



Metropolitan Transportation Authority

December 2012

MTA Board Action Items



MEETING AGENDA
METROPOLITAN TRANSPORTATION AUTHORITY BOARD
December 19, 2012 9:30 a.m.

347 Madison Avenue
Fifth Floor Board Room
New York, NY

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Date of next MTA Board meeting: Wednesday, January 30, 2012 at 9:30 a.m.

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

**Wednesday, November 28, 2012
9:30 a.m.**

The following members were present:

**Hon. Joseph J. Lhota, Chairman and CEO
Hon. Andrew M. Saul, Vice Chairman
Hon. Jonathan A. Ballan
Hon. Robert C. Bickford
Hon. Allen P. Cappelli
Hon. Fernando Ferrer
Hon. Ira R. Greenberg
Hon. Jeffrey A. Kay
Hon. Mark D. Lebow
Hon. Charles G. Moerdler
Hon. Mitchell H. Pally
Hon. David A. Paterson
Hon. Carl V. Wortendyke**

The following members were absent:

**Hon. John H. Banks, III
Hon. Susan Metzger
Hon. Mark Page
Hon. James L. Sedore, Jr.
Hon. Ed Watt**

Nuria Fernandez, Chief Operating Officer, Catherine Rinaldi, Chief of Staff, James B. Henly, MTA General Counsel, Stephen J. Morello, Counselor to the Chairman, Robert Foran, Chief Financial Officer, Board Member Andrew Albert, Board Member James Blair, Board Member Norman Brown, Thomas Prendergast, President, NYCTA, Helena Williams, President, Long Island Rail Road, Howard Permut, President, Metro-North Railroad, James Ferrara, President, TBTA, Thomas Del Sorbo, Executive V.P. Finance, MTA Bus Company, and Michael Horodniceanu, President, MTA Capital Construction, also attended the meeting.

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

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

1. **PUBLIC SPEAKERS.** There were five (5) public speakers. The following speakers addressed matters relating to the MTA. Refer to the video recording of the meeting produced by the MTA and maintained in MTA records, and to the other agencies' minutes of this date, for the content of other speakers' statements.

Murray Bodin, private citizen
Mr. X, private citizen
Matthew Shotkin, private citizen
Eric Legeer, Straphangers Campaign

2. **CHAIRMAN'S REMARKS.**

Chairman Lhota commended the MTA's employees for their hard work and dedication during Hurricane Sandy. The Chairman stated that the storm revealed that the transit network is the circulatory system of New York's economy. The Chairman noted that the organization's outstanding response was a direct result of good planning, preparation, and great implementation, and evinced true partnership between management and the MTA workforce. The Chairman announced that, in support of the families of the MTA workers, a separate 501(c)(3) corporation was being established to help MTA employees and their families who are victims of Hurricane Sandy and other disasters.

Board member Allen Cappelli introduced a resolution, seconded and approved by the Board, extending congratulations to Chairman Lhota, the agencies' Presidents and the staff for their implementation of a highly successful disaster recovery after Hurricane Sandy, under extraordinarily difficult circumstances, and for bringing honor to the MTA through their efforts and dedication.

Chairman Lhota extended his gratitude to Thomas Prendergast, President, NYCTA, Helena Williams, President, Long Island Rail Road, Howard Permut, President, Metro-North Railroad, James Ferrara, President, TBTA, Darryl Irick, President, MTA Bus Company, and Michael Horodniceanu, President, MTA Capital Construction for their leadership in addressing the challenges presented by the storm.

3. **MINUTES.** Upon motion duly made and seconded, the Board approved the minutes of the regular Board meeting held on September 27, 2012.

4. **COMMITTEE ON FINANCE.**

A. Action Items. Upon motion duly made and seconded, the Board approved the following action items, described in further detail in the staff summaries and documentation filed with the meeting materials. Board member Charles Moerdler recused himself from the vote on the Extension of Owner Controlled Insurance item described in paragraph 2 below.

1. **Transportation Revenue Bond Series 2013A.** Approved the necessary documents to issue new money bonds, notes or other obligations to provide net proceeds (exclusive of premiums) sufficient to fund up to \$500 million of capital projects contained in the approved capital programs of the transit, bus, and commuter systems; and delegated authority to the Chairman and Chief Executive Officer, the Chair of the Finance Committee, the Vice-Chairman, the Chief Financial Officer of MTA, and the Director, Finance of MTA to award the obligations pursuant to a negotiated sale to Citigroup Global Markets, a current MTA underwriting team member, on behalf of itself and the other MTA underwriters and to execute and/or deliver in each case, the necessary documentation; and take all other actions, from time-to-time deemed necessary or desirable by such officers in connection therewith.
2. **Extension of Owner Controlled Insurance for East Side Access.** Approved the following actions related to the extension of MTA's insurance coverage for the Owner Controlled Insurance Program ("OCIP") for the East Side Access Project:
 - Extension of the OCIP Excess Liability policy coverage through August 1, 2018 with the adjustment of the premiums to reflect estimated third party construction cost of \$5.75 billion. Additional OCIP funding required is estimated at \$2.2 million.
 - Extension of the OCIP Pollution Liability policy coverage through December 31, 2018 with the adjustment of the premium to reflect estimated third party construction costs of \$5.75 billion. Additional OCIP funding is estimated at \$1.5 million.
 - Extension of the OCIP Professional Liability policy coverage through December 31, 2013 with the adjustment of the premium to reflect increased design fees. Additional OCIP Funding is estimated at \$16.5 million
3. **MTA and TBTA Annual Reimbursement Resolutions for Federal Tax.** Approved the reimbursement resolutions required by Federal tax law to preserve the ability to finance certain capital projects on a tax exempt basis.

B. Procurement Items. Upon motion duly made and seconded, the Board approved the following procurement items, described in further detail in the staff summaries and documentation filed with the meeting materials.

1. Peter Joseph – Cartography and Sign System Design Services for Mass Transit – No. 12105-0100. Approved the award of a competitively negotiated contract to provide as-needed Cartography Services, including research, graphic productions, updating and developing of neighborhood maps over a 3-year period for MTAHQ.
2. DVI Communications, Inc. – IT Consultant Services for MTA – No. 12165-0100. Approved the award of a multi-agency, competitively negotiated, personal services contract to DVI Communications, Inc. for IT technical consulting services for the relocation of some or all of MTAHQ (to 2 Broadway/MTAPD to undecided locations) and Metro-North Rail Road (to a Midtown location) on an as-needed basis.
3. Various Contractors – AFT Projects at NYCT and LIRR Stations. Approved competitively negotiated contracts to provide technical design, fabrication, crating, storage, delivery and oversight of installation of materials at five stations: NYCT - Myrtle Line: Cal Lane, Knickerbocker Avenue Station; George Bates, Central Avenue Station; Laura Fernandez Gibellini, Fresh Pond Road and Forest Avenue; and LIRR - Babylon Line: Peter Drake, LIRR Massapequa Station.
4. T.R. Joy & Associates, Inc. – Security and Burglar Alarm Systems for MTA Police Department and MTA Headquarters – Nos. 12175-0100 and 12175-0200. Approved competitively negotiated contracts to furnish all labor, material and equipment necessary to provide as-needed maintenance of security systems, as well as day-to-day monitoring of 17 central burglar alarm systems for the MTAPD and MTAHQ.
5. DTL Solutions – Akamai Dynamic Site Delivery Services – No. 12206-0100. Approved a competitively negotiated contract to provide Akamai Dynamic Site Accelerator service, which will improve and enhance performance of alert.mta.info (the Emergency Web site) and mta.info (the Main Web site).

- C. **Real Estate Items.** Upon motion duly made and seconded, the Board approved the following real estate items. The specifics are set forth in the staff summaries and documentation filed with the meeting materials. Board member Mitchell Pally recused himself from the vote on the License agreement with Gershow Recycling of Valley Stream Inc., LIRR item #7 below.

New York City Transit Authority

1. License agreement with Gulam Zilani for the operation of a newsstand located at the Grand Street Station, Manhattan, N.Y.
2. License agreement Mohamad A. Kashem for the operation of a newsstand located at the Euclid Avenue Station, Brooklyn, N.Y.

3. License agreement with S.F. News Inc., a New York State corporation owned by Shafika Faruqi and Aktaruzzaman Khan for the operation of newsstands located at the West 4th Street Subway Station, Manhattan, N.Y.

Metro-North Railroad

4. Lease with Starbucks Coffee Company d/b/a Starbucks for the retail sale of coffee and espresso-based drinks, teas, non-alcoholic beverages, fresh whole and ground coffee beans, breakfast bakery items, sweets and desserts located at Retail Space MC-06, Grand Central Terminal, Manhattan, N.Y.
5. Lease with Christopher Broberg and Adriana Kulczycky for the retail sale of coffee, teas, non-alcoholic beverages, breakfast bakery items, newspapers and magazines located at the Goldens Bridge Station on Metro-North's Harlem Line, Goldens Bridge, N.Y.
6. Lease agreement with Kamlesh, Inc. for the operation of a newsstand located at 2 Broadway, Manhattan, N.Y.

Long Island Road Road

7. License agreement with Gershow Recycling of Valley Stream, Inc. for commercial parking and materials storage located on LIRR property under the viaduct of LIRR's West Hempstead Branch, Valley Stream, N.Y.

Metropolitan Transportation Authority

8. Modifications to contract terms governing development of the LIRR's John D. Caemmerer West Side Yard ("WSY"), to establish a firm date by which the developer must close on its acquisition of a leasehold interest in the eastern portion of WSY, and which commits the developer to the performance of site preparation work.

5. CHIEF FINANCIAL OFFICER PRESENTATION ON MTA 2013 FINAL PROPOSED BUDGET AND NOVEMBER FINANCIAL PLAN 2013-2016.

Chairman Lhota introduced MTA Chief Financial Officer Robert Foran to present the MTA 2013 Final Proposed Budget and November Financial Plan for 2013-2016. Chairman Lhota stated that the November presentation was for informational purposes and that the Board would vote on the Budget materials at its meeting on December 19, 2012.

Copies of the proposed budget and plan were distributed to Board members at the meeting.

Chairman Lhota thanked Mr. Foran for his presentation and invited Board discussion concerning the proposed budget and the financial plan.

The details of the presentation on the proposed budget and financial plan and Board members' comments and questions with respect thereto are included in the video recording of the meeting produced by the MTA and maintained in MTA records.

6. **HURRICANE SANDY RESTORATION AND MTA AND TBTA REIMBURSEMENT RESOLUTIONS FOR FEDERAL TAX PURPOSES.** Upon motion duly made and seconded, the Board authorized the use of available operating and capital monies for payment of capital and operating expenses incurred in connection with Hurricane Sandy restoration; and approved the reimbursement resolutions required by Federal tax law to preserve the ability to finance these expenses.
7. **EXECUTIVE SESSION.** Upon motion duly made and seconded, the Board voted to convene an executive session to consider matters concerning exchange of securities, in accordance with Section 105(1)(h) of the Open Meetings Law. Upon motion duly made and seconded, the Board approved a resolution authorizing the Chairman and Chief Executive Officer or the MTA Chief Financial Officer: (1) to terminate and/or restructure any or all of certain structured leases transactions and to obligate and cause MTA to pay any transaction costs, including early termination fees associated with any such termination and/or restructuring; and (2) to take all other actions, including the execution and delivery of documents, from time to time deemed necessary or desirable by the MTA Chairman and Chief Executive Officer or the MTA Chief Financial Officer to effectuate any such termination and/or restructuring. Upon motion duly made and seconded, the Board reconvened in public session.
8. **ADJOURNMENT.** Upon motion duly made and seconded, the Board voted to adjourn the meeting at 10:50 A.M.

Respectively submitted,

Victoria Clement
Assistant Secretary

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

Wednesday, November 28, 2012
9:30 a.m.

The following members were present:

Hon. Joseph J. Lhota, Chairman and CEO
Hon. Andrew M. Saul, Vice Chairman
Hon. Jonathan A. Ballan
Hon. Robert C. Bickford
Hon. Allen P. Cappelli
Hon. Fernando Ferrer
Hon. Ira R. Greenberg
Hon. Jeffrey A. Kay
Hon. Mark D. Lebow
Hon. Charles G. Moerdler
Hon. Mitchell H. Pally
Hon. David A. Paterson
Hon. Carl V. Wortendyke

The following members were absent:

Hon. John H. Banks, III
Hon. Susan Metzger
Hon. Mark Page
Hon. James L. Sedore, Jr.
Hon. Ed Watt

Nuria Fernandez, Chief Operating Officer, Catherine Rinaldi, Chief of Staff, James B. Henly, MTA General Counsel, Stephen J. Morello, Counselor to the Chairman, Robert Foran, Chief Financial Officer, Board Member Andrew Albert, Board Member James Blair, Board Member Norman Brown, Thomas Prendergast, President, NYCTA, Helena Williams, President, Long Island Rail Road, Howard Permut, President, Metro-North Rail Road, James Ferrara, President, TBTA, Thomas Del Sorbo, Executive V.P, Finance, MTA Bus Company, and Michael Horodniceanu, President, MTA Capital Construction, also attended the meeting.

1. CHAIRMAN LHOTA CALLED THE MEETING TO ORDER

2. PUBLIC COMMENT PERIOD

Five (5) public speakers addressed NYC Transit/MTA Bus issues.

Murray Bodin commended the Board on its problem-solving.

Mr. X expressed various concerns with the public hearings held by the Board in November.

Matthew Shotkin did not think it was fair to deny passengers additional rides following Hurricane Sandy.

Joseph Sammarco, TWU Local 100, spoke about the First Transit bid that was recently lost to Global Contract Services, but was glad to hear that the work is being kept in the city.

Eric Legeer, Straphangers Campaign, protested the proposed fare hikes and called upon the Board take further action to obtain funding.

3. CHAIRMAN LHOTA'S COMMENTS

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

4. MINUTES

Upon motion duly made and seconded, the Board unanimously approved the minutes of the regular board meeting of MTA NYC Transit, the Manhattan and Bronx Surface Transit Operating Authority, the Staten Island Railway Transit Operating Authority, and MTA Bus Company held on September 27, 2012.

5. COMMITTEE ON FINANCE

Real Estate Action Item(s):

MTA New York City Transit: Upon motion duly made and seconded, the Board voted to approve: (i) a License agreement with Gulam Zilani for the operation of a newsstand located at the Grand Street Station, Sixth Avenue Line, New York, New York; (ii) a License agreement with Mohamad A. Kashem for the operation of a newsstand located at the Euclid Avenue Station, Fulton Street Line, Brooklyn, New York; and (iii) a License agreement with S.F. News Inc. for the operation of newsstands located at the West 4th Street Subway Station, Eighth Avenue and Sixth Avenue Lines, New York, New York.

Details of the above items are set forth in staff summaries, copies of which are on file with the records of the meeting of the Board of the NYC Transit/SIR/MTA Bus Company.

6. COMMITTEE ON TRANSIT OPERATIONS
NYC Transit

Action Item(s):

Expedited Change Order Procedure for R179 Procurement: Upon motion duly made and seconded, the Board approved the use of an expedited change order procedure developed pursuant to Articles IX and X of the All-Agency Procurement Guidelines for the R179 Train Procurement with Bombardier Transit Corporation (Bombardier).

Details of the above item are set forth in staff summaries, copies of which are on file with the records of the meeting of the Board of the NYC Transit/SIR/MTA Bus Company.

Procurements:

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

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

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

7. CHIEF FINANCIAL OFFICER PRESENTATION ON MTA 2013 FINAL PROPOSED BUDGET AND NOVEMBER FINANCIAL PLAN 2013-2016

Chairman Lhota introduced MTA Chief Financial Officer Robert Foran to present the proposed 2013 budget and 2013-2016 financial plan. Chairman Lhota stated that the November presentation was for informational purposes and that the Board would vote on the Budget materials at its meeting on December 19, 2012.

Mr. Foran's presentation included a summary of the projected impacts of the hurricane upon MTA's finances. Copies of the proposed budget and plan were distributed to Board members at the meeting.

Chairman Lhota thanked Mr. Foran for his presentation and invited Board discussion concerning the proposed budget and the financial plan.

The details of the presentation on the proposed budget and financial plan and Board members' comments and questions with respect thereto are included in the video recording of the meeting produced by the MTA and maintained in MTA records.

8. HURRICANE SANDY RESTORATION RESOLUTION AND MTA AND TBTA REIMBURSEMENT RESOLUTION FOR FEDERAL TAX

Upon motion duly made and seconded, the Board approved a resolutions authorizing the use of available operating and capital monies for payment of capital and operating expenses incurred in connection with Hurricane Sandy restoration; and the reimbursement resolution required by Federal tax law to preserve the ability to finance certain expenses incurred in connection with preparation for the response to the impact of the storm arising out of Hurricane Sandy on a tax exempt basis.

9. EXECUTIVE SESSION

Upon motion duly made and seconded, the Board voted to convene an executive session to consider matters concerning exchange of securities pursuant to Public Officers Law §105(1)(h).

Upon motion duly made and seconded, the Board approved a resolution authorizing the Chairman and Chief Executive Officer or the MTA Chief Financial Officer: (1) to terminate and/or restructure any or all of the structured leases transactions and to obligate and cause MTA to pay any transaction costs, including early termination fees associated with any such termination and/or restructuring; and (2) to take all other actions, including the execution and delivery of documents, from time to time deemed necessary or desirable by the MTA Chairman and Chief Executive Officer or the MTA Chief Financial Officer to effectuate any such termination and/or restructuring. Upon motion duly made and seconded, the Board reconvened in public session.

10. ADJOURNMENT

Upon motion duly made and seconded, the Board voted to adjourn the meeting at 11:50 A.M.

Respectfully submitted,
/s/ Mariel A. Thompson
Mariel A. Thompson
Assistant Secretary

Minutes of the Regular Meeting
Metro-North Commuter Railroad Company
Wednesday, November 28, 2012
9:30 a.m.

The following members were present:

Hon. Joseph J. Lhota, Chairman and CEO
Hon. Andrew M. Saul, Vice Chairman
Hon. Jonathan A. Ballan
Hon. Robert C. Bickford
Hon. Allen P. Cappelli
Hon. Fernando Ferrer
Hon. Ira R. Greenberg
Hon. Jeffrey A. Kay
Hon. Mark D. Lebow
Hon. Charles G. Moerdler
Hon. Mitchell H. Pally
Hon. David A. Paterson
Hon. Carl V. Wortendyke

The following members were absent:

Hon. John H. Banks, III
Hon. Susan Metzger
Hon. Mark Page
Hon. James L. Sedore, Jr.
Hon. Ed Watt

Nuria Fernandez, Chief Operating Officer, Catherine Rinaldi, Chief of Staff, James B. Henly, MTA General Counsel, Stephen J. Morello, Counselor to the Chairman, Robert Foran, Chief Financial Officer, Board Member Andrew Albert, Board Member James Blair, Board Member Norman Brown, Thomas Prendergast, President, NYCTA, Helena Williams, President, Long Island Railroad, Howard Permut, President, Metro-North Rail Road, James Ferrara, President, TBTA, Thomas Del Sorbo, Executive V.P, Finance, MTA Bus Company, and Michael Horodniceanu, President, MTA Capital Construction, also attended the meeting.

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

1. Chairman Lhota called the meeting to order.

2. Public Speakers:

There were five public speakers.

The public speakers did not discuss items specific to Metro-North. Refer to the video recording of the meeting, produced by the MTA and maintained in MTA records, and to the other agencies' minutes of this date, for the content of the speakers' statements.

3. Chairman's Opening Remarks:

Chairman Lhota noted that this is the first Board meeting since Hurricane Sandy. He stated that he is proud of how the MTA and the MTA family handled the worst storm in the system's history. He discussed the resumption of service, noting that Metro-North was running limited service within 24 hours of the storm. He stated that the ability to restore service was the result of great planning and preparation and an excellent partnership between union and management. He stated that many front line employees were facing challenges at home, yet they still came to work to serve MTA customers, and that customers were kept well informed. He stated that the storm proves that the MTA is far leaner and more competent than it gets recognized for. He noted that the MTA has started 501C3 corporation to aid impacted employees and their families. He closed by stating that he is proud to be a part of the MTA family and by thanking all employees and agency heads for their success in planning for the storm and restoring service. Upon motion duly made by Board Member Cappelli and seconded, the Board formally thanked Chairman Lhota, the agency presidents and front line employees for their service during an extraordinarily difficult time. The details of Chairman Lhota's opening remarks are contained in the video recording of this meeting, produced by the MTA and maintained in MTA records, and in the MTA and other agencies' minutes of the meeting held this day.

4. Approval of Minutes

Upon motion duly made and seconded, the minutes of the Regular Board Meeting of September 27, 2012 were unanimously approved.

5. Committee on Finance Committee:

Action Items

Upon motion duly made and seconded, the Board approved the Action Items recommended to it by the Committee on Finance, including but not limited to, authorization and approval of the necessary documentation to issue new bonds, notes or other obligations to provide net proceeds (exclusive of premiums) sufficient to fund up to \$500 million of capital projects contained in the approved capital programs of the transit, bus and commuter systems.

MTA Headquarter Procurements

Upon motion duly made and seconded, the Board approved MTA Headquarter procurements recommended to it by the Committee on Finance. Among the items

approved is a competitive procurement requiring majority vote to award a multi-agency, competitively-negotiated, personal service contract to DVI Communications, Inc. ("DVI") for IT technical consulting services for the relocation of some or all of MTA Headquarters and Metro-North on an as-needed basis.

Real Estate Items:

Upon motion duly made and seconded, the Board approved the following real estate items recommended to it by the Committee on Finance that relate to Metro-North.

- Lease with Starbucks Coffee Company for the retail sale of coffee-based drinks, teas, non-alcoholic beverages, coffee beans, breakfast bakery items, sweets and desserts in Retail Space MC-6 at Grand Central Terminal.
- Lease with Christopher Broberg and Adriana Kulczycky for the operation of a retail concession space at Goldens Bridge Station in Goldens Bridge, New York.

Staff summaries and reports setting forth the details of the above items are filed with the minutes of the meeting of the Board of the Metropolitan Transportation Authority held this day.

6. Committee on Metro-North Railroad and Long Island Rail Road Operations:

Action Items:

Metro-North Railroad

Upon motion duly made and seconded, the Board approved the following action items recommended to it by the Committee on Metro-North Railroad and Long Island Rail Road Operations.

- NYSDOT Grant for Connecting Services
- Public Hearing for Setting West Haven Station Fares

Procurements:

Long Island Railroad

Upon motion duly made and seconded, the Board approved Long Island Rail Road procurements recommended to it by the Committee on Metro-North Railroad and Long Island Rail Road Operations. Metro-North is participating in one competitive procurement led by Long Island Rail Road to use the RFP process to award a contract for scheduled preventive maintenance, inspections, and remedial unscheduled and emergency on-call repairs for escalators, including 13 Metro-North escalators in Grand Central Terminal and Westchester County. The details of the above item are set forth in the minutes of the Long Island Rail Road held this day and the staff summary and other materials filed with the records of this meeting.

MTA Metro-North Railroad

Upon motion duly made and seconded, the Board unanimously approved the following non-competitive procurements recommended to it by the Committee on Metro-North Railroad and Long Island Rail Road Operations.

- A two-year purchase agreement with Brookville Equipment Corp. for various original equipment manufacturer replacement parts for Metro-North's BL-6, BL-14 and BL-20 locomotive fleets at a price to be negotiated on an individual basis prior to the parts purchase.
- Approval to procure an additional 28 ticket vending machines (TVM) from Schneidt & Bachmann GmbH (20 for Metro-North and eight for Long Island Rail Road) with an option for up to 10 additional machines for possible replacement of machines that may have been damaged beyond repair during the recent storms of October/November. These machines will have expanded capability for smartcard payment processing and serve as a pilot for the MTA new fare payment strategy that incorporates bank-standard, contactless smart cards.

Upon motion duly made and seconded, the Board unanimously approved the following competitive procurements recommended to it by the Committee on Metro-North Railroad and Long Island Rail Road Operations.

- A request to use the RFP process to solicit and evaluate proposals from prospective vendors to design, fabricate, test and deliver a complete 6000 ampere aluminum third rail system for Metro-North's Park Avenue Tunnel from 56th Street to 99th Street.
- A request to award a competitively solicited contract to Ansaldo to design and furnish signal apparatus to replace the Field Code System for the Signal Control Point houses in Mott Haven, New York.
- A 15-month purchase contract with Alstom Signaling, Inc. (Alstom) to engineer, fabricate and furnish signal system equipment for the Port Jervis Line, CP-109 on the Harlem Line and the Waterbury Branch in preparation for a new Positive Train Control (PTC).
- Two competitively solicited five-year miscellaneous service contracts to two vendors – ETS Contracting, Inc. and Trio Asbestos Removal Corp. to perform on-call, system-wide asbestos, lead and hazardous material abatement and remediation services.
- Two competitively solicited, two-year miscellaneous service agreements for the pick-up, repair, and delivery of 72 locomotive blower motor assemblies used on Metro-North's Genesis Locomotives to complete a retrofit program for the upgrade to Metro-North's Genesis fleet.

- A three-year, competitively solicited, miscellaneous service contract to East Coast Railroad Services LLC to provide a Hi-Rail equipped logging truck for unloading ties and track materials along the right-of-way.
- Competitively solicited miscellaneous service contracts to five contractors for a four-year period to provide snow removal and ice treatment services at Metro-North yards, stations and facilities throughout Metro-North's territory.
- A supplemental agreement with RCM Technologies (RCM) to provide previously unfunded Task No. 5 Construction Support Services and to re-design the routing of the electrical supply bank between Cos Cob Supply Substation and Wayside Substation 310.
- A supplemental agreement with Jacobs Civil Consultants, Inc. to provide additional design and engineering services for the Fordham Station.

Details of the above items are set forth in the staff summaries and other materials filed with the records of this meeting.

7. November Financial Plan 2013-2016

Robert Foran, MTA Chief Financial Officer, Laureen Coyne, MTA Director Risk Management and Hilary Ring, MTA Senior Director Capital Programs presented the November Financial Plan 2013-2016. They discussed the financial impacts of Hurricane Sandy and possible insurance reimbursements and FEMA assistance. The details of this report are contained in a video recording of this meeting, produced by the MTA and maintained in MTA records, in the minutes of the MTA of this date and in a presentation filed with the records of this meeting.

8. MTA Action Item:

Upon motion duly made and seconded, the Board (1) authorized the use of available operating and capital monies for payment of capital and operating expenses incurred in connection with Hurricane Sandy and (2) adoption of related MTA and TBTA reimbursement resolutions for federal tax purposes. The details of the above items are set forth in the minutes of the MTA held this day and the staff summary and other materials filed with the records of the meeting.

9. Executive Session:

Upon motion duly made and seconded, the Board unanimously voted to convene in Executive Session pursuant to Public Officer's Law 105(h) to discuss the exchange of securities. Upon motion duly made and seconded, the Board unanimously voted to re-convene in Public Session.

9. Adjournment:

Upon motion duly made and seconded, the members of the Board present voted to adjourn the meeting at 11:50 a.m.

Respectfully submitted,

A handwritten signature in cursive script, appearing to read "Linda Montanino".

Linda Montanino

Assistant Secretary

Oct-Nov 2012 Board Minutes
Legal/Corporate

Minutes of the Regular Meeting
Long Island Rail Road Company
Wednesday, November 28, 2012
9:30 a.m.

The following members were present:

Hon. Joseph J. Lhota, Chairman and CEO
Hon. Andrew M. Saul, Vice Chairman
Hon. Jonathan A. Ballan
Hon. Robert C. Bickford
Hon. Allen P. Cappelli
Hon. Fernando Ferrer
Hon. Ira R. Greenberg
Hon. Jeffrey A. Kay
Hon. Mark D. Lebow
Hon. Charles G. Moerdler
Hon. Mitchell H. Pally
Hon. David A. Paterson
Hon. Carl V. Wortendyke

The following members were absent:

Hon. John H. Banks, III
Hon. Susan Metzger
Hon. Mark Page
Hon. James L. Sedore, Jr.
Hon. Ed Watt

Nuria Fernandez, Chief Operating Officer, Catherine Rinaldi, Chief of Staff, James B. Henly, MTA General Counsel, Stephen J. Morello, Counselor to the Chairman, Robert Foran, Chief Financial Officer, Board Member Andrew Albert, Board Member James Blair, Board Member Norman Brown, Thomas Prendergast, President, NYCTA, Helena Williams, President, Long Island Railroad, Howard Permut, President, Metro-North Rail Road, James Ferrara, President, TBTA, Thomas Del Sorbo, Executive V.P, Finance, MTA Bus Company, and Michael Horodniceanu, President, MTA Capital Construction, also attended the meeting.

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

1. Chairman Lhota called the meeting to order.
2. **Public Speakers:**

There were five public speakers.

The public speakers did not discuss items specific to LIRR. Refer to the video recording of the meeting, produced by the MTA and maintained in MTA records, and to the other agencies' minutes of this date, for the content of the speakers' statements.

