	133,250	2.95%	137,336	3.07%

West of Hudson

Revenue Passengers

Service Month	2008 - 2009	2009 - 2010	Percent Change	2010 - 2011	Percent Change
December	175,252	161,259	-7.98%	164,834	2.22%
January	156,730	140,131	-10.59%	141,427	0.92%
February	145,485	131,782	-9.42%	138,008	4.72%
March	169,336	168,569	-0.45%	171,034	1.46%
April	164,384	162,021	-1.44%	156,436	-3.45%
May	155,347	150,294	-3.25%	159,901	5.39%
June	170,508	165,754	-2.79%	162,782	-1.79%
July	170,128	159,973	-5.97%	157,878	-1.31%
August	159,169	165,730	4.12%	153,116	-7.61%
September	158,373	158,985	0.39%	100,010	-37.09%
October	163,782	160,291	-2.13%	97,639	-39.09%
November	149,086	156,381	4.89%	97,068	-37.93%
12 Month Ave	161,465	156,764	-2.91%	141,678	-9.62%
Year-to-Date	1,762,328	1,719,911	-2.41%	1,535,299	-10.73%

12 Month Averages

Service Month	2008 - 2009	2009 - 2010	Percent Change	2010 - 2011	Percent Change
December	174,062	160,299	-7.91%	157,062	-2.02%
January	173,397	158,916	-8.35%	157,170	-1.10%
February	172,429	157,774	-8.50%	157,689	-0.05%
March	172,440	157,710	-8.54%	157,894	0.12%
April	171,875	157,513	-8.36%	157,429	-0.05%
May	169,672	157,092	-7.41%	158,230	0.72%
June	168,414	156,696	-6.96%	157,982	0.82%
July	166,640	155,849	-6.48%	157,807	1.26%
August	165,002	156,396	-5.22%	156,756	0.23%
September	163,708	156,447	-4.43%	151,842	-2.94%
October	161,798	156,156	-3.49%	148,621	-6.11%
November	161,465	156,764	-2.91%	141,678	-9.62%

Average Weekday Passengers

Service Month	2008 - 2009	2009 - 2010	Percent Change	2010 - 2011	Percent Change
December	7,951	7,341	-8.02%	7,505	2.23%
January	7,841	7,368	-6.03%	7,436	0.92%
February	7,635	6,918	-9.39%	7,247	4.76%
March	7,701	7,343	-4.65%	7,447	1.42%
April	7,475	7,368	-1.43%	7,443	1.02%
May	7,759	7,507	-3.25%	7,618	1.48%
June	7,754	7,538	-2.79%	7,402	-1.80%
July	7,750	7,822	1.65%	7,884	3.44%
August	7,569	7,538	-0.41%	7,232	-4.06%
September	7,548	7,574	0.38%	4,764	-37.10%
October	7,448	7,625	2.36%	4,645	-39.08%
November	7,840	7,823	-0.22%	4,855	-37.94%

Port Jervis line

Revenue Passengers

Service Month	2008 - 2009	2009 - 2010	Percent Change	2010 - 2011	Percent Change
December	128,629	115,022	-10.58%	114,571	-0.39%
January	113,350	98,769	-12.86%	96,984	-1.81%
February	104,897	92,218	-12.09%	94,908	2.92%
March	121,634	117,630	-3.29%	117,095	-0.45%
April	119,212	113,758	-4.58%	108,000	-5.06%
May	112,898	105,774	-6.31%	111,096	5.03%
June	121,391	115,518	-4.84%	116,786	1.10%
July	123,037	111,651	-9.25%	110,772	-0.79%
August	114,686	116,730	1.78%	104,640	-10.36%
September	113,274	110,427	-2.51%	50,582	-54.19%
October	116,874	110,500	-5.45%	46,093	-58.29%
November	105,554	107,453	1.80%	46,692	-56.55%
12 Month Ave	116,286	109,621	-5.73%	93,185	-14.99%
Year-to-Date	1,266,807	1,200,428	-5.24%	1,003,648	-16.39%

12 Month Averages

Service Month	2008 - 2009	2009 - 2010	Percent Change	2010 - 2011	Percent Change
December	127,950	115,152	-10.00%	109,583	-4.84%
January	127,311	113,937	-10.51%	109,435	-3.95%
February	126,484	112,881	-10.75%	109,659	-2.85%
March	126,179	112,547	-10.80%	109,614	-2.61%
April	125,534	112,093	-10.71%	109,134	-2.64%
May	123,603	111,499	-9.79%	109,578	-1.72%
June	122,305	111,010	-9.24%	109,683	-1.19%
July	120,814	110,061	-8.90%	109,610	-0.41%
August	119,378	110,231	-7.66%	108,603	-1.48%
September	118,305	109,994	-7.03%	103,616	-5.80%
October	116,748	109,463	-6.24%	98,248	-10.24%
November	116,286	109,621	-5.73%	93,185	-14.99%

Average Weekday Passengers

Service Month	2008 - 2009	2009 - 2010	Percent Change	2010 - 2011	Percent Change
December	5,860	5,238	-10.61%	5,218	-0.38%
January	5,671	5,192	-8.45%	5,098	-1.81%
February	5,504	4,838	-12.08%	4,981	2.93%
March	5,532	5,126	-7.34%	5,100	-0.51%
April	5,421	5,174	-4.56%	5,138	-0.70%
May	5,638	5,282	-6.31%	5,293	0.21%
June	5,521	5,254	-4.84%	5,311	1.08%
July	5,806	5,320	-8.10%	5,531	3.97%
August	5,453	5,310	-2.62%	5,037	-5.14%
September	5,397	5,261	-2.52%	2,409	-54.21%
October	5,315	5,256	-1.11%	2,192	-58.30%
November	5,550	5,376	-3.14%	2,336	-58.55%

Pascack Valley Line

Revenue Passengers

Service Month	2008 - 2009	2009 - 2010	Percent Change	2010 - 2011	Percent Change
December	46,623	46,237	-0.83%	50,263	8.71%
January	43,380	41,362	-4.65%	44,443	7.45%
February	40,588	39,564	-2.52%	43,100	8.94%
March	47,702	50,939	6.79%	53,939	5.89%
April	45,172	48,263	6.84%	48,436	0.36%
May	42,449	44,520	4.88%	48,605	9.62%
June	49,117	50,236	2.28%	45,996	-8.44%
July	47,091	48,322	2.61%	47,106	-2.52%
August	44,483	49,000	10.15%	48,476	-1.07%
September	45,099	48,558	7.67%	49,428	1.79%
October	46,908	49,791	6.15%	51,546	3.52%
November	43,532	48,928	12.40%	50,376	2.96%
12 Month Ave	45,179	47,143	4.35%	48,493	2.86%
Year-to-Date	495,521	519,483	4.84%	531,551	2.34%

