



Metropolitan Transportation Authority

Finance Committee Meeting

March 2013

Committee Members

A. Saul, Chair
J. Ballan
J. Banks, III
R. Bickford
N. Brown
A. Cappelli
F. Ferrer, Acting Chairman
I. Greenberg
J. Kay
C. Moerdler
M. Page
M. Pally
J. Sedore, Jr.
C. Wortendyke

MEETING AGENDA

MTA FINANCE COMMITTEE

Monday, March 11, 2013 – 12:15 PM

347 Madison Avenue
Fifth Floor Board Room
New York, NY

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AGENDA ITEMS

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Date of next meeting: Monday, April 22, 2013 at 11:45 AM

Minutes of the MTA Finance Committee Meeting

January 28, 2013

347 Madison Avenue

New York, NY

12:15 PM

The Following Finance Committee members attended:

Hon. Andrew M. Saul

Hon. Jonathan A. Ballan

Hon. Robert C. Bickford

Hon. Norman Brown

Hon. Allen P. Cappelli

Hon. Fernando Ferrer, Acting Chairman

Hon. Ira Greenberg

Hon. Charles G. Moerdler

Hon. Mitchell H. Pally

Hon. James L. Sedore, Jr.

Hon. Carl V. Wortendyke

The following Finance Committee members did not attend:

Hon. John H. Banks III

Hon. Jeffrey A. Kay

Hon. Mark Page

Hon. Vincent Tessitore, Jr.

The following Board Members were also present:

Hon. Andrew Albert

Hon. Susan G. Metzger

Hon. Mark Lebow

The following MTA staff attended:

Robert Foran

Douglas Johnson

Patrick McCoy

Jeffrey Rosen

Chairman Andrew M. Saul called the January 28, 2013 meeting of the Finance Committee to order at 12:15 PM.

I. Public Comments

There were no public speakers.

II. Approval of Minutes

The MTA Board approved the minutes to its prior meeting held on December 17, 2012.

III. Committee Work Plan

There is one change to the 2013 work plan. The action item approval of the Supplemental Resolutions Authorizing Refunding Bonds was presented to this committee in December 2012 instead of January 2013. Going forward, this item will be presented annually in December.

IV. Budgets/Capital Cycle

A. BudgetWatch

Mr. Johnson stated that the January BudgetWatch is a first look at 2012 results, capturing some very preliminary results for revenues and subsidies. At this point, 2012 expenses are either unavailable or so preliminary as to not be meaningful. These will be reported next month.

Compared with the November Forecast, revenue results were overall unfavorable due to the unprecedented impact of Tropical Storm Sandy. With passenger and toll revenue results skewed by Tropical Storm Sandy, the passenger and toll Revenues variances in BudgetWatch are reported with and without estimates of the storm's impact. In raw numbers, combined passenger/toll revenues were \$60 million lower than the November Forecast. Factoring out the projected \$98 million impact of Tropical Storm Sandy, passenger and toll Revenues were \$38 million favorable, primarily due to higher utilization from an improving economy and favorable weather during the fourth quarter. The MTA anticipates an eventual substantial recovery of its Tropical Storm Sandy revenue losses from insurers.

Mr. Albert asked if substantial reimbursement was 90% reimbursement and if the amount reimbursed will include the days when no toll was collected by mandate. Mr. Johnson noted that the final amount reimbursed by insurance will be subject to negotiation. Mr. Foran stated that because the final reimbursements will be subject to negotiation, MTA is not able to provide a precise estimate at this time, including what expenses or revenue losses will be covered. The insurance reimbursement will be determined by the net effect on the MTA including the lower operating expenses when the system was closed. MTA is tracking the expenses and revenues associated with Tropical Storm Sandy.

Payroll Mobility Taxes, MTA Aid, PBT and MMTOA taxes all came in virtually on target. Real estate transaction tax collections, particularly the urban tax, were very strong in December; total receipts were \$23 million favorable for the month.