3. **Chairman's Opening Remarks:**

Chairman Lhota noted that this is the first Board meeting since Hurricane Sandy. He stated that he is proud of how the MTA and MTA family handled the worst storm in the system's history. He discussed the resumption of service, noting that the Long Island Rail Road was running limited service within twenty-four hours of the storm. He stated that the ability to restore service was the result of great planning and preparation and an excellent partnership between union and management. He stated that many front line employees were facing challenges at home yet they still came to work to serve MTA customers. He noted that customers were kept well informed. He stated that the storm proves that the MTA is far leaner and more competent than it gets recognized for. He noted that the MTA has started a 501C3 corporation to aid impacted employees and their families. He closed by stating that he is proud to be a part of the MTA family and by thanking all employees and agency heads for their success in planning for the storm and restoring service. Upon motion duly made by Board Member Cappelli and seconded, the Board formally thanked Chairman Lhota, the agency presidents and front line employees for their service during an extraordinarily difficult time. The details of Chairman Lhota's opening remarks are contained in the video recording of this meeting, produced by the MTA and maintained in MTA records, and in the MTA and other agencies' minutes of the meeting held this day.

4. **Approval of Minutes:**

Upon motion duly made and seconded, the minutes of the Regular Board Meeting of September 27, 2012 were unanimously approved.

5. **Committee on Finance:**

Action Items

Upon motion duly made and seconded, the Board approved the Action Items recommended to it by the Committee on Finance, including 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 \$500 million of capital projects contained in the approved capital programs of the transit, bus and commuter systems; and an extension of MTA's insurance coverage for the Owner Controlled Insurance Program for the East Side Access Project. Board Member Moerdler recused himself from voting on the items concerning Owner Controlled Insurance.

Real Estate Items

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

- License Agreement with Gershow Recycling of Valley Stream Inc. for commercial parking and storage under the viaduct on the West Hempstead Branch Right of Way, in Valley Stream, New York.

Board Member Pally recused himself from voting on the above item. Staff summaries setting forth the details of the above items are filed with the records of this meeting.

6. **Committee on Metro-North Railroad and Long Island Rail Road Operations:**

Long Island Rail Road Procurements

Upon motion duly made and seconded, the Board unanimously approved the following LIRR procurements:

- an award for a three-year period to NYS Industries for the Disabled (NYSID), as a preferred source pursuant to Section 162 of the State Finance Law, to provide window, wall and floor cleaning services at various locations, in a not-to-exceed amount of \$193,800;
- a sole source award to Heidelberg USA, Inc. of a renewal contract for maintenance and repair of Heidelberg Print Shop equipment utilized in the LIRR print shop;
- a request to use the RFP process with respect to a contract to design and furnish a new supervisory control system at Divide Tower and upgrade the associated Remote Terminal Units;
- a request to use the RFP process with respect to a Design/Build contract for the replacement of the direct fixation track fastener system on the Massapequa Park viaduct;
- a request to use the RFP process with respect to a contract for scheduled preventative maintenance, inspections, and remedial unscheduled and emergency on-call repairs for nineteen (19) LIRR escalators and thirteen (13) Metro-North escalators;
- a request to use the RFP process with respect to a contract to design and furnish a signal system for the Speonk to Montauk segment of LIRR's Montauk Branch;
- a three-year Personal Services contract to American Systems Registrar, in the not-to-exceed amount of \$30,387.50, to perform ISO 9001:2008 compliance audits and certification renewals for LIRR's engineering department;
- a two-year Personal Services contract in the not-to-exceed amount of \$300,000 to Staples Marketing LLC for development and implementation of a marketing campaign to increase transportation usage in Nassau County (funded by a CMAQ grant); and
- a three-year Miscellaneous Services contract to Aramark Uniform Services in the not to exceed amount of \$92,070.42 for the supply and weekly cleaning of walk-off mats at various LIRR locations.

MTA Capital Construction Procurements

Upon motion duly made and seconded, the Board unanimously approved the following MTACC procurements:

- a modification to contract CQ032 with Tutor Perini Corporation for the installation of the permanent structure for the Yard Lease Approach tunnel at the Yard Lead Track. This was a Scope and Budget Transfer in the amount of \$6,347,523;
- a modification to contract CQ032 with Tutor Perini Corporation for the installation of the invert slabs in Tunnel A and the Yard Lead Tunnel and the installation of a utility bench in Tunnel A. This was a Scope and Budget Transfer in the amount of \$5,641,882;

- a modification to contract CH053 with Tutor Perini Corporation to revise the work of relocating LIRR's Signal and Track Department Facility at Harold Interlocking in the amount of \$320,457;
- a modification to contract CH053 with Tutor Perini Corporation for the installation of Catenary Pole B-921W along with associated foundation and hardware in the amount of \$365,000;
- a ratification of a modification to contract C52101 with Ad Tech Enterprises for the fabrication of re-designed bollards and concrete foundations along with associated sidewalk work in the amount of \$366,000;
- a ratification to a modification to contract CH053 with Tutor Perini Corporation for the storage of fabricated materials at off-site locations in the amount of \$280,895; and
- a ratification of a modification to contract CM004 with Yonkers Contracting Company for work related to the excavation and lining of shaft #1 at the 44th Street Vent Plant Facility. This was a Scope and Budget Transfer from adjacent contract CM019 in the amount of \$6,535,000.

Board Member Moerdler recused himself from voting on procurements concerning contracts CQ032 and CH053.

Metro-North Procurements

Included in the Metro-North procurements that were approved by the Board was a non-competitive award to Scheidt & Bachmann GmbH, on behalf of both Railroads, in the amount of \$2,512,600 (\$1,338,800 for Metro-North and \$1,173,800 for LIRR) to purchase 28 ticket vending machines with an option for up to 10 additional machines, as well as integration of new contactless smart card payment processing functionality and components, spare parts and warranty.

Details of the above items are set forth in the Staff Summaries and other materials, copies of which are on file with the records of this meeting.

7. November Financial Plan 2013-2016:

Robert Foran, Chief Financial Officer, MTA, Laureen Coyne, MTA Director Risk Management and Hilary Ring, MTA Senior Director Capital Programs presented the November Financial Plan 2013-2016. They discussed the financial impacts of Hurricane Sandy and possible insurance reimbursements and FEMA assistance. The details of this report are contained in a video recording of this meeting, produced by the MTA and maintained in MTA records, in the minutes of the MTA of this date and in a presentation filed with the records of this meeting.

8. MTA Action Item:

Upon motion duly made and seconded, the Board (1) authorized the use of available operating and capital monies for payment of capital and operating expenses incurred in connection with Hurricane Sandy and (2) adoption of related MTA and TBTA reimbursement resolutions for federal tax purposes. The details of the above item are set forth in the minutes of the MTA held this day and the staff summary and other materials filed with the records of the meeting.

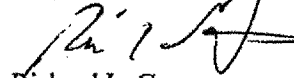
9. **Executive Session:**

Upon motion duly made and seconded, the Board unanimously voted to convene in Executive Session pursuant to Public Officer's Law 501(h) to discuss the exchange of securities. Upon motion duly made and seconded, the Board unanimously voted to re-convene in Public Session.

10. **Adjournment:**

Upon a motion duly made and seconded, the members of the Board present voted to adjourn the meeting at 11:50 a.m.

Respectfully submitted,



Richard L. Gans
Secretary

**Minutes of the Regular Meeting
Triborough Bridge and Tunnel Authority
November 28, 2012**

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

9:30 a.m.

The following members were present:

Hon. Joseph J. Lhota, Chairman and CEO
Hon. Andrew M. Saul, Vice Chairman
Hon. Jonathan A. Ballan
Hon. Robert C. Bickford
Hon. Allen P. Cappelli
Hon. Fernando Ferrer
Hon. Ira R. Greenberg
Hon. Jeffrey A. Kay
Hon. Mark D. LeBow
Hon. Charles G. Moerdler
Hon. Mitchell H. Pally
Hon. David A. Paterson
Hon. Carl V. Wortendyke

Not Present:

Hon. John H. Banks, III
Hon. Susan Metzger
Hon. Mark Page
Hon. James E. Sedore, Jr.
Hon. Ed Watt

Nuria Fernandez, Chief Operating Officer; Catherine Rinaldi, Chief of Staff; James B. Henly, MTA General Counsel; Stephen J. Morello, Counselor to the Chairman; Robert Foran, Chief Financial Officer; Board Member Andrew Albert; Board Member James Blair; Board Member Norman Brown; James Ferrara, President, Triborough Bridge and Tunnel Authority; Michael Horodniceanu, President, MTA Capital Construction; Howard Permut, President, Metro-North Rail Road; Thomas Prendergast, President, New York City Transit; Thomas Del Sorbo, Executive Vice President, Finance, MTA Bus Company; and Helena E. Williams, President,

Long Island Rail Road, also attended the meeting.

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

Chairman Lhota called the meeting to order.

1. Public Speakers

There were five public speakers. Mr. Murray Bodin stated that it is his opinion Bridges and Tunnels' signs and roadway lines do not meet "standard". He stated that Bridges and Tunnels has not removed the toll booths at the Henry Hudson Bridge. Mr. Bodin indicated that he believes these are safety hazards and his comments should serve as prior notification to the Authority in the event someone is involved in an accident. The remaining public speakers did not specifically comment on issues regarding the Triborough Bridge and Tunnel Authority. Refer to the video recording of the meeting produced by the MTA and maintained in MTA records, and to the other agencies' minutes of this date, for the content of the speakers' statements.

2. Chairman Lhota's Opening Comments

Chairman Lhota stated this is the first meeting since the October Board meeting was postponed due to Hurricane Sandy. Chairman Lhota said that he could not be more proud of the MTA and the MTA family as he is today and has been through this entire process on how they handled the storm. This was by far the worst disaster ever to hit the MTA system. Chairman Lhota discussed the resumption of service system-wide, and stated that the response was a direct result of all of the changes made at the MTA over the past several years. It was a direct result of good planning, great preparation, and unbelievable implementation. It was also due to a true partnership between labor and management. Chairman Lhota discussed the extensive media and social media coverage that the MTA generated to keep the public informed, and noted that a person would have had to actively avoid the media not to know what was going on at the MTA. Chairman Lhota stated that employees faced the same challenges that all New Yorkers faced such as damaged homes and the loss of power, but they all understood what their jobs required them to do. Employees were at their jobs risking their lives, leaving loved ones at home for days and even weeks, all with one goal in mind, which is serving the MTA customers and bringing our region and economy back. Overall the storm and the MTA's response revealed two fundamental things about New York and the MTA. The MTA's entire transportation system is the circulatory system, the life blood, the veins and arteries of New York's economy. After Irene and now Sandy, it could not be more clear what happens to New York when the MTA doesn't work; everything comes to a complete halt. The storm also proved something that Chairman Lhota has been advocating over the past year. The MTA is a far leaner, more efficient and more competent organization than most people give it credit for. Chairman Lhota again thanked the MTA's employees who worked non-stop throughout the storm, and noted that they brought the region back within an

unbelievable amount of time and they should be very proud of this. Chairman Lhota stated that he wanted to inform the Board that the MTA has started a separate nonprofit 501(c)(3) corporation to help MTA employees who were victims of Sandy and any other disasters that may occur. Chairman Lhota stated that he is proud to be a part of the MTA family.

Chairman Lhota thanked the individual agency presidents. He stated that B&T President, James Ferrara, had several tunnels completely covered with water, but had the tunnels open in great time and fashion.

Upon a motion made by Board Member Cappelli and seconded, the Board formally congratulated Chairman Lhota and his staff, agency presidents and staff, and all of the line employees for bringing honor to the MTA during this crisis while the nation was watching, and thanked them for their service during this extraordinarily difficult time.

The details of Chairman Lhota's comments are contained in the video recording of this meeting, produced by the MTA and maintained in MTA records, and the MTA and other agencies' minutes of the meeting of this date.

3. Approval of the Minutes of the Regular Meeting September 27, 2012

Upon a motion duly made and seconded, the minutes of the Regular Board Meeting held September 27, 2012 were unanimously approved.

4. Committee on Finance

Upon a motion duly made and seconded, the MTA and TBTA Board unanimously approved the following resolutions recommended to it by the Committee on Finance:

- Adopted reimbursement resolutions which are required by Federal tax law to preserve the MTA and MTA Bridges and Tunnels ability to finance the MTA's transit and commuter capital improvement programs, including MTA Bus Company, and MTA Bridges and Tunnels' bridge and tunnel capital improvement program through tax exempt debt.

A copy of the staff summaries and resolutions setting forth the details of the above items are filed with the minutes of this date of the Triborough Bridge and Tunnel Authority.

5. Committee for MTA Bridges and Tunnels Operations

Action Item

Commissioner Cappelli stated that there is one action item this month to enter into an Agreement with the New York State Department of Transportation ("NYSDOT") to provide improvements to the Gowanus Expressway approach to the Verrazano-Narrows Bridge

Upon a motion duly made and seconded the Board unanimously approved the Interagency Agreement between MTA Bridges and Tunnels and New York State Department of Transportation for Improvements to the Gowanus Expressway Approach to the Verrazano-Narrows Bridge.

A copy of the staff summary setting forth the details of the above item is filed with the minutes of this date of the Triborough Bridge and Tunnel Authority.

Procurements

Commissioner Cappelli stated that there are two non-competitive procurements in the total amount of \$328,000.

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

Non-Competitive Procurements

Personal Service Contracts

| | | |
|---|---|-------------|
| US Department of Commerce National Oceanic and Atmospheric Administration National Ocean Service | Contract MOA-2012-059/8595 In August 2007 an agreement between B&T and NOAA (Contract MOA-2007-010) in the amount of \$204,000 called for NOAA to install and maintain an air gap measurement system at the VN. The system includes a microwave sensor that measures the vertical clearance (air gap between the bottom of the bridge and the water surface) on a continuous basis. The air gap system ensures that large cruise ships and commercial vessels have proper clearance prior to their passing beneath the VN. Technological enhancements were made to the system under the 2007 agreement and it was extended through August 13, 2012. In addition, during that period NOAA received funding from the federal government to support participating agencies in the program which, in turn, offset costs to B&T. The U.S. Department of Commerce advised B&T that it will not extend the prior agreement and is requiring NOAA and B&T to enter into a new five year agreement. This agreement will be in effect as of August 14, 2012. | \$60,000.00 |
|---|---|-------------|

Modifications to Miscellaneous Procurement Contracts

| | | |
|---------------|---|--------------|
| Citilog, Inc. | Contract No. 04-TD-2710 Additional funding to upgrade the Video Incident Detection System (VIDS) software and install a VIDS at the Henry Hudson Bridge. | \$267,828.00 |
|---------------|---|--------------|

Competitive Procurements

Commissioner Cappelli stated that there are five competitive procurements this month totaling \$7.98 million.

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

Competitive Procurements

Request to USE RFP for Procurement of Purchase & Public Works in lieu of Sealed Bid

| | | |
|------------------------------|--|-----------------------|
| Contractors to be Determined | Contract No. VN-87 Request that the Board declare competitive bidding to be impractical and/or inappropriate and authorize B&T to enter into a competitive Request for Proposal process for Design/Build Services for the Replacement of Substation #1 at the Verrazano-Narrows Bridge. | Cost to be Determined |
|------------------------------|--|-----------------------|

Personal Service Contracts

| | | |
|-------------------------------|---|----------------|
| Hatch Mott MacDonald NY, Inc. | Contract No. PSC-12-2913 Provide design and construction support services for Project BB-28, Phase II, Rehabilitation of the Tunnel Walls, Roadway, Drainage, Ceiling and Fireline at the Brooklyn Battery Tunnel. | \$2,702,411.00 |
|-------------------------------|---|----------------|

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

| | | |
|--|--|----------------|
| HNTB New York Engineering & Architecture, P.C. | Contract No. PSC-09-2852 Provide additional design services and construction support services for Project VN-80C, New Ramp at the Verrazano-Narrows Bridge. | \$2,070,495.00 |
|--|--|----------------|

Modifications to Purchase & Public Works Contracts

| | | |
|--------------------------|--|----------------|
| Judlau Contracting, Inc. | Contract No. HH-10 Additional work and credit under Contract HH-10, Replacement of the Upper Level Curb Stringers, and Roadway Lighting at the Henry Hudson Bridge. | \$1,088,573.00 |
|--------------------------|--|----------------|

| | | |
|---|--|--------------|
| Restani Construction Corp. | Contract No. VN-03B Additional work under Contract VN-03B, Toll Plaza Improvements at the Verrazano- Narrows Bridge. | \$643,394.00 |
| TAP Electrical Contracting Service, Inc. | Contract No. BB-45 Additional work and quantity adjustments under Contract BB-45, Replacement of Switchgear and Power Distribution System at the Brooklyn Battery Tunnel (now known as the Hugh L. Carey Tunnel.) | \$350,984.22 |

Modifications to Miscellaneous Procurement Contracts

| | | |
|----------------|--|--------------|
| Transdyn, Inc. | Contract No. 00-TD-2571 Continued maintenance services for the Advanced Traffic Management Incident, Detect, Evaluate, Act, System. | \$646,930.00 |
|----------------|--|--------------|

Ratifications

Commissioner Cappelli stated that there are no ratifications this month.

6. November Financial Plan 2013-2016

MTA Chief Financial Officer, Robert Foran, MTA Director of Risk Management, Laureen Coyne, and MTA Senior Director Capital Programs, Hilary Ring presented the November Financial Plan 2013-2016 and discussed the financial impact of Hurricane Sandy on the MTA and its agencies, and possible insurance reimbursement and FEMA assistance. The details of Mr. Foran's presentation are contained in a video recording of this meeting produced by the MTA and maintained in MTA records, and in the minutes of the MTA.

7. Authorization to Expend Available Funds for Hurricane Sandy Restoration and Adoption of Related MTA and TBTA Reimbursement Resolutions for Federal Tax Purposes

Upon a motion duly made and seconded, the MTA and TBTA Boards unanimously approved the following resolutions which would authorize:

- The MTA, including MTA Bus Company to finance the costs, whether capital or otherwise, incurred by it in connection with its preparation for and response to the impact of the storm arising out of Hurricane Sandy (the "2012 Superstorm") on its metropolitan transportation system, as more fully described in the attached staff summary and other documents referenced therein (the "MTA 2012 Storm Costs"). The MTA to finance the MTA 2012 Storm Costs through the issuance of tax-exempt debt and other sources to the maximum extent possible.

- Triborough Bridge and Tunnel Authority ("MTA Bridges and Tunnels") to finance (i) the MTA Bridges and Tunnels' costs, whether capital or otherwise, incurred by it in connection with its preparation for and response to the impact of the storm arising out of Hurricane Sandy (the "2012 Superstorm") on its bridges and tunnels and other facilities, as more fully described in the accompanying staff summary and capital program documents referenced therein (the "MTA Bridges and Tunnels 2012 Storm Costs") and/or (ii) the costs of the Metropolitan Transportation Authority, including MTA Bus Company (the "MTA"), whether capital or otherwise, incurred in connection with its preparation for and response to the impact of the 2012 Superstorm on its metropolitan transportation system, also as more fully described in the accompanying staff summary and documents referenced herein, to the extent not financed with debt of the MTA (the "MTA 2012 Storm Costs" and collectively with the MTA Bridges and Tunnels 2012 Storm Costs, and "Sandy Costs"). MTA Bridges and Tunnels to finance the Sandy Costs through the issuance of tax-exempt debt to the maximum extent possible (taking into account such tax-exempt debt issued by the MTA).

A copy of the staff summaries and resolutions setting forth the details of the above items are filed with the minutes of this date of the Triborough Bridge and Tunnel Authority.

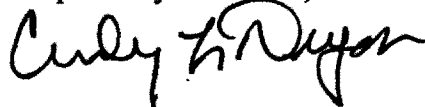
8. **Executive Session**

Upon a motion duly made and seconded, the Board voted to convene in Executive Session to discuss a matter pursuant to Section 105(h) of the Public Officers Law, the exchange of securities. Upon a motion duly made and seconded, the Board voted to reconvene in public session.

9. **Adjournment**

Upon a motion duly made and seconded, the Board unanimously voted to adjourn the meeting at 11:50 a.m.

Respectfully submitted,



Cindy L. Dugan
Assistant Secretary

**Regular Board Meeting
MTA Capital Construction Company
347 Madison Avenue
New York, NY 10017
Wednesday, November 28, 2012
9:30 a.m.**

The following members were present:

Hon. Joseph J. Lhota, Chairman and CEO
Hon. Andrew M. Saul, Vice Chairman
Hon. Jonathan A. Ballan
Hon. Robert C. Bickford
Hon. Allen P. Cappelli
Hon. Fernando Ferrer
Hon. Ira R. Greenberg
Hon. Jeffrey A. Kay
Hon. Mark D. Lebow
Hon. Charles G. Moerdler
Hon. Mitchell H. Pally
Hon. David A. Paterson
Hon. Carl V. Wortendyke

The following members were absent:

Hon. John H. Banks, III
Hon. Susan Metzger
Hon. Mark Page
Hon. James L. Sedore, Jr.
Hon. Ed Watt

Nuria Fernandez, Chief Operating Officer, Catherine Rinaldi, Chief of Staff, James B. Henly, MTA General Counsel, Stephen J. Morello, Counselor to the Chairman, Robert Foran, Chief Financial Officer, Board Member Andrew Albert, Board Member James Blair, Board Member Norman Brown, Thomas Prendergast, President, NYCTA, Helena Williams, President, Long Island Railroad, Howard Permut, President, Metro-North Rail Road, James Ferrara, President, TBTA, Thomas Del Sorbo, Executive V.P, Finance, MTA Bus Company, and Michael Horodniceanu, President, MTA Capital Construction, also attended the meeting.

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

Chairman and CEO Lhota called the meeting to order.

Public Comment Period

There were five public speakers none of whom discussed items specific to MTA Capital Construction. The subject matter of their comments is contained in the minutes of the meeting of the Board of the Metropolitan Transportation Authority held on November 28, 2012.

Chairman Lhota's Opening Remarks

Chairman Lhota's remarks are recorded and filed with the minutes of the meeting of the Board of the Metropolitan Transportation Authority held on November 28, 2012.

Approval of Minutes

Upon motion duly made and seconded, the MTA Board approved the minutes of the regular Board meeting held on September 27, 2012.

Capital Construction Procurements

Upon motion duly made and seconded, the Board approved the following competitive procurement items:

1. A modification to the East Side Access Project's Owner Controlled Insurance Program contract for an extension of time.
2. A modification to the Fulton Street Transit Center Project's Fulton Center Enclosures contract to furnish and install new housings for signage and advertising display panels.
3. A modification to the No. 7 Line Extension Project's Finishes and Systems contract to provide various changes to the medium voltage switchgear at Sites J and K.
4. A modification to the East Side Access Project's Plaza Substation and Queens Structures contract for the installation of the permanent structure for the Yard Lead Approach Tunnel at the Yard Lead Track.
5. A modification to the East Side Access Project's Plaza Substation and Queens Structures contract for the installation of the invert slabs in Tunnel A and the Yard Lead Tunnel and, the installation of a utility bench in Tunnel A.
6. A modification to the East Side Access Project's Harold Structures Part I contract to revise the work of relocating LIRR's Signal and Track Department Facility at Harold Interlocking.
7. A modification to the East Side Access Project's Harold Structures Part I contract for the installation of for Catenary Pole B-921W along with associated foundations and hardware.

Upon motion duly made and seconded, the Board ratified the following procurement items:

1. A modification to the Second Avenue Subway Project's Civil, Structural and Utility Relocation for the 96th St. Station contract for additional work associated with revised station waterproofing requirements.

2. A modification to the Fulton Street Transit Center Project's Restoration of the Corbin Building contract to apply Keim Coating System to preserve the existing Terra Cotta.
3. A modification to the Second Avenue Subway Project's Consultant Construction Management contract for the expansion and management of the Community Outreach Program.
4. A modification to the Fulton Street Transit Center Project's Fulton Center Enclosures contract to perform miscellaneous iron and metal work changes.
5. A modification to the Second Avenue Subway Project's Construction of the Second Avenue Subway Tunnel from 92nd to 63rd Streets contract in order to resolve a differing site condition claim associated with construction of the secant pile wall.
6. A modification to the Security Program Project's Street Level Perimeter Protection for Atlantic Avenue/Pacific Street Complex contract for the fabrication of re-designed bollards and concrete foundations along with associated sidewalk work.
7. A modification to the East Side Access Project's Harold Structures Part I contract for the storage of fabricated material at off-site locations.
8. A modification to the East Side Access Project's 44th St. Vent Plant and 245 Park Avenue Entrance contract for the excavation and lining of Shaft #1 at the 44th St. Vent Plant Facility.

Board Member Charles G. Moerdler recused himself on procurement ratification item number 7.

A copy of the resolutions, Staff Summaries and details of the above items are filed with the records of the meeting of the Board of the Metropolitan Transportation Authority held on November 28, 2012.

Executive Session

Upon motion duly made and seconded, the Board voted to convene an executive session to consider matters concerning exchange of securities. Upon motion duly made and seconded, the Board reconvened in public session.

Adjournment

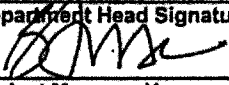

Upon motion duly made and seconded, the Board voted to adjourn the public meeting at 10:50 a.m.

Respectfully submitted,





David K. Cannon
Assistant Secretary

Staff Summary

| |
|--|
| Subject Authority to Issue TRB, DTF and TBTA Bond Anticipation Notes (BANs) to finance Tropical Storm Sandy restoration work and to issue Bonds under each resolution to pay off BANs. |
| Department Finance |
| Department Head Name Robert E. Foran, Chief Financial Officer |
| Department Head Signature  |
| Project Manager Name Patrick J. McCoy, Director of Finance  |

| |
|----------------------------------|
| Date December 19, 2012 |
| Vendor Name |
| Contract Number |
| Contract Manager Name |
| Table of Contents Ref # |

| Board Action | | | | | |
|--------------|---------------|-------|----------|------|-------|
| Order | To | Date | Approval | Info | Other |
| 1 | Finance Comm. | 12/17 | X | | |
| 2 | Board | 12/19 | X | | |

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

PURPOSE:

The MTA Finance Department is seeking MTA and TBTA Board authorization and approval of the necessary documentation to issue (1) new money Bond Anticipation Notes (BANs) to generate net proceeds of \$2.5 billion for interim financing of work to restore infrastructure damaged by Tropical Storm Sandy, and (2) Bonds to repay the BANs.

Interim financing of projects to restore damaged infrastructure of the transit and commuter systems (which projects are being incorporated, by amendment, into the approved transit and commuter capital programs) is expected through the issuance of up to \$2 billion of BANs under the Transportation Revenue Resolution (TRB), or the Dedicated Tax Fund (DTF) Resolution. The total amount of borrowing for transit or commuter purposes on an aggregate basis to finance projects to restore damaged infrastructure across the TRB and DTF Resolutions is limited to \$2 billion. Interim financing of projects to restore TBTA's facilities of up to \$500 million is expected through BAN issuance under the TBTA General Revenue Bond Resolution. Depending on the timing of the incurrence of the costs of repairs relating to Tropical Storm Sandy, authorization may be sought in the future for the issuance of additional BANs and Bonds. Proceeds of the BANs are also authorized as reimbursement for MTA and TBTA funds expended on Sandy related repairs.

The MTA Finance Department will continue to report to the Finance Committee of the Board at each regularly scheduled meeting of such committee on the status of the proposed debt issuance schedule, the results of each note or bond issue, planned note or bond issues for the following month, and any anticipated adjustment in the financing schedule.

DISCUSSION:

1. To obtain MTA and TBTA Board approval of the following resolutions, documents and activities in connection with the issuance of BANs and/or Bonds to provide a net proceeds amount of up to \$2.5 billion, the proceeds of which will be applied to pay for costs associated with approved projects to be set forth in the transit, commuter and MTA capital programs:

- Separate Supplemental Resolutions authorizing TRB Bonds and TRB BANs, including providing for the following:

- o The issuance of BANs under the TRB Resolution, in one or more series from time to time, in an amount sufficient to produce net proceeds of up to \$2 billion, including TRB BANs issued to pay maturing TRB BANs or DTF BANs, necessary to finance transit or commuter capital programs, plus applicable issuance costs and any original issue discount,
- o Issuance of such TRB BANs in competitive or negotiated public sales, by direct placement or in connection with a revolving credit or other loan agreement,
- o Ability to covenant to apply amounts received from FEMA or insurance recoveries on a mandatory basis to the payment of such TRB BANs, and
- o The issuance of Bonds under the TRB Resolution in an amount sufficient to retire the TRB BANs when due, plus accrued interest and applicable issuance costs and any original issue discount.
- Separate Supplemental Resolutions authorizing DTF Bonds and DTF BANs, including providing for the following:
 - o The issuance of BANs under the DTF Resolution, in one or more series from time to time, in an amount sufficient to produce net proceeds of up to \$2 billion, including DTF BANs issued to pay maturing DTF BANs or TRB BANs, necessary to finance transit or commuter capital programs, plus applicable issuance costs and any original issue discount,
 - o Issuance of such DTF BANs in competitive or negotiated public sales, by direct placement or in connection with a revolving credit or other loan agreement, and
 - o The issuance of Bonds under the DTF Resolution in an amount sufficient to retire the DTF BANs when due, plus accrued interest and applicable issuance costs and any original issue discount.
- Separate Supplemental Resolutions authorizing TBTA Bonds and TBTA BANs, including providing for the following:
 - o The issuance of BANs under the TBTA Resolution in an amount sufficient to produce net proceeds of up to \$500 million, in one or more series from time to time, necessary to finance capital projects of MTA Bridges and Tunnels, plus applicable issuance costs and any original issue discount,
 - o Issuance of such TBTA BANs in competitive or negotiated public sales, by direct placement or in connection with a revolving credit or other loan agreement, and
 - o The issuance of TBTA General Revenue Bonds in an amount sufficient to retire the TBTA BANs when due, plus accrued interest and applicable issuance costs and any original issue discount.