12 Month Averages

Service Month	2008 - 2009	2009 - 2010	Percent Change	2010 - 2011	Percent Change
December	46,112	45,147	-2.09%	47,479	5.17%
January	46,086	44,978	-2.40%	47,736	6.13%
February	45,945	44,893	-2.29%	48,030	6.99%
March	46,261	45,163	-2.37%	48,280	6.90%
April	46,341	45,420	-1.99%	48,295	6.33%
May	46,069	45,593	-1.03%	48,652	6.71%
June	46,109	45,686	-0.92%	48,298	5.72%
July	45,826	45,789	-0.08%	48,197	5.26%
August	45,625	46,165	1.18%	48,153	4.31%
September	45,401	46,453	2.32%	48,226	3.82%
October	45,050	46,694	3.65%	48,372	3.59%
November	45,179	47,143	4.35%	48,493	2.86%

Average Weekday Passengers

Service Month	2008 - 2009	2009 - 2010	Percent Change	2010 - 2011	Percent Change
December	2,121	2,103	-0.85%	2,287	8.75%
January	2,170	2,176	0.28%	2,338	7.44%
February	2,131	2,079	-2.44%	2,266	8.99%
March	2,169	2,217	2.21%	2,347	5.86%
April	2,054	2,194	6.82%	2,305	5.06%
May	2,121	2,225	4.90%	2,325	4.49%
June	2,233	2,284	2.28%	2,091	-8.45%
July	2,144	2,302	7.37%	2,353	2.22%
August	2,116	2,228	5.29%	2,195	-1.48%
September	2,148	2,313	7.68%	2,355	1.82%
October	2,133	2,369	11.06%	2,453	3.55%
November	2,290	2,447	6.86%	2,519	2.84%

MTA Long Island Bus

Total Passengers

Service Month	2008 - 2009	2009 - 2010	Percent Change	2010 - 2011	Percent Change
December	2,579,221	2,470,194	-4.23%	2,423,054	-1.91%
January	2,338,091	2,266,157	-3.08%	2,164,160	-4.50%
February	2,299,601	2,105,396	-8.45%	2,197,454	4.37%
March	2,809,489	2,890,903	3.12%	2,682,788	-0.30%
April	2,590,105	2,675,240	3.29%	2,511,269	-6.13%
May	2,568,046	2,606,397	1.49%	2,606,187	-0.01%
June	2,589,827	2,668,487	3.08%	2,624,249	-1.69%
July	2,696,397	2,629,431	-2.48%	2,550,247	-3.01%
August	2,592,748	2,661,003	2.63%	2,553,026	-4.06%
September	2,702,405	2,703,313	0.03%	2,703,475	0.01%
October	2,793,028	2,761,063	-1.14%	2,709,441	-1.87%
November	2,537,731	2,625,445	3.46%	2,567,494	-2.21%
12 Month Ave	2,574,724	2,572,002	-0.11%	2,524,404	-1.85%
Year-to-Date	28,317,468	28,393,835	0.27%	27,869,790	-1.85%

12 Month Averages

Service Month	2008 - 2009	2009 - 2010	Percent Change	2010 - 2011	Percent Change
December	2,720,769	2,565,639	-5.70%	2,568,074	0.09%
January	2,700,273	2,559,844	-5.21%	2,559,574	0.00%
February	2,687,567	2,543,460	-5.36%	2,567,246	0.94%
March	2,684,206	2,550,245	-4.98%	2,566,570	0.64%
April	2,667,834	2,557,339	-4.14%	2,552,905	-0.17%
May	2,650,012	2,580,535	-3.38%	2,552,888	-0.30%
June	2,638,208	2,567,174	-2.62%	2,549,118	-0.70%
July	2,621,220	2,561,593	-2.27%	2,542,519	-0.74%
August	2,604,183	2,567,281	-1.42%	2,533,521	-1.32%
September	2,589,658	2,567,357	-0.86%	2,533,535	-1.32%
October	2,574,546	2,564,693	-0.38%	2,529,233	-1.38%
November	2,574,724	2,572,002	-0.11%	2,524,404	-1.85%

Average Weekday Passengers

Service Month	2008 - 2009	2009 - 2010	Percent Change	2010 - 2011	Percent Change
December	100,743	97,886	-3.03%	94,633	-3.13%
January	93,837	93,727	-0.12%	85,817	-8.44%
February	100,524	91,402	-9.07%	95,726	4.73%
March	101,836	102,656	0.81%	101,546	-1.08%
April	102,328	105,920	3.51%	100,827	-5.00%
May	104,379	105,382	0.96%	103,207	-2.06%
June	101,425	104,619	3.15%	102,367	-2.15%
July	102,919	102,722	-0.19%	101,970	-0.73%
August	102,272	102,833	0.35%	99,293	-3.25%
September	109,687	109,041	-0.59%	108,603	-0.40%
October	108,264	108,957	0.64%	107,573	-1.27%
November	106,437	106,387	-0.05%	103,576	-2.64%

MTA Bridges & Tunnels

Revenue Vehicles

Service Month	2008 - 2009	2009 - 2010	Percent Change	2010 - 2011	Percent Change
December	23,865,749	23,496,526	-1.55%	22,969,330	-2.24%
January	21,970,438	22,330,921	1.64%	20,408,730	-8.61%
February	21,232,177	19,147,302	-9.82%	20,176,144	5.37%
March	23,998,850	24,489,353	2.04%	23,928,232	-2.29%
April	24,558,712	24,570,400	0.05%	23,593,365	-3.98%
May	25,734,081	25,980,868	0.96%	25,144,889	-3.22%
June	25,553,456	25,937,063	1.50%	25,289,003	-2.50%
July	25,860,233	25,981,715	0.47%	25,490,788	-1.89%
August	25,809,041	26,202,259	1.52%	24,253,530	-7.44%
September	24,543,957	24,617,701	0.30%	23,956,001	-2.69%
October	25,004,440	25,470,647	1.86%	24,121,221	-5.30%
November	23,629,477	24,016,670	1.64%	23,443,442	-2.39%
12 Month Ave	24,313,384	24,353,452	0.16%	23,564,556	-3.24%
Year-to-Date	267,894,862	268,744,899	0.32%	259,805,345	-3.33%

12 Month Averages

Service Month	2008 - 2009	2009 - 2010	Percent Change	2010 - 2011	Percent Change
December	24,820,355	24,282,616	-1.37%	24,309,519	0.11%
January	24,480,097	24,312,656	-0.68%	24,149,337	-0.67%
February	24,401,764	24,138,916	-1.08%	24,235,073	0.40%
March	24,329,779	24,179,792	-0.62%	24,188,313	0.04%
April	24,327,228	24,180,766	-0.60%	24,106,894	-0.31%
May	24,316,276	24,201,331	-0.47%	24,037,229	-0.68%
June	24,309,318	24,233,298	-0.31%	23,983,224	-1.03%
July	24,307,188	24,243,422	-0.26%	23,942,313	-1.24%
August	24,284,294	24,276,190	-0.03%	23,779,919	-2.04%
September	24,304,529	24,282,335	-0.09%	23,724,777	-2.30%
October	24,310,426	24,321,186	0.04%	23,612,325	-2.91%
November	24,313,384	24,353,452	0.16%	23,564,556	-3.24%