Overall, revenues were unfavorable to the November Forecast; however, excluding the impact of Sandy, results were favorable. Mr. Johnson noted that the January Real Estate results were favorable by \$29 million. These revenues, however, are based one time transactions. The January results were based on December transactions that may have been influenced by the looming 2013 increase in the tax rates for capital gains. It is too soon to know if this above-budget level will be sustained over time.

B. FinanceWatch

Mr. McCoy stated that on January 11, 2013, in a common plan of finance, Triborough Bridge and Tunnel Authority (TBTA) issued \$654 million of TBTA Subordinate Revenue Refunding Bonds, Series 2013A, to refund certain outstanding TBTA Subordinate Revenue Bonds; together with an issuance of \$257 million of TBTA General Revenue Refunding Bonds, Series 2013B, to advance refund certain outstanding TBTA General Revenue Bonds. This transaction was rescheduled from December 2012 when market conditions were unfavorable to issue the bonds.

MTA, with the recommendation of Lamont Financial, MTA's financial advisors, and Jefferies & Co., the lead underwriter, brought the transaction to market in early January when the market improved. The Series 2013A and Series 2013 B Bonds were notable as the first large tax-exempt transactions in the market in 2013 and attracted very strong interest from both retail and institutional investors. The Series 2013A bonds have a final maturity of November 15, 2032. The Series 2013B bonds have a final maturity of November 15, 2030. Both transactions are scheduled to close on January 29, 2013. The transactions refunded \$996 million in par and resulted in a combined net present value savings of \$157.85 million, or 15.84% of the combined par amount of the refunded bonds. Pricing was driven by an orderly combination of both retail and institutional orders with the final price levels being determined by demand from both classes of investors. The combined all-in true interest cost (TIC) was 2.93% and the average life was 12.9 years. Mr. McCoy noted that detailed transaction information is available in FinanceWatch which is included in the Finance Committee materials. The transactions were led by book-running senior manager Jefferies & Co., together with co-senior managers Goldman Sachs and Loop Capital Markets LLC. Nixon Peabody served as bond counsel and Lamont Financial served as financial advisor.

Mr. McCoy noted that the MTA had recently competitively bid out two new fuel hedges which will be reported on in more detail at the March Finance Committee Meeting. In summary, on December 19, 2012, MTA executed a fuel hedge with J.P. Morgan Energy Ventures for \$15.8 million for 5.5 million gallons at \$2.87/gallon. On January 23, 2013, MTA executed a fuel hedge with Deutsche Bank for \$14.3 million for 4.95 million gallons at \$2.90/gallon.

Mr. Cappelli asked about the status of the waiver of the NYS BIC charge for financings related to Sandy recovery. Mr. Foran replied that the State would waive the BIC for Sandy-related financings.

V. MTA Headquarters and All-Agency Items

A. Action Items

1. Termination of Leverage Lease with SMBC Capital Markets Inc.

Mr. Foran noted that over a number of years, the MTA has entered into certain leveraged lease transactions that are currently outstanding. The benefit of these transactions to the MTA was that the net proceeds, after ongoing obligations, were used for the Capital Programs, providing beneficial support. These transactions benefit to the MTA with an upfront payment at the time they are structured. .

In November, the Board authorized the early termination of three of these leveraged lease transactions. To date, MTA has terminated four of those transactions and is currently evaluating the benefits of terminating the fifth. Three of these transactions were with Assured Guarantee Municipal Corporation which was facing a potential downgrade by Moody's Investor Service. In this case, Assured provided the investment contract and certain insurance on the transaction. On November 27, 2012, MTA terminated the approximately \$1 billion transaction for \$2.8 million, which is significantly below the expected cost to terminate these transaction. Moody's downgraded Assured by two notches on January 17, 2013. The impact to the MTA had these transactions not been terminated could have been significant. MTA's potential exposure to this two-notch downgrade was that MTA would have faced \$57 million in non-recoverable costs under the investment agreement and an additional requirement to post collateral of \$255 million in U.S. Treasuries from the Capital Programs. Terminating these leases saved the MTA a potential net impact to the Capital Programs of \$312 million in fees and collateral, while preserving the original economic benefit to the MTA of approximately \$82 million.