2. With respect to the above-referenced financial transactions set forth in paragraph 1, 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, and in each case, on behalf of MTA and TBTA, the Chief Financial Officer of MTA, and the Director, Finance of MTA (i) to award the Bonds either pursuant to competitive bid or to members (or entities related to such firms) of the MTA underwriting syndicate pursuant to a negotiated sale; (ii) to award the BANS either (a) pursuant to competitive bid, (b) to members (or entities related to such firms) of the MTA underwriting syndicate pursuant to a negotiated sale, (c) to any financial institution pursuant to direct sales, or (d) to any financial institution that is a member of the Federal Home Loan Bank System and rated at least investment grade by any two nationally recognized rating agencies that rate obligations of MTA and TBTA in connection with any loan agreement; and (iii) to execute and/or deliver in each case, where appropriate:

- o Notices of Sale and bid forms,
- o Purchase Agreements with underwriters,
- o Direct Purchase Agreements,
- o Revolving Credit Agreements or other Loan Agreements,
- 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 Escrow Agreements, and
- o Investment Agreements.

Any such documents will be in substantially the form of any document previously entered into by MTA or TBTA for previous issues and programs, with such changes as approved by any one or more of the foregoing officers. In addition, such officers are hereby authorized to terminate, amend, supplement, replace or extend any

Staff Summary

such documents, related thereto, as they shall deem advisable. The MTA and TBTA Boards hereby further delegate to such officers authority to take such other actions as may be necessary or desirable to effectuate such transactions.

3. On behalf of MTA and its subsidiaries and affiliates, to authorize the Chairman and Chief Executive Officer, the Vice Chairman, the Chair of the Finance Committee, as appropriate, and in each case, the Chief Financial Officer of the MTA, the Director of Budgets and Financial Management of MTA and the Director, Finance of MTA to take such other actions as may be necessary or desirable to effectuate the issuance of the new money bonds and BANS and other financial transactions set forth in paragraphs 1 and 2.

ALTERNATIVES:

There are no interim financing alternatives to finance Sandy related restoration projects until recovery monies become available.

RECOMMENDATION:

The Boards approve the above-referenced resolutions and other actions described above.

METROPOLITAN TRANSPORTATION AUTHORITY

**BOND ANTICIPATION NOTES, SERIES 2013A,
AND RELATED SUBORDINATED INDEBTEDNESS
TRANSPORTATION REVENUE BOND SUPPLEMENTAL RESOLUTION**

Adopted December 19, 2012

**BOND ANTICIPATION NOTES, SERIES 2013A, AND
RELATED SUBORDINATED INDEBTEDNESS
TRANSPORTATION REVENUE BOND SUPPLEMENTAL RESOLUTION**

BE IT RESOLVED by the Board of 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, Article A-II and Article A-VIII of, a resolution adopted by the Issuer on March 26, 2002, entitled "General Resolution Authorizing Transportation Revenue Obligations", as heretofore supplemented (the "Resolution").

SECTION 1.02. Definitions.

1. All terms which are defined in Section 101 of the Resolution shall have the same meanings, respectively, in this Bond Anticipation Notes, Series 2013A, and Related Subordinated Indebtedness Transportation Revenue Bond Supplemental Resolution (hereinafter referred to as the "Supplemental Resolution") as such terms are given in said Section 101 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 Vice Chairman, the Chair of the Finance Committee, the Chief Financial Officer or the Director, Finance of the 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.

"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.

"Direct Purchase Agreement" has the meaning given such term in Section 2.09 hereof.

"Loan Agreement" has the meaning given such term in Section 2.09 hereof.

"Noteholder", "Holder" or "Holder of Notes", or any similar term, means any person who shall be the registered owner of any Outstanding Series 2013A Note or Notes.

"Notice of Sale" shall mean the form of Notice of Sale to be distributed with the Preliminary Official Statement, hereinafter defined, and published in the event of a competitive sale of the Series 2013A Notes.

"Series 2013B Bonds" shall mean the Transportation Revenue Bonds, Series 2013B authorized by Article II of the Resolution and pursuant to a resolution of the Issuer adopted as of the date that this resolution is adopted.

"Series 2013A Notes" shall mean the Transportation Revenue Bond Anticipation Notes, Series 2013A, authorized to be issued, in accordance with Section A-203 of the Standard Resolution Provisions, pursuant to this Supplemental Resolution.

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 2013A NOTES

SECTION 2.01. Principal Amount, Designation and Series. In accordance with the provisions of the Resolution, one or more Series of Transportation Revenue Bond Anticipation Notes constituting Obligation Anticipation Notes under the Resolution (which may be issued in one or more Series or subseries and from time to time, which for purposes of this Supplemental Resolution shall collectively be referred to herein as the "Series 2013A Notes", subject to redesignation as hereinafter provided) and entitled to the benefit, protection and security of this Supplemental Resolution are hereby authorized to be issued in an aggregate principal amount not exceeding \$2,000,000,000 at any one time Outstanding reduced by the amount of bond anticipation notes then Outstanding issued under the Metropolitan Transportation Authority Bond Anticipation Notes, Series 2013A, and Related Subordinated Indebtedness Dedicated Tax Fund Bond Supplemental Resolution, adopted December 19, 2012 (the "DTF Series 2013A Notes"). Such Transportation Revenue Bond Anticipation Notes shall be designated as, and shall be distinguished from the Transportation Revenue Bond Anticipation Notes of all other Series by the title, "Transportation Revenue Bond Anticipation Notes, Series 2013A", with such further or different designations as may be provided in any Certificate of Determination.

SECTION 2.02. Use of Proceeds. The proceeds of the Series 2013A Notes shall be used only for the purposes set forth in one or more Certificates of Determination and may include (i) the payment of all or any part of the Capital Costs (including the reimbursement of any amounts advanced by any Related Entity for the interim payment of Capital Costs), including Costs of Issuance related to the Series 2013A Notes and (ii) the payment of the principal and interest of Outstanding Series 2013A Notes or DTF Series 2013A Notes.

SECTION 2.03. Date, Maturity and Interest for Series 2013A Notes; Redemption. The Series 2013A Notes shall be dated the date or dates determined in any

Certificate of Determination. The Series 2013A Notes shall mature on the date or dates and in the principal amount or amounts, and shall bear interest at the rate or rates per annum, if any, determined in any Certificate of Determination. Except as otherwise provided in any Certificate of Determination, the Series 2013A Notes shall not be subject to redemption prior to maturity.

SECTION 2.04. Interest Payments. The Series 2013A Notes shall bear interest from the dates determined in any Certificate of Determination, 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 2013A Notes 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 2013A Notes shall be issuable in fully registered form in the denomination of \$5,000 or any integral multiple thereof. The Series 2013A Notes shall be numbered from one (1) consecutively upwards.

SECTION 2.06. Places of Payment and Paying Agents. Except as otherwise provided in any Certificate of Determination, the principal and Redemption Price of the Series 2013A Notes shall be payable to the registered owner of each Series 2013A Note when due upon presentation of such Series 2013A Note at the principal corporate trust office of the Trustee. Except as otherwise provided in any Certificate of Determination, interest on the registered Series 2013A Notes 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 records or, at the option of any Holder of at least one million dollars (\$1,000,000) in principal amount of the Series 2013A Notes, by wire transfer in immediately available funds on each interest payment date to such Holder thereof upon written notice from such Holder to the Trustee, at such address as the Trustee may from time to time notify such Holder, containing the wire transfer address (which shall be in the continental United States) to which such Holder 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. Sources of Payment

(a) The principal of and interest on the Series 2013A Notes shall be payable solely from (i) the proceeds of any other Series 2013A Notes, (ii) the proceeds of the Series 2013B Bonds, and (iii) the proceeds of notes or other evidences of indebtedness or any other amounts, in each case if and to the extent such amounts may lawfully be used to make such payments and the Issuer in its discretion elects to apply such amounts to such payments. The amounts referred to in clause (iii) of the preceding sentence may include any recoveries from the Federal Emergency Management Agency, from insurance proceeds or from other governmental sources relating to Tropical Storm Sandy referred to in any Certificate of Determination, and any such Certificate of Determination may include such covenants relating to the application of such amounts deemed necessary or desirable by the Authorized Officer executing such Certificate of Determination in order to obtain desired ratings or interest rates on any Series 2013A Notes. The interest on the Series 2013A Notes is also payable from amounts available for transfer pursuant to Section 504(b) and Section 505.3 of the Resolution for the payment of Subordinated Indebtedness.

(b) There are hereby pledged to the payment of principal and interest on the Series 2013A Notes the proceeds of the Series 2013B Bonds, and such pledge has priority over any other pledge thereof created by the Resolution, including Section 501. There is hereby pledged to the payment of interest on the Series 2013A Notes amounts available for transfer pursuant to Section 504(b) and Section 505.3 of the Resolution for the payment of Subordinated Indebtedness in accordance with and subject to the limitations contained in Section 506 of the Resolution.

SECTION 2.08. 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 2013A Notes:

(a) to determine the amount of the proceeds of the Series 2013A Notes estimated to be necessary to pay the Costs of Issuance of the Series 2013A Notes payable from amounts deposited in the Series 2013A Note Proceeds Account in the Proceeds Fund;

(b) to determine the principal amount of the Series 2013A Notes to be issued, which principal amount shall not exceed the amount described in Section 2.01 of this Supplemental Resolution, and whether such Series 2013A Notes shall be issued in one or more Series or subseries;

(c) to determine the maturity date and principal amount of each maturity of the Series 2013A Notes; provided that the Series 2013A Notes shall mature no later than five years after the date of issuance of such Series 2013A Notes;

(d) to determine the date or dates which the Series 2013A Notes shall be dated and the interest rate or rates of the Series 2013A Notes, provided that the true interest cost (as calculated by the officers of the Issuer executing any

Certificate of Determination, which calculation shall be conclusive) on the Series 2013A Notes bearing a fixed rate of interest shall not exceed 4.00% per annum and for Series 2013A Notes bearing interest at a variable interest rate shall not exceed a rate equal to SIFMA or one-month or three-month LIBOR or any short-term index generally accepted in the marketplace, in each case, plus 4.00% and any default rate or equivalent rate shall not exceed the sum of 4.00% plus either a specified prime rate or the federal funds rate;

(e) to determine the Redemption Price or Redemption Prices, if any, and the redemption terms, if any, for the Series 2013A Notes; provided, however, that if the Series 2013A Notes 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 2013A Notes to be redeemed, plus accrued interest thereon up to but not including the date of redemption;

(f) to determine the advisability of conducting the sale of all or any portion of the Series 2013A Notes through competitive bidding or through a negotiated sale, and to determine the purchase price for the Series 2013A Notes to be paid by the purchasers pursuant to either a competitive bid process or by the purchasers referred to in the Note Purchase Agreement described in Section 2.09 of this Supplemental Resolution in the event the Series 2013A Notes are sold, in such officer's discretion, through a negotiated sale, which may include such original premium and original issue discount as shall be determined in any Certificate of Determination, provided, however, that in the case of a negotiated transaction, underwriters' discount reflected in such purchase price shall not exceed \$3.50 for each one thousand dollars (\$1,000) principal amount of the Series 2013A Notes;

(g) to determine the advisability of conducting the sale of all or any portion of the Series 2013A Notes directly to any financial institution or institutions referred to in a Direct Purchase Agreement and to determine the purchase price for the Series 2013A Notes to be paid by such financial institution or institutions which may include such discount or payment to such financial institution or institutions as shall be determined in any Certificate of Determination;

(h) to determine whether to issue any portion of the Series 2013A Notes directly to any financial institution or institutions referred to in a Loan Agreement and to determine the fees payable pursuant to such Loan Agreement relating to the Series 2013A Notes to be paid to such financial institution or institutions which may include such payment for amounts available to be borrowed but not at the time borrowed under such Loan Agreement to such financial institution or institutions as shall be determined in any Certificate of Determination; provided, however, that such payments shall not exceed 2.00% of the amount available to be borrowed but not at the time borrowed under such Loan Agreement;

(i) to determine the advisability, as compared to an unenhanced transaction, of obtaining municipal bond insurance or any other credit or liquidity facility, to determine and accept the terms and provisions and price thereof, to determine the items to be pledged to the Series 2013A Notes from those permitted by Section A-203 of the Resolution, and to determine such other matters as the officer executing any Certificate of Determination shall consider necessary or appropriate and to effect such determinations by making any changes in or additions to this Supplemental Resolution required by bond insurers or the provider of any other credit or liquidity facility, if any, or required by the bond rating agencies in order to attain or maintain specific ratings on the Series 2013A Notes, or relating to the mechanism for the payment of insurance premium, credit or liquidity facility fees, notices, the provision of information, and such other matters of a technical, mechanical, procedural or descriptive nature necessary or appropriate to implement an insurance policy or any other credit or liquidity facility with respect to the Series 2013A Notes, and to make any changes in connection therewith. Such changes may include, but are not limited to, the making of any additional covenants with Noteholders or other parties deemed necessary or appropriate by the officer executing any Certificate of Determination;

(j) to take all actions required for the Series 2013A Notes 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 letter of representation with, or other form of document required by, 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 Notes issuable in fully registered form; and

(k) to determine any other matters provided for herein, including the matters set forth in Sections 2.11 and 2.12 hereof.

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 Series 2013A Notes 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 Series 2013A Notes 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 2013A Notes, as appropriate for any purposes, including, if any Series 2013A Notes 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 Series 2013A Notes 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 Series 2013A Notes or manner of sale.

SECTION 2.09. Sale of Series 2013A Notes. Each Authorized Officer is hereby authorized either (i) to sell and award all or any portion of the Series 2013A Notes through a competitive bidding process to purchasers meeting the requirements of one or more Notices of Sale to be published in order to give notice of the competitive sale of the Series 2013A Notes and one or more bid forms, which Notices of Sale and bid forms shall be in such form as deemed appropriate by such Authorized Officer; (ii) to sell and award all or any portion of the Series 2013A Notes through a negotiated sale to the purchasers who shall be referred to in the Note Purchase Agreement and who shall be selected from the then current list of approved underwriters, which Note Purchase Agreement shall be substantially in the form of the Purchase Agreement most recently executed and delivered by the Issuer in connection with the sale of Obligations, with such revisions to reflect the terms and provisions of the Series 2013A Notes as may be approved by the Authorized Officer executing the Note Purchase Agreement (the "Note Purchase Agreement"); (iii) to sell and award all or any portion of the Series 2013A Notes through a direct sale to the financial institution or institutions who shall be referred to in the Direct Purchase Agreement or Agreements, which Direct Purchase Agreement or Agreements shall be substantially in the form of the Note Purchase Agreement with such revisions to reflect the direct sale of the Series 2013A Notes to such financial institution or institutions as may be approved by the Authorized Officer executing the Direct Purchase Agreement (each, a "Direct Purchase Agreement"); (iv) to issue all or any portion of the Series 2013A Notes directly to any financial institution or institutions referred to in a Loan Agreement or Agreements that is a member of the Federal Home Loan Bank System and is rated at least investment grade by any two nationally recognized rating agencies that rate the Obligations of the Issuer at the request of the Issuer, which may be in the form of a revolving credit agreement, term loan agreement or other form of loan arrangement as may be approved by the Authorized Officer executing the Loan Agreement (each, a "Loan Agreement"); or (v) to undertake any combination of two or more of the foregoing alternatives, as shall be determined in any Certificate of Determination. Each Authorized Officer is hereby authorized (i) to award the Series 2013A Notes pursuant to a Notice of Sale to one or more successful bidders therefor in accordance with the Notice of Sale and bid form, (ii) to select the representative of the underwriters as referred to in the Note Purchase Agreement and to execute and deliver the Note Purchase Agreement 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 Note Purchase Agreement, said execution being conclusive evidence of such approval and concurrence in the selection of the representative of the underwriters; (iii) to select the financial institution or institutions with whom to enter into a Direct Purchase Agreement or Agreements and to execute and deliver the Direct 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 Direct Purchase Agreement or Agreements, said execution being conclusive evidence of such approval and of the selection of the financial institution or institutions; and (iv) to select the financial institution or institutions with whom to enter into a Loan Agreement or Agreements and to execute and deliver the Loan Agreement or Agreements for and on behalf and in the name of the Issuer in such form as may be approved by the officer executing the Loan Agreement or Agreements, said execution being conclusive evidence of such approval and of the selection of

the financial institution or institutions. Each Authorized Officer is hereby authorized (i) to select potential bidders in the case of a competitive sale, (ii) to select the representative of the underwriters and other underwriters in the case of a negotiated sale from among the underwriters qualified by the Issuer to serve as senior managing underwriters, (iii) to select in the case of a direct sale the financial institution or institutions to be party to such direct sale, and (iv) to select in the case of a loan arrangement the financial institution or institutions to be party to such loan arrangement.

Each Authorized Officer is hereby authorized, to the extent required, to make public and to authorize the use and distribution by said purchasers of a Preliminary Official Statement (the "Preliminary Official Statement"), in connection with the public offering of the Series 2013A Notes, in substantially the form most recently executed or delivered by the Issuer in connection with the sale of Obligations of the Issuer, with such changes, omissions, insertions and revisions as such Authorized Officer shall deem advisable, said distribution being conclusive evidence of the approval of such changes, omissions, insertions and revisions. The Issuer authorizes any of said Authorized Officers to deliver a certification to the effect that the Preliminary Official Statement, 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.

Each Authorized Officer is hereby authorized, to the extent required, to make public and to authorize distribution of a final Official Statement in substantially the form of the Preliminary Official Statement, with such changes, omissions, insertions and revisions as such Authorized Officer shall deem advisable, to sign such Official Statement and to deliver such Official Statement to the purchasers of the Series 2013A Notes, said execution being conclusive evidence of the approval of such changes, omissions, insertions and revisions.

Notwithstanding the preceding two paragraphs, however, each Authorized Officer may make public and authorize the use and distribution of a final Official Statement in connection with the public offering of the Series 2013A Notes meeting the requirements of the preceding two paragraphs and may deem such Official Statement final as of its date for purposes of Rule 15c2-12 of the Securities and Exchange Commission.

Each Authorized Officer is hereby authorized to deliver such disclosure materials required in connection with the execution and delivery of any Direct Purchase Agreement or Loan Agreement and to make any required certifications in connection therewith.

Each Authorized Officer is hereby authorized, to the extent required, to execute and deliver for and on behalf and in the name of the Issuer a Continuing Disclosure Agreement, substantially in the form of the Continuing Disclosure Agreement most recently executed and delivered by the Issuer in connection with the sale of Obligations, or such other form authorized by the Issuer in connection with other financings prior to the issuance of the Series 2013A Notes, with such changes, omissions, insertions and revisions as such Authorized Officer shall deem advisable (the "Continuing Disclosure Agreement"), said execution being conclusive evidence of the approval of such changes, omissions, insertions and revisions.

Each Authorized Officer (including any Assistant Secretary of the Issuer) is hereby authorized and directed to execute and deliver any and all documents and instruments and to do and cause to be done any and all acts necessary or proper for carrying out the Notice of Sale, the Note Purchase Agreement, the Direct Purchase Agreement, the Loan Agreement, the Continuing Disclosure Agreement, the terms of any municipal bond insurance or any other credit or liquidity facility, and the issuance, sale and delivery of the Series 2013A Notes, and for implementing the terms of the Series 2013A Notes 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 such Authorized Officer individually.

SECTION 2.10. Forms of Series 2013A Notes and Authentication Certificate. The form of registered Series 2013A Notes, and the certificate of authentication, shall be of substantially the form and tenor provided in any Certificate of Determination.

SECTION 2.11. Appointment of Trustee, Paying Agent and other Agents. There is hereby delegated to any Authorized Officer executing any Certificate of Determination the right and authority to appoint any trustee, paying agent, fiscal agent or other agent with respect to the Series 2013A Notes deemed advisable by such Authorized Officer and to determine the terms and provisions of any arrangements with any such parties.

SECTION 2.12. General Provisions. As and to the extent provided in any Certificate of Determination, the provisions of Articles A-III, IV, A-IV, A-VII, A-IX and A-XI of the Resolution may apply equally to the Series 2013A Notes as though set forth in full herein but with each reference to Bonds being a reference to Series 2013A Notes, except as affected by the terms hereof and the procedures of the Securities Depository; provided that the Authorized Officer executing any Certificate of Determination may, in the alternative, set forth in any Certificate of Determination provisions relating to any such matters as deemed necessary or appropriate by such Authorized Officer.

ARTICLE III

DISPOSITION AND ALLOCATION OF SERIES 2013A NOTES PROCEEDS

SECTION 3.01. Disposition of Series 2013A Note Proceeds. Except as otherwise provided in any Certificate of Determination, the proceeds of the sale of the Series 2013A Notes shall be deposited in the Series 2013A Note Proceeds Account which is hereby established in the Proceeds Fund and applied to the payment of Capital Costs, including any Costs of Issuance and accrued interest, and the payment of principal of and interest on Outstanding Series 2013A Notes or DTF Series 2013A Notes.

ARTICLE IV

TAX COVENANT PROVISIONS AND DEFEASANCE

SECTION 4.01. Tax Covenants Relating to the Series 2013A Notes. The Issuer covenants that, in order to maintain the exclusion from gross income for Federal income

tax purposes of the interest on the Series 2013A Notes 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 1986 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 the "Arbitrage and Use of Proceeds Certificate" or "Tax Certificate" to be executed by the Issuer in connection with the execution and delivery of the Series 2013A Notes issued as Tax-Exempt Obligations, as amended from time to time.

As used herein, 1986 Code shall mean the Internal Revenue Code of 1986, as amended to the date of initial issuance and delivery of the Series 2013A Notes, and the applicable regulations thereunder, and any reference herein to any section thereof shall, to the extent the provisions of the 1986 Code are included in a successor code or in an equivalent section or sections of such successor code, be deemed to include such successor code and the equivalent section or sections of such successor code and the applicable regulations thereunder.

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 Holders of the Series 2013A Notes, or the Trustee acting on their behalf, shall be entitled to the rights and remedies provided to Bondholders under Section 702 of the Resolution (as though such provisions related to Series 2013A Notes rather than Bonds), and (b) neither the Holders of the Notes of any Series (other than the Series 2013A Notes 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 Noteholders under the Resolution based upon the Issuer's failure to observe, or refusal to comply with, the above covenant.

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 this Supplemental Resolution, all or less than all Outstanding Series 2013A Notes and the provisions of Section 4.01 hereof shall then be of any force or effect, then, notwithstanding the provisions of this Supplemental Resolution, the Series 2013A Notes 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 this Supplemental Resolution unless (i) the Issuer has confirmed in writing that the Holders of the Series 2013A Notes which the Issuer then seeks to pay or cause to be paid will continue, after such action, to have the benefit of a covenant of the Issuer to the effect of the covenant 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 1986 Code (as defined in Section 4.01 hereof) will not affect the then current treatment of interest on the Series 2013A Notes issued as Tax-Exempt Obligations in determining gross income for Federal income tax purposes.

METROPOLITAN TRANSPORTATION AUTHORITY

**BOND ANTICIPATION NOTES, SERIES 2013A,
AND RELATED SUBORDINATED INDEBTEDNESS
DEDICATED TAX FUND BOND SUPPLEMENTAL RESOLUTION**

Adopted December 19, 2012

**BOND ANTICIPATION NOTES, SERIES 2013A, AND
RELATED SUBORDINATED INDEBTEDNESS
DEDICATED TAX FUND BOND SUPPLEMENTAL RESOLUTION**

BE IT RESOLVED by the Board of 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, Article A-II and Article A-VIII of, a resolution adopted by the Issuer on March 26, 2002, entitled "Dedicated Tax Fund Obligation Resolution", as heretofore supplemented (the "Resolution").

SECTION 1.02. Definitions.

1. All terms which are defined in Section 101 of the Resolution shall have the same meanings, respectively, in this Bond Anticipation Notes, Series 2013A, and Related Subordinated Indebtedness Dedicated Tax Fund Bond Supplemental Resolution (hereinafter referred to as the "Supplemental Resolution") as such terms are given in said Section 101 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 Vice Chairman, the Chair of the Finance Committee, the Chief Financial Officer or the Director, Finance of the 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.

"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.

"Direct Purchase Agreement" has the meaning given such term Section 2.09 hereof.

"Loan Agreement" has the meaning given such term Section 2.09 hereof.

"Noteholder", "Holder" or "Holder of Notes", or any similar term, means any person who shall be the registered owner of any Outstanding Series 2013A Note or Notes.

"Notice of Sale" shall mean the form of Notice of Sale to be distributed with the Preliminary Official Statement, hereinafter defined, and published in the event of a competitive sale of the Series 2013A Notes.

"Series 2013A Bonds" shall mean the Dedicated Tax Fund Bonds, Series 2013A, authorized by Article II of the Resolution and pursuant to a resolution of the Issuer adopted as of the date that this resolution is adopted.

"Series 2013A Notes" shall mean the Dedicated Tax Fund Bond Anticipation Notes, Series 2013A, authorized to be issued, in accordance with Section A-203 of the Standard Resolution Provisions, pursuant to this Supplemental Resolution.

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 2013A NOTES

SECTION 2.01. Principal Amount, Designation and Series. In accordance with the provisions of the Resolution, one or more Series of Dedicated Tax Fund Bond Anticipation Notes constituting Obligation Anticipation Notes under the Resolution (which may be issued in one or more Series or subseries and from time to time, which for purposes of this Supplemental Resolution shall collectively be referred to herein as the "Series 2013A Notes", subject to redesignation as hereinafter provided) and entitled to the benefit, protection and security of this Supplemental Resolution are hereby authorized to be issued in an aggregate principal amount not exceeding \$2,000,000,000 at any one time Outstanding reduced by the amount of bond anticipation notes then Outstanding issued under the Metropolitan Transportation Authority Bond Anticipation Notes, Series 2013A, and Related Subordinated Indebtedness Transportation Revenue Bond Supplemental Resolution, adopted December 19, 2012 (the "TRB Series 2013A Notes"). Such Dedicated Tax Fund Bond Anticipation Notes shall be designated as, and shall be distinguished from the Dedicated Tax Fund Bond Anticipation Notes of all other Series by the title, "Dedicated Tax Fund Bond Anticipation Notes, Series 2013A", with such further or different designations as may be provided in any Certificate of Determination.

SECTION 2.02. Use of Proceeds. The proceeds of the Series 2013A Notes shall be used only for the purposes set forth in one or more Certificates of Determination and may include (i) the payment of all or any part of the Capital Costs (including the reimbursement of any amounts advanced by any Related Entity for the interim payment of Capital Costs), including Costs of Issuance related to the Series 2013A Notes and (ii) the payment of the principal and interest of Outstanding Series 2013A Notes or TRB Series 2013A Notes.

SECTION 2.03. Date, Maturity and Interest for Series 2013A Notes; Redemption. The Series 2013A Notes shall be dated the date or dates determined in any

Certificate of Determination. The Series 2013A Notes shall mature on the date or dates and in the principal amount or amounts, and shall bear interest at the rate or rates per annum, if any, determined in any Certificate of Determination. Except as otherwise provided in any Certificate of Determination, the Series 2013A Notes shall not be subject to redemption prior to maturity.

SECTION 2.04. Interest Payments. The Series 2013A Notes shall bear interest from the dates determined in any Certificate of Determination, 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 2013A Notes 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 2013A Notes shall be issuable in fully registered form in the denomination of \$5,000 or any integral multiple thereof. The Series 2013A Notes shall be numbered from one (1) consecutively upwards.

SECTION 2.06. Places of Payment and Paying Agents. Except as otherwise provided in any Certificate of Determination, the principal and Redemption Price of the Series 2013A Notes shall be payable to the registered owner of each Series 2013A Note when due upon presentation of such Series 2013A Note at the principal corporate trust office of the Trustee. Except as otherwise provided in any Certificate of Determination, interest on the registered Series 2013A Notes 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 records or, at the option of any Holder of at least one million dollars (\$1,000,000) in principal amount of the Series 2013A Notes, by wire transfer in immediately available funds on each interest payment date to such Holder thereof upon written notice from such Holder to the Trustee, at such address as the Trustee may from time to time notify such Holder, containing the wire transfer address (which shall be in the continental United States) to which such Holder 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. Sources of Payment.

(a) The principal of and interest on the Series 2013A Notes shall be payable solely from (i) the proceeds of any other Series 2013A Notes, (ii) the proceeds of the Series 2013A Bonds, and (iii) the proceeds of notes or other evidences of indebtedness or any other amounts, in each case if and to the extent such amounts may lawfully be used to make such payments and the Issuer in its discretion elects to apply such amounts to such payments. The interest on the Series 2013A Notes is also payable from amounts available for transfer pursuant to Section 504.3, clause *second*, and Section 504.4, clause *second* of the Resolution for the payment of Subordinated Indebtedness.

(b) There are hereby pledged to the payment of principal and interest on the Series 2013A Notes the proceeds of the Series 2013A Bonds, and such pledge has priority over any other pledge thereof created by the Resolution, including Section 501. There is hereby pledged to the payment of interest on the Series 2013A Notes amounts available for transfer

pursuant to Section 504.3, clause *second*, and Section 504.4, clause *second*, of the Resolution for the payment of Subordinated Indebtedness in accordance with and subject to the limitations contained in Section 506 of the Resolution.