Average Weekday Vehicles

Service Month	2008 - 2009	2009 - 2010	Percent Change	2010 - 2011	Percent Change
December	802,332	812,383	1.25%	764,702	-5.67%
January	750,839	767,460	2.21%	682,304	-11.10%
February	783,747	698,047	-10.93%	750,861	7.57%
March	787,667	814,359	3.39%	788,941	-3.12%
April	827,409	839,381	1.45%	812,864	-3.16%
May	854,983	857,707	0.32%	833,621	-2.81%
June	859,066	877,977	2.20%	855,894	-2.52%
July	853,096	867,327	1.67%	853,553	-1.59%
August	855,041	860,105	0.59%	832,806	-3.17%
September	844,803	839,296	-0.65%	823,111	-1.93%
October	833,901	837,927	0.48%	800,731	-4.44%
November	814,894	822,265	0.90%	800,905	-2.59%

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JANUARY 2012
MTA REAL ESTATE
FINANCE COMMITTEE AGENDA ITEMS

1. ACTION ITEMS

MTA METRO-NORTH RAILROAD

- a. License Agreement with Marc Hiltzley for the operation of a coffee concession at Metro-North's Cortlandt Station
- b. License Agreement with Westchester County for the operation of a commuter parking facility at the North White Plains Station in White Plains, New York
- c. Approval of easement related actions with WB Pinebrook Associates, LLC and Westchester County, for the termination, relocation and grant of easement rights in Larchmont, New York

MTA LONG ISLAND RAIL ROAD

- d. License Agreement with VPCT Realty LLC for commercial parking on a portion of Block 2974 Lot 162, Brooklyn, New York
- e. License agreements with Gonias Caterers Inc. for the coffee truck concession at Wantagh Station, Wantagh, New York; with Valeo Associates Ltd for the coffee truck concession at Ronkonkoma Station, Ronkonkoma, New York; and Mohamed Shah for the coffee truck concessions at Huntington Station, Huntington, New York, and Port Washington Station, Port Washington, New York
- f. License agreement with Choice Treats Inc. for the operation of a café kiosk at the pavilion at LIRR Atlantic Terminal in Brooklyn, New York

MTA NEW YORK CITY TRANSIT

- g. Reservation of Easement Rights with Arverne Community Center Corp. for a permanent easement between Beach 73 Street and Beach 75 Street for continuing operation of the Far Rockaway Branch of the New York City Subway System in Rockaway Peninsula, Queens, New York
- h. License Agreement for the Operation of a Newsstand at DeKalb Avenue Subway Station, Fourth Avenue Line, Brooklyn, NY
- i. License with Champion Vending USA Corp. to operate coffee, snack and beverage vending machines at NYCT's offices located at 130 Livingston Street, Bklyn NY 11201

2. INFORMATION ITEMS

- a. Status report on month-to-month licenses
- b. Status report on Grand Central Terminal Vanderbilt Hall events
- c. Status report on Grand Central Terminal Graybar Passage retail kiosks
- d. Suburban Property Disposition & Development Opportunities (**HANDOUT**)
- e. Entry Permit between B&T and Consolidated Edison of New York, Inc., for the temporary use of a portion of the northeasterly Entrance Surface Approach of the Queens Midtown Tunnel in Manhattan, NY

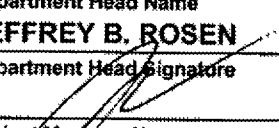
<u>Legal Name</u>	<u>Popular Name</u>	<u>Abbreviation</u>
New York City Transit Authority	MTA New York City Transit	NYC Transit
The Long Island Rail Road Company	MTA Long Island Rail Road	LIRR
Metropolitan Suburban Bus Authority	MTA Long Island Bus	LI Bus
Metro-North Commuter Railroad Company	MTA Metro-North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

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

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


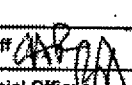

MTA METRO NORTH RAILROAD

Staff Summary

Subject LICENSE AGREEMENT
Department REAL ESTATE
Department Head Name JEFFREY B. ROSEN
Department Head Signature 
Project Manager Name BENSON GOODWYN

Date JANUARY 23, 2012
Vendor Name
Contract Number
Contract Manager Name
Table of Contents Ref. #

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance Committee	1/23/12	X		
2	Board	1/25/12	X		

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

AGENCY: MTA Metro-North Commuter Railroad ("Metro-North")
 LICENSEE: Marc Hiltisley, as sole proprietor
 LOCATION: New Cortlandt Station overpass, Cortlandt Manor, NY
 ACTIVITY: Retail food and beverage service
 ACTION REQUESTED: Approval of terms
 TERM: 10 Years
 TERMINATION: By Metro-North at will on 60 days' notice.
 SPACE: Approximately 238 sq. ft.

COMPENSATION:	Period	Annual	Monthly	Increase
	Year 1	\$9,600.00	\$800.00	5%
	Year 2	\$10,080.00	\$840.00	5%
	Year 3	\$10,584.00	\$882.00	5%
	Year 4	\$11,113.20	\$926.10	5%
	Year 5	\$11,668.86	\$972.40	5%
	Year 6	\$12,252.30	\$1,021.03	5%
	Year 7	\$12,864.91	\$1,072.07	5%
	Year 8	\$13,508.16	\$1,125.68	5%
	Year 9	\$14,183.57	\$1,181.96	5%
	Year 10	\$14,892.74	\$1,241.06	5%

COMMENTS:

In October 2011, MTA Real Estate issued a request for proposal for a ten year license to fit out and operate a concession in the new portion of the overpass at Metro-North's Cortland Station. Said concession will replace the existing concession space, which will be re-offered as a taxi dispatch office. Three proposals were received.

Marc Hiltisley submitted a comprehensive and well-organized proposal with a present value over 10 years, discounted at 9%, of \$73,014.04. Mr. Hiltisley has successfully operated the current concession at Cortlandt Station on behalf of the current licensee, Mario Furtado, for the past eight years. Mr. Furtado is currently paying \$3,780 per annum.

Staff Summary

FINANCE COMMITTEE MEETING Marc Hiltley (Cont'd.)



Metropolitan Transportation Authority

Page 2 of 2

Two other proposals were submitted: one by Mr. Furtado, the incumbent, with a present value of \$49,617.64; and one by Baked By Susan, Inc., with a present value of \$43,321.17.

Based on the foregoing, MTA Real Estate requests authorization to grant a license to Marc Hiltley on the above-described terms and conditions.