Mr. Foran discussed the action item before the Committee, which is the approval of the termination of a qualified technological equipment leveraged lease with SMBC Capital Markets Inc. with an asset valuation at closing of approximately \$75 million and the termination of this transaction with no cost to the MTA. Mr. Foran noted that this will eliminate this risk exposure. MTA received an up-front payment of about \$7.5 million for the capital program. The SMBC Capital Markets Inc. transaction was scheduled to expire in 2022.

Mr. Ballan inquired as to the identity of the lender in the SMBC Capital Markets Inc. transaction. Mr. Foran responded that SMBC Capital Markets Inc. is the lessor, and that the lender is an affiliate of SMBC Capital Markets Inc. Mr. Ballan asked if the rating for SMBC Capital Markets had been downgraded or was on ratings watch or outlook. Mr. Foran stated that the issue with this transaction was different than in the Assured transaction. In the SMBC Capital

Markets transaction, U.S. Treasuries had been posted as collateral and was sufficient to fulfill the obligation according to the leveraged lease contract.

Mr. Johnson stated that action item before the Committee is to approve the termination of a qualified technological equipment leveraged lease with SMBC Capital Markets Inc., of automated fare collection equipment have an asset valuation at closing of \$74,980,000.

The Committee voted to recommend the action item before the Board for approval.

B. Information Items

1. Special Report: Finance Report 2012 Year End Review.

Mr. McCoy presented the Finance Report 2012 Year End Review, which is required under the Committee work plan. Mr. McCoy noted that the MTA has outstanding debt of \$31.2 billion, predominantly in the fixed-rate mode, currently 83%. Mr. Saul noted that MTA had approximately \$26 billion of the outstanding debt in the fixed rate mode with an average life of 19 years. Mr. McCoy stated that MTA has locked in low-cost long term financing for the capital program with an average rate of 4.27%, excluding the effects the most recent refunding. Mr. Palley asked what total outstanding debt was at the end of 2011. Mr. Foran noted that total outstanding debt at the end of 2011 was approximately \$30.1 billion. Mr. Moerdler inquired at what interest rate was MTA currently able to issue new debt. Mr. McCoy noted that the interest rate for most recent Transportation Revenue Bonds new money issuance was 3.79%. Mr. Moerdler asked if MTA should try to refinance the outstanding debt given that the average rate for outstanding MTA debt is 4.27%. Mr. McCoy noted that MTA had substantial refunding activity in 2012 for savings and has taken advantage of most available refunding candidates.

Mr. McCoy noted that the Transportation Revenue credit has the largest amount of debt outstanding with \$17.4 million or 55% of total debt. Mr. McCoy reviewed the 2012 investor outreach efforts, noting that the MTA met with investors directly in a series of meetings around the country, as well as hosted investor calls at strategic points in the year, particularly following Tropical Storm Sandy. The presentation continued with a 2012 market recap noting that interest rates reached historic lows in late November.

In 2012, MTA issued 2.2 billion in new money bonds; refunded \$5.8 billion in outstanding debt for a net present value savings of \$996 million to provide capacity for the capital program; remarketed \$2.1 billion of tendered obligation and retired \$645 million through normal amortization. In summary, MTA had a very active year in 2012, conducting 25 transactions for a notional par of \$9.5 billion. Mr. McCoy noted that the MTA had a banner year for refundings and captured significant savings to be used for the 2015 – 2019 Capital Program.