SECTION 2.08. 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 2013A Notes:

(a) to determine the amount of the proceeds of the Series 2013A Notes estimated to be necessary to pay the Costs of Issuance of the Series 2013A Notes payable from amounts deposited in the Series 2013A Note Proceeds Account in the Proceeds Fund;

(b) to determine the principal amount of the Series 2013A Notes to be issued, which principal amount shall not exceed the amount described in Section 2.01 of this Supplemental Resolution, and whether such Series 2013A Notes shall be issued in one or more Series or subseries;

(c) to determine the maturity date and principal amount of each maturity of the Series 2013A Notes; provided that the Series 2013A Notes shall mature no later than five years after the date of issuance of such Series 2013A Notes;

(d) to determine the date or dates which the Series 2013A Notes shall be dated and the interest rate or rates of the Series 2013A Notes, provided that the true interest cost (as calculated by the officers of the Issuer executing any Certificate of Determination, which calculation shall be conclusive) on the Series 2013A Notes bearing a fixed rate of interest shall not exceed 4.00% per annum and for Series 2013A Notes bearing interest at a variable interest rate shall not exceed a rate equal to SIFMA or one-month or three-month LIBOR or any short-term index generally accepted in the marketplace, in each case, plus 4.00% and any default rate or equivalent rate shall not exceed the sum of 4.00% plus either a specified prime rate or the federal funds rate;

(e) to determine the Redemption Price or Redemption Prices, if any, and the redemption terms, if any, for the Series 2013A Notes; provided, however, that if the Series 2013A Notes 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 2013A Notes to be redeemed, plus accrued interest thereon up to but not including the date of redemption;

(f) to determine the advisability of conducting the sale of all or any portion of the Series 2013A Notes through competitive bidding or through a negotiated sale, and to determine the purchase price for the Series 2013A Notes to be paid by the purchasers pursuant to either a competitive bid process or by the purchasers referred to in the Note Purchase Agreement described in Section 2.09

of this Supplemental Resolution in the event the Series 2013A Notes are sold, in such officer's discretion, through a negotiated sale, which may include such original premium and original issue discount as shall be determined in any Certificate of Determination, provided, however, that in the case of a negotiated transaction, underwriters' discount reflected in such purchase price shall not exceed \$3.50 for each one thousand dollars (\$1,000) principal amount of the Series 2013A Notes;

(g) to determine the advisability of conducting the sale of all or any portion of the Series 2013A Notes directly to any financial institution or institutions referred to in a Direct Purchase Agreement and to determine the purchase price for the Series 2013A Notes to be paid by such financial institution or institutions which may include such discount or payment to such financial institution or institutions as shall be determined in any Certificate of Determination;

(h) to determine whether to issue any portion of the Series 2013A Notes directly to any financial institution or institutions referred to in a Loan Agreement and to determine the fees payable pursuant to such Loan Agreement relating to the Series 2013A Notes to be paid to such financial institution or institutions which may include such payment for amounts available to be borrowed but not at the time borrowed under such Loan Agreement to such financial institution or institutions as shall be determined in any Certificate of Determination; provided, however, that such payments shall not exceed 2.00% of the amount available to be borrowed but not at the time borrowed under such Loan Agreement;

(i) to determine the advisability, as compared to an unenhanced transaction, of obtaining municipal bond insurance or any other credit or liquidity facility, to determine and accept the terms and provisions and price thereof, to determine the items to be pledged to the Series 2013A Notes from those permitted by Section A-203 of the Resolution, and to determine such other matters as the officer executing any Certificate of Determination shall consider necessary or appropriate and to effect such determinations by making any changes in or additions to this Supplemental Resolution required by bond insurers or the provider of any other credit or liquidity facility, if any, or required by the bond rating agencies in order to attain or maintain specific ratings on the Series 2013A Notes, or relating to the mechanism for the payment of insurance premium, credit or liquidity facility fees, notices, the provision of information, and such other matters of a technical, mechanical, procedural or descriptive nature necessary or appropriate to implement an insurance policy or any other credit or liquidity facility with respect to the Series 2013A Notes, and to make any changes in connection therewith. Such changes may include, but are not limited to, the making of any additional covenants with Noteholders or other parties deemed necessary or appropriate by the officer executing any Certificate of Determination;

(j) to take all actions required for the Series 2013A Notes 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 letter of representation with, or other form of document required by, 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 Notes issuable in fully registered form; and

(k) to determine any other matters provided for herein, including the matters set forth in Sections 2.11 and 2.12 hereof.

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 Series 2013A Notes 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 Series 2013A Notes 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 2013A Notes, as appropriate for any purposes, including, if any Series 2013A Notes 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 Series 2013A Notes 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 Series 2013A Notes or manner of sale.

SECTION 2.09. Sale of Series 2013A Notes. Each Authorized Officer is hereby authorized either (i) to sell and award all or any portion of the Series 2013A Notes through a competitive bidding process to purchasers meeting the requirements of one or more Notices of Sale to be published in order to give notice of the competitive sale of the Series 2013A Notes and one or more bid forms, which Notices of Sale and bid forms shall be in such form as deemed appropriate by such Authorized Officer; (ii) to sell and award all or any portion of the Series 2013A Notes through a negotiated sale to the purchasers who shall be referred to in the Note Purchase Agreement and who shall be selected from the then current list of approved underwriters, which Note Purchase Agreement shall be substantially in the form of the Purchase Agreement most recently executed and delivered by the Issuer in connection with the sale of Obligations, with such revisions to reflect the terms and provisions of the Series 2013A Notes as may be approved by the Authorized Officer executing the Note Purchase Agreement (each, a "Note Purchase Agreement"); (iii) to sell and award all or any portion of the Series 2013A Notes through a direct sale to the financial institution or institutions who shall be referred to in the Direct Purchase Agreement or Agreements, which Direct Purchase Agreement or Agreements shall be substantially in the form of the Note Purchase Agreement with such revisions to reflect

the direct sale of the Series 2013A Bonds to such financial institution or institutions as may be approved by the Authorized Officer executing the Direct Purchase Agreement (each, a "Direct Purchase Agreement"); (iv) to issue all or any portion of the Series 2013 Notes directly to any financial institution or institutions referred to in a Loan Agreement or Agreements that is a member of the Federal Home Loan Bank System and is rated at least investment grade by any two nationally recognized rating agencies that rate the Obligations of the Issuer at the request of the Issuer, which may be in the form of a revolving credit agreement, term loan agreement or other form of loan arrangement as may be approved by the Authorized Officer executing the Loan Agreement (each, a "Loan Agreement"); or (v) to undertake any combination of two or more of the foregoing alternatives, as shall be determined in any Certificate of Determination. Each Authorized Officer is hereby authorized (i) to award the Series 2013A Notes pursuant to a Notice of Sale to one or more successful bidders therefor in accordance with the Notice of Sale and bid form, (ii) to select the representative of the underwriters as referred to in the Note Purchase Agreement and to execute and deliver the Note Purchase Agreement 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 Note Purchase Agreement, said execution being conclusive evidence of such approval and concurrence in the selection of the representative of the underwriters; (iii) to select the financial institution or institutions with whom to enter into a Direct Purchase Agreement or Agreements and to execute and deliver the Direct 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 Direct Purchase Agreement or Agreements, said execution being conclusive evidence of such approval and of the selection of the financial institution or institutions; and (iv) to select the financial institution or institutions with whom to enter into a Loan Agreement or Agreements and to execute and deliver the Loan Agreement or Agreements for and on behalf and in the name of the Issuer in such form as may be approved by the officer executing the Loan Agreement or Agreements, said execution being conclusive evidence of such approval and of the selection of the financial institution or institutions. Each Authorized Officer is hereby authorized (i) to select potential bidders in the case of a competitive sale, (ii) to select the representative of the underwriters and other underwriters in the case of a negotiated sale from among the underwriters qualified by the Issuer to serve as senior managing underwriters, (iii) to select in the case of a direct sale the financial institution or institutions to be party to such direct sale, and (iv) to select in the case of a loan arrangement the financial institution or institutions to be party to such loan arrangement.

Each Authorized Officer is hereby authorized, to the extent required, to make public and to authorize the use and distribution by said purchasers of a Preliminary Official Statement (the "Preliminary Official Statement"), in connection with the public offering of the Series 2013A Notes, in substantially the form most recently executed or delivered by the Issuer in connection with the sale of Obligations of the Issuer, with such changes, omissions, insertions and revisions as such Authorized Officer shall deem advisable, said distribution being conclusive evidence of the approval of such changes, omissions, insertions and revisions. The Issuer authorizes any of said Authorized Officers to deliver a certification to the effect that the Preliminary Official Statement, 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.

Each Authorized Officer is hereby authorized, to the extent required, to make public and to authorize distribution of a final Official Statement in substantially the form of the Preliminary Official Statement, with such changes, omissions, insertions and revisions as such Authorized Officer shall deem advisable, to sign such Official Statement and to deliver such Official Statement to the purchasers of the Series 2013A Notes, said execution being conclusive evidence of the approval of such changes, omissions, insertions and revisions.

Notwithstanding the preceding two paragraphs, however, each Authorized Officer may make public and authorize the use and distribution of a final Official Statement in connection with the public offering of the Series 2013A Notes meeting the requirements of the preceding two paragraphs and may deem such Official Statement final as of its date for purposes of Rule 15c2-12 of the Securities and Exchange Commission.

Each Authorized Officer is hereby authorized to deliver such disclosure materials required in connection with the execution and delivery of any Direct Purchase Agreement or Loan Agreement and to make any required certifications in connection therewith.

Each Authorized Officer is hereby authorized, to the extent required, to execute and deliver for and on behalf and in the name of the Issuer a Continuing Disclosure Agreement, substantially in the form of the Continuing Disclosure Agreement most recently executed and delivered by the Issuer in connection with the sale of Obligations, or such other form authorized by the Issuer in connection with other financings prior to the issuance of the Series 2013A Notes, with such changes, omissions, insertions and revisions as such Authorized Officer shall deem advisable (the "Continuing Disclosure Agreement"), said execution being conclusive evidence of the approval of such changes, omissions, insertions and revisions.

Each Authorized Officer (including any Assistant Secretary of the Issuer) is hereby authorized and directed to execute and deliver any and all documents and instruments and to do and cause to be done any and all acts necessary or proper for carrying out the Notice of Sale, the Note Purchase Agreement, the Direct Purchase Agreement, the Loan Agreement, the Continuing Disclosure Agreement, the terms of any municipal bond insurance or any other credit or liquidity facility, and the issuance, sale and delivery of the Series 2013A Notes, and for implementing the terms of the Series 2013A Notes 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 such Authorized Officer individually.

SECTION 2.10. Forms of Series 2013A Notes and Authentication Certificate. The form of registered Series 2013A Notes, and the certificate of authentication, shall be of substantially the form and tenor provided in any Certificate of Determination.

SECTION 2.11. Appointment of Trustee, Paying Agent and other Agents. There is hereby delegated to any Authorized Officer executing any Certificate of Determination the right and authority to appoint any trustee, paying agent, fiscal agent or other

agent with respect to the Series 2013A Notes deemed advisable by such Authorized Officer and to determine the terms and provisions of any arrangements with any such parties.

SECTION 2.12. General Provisions. As and to the extent provided in any Certificate of Determination, the provisions of Articles A-III, IV, A-IV, A-VII, A-IX and A-XI of the Resolution may apply equally to the Series 2013A Notes as though set forth in full herein but with each reference to Bonds being a reference to Series 2013A Notes, except as affected by the terms hereof and the procedures of the Securities Depository; provided that the Authorized Officer executing any Certificate of Determination may, in the alternative, set forth in any Certificate of Determination provisions relating to any such matters as deemed necessary or appropriate by such Authorized Officer.

ARTICLE III

DISPOSITION AND ALLOCATION OF SERIES 2013A NOTES PROCEEDS

SECTION 3.01. Disposition of Series 2013A Note Proceeds. Except as otherwise provided in any Certificate of Determination, the proceeds of the sale of the Series 2013A Notes shall be deposited in the Series 2013A Note Proceeds Account which is hereby established in the Proceeds Fund and applied to the payment of Capital Costs, including any Costs of Issuance and accrued interest, and the payment of principal of and interest on Outstanding Series 2013A Notes or TRB Series 2013A Notes.

ARTICLE IV

TAX COVENANT PROVISIONS AND DEFEASANCE

SECTION 4.01. Tax Covenants Relating to the Series 2013A Notes. The Issuer covenants that, in order to maintain the exclusion from gross income for Federal income tax purposes of the interest on the Series 2013A Notes 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 1986 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 the "Arbitrage and Use of Proceeds Certificate" or "Tax Certificate" to be executed by the Issuer in connection with the execution and delivery of the Series 2013A Notes issued as Tax-Exempt Obligations, as amended from time to time.

As used herein, 1986 Code shall mean the Internal Revenue Code of 1986, as amended to the date of initial issuance and delivery of the Series 2013A Notes, and the applicable regulations thereunder, and any reference herein to any section thereof shall, to the extent the provisions of the 1986 Code are included in a successor code or in an equivalent section or sections of such successor code, be deemed to include such successor code and the equivalent section or sections of such successor code and the applicable regulations thereunder.

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 Holders of the Series 2013A Notes, or the Trustee acting on their behalf, shall be entitled to the rights and

remedies provided to Bondholders under Section 702 of the Resolution (as though such provisions related to Series 2013A Notes rather than Bonds), and (b) neither the Holders of the Notes of any Series (other than the Series 2013A Notes 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 Noteholders under the Resolution based upon the Issuer's failure to observe, or refusal to comply with, the above covenant.

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 this Supplemental Resolution, all or less than all Outstanding Series 2013A Notes and the provisions of Section 4.01 hereof shall then be of any force or effect, then, notwithstanding the provisions of this Supplemental Resolution, the Series 2013A Notes 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 this Supplemental Resolution unless (i) the Issuer has confirmed in writing that the Holders of the Series 2013A Notes which the Issuer then seeks to pay or cause to be paid will continue, after such action, to have the benefit of a covenant of the Issuer to the effect of the covenant 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 1986 Code (as defined in Section 4.01 hereof) will not affect the then current treatment of interest on the Series 2013A Notes issued as Tax-Exempt Obligations in determining gross income for Federal income tax purposes.

**TRIBOROUGH BRIDGE
AND
TUNNEL AUTHORITY**

**BOND ANTICIPATION NOTES, SERIES 2013A, AND RELATED SUBORDINATED
INDEBTEDNESS
GENERAL REVENUE BOND SUPPLEMENTAL RESOLUTION**

Adopted December 19, 2012

**BOND ANTICIPATION NOTES, SERIES 2013A, AND
RELATED SUBORDINATED INDEBTEDNESS
GENERAL REVENUE BOND SUPPLEMENTAL RESOLUTION**

BE IT RESOLVED by the Board of 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, Article A-II and Article A-VIII of, a resolution adopted by the Issuer on March 26, 2002, entitled "General Resolution Authorizing General Revenue Obligations", as heretofore supplemented (the "Resolution").

SECTION 1.02. Definitions.

1. All terms which are defined in Section 101 of the Resolution shall have the same meanings, respectively, in this Bond Anticipation Notes, Series 2013A, and Related Subordinated Indebtedness General Revenue Bond Supplemental Resolution (hereinafter referred to as the "Supplemental Resolution") as such terms are given in said Section 101 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 Vice Chairman, the Chair of the Finance Committee, the Chief Financial Officer or the Director, Finance of the 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.

"Direct Purchase Agreement" has the meaning given such term in Section 2.09 hereof.

"Loan Agreement" has the meaning given such term in Section 2.09 hereof.

"Noteholder", "Holder" or "Holder of Notes", or any similar term, means any person who shall be the registered owner of any Outstanding Series 2013A Note or Notes.

"Notice of Sale" shall mean the form of Notice of Sale to be distributed with the Preliminary Official Statement, hereinafter defined, and published in the event of a competitive sale of the Series 2013A Notes.

"Series 2013A Bonds" shall mean the General Revenue Bonds, Series 2013A, authorized by Article II of the Resolution and pursuant to a resolution of the Issuer adopted as of the date that this resolution is adopted.

"Series 2013A Notes" shall mean the General Revenue Bond Anticipation Notes, Series 2013A, authorized to be issued, in accordance with Section A-203 of the Standard Resolution Provisions, pursuant to this Supplemental Resolution.

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 2013A NOTES

SECTION 2.01. Principal Amount, Designation and Series. In accordance with the provisions of the Resolution, one or more Series of General Revenue Bond Anticipation Notes constituting Obligation Anticipation Notes under the Resolution (which may be issued in one or more Series or subseries and from time to time, which for purposes of this Supplemental Resolution shall collectively be referred to herein as the "Series 2013A Notes", subject to redesignation as hereinafter provided) and entitled to the benefit, protection and security of this Supplemental Resolution are hereby authorized to be issued in an aggregate principal amount not exceeding \$500,000,000 at any one time Outstanding. Such General Revenue Bond Anticipation Notes shall be designated as, and shall be distinguished from the General Revenue Bond Anticipation Notes of all other Series by the title, "General Revenue Bond Anticipation Notes, Series 2013A", with such further or different designations as may be provided in any Certificate of Determination.

SECTION 2.02. Use of Proceeds. The proceeds of the Series 2013A Notes shall be used only for the purposes set forth in one or more Certificates of Determination and may include (i) the payment of all or any part of the Capital Costs (including the reimbursement of any amounts advanced by any Related Entity for the interim payment of Capital Costs) relating to TBTA Facilities, including Costs of Issuance related to the Series 2013A Notes and (ii) the payment of the principal and interest of Outstanding Series 2013A Notes.

SECTION 2.03. Date, Maturity and Interest for Series 2013A Notes; Redemption. The Series 2013A Notes shall be dated the date or dates determined in any Certificate of Determination. The Series 2013A Notes shall mature on the date or dates and in the principal amount or amounts, and shall bear interest at the rate or rates per annum, if any, determined in any Certificate of Determination. Except as otherwise provided in any Certificate of Determination, the Series 2013A Notes shall not be subject to redemption prior to maturity.

SECTION 2.04. Interest Payments. The Series 2013A Notes shall bear interest from the dates determined in any Certificate of Determination, 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 2013A Notes 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 2013A Notes shall be issuable in fully registered form in the denomination of \$5,000 or any integral multiple thereof. The Series 2013A Notes shall be numbered from one (1) consecutively upwards.

SECTION 2.06. Places of Payment and Paying Agents. Except as otherwise provided in any Certificate of Determination, the principal and Redemption Price of the Series 2013A Notes shall be payable to the registered owner of each Series 2013A Note when due upon presentation of such Series 2013A Note at the principal corporate trust office of the Trustee. Except as otherwise provided in any Certificate of Determination, interest on the registered Series 2013A Notes 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 records or, at the option of any Holder of at least one million dollars (\$1,000,000) in principal amount of the Series 2013A Notes, by wire transfer in immediately available funds on each interest payment date to such Holder thereof upon written notice from such Holder to the Trustee, at such address as the Trustee may from time to time notify such Holder, containing the wire transfer address (which shall be in the continental United States) to which such Holder 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. Sources of Payment.

(a) The principal of and interest on the Series 2013A Notes shall be payable solely from (i) the proceeds of any other Series 2013A Notes, (ii) the proceeds of the Series 2013A Bonds, and (iii) the proceeds of notes or other evidences of indebtedness or any other amounts, in each case if and to the extent such amounts may lawfully be used to make such payments and the Issuer in its discretion elects to apply such amounts to such payments. The interest on the Series 2013A Notes is also payable from amounts available for transfer pursuant to Section 503.1(c) and Section 506.2 of the Resolution for the payment of Subordinated Indebtedness.

(b) There are hereby pledged to the payment of principal and interest on the Series 2013A Notes the proceeds of the Series 2013A Bonds, and such pledge has priority over any other pledge thereof created by the Resolution, including Section 501. There is hereby pledged to the payment of interest on the Series 2013A Notes amounts available for transfer pursuant to Section 503.1(c) and Section 506.2 of the Resolution for the payment of Subordinated Indebtedness in accordance with and subject to the limitations contained in Section 5.01 of the Issuer's 2001 Subordinate Revenue Resolution authorizing Subordinate Revenue Obligations, adopted on March 26, 2002, as heretofore supplemented.

SECTION 2.08. 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 2013A Notes:

(a) to determine the amount of the proceeds of the Series 2013A Notes estimated to be necessary to pay the Costs of Issuance of the Series 2013A Notes payable from amounts deposited in the Series 2013A Note Proceeds Account in the Proceeds Fund;

(b) to determine the principal amount of the Series 2013A Notes to be issued, which principal amount shall not exceed the amount described in Section 2.01 of this Supplemental Resolution, and whether such Series 2013A Notes shall be issued in one or more Series or subseries;

(c) to determine the maturity date and principal amount of each maturity of the Series 2013A Notes; provided that the Series 2013A Notes shall mature no later than five years after the date of issuance of such Series 2013A Notes;

(d) to determine the date or dates which the Series 2013A Notes shall be dated and the interest rate or rates of the Series 2013A Notes, provided that the true interest cost (as calculated by the officers of the Issuer executing any Certificate of Determination, which calculation shall be conclusive) on the Series 2013A Notes bearing a fixed rate of interest shall not exceed 4.00% per annum and for Series 2013A Notes bearing interest at a variable interest rate shall not exceed a rate equal to SIFMA or one-month or three-month LIBOR or any short-term index generally accepted in the marketplace, in each case, plus 4.00% and any default rate or equivalent rate shall not exceed the sum of 4.00% plus either a specified prime rate or the federal funds rate;

(e) to determine the Redemption Price or Redemption Prices, if any, and the redemption terms, if any, for the Series 2013A Notes; provided, however, that if the Series 2013A Notes 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 2013A Notes to be redeemed, plus accrued interest thereon up to but not including the date of redemption;

(f) to determine the advisability of conducting the sale of all or any portion of the Series 2013A Notes through competitive bidding or through a negotiated sale, and to determine the purchase price for the Series 2013A Notes to be paid by the purchasers pursuant to either a competitive bid process or by the purchasers referred to in the Note Purchase Agreement described in Section 2.09 of this Supplemental Resolution in the event the Series 2013A Notes are sold, in such officer's discretion, through a negotiated sale, which may include such original premium and original issue discount as shall be determined in any

Certificate of Determination, provided, however, that in the case of a negotiated transaction, underwriters' discount reflected in such purchase price shall not exceed \$3.50 for each one thousand dollars (\$1,000) principal amount of the Series 2013A Notes;

(g) to determine the advisability of conducting the sale of all or any portion of the Series 2013A Notes directly to any financial institution or institutions referred to in a Direct Purchase Agreement and to determine the purchase price for the Series 2013A Notes to be paid by such financial institution or institutions which may include such discount or payment to such financial institution or institutions as shall be determined in any Certificate of Determination;

(h) to determine whether to issue any portion of the Series 2013A Notes directly to any financial institution or institutions referred to in a Loan Agreement and to determine the fees payable pursuant to such Loan Agreement relating to the Series 2013A Notes to be paid to such financial institution or institutions which may include such payment for amounts available to be borrowed but not at the time borrowed under such Loan Agreement to such financial institution or institutions as shall be determined in any Certificate of Determination; provided, however, that such payments shall not exceed 2.00% of the amount available to be borrowed but not at the time borrowed under such Loan Agreement;

(i) to determine the advisability, as compared to an unenhanced transaction, of obtaining municipal bond insurance or any other credit or liquidity facility, to determine and accept the terms and provisions and price thereof, to determine the items to be pledged to the Series 2013A Notes from those permitted by Section A-203 of the Resolution, and to determine such other matters as the officer executing any Certificate of Determination shall consider necessary or appropriate and to effect such determinations by making any changes in or additions to this Supplemental Resolution required by bond insurers or the provider of any other credit or liquidity facility, if any, or required by the bond rating agencies in order to attain or maintain specific ratings on the Series 2013A Notes, or relating to the mechanism for the payment of insurance premium, credit or liquidity facility fees, notices, the provision of information, and such other matters of a technical, mechanical, procedural or descriptive nature necessary or appropriate to implement an insurance policy or any other credit or liquidity facility with respect to the Series 2013A Notes, and to make any changes in connection therewith. Such changes may include, but are not limited to, the making of any additional covenants with Noteholders or other parties deemed necessary or appropriate by the officer executing any Certificate of Determination;

(j) to take all actions required for the Series 2013A Notes 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 letter of representation with, or other form of document required by, 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 Notes issuable in fully registered form; and

(k) to determine any other matters provided for herein, including the matters set forth in Sections 2.11 and 2.12 hereof.

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 Series 2013A Notes 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 Series 2013A Notes 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 2013A Notes, as appropriate for any purposes, including, if any Series 2013A Notes 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 Series 2013A Notes 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 Series 2013A Notes or manner of sale.

SECTION 2.09. Sale of Series 2013A Notes. Each Authorized Officer is hereby authorized either (i) to sell and award all or any portion of the Series 2013A Notes through a competitive bidding process to purchasers meeting the requirements of one or more Notices of Sale to be published in order to give notice of the competitive sale of the Series 2013A Notes and one or more bid forms, which Notices of Sale and bid forms shall be in such form as deemed appropriate by such Authorized Officer; (ii) to sell and award all or any portion of the Series 2013A Notes through a negotiated sale to the purchasers who shall be referred to in the Note Purchase Agreement and who shall be selected from the then current list of approved underwriters, which Note Purchase Agreement shall be substantially in the form of the Purchase Agreement most recently executed and delivered by the Issuer in connection with the sale of Obligations, with such revisions to reflect the terms and provisions of the Series 2013A Notes as may be approved by the Authorized Officer executing the Note Purchase Agreement (each, a "Note Purchase Agreement"); (iii) to sell and award all or any portion of the Series 2013A Notes through a direct sale to the financial institution or institutions who shall be referred to in the Direct Purchase Agreement or Agreements, which Direct Purchase Agreement or Agreements shall be substantially in the form of the Note Purchase Agreement with such revisions to reflect the direct sale of the Series 2013A Notes to such financial institution or institutions as may be approved by the Authorized Officer executing the Direct Purchase Agreement (each, a "Direct Purchase Agreement"); (iv) to issue all or any portion of the Series 2013A Notes directly to any

financial institution or institutions referred to in a Loan Agreement or Agreements that is a member of the Federal Home Loan Bank System and is rated at least investment grade by any two nationally recognized rating agencies that rate the Obligations of the Issuer at the request of the Issuer, which may be in the form of a revolving credit agreement, term loan agreement or other form of loan arrangement as may be approved by the Authorized Officer executing the Loan Agreement (each, a "Loan Agreement"); or (v) to undertake any combination of two or more of the foregoing alternatives, as shall be determined in any Certificate of Determination. Each Authorized Officer is hereby authorized (i) to award the Series 2013A Notes pursuant to a Notice of Sale to one or more successful bidders therefor in accordance with the Notice of Sale and bid form, (ii) to select the representative of the underwriters as referred to in the Note Purchase Agreement and to execute and deliver the Note Purchase Agreement 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 Note Purchase Agreement, said execution being conclusive evidence of such approval and concurrence in the selection of the representative of the underwriters; (iii) to select the financial institution or institutions with whom to enter into a Direct Purchase Agreement or Agreements and to execute and deliver the Direct 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 Direct Purchase Agreement or Agreements, said execution being conclusive evidence of such approval and of the selection of the financial institution or institutions; and (iv) to select the financial institution or institutions with whom to enter into a Loan Agreement or Agreements and to execute and deliver the Loan Agreement or Agreements for and on behalf and in the name of the Issuer in such form as may be approved by the officer executing the Loan Agreement or Agreements, said execution being conclusive evidence of such approval and of the selection of the financial institution or institutions. Each Authorized Officer is hereby authorized (i) to select potential bidders in the case of a competitive sale, (ii) to select the representative of the underwriters and other underwriters in the case of a negotiated sale from among the underwriters qualified by the Issuer to serve as senior managing underwriters, (iii) to select in the case of a direct sale the financial institution or institutions to be party to such direct sale, and (iv) to select in the case of a loan arrangement the financial institution or institutions to be party to such loan arrangement.

Each Authorized Officer is hereby authorized, to the extent required, to make public and to authorize the use and distribution by said purchasers of a Preliminary Official Statement (the "Preliminary Official Statement"), in connection with the public offering of the Series 2013A Notes, in substantially the form most recently executed or delivered by the Issuer in connection with the sale of Obligations of the Issuer, with such changes, omissions, insertions and revisions as such Authorized Officer shall deem advisable, said distribution being conclusive evidence of the approval of such changes, omissions, insertions and revisions. The Issuer authorizes any of said Authorized Officers to deliver a certification to the effect that the Preliminary Official Statement, 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.

Each Authorized Officer is hereby authorized, to the extent required, to make public and to authorize distribution of a final Official Statement in substantially the form of the Preliminary Official Statement, with such changes, omissions, insertions and revisions as such

Authorized Officer shall deem advisable, to sign such Official Statement and to deliver such Official Statement to the purchasers of the Series 2013A Notes, said execution being conclusive evidence of the approval of such changes, omissions, insertions and revisions.

Notwithstanding the preceding two paragraphs, however, each Authorized Officer may make public and authorize the use and distribution of a final Official Statement in connection with the public offering of the Series 2013A Notes meeting the requirements of the preceding two paragraphs and may deem such Official Statement final as of its date for purposes of Rule 15c2-12 of the Securities and Exchange Commission.