Staff Summary



Metropolitan Transportation Authority

Page 1 of 2

Subject LICENSE AGREEMENT
Department REAL ESTATE
Department Head Name JEFFREY B. ROSEN
Department Head Signature
Project Manager Name DAVID ROTH

Date JANUARY 23, 2012
Vendor Name
Contract Number
Contract Manager Name
Table of Contents Ref. #

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance Committee	1/23/12	X		
2	Board	1/25/12	X		

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

AGENCY: Metro-North Commuter Railroad Company ("Metro-North")
LICENSEE: The County of Westchester ("County")
LOCATION: West side of right-of-way at North White Plains Station
ACTIVITY: Operation and maintenance of a commuter parking lot
ACTION REQUESTED: Approval of terms
TERM: 5 years beginning February 1, 2012
TERMINATION: On 60 days' notice at will by Metro-North
SPACE: 175,000 square feet
COMPENSATION: \$243,091.42 annually, payable in quarterly installments.
ESCALATIONS: Increases to Metro-North's compensation shall be concurrent and proportional to any future parking fee increases instituted by the County at the lot.

COMMENTS:

The County, through its Department of Parks, Recreation and Conservation, has been operating and maintaining the subject property for commuter parking under a succession of agreements with Metro-North since January 30, 1980. The subject property contains approximately 379 commuter parking spaces and is operated in conjunction with an adjacent County-owned commuter parking facility. Metro-North's parking area is land-locked, requiring commuters to traverse the adjacent County lot to reach the Metro-North lot. A parking attendant paid for by the County attends to commuters parking in both lots.

The new license agreement will carry forward key provisions from the existing agreement, which include:

- 1) Any future parking fee increase applicable to Metro-North's lot shall be by mutual agreement of Metro-North and the County. During the term of the agreement, should the County implement a parking fee increase, Metro-North will receive a concurrent and proportionate increase in base compensation. Compensation payable to Metro-North will increase by the same percentage that parking fees increase.
- 2) The County will continue to provide vehicular and pedestrian access for Metro-North's customers, employees and contractors across its property to and from Fisher Avenue.
- 3) The County will submit to Metro-North an annual parking management plan ("PMP") on October 1st of each year, to be effective January 1st of the subsequent year.

Staff Summary

FINANCE COMMITTEE MEETING The County of Westchester (Cont'd.)



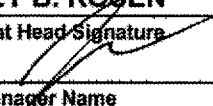
Page 2 of 2

- 4) The County shall maintain the Metro-North lot as well as its own facility.

Metro-North and MTA Real Estate believe that the compensation, which amounts to approximately 49% of gross revenues collected from Metro-North's lot, is fair given the operation and maintenance services provided by the County.




Based on the above, MTA Real Estate requests authorization to renew the license agreement with the County on the above-described terms and conditions.

Staff Summary

Subject EASEMENT RELATED ACTIONS
Department REAL ESTATE
Department Head Name JEFFREY B. ROSEN
Department Head Signature 
Project Manager Name DANIEL LEVINE

Date JANUARY 23, 2012
Vendor Name
Contract Number
Contract Manager Name
Table of Contents Ref. #

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance Committee	1/23/12	X		
2	Board	1/25/12	X		

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

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

GRANTOR/GRANTEE: WB Pinebrook Associates, LLC ("WB")

GRANTEE: Westchester County

LOCATION: The subject parcels are generally south of North Avenue, west of Palmer Avenue, and east of Metro-North's New Haven Line tracks, in the Village of Larchmont, Westchester County, New York

ACTIVITY: Termination, relocation, and grant of easement rights

ACTION REQUESTED: Approval of terms

PARCELS: Easement 1 – 7,048 square feet: Metro-North's right-of-way is currently burdened by a 20' wide easement for pedestrian, vehicular and utility access in favor of WB.

Easement 2 – 3,700 square feet: WB's property is currently burdened by an easement in favor of Metro-North for pedestrian, vehicular and utility access.

Public Access Easement – 7,409 square feet ("Easement 3"): Metro-North will grant a permanent easement to Westchester County for public passage and for emergency vehicle access to the rear of one of WB's buildings.

TERMS: Easement 1 will be terminated, freeing the affected Metro-North right-of-way for Metro-North unfettered usage. WB will make improvements to the Metro-North property, including installation of a sound wall, gates and a drainage system.

Easement 2 will be relocated to continue to provide Metro-North access over WB's property.

Metro-North will grant Easement 3 to Westchester County, to allow required emergency and public access to the back of WB's property, as required by code.

COMMENTS:

WB, a developer of affordable residential homes for families, is working with New York State and Westchester County to build affordable housing that satisfies the August, 2009 settlement reached between the U.S. Department of Housing and Urban Development and Westchester County. Pursuant to this effort, WB has become the contract vendee of an approximately 1.5 acre site in Larchmont, New York, located generally south of North Avenue, west of Palmer Avenue,

Staff Summary

FINANCE COMMITTEE MEETING Exchange of Easements (Cont'd.)



Page 2 of 2

and east of and adjacent to the New Haven Line right-of-way. WB intends to construct two multi-family buildings containing a total of fifty-one condominium housing units, all of which will be affordable to families earning up to eighty percent of the Westchester County median income (the "Project").

The Planning Board of the Village of Larchmont (the "Village") granted site plan approval for the Project conditioned on the provision of emergency vehicle access between Palmer Avenue, a public street of the Village, and the rear of the full length WB's property, which can only be reached by using a portion of Metro-North's right-of-way. To permit this access, Metro-North will grant to Westchester County an irrevocable, non-exclusive easement (Easement 3), for emergency vehicle access and passage of the general public.

In consideration of the benefits to WB of the grant of Easement 3 to Westchester County by Metro-North, WB will improve the Easement 3 area for use as a vehicle right-of-way, including the removal of existing covered sidetrack, grading, paving, installation of a new drainage system, guardrail, curb and sound wall along part of Metro-North's property. Metro-North will benefit from these installations, as its access to the right-of-way will be facilitated and separated from WB's property by a sound wall. Flooding of the right-of-way that tends to occur in the area will be mitigated by the installation of the drainage system containing a retention system. WB will maintain these improvements as necessary.

It is also necessary for the advancement of the Project that Easement 2 be relocated. Easement 2 is an access easement that burdens WB's property in favor of Metro-North, allowing it to reach the right-of-way from the south. The relocation of Easement 2 will not affect Metro-North's ability to access its property. WB will maintain the relocated Easement 2.

In consideration of Metro-North agreeing to relocate Easement 2, WB will terminate and release Easement 1 to Metro-North. The termination of Easement 1 will be beneficial to Metro-North because it will be able to use the released easement area for future railroad uses without any obligation to keep the property free for private vehicular access.


Pursuant to the Public Authorities Law Section 2897, appraisals were obtained with respect to Easements 1 and 3. Both easements were valued at \$10,000.00. Although the easement interest to be granted by Metro-North (Easement 3) and the easement interest to be gained by Metro-North (Easement 1) are of equal value, Metro-North will also be gaining significant improvements to its property that WB will construct and maintain.