Mr. McCoy discussed the 2012 remarketing results, noting that \$527 million in tendered obligations were remarketed in the fixed rate mode. Mr. McCoy summarized MTA's variable rate portfolio management noting the increase in bonds in the daily rate mode, new liquidity providers and the increased use of floating rate notes. Mr. Moerdler noted that there were still \$325 million in auction rate securities outstanding and asked if these bonds were going to be remarketed. Mr. McCoy noted that the Board had provided the authority to tender for the \$200 million in outstanding Transportation Revenue Bonds, Series 2002B. These bonds currently have a reset rate of about 40 basis points which is based on 200% of one month LIBOR. MTA intends to continue to take advantage of the low interest rates until market conditions change. When interest rates rise, MTA would consider tendering or refunding auction rate bonds. Mr. Moerdler asked if having outstanding auction rate securities lowers the value of the MTA bonds in the market. Mr. McCoy noted that several issuers have outstanding auction rate securities with some trading in the secondary market. MTA is not aware of any negative sentiment in the market on this point. Mr. Foran stated that New York City also has outstanding auction rate securities. MTA has reduced the amount of outstanding auction rate securities to a reasonable level and to the extent necessary could refund these bonds in a long-term fixed rate mode. MTA is also open to inquiries from bondholders to buy back the auction rate securities at less than par. MTA will take action at the appropriate time but the rates on these securities are still attractive at this time.

Mr. Cappelli inquired what the Bond Issuance Charge (BIC) would have been on the \$5.3 billion in refunding bonds. Mr. McCoy stated that the estimated full BIC on the refunding transactions was approximately \$44 million, but the BIC was waived on these refunding transactions. Mr. McCoy noted that the State Division of Budget has been helpful in obtaining approval of the BIC waiver. Mr. Cappelli noted that the BIC should also be waived for new money transactions.

Mr. McCoy summarized the upcoming 2013 quarterly financing calendar which included the recently completed \$996 million TBTA Series 2013A and B transactions, the forecasted debt issuance for 2013-2016 and the 2013 remarketing outlook. Mr. McCoy reviewed the fuel hedge portfolio which provided budget certainty and stated that approximately 50% of MTA's annual ultra-low sulfur diesel expenditures are hedged through 11 hedge agreements for \$145.9 million or 49.7 million gallons.

Mr. McCoy stated that lease transactions reviewed earlier were not included in this report but have been reported to the Board and will be discussed later in the meeting.

2. Overview of the February Financial Plan 2013-2016

Mr. Johnson stated that the February 2013 Financial Plan will be completed and distributed in February. Since with the new Board cycle there is no February Committee Meeting scheduled, he is briefing the Board on that Plan at this meeting.

The purpose of the February Financial Plan is to incorporate Board approved actions and technical adjustments into the Agencies' November Financial Plan budgets and forecasts, and to establish a 12-month allocation of the Adopted Budget which allows for reporting in 2013.

In order to highlight certain important items that are included within the consolidated November Financial Plan, the MTA captures them below-the-baseline as MTA Plan Adjustments. In addition, some adjustments to expenditure forecasts in the November Plan were derived after Agency baseline forecasts were locked. As a result, these top-side adjustments were included within consolidated baseline totals but not within Agency totals. With Board approval secured, these items also referred to as "MTA Plan Adjustments" can be appropriately allocated to the Agencies and captured within the February Plan.

The budget process provides the MTA and its agencies the opportunity to make technical adjustments to their budgets and forecasts which will result in improved reporting. The February 2013 Plan reflects two adjustments of note: 1. Effective January 1, 2013, advertising revenue will be reallocated from the Agencies to MTA Headquarters, since the support of this real estate function is performed by MTA Headquarters. The resulting reduction in other operating revenue will be matched by additional subsidies to the Agencies and therefore have no adverse impact on the overall MTA or individual Agency cash positions. 2. For the category, Expenses Associated with Fare & Toll Increase, agencies have incorporated expenses associated with the 2013 fare and toll increases into their baseline budget. The majority of these expenses is for higher credit/debit card fees, but also includes costs for card stock, printing, signage, fare brochures and environmental assessments. Other Agency Technical Adjustments are very minor and comprise basically of reclassifications, timing, and omissions. Position levels remain unchanged from the December Plan.

C. Procurements

There were twelve procurement items for MTA headquarters. There was one non-competitive procurement and eleven competitive procurements for a total of \$29.2 million.

Mr. Ballan inquired whether the MTA has the option to use the e-procurement system at its election, and Mr. Shockley responded affirmatively. Mr. Ballan also inquired whether the MTA Police Department were active participants in the multi-agency wireless services contract, which Mr. Shockley confirmed.

The Committee voted to recommend the procurement items before the Board for approval.