Each Authorized Officer is hereby authorized to deliver such disclosure materials required in connection with the execution and delivery of any Direct Purchase Agreement or Loan Agreement and to make any required certifications in connection therewith.

Each Authorized Officer is hereby authorized, to the extent required, to execute and deliver for and on behalf and in the name of the Issuer a Continuing Disclosure Agreement, substantially in the form of the Continuing Disclosure Agreement most recently executed and delivered by the Issuer in connection with the sale of Obligations, or such other form authorized by the Issuer in connection with other financings prior to the issuance of the Series 2013A Notes, with such changes, omissions, insertions and revisions as such Authorized Officer shall deem advisable (the "Continuing Disclosure Agreement"), said execution being conclusive evidence of the approval of such changes, omissions, insertions and revisions.

Each Authorized Officer (including any Assistant Secretary of the Issuer) is hereby authorized and directed to execute and deliver any and all documents and instruments and to do and cause to be done any and all acts necessary or proper for carrying out the Notice of Sale, the Note Purchase Agreement, the Direct Purchase Agreement, the Loan Agreement, the Continuing Disclosure Agreement, the terms of any municipal bond insurance or any other credit or liquidity facility, and the issuance, sale and delivery of the Series 2013A Notes, and for implementing the terms of the Series 2013A Notes 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 such Authorized Officer individually.

SECTION 2.10. Forms of Series 2013A Notes and Authentication Certificate. The form of registered Series 2013A Notes, and the certificate of authentication, shall be of substantially the form and tenor provided in any Certificate of Determination.

SECTION 2.11. Appointment of Trustee, Paying Agent and other Agents. There is hereby delegated to any Authorized Officer executing any Certificate of Determination the right and authority to appoint any trustee, paying agent, fiscal agent or other agent with respect to the Series 2013A Notes deemed advisable by such Authorized Officer and to determine the terms and provisions of any arrangements with any such parties.

SECTION 2.12. General Provisions. As and to the extent provided in any Certificate of Determination, the provisions of Articles A-III, IV, A-IV, A-VII, A-IX and A-XI

of the Resolution may apply equally to the Series 2013A Notes as though set forth in full herein but with each reference to Bonds being a reference to Series 2013A Notes, except as affected by the terms hereof and the procedures of the Securities Depository; provided that the Authorized Officer executing any Certificate of Determination may, in the alternative, set forth in any Certificate of Determination provisions relating to any such matters as deemed necessary or appropriate by such Authorized Officer.

ARTICLE III

DISPOSITION AND ALLOCATION OF SERIES 2013A NOTES PROCEEDS

SECTION 3.01. Disposition of Series 2013A Note Proceeds. Except as otherwise provided in any Certificate of Determination, the proceeds of the sale of the Series 2013A Notes shall be deposited in the Series 2013A Note Proceeds Account which is hereby established in the Proceeds Fund and applied to the payment of Capital Costs of the TBTA Facilities including any Costs of Issuance and accrued interest, and the payment of principal of and interest on Outstanding Series 2013A Notes.

ARTICLE IV

TAX COVENANT PROVISIONS AND DEFEASANCE

SECTION 4.01. Tax Covenants Relating to the Series 2013A Notes. The Issuer covenants that, in order to maintain the exclusion from gross income for Federal income tax purposes of the interest on the Series 2013A Notes 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 1986 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 the "Arbitrage and Use of Proceeds Certificate" or "Tax Certificate" to be executed by the Issuer in connection with the execution and delivery of the Series 2013A Notes issued as Tax-Exempt Obligations, as amended from time to time.

As used herein, 1986 Code shall mean the Internal Revenue Code of 1986, as amended to the date of initial issuance and delivery of the Series 2013A Notes, and the applicable regulations thereunder, and any reference herein to any section thereof shall, to the extent the provisions of the 1986 Code are included in a successor code or in an equivalent section or sections of such successor code, be deemed to include such successor code and the equivalent section or sections of such successor code and the applicable regulations thereunder.

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 Holders of the Series 2013A Notes, or the Trustee acting on their behalf, shall be entitled to the rights and remedies provided to Bondholders under Section 1002 of the Resolution (as though such provisions related to the Series 2013A Notes rather than Bonds), 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 Notes then Outstanding, and the interest accrued thereon, to be due and payable pursuant to Section 567 of the Act, and (b) neither the Holders of the

Notes of any Series (other than the Series 2013A Notes 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 Noteholders under the Resolution based upon the Issuer's failure to observe, or refusal to comply with, the above covenant.

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 this Supplemental Resolution, all or less than all Outstanding Series 2013A Notes and the provisions of Section 4.01 hereof shall then be of any force or effect, then, notwithstanding the provisions of this Supplemental Resolution, the Series 2013A Notes 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 this Supplemental Resolution unless (i) the Issuer has confirmed in writing that the Holders of the Series 2013A Notes which the Issuer then seeks to pay or cause to be paid will continue, after such action, to have the benefit of a covenant of the Issuer to the effect of the covenant 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 1986 Code (as defined in Section 4.01 hereof) will not affect the then current treatment of interest on the Series 2013A Notes issued as Tax-Exempt Obligations in determining gross income for Federal income tax purposes.

METROPOLITAN TRANSPORTATION AUTHORITY

**SERIES 2013B
TRANSPORTATION REVENUE BOND SUPPLEMENTAL RESOLUTION**

Adopted December 19, 2012

**SERIES 2013B
TRANSPORTATION REVENUE BOND
SUPPLEMENTAL RESOLUTION**

BE IT RESOLVED by the Board of 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, Article A-II and Article A-VIII of, a resolution adopted by the Issuer on March 26, 2002, entitled "General Resolution Authorizing Transportation Revenue Obligations", as heretofore supplemented (the "Resolution").

SECTION 1.02. Definitions.

1. All terms which are defined in Section 101 of the Resolution shall have the same meanings, respectively, in this Series 2013B Transportation Revenue Bond Supplemental Resolution (hereinafter referred to as the "Supplemental Resolution") as such terms are given in said Section 101 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 Vice Chairman, the Chair of the Finance Committee, the Chief Financial Officer or the Director, Finance of the 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.

"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.

"Series 2013B Bonds" shall mean the Transportation Revenue Bonds, Series 2013B, authorized by Article II of this Supplemental Resolution.

"Series 2013A Notes" shall mean the Transportation Revenue Bond Anticipation Notes, Series 2013A, authorized to be issued in one or more Series or subseries in accordance

with Section A-203 of the Standard Resolution Provisions and pursuant to a Supplemental Resolution of the Issuer adopted as of the date that this resolution is adopted.

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 2013B BONDS

SECTION 2.01. Principal Amount, Designation and Series. Pursuant to the provisions of the Resolution and in order to finance Capital Costs, a Series of Transportation Revenue Bonds (which may be issued in one or more Series or subseries and from time to time, which for purposes of this Supplemental Resolution shall collectively be referred to herein as the "Series 2013B 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 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 2013B 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 2013B Bonds issued to finance Capital Costs shall not exceed \$2,000,000,000 reduced by the amount of bonds then Outstanding issued under the Metropolitan Transportation Authority Series 2013A Dedicated Tax Fund Bond Supplemental Resolution, adopted December 19, 2012 (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 2013B Bonds also shall be excluded.

Series 2013B Bonds shall be designated as, and shall be distinguished from the Obligations of all other Series by the title "Transportation Revenue Bonds, Series 2013B" 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 2013B Bonds are issued are to fund a portion of the Capital Costs through the payment of principal of and redemption premium, if any, and interest on the Series 2013A Notes.

SECTION 2.03. Date, Maturity and Interest for Series 2013B Bonds. The Series 2013B Bonds, except as otherwise provided in the Resolution, shall be dated the date or dates determined in any Certificate of Determination. The Series 2013B Bonds shall mature on January 1, or such other date as provided in any Certificate of Determination, of each year, in the year or years and principal amount or amounts, and shall bear interest at the rate or rates per annum, if any, determined in any Certificate of Determination.

SECTION 2.04. Interest Payments. The Series 2013B 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 2013B 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 2013B Bonds shall be issuable in fully registered form without coupons in the denomination of \$5,000 or any integral multiple thereof. The Series 2013B Bonds shall be numbered as provided in any Certificate of Determination.

SECTION 2.06. Places of Payment and Paying Agents. Except as otherwise provided in any Certificate of Determination, principal and Redemption Price of the Series 2013B Bonds shall be payable to the registered owner of each Series 2013B Bond when due upon presentation of such Series 2013B Bond at the principal corporate trust office of the Trustee. Except as otherwise provided in any Certificate of Determination, interest on the registered Series 2013B 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 2013B 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 2013B 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 2013B Bonds.

SECTION 2.08. Redemption Prices and Terms. The Series 2013B 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) or in the case of Taxable Obligations as otherwise provided in any Certificate of Determination) 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 2013B Bonds:

(a) to determine whether and when to issue any Series 2013B Bonds constituting Capital Cost Obligations, the amount of the Series 2013B Bonds to be applied to finance Capital Costs, and the amount of the proceeds of the Series 2013B Bonds estimated to be necessary to pay the Costs of Issuance of the Series 2013B Bonds and capitalized interest, if any;

(b) to determine the purpose or purposes for which the Series 2013B 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 2013B 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 2013B 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 2013B Bonds and the amount and due date of each Sinking Fund Installment, if any;

(e) to determine the date or dates which the Series 2013B Bonds shall be dated and the interest rate or rates of the Series 2013B Bonds or the manner of determining such interest rate or rates; provided, however, that any Series 2013B Bonds issued as fixed rate Tax-Exempt Obligations shall be subject to a maximum interest rate of not greater than 10% per annum, any Series 2013B Bonds issued as fixed rate 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 2013B Bonds; provided, however, that if the Series 2013B Bonds are to be redeemable at the election of the Issuer, the Redemption Price for Series 2013B Bonds issued as Tax-Exempt Obligations shall not be greater than one hundred three percent (103%) of the principal amount of the Series 2013B 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 2013B Bonds shall be conducted on either a negotiated or competitive bid basis and, as applicable, to determine the purchase price for the Series 2013B Bonds to be paid by the purchasers referred to in one or more Purchase Agreements or the purchase price for the Series 2013B 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 any Certificate of Determination; provided, however, that, in

the case of Series 2013B Bonds sold on a negotiated basis, 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 2013B Bonds;

(h) to take all actions required for the Series 2013B 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 2013B Bonds issuable in fully registered form;

(i) to determine whether to issue all or any portion of the Series 2013B 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 2013B 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 2013B 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 2013B 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 required by a Rating Agency in order to attain or maintain specific ratings on the Series 2013B Bonds;

(l) 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

(m) 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 2013B 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 2013B 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 2013B 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 2013B 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 2013B 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 2013B 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 2013B 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 2013B 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 2013B 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 direct placement of the Series 2013B 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 2013B 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 2013B 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 2013B 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 2013B Bonds and for implementing the terms of the Series 2013B 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 2013B Bonds and Trustee's Authentication Certificate. Subject to the provisions of the Resolution, the form of registered Series 2013B 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 2013B Bonds.

ARTICLE III

DISPOSITION AND ALLOCATION OF SERIES 2013B BONDS PROCEEDS

SECTION 3.01. Disposition and Allocation of Series 2013B Bond Proceeds. As and to the extent provided in any Certificate of Determination, the proceeds of the sale of the Series 2013B Bonds shall be disposed of or applied, simultaneously with the issuance and delivery of the Series 2013B Bonds, in the following order:

1. a portion of such proceeds shall be applied to pay or provide for the payment of principal and interest on the Series 2013A Notes in accordance with the terms of the Supplemental Resolution authorizing such Series 2013A Notes;
2. the balance of such proceeds, exclusive of accrued interest, shall be deposited in the Series 2013B Bond Proceeds Account which is hereby established in the Proceeds Fund to provide for Costs of Issuance; and
3. accrued interest, if any, received on the sale of the Series 2013B Bonds shall be deposited in the Debt Service Fund.

SECTION 3.02. Application of Series 2013B Bond Proceeds Account. All of the proceeds (or such lesser amount as may be determined in any Certificate of Determination) on deposit in the Series 2013B Bond Proceeds Account shall be applied to pay all or any part of the Costs of Issuance relating to the Series 2013B Bonds or to any other Capital Costs.

ARTICLE IV

TAX COVENANT PROVISIONS AND DEFEASANCE

SECTION 4.01. Tax Covenants Relating to the Series 2013B 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 2013B 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 2013B 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 Holders of the Series 2013B Bonds, or the Trustee acting on their behalf, shall be entitled to the rights and remedies provided to Bondholders under Section 702 of the Resolution, and (b) neither the Holders of the Bonds of any Series (other than the Series 2013B 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 Bondholders under the Resolution based upon the Issuer's failure to observe, or refusal to comply with, the above covenant.

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 2013B Bonds 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 2013B Bonds 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-1001 of the Resolution unless (i) the Issuer has confirmed in writing that the Holders of the Series 2013B Bonds which the Issuer then seeks to pay or cause to be paid will continue, after such action, to have the benefit of a covenant of the Issuer to the effect of the covenant 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 2013B Bonds issued as Tax Exempt Obligations in determining gross income for Federal income tax purposes.

METROPOLITAN TRANSPORTATION AUTHORITY

**SERIES 2013A
DEDICATED TAX FUND BOND SUPPLEMENTAL RESOLUTION**

Adopted December 19, 2012

**SERIES 2013A
DEDICATED TAX FUND REVENUE BOND
SUPPLEMENTAL RESOLUTION**

BE IT RESOLVED by the Board of 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, Article A-II and Article A-VIII of, a resolution adopted by the Issuer on March 26, 2002, entitled "Dedicated Tax Fund Obligation Resolution", as heretofore supplemented (the "Resolution").

SECTION 1.02. Definitions.

1. All terms which are defined in Section 101 of the Resolution shall have the same meanings, respectively, in this Series 2013A Dedicated Tax Fund Bond Supplemental Resolution (hereinafter referred to as the "Supplemental Resolution") as such terms are given in said Section 101 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 Vice Chairman, the Chair of the Finance Committee, the Chief Financial Officer or the Director, Finance of the 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.

"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.

"Series 2013A Bonds" shall mean the Dedicated Tax Fund Bonds, Series 2013A, authorized by Article II of this Supplemental Resolution.

"Series 2013A Notes" shall mean the Dedicated Tax Fund Anticipation Notes, Series 2013A, authorized to be issued in one or more Series or subseries in accordance with

Section A-203 of the Standard Resolution Provisions and pursuant to a Supplemental Resolution of the Issuer adopted as of the date that this resolution is adopted.

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 2013A BONDS

SECTION 2.01. Principal Amount, Designation and Series. Pursuant to the provisions of the Resolution and in order to finance Capital Costs, a Series of Dedicated Tax Fund Bonds (which may be issued in one or more Series or subseries and from time to time, which for purposes of this Supplemental Resolution shall collectively be referred to herein as the "Series 2013A 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 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 2013A 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 2013A Bonds issued to finance Capital Costs shall not exceed \$2,000,000,000 reduced by the amount of bonds then Outstanding issued under the Metropolitan Transportation Authority Series 2013B Transportation Revenue Bond Supplemental Resolution, adopted December 19, 2012 (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 2013A Bonds also shall be excluded.

Series 2013A Bonds shall be designated as, and shall be distinguished from the Obligations of all other Series by the title "Dedicated Tax Fund Bonds, Series 2013A" 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 2013A Bonds are issued are to fund a portion of the Capital Costs through the payment of principal of and redemption premium, if any, and interest on the Series 2013A Notes.

SECTION 2.03. Date, Maturity and Interest for Series 2013A Bonds. The Series 2013A Bonds, except as otherwise provided in the Resolution, shall be dated the date or dates determined in any Certificate of Determination. The Series 2013A Bonds shall mature on January 1 of each year, or such other date as provided in any Certificate of Determination, in the year or years and principal amount or amounts, and shall bear interest at the rate or rates per annum, if any, determined in any Certificate of Determination.

SECTION 2.04. Interest Payments. The Series 2013A 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 2013A 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 2013A Bonds shall be issuable in fully registered form without coupons in the denomination of \$5,000 or any integral multiple thereof. The Series 2013A Bonds shall be numbered as provided in any Certificate of Determination.

SECTION 2.06. Places of Payment and Paying Agents. Except as otherwise provided in any Certificate of Determination, principal and Redemption Price of the Series 2013A Bonds shall be payable to the registered owner of each Series 2013ABond when due upon presentation of such Series 2013A Bond at the principal corporate trust office of the Trustee. Except as otherwise provided in any Certificate of Determination, interest on the registered Series 2013A 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 2013A 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 2013A 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 2013A Bonds.

SECTION 2.08. Redemption Prices and Terms. The Series 2013A Bonds may also be subject to ~~redemption prior~~ 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) or in the case of Taxable Obligations as otherwise provided in any Certificate of Determination) 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 2013A Bonds:

(a) to determine whether and when to issue any Series 2013A Bonds constituting Capital Cost Obligations, the amount of the Series 2013A Bonds to be applied to finance Capital Costs, and the amount of the proceeds of the Series 2013A Bonds estimated to be necessary to pay the Costs of Issuance of the Series 2013A Bonds and capitalized interest, if any;

(b) to determine the purpose or purposes for which the Series 2013A 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 2013A 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 2013A 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 2013A Bonds and the amount and due date of each Sinking Fund Installment, if any;

(e) to determine the date or dates which the Series 2013A Bonds shall be dated and the interest rate or rates of the Series 2013A Bonds or the manner of determining such interest rate or rates; provided, however, that any Series 2013A Bonds issued as fixed rate Tax-Exempt Obligations shall be subject to a maximum interest rate of not greater than 10% per annum, any Series 2013A Bonds issued as fixed rate 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 2013A Bonds; provided, however, that if the Series 2013A Bonds are to be redeemable at the election of the Issuer, the Redemption Price for Series 2013A Bonds issued as Tax-Exempt Obligations shall not be greater than one hundred three percent (103%) of the principal amount of the Series 2013A 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 2013A Bonds shall be conducted on either a negotiated or competitive bid basis and, as applicable, to determine the purchase price for the Series 2013A Bonds to be paid by the purchasers referred to in one or more Purchase Agreements or the purchase price for the Series 2013A 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 any Certificate of Determination; provided, however, that, in the case of Series 2013A Bonds sold on a negotiated basis, 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 2013A Bonds;

(h) to take all actions required for the Series 2013A 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 2013A Bonds issuable in fully registered form;

(i) to determine whether to issue all or any portion of the Series 2013A 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 2013A 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 2013A 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 2013A 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 required by a Rating Agency in order to attain or maintain specific ratings on the Series 2013A Bonds;

(l) 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

(m) 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 2013A 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 2013A 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 2013A 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 2013A 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 2013A 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 2013A 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 2013A 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 2013A 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 2013A 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 direct placement of the Series 2013A 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 2013A 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 2013A 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 2013A 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 2013A Bonds and for implementing the terms of the Series 2013A 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 2013A Bonds and Trustee's Authentication Certificate. Subject to the provisions of the Resolution, the form of registered Series 2013A 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 2013A Bonds.

ARTICLE III

DISPOSITION AND ALLOCATION OF SERIES 2013A BONDS PROCEEDS

SECTION 3.01. Disposition and Allocation of Series 2013A Bond Proceeds. As and to the extent provided in any Certificate of Determination, the proceeds of the sale of the Series 2013A Bonds shall be disposed of or applied, simultaneously with the issuance and delivery of the Series 2013A Bonds, in the following order:

1. a portion of such proceeds shall be applied to pay or provide for the payment of principal and interest on the Series 2013A Notes in accordance with the terms of the Supplemental Resolution authorizing such Series 2013A Notes;
2. the balance of such proceeds, exclusive of accrued interest, shall be deposited in the Series 2013A Bond Proceeds Account which is hereby established in the Proceeds Fund to provide for Costs of Issuance; and
3. accrued interest, if any, received on the sale of the Series 2013A Bonds shall be deposited in the Debt Service Fund.

SECTION 3.02. Application of Series 2013A Bond Proceeds Account. All of the proceeds (or such lesser amount as may be determined in any Certificate of Determination) on deposit in the Series 2013A Bond Proceeds Account shall be applied to pay all or any part of the Costs of Issuance relating to the Series 2013A Bonds or to any other Capital Costs.

ARTICLE IV

TAX COVENANT PROVISIONS AND DEFEASANCE

SECTION 4.01. Tax Covenants Relating to the Series 2013A 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 2013A 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 2013A 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 Holders of the Series 2013A Bonds, or the Trustee acting on their behalf, shall be entitled to the rights and remedies provided to Bondholders under Section 1702 of the Resolution, and (b) neither the Holders of the Bonds of any Series (other than the Series 2013A 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 Bondholders under the Resolution based upon the Issuer's failure to observe, or refusal to comply with, the above covenant.

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 2013A Bonds 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 2013A Bonds 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-1001 of the Resolution unless (i) the Issuer has confirmed in writing that the Holders of the Series 2013A Bonds which the Issuer then seeks to pay or cause to be paid will continue, after such action, to have the benefit of a covenant of the Issuer to the effect of the covenant 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 2013A Bonds issued as Tax Exempt Obligations in determining gross income for Federal income tax purposes.

**TRIBOROUGH BRIDGE
AND
TUNNEL AUTHORITY**

**SERIES 2013A
GENERAL REVENUE BOND SUPPLEMENTAL RESOLUTION**

Adopted December 19, 2012

**SERIES 2013A
GENERAL REVENUE BOND
SUPPLEMENTAL RESOLUTION**

BE IT RESOLVED by the Board of 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, Article A-II and Article A-VIII of, a resolution adopted by the Issuer on March 26, 2002, entitled "General Resolution Authorizing General Revenue Obligations", as heretofore supplemented (the "Resolution").

SECTION 1.02. Definitions.

1. All terms which are defined in Section 101 of the Resolution shall have the same meanings, respectively, in this Series 2013A General Revenue Bond Supplemental Resolution (hereinafter referred to as the "Supplemental Resolution") as such terms are given in said Section 101 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 Vice Chairman, the Chair of the Finance Committee, the Chief Financial Officer or the Director, Finance of the 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.

"Series 2013A Bonds" shall mean the General Revenue Bonds, Series 2013A, authorized by Article II of this Supplemental Resolution.

"Series 2013A Notes" shall mean the General Revenue Bond Anticipation Notes, Series 2013A, authorized to be issued in one or more Series or subseries in accordance with

Section A-203 of the Standard Resolution Provisions and pursuant to a Supplemental Resolution of the Issuer adopted as of the date that this resolution is adopted.

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 2013A BONDS

SECTION 2.01. Principal Amount, Designation and Series. Pursuant to the provisions of the Resolution and in order to finance Capital Costs of the TBTA Facilities, a Series of General Revenue Bonds (which may be issued in one or more Series or subseries and from time to time, which for purposes of this Supplemental Resolution shall collectively be referred to herein as the "Series 2013A 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 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 2013A 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 2013A Bonds issued to finance Capital Costs of the TBTA Facilities shall not exceed \$500,000,000 (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 2013A Bonds also shall be excluded.

Series 2013A Bonds shall be designated as, and shall be distinguished from the Obligations of all other Series by the title "General Revenue Bonds, Series 2013A" 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 2013A Bonds are issued are to fund a portion of the Capital Costs relating to the TBTA Facilities through the payment of principal of and redemption premium, if any, and interest on the Series 2013A Notes.

SECTION 2.03. Date, Maturity and Interest for Series 2013A Bonds. The Series 2013A Bonds, except as otherwise provided in the Resolution, shall be dated the date or dates determined in any Certificate of Determination. The Series 2013A Bonds shall mature on January 1, or such other date as provided in any Certificate of Determination, of each year, in the year or years and principal amount or amounts, and shall bear interest at the rate or rates per annum, if any, determined in any Certificate of Determination.

SECTION 2.04. Interest Payments. The Series 2013A 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 2013A 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 2013A Bonds shall be issuable in fully registered form without coupons in the denomination of \$5,000 or any integral multiple thereof. The Series 2013A Bonds shall be numbered as provided in any Certificate of Determination.

SECTION 2.06. Places of Payment and Paying Agents. Except as otherwise provided in any Certificate of Determination, principal and Redemption Price of the Series 2013A Bonds shall be payable to the registered owner of each Series 2013A Bond when due upon presentation of such Series 2013A Bond at the principal corporate trust office of the Trustee. Except as otherwise provided in any Certificate of Determination, interest on the registered Series 2013A 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 2013A 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 2013A 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 2013A Bonds.

SECTION 2.08. Redemption Prices and Terms. The Series 2013A 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) or in the case of Taxable Obligations as otherwise provided in any Certificate of Determination) 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 2013A Bonds:

(a) to determine whether and when to issue any Series 2013A Bonds constituting Capital Cost Obligations, the amount of the Series 2013A Bonds to be applied to finance Capital Costs, and the amount of the proceeds of the Series 2013A Bonds estimated to be necessary to pay the Costs of Issuance of the Series 2013A Bonds and capitalized interest, if any;

(b) to determine the purpose or purposes for which the Series 2013A 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 2013A 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 2013A 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 2013A Bonds and the amount and due date of each Sinking Fund Installment, if any;

(e) to determine the date or dates which the Series 2013A Bonds shall be dated and the interest rate or rates of the Series 2013A Bonds or the manner of determining such interest rate or rates; provided, however, that any Series 2013A Bonds issued as fixed rate Tax-Exempt Obligations shall be subject to a maximum interest rate of not greater than 10% per annum, any Series 2013A Bonds issued as fixed rate 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 2013A Bonds; provided, however, that if the Series 2013A Bonds are to be redeemable at the election of the Issuer, the Redemption Price for Series 2013A Bonds issued as Tax-Exempt Obligations shall not be greater than one hundred three percent (103%) of the principal amount of the Series 2013A 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 2013A Bonds shall be conducted on either a negotiated or competitive bid basis and, as applicable, to determine the purchase price for the Series 2013A Bonds to be paid by the purchasers referred to in one or more Purchase Agreements or the purchase price for the Series 2013A 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 any Certificate of Determination; provided, however, that, in

the case of Series 2013A Bonds sold on a negotiated basis, 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 2013A Bonds;

(h) to take all actions required for the Series 2013A 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 2013A Bonds issuable in fully registered form;

(i) to determine whether to issue all or any portion of the Series 2013A 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 2013A 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 2013A 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 2013A 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 required by a Rating Agency in order to attain or maintain specific ratings on the Series 2013A Bonds;

(l) 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

(m) 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 2013A 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 2013A 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 2013A 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 2013A 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 2013A 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 2013A 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 2013A 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 2013A 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 2013A 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 direct placement of the Series 2013A 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 2013A 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 2013A 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 2013A 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 2013A Bonds and for implementing the terms of the Series 2013A 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 2013A Bonds and Trustee's Authentication Certificate. Subject to the provisions of the Resolution, the form of registered Series 2013A 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 Series 2013A Bonds.

ARTICLE III

DISPOSITION AND ALLOCATION OF SERIES 2013A BONDS PROCEEDS

SECTION 3.01. Disposition and Allocation of Series 2013A Bond Proceeds. As and to the extent provided in any Certificate of Determination, the proceeds of the sale of the Series 2013A Bonds shall be disposed of or applied, simultaneously with the issuance and delivery of the Series 2013A Bonds, in the following order:

1. a portion of such proceeds shall be applied to pay or provide for the payment of principal of and interest on the Series 2013A Notes in accordance with the terms of the Supplemental Resolution authorizing such Series 2013A Notes;

2. the balance of such proceeds, exclusive of accrued interest, shall be deposited in the Series 2013A Bond Proceeds Account which is hereby established in the Proceeds Fund to provide for Costs of Issuance; and

3. accrued interest, if any, received on the sale of the Series 2013A Bonds shall be deposited in the Debt Service Fund.

SECTION 3.02. Application of Series 2013A Bond Proceeds Account. All of the proceeds (or such lesser amount as may be determined in any Certificate of Determination) on deposit in the Series 2013A Bond Proceeds Account shall be applied to pay all or any part of the Costs of Issuance relating to the Series 2013A Bonds or to any other Capital Costs related to the TBTA Facilities.

ARTICLE IV

TAX COVENANT PROVISIONS AND DEFEASANCE

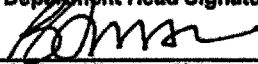

SECTION 4.01. Tax Covenants Relating to the Series 2013A Bonds. The Issuer covenants that, in order to maintain the exclusion from gross income for Federal income tax purposes of the interest on the Series 2013A Bonds issued as Tax Exempt Obligations, the Issuer will satisfy, or take such actions as 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 2013A 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 Holders of the Series 2013A Bonds, or the Trustee acting on their behalf, shall be entitled to the rights and remedies provided to Bondholders under Section 1002 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 Bonds then Outstanding, and the interest accrued thereon, to be due and payable pursuant to Section 567 of the Issuer Act, and (b) neither the Holders of the Bonds of any Series (other than the Series 2013A 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 Bondholders under the Resolution based upon the Issuer's failure to observe, or refusal to comply with, the above covenant.