In summary, the result of these easement transactions will not only permit the development of this housing project, but will provide Metro-North with the following benefits: 1) improved access to the New Haven Line right-of-way for Metro-North and its contractors; 2) elimination of WB's easement over a portion of the right-of-way will free areas for Metro-North use, while sound walls will insulate the development from Metro-North work; and 3) drainage will be improved, mitigating flooding problems that Metro-North has experienced in this area.

Based on the foregoing, MTA Real Estate requests authorization to execute the above described easement agreements on the terms described above.

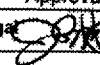


MTA LONG ISLAND RAIL ROAD

Staff Summary

Subject LICENSE AGREEMENT
Department REAL ESTATE
Department Head Name JEFFREY B. ROSEN
Department Head Signature 
Project Manager Name JOHN COYNE

Date JANUARY 23, 2012
Vendor Name
Contract Number
Contract Manager Name
Table of Contents Ref. #

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance Committee	1/23/12	X		
2	Board	1/25/12	X		

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

AGENCY: MTA Long Island Rail Road ("LIRR")
 LICENSEE: VPCT Realty, LLC ("VPCT")
 LOCATION: Part of Block 2974, Lot 162, Brooklyn, New York (the "Subject Parcel")
 ACTIVITY: Parking of commercial vehicles
 ACTION REQUESTED: Approval of terms
 TERM: Ten years, subject to termination by LIRR on 60 days' notice
 SPACE: Approximately 5,400 square feet
 COMPENSATION:

Year	Annual Rent	Monthly Rent	Rent psf	Annual Increase
1	\$30,000	\$2,500	\$5.56	
2	\$30,900	\$2,575	\$5.72	3%
3	\$31,827	\$2,652	\$5.89	3%
4	\$32,782	\$2,732	\$6.07	3%
5	\$33,765	\$2,814	\$6.25	3%
6	\$34,778	\$2,898	\$6.44	3%
7	\$35,822	\$2,985	\$6.63	3%
8	\$36,896	\$3,075	\$6.83	3%
9	\$38,003	\$3,167	\$7.04	3%
10	\$39,143	\$3,262	\$7.25	3%

COMMENTS

The Subject Parcel is a 5,400 square foot portion of a larger, 32,280 square foot property that was once a part of the LIRR Bushwick Branch. NYCT currently occupies 26,880 square feet of the larger property under a license agreement with the LIRR for use by paratransit vehicles. In order to continue to accommodate the paratransit use while also deriving revenue from the unused portion of this property, MTA Real Estate marketed the Subject Parcel in a recent request for proposals.

Staff Summary

FINANCE COMMITTEE MEETING VPCT (Cont'd.)

VPCT submitted the only proposal in response to this offering. VPCT is the owner of 465 Johnson Avenue in Brooklyn, which is located directly adjacent and to the east of the Subject Parcel. VPCT has agreed to pay compensation equal to \$5.56 per square foot in the first year of this agreement, an amount that represents fair market rent for parking in this area as per local brokers. The present value of the 10-year income stream, discounted at 9%, is \$216,157.43.

VPCT is a Brooklyn-based entity whose principals, Vincent Tona and Donna Tona, also own Tiffany Carting Corp., a waste management company headquartered at 465 Johnson Avenue. Under this license agreement, VPCT will allow Tiffany Carting Corp. to use the Subject Property for parking commercial vehicles. VPCT Realty, LLC, will be responsible for securing and maintaining the Subject Property.

Based on the foregoing, MTA Real Estate requests authorization to enter into a license agreement with VPCT, on the above-described terms and conditions.

Staff Summary



Metropolitan Transportation Authority

Page 1 of 3

Subject LICENSE AGREEMENT
Department REAL ESTATE
Department Head Name JEFFREY B. ROSEN
Department Head Signature
Project Manager Name JOHN COYNE

Date JANUARY 23, 2012
Vendor Name
Contract Number
Contract Manager Name
Table of Contents Ref. #

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance Committee	1/23/12	X		
2	Board	1/25/12	X		

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

AGENCY: MTA Long Island Rail Road ("LIRR")

LICENSEES: Gonias Caterers Inc.; Valeo Associates Ltd; and Mohamed Shah

LOCATION: Wantagh Station; Ronkonkoma Station; Huntington Station and Port Washington Station

ACTIVITY: Operation of coffee trucks

ACTION REQUESTED: Approval of terms

TERM: Ten years, subject to termination by LIRR on 60 days' notice

COMPENSATION:

Location:	Wantagh Station	Year	Compensation
Proposer:	Gonias Caterers	1	\$7,800
		2	\$7,800
		3	\$7,850
		4	\$7,850
		5	\$7,900
		6	\$7,900
		7	\$7,950
		8	\$7,950
		9	\$8,000
		10	\$8,000
NPV (at 9%):			\$50,590

Location:	Ronkonkoma Station	Year	Compensation
Proposer:	Valeo Associates Ltd	1	\$12,000
		2	\$12,360
		3	\$12,730
		4	\$13,113
		5	\$13,506
		6	\$13,911
		7	\$14,329
		8	\$14,758
		9	\$15,201
		10	\$15,657
NPV (at 9%):			\$86,462

Staff Summary

FINANCE COMMITTEE MEETING

Gonias Caterers Inc.; Valeo Associates Ltd; and Mohamed Shah (Cont'd)

Page 2 of 3

Location:	Huntington Station	Year	Compensation
	Proposer: Mohamed Shah		
		1	\$19,872
		2	\$20,475
		3	\$21,096
		4	\$21,735
		5	\$22,392
		6	\$23,067
		7	\$23,760
		8	\$24,480
		9	\$25,218
		10	\$25,974
NPV (at 9%):			\$143,326

Location:	Port Washington Station	Year	Compensation
	Proposer: Mohammed Shah		
		1	\$11,556
		2	\$11,907
		3	\$12,267
		4	\$12,636
		5	\$13,023
		6	\$13,680
		7	\$14,094
		8	\$14,517
		9	\$14,958
		10	\$15,408
NPV (at 9%):			\$84,060

COMMENTS:

MTA Real Estate recently offered coffee truck concessions at eleven LIRR stations for ten year license agreements via a request for proposals process. After proposals were received in October, MTA Real Estate gave each proposer the opportunity to revise its compensation proposal and submit final offers. The locations were previously licensed for coffee trucks, but the terms of the agreements had expired and were in holdover status. While negotiations are still ongoing with the proposers for seven of those stations, MTA Real Estate hereby requests authorization to proceed with entering into license agreements for the coffee truck concessions at Wantagh Station, Ronkonkoma Station, Huntington Station, and Port Washington Station.

Three proposals were received for the coffee truck concession at Wantagh Station: Gonias Caterers Inc., submitted a compensation proposal with a present value ("PV") discounted at 9% of \$50,590; Partnered Beverages LLC, submitted a proposal with a PV of \$49,364; and Tippy's Catering Corp. (the incumbent), offered a proposal with a PV of \$28,818. Gonias Catering, Inc. is a Freeport, New York, based company run by Kostas Gonias. Although Gonias Catering has not operated coffee trucks at LIRR stations, they have been operating coffee trucks in the Long Island area since 1981. Mr. Gonias's credit score is good and his business is solvent.