VI. Metro-North and Long Island Railroad

A. Procurements

There were no procurement items for MNR. There were four competitive procurement items for Long Island Railroad for a total of \$63.2 million. There was one joint competitive modification with MTA Capital Construction, one joint competitive RFP with MNR, one multi-agency competitive modification with MNR and B&T and one competitive RFP.

The Committee voted to recommend the procurement items before the Board for approval. Mr. Moerdler voted no on the procurement item on the use of the RFP process for the automated vehicle and location management system.

VII. NYCT/MTA Bus Operations

A. Procurements

There were three procurement items for NYCT/MTA Bus Operations for a total of \$12.8 million. There were two non-competitive modifications, one with MTA Bus Operations and one competitive large modification.

The Committee voted to recommend the procurement items before the Board for approval.

VIII. Bridges and Tunnels

A. Procurements

There were two procurement items for Bridges and Tunnels for a total of \$5.7 million. There was one non-competitive multi-agency procurement item with MNR, LIRR and MTA Bus and one competitive procurement item.

The Committee voted to recommend the procurement items before the Board for approval.

IX. FMTAC

A. Procurements

There were no procurements items for FMTAC.

X. MTA Consolidated Reports

This month includes mid-year forecast and November forecast versus actual results, statement of operations, reports on overtime, subsidies, positions, subsidy, interagency loans and stabilization fund transactions, farebox recovery ratios, MTA ridership and fuel hedge program.

XII. Real Estate Agenda

A. Action Items

Mr. Rosen stated that there were six action items for committee approval and highlighted three transactions.

1. Sale of Property in Garden City, NY to the County of Naasau, NY

Mr. Rosen noted that the sale of property in Garden City to Nassau County was part of an effort to dispose of surplus property and will allow Nassau County to take advantage of a Federal Grant for the CNG facility.

2. Approval of Terms to Provide ATM machines on LIRR and MNR

Mr. Rosen stated that this contract could increase the railroads' ATM revenue by 33%. Mr. Albert asked if there was competition for the concession. Mr. Rosen replied that there were several bidders and that JPMorgan Chase Bank, NA, the winning bidder, provided a comprehensive and thorough proposal.

3. Sublease of 2368 12th Avenue for NYCT Subway Maintenance Group operations

Due to the impending West Side Yards redevelopment, the Subway Maintenance Group of the NYCT's Division of Station Environment and Operation must relocate. This also allows the third phase of the Highline to proceed. The new location is controlled by the NYCT's billboard contractor, Van Wagner.

Mr. Moerdler asked to be recused from voting on the item regarding the approval of terms to provide ATM machines on LIRR and MNR.

The Committee voted to recommend the six action items for approval. Mr. Moerdler recused himself from voting on the license agreement with JP Morgan Chase Bank for the placement of ATM machines at certain LIRR and MNR stations.

XIII. Adjournment

Upon motion duly made and seconded, the December 17, 2012 meeting of the Finance Committee was adjourned.

Respectfully submitted,

Lara C. Muldoon
Assistant Director

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2013 Finance Committee Work Plan

I. RECURRING AGENDA ITEMS

Responsibility

BudgetWatch	MTA Div. Mgmt/Budget
FinanceWatch	MTA Finance
Approval of Minutes	Board Secretary
Procurements (if any)	Procurement
Action Items (if any)	Agency
MTA Consolidated Reports	MTA Div. Mgmt/Budget

II. SPECIFIC AGENDA ITEMS

Responsibility

March 2013

Action Items:

2012 TBTA Operating Surplus	MTA Bridges and Tunnels
Mortgage Recording Tax – Escalation Payments to Dutchess, Orange and Rockland Counties	MTA Treasury/MTA Div. Mgmt/Budget
All-Agency Real Property Disposition Guidelines and All-Agency Personal Property Disposition Guidelines	MTA Real Estate/MTA Corporate Compliance
All-Agency Annual Procurement Report	MTA Procurement/Agencies

Other:

MTA Prompt Payment Annual Report 2012	MTA Business Service Center
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April 2013

Action Item:

MTA 2012 Annual Investment Report	MTA Treasury
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Other:

Annual Report on Variable Rate Debt	MTA Finance
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June 2013

SBP/Budget/Capital:

Action Item:

PWEF Assessment	MTA Capital Program Mgmt/MTA Div. Mgmt & Budget
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Other:

Station Maintenance Billings Approval	MTA Comptroller
Annual Pension Fund Report (Audit Committee Members to be invited)	MTA Labor
Annual FMTAC Meeting	MTA RIM
Annual FMTAC Investment Performance Report	MTA RIM

July 2013

SBP/Budget/Capital:

Updated Forecast for 2013/2014 Preliminary Budget/ 2014-2017 Financial Plan (Joint Session with MTA Board)	MTA Div. Mgmt/Budget
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September 2013

SBP/Budget/Capital:

2014 Preliminary Budget/2014-2017 Financial Plan (Materials previously distributed)	MTA Div. Mgmt/Budget
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Action Item:

Resolution to authorize the Execution, Filing and Acceptance of Federal Funds	MTA Grant Mgmt
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Other:

Annual Review of MTA's Derivative Portfolio
Annual Report – Fuel Hedge Program

MTA 2013 Semi-Annual Investment Report

MTA Finance
MTA Div. Mgmt/Budget
and MTA Finance
MTA Treasury

November 2013

SBP/Budget/Capital:

Updated Forecast for 2013/2014 Final Proposed Budget/
2014-2017 Financial Plan (Joint Session with MTA Board)

MTA Div. Mgmt/Budget

Other:

Station Maintenance Billings Update
Review and Assessment of the Finance Committee Charter

MTA Comptroller
MTA CFO

December 2013

SBP/Budget/Capital:

Action Items:

MTA 2014 Budget and 2014-2017 Financial Plan

Adoption Materials

MTA Div. Mgmt/Budget

MTA and TBTA Reimbursement Resolutions for

Federal Tax Purposes

MTA Treasury

Approval of Supplemental Resolutions Authorizing Refunding Bonds

MTA Finance

Other:

Draft 2014 Finance Committee Work Plan

MTA Div. Mgmt/Budget

January 2014

SBP/Budget/Capital:

Overview of the February Financial Plan 2014-2017

MTA Div. Mgmt/Budget

Other:

Special Report: 2013 Year-End Review

MTA Finance

DETAILS – 2013

MARCH 2013

Action Items:

2012 TBTA Operating Surplus

MTA Bridges and Tunnels should be prepared to answer questions on a staff summary requesting (1) transfer of TBTA 2012 Operating Surplus and Investment Income, (2) advances of TBTA 2013 Operating Surplus, and (3) the deduction from 2013 TBTA Operating Revenue, funds which shall be paid into the Necessary Reconstruction Reserve.

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

By State statute, each of these counties is entitled to a share of MTA's MRT-2 tax receipts. The amount may be no less than they received in 1989 (even if the taxes collected fall below the 1989 levels), but there are proportional upward adjustments if taxes collected in the particular county exceed the 1989 totals. The MTA Budget and Treasury Division will be prepared to answer questions on the related Staff Summary authorizing the payments.

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

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

All-Agency Annual Procurement Report

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

Other:

MTA Prompt Payment Annual Report 2012

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

APRIL 2013

Action Item:

MTA Annual Investment Report

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

Other:

Annual Report on Variable Rate Debt

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

JUNE 2013

SBP/Budget/Capital:

Action Item:

PWEF Assessment

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

Other:

Station Maintenance Billings Approval

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

Annual Pension Fund Report

The MTA Labor Division, representatives of the various pension fund boards, and their pension consultants should be prepared to answer questions on a report, to be included in the Agenda materials, that reviews the 2012 investment performance and other experience of the various MTA pension funds. Among other matters, this report should (i) make recommendations on appropriate investment-earnings assumptions in light of the experience of the past three years; (ii) discuss the implications for asset allocations in light of such recommendations; (iii) discuss the effect on (under) funding of the systems in light of such performance and recommendation; (iv) provide appropriate comparisons with other public pension systems; and (v) solicit the opinions of the Board Operating Committees on these recommendations in light of their effects on Agency budgets.