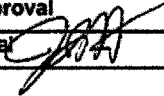

SECTION 4.02. Defeasance. In the event the Issuer shall seek, prior to the maturity or redemption date thereof, to pay or cause to be paid, within the meaning and with the effect expressed in the Resolution, all or less than all Outstanding Series 2013A Bonds and the provisions of Section 4.01 hereof shall then be of any force or effect, then, notwithstanding the provisions of Article A-XI of the Resolution, the Series 2013A Bonds 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-1001 of the Resolution unless (i) the Issuer has confirmed in writing that the Holders of the Series 2013A Bonds which the Issuer then seeks to pay or cause to be paid will continue, after such action, to have the benefit of a covenant of the Issuer to the effect of the covenant 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 2013A Bonds issued as Tax Exempt Obligations in determining gross income for Federal income tax purposes.

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 December 19, 2013 |
| Vendor Name N/A |
| Contract Number |
| Contract Manager Name |
| Table of Contents Ref # |

| Board Action | | | | | |
|--------------|---------------|-------|----------|------|-------|
| Order | To | Date | Approval | Info | Other |
| 1 | Finance Comm. | 12/17 | X | | |
| 2 | Board | 12/19 | 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.

DISCUSSION:

MTA's portfolio of outstanding indebtedness is \$31.4 billion (exclusive of State Service Contract Bonds, which debt service is paid by the State).

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, 2014, 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 December __, 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, 2014, 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, 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.

METROPOLITAN TRANSPORTATION AUTHORITY

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

Adopted December __, 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, 2014, 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 shall be the Trustee under the Resolution and the Paying Agent for the Refunding Bonds.

ARTICLE III

DISPOSITION OF REFUNDING BOND PROCEEDS

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

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

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

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

ARTICLE IV

TAX COVENANTS AND DEFEASANCE

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

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

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

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

TRIBOROUGH BRIDGE AND TUNNEL AUTHORITY

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

Adopted December __, 2012

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ARTICLE III

DISPOSITION OF REFUNDING BOND PROCEEDS

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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 203 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, 2014, 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, if any, and any capitalized interest, received on the sale of the Refunding Bonds shall be deposited in the Debt Service Fund.

ARTICLE IV

TAX COVENANTS AND DEFEASANCE

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

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

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

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

TRIBOROUGH BRIDGE AND TUNNEL AUTHORITY

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

Adopted December __, 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 203 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, 2014, 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 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 shall be the Trustee under the Resolution and the Paying Agent for the Refunding Bonds.

ARTICLE III

DISPOSITION OF REFUNDING BOND PROCEEDS

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

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

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

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

ARTICLE IV

TAX COVENANTS AND DEFEASANCE

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

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

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

Section 4.02. 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.

METROPOLITAN TRANSPORTATION AUTHORITY

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

Adopted December __, 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, 2014, 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 and numbers 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.

DECEMBER 2012
MTA REAL ESTATE
LIST OF REAL ESTATE ACTION ITEMS FOR BOARD APPROVAL

ACTION ITEMS

MTA METRO-NORTH RAILROAD

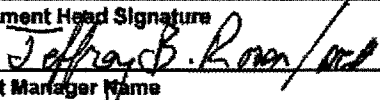
Lease with F.A.M. Group LLC for the operation of a retail concession space at New Hamburg Station in the Town of Poughkeepsie, Hamlet of New Hamburg, New York

Lease with Copper Roof Deli, LLC for the operation a retail concession space at the Beacon Station in Beacon, New York

METROPOLITAN TRANSPORTATION AUTHORITY

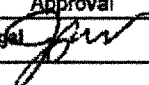
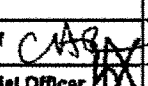

Agreements necessary to facilitate improvements to the Connecting Corridor at Penn Station in connection with phase 1 or the Moynihan Station project

Staff Summary

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| Subject LEASE AGREEMENT |
| Department REAL ESTATE |
| Department Head Name JEFFREY B. ROSEN |
| Department Head Signature  |
| Project Manager Name ALICIA BIGGS |

| |
|----------------------------------|
| Date DECEMBER 17, 2012 |
| Vendor Name |
| Contract Number |
| Contract Manager Name |
| Table of Contents Ref. # |

| Board Action | | | | | |
|--------------|-------------------|----------|----------|------|-------|
| Order | To | Date | Approval | Info | Other |
| 1 | Finance Committee | 12/17/12 | x | | |
| 2 | Board | 12/19/12 | x | | |
| | | | | | |
| | | | | | |

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

AGENCY: MTA Metro-North Railroad ("Metro-North")
 LESSEE: F.A.M. Group LLC
 LOCATION: New Hamburg Station on Metro-North's Hudson Line
 ACTIVITY: Retail sale of coffee, teas, non-alcoholic beverages, breakfast bakery items, newspapers and magazines
 ACTION REQUESTED: Approval of terms
 TERM: Ten years
 SPACE: Approximately 85 sq. ft.

| COMPENSATION: | Year | Annual | Monthly | % Increase | Per Sq. Ft. |
|---------------|------|------------|----------|------------|-------------|
| | 1 | \$2,700.00 | \$225.00 | 3% | \$31.76 |
| | 2 | \$2,781.00 | \$231.75 | 3% | \$32.72 |
| | 3 | \$2,864.43 | \$238.70 | 3% | \$33.70 |
| | 4 | \$2,950.36 | \$245.86 | 3% | \$34.71 |
| | 5 | \$3,038.87 | \$253.24 | 3% | \$35.75 |
| | 6 | \$3,130.04 | \$260.84 | 3% | \$36.82 |
| | 7 | \$3,223.94 | \$268.66 | 3% | \$37.93 |
| | 8 | \$3,320.66 | \$276.72 | 3% | \$39.07 |
| | 9 | \$3,420.28 | \$285.02 | 3% | \$40.24 |
| | 10 | \$3,522.89 | \$293.57 | 3% | \$41.45 |

COMMENTS:

In response to a recent MTA request for proposals for a retail concession space at Metro-North's New Hamburg Station, two proposals were received. The highest rent was proposed by F.A.M. Group LLC, which offered \$2,700 for the initial year with 3% annual increases over the term of the lease. Such rent exceeds the estimated fair market rental value of \$1,500 per annum, as estimated by MTA Real Estate's independent consultant. Over the 10 year term, the present value of the proposed rent, using a 9% discount rate, is \$19,454. The second proposal was submitted by Airport Restaurant, Inc., which proposed rent with a present value of \$13,861.

Staff Summary

FINANCE COMMITTEE MEETING
F.A.M. Group LLC (Cont'd.)

 **Metropolitan Transportation Authority**

Page 2 of 2

The president of F.A.M. Group, Mr. Felipe Cordero, is a local resident and is very familiar with the station. He plans to offer coffee, tea, pastries, fruits, snacks and newspapers/magazines. Mr. Cordero has the financial capacity to renovate and operate the concession, and will personally guarantee F.A.M. Group's obligations under the lease.

Based on the foregoing, MTA Real Estate requests authorization to enter into a lease agreement with F.A.M. Group LLC on the above-described terms and conditions.

Staff Summary



Metropolitan Transportation Authority

Page 1 of 2

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| Subject LEASE AGREEMENT |
| Department REAL ESTATE |
| Department Head Name JEFFREY B. ROSEN |
| Department Head Signature <i>Jeffrey B. Rosen</i> |
| Project Manager Name ALICIA BIGGS |

| |
|----------------------------------|
| Date DECEMBER 17, 2012 |
| Vendor Name |
| Contract Number |
| Contract Manager Name |
| Table of Contents Ref. # |

| Board Action | | | | | |
|--------------|-------------------|----------|----------|------|-------|
| Order | To | Date | Approval | Info | Other |
| 1 | Finance Committee | 12/17/12 | x | | |
| 2 | Board | 12/19/12 | x | | |
| | | | | | |
| | | | | | |

| Internal Approvals | | | |
|--------------------|--|-------|--------------------------|
| Order | Approval | Order | Approval |
| | | 1 | Legal <i>[Signature]</i> |
| 3 | Chief of Staff <i>[Signature]</i> | | |
| 2 | Chief Financial Officer <i>[Signature]</i> | | |
| | | | |

AGENCY: MTA Metro-North Railroad ("Metro-North")
 LESSEE: Copper Roof Deli LLC
 LOCATION: Beacon Station on Metro-North's Hudson Line
 ACTIVITY: Retail sale of coffee, teas, non-alcoholic beverages, breakfast bakery items, newspapers and magazines
 ACTION REQUESTED: Approval of terms
 TERM: Ten years
 SPACE: 255 sq. ft. concession space along with 90 sq. ft. of storage space

| COMPENSATION: | Year | Annual | Monthly | % Increase | Per Sq. Ft. |
|---------------|------|------------|----------|------------|-------------|
| | 1 | \$5,100.00 | \$425.00 | 3% | \$14.78 |
| | 2 | \$5,253.00 | \$437.75 | 3% | \$15.23 |
| | 3 | \$5,410.59 | \$450.88 | 3% | \$15.68 |
| | 4 | \$5,572.91 | \$464.41 | 3% | \$16.15 |
| | 5 | \$5,740.09 | \$478.34 | 3% | \$16.64 |
| | 6 | \$5,912.30 | \$492.69 | 3% | \$17.14 |
| | 7 | \$6,089.67 | \$507.47 | 3% | \$17.65 |
| | 8 | \$6,272.36 | \$522.70 | 3% | \$18.18 |
| | 9 | \$6,460.53 | \$538.38 | 3% | \$18.73 |
| | 10 | \$6,654.34 | \$554.53 | 3% | \$19.29 |

COMMENTS:

In response to a recent MTA request for proposals for a retail concession space at Metro-North's Beacon Station, four proposals were received. The highest proposal came from Airport Restaurant, Inc., which offered \$6,300 for the initial year with 3% annual increases over the term of the lease, a present value of \$45,826 calculated using a 9% discount rate. The second highest proposal was from Debo Food Service LLC, which proposed \$5,100 in the first year with 4.5% increases over the term, with a present value of \$39,233. Copper Roof Deli also proposed a first year rent of \$5,100, with 3% increases over the term of the lease and a present value of \$36,747.

Staff Summary

FINANCE COMMITTEE MEETING

Copper Roof Deli LLC (Cont'd.)

Page 2 of 2



Metropolitan Transportation Authority

Finally, Nance Cohen offered \$4,200 in the first year with 3% increases over the term of the lease, yielding a present value of \$30,289.

All things being equal, MTA Real Estate would recommend award to the high bidder, but in this case Real Estate recommends awarding the lease to Copper Roof Deli, whose bid was a close third. The credit and background checks and financial information of Airport Restaurant LLC did not convince Real Estate that the proposer has the financial wherewithal to renovate and operate the shop in the required manner. The second highest proposer, Debo Food Services, refused to provide an estimated cost of proposed improvements, despite repeated requests, and likewise failed to demonstrate sufficient financial capacity to construct and open the concession.

Accordingly, MTA Real Estate recommends that the lease be awarded to Copper Roof Deli LLC. The proposed rent from Copper Roof Deli exceeds the estimated fair market rental value of \$5,040 per annum, as estimated by MTA Real Estate's independent consultant. The managing member of Copper Roof Deli, Mr. Timothy Owen, owns a deli located in Beacon approximately one mile from the station, which will support the concession at the Beacon station. Mr. Owen is also a construction contractor and therefore is in a position to renovate the concession space in a relatively short period. He has a good credit history and demonstrated the financial capacity, verified in his credit report, to build out and operate the concession. Mr. Owen will personally guarantee the obligations of the corporate entity under the lease.

Based on the foregoing, MTA Real Estate requests authorization to enter into a lease agreement with Copper Roof Deli LLC on the above-described terms and conditions.

Staff Summary

Page 1 of 2

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| Subject Moynihan Station Development Project Connecting Corridor |
| Department Real Estate |
| Department Head Name Jeffrey Rosen |
| Department Head Signature <i>Jeffrey B. Rosen</i> |
| Project Manager/Division Head |

| |
|----------------------------------|
| Date December 17, 2012 |
| Vendor Name |
| Contract Number |
| Contract Manager Name |
| Table of Contents Ref # |

| Board Action | | | | | |
|--------------|--------------|-------|----------|------|-------|
| Order | To | Date | Approval | Info | Other |
| 1 | LI Committee | 12/17 | | x | |
| 2 | Finance | 12/17 | x | | |
| 3 | MTA Board | 12/19 | x | | |
| | | | | | |

| Internal Approvals | | | |
|--------------------|--|-------|----------|
| Order | Approval | Order | Approval |
| 1 | MTA Legal <i>[Signature]</i> | | |
| 2 | MTA Chief Financial Officer <i>[Signature]</i> | | |
| 3 | MTA Chief of Staff <i>[Signature]</i> | | |
| | | | |

Purpose:

To obtain Board authorization for the MTA, LIRR and NYCT to enter the following agreements necessary to effectuate improvements to the Connecting Corridor in Penn Station ("Connecting Corridor Improvements") which are necessary to advance Phase 1 of the Moynihan Station project (the "Project"): (1) a Subway/Railroad License and Indemnity Agreement among MTA, LIRR, NYCT and Moynihan Station Development Corporation ("MSDC"); (2) an amendment to the existing lease between LIRR and Vornado Realty Trust in Penn Station and; (3) any other agreements necessary to effectuate Phase 1 of the Project.

Discussion:

In May, 2012, the Board authorized the MTA and LIRR to execute several agreements with MSDC and Amtrak to allow the commencement of the work in Penn Station to effectuate Phase 1 of the development of Moynihan Station. The agreements which were authorized at that time allowed the commencement of the expansion of the existing West End Concourse ("WEC") in Penn Station. Since that time, MSDC has issued contracts for the construction improvements to the WEC, and that work is ongoing.

Phase 1 also includes improvement to the area known as the "Connecting Corridor," which connects the Eighth Avenue Subway to Penn Station, including the WEC. A new \$30 million USDOT grant to MSDC will fund the Connecting Corridor Improvements. A portion of that work will occur within areas owned or controlled by LIRR and NYCT. The improvements include expansion and rehabilitation of the Connecting Corridor underneath Eighth Avenue between Penn Station and the expanded WEC, the relocation of the subway stairs at 33rd Street and 8th Avenue and associated subway mezzanine work, the construction of an ADA-accessible ramp, and the reconfiguration of subway entrance gates to the 8th Avenue subway, within the Connecting Corridor. Pursuant to the proposed Subway/Railroad License and Indemnity Agreement, NYCT and LIRR will provide MSDC a license to allow MSDC and its contractors to enter NYCT and LIRR space in order to perform the Connecting Corridor Improvements. MSDC and its contractors will undertake the construction in accordance with plans submitted to and approved by NYCT and LIRR in accordance with commonly-accepted industry standards. Under the Subway/Railroad License and Indemnity Agreement, MSDC will reimburse NYCT for various specified categories of force account costs and expenses, estimated at approximately \$1,250,000. LIRR force account costs will be reimbursed in accordance with the terms of the earlier Phase 1 Agreement. Under the Subway/Railroad License and Indemnity Agreement, MSDC will provide broad indemnification to MTA, NYCT and LIRR, among others, including with respect to both its design and construction work.

In order to construct the ADA-accessible ramp, which is part of the Connecting Corridor Improvements, MSDC needs to utilize 186 square feet of space ("ADA Space") which is currently leased by LIRR to Vornado Realty Trust ("Vornado") and subleased by Vornado to HSBC Bank. As part of the proposed transaction, LIRR will amend its lease with Vornado in order to recapture the ADA Space after May 31, 2015, which is the expiration of the HSBC sublease. MSDC has agreed to pay LIRR approximately \$1.140 million, which LIRR shall cause to be disbursed to Vornado, for the recapture of the leased ADA Space. MSDC will be responsible to Vornado for the cost and performance of the work necessary to relocate the retail storefront and to deliver a retail storefront of equivalent quality of the current storefront which currently exists, as of the date of the leasehold amendment.

Recommendation:

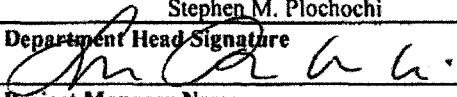
It is recommended that the Board authorize the MTA, LIRR and NYCT to execute: (1) a Subway/Railroad License and Indemnity Agreement among MTA, LIRR, NYCT and MSDC; (2) an amendment to the existing lease between LIRR and Vornado Realty Trust in Penn Station; and (3) any other necessary agreements to effectuate Phase 1 of the Project.

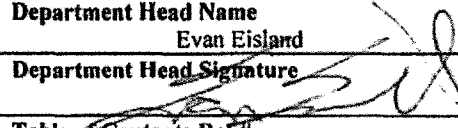




Report



PROCUREMENTS

The Procurement Agenda this month includes 4 actions for a proposed expenditure of \$3.1M.

| | | | | | |
|--|-----------|-------------|-----------------|-------------|--------------|
| Subject Request for Authorization to Award Various Procurements | | | | | |
| Department Materiel Division – NYCT | | | | | |
| Department Head Name Stephen M. Plochochi | | | | | |
| Department Head Signature  | | | | | |
| Project Manager Name Rose Davis | | | | | |
| Board Action | | | | | |
| Order | To | Date | Approval | Info | Other |
| 1 | Committee | 12/17/12 | | | |
| 2 | Board | 12/19/12 | | | |
| | | | | | |
| | | | | | |

| | | | |
|--|--------------------------|---|------------------------|
| December 6, 2012 | | | |
| Department Law and Procurement - MTACC | | | |
| Department Head Name Evan Eisland | | | |
| Department Head Signature  | | | |
| Table of Contents Ref # | | | |
| Internal Approvals | | | |
| | Approval | | Approval |
|  | President NYCT |  | President MTACC |
|  | Executive VP |  | Subways |
| X | Capital Prog. Management | K | Buses |
| | Law | X | Diversity/Civil Rights |

Internal Approvals (cont.)

| | | | | | | | |
|--------------|-----------------|--------------|-----------------|--------------|-----------------|--------------|-----------------|
| Order | Approval | Order | Approval | Order | Approval | Order | Approval |
| | | | | | | | |

PURPOSE:

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

DISCUSSION:

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

Schedules Requiring Majority Vote

Schedule H: Modifications to Personal/Miscellaneous Service Contracts 1 \$ 0.4 M

- Fujitsu Network Comm. \$ 0.4 M

SUBTOTAL 1 \$ 0.4 M

MTA Capital Construction proposes to award Non-Competitive procurements in the following categories: NONE

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

MTA Capital Construction proposes to award Competitive procurements in the following categories: NONE

NYC Transit proposes to award Ratifications in the following categories:

Schedules Requiring Majority Vote:

| | | | |
|---|---|----|-------|
| Schedule K: Ratification of Completed Procurement Actions | 2 | \$ | 2.1 M |
| SUBTOTAL | 2 | \$ | 2.1 M |

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

Schedules Requiring Majority Vote:

| | | | |
|---|---|----|-------|
| Schedule K: Ratification of Completed Procurement Actions | 1 | \$ | 0.6 M |
| SUBTOTAL | 1 | \$ | 0.6 M |
| TOTAL | 4 | \$ | 3.1 M |

COMPETITIVE BIDDING REQUIREMENTS: The procurement actions in Schedules A, B, C and D are subject to the competitive bidding requirements of PAL 1209 or 1265-a relating to contracts for the purchase of goods or public work. Procurement actions in the remaining Schedules are not subject to these requirements.

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

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

BOARD RESOLUTION

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

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

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

NOW, the Board resolves as follows:

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

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

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

4. As to each action set forth in Schedule D, the Board declares competitive bidding impractical or inappropriate for the reasons specified therein, and ratifies each action for which ratification is requested.

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

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

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

DECEMBER 2012

LIST OF NON-COMPETITIVE PROCUREMENTS FOR BOARD APPROVAL

Procurements Requiring Majority Vote:

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

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

- | | | |
|--|------------------------|--------------------------------------|
| 1. Fujitsu Network Communications | \$414,126 (NTE) | <u>Staff Summary Attached</u> |
| Contract # 08L0028.1 | | |

Modification to the contract for the maintenance of Fujitsu SONET communications equipment, in order to add equipment from NYC Transit's ATM Network.

DECEMBER 2012

LIST OF RATIFICATIONS FOR BOARD APPROVAL

Procurements Requiring Majority Vote:

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

(Staff Summaries required for items requiring Board approval.)

1. **Judlau Contracting, Inc.** **\$1,807,500** **Staff Summary Attached**
Contract #C-34763.54
Modification to the contract for the rehabilitation of the Culver Line Viaduct, in order to reconstruct a subway wall.
2. **Silverite Construction Company, Inc.** **\$285,000** **Staff Summary Attached**
Contract # C-40455.1
Modification to the contract for the design and construction of the Mother Clara Hale Bus Depot, in order to perform additional design and construction work for added and changed rooms.

DECEMBER 2012

LIST OF RATIFICATIONS FOR BOARD APPROVAL

Procurements Requiring Majority Vote:

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

(Staff Summaries required for items requiring Board approval.)

1. **Judlau Contracting, Inc.**
Contract # A-36126.70

\$565,000

Staff Summary Attached

Modification to the contract for the restoration of the historical Corbin Building, in order to make changes to the brownstone restoration.

Schedule H: Modifications to Personal Service & Miscellaneous Contracts

Item Number: 1

| | |
|--|--|
| Vendor Name (& Location) Fujitsu Network Communications (Richardson, TX) | |
| Description Maintenance and support services of communications equipment – SONET/ATM network | |
| Contract Term (including Options, if any) January 1, 2010 – December 31, 2014 | |
| Option(s) included in Total Amount? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> n/a | |
| Procurement Type <input type="checkbox"/> Competitive <input checked="" type="checkbox"/> Non-competitive | |
| Solicitation Type <input type="checkbox"/> RFP <input type="checkbox"/> Bid <input checked="" type="checkbox"/> Other: Modification | |
| Funding Source <input checked="" type="checkbox"/> Operating <input type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other: | |
| Requesting Dept/Div & Dept/Div Head Name: Department of Subways, Carmen Bianco | |

| Contract Number | AWO/Modification # |
|--|--------------------|
| 08L0028 | 1 |
| Original Amount: | |
| | \$ 1,925,000 |
| Prior Modifications: | |
| | \$ 0 |
| Prior Budgetary Increases: | |
| | \$ 0 |
| Current Amount: | |
| | \$ 1,925,000 |
| This request | |
| | \$ 414,126 (NTE) |
| % of This Request to Current Amount: | |
| | 21.5% |
| % of Modifications (including This Request) to Original Amount: | |
| | 21.5% |

Discussion:

This modification is to provide maintenance and support services for 40 additional Fujitsu communication devices installed as part of SONET/ATM Communications Network System (SACNS) Phase 2. Included in these 40 additional devices are 36 new dense wave division multiplexing devices, two SONET multiplexers and two Carrier over Ethernet devices, which provide high speed communications over the network.

Phase 1 of the SACNS, under Contract No. W-32648, designed, furnished and installed a SONET network that transmits all Asynchronous Transfer Mode (ATM) switch traffic from passenger stations in Sub-division "A". Phase 2 of the SACNS, under Contract No. W-32652, provided the ATM switch and ancillary equipment required to complete the SACNS network for Sub-division "B". In both phases, the existing fiber optic cable was extended into each passenger station's communication room, which allowed for delivery of network connectivity to the passenger stations. NYC Transit is now in the process of closing out Contract No. W-32652 and, subsequent to closeout, in-house staff will be responsible for the operation of the SACNS equipment as well as for the coordination of maintenance and support that will be provided by the manufacturer, Fujitsu.

The Board, in June 2009, approved the award of a non-competitive five year contract to Fujitsu to provide unlimited on-site maintenance support of NYC Transit's 58 Fujitsu devices installed in the SACNS network. This service includes remote (24/7) technical assistance, training, software updates and new releases, repair and return of all parts, equipment and components, on-site support and troubleshooting. The work under this modification will provide the same level of service and maintenance support for 40 additional units that were provided under SACNS Phase 2 for the Sub-Division "B" and will be for the period of January 1, 2013 through December 31, 2014. Consistent with the basis of the original non-competitive award and due to the criticality of the network, maintenance of the Fujitsu equipment installed under SACNS Phase 2 will be obtained by contracting directly with the subsystems manufacturer.

Fujitsu's price of \$414,126 includes maintenance of 40 units for a 24 month period from January 1, 2013 through December 31, 2014. The unit price for support of this additional equipment reflects a 20% discount off their current list price and is the same discount that was applied to their GSA price list in the base contract. Based on this discount level, the price is considered fair and reasonable.

Schedule K: Ratification of Completed Procurement Actions



Item Number: 1

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

| Contract Number | AWO/Modification # |
|--|--------------------|
| C-34763 | 54 |
| Original Amount: | |
| | \$ 178,800,000 |
| Prior Modifications: | |
| | \$ 8,062,311 |
| Prior Budgetary Increases: | |
| | \$ 0 |
| Current Amount: | |
| | \$ 186,862,311 |
| This Request: | |
| | \$ 1,807,500 |
| % of This Request to Current Amount: | |
| | 1.0% |
| % of Modifications (including This Request) to Original Amount: | |
| | 5.5% |

Discussion:

This retroactive modification is for the repair of the 10th Street subway wall between 4th and 5th Avenues in Brooklyn.

This contract is for the rehabilitation of the Culver Line Viaduct in Brooklyn, which was built in 1930, including rehabilitation of the concrete viaduct deck, removal of existing ballasted tracks, signals and cables, installation of new low vibration tracks, replacement of existing switches and signals, and drainage work. The contract work is located between the 7th Avenue Station (in the south) and the Bergen Street Station (in the north).

The 10th Street subway wall is above ground, approximately 325 feet long and constructed of concrete. It supports a public area above. During the pre-award survey some deterioration due to water leaks was observed, but the condition of the wall was determined to be safe and, due to budget constraints, was not included in the contract scope. However, after contract award, during regular maintenance inspections, Subways observed further deterioration and by concrete core testing determined that the wall was in severely deteriorated condition and required extensive repair.

The wall is approximately 10 feet high at the south end, gradually increasing to 30 feet high at the north end. This modification provides for the reconstruction of 120 feet of wall at the south end. It also provides for the reconstruction of a deteriorated communications manhole at the north end and the reconstruction of 30 feet of wall at the manhole location. Finally, this modification provides for the repair of spalled and cracked concrete along the other 175 feet of wall. The best way to address the need for immediate repairs, and take advantage of a track shutdown, was to issue a modification to this contract.

The contractor's initial proposal was \$3,163,650. NYC Transit's revised estimate was \$1,900,000. Following negotiations, the lump sum price of \$1,807,500 was agreed upon and found to be fair and reasonable. A savings of \$1,356,150 was achieved.

The contractual substantial completion date of this contract is February 5, 2013. To avoid impacting the contract schedule, the SVP & Chief Engineer approved a retroactive waiver on November 14, 2011 to allow work to be performed during a planned four-month track shutdown from November 2011 to March 2012. About three-quarters of the work was performed during that shutdown. The balance, principally the manhole work, is ongoing. An estimate and proposal were developed in May 2012; and following review by MTA Audit, this modification concluded with final negotiations in October 2012. This modification did not delay contract completion.

Schedule K: Ratification of Completed Procurement Actions

Item Number: 2

| | |
|--|--|
| Vendor Name (& Location) Silverite Construction Co., Inc. (Hicksville, NY) | |
| Description Design and construction of the new Mother Clara Hale Bus Depot | |
| Contract Term (including Options, if any) November 2, 2010 – July 1, 2013 | |
| Option(s) included in Total Amount? <input type="checkbox"/> Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> n/a | |
| Procurement Type <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive | |
| Solicitation Type <input type="checkbox"/> RFP <input type="checkbox"/> Bid <input checked="" type="checkbox"/> Other: Modification | |
| Funding Source <input type="checkbox"/> Operating <input checked="" type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other: | |
| Requesting Dept/Div & Dept/Div Head Name: Capital Program Management, Frederick E. Smith | |

| Contract Number | AWO/Modification # |
|--|--------------------|
| C-40455 | 1 |
| Original Amount: | |
| | \$ 214,000,000 |
| Prior Modifications: | |
| | \$ 882,350 |
| Prior Budgetary Increases: | |
| | \$ 0 |
| Current Amount: | |
| | \$ 214,882,350 |
| This Request: | |
| | \$ 285,000 |
| % of This Request to Current Amount: | |
| | 0.1% |
| % of Modifications (including This Request) to Original Amount: | |
| | 0.5% |

Discussion:

This retroactive modification adds and changes rooms in the Depot.

This contract is for the design and construction of the new Mother Clara Hale Depot in the Borough of Manhattan. Since this is a design/build contract, the contract provides a conceptual design. The contract documents clearly depicted the Depot building's internal layout, including rooms and their designations, and specified room finishes (type and color of flooring, walls, ceilings, and types and quantities of doors and windows), electrical requirements (type and quantity of light fixtures, outlets and switches), communications requirements (type and quantity of telephone and data outlets), HVAC requirements (air flow to each room, type and quantity of air supply and air return registers), etc.

In January 2011, the Department of Buses requested changes to the designation, layout and finishes of certain rooms and added two new dispatcher rooms. The conceptual design called for a dispatcher's room on the 1st floor only; however since buses are parked on the 2nd and 3rd floors, dispatcher rooms are needed there as well. The Assistant General Manager's room was moved from the 2nd floor to the mezzanine, next to his staff which is located there. Other rooms on the mezzanine and second floor were either rearranged or combined for multiple uses, such as for swing space or a lunch room, and one room was deleted. Finally, the garbage compactor was relocated from the 1st floor to the 2nd floor; which is optimal since most of the garbage comes from the daily cleaning of buses parked on the 2nd and 3rd floors.