Two proposals were received for the coffee truck concession at Ronkonkoma Station: Valeo Associates Ltd offered a proposal with a PV of \$86,462; and Partnered Beverages LLC, submitted a proposal with a NPV of \$62,387. Valeo Associates, Ltd, is an entity owned and controlled by David Valeo, the incumbent coffee truck operator at Ronkonkoma. Mr. Valeo's credit score is good and his business is solvent.

Three proposals were received for the coffee truck concession at Huntington Station: Mohamed Shah, submitted a proposal with a PV of \$143,326; Partnered Beverages LLC, submitted a proposal with a PV of \$101,380; and NCH Image Inc. (the incumbent), offered a proposal with a PV of \$96,667.

Staff Summary

FINANCE COMMITTEE MEETING



Metropolitan Transportation Authority

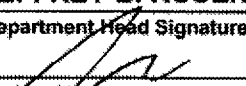
Gonias Caterers, Valeo Associates, Ltd. & Mohamed Shah (Cont'd.)

Page 3 of 3

Mr. Shah also submitted the highest compensation proposal at Port Washington Station, where four proposals were received for the coffee truck concession from: Mohamed Shah, with a PV of \$84,060; Andrew T. Pellicane, Jr., with a PV of \$66,053; Jarmer Innovations Ltd (the incumbent), with a NPV of \$61,253; and Partnered Beverages LLC, with a PV of \$60,048. Mohamed Shah is a newsstand and retail store operator based in Huntington, New York. He currently operates Cross Land News & Convenience Store at the Long Island Bus Rosa Parks Hempstead Transit Center. He also operates a liquor store, Terminal Wines and Liquors Inc., and a deli and pizza store, Triponi Deli & Pizza LLC, both located at Newark Penn Station. Mr. Shah has demonstrated knowledge of and experience with the market, and his credit score is good.


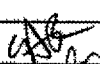

Based on the foregoing, MTA Real Estate requests authorization to enter into a license agreements as follows: with Gonias Caterers Inc. for the coffee truck concession at Wantagh Station; with Valeo Associates Ltd for the coffee truck concession at Ronkonkoma Station; and with Mohamed Shah for the coffee truck concessions at Huntington Station and Port Washington Station, all per 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 JOHN COYNE

Date JANUARY 23, 2012
Vendor Name
Contract Number
Contract Manager Name
Table of Contents Ref. #

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance Committee	1/23/12	X		
2	Board	1/25/12	X		

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

AGENCY: MTA Long Island Rail Road ("LIRR")
 LICENSEE: Choice Treats Inc. ("Choice Treats")
 LOCATION: LIRR Atlantic Terminal Pavilion
 ACTIVITY: Operation of an outdoor café
 ACTION REQUESTED: Approval of terms
 TERM: Five years with a five-year extension option
 TERMINATION: By LIRR at will on 60 days' notice.
 SPACE: Approximately 140 square feet
 COMPENSATION:

Initial Period:

Year	Annual Compensation	Monthly Compensation	% Increase	Per sq. ft.
1	\$30,000.00	\$2,500		\$ 214.29
2	\$30,000.00	\$2,500		\$ 214.29
3	\$42,000.00	\$3,500	40%	\$ 300.00
4	\$42,000.00	\$3,500	0%	\$ 300.00
5	\$54,000.00	\$4,500	29%	\$ 385.71

Option Period:

Year	Annual Compensation	Monthly Compensation	% Increase	Per sq. ft.
6	\$54,000.00	\$4,500	0%	\$ 385.71
7	\$66,000.00	\$5,500	22%	\$ 471.43
8	\$66,000.00	\$5,500	0%	\$ 471.43
9	\$78,000.00	\$6,500	18%	\$ 557.14
10	\$78,000.00	\$6,500	0%	\$ 557.14

Staff Summary

COMMENTS:

The subject property is an approximately 140 square foot space, below the awning at the pavilion at LIRR Atlantic Terminal, that will house a café kiosk. In addition to serving food and beverages from the kiosk counter, the operator of the café kiosk will be responsible for maintaining a seating area in the pavilion that will be open to the public and not limited to patrons of the café.

In November 2011, LIRR issued a request for proposals for a license to operate a café kiosk at the subject property. Three responsive proposals were received, as follows: Choice Treats, with a present value (using a 9% discount rate) of \$320,342.48; Arthur Mavashev/Brooklyn Café, with a present value of \$308,494.94; and Nisha Kapoor/Brooklyn Bites, with a present value of \$57,611.63.

The proposer offering the highest compensation, Choice Treats, is a Brooklyn-based company that operates a Mrs. Fields Cookies and Pretzelmaker store in the Atlantic Mall, which is contiguous to the LIRR Atlantic Terminal. Mr. Luther Robinson, the owner and operator of Choice Treats, has operated this store since 2005, and has adequate relevant experience with retail food service and sufficient knowledge of the local market to operate this café kiosk. Given the approximate 140 square foot area of the subject property, Choice Treat's base year proposed compensation equates to \$214.29 per square foot, which is higher than the average retail rent in the area but fair and reasonable given the subject property's unique location. Choice Treats proposed significant biennial compensation increases which, in MTA Real Estate's view, adequately accounts for anticipated future increases in foot traffic due to the Atlantic Yards project.

Based on the foregoing, MTA Real Estate requests authorization to grant a license to Choice Treats on the above-described terms and conditions.

MTA NEW YORK CITY TRANSIT

Staff Summary



Metropolitan Transportation Authority

Page 1 of 2

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

Date January 23, 2012
Vendor Name
Contract Number
Contract Manager Name
Table of Contents Ref. #

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance Committee	01/23/12	X		
2	Board	01/25/12	X		

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

AGENCY: MTA New York City Transit ("NYCT")

GRANTOR: Arverne Community Center Corp. ("Arverne CCC")

GRANTEE: MTA New York City Transit

LOCATION: Queens Block 16088, portion of Lot 12 and portion of Lot 15
Queens Block 16089, portion of Lot 12 and portion of Lot 80

ACTIVITY: Perpetual easement for the operation, maintenance, repair and reconstruction of NYCT's existing Rockaway line (A train) elevated railroad structure (the "Structure"), and appurtenances connected thereto, along the demapped Rockaway Freeway from a point between Beach 73 Street and Beach 74 Street to a point between Beach 74 Street and Beach 75 Street ("Beach 73 to Beach 74")

ACTION REQUESTED: Approval of terms

COMPENSATION: One dollar, payment waived

COMMENTS

The City of New York recently sold to a developer, Benjamin-Beechwood LLC ("Developer"), certain property located in Arverne, Queens which property includes a portion of the demapped Rockaway Freeway from Beach 67 Street to Beach 77 Street that is below and adjacent to the Structure.