Annual Meeting of the First Mutual Transportation Assurance Company

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

Annual First Mutual Transportation Assurance Company Investment Performance Report

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

JULY 2013

SBP/Budget/Capital:

Updated Forecast of 2013/2014 Preliminary Budget/2014-2017 Financial Plan (to be presented at the Joint Session with the MTA Board)

The MTA Division of Management and Budget will present an updated forecast for 2013, a Preliminary Budget for 2014, and an updated Financial Plan through 2017.

SEPTEMBER 2013

SBP/Budget/Capital:

2014 Preliminary Budget/2014-2017 Financial Plan

Public comment will be accepted on the 2014 Preliminary Budget

Action Item:

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

The MTA Office of Grant Management will hold a public hearing in accordance with federal law and then request the Board's approval of a resolution that would authorize the Chairman

or a designated officer to execute the applications and accept grants of financial assistance from the federal government.

Other:

Annual Review of MTA's Derivative Portfolio

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

Annual Report – Fuel Hedge Program

The Division of Management and Budget and the Finance Department will update the Committee on the MTA Fuel Hedge Program; which was established to provide greater budget certainty over one of the most volatile portions of the budget. Accessing established markets, the MTA reduces price volatility through the use of financial instruments that may include: swaps, caps, floors, collars, options, and future contracts, (collectively, "future fuel price agreements").

MTA 2013 Semi-Annual Investment Report

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

NOVEMBER 2013

SBP/Budget/Capital:

Updated Forecast of 2013/2014 Final Proposed Budget/2014-2017 Financial Plan (to be presented at the Joint Session with the MTA Board)

The MTA Division of Management and Budget will present an updated forecast for 2013, a Final Proposed Budget for 2014, and an updated Financial Plan through 2017.

Other:

Station Maintenance Billings Update

The MTA Comptroller Division will provide a report on the collection and audit status of station maintenance billings issued as of June 1, 2013.

Review and Assessment of the Finance Committee Charter

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

DECEMBER 2013

SBP/Budget/Capital:

Action Items:

MTA 2014 Budget and 2014-2017 Financial Plan Adoption Materials

The Committee will recommend action to the Board on the MTA 2014 Budget and the 2014-2017 Financial Plan Adoption Materials.

Action Item:

Approval of Supplemental Resolutions Authorizing Refunding Bonds

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

MTA and TBTA Reimbursement Resolutions for Federal Tax Purposes

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

Other:

Draft 2014 Finance Committee Work Plan

The MTA Chief Financial Officer will present a proposed 2014 Finance Committee Work Plan that will address major issues, SBP and budget process issues, and reports required by statute.

JANUARY 2014

SBP/Budget/Capital:

Overview of the February Financial Plan 2014-2017

The MTA Division of Management and Budget will apprise the Committee of any material changes to the December Board-approved Financial Plan. The full release and distribution of the February Plan will continue to take place within the month of February.

Other:

Special Report: 2013 Year-End Review

The MTA Finance Department will present a report that summarizes financing activities for 2013.

FinanceWatch

March 11, 2013

Fuel Hedges

\$15.981 Million Diesel Fuel Hedge

As recorded in the January 28, 2013 Board minutes, on December 19, 2012, MTA executed a \$15.981 million ultra-low sulfur diesel fuel hedge with J.P. Morgan Ventures Energy Corporation for an all-in price of \$2.8705/gallon. Three of MTA's existing approved commodity counterparties participated in bidding on the transaction: Deutsche Bank, Goldman, Sachs & Co./J Aron and J.P. Morgan Ventures Energy Corporation.

\$14.362 Million Diesel Fuel Hedge

On January 23, 2013, MTA executed a \$14.362 million ultra-low sulfur diesel fuel hedge with Deutsche Bank for an all-in price of \$2.8985/gallon. Three of MTA's existing approved commodity counterparties participated in bidding on the transaction: Deutsche Bank, Goldman, Sachs & Co./J Aron and J.P. Morgan Ventures Energy Corporation.