This modification provides for the contractor's additional design and construction costs for these additional and changed rooms. Additional design work for the rooms with changed designations, internal layouts and finishes included: code review and calculations (occupancy load, egress analysis, etc.); revised finishes (floors, walls, ceilings); revised cooling load calculations, ductwork and piping layouts; revised fire protection; revised electrical, communication and revised lighting layouts, etc. Additional construction work included the furnishing and installation of the net additional finishes, ductwork, electrical wiring, fire protection, etc. The contractor's proposal was \$546,395; NYC Transit's revised estimate was \$283,000. Following negotiations, the lump sum price of \$285,000 was agreed upon and found to be fair and reasonable. A savings of \$261,395 was achieved.

To avoid impacting the contract schedule, the SVP & Chief Engineer approved a retroactive waiver on October 19, 2011 and the contractor was directed to begin the design work that day. Design was negotiated first, then a scope was developed, and then the initial estimate and proposal were developed for negotiation of construction. The construction for this modification has only recently begun.

Schedule K: Ratification of Completed Procurement Actions



Item Number: 1

| | |
|---|--|
| Vendor Name (& Location) Judlau Contracting, Inc. (College Point, NY) | |
| Description Restoration of the historical Corbin Building | |
| Contract Term (including Options, if any) February 19, 2010 – December 18, 2012 | |
| Option(s) included in Total Amount? <input type="checkbox"/> Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> n/a | |
| Procurement Type <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive | |
| Solicitation Type <input type="checkbox"/> RFP <input type="checkbox"/> Bid <input checked="" type="checkbox"/> Other: Modification | |
| Funding Source <input type="checkbox"/> Operating <input checked="" type="checkbox"/> Capital <input checked="" type="checkbox"/> Federal <input type="checkbox"/> Other: | |
| Requesting Dept/Div & Dept/Div Head Name: MTA Capital Construction, Dr. Michael Horodniceanu | |

| | |
|--|---------------------------------|
| Contract Number A-36126 | AWO/Modification # 70 |
| | |
| Original Amount: | \$ 59,210,000 |
| Prior Modifications: | \$ 5,738,747 |
| Prior Budgetary Increases: | \$ 0 |
| Current Amount: | \$ 64,948,747 |
| This Request: | |
| | \$565,000 |
| % of This Request to Current Amount: | 0.9% |
| % of Modifications (including This Request) to Original Amount: | 10.6% |

Discussion:

This retroactive modification is for changes to the brownstone restoration of the historical Corbin Building. To avoid schedule impact, this work had to begin without delay. Consequently, the MTACC President approved a retroactive waiver on September 27, 2012.

The contract calls for the removal of existing stucco and partial removal of the existing brownstone underneath to accommodate the installation of new brownstone veneer for the northwest, west and southwest corners of the building's first floor. Upon removal of the stucco, previously undetected field conditions were uncovered, including existing concrete piers at the northwest and southwest corners of the building and existing structural steel elements at the northwest corner of the building. Additionally, due to the condition of the existing brownstone, it was insufficient to support the weight of the new veneer. In order to address these conditions, it is necessary to use brownstone blocks, which have more than twice the depth of the veneer.

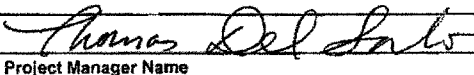
This modification includes the complete removal of the existing brownstone underneath the stucco and the furnishing and installation of brownstone blocks in lieu of brownstone veneer for the northwest, west and southwest corners of the building's first floor. This modification also includes temporary steel shoring to support the building façade where brownstone has been removed, brownstone veneer repair along the John Street side of the building and additional carved brownstone for the 4th floor water table ledge.

The contractor's proposal was \$851,168; MTACC's revised estimate was \$532,567. Negotiations resulted in the agreed upon net lump sum price of \$565,000, which is considered fair and reasonable. Savings of \$286,169 were achieved.

PROCUREMENTS




The Procurement Agenda this month include 1 action for a proposed expenditure of \$0.53M

Staff Summary

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

| |
|-------------------------|
| Date |
| November 29, 2012 |
| Vendor Name |
| N/A |
| Contract Number |
| N/A |
| Contract Manager Name |
| N/A |
| Table of Contents Ref # |
| |

| Board Action | | | | | |
|--------------|-----------|----------|----------|------|-------|
| Order | To | Date | Approval | Info | Other |
| 1 | Committee | 12/17/12 | X | | |
| 2 | Board | 12/19/12 | X | | |
| | | | | | |
| | | | | | |

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

PURPOSE:

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

DISCUSSION:

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

None

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

None

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

None

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

| <u>Procurements Requiring Majority Vote</u> | <u># of Actions</u> | <u>\$ Amount</u> |
|---|---------------------|------------------|
| Schedule G. Miscellaneous Service Contracts | 1 | \$0.53M |
| | <u># of Actions</u> | <u>\$ Amount</u> |
| Total Competitive Procurements | 1 | \$0.53M |

MTA Bus Company seeks Ratifications in the following categories:

None

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

None

| | <u># of Actions</u> | <u>\$ Amount</u> |
|----------------------------|---------------------|------------------|
| Total Ratifications | 0 | 0 |
| | <u># of Actions</u> | <u>\$ Amount</u> |
| Total Procurements | 1 | \$0.53M |

BOARD RESOLUTION

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

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

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

NOW, the Board resolves as follows:

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

DECEMBER 2012

LIST OF COMPETITIVE PROCUREMENTS FOR BOARD APPROVAL

Procurements Requiring Majority Vote:

G. Miscellaneous Service Contracts

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

1. Predictive Maintenance \$526,848 (Est.)

Corp./Tribologik

Four Bids/Low Bidder – Four-year contract

Contract # RFQ 20624

This contract is for the periodic testing and analysis of bus coolant (anti-freeze) drawn from revenue service buses for NYC Transit's Department of Buses (DOB) and MTA Bus Company (MTABC). DOB and MTABC adhere to a Bus Cooling System Maintenance Policy requiring the use of pre-mixed bus coolant and an on board dosing system (Need Release Filter) that periodically adds chemicals to the coolant in the bus to provide effective protection to the engine and bus cooling system. Coolant samples from each bus are subjected to a pre-established series of physical and chemical analyses.

In addition to the testing, this contract includes providing analysis trends and reports, making specific recommendations of corrective actions for abnormal coolant sample results deemed significant, and conducting training sessions for DOB and MTABC personnel.

Procurement performed an extensive outreach to the marketplace. Predictive Maintenance Corp./Tribologik's bid price of \$15.68 per sample is 25% lower than the price of the next low bidder and 64% lower than the price of the current contract. The price is considered fair and reasonable.



Metro-North Railroad

Action Items December 2012

Staff Summary

| |
|---|
| Subject Public Hearing for Proposed Service Changes |
| Department Operations Planning & Analysis |
| Department Head Name D. O'Connell <i>D. O'Connell</i> |
| Department Head Signature |
| Project Manager Name J. McCormack |

| |
|---------------------------------|
| Date December 3, 2012 |
| Vendor Name |
| Contract Number |
| Contract Manager Name |
| Table of Contents Ref# |

| Board Action | | | | | |
|--------------|----------------|-------|----------|------|-------|
| Order | To | Date | Approval | Info | Other |
| 1 | M-N Comm. Mtg. | 12/17 | X | | |
| 2 | MTA Fin. Comm. | 12/17 | X | | |
| 3 | MTA Board Mtg. | 12/19 | X | | |

| Internal Approvals | | | |
|--------------------|--------------------|-------|---------------------|
| Order | Approval | Order | Approval |
| 4 | President | | Budget |
| | VP Operations | | VP Capital Programs |
| 3 | VP Financial Admin | | Engr/Const |
| | Controller | | Project Reporting |

| Internal Approvals (cont.) | | | | | | | |
|----------------------------|-------------|-------|----------------------|-------|-----------------|-------|-----------------|
| Order | Approval | Order | Approval | Order | Approval | Order | Approval |
| 1 | VP Planning | | Government Relations | | Labor Relations | 2 | General Counsel |
| | Press | | VP Human Resources | | Personnel | | Other |

Narrative

Purpose:

To authorize a public hearing with regard to proposed service changes at Hudson Line stations in the Bronx and Westchester County, to be effective in April 2013.

Discussion:

Under the requirements of the Public Authorities Law and standards established by the MTA Board as required by the Federal Transit Administration, MNR is required to conduct public hearings prior to implementation of any service change that represents a change in frequency of service greater than 25% to any station on a given day.

As part of the MTA 2012 Service Investments Program, MNR proposes to add station stops to certain Hudson Line trains and add some new trains, which collectively would increase the frequency of service by more than 25% on certain days of the week at those stations.

Effective in April 2013, MNR proposes to add stops at the Spuyten Duyvil, Riverdale, and Irvington stations, to most off-peak and weekend semi-express trains that operate between Croton-Harmon and Grand Central Terminal (GCT). In addition, most off-peak and weekend trains that operate between Poughkeepsie and GCT, some of which stop at select stations between Croton-Harmon and GCT and others which run express between Croton-Harmon and GCT, would now stop at Tarrytown and Ossining stations, running express between GCT and Tarrytown. New semi-express trains would be operated between Croton-Harmon and GCT replacing the stops on the Poughkeepsie trains and also making additional stops at Spuyten Duyvil, Riverdale, and Irvington.

The additional stops at the Spuyten Duyvil, Riverdale and Irvington stations on existing and new semi-express trains would result in a change in frequency of service greater than 25% to these three stations on at least one day per week.

In addition, to match Hudson Rail Link feeder bus service to the proposed new service frequency at Spuyten Duyvil and Riverdale stations, MNR proposes to increase the frequency of service on Hudson Rail Link feeder bus routes serving these rail stations. This proposed increase in Hudson Rail Link bus service would result in a change in frequency of service greater than 25% to the bus stops on these bus routes on at least one day per week.

Recommendation:

That the Board authorize a public hearing with regard to proposed service changes at Hudson Line stations in the Bronx and Westchester County, to be effective in April 2013.

Approved for Submission to the Board


Howard Permut, President

The legal name of MTA Metro-North Railroad is Metro-North Commuter Railroad Company

**METRO-NORTH/LONG ISLAND
COMMITTEE**

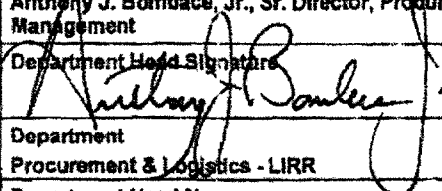
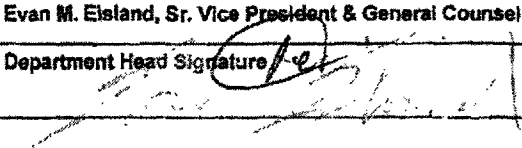

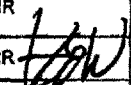
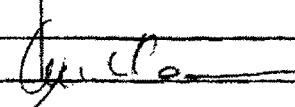
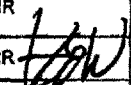
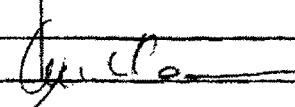
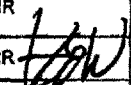
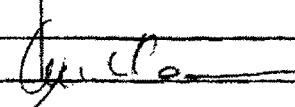
PROCUREMENTS

FOR

BOARD

ACTION

DECEMBER 19, 2012

| Subject Request for Authorization to Award Various Procurements | Date December 5, 2012 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
|--|--|---|--|------------------|---|-------|-----------|--------------------|----------|-----------|--|--|---|-----------|----------|---|--|--|--|-------|----------|-------|----------|---|----------------|--|--|---|--|--|--|---|------------------|--|--|
| Department Procurement & Material Management - MNR | Department Law and Procurement - MTACC | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Department Head Name Anthony J. Bombace, Jr., Sr. Director, Procurement & Material Management | Department Head Name Evan M. Eisland, Sr. Vice President & General Counsel | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Department Head Signature  | Department Head Signature  | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Department Procurement & Logistics - LIRR | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Department Head Name Dennis L. Mahon, Chief Procurement & Logistics Officer | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Department Head Signature  | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Board Action | Internal Approvals | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <th>Order</th> <th>To</th> <th>Date</th> <th>Approval</th> <th>Info</th> <th>Other</th> </tr> <tr> <td>1</td> <td>MNR/LIRR Committee</td> <td>12-17-12</td> <td style="text-align: center;">X</td> <td></td> <td></td> </tr> <tr> <td>2</td> <td>MTA Board</td> <td>12-19-12</td> <td style="text-align: center;">X</td> <td></td> <td></td> </tr> </table> | Order | To | Date | Approval | Info | Other | 1 | MNR/LIRR Committee | 12-17-12 | X | | | 2 | MTA Board | 12-19-12 | X | | | <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <th>Order</th> <th>Approval</th> <th>Order</th> <th>Approval</th> </tr> <tr> <td style="text-align: center;">X</td> <td>President, MNR</td> <td></td> <td></td> </tr> <tr> <td style="text-align: center;">X</td> <td>President, LIRR </td> <td></td> <td></td> </tr> <tr> <td style="text-align: center;">X</td> <td>President, MTACC</td> <td></td> <td></td> </tr> </table> | Order | Approval | Order | Approval | X | President, MNR | | | X | President, LIRR  | | | X | President, MTACC | |  |
| Order | To | Date | Approval | Info | Other | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 1 | MNR/LIRR Committee | 12-17-12 | X | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 2 | MTA Board | 12-19-12 | X | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Order | Approval | Order | Approval | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| X | President, MNR | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| X | President, LIRR  | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| X | President, MTACC | |  | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| PURPOSE: To obtain approval of the Board to award various contracts and purchase orders, and to inform the Metro-North/Long Island Committee of these procurement actions. | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| DISCUSSION: MNR proposes to award Non-Competitive procurements in the following categories: | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| <table style="width: 100%;"> <tr> <th style="text-align: left;"><u>Schedules Requiring Two-Thirds Vote (or more, where noted)</u></th> <th style="text-align: right;"><u># of Actions</u></th> <th style="text-align: right;"><u>\$ Amount</u></th> </tr> <tr> <td>Schedule E: Miscellaneous Procurement Contracts</td> <td style="text-align: right;">1</td> <td style="text-align: right;">\$185,000</td> </tr> <tr> <td style="text-align: right;">SUBTOTAL:</td> <td style="text-align: right;">1</td> <td style="text-align: right;">\$185,000</td> </tr> </table> | | <u>Schedules Requiring Two-Thirds Vote (or more, where noted)</u> | <u># of Actions</u> | <u>\$ Amount</u> | Schedule E: Miscellaneous Procurement Contracts | 1 | \$185,000 | SUBTOTAL: | 1 | \$185,000 | | | | | | | | | | | | | | | | | | | | | | | | | |
| <u>Schedules Requiring Two-Thirds Vote (or more, where noted)</u> | <u># of Actions</u> | <u>\$ Amount</u> | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Schedule E: Miscellaneous Procurement Contracts | 1 | \$185,000 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| SUBTOTAL: | 1 | \$185,000 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| LIRR proposes to award Non-Competitive procurements in the following categories: NONE | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| <table style="width: 100%;"> <tr> <th style="text-align: left;"><u>Schedules Requiring Majority Vote</u></th> <th style="text-align: right;"><u># of Actions</u></th> <th style="text-align: right;"><u>\$ Amount</u></th> </tr> <tr> <td>Schedule F: Personal Service Contracts</td> <td style="text-align: right;">1</td> <td style="text-align: right;">\$85,000</td> </tr> <tr> <td style="text-align: right;">SUBTOTAL:</td> <td style="text-align: right;">1</td> <td style="text-align: right;">\$85,000</td> </tr> </table> | | <u>Schedules Requiring Majority Vote</u> | <u># of Actions</u> | <u>\$ Amount</u> | Schedule F: Personal Service Contracts | 1 | \$85,000 | SUBTOTAL: | 1 | \$85,000 | | | | | | | | | | | | | | | | | | | | | | | | | |
| <u>Schedules Requiring Majority Vote</u> | <u># of Actions</u> | <u>\$ Amount</u> | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Schedule F: Personal Service Contracts | 1 | \$85,000 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| SUBTOTAL: | 1 | \$85,000 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| MTACC proposes to award Non-Competitive procurements in the following categories: NONE | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |

MNR proposes to award Competitive procurements in the following categories: NONE

LIRR proposes to award Competitive Procurements in the following categories: NONE

| <u>Schedules Requiring Majority Vote</u> | | <u># of Actions</u> | <u>\$ Amount</u> |
|--|---------------------------------|---------------------|------------------|
| Schedule G: | Miscellaneous Service Contracts | 1 | \$66,908 |
| SUBTOTAL: | | 1 | \$66,908 |

MTACC proposes to award Competitive Procurements in the following categories:

| <u>Schedules Requiring Majority Vote</u> | | <u># of Actions</u> | <u>\$ Amount</u> |
|--|---|---------------------|------------------|
| Schedule H: | Modifications to Personal and Miscellaneous Service Contracts | 1 | \$415,000 |
| Schedule I: | Modifications to Purchase and Public Work Contracts | 2 | \$10,620,000 |
| SUBTOTAL: | | 3 | \$11,035,000 |

MNR proposes to award Ratifications in the following categories: NONE

LIRR proposes to award Ratifications in the following categories: NONE

MTACC proposes to award Ratifications in the following categories:

| <u>Schedules Requiring Majority Vote</u> | | <u># of Actions</u> | <u>\$ Amount</u> |
|--|--|---------------------|------------------|
| Schedule K: | Ratification of Completed Procurement Actions (Involving Schedule E-J) | 1 | \$4,947,505 |
| SUBTOTAL: | | 1 | \$4,947,505 |
| TOTAL: | | 7 | \$16,319,413 |

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

BUDGET IMPACT:

The purchases/contracts will result in obligating Long Island Rail Road, Metro-North Railroad and MTA Capital Construction operating and capital funds in the amount listed. Funds are available in the current operating/capital budgets for this purpose.

RECOMMENDATION:

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

METROPOLITAN TRANSPORTATION AUTHORITY

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

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

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

NOW, the Board resolves as follows:

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

2. As to each request for proposals (for purchase and public work contracts) set forth in Schedule B for which it is deemed in the public interest to obtain authorization to solicit competitive proposals through a publicly advertised RFP for the reasons specified therein the Board declares it to be impractical or inappropriate to utilize a procurement process inviting sealed bids with award to the lowest responsive/responsible bidder.

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

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

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

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

DECEMBER 2012

METRO-NORTH RAILROAD

LIST OF NON-COMPETITIVE PROCUREMENTS FOR BOARD APPROVAL

Schedules Requiring Majority Vote:

E. Miscellaneous Procurement Contracts

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

1. **Railware, Inc.** **\$185,000 (not-to-exceed)** **Staff Summary Attached**
TDPro Alarm Software for MNR's Centralized Traffic Control System

Approval is requested for a non-competitive, negotiated, miscellaneous procurement contract with Railware, Inc. to upgrade the present Railware Track Driver Professional (TDPro) Alarm System Software Module in the total not-to-exceed amount of \$185,000. The TDPro Alarm System Software Module captures all mission-critical and safety sensitive alarms that the MNR Centralized Traffic Control (CTC) system generates and it is also responsible for notifying the Rail Traffic Controllers when alarm events occur. These alarms include loss of shunt, overrun, power off, loss of code lines, unsolicited indications and ground detection, among other alarms.

The TDPro module is a legacy software module originally designed to operate on the early operating systems dating back to when the CTC was originally commissioned in the mid 1990's. Since the consolidation of the North and the South CTC systems into one system platform, the module has become incapable of managing the volume of alarms being generated by the CTC system. The module needs to be rewritten so it can operate effectively and efficiently on today's operating software system platforms.

As the Original Equipment Manufacturer (OEM) of the CTC and the proprietary software developer for TDPro, Railware is the only authorized source for modifications made to its CTC systems and is uniquely qualified to provide expert support for all of the software applications and components installed with the CTC systems. These application software systems are unique to Metro-North.

Negotiations with Railware by MNR's P&MM Dept. resulted in a 7.5% or \$15,000 reduction in the original price proposed for the upgrade. The negotiated price of \$185,000 is 7.5% below the engineer's estimate and approximately 17% below the price for other complex software developments similar in nature to TDPro. The price of the upgrade includes design, implementation, testing and training of the TDPro alarm system over an eight week period. This procurement is to be funded by MNR's Operating Budget.

Schedule E: Miscellaneous Procurement ContractsItem Number: **E**

| |
|--|
| Vendor Name (& Location) Railware, Inc. |
| Description Replacement of TDPro Alarm Software-C & S Dept. |
| Contract Term (including Options, if any) One-time software upgrade |
| Option(s) included in Total Amount? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |
| Procurement Type <input type="checkbox"/> Competitive <input checked="" type="checkbox"/> Non-competitive |
| Solicitation Type <input type="checkbox"/> RFP <input type="checkbox"/> Bid <input checked="" type="checkbox"/> Other: Sole Source |

| | |
|--|---|
| Contract Number 1000021253 | AWO/Modification # |
| Renewal? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |
| Total Amount: | \$185,000 (not-to-exceed) |
| 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: Procurement & Material Management, Anthony J. Bombace, Jr. | |

Discussion:

Approval is requested for a non-competitive, negotiated, miscellaneous procurement contract with Railware, Inc. to upgrade the present Railware Track Driver Professional (TDPro) Alarm System Software Module in the total not-to-exceed amount of \$185,000. The TDPro Alarm System Software Module captures all mission-critical and safety sensitive alarms that the MNR Centralized Traffic Control (CTC) system generates and it is also responsible for notifying the Rail Traffic Controllers when alarm events occur. These alarms include loss of shunt, overrun, power off, loss of code lines, unsolicited indications and ground detection, among other alarms.

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As the Original Equipment Manufacturer (OEM) of the CTC and the proprietary software developer for TDPro, Railware is the only authorized source for modifications made to its CTC systems and is uniquely qualified to provide expert support for all of the software applications and components installed with the CTC systems. These application software systems are unique to Metro-North.

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DECEMBER 2012

MTA LONG ISLAND RAIL ROAD

LIST OF NON-COMPETITIVE PROCUREMENTS FOR BOARD APPROVAL

Procurements Requiring Majority Vote

Schedule F: Personal Service Contracts

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

- | | | |
|----|--|---------------------------|
| 1. | ENSCO, Inc. Sole Source PO # TBD | \$85,000 Not-to-Exceed |
|----|--|---------------------------|

LIRR requests MTA Board approval to award a Sole Source Contract to ENSCO, Inc. ("ENSCO") in an amount not-to-exceed \$85,000 for a 36-month period. Under the contract, ENSCO will provide, on an as required basis, engineering and technical assistance and replacement parts required to support and maintain the ENSCO Gauge Restraint Measurement System (GRMS). The GRMS is an integral component installed on LIRR's TC-82 Track Geometry Vehicle used to measure, record and analyze track geometry characteristics, specifically defective railroad ties and fasteners prior to their failure, so that they can be replaced as part of LIRR's daily preventive maintenance process or a future capital program. This system enables LIRR to effectively plan or make proactive repairs, which preserves our on-time performance and ensures our service reliability. ENSCO is the Original Equipment Manufacturer and the sole responsible source for replacement parts and technical assistance for the GRMS. LIRR advertised its intent to award a sole-source contract to ENSCO in the NYS Contract Reporter and in the NY Post. No other supplier expressed an interest in competing for this contract. A breakdown of the \$85,000 estimated cost is as follows: (i) \$30,000 for on-site support, (ii) \$5,000 for telephone and internet support, and (iii) \$50,000 for spare parts required for preventative maintenance. Depending on the variability of requirements, the funds may be re-distributed among the three price elements set forth in this BPO. This is a renewal contract. Under the previous contract, labor rates charged by ENSCO were in accordance with their GSA contract plus a mark-up of 2%. ENSCO has agreed to offer the LIRR the labor rates from GSA contract (9GS-23F-0272K), however, they have reduced their mark-up to 1%. The GSA Contract does not contain prices for parts. Spare parts prices represent a 5% increase from the prices paid by LIRR in 2012 and will be firm for the 3 year contract period. For the reasons stated above, ENSCO's prices are determined to be fair and reasonable.

DECEMBER 2012

MTA LONG ISLAND RAIL ROAD

LIST OF COMPETITIVE PROCUREMENTS FOR BOARD APPROVAL

Procurements Requiring Majority Vote

Schedule G: Miscellaneous Service Contracts.

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

- | | | |
|----|---|-------------------------|
| 2. | Metropolitan Paper Recycling, Inc. | \$66,908 |
| | Three-Year Contract | Firm Fixed Price |
| | Contract No: TBD | |

LIRR requests MTA Board approval to award a competitively bid, Miscellaneous Service contract to Metropolitan Paper Recycling, Inc. (MPR), for the scheduled collection and lawful disposal of recyclable mixed office paper from nineteen LIRR locations in Queens and Nassau Counties. The contract will be for a thirty-six month term, from December 1, 2012, through November 30, 2015. Insofar as paper recycling is listed as a NYSOGS Preferred Source Offering, LIRR reached out to New York Industries for the Disabled, who reviewed the scope and declined to propose. LIRR also reached out to numerous small, minority and women owned businesses (S/M/WBE), through the Discretionary Procurement Procedure, receiving no responses. The public advertisement for this renewal contract appeared in the NYS Contract Reporter on September 9, 2012, and the NY Post on September 13, 2012. The bid price schedule was based on fixed pricing for scheduled weekly, bi-weekly and monthly container pick-ups at the nineteen (19) locations during the three-year term. LIRR received five (5) bids as follows: the incumbent MPR - \$66,908; Filco Carting - \$67,553; Royal Waste - \$87,595; Boro-Wide Recycling - \$128,205; and Basin Hauling - \$147,894. MPR's bid of \$66,908 is 32% less than the average bid price of \$99,631, and 0.96% less than Filco Carting's 2nd low bid of \$67,553. Based on competitive bidding, MPR's bid is considered fair & reasonable. Funding for the contract is included in LIRR's Operating Budget.

DECEMBER 2012

LIST OF COMPETITIVE PROCUREMENTS FOR BOARD APPROVAL

Procurements Requiring Majority Vote

Schedule H. Modifications To Personal and Miscellaneous Service Contracts

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

- | | | | |
|----|--|-----------|-------------------------------|
| 1. | Kratos/HBE Contract No. PS836 Modification No. 1 | \$415,000 | <u>Staff Summary Attached</u> |
|----|--|-----------|-------------------------------|

Pursuant to Article III of the MTA All-Agency Guidelines for the Procurement of Services, MTACC seeks Board approval for a modification to upgrade existing Intergraph software.

Schedule I. Modifications To Purchase and Public Work Contracts

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

- | | | | |
|----|---|-------------|-------------------------------|
| 2. | Tutor Perini Corporation Contract No. CH053 Modification No. 80 | \$5,520,000 | <u>Staff Summary Attached</u> |
|----|---|-------------|-------------------------------|

Pursuant to Article IX of the MTA All-Agency Procurement Guidelines, MTACC seeks Board approval for a modification for installation of utilities in and to the south of Microtunnel Run #12.

- | | | | |
|----|---|-------------|-------------------------------|
| 3. | Tutor Perini Corporation Contract No. CQ032 Modification No. 19 | \$5,100,000 | <u>Staff Summary Attached</u> |
|----|---|-------------|-------------------------------|

Pursuant to Article IX of the MTA All-Agency Procurement Guidelines, MTACC seeks Board approval for a modification for the excavation of an existing sump pit in the Q-Tip area of Plaza Interlocking in Queens. This is a scope and budget transfer.

Schedule H: Modifications to Personal and Miscellaneous Service Contracts



Item Number: 1

| | | | |
|--|--|---|--------------------------------|
| Vendor Name (& Location) KRATOS/HBE | | Contract Number PS836 | AWO/Modification # 1 |
| Description IESS Cisco Upgrade | | Original Amount: \$ 710,000 | |
| Contract Term (including Options, if any) 12 Months | | Prior Modifications: \$ 0 | |
| Option(s) included in Total Amount? Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> N/A <input type="checkbox"/> | | Prior Budgetary Increases: \$ 0 | |
| Procurement Type <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive | | Current Amount: \$ 710,000 | |
| Solicitation Type <input checked="" type="checkbox"/> RFP <input type="checkbox"/> Bid <input checked="" type="checkbox"/> Modification <input type="checkbox"/> Other: | | This Request \$ 415,000 | |
| Funding Source <input type="checkbox"/> Operating <input checked="" type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other: | | % of This Request to Current Amount: 58.45% | |
| Requesting Dept/Div & Dept/Div Head Name: Security Program/Thomas Reed <i>Thomas Reed 12/5/2012</i> | | % of Modifications (including This Request) to Original Amount: 58.45% | |

I. DISCUSSION:

This contract is for the upgrade of the existing Broadware software system to a Cisco system for the Integrated Electronic Security System ("IESS"). In accordance with Article III of the All Agency Guidelines for the Procurement of Services, MTACC requests Board approval for a modification to the contract to upgrade existing Intergraph software which must also be upgraded in order to complete the upgrade to the Cisco system.

The upgrade from the Broadware system to the Cisco system is required because Broadware Technology Inc. was acquired by Cisco and Cisco is no longer supporting the Broadware system. This modification is for the Intergraph software upgrade and will include installation, configuration, testing and problem resolution. Intergraph is the primary user interface software for the IESS to view and control video and access control. After award, a determination was made that for compatibility reasons, Cisco could not be updated without also upgrading Intergraph, in a controlled and coordinated fashion. A single qualified contractor's control of both upgrades is required in order to provide the necessary compatibility and functionality while maintaining our security operational readiness.