NYCT has previously been granted easements by Developer and its affiliated entities along the demapped Rockaway Freeway as follows: Beach 67 Street to Beach 69 Street (Grantor: Benjamin-Beechwood LLC), Beach 69 Street to Beach 73 Street (Grantor: Arverne by the Sea LLC), and Beach 74 Street to Beach 77 Street (Grantor: Benjamin-Beechwood LLC).

Arverne CCC, another Developer-affiliated entity, is now building a community center between Beach 73rd and Beach 75th Streets on property acquired from the City of New York. In the transfer of this property, NYCT's former rights to i), continue to operate the Rockaway line and access and maintain the Structure with personnel, materials, and equipment, and ii), replace and affix cables and signals adjacent to or under it, were not preserved. These rights will be reconfirmed in this grant of easement to NYCT. Arverne CCC will be permitted to use the area under the Structure for parking when not required by NYCT.

Staff Summary

FINANCE COMMITTEE MEETING



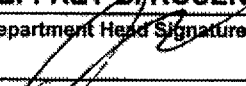
Metropolitan Transportation Authority

Arverne CCC/ Benjamin-Beechwood LLC/ Arverne by the Sea LLC (Cont'd.)

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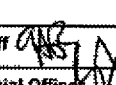

Based on the foregoing, MTA Real Estate requests authorization to enter into an easement agreement with Arverne CCC on the above-described terms and conditions.

Staff Summary

Subject LICENSE AGREEMENT
Department REAL ESTATE
Department Head Name JEFFREY B. ROSEN
Department Head Signature 
Project Manager Name ANGELA SZU

Date JANUARY 23, 2012
Vendor Name
Contract Number
Contract Manager Name
Table of Contents Ref. #

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance Committee	1/23/12	X		
2	Board	1/25/12	X		

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

AGENCY: MTA New York City Transit ("NYCT")

LICENSEE: Dimazine Newstand, Inc. ("DNI"), a New York State corporation wholly owned by Dinesh Patel

LOCATION: DeKalb Avenue Subway Station, Brooklyn, NY

ACTIVITY: Operation of a newsstand

ACTION REQUESTED: Approval of terms

TERM: Ten years, subject to termination by NYCT on not less than 60 days' notice

SPACE: Approximately 112 square feet

COMPENSATION:	Year	Annual	Monthly	% Increase	Per Sq. Ft.
	1	\$55,000.00	\$4,583.33		\$ 491.07
	2	\$55,000.00	\$4,583.33	0.00%	\$ 491.07
	3	\$56,650.00	\$4,720.83	3.00%	\$ 505.80
	4	\$56,650.00	\$4,720.83	0.00%	\$ 505.80
	5	\$58,349.50	\$4,862.46	3.00%	\$ 520.98
	6	\$58,349.50	\$4,862.46	0.00%	\$ 520.98
	7	\$61,266.98	\$5,105.58	5.00%	\$ 547.03
	8	\$61,266.98	\$5,105.58	0.00%	\$ 547.03
	9	\$64,330.33	\$5,360.86	5.00%	\$ 574.38
	10	\$64,330.33	\$5,360.86	0.00%	\$ 574.38

COMMENTS:

The subject newsstand license was publicly offered via a request for proposals ("RFP"), which covered eleven NYCT subway stations in Brooklyn, Queens and Manhattan. In response to the RFP, MTA Real Estate received a total of nine proposals for this location, seven of which were complete and responsive.

All of the proposers were offered an opportunity to modify their proposals, in light of MTA Real Estate having obtained NYCT's authorization to permit the sale of Lotto tickets at the subject location. Both before and after such modifications, DNI was the highest bidder. The present value of the licensee fees proposed by DNI (calculated using a 9% discount rate) is \$374,398.93. The present values of the license fees proposed by the remaining proposers were as follows: \$359,388.30 proposed by Abdul M. Rahim; \$286,608.25 proposed by Rashedul Huq; \$233,450.20 proposed by Mazid A.

Staff Summary

FINANCE COMMITTEE MEETING License Agreement (Cont'd.)



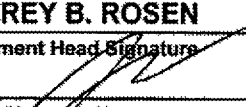
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Syed; \$244,804.41 proposed by Nurul Absar; \$224,803.89 proposed by Bhavesh Patel; and \$209,731.70 proposed by Muhammad Mir Hossain.

Mr. Patel currently operates the newsstands at the 34th Street-Herald Square subway station in Manhattan. He has over 30 years' experience building out and operating NYCT newsstands (42nd Street-Times Square, 34th Street-Herald Square, 50th Street-Broadway, and Franklin Street stations), and is considered to be a licensee in good standing by MTA Real Estate. DNI's obligations will be personally guaranteed by Mr. Patel.

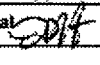
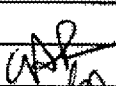

Based on the foregoing, Real Estate requests authorization to enter into a license agreement with DNI on the above-described terms and conditions.

Staff Summary

Subject License Agreement
Department REAL ESTATE
Department Head Name JEFFREY B. ROSEN
Department Head Signature 
Project Manager Name LEAH BASSKNIGHT

Date January 23, 2012
Vendor Name
Contract Number
Contract Manager Name
Table of Contents Ref. #

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance Committee	1/23/12	X		
2	Board	1/25/12	X		

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

AGENCY: MTA New York City Transit ("NYCT")
 LICENSEE: Champion Vending USA Corp. ("Champion")
 LOCATION: 130 Livingston Street, Brooklyn NY 11201
 ACTIVITY: Vending machine sales of coffee, beverages and snacks
 ACTION REQUESTED: Approval of terms
 TERM: Five years
 TERMINATION: By NYCT at will on 60 days' notice
 SPACE: 13 break rooms located at 130 Livingston Brooklyn NY
 COMPENSATION:

	<u>Annual</u>	<u>Monthly</u>	<u>% Increase</u>
Year 1:	\$24,000.00	\$2,000	
Year 2:	\$24,720.00	\$2,060	3%
Year 3:	\$25,461.60	\$2,121.80	3%
Year 4:	\$26,225.45	\$2,185.45	3%
Year 5:	\$27,012.21	\$2,251.02	3%

COMMENTS

The current licensee at this NYCT facility, 347 LouMadison Corp., has provided snack and beverage vending machines and mobile coffee cart service under a month-to-month agreement since February 2009, when its term agreement expired. With 347 LouMadison Corp. in default under its agreement and in a payment dispute with the MTA, a decision was made to issue an expedited request for proposals to two existing vendors as well as the incumbent (as is customary) to help ensure that, should the incumbent decide to stop providing service, the replacement vendor could be brought in quickly. In response to the request for proposals, two proposals were received. Champion was the highest bidder with a present value (calculated using a 9% discount rate) of \$98,621. The other bidder, Crete Vending (an affiliate of the current licensee) offered compensation having a present value of \$69,212.

Champion has been providing vending machine services for over 22 years to companies in the metropolitan area that include the United Nations, Facebook, Memorial Sloan Kettering and Columbia University. It has served 13 NYCTA facilities in Brooklyn since 2001, and is a licensee in good standing.

Staff Summary

FINANCE COMMITTEE MEETING

Champion Vending USA Corp (Cont'd.)



Metropolitan Transportation Authority

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Based upon the foregoing, MTA Real Estate requests authorization to enter into a license agreement with Champion on the above-described terms and conditions.

INFORMATION ITEMS

Memorandum



Metropolitan Transportation Authority

State of New York

Date January 23, 2012
To Members of the Finance Committee
From Jeffrey B. Rosen, Director, Real Estate
Re **Status of Month-to-month Licenses for Passenger Amenities**

In June 1988, the MTA Board adopted a policy, which allows the Real Estate Department to enter into month-to-month agreements for "passenger service oriented concessions without individual Committee or Board approval". Attached is a status report of month-to-month agreements, which were executed pursuant to the policy.

TENANTS CURRENTLY ON MONTH-TO-MONTH AGREEMENTS

MONTH: JANUARY 2012

AGENCY	LOCATION (STATION)	TENANT/USE	SF	DATE OF AGREEMENT	MONTHLY COMPENSATION	COMMENT
1. NYCT	WTC Station 8 th Ave. Line, Manhattan	Fakhrul Alam/Newsstand	420	January 2004	\$121.54	Special site conditions will require interim tenancy until there is a station rehab
2. NYCT	West 4 th St. Station	Bachubhai Mehta/Newsstand (2)	96 96	June 2006	\$15,435.00	Publicly offered in October 2010
3. NYCT	Grand Street Station (B and D trains), Manhattan	Mahabubar Rahman	91	April 2006	\$882.00	Publicly offered in October 2010
4. NYCT	179 th Street Station (F train), Queens	Bachubhai Mehta/Newsstand	180	January 2008	\$1,400.00	Publicly offered in October 2011
5. NYCT	51 st Street-Lexington Avenue (6 train)	Bachubhai Mehta/Newsstand (2)	192	June 2008	\$7,600.00	Publicly offered in October 2011
6. NYCT	Astor Place (6 train), Manhattan	Fakhrul Alam/Newsstand	60	September 2008	\$3,900.00	Publicly offered in October 2010
7. LIRR	Bellmore Station, Bellmore, NY	Newsstation, Inc./Newsstand	120	March 2009	\$300	To be publicly offered first quarter 2012
8. LIRR	Wantagh Station, Wantagh, NY	Newsstation, Inc./Newsstand	121	March 2009	\$300	To be publicly offered first quarter 2012
9. LIRR	Massapequa Station, Massapequa, NY	Newsstation, Inc./Newsstand	120	September 2009	\$150	To be publicly offered first quarter 2012
10. NYCT	34 th St-Penn Station, Broadway 7 th Ave. Line	IRT News, Inc. / Newsstands (4)	720	February 2010	\$12,000	To be publicly offered by October 2011
11. LIRR	Hicksville Station, Hicksville, NY	Sunset Airport Trans Corp./Taxi Parking (4 spaces)	648	December 2011	\$4,795.54	To be publicly offered first quarter 2012
12. LIRR	Hicksville Station, Hicksville, NY	LI Yellow Cab Corp /Taxi Parking (1 space)	162	December 2011	\$350.00	To be publicly offered first quarter 2012

Memorandum



Metropolitan Transportation Authority

State of New York

Date January 23, 2012
To Members of the Finance Committee
From Jeffrey B. Rosen, Director, Real Estate
Re **GCT's Vanderbilt Hall Events Forecast**

The following report will be presented to the Real Estate Committee by GCT Development on a monthly basis. The events forecast will show events planned for Vanderbilt Hall in the next three to four month period. This calendar will always be subject to last minute changes for technical or scheduling reasons.

January 2012 Event Forecast

Event	Date	Description	Space	Use
Kellogg's	January 2, 2012	Special K "Weigh In" Event	VBH 1/2 Room	Public
Tournament of Champions	1/15 - 1/28	Annual squash event. Men's and women's tournament	VBH Full Room	Public
The Voice	January 30, 2012	Event to promote the TV show--The Voice. Photo opportunity in chair from show	VBH 1/2 Room	Public

Memorandum



Metropolitan Transportation Authority

State of New York

Date January 23, 2012
To Members of the Finance Committee
From Jeffrey B. Rosen, Director, Real Estate
Re **GCT – Graybar Passage Retail Kiosks**

The following report will be presented by GCT Development office of the Real Estate Department whenever a new retail Permit Agreement has been entered into under the Retail Kiosk program approved by the MTA Board in January 2006.

GRAND CENTRAL TERMINAL

GRAYBAR PASSAGE RETAIL KIOSK PROGRAM

New Licensees-Month of January 2012

Licensee	License Dates	Use	Monthly Compensation
Juli Ra Designs	1/1/2012-2/29/2012	The retail sale of licensee produced jewelry	1/2012 \$2500 2/2012 \$2500
Patrick Meyer Design Studio	1/1/2012-2/29/2012	The retail sale of licensee produced pewter tabletop merchandise	1/2012 \$2500 2/2012 \$2500
Windhorse	1/1/2012-2/29/2012	The retail sale of licensee produced wool hats, scarves and gloves	1/2012 \$2500 2/2012 \$2500

Staff Summary



Metropolitan Transportation Authority

Page 1 of 1

Subject ENTRY PERMIT
Department REAL ESTATE
Department Head Name JEFFREY B. ROSEN
Department Head Signature
Project Manager Name PAUL M. FITZPATRICK

Date JANUARY 23, 2012
Vendor Name
Contract Number
Contract Manager Name
Table of Contents Ref. #

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance Committee	1/23/12		X	
2	Board	1/25/12			

Internal Approvals			
Order	Approval	Order	Approval
			Legal
	Chief of Staff		
	Chief Financial Officer		

AGENCY: MTA Bridges & Tunnels ("B&T").
 PERMITTEE: Consolidated Edison of New York, Inc. ("Con-Ed").
 LOCATION: Queens Midtown Tunnel ("QMT"), New York, NY.
 ACTIVITY: Permit to Enter.
 TERM: Five days.
 SPACE: A 22-foot width by 197-foot length (approximately 4,300 SF) portion of the northeasterly Entrance Surface Approach of the QMT (the "Approach"), between 39th and 40th Streets, Manhattan.
 COMPENSATION: \$1,200.00 per day.

COMMENTS

In conjunction with certain work for upgrading electrical protection for one of Licensee's station transformers which is adjacent to the Approach, access to the above-referenced Location is requested for the placement of a crane and a trailer by Con-Ed's contractor, Skanska.

Compensation is based on the estimated fair market value of an equally-sized parking lot's daily rate at full capacity in the immediate neighborhood of the Approach.

Pursuant to Board Policy to issue short-term access agreements on behalf of MTA Bridges and Tunnels Facilities, an Entry Permit was issued, in a form approved by MTA Legal with the appropriate insurance coverage, pursuant to the above terms and conditions.