The Contractor proposed \$798,576 while the MTACC in-house estimate was \$404,147. Negotiations and scoping sessions were held and the parties agreed to a cost of \$415,000 which is considered fair and reasonable.

Schedule I: Modifications to Purchase and Public Work Contracts

Item Number: 2

| | |
|--|--|
| Vendor Name (& Location) | |
| Tutor Perini Corporation (Peekskill, New York) | |
| Description | |
| Construct Harold Structures Part I for the ESA Project | |
| Contract Term (including Options, if any) | |
| 42 Months | |
| Option(s) included in Total Amount? | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> N/A <input type="checkbox"/> |
| Procurement Type | <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive |
| Solicitation Type | <input type="checkbox"/> RFP <input checked="" type="checkbox"/> Bid <input checked="" type="checkbox"/> Other: Modification |
| Funding Source | |
| <input type="checkbox"/> Operating <input checked="" type="checkbox"/> Capital <input checked="" type="checkbox"/> Federal <input type="checkbox"/> Other: | |
| Requesting Dept/Div & Dept/Div Head Name: | |
| East Side Access, A. Paskoff, P.E. | |

| | |
|--|---------------------------|
| Contract Number | AWO/Modification # |
| CH053 | 80 |
| Original Amount: \$ 139,280,000 | |
| Prior Modifications: \$ 69,471,442 | |
| Prior Budgetary Increases: 0 | |
| Current Amount: \$ 208,751,442 | |
| This Request | \$ 5,520,000 |
| % of This Request to Current Amount: | 2.64% |
| % of Modifications (including This Request) to Original Amount: | 53.84% |

Discussion:

This contract is for the construction of various civil infrastructure elements in Harold Interlocking and to expand the existing LIRR/AMTRAK right-of-way to enable mainline track diversions and facilitate the future construction of tunnels for the East Side Access ("ESA") Project. Pursuant to Article IX of the MTA All-Agency Procurement Guidelines, MTACC seeks Board approval to modify the contract for installation of utilities in and to the south of Microtunnel Run #12.

Microtunnel Run # 12 was added as a modification to this Contract to replace the original design of aerial crossings. The original design was rejected by Amtrak and LIRR because of the long term track outages that would have been required for installation. This modification includes construction and installation of (i) three manholes and ductbanks; (ii) conduit and grouting within Microtunnel Run #12, and (iii) the ductbanks on the south side of Microtunnel Run #12. The design for the ductbanks and manholes associated with Microtunnel Run #12 were not finalized when the modification for Microtunnel Run 12 was executed. However, because the contractor was already performing work on Microtunnel Runs 6 & 7, to save mobilization and demobilization costs it was determined to proceed with the microtunnel work and to add the utility work in subsequent modifications. Additional utility work on the north side of Microtunnel #12 will be handled under a separate future modification to allow for a potential redesign that is being evaluated in an effort to gain schedule and decrease required Force Account resources.

The Contractor submitted a cost proposal of \$5,981,338 for the microtunneling work and all manholes and ductbanks up to the southside of the Harold Access Bridge. MTACC's project estimate was \$5,292,553. Negotiations were held and both parties agreed to \$5,520,000, which is considered fair and reasonable. There is no time impact associated with the modification. An errors and omission analysis will be conducted to determine if the cost for this modification is recoverable from the designer.

Item Number: 3

| | |
|--|---|
| Vendor Name (& Location) | |
| Tutor Perini Corporation (Peekskill, New York) | |
| Description | |
| Plaza Substation and Queens Structures for the ESA Project | |
| Contract Term (Including Options, if any) | |
| February 3, 2010 – February 5, 2012 (732 days) | |
| Option(s) included in Total Amount? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> N/A | |
| Procurement Type | <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive |
| Solicitation Type | <input type="checkbox"/> RFP <input type="checkbox"/> Bid <input checked="" type="checkbox"/> Other: Modification |
| Funding Source | |
| <input type="checkbox"/> Operating <input checked="" type="checkbox"/> Capital <input checked="" type="checkbox"/> Federal <input type="checkbox"/> Other: | |
| Requesting Dept/Div & Dept/Div Head Name | |
| East Side Access, A. Paskoff, P.E. | |

| Contract Number | AWO/Modification # |
|--|--------------------|
| CQ032 | 19 |
| Original Amount: | |
| \$ 147,377,000 | |
| Prior Modifications: | |
| \$ 19,600,073 | |
| Prior Budgetary Increases: | |
| \$ 0 | |
| Current Amount: | |
| \$ 166,977,073 | |
| This Request | |
| \$ 5,100,000 | |
| % of This Request to Current Amount: | |
| 3.1% | |
| % of Modifications (Including This Request) to Original Amount: | |
| 18.9% | |

Discussion:

This Contract is for the structural and architectural rehabilitation of existing facilities along the 63rd Street Tunnel, including construction of the Plaza Interlocking and Facility Power Substation B10 for the East Side Access (ESA) Project. In accordance with Article IX of the All-Agency Procurement Guidelines, MTACC is requesting Board approval of a modification for the excavation of sump pit in the Q-Tip area of Plaza Interlocking in Queens. This is a scope and budget transfer from CQ031 to CQ032.

This work is currently in the scope of the adjacent CQ031 Contract. The excavation of the sump pit must be finished in order to progress the construction of the Plaza Interlocking permanent structure which is in Contract CQ032. In order to expedite turnover of the Q-Tip Area to the CQ032 Contractor so that it can commence its work in early January and also remove the work from CQ031 and avoid paying delay costs to that Contractor, the sump excavation is being moved to the CQ032 Contractor. This will also have the effect of mitigating delays to the CQ032 Contract and associated impact costs associated with the delay in turning over the area.

The Contractor submitted a cost proposal in the amount of \$5,208,830. MTACC's estimate is \$4,963,990. Negotiations were held and the parties agreed to \$5,100,000 for the work. The negotiated cost is considered to be fair and reasonable.

Funding for this modification will be transferred from the CQ031 budget and Construction Contingency. Excavation is a unit price item in CQ031. Because the rock elevations were much higher than anticipated there will be an overrun in quantity of excavation which leaves only \$2,493,912 remaining in the CQ031 Contract for this work. This amount will be transferred from CQ031 to CQ032. The remainder will come from ESA Construction Contingency. There is no time impact associated with this modification and the addition of this scope of work will not impact the CQ032 schedule or substantial completion date.

DECEMBER 2012

LIST OF RATIFICATIONS FOR BOARD APPROVAL

Procurements Requiring Majority Vote:

Schedule K. Ratification of Completed Procurement Actions (Involving Schedule E – J)
(Staff Summaries required for items requiring Board approval.)

1. Granite-Traylor-Frontier (GTF) Joint Venture \$4,947,505
Contract No. CQ031
Modification No. 52

Staff Summary Attached

Pursuant to Articles IX and X of the All-Agency Procurement Guidelines for Services, MTACC requests that the Board ratify a contract modification for the construction of the relocated temporary Tunnel A Reception Pit and all associated work.

Schedule K: Ratification of Completed Procurement Actions



Item Number: 1

| | |
|---|--|
| Vendor Name (& Location) Granite-Traylor-Frontier ("GTF"), Joint Venture | |
| Description Queens Bored Tunnels and Structures | |
| Contract Term (Including Options, if any) 40 Months | |
| Option(s) included in Total Amount? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No | |
| Procurement Type <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive | |
| Solicitation Type <input type="checkbox"/> RFP <input type="checkbox"/> Bid <input checked="" type="checkbox"/> Other: Modification | |
| Funding Source <input type="checkbox"/> Operating <input checked="" type="checkbox"/> Capital <input checked="" type="checkbox"/> Federal <input type="checkbox"/> Other: | |
| Requesting Dept/Div & Dept/Div Head Name: East Side Access, A. Paskoff, P.E. | |

| | |
|--|--|
| Contract Number | AWO/Modification # |
| CQ031 | 52 |
| Original Amount: \$ 659,200,700 | |
| Prior Modifications: | \$ 108,388,797 (includes an option of \$58,400,000) |
| Prior Budgetary Increases: | \$ 0 |
| Current Amount: | \$ 767,589,497 |
| This Request | \$ 4,947,505 |
| % of This Request to Current Amount: | % 0.64% |
| % of Modifications (including This Request) to Original Amount: | % 17.19% |

Discussion:

The work under the subject contract generally consists of construction of four soft-ground bored tunnels and miscellaneous demolition of surface structures for the East Side Access project. In accordance with Articles IX and X of the All-Agency Procurement Guidelines, MTACC is requesting the Board ratify a retroactive modification to the Contract to construct the relocated temporary Tunnel A Reception Pit (TARP) and all associated work.

The work under this modification includes providing labor, material and equipment for items associated with the construction of the relocated TARP. This includes secant piles, soldier pile and lagging, soil excavation, construction of a jet grout block as well as a lump sum credit for elimination of soil backfill, approach slabs and work associated with the installation of the permanent roof structure above the original reception pit slated to be built under a future contract. It also includes additional excavation support at the initial TARP location.

The construction of the permanent concrete structure for the Tunnel A Reception Pit was originally planned for Contract CH053 and intended to be used for the removal of the Tunnel A Boring Machine ("TBM") upon completion of its work. Due to delays to Contract CH053, however, the permanent structure would not have been in place prior to the Tunnel A TBM reaching the reception pit. This could have resulted in schedule delays in extracting the Tunnel A TBM and commencing the subsequent Tunnel D TBM drive. The associated delay costs could have been in excess of \$60,000 per day, and would have had additional impacts on contract interfaces with adjacent Contract CQ032. To avoid these delays and additional impact costs, MTACC determined it would be in the MTA's best interest to have the CQ031 Contractor construct a temporary reception pit at a different location in order to remove the Tunnel A TBM.

Also included in this modification is additional support during excavation which the contractor was required to provide at the initial TARP location before it was decided to change the location. The additional support during excavation was required because existing utilities were not correctly shown on the contract drawings.

The Contractor submitted a total cost of \$7,446,164 for this work, while MTACC's combined estimate was \$4,819,470.00. Negotiations were held and the parties agreed to a cost of \$4,947,505.00 for this work which is considered to be fair and reasonable. Funding is available through the Contract's contingency.

To prevent delays to the TBM operations and to avoid impact costs associated with delays, the Contractor was directed to commence work.

To the extent that this modification is a result of errors and omissions in design, MTACC intends to seek compensation for any resulting damages from the designer.



Bridges and Tunnels

Procurements December 2012

Staff Summary

| | |
|----------------------------------|---|
| Subject: | Request for Authorization to Award Various Procurements |
| Department: | Procurement |
| Department Head Name | Anthony W. Koestler |
| Department Head Signature | <i>Anthony W. Koestler</i> |
| Project Manager Name | Various |

| | |
|--------------------------------|------------------|
| Date | December 3, 2012 |
| Vendor Name | |
| Contract Number | |
| Contract Manager Name | |
| Table of Contents Ref # | |

| Board Action | | | | | |
|--------------|-------------------|----------|--------------------|------|-------|
| Order | To | Date | Approval | Info | Other |
| 1 | President | 12/4/12 | <i>[Signature]</i> | | |
| 2 | MTA B&T Committee | 12/17/12 | | | |
| 3 | MTA Board | 12/19/12 | | | |
| | | | | | |

| Internal Approvals | | | |
|--------------------|---|-------|---------------------------|
| Order | Approval | Order | Approval |
| | President <i>[Signature]</i> | | VP Operations |
| | Executive Vice President <i>[Signature]</i> | | Chief Procurement Officer |
| | VP Staff Services/COS | | Chief Engineer |
| | General Counsel | | VP Labor Relations |

| Internal Approvals (cont.) | | | | | | | |
|----------------------------|-------------------------|-------|---------------------------|-------|-------------------------------|-------|-------------------|
| Order | Approval | Order | Approval | Order | Approval | Order | Approval |
| | Chief Financial Officer | | Chief Technology Officer | | Chief Health & Safety Officer | | Chief EEO Officer |
| | Chief Security Officer | | Chief Maintenance Officer | | MTA Office of Civil Rights | | |

PURPOSE:

To obtain approval of the Board to award various contracts and purchase orders, and to inform the MTA B&T Committee of these procurement actions.

DISCUSSION:

MTA B&T proposes to award Non-Competitive procurements in the following categories: NONE

MTA B&T proposes to award Competitive procurements in the following categories:

| <u>Schedules Requiring Two-Thirds Vote</u> | | <u># of Actions</u> | <u>\$ Amount</u> |
|--|---|---------------------|------------------|
| Schedule C | Competitive Requests for Proposals (Award of Purchase and Public Work Contracts) | 1 | \$17.665M |

| <u>Schedules Requiring Majority Vote</u> | | | |
|--|----------------------------|---|-----------|
| Schedule F | Personal Service Contracts | 2 | \$11.433M |

MTA B&T presents the following procurement actions for Ratification: NONE

| | | |
|-------|---|-----------|
| TOTAL | 3 | \$29.098M |
|-------|---|-----------|

BUDGET IMPACT:

The purchases/contracts will result in obligating MTA B&T and Capital funds in the amount listed. Funds are available in the current MTA B&T capital budget for this purpose.

RECOMMENDATION:

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

The legal name of MTA Bridges and Tunnels is Triborough Bridge and Tunnel Authority.

MTA BRIDGES & TUNNELS
TRIBOROUGH BRIDGE AND TUNNEL AUTHORITY

WHEREAS, in accordance with §559 and §2879 of the Public Authorities Law and the All Agency Procurement Guidelines, the Board authorizes the award of certain non-competitive purchase and public work contracts, and the solicitation and award of request for proposals in regard to purchase and public work contracts; and

WHEREAS, in accordance with §2879 of the Public Authorities Law and the All Agency Procurement Guidelines, the Board authorizes the award of certain non-competitive miscellaneous procurement contracts, and certain changes orders to procurement, public work, and miscellaneous procurement contracts; and

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

NOW, the Board resolves as follows:

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

LIST OF COMPETITIVE PROCUREMENTS FOR BOARD APPROVAL
DECEMBER 2012

MTA BRIDGES & TUNNELS

Procurements Requiring Two-Thirds Vote:

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

1. **Prismatic Development Corporation** \$ 17,665,000.00 **Staff Summary Attached**
 Contract No. RK-65R
 1 yr. 10 mo. contract – Competitive RFP – 3 Proposals
 Provide Design/Build Services for the TBTA Central Maintenance Facility on
 Randall's Island.

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

2. **WSP/URS, a Joint Venture** \$ 7,193,724.53 **Staff Summary Attached**
 Contract No. PSC-12-2906
 7 yr. 3 mo. Contract – Competitive RFP
 Provide Design Services for Project HH-88, Reconstruction of Upper and Lower Level
 Toll Plazas and Southbound Approach at the Henry Hudson Bridge.
3. **Weidlinger/TY LIN International JV** \$ 4,239,182.96 **Staff Summary Attached**
 Contract No. PSC-12-2910
 1 yr. 8 mo. contract – Competitive RFP
 Provide a Seismic and Wind Investigation for Project RK-19 at the Robert F. Kennedy
 Bridge.

Staff Summary

Page 1 of 2

| | | | | | |
|---|-----------------------------------|----------|---|------|-------|
| Item Number 1 (Final) | | | | | |
| Dept & Dept Head Name: Engineering and Construction, Joe Keane, P.E. <i>JK</i> | | | | | |
| Division & Division Head Name: Engineering and Construction, Vincent Montanti, P.E. <i>VM</i> | | | | | |
| Board Reviews | | | | | |
| Order | To | Date | Approval | Info | Other |
| 1 | President | 12/4/12 | <i>JK</i> | | |
| 2 | MTA B&T Committee | 12/17/12 | | | |
| 3 | MTA Board | 12/19/12 | | | |
| Internal Approvals | | | | | |
| Order | Approval | Order | Approval | | |
| 1 | Chief Financial Officer <i>JS</i> | 4 | Chief of Staff <i>CB</i> | | |
| 2 | General Counsel <i>MMT</i> | 5 | Executive Vice President <i>[Signature]</i> | | |
| 3 | Chief Procurement Officer | 6 | President <i>JK</i> | | |

| | |
|--|----------------------------------|
| SUMMARY INFORMATION | |
| Vendor Name Prismatic Development Corporation | Contract Number RK-65R |
| Description: Design/Build Services for the TBTA Central Maintenance Facility on Randall's Island | |
| Total Amount \$17,665,000 | |
| Contract Term (including Options, if any) One year, ten months | |
| Option(s) included in Total Amount? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| Renewal? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| Procurement Type <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive | |
| Solicitation Type <input checked="" type="checkbox"/> RFP <input type="checkbox"/> Bid <input type="checkbox"/> Other: | |
| Funding Source <input type="checkbox"/> Operating <input checked="" type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other: | |

Narrative

I. PURPOSE/RECOMMENDATION

B&T is seeking Board approval under the All Agency Procurement Guidelines to award a public work contract for Design/Build Services for the TBTA Central Maintenance Facility on Randall's Island to Prismatic Development Corporation (PDC) for a period of one year, ten months at a cost of \$17,665,000.

II. DISCUSSION

In December 2011, the Board authorized B&T to enter into a competitive Request for Proposal (RFP) process for design/build services for the construction of a new Central Maintenance Facility on Randall's Island. The work generally consists of: (i) designing and building a new maintenance facility, including offices, storage areas, bridge maintenance staff work areas, and a parking lot; and (ii) relocating machinery and equipment into the new building.

The service requirements were publicly advertised; nine firms submitted qualification information. Five firms were chosen to receive the RFP based on a review of those qualifications and three firms submitted proposals meeting the RFP's requirements: D'Onofrio General Contractors (DGC), Corp.; PDC; and Racanelli Construction Company, Inc. (RCCI). The proposals were evaluated against established criteria set forth in the RFP, including cost, project design and understanding and construction approach, project constructability and schedule, qualifications of the firm and proposed personnel, record of performance for contractor and proposed designer, and quality and thoroughness of proposal. The selection committee requested oral presentations from all three firms.

Staff Summary

Page 2 of 2

After oral presentations, the committee selected PDC on the basis that its proposal included: (i) the lowest cost, (ii) an aggressive schedule, (iii) a cohesive team that was well versed in the project details; and (iv) provided some proposed improvements to B&T's recommended layout. The committee found DGC and RCCI capable of performing the work, but their costs were significantly higher; their proposals less detailed and their teams did not demonstrate the same level of understanding compared with PDC.

PDC submitted a proposal of \$17,548,500 based on its preliminary design. The Engineer's estimate was \$14,385,000 without the benefit of such preliminary design information. The estimate was analyzed and found to have excluded or underestimated \$3.263M in costs for: (i) enhanced overall building fire suppression system and water flow requirements; (ii) additional masonry for improved building protection; (iii) an increase to the allowance to cover anticipated conditions that cannot be evaluated prior to award; and (iv) additional parking lot details. Negotiations were conducted and the parties agreed to \$17,665,000 which includes a \$300,000 increase to the contract allowance to address field conditions that cannot be determined prior to contract award (e.g., potential upgrades to internal communication and security systems and fire suppression for the storage area). The negotiated amount of \$17,665,000 is within 0.1% of the revised Engineer's estimate of \$17,648,000 and is considered fair and reasonable. PDC is deemed to be a responsible contractor.

III. D/M/WBE INFORMATION

The MTA DDCR has established goals of 10% MBE and 10% WBE for the referenced contract. This contract will not be awarded without approval of MTA DDCR. PDC has no recently completed contracts with B&T.

IV. IMPACT ON FUNDING

Funding is available under Project RK-65R in the 2010-14 Capital Budget.

V. ALTERNATIVES

There are no recommended alternatives. The Authority does not possess the resources required to perform these services.

Staff Summary

Page 1 of 2

| | | | | | |
|--|----------------------------|----------|---|------|-------|
| Item Number 2 (Final) | | | | | |
| Dept & Dept Head Name: Engineering and Construction, Joe Keane, P.E. <i>JK</i> | | | | | |
| Division & Division Head Name: Engineering and Construction, Vincent Montanti, P.E. <i>VM</i> | | | | | |
| Board Reviews | | | | | |
| Order | To | Date | Approval | Info | Other |
| 1 | President | 12/4/12 | <i>[Signature]</i> | | |
| 2 | MTA B&T Committee | 12/17/12 | | | |
| 3 | MTA Board | 12/19/12 | | | |
| Internal Approvals | | | | | |
| Order | Approval | Order | Approval | | |
| 1 | Chief Financial Officer | 4 | Chief of Staff <i>[Signature]</i> | | |
| 2 | General Counsel <i>mmf</i> | 5 | Executive Vice President <i>[Signature]</i> | | |
| 3 | Chief Procurement Officer | 6 | President <i>[Signature]</i> | | |

| | |
|---|--------------------------------|
| SUMMARY INFORMATION | |
| Vendor Name WSP/URS, a Joint Venture | Contract Number PSC-12-2906 |
| Description: Design Services for Project HH-88, Reconstruction of Upper and Lower Level Toll Plazas and Southbound Approach at the Henry Hudson Bridge | |
| Total Amount \$7,193,724.53 | |
| Contract Term (including Options, if any) Seven years, three months | |
| Option(s) included in Total Amount? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| Renewal? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| Procurement Type <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive | |
| Solicitation Type <input checked="" type="checkbox"/> RFP <input type="checkbox"/> Bid <input type="checkbox"/> Other: | |
| Funding Source <input type="checkbox"/> Operating <input checked="" type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other: | |

Narrative

I. PURPOSE/RECOMMENDATION

B&T is seeking Board approval under the All Agency Guidelines for Procurement of Services to award a personal service contract for Design Services for Project HH-88, Reconstruction of Upper and Lower Level Toll Plazas and Southbound Approach at the Henry Hudson Bridge to WSP/URS, a Joint Venture (WSP/URS) for a period of seven years, three months at a cost of \$7,193,724.53. At a future date, the cost for design services during construction will be presented to the Board for approval.

II. DISCUSSION

B&T requires the services of a consultant to provide Design Services for Project HH-88, Reconstruction of Upper and Lower Level Toll Plazas and Southbound Approach at the Henry Hudson Bridge. The work includes but is not limited to: replacement of concrete roadway decks, reconstruction of the lower garage, relocation of the E-ZPass toll collection equipment, relocation of lower maintenance garage utilities and installation of new gas and sewer lines. The design will provide flexibility to accommodate varied toll collection arrangements during and after reconstruction.

The service requirements were publicly advertised; six firms submitted qualification information. Four firms were chosen to receive the RFP based on a review of those qualifications and all four firms submitted proposals: Ammann & Whitney/HNTB JV (A&W/HNTB), Hardesty & Hanover (H&H), Parsons Transportation Group (PTG) and WSP/URS, a Joint Venture (WSP/URS). The proposals were evaluated against established criteria set forth in the RFP, including an understanding of the technical requirements, technical expertise, proposed personnel, oral presentations and cost.

Staff Summary

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The committee selected WSP/URS based on: (i) its highly qualified team with experience at the Henry Hudson Bridge as well as direct specialized experience in designing toll plazas for multiple agencies; (ii) its proposed project design management that would avoid subcontracting core components of the design including mechanical/electrical and toll plaza configuration; (iii) the JV's complete and thorough understanding of all aspects of the scope including challenges to constructing toll plazas, maintenance issues under a 24/7 operation and conceptual solutions for construction cost reduction; and (iv) its proposed cost that is 8% below the estimate. A&W/HNTB's proposal appeared to be an adjustment of the design prepared under Project HH-85 and failed to fully consider the differences between the two projects. H&H proposed an option to extend the upper level deck that appeared to be expensive to maintain. PTG was not able to address questions such as what type of deck they would propose during their oral presentation and did not expand on any ideas beyond what was in their technical proposal.

WSP/URS submitted a proposal in the amount of \$7,250,151.09. The Engineer's estimate is \$7,847,000. Although WSP/URS proposed the highest cost, it was the consensus of the committee that the technical proposals from the other firms would not result in successful designs at the proposed prices. Negotiations were conducted and the parties agreed to the negotiated amount of \$7,193,724.53 which is 8.3% below the Engineer's estimate and is considered fair and reasonable. WSP/URS is deemed to be a responsible consultant.

III. D/M/WBE INFORMATION

The MTA DDCR has established goals of 10% MBE and 10% WBE for the referenced contract. This contract will not be awarded without approval of MTA DDCR. WSP/URS has achieved its previous MBE/WBE /DBE goals on previous contracts.

IV. IMPACT ON FUNDING

Funding is available under Project HH-88 in the 2010-14 Capital Budget.

V. ALTERNATIVES

There are no recommended alternatives. The Authority does not possess the resources required to perform these services.

Staff Summary

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|---|-------------------------------|----------|--------------------------------|------|-------|
| Item Number 3 (Final) | | | | | |
| Dept & Dept Head Name: Engineering and Construction, Joe Keane, P.E. JK | | | | | |
| Division & Division Head Name: Engineering and Construction, Vincent Montanti, P.E. VM | | | | | |
| Board Reviews | | | | | |
| Order | To | Date | Approval | Info | Other |
| 1 | President | 12/4/12 | JK | | |
| 2 | MTA B&T Committee | 12/17/12 | | | |
| 3 | MTA Board | 12/19/12 | | | |
| Internal Approvals | | | | | |
| Order | Approval | Order | Approval | | |
| 1 | Chief Financial Officer JK | 4 | Chief of Staff CS | | |
| 2 | General Counsel MMT | 5 | Executive Vice President MM | | |
| 3 | Chief Procurement Officer | 6 | President JK | | |

| | |
|---|--------------------------------|
| SUMMARY INFORMATION | |
| Vendor Name Weidlinger/TY LIN International JV | Contract Number PSC-12-2910 |
| Description: Seismic and Wind Investigation at the RFK Bridge | |
| Total Amount \$4,239,182.96 | |
| Contract Term (including Options, if any) One year, eight months | |
| Option(s) included in Total Amount? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| Renewal? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| Procurement Type <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive | |
| Solicitation Type <input checked="" type="checkbox"/> RFP <input type="checkbox"/> Bid <input type="checkbox"/> Other: | |
| Funding Source <input type="checkbox"/> Operating <input checked="" type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other: | |

Narrative

I. PURPOSE/RECOMMENDATION

B&T is seeking Board approval under the All Agency Guidelines for Procurement of Services to award a personal service contract for a Seismic and Wind Investigation at the RFK Bridge to the Joint Venture of Weidlinger Associates, Inc. and T.Y. Lin International Engineering Architecture and Land Surveying, P.C. (WAI/TYLI) for a period one year, eight months at a cost of \$4,239,182.96.

II. DISCUSSION

B&T requires the services of a consultant to provide a Seismic and Wind Investigation for Project RK-19. The work includes but is not limited to: seismic investigation for all spans and components of the RFK Bridge including the Queens Approach, Queens and Wards Island Anchorages, Suspended Spans and Randall's and Wards Island Viaducts. The Wind Study is for the suspended spans of the RFK Bridge including the anchorages, foundations and towers.

The service requirements were publicly advertised; six firms submitted qualification information. Five firms were chosen to receive the RFP based on a review of those qualifications and all five firms submitted proposals: Ammann & Whitney/HNTB JV (A&W/HNTB), Parsons Brinkerhoff/ Parsons Transportation Group JV (PB/PTG), Simpson, Gumpertz, Hager (SGH), STV (STV) and WAI/TYLI. The proposals were evaluated against established criteria set forth in the RFP, including an understanding of the technical requirements, technical expertise, proposed personnel, oral presentations and cost. The selection committee requested oral presentations from A&W/HNTB, PB/PTG and WAI/TYLI.

Staff Summary

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The committee selected WAI/TYLI based on: (i) a highly qualified team of specialists, all of whom have the requisite background on many similar projects performing the type of detailed analysis needed for seismic and wind analysis; (ii) its demonstrated superior track record throughout the United States for performing similar investigations and analyses on projects of this magnitude; (iii) WAI/TYLI has a complete and thorough understanding of all aspects of the scope of work, and addressed all pertinent issues during oral presentations; and (iv) WAI/TYLI's proposed cost is \$151,000 less than B&T's estimate. A&W/HNTB's proposal lacked technical detail and during oral presentations did not demonstrate they had a complete understanding of the complexities of the scope of work. A&W/HNTB's cost proposal was substantially lower than the estimate, which was considered to be an incomplete understanding of the project's complexities. PB/PTG's cost proposal was significantly higher than the Authority's estimate and their proposed technical personnel did not demonstrate experience on seismic analysis projects that are similar in size.

WAI/TYLI submitted a proposal of \$4,298,108.56. The Engineer's estimate is \$4,449,000. Negotiations were conducted and the parties agreed to the negotiated amount of \$4,239,182.96, which is 4.7% below the Engineer's estimate and is considered fair and reasonable. WAI/TYLI is deemed to be a responsible consultant.

III. D/M/WBE INFORMATION

The MTA DDCR has established goals of 10% MBE and 10% WBE for the referenced contract. This contract will not be awarded without approval of MTA DDCR. Weidlinger Associates has achieved its M/WBE goals on previous MTA contracts.

IV. IMPACT ON FUNDING

Funding is available under Project RK-19 in the 2010-14 Capital Budget.

V. ALTERNATIVES

There are no recommended alternatives. The Authority does not possess the resources required to perform these services.