\$11.027 Million Diesel Fuel Hedge

On February 21, 2013, MTA executed a \$11.027 million ultra-low sulfur diesel fuel hedge with J.P. Morgan Ventures Energy Corporation for an all-in price of \$2.9425 /gallon. Three of MTA's existing approved commodity counterparties participated in bidding on the transaction: Deutsche Bank, Goldman, Sachs & Co./J Aron and J.P. Morgan Ventures Energy Corporation.

Lease Terminations

Hillside Maintenance Facility

On January 23, 2013, the MTA terminated a tax advantaged asset lease transaction related to the Long Island Rail Road Hillside Maintenance Facility, originally entered into on March 1, 1997. The termination price and all related transaction costs were funded by the liquidation of certain defeasance obligations that were purchased as part of the original structure of the lease financing. As such, the MTA incurred no out of pocket costs in relation to this termination.

MTA 2002-A

On February 28, 2013, the MTA terminated a tax advantaged asset lease related to 125 R-142 and 125 R-142A subway cars, originally entered into on September 25, 2002. The termination price and all related transaction costs were funded by the liquidation of certain defeasance obligations that were purchased as part of the original structure of the lease financing. In addition, MTA received a net payment of \$4.1 million as a result of favorable interest rates on U.S. Treasury securities on the date of termination.

METROPOLITAN TRANSPORTATION AUTHORITY
NOVEMBER FINANCIAL PLAN - FINAL FORECAST (1)
DEBT SERVICE
(\$ in millions)
January 2013

	Adopted Budget	Actual	Variance	% Variance	Explanation
Dedicated Tax Fund:					
NYC Transit	\$32.9	\$31.5	\$1.4		
Commuter Railroads	6.7	6.8	(0.1)		
<i>Dedicated Tax Fund Subtotal</i>	\$39.6	\$38.3	\$1.3	3.2%	
MTA Transportation Revenue:					
NYC Transit	\$63.3	\$59.7	\$3.6		
Commuter Railroads	40.2	\$38.2	2.0		
MTA Bus	1.8	\$2.3	(0.6)		
<i>MTA Transportation Subtotal</i>	\$105.2	\$100.2	\$5.0	4.8%	
Commercial Paper:					
NYC Transit	\$1.8	\$0.0	\$1.8		Lower than budgeted rates, timing of interest payments.
Commuter Railroads	1.1	\$0.0	1.1		
MTA Bus	0.0	\$0.0	0.0		
<i>Commercial Paper Subtotal</i>	\$3.0	\$0.0	\$3.0	99.1%	
2 Broadway COPs:					
NYC Transit	\$1.4	\$0.0	\$1.4		Timing related to the release of the debt service reserve fund started in 6/2012.
Bridges & Tunnels	0.2	\$0.0	0.2		
MTA HQ	0.2	\$0.0	0.2		
<i>2 Broadway COPs Subtotal</i>	\$1.8	\$0.0	\$1.8	100.0%	
TBTA General Resolution (2)					
NYC Transit	\$15.1	\$17.0	(\$1.8)		
Commuter Railroads	7.1	\$7.6	(0.5)		
Bridges & Tunnels	17.2	\$14.0	3.2		
<i>TBTA General Resolution Subtotal</i>	\$39.5	\$38.6	\$0.9	2.4%	
TBTA Subordinate (2)					
NYC Transit	\$6.5	\$6.6	(\$0.1)		
Commuter Railroads	2.9	\$2.9	(0.0)		
Bridges & Tunnels	2.6	\$2.6	(0.0)		
<i>TBTA Subordinate Subtotal</i>	\$11.9	\$12.1	(\$0.1)	-1.2%	
Total Debt Service	\$201.0	\$189.2	\$11.8	5.9%	
Debt Service by Agency:					
NYC Transit	\$121.0	\$114.8	\$6.3		
Commuter Railroads	58.0	55.5	2.5		
MTA Bus	1.8	2.3	(0.6)		
Bridges & Tunnels	20.0	16.6	3.4		
MTAHQ	0.2	0.0	0.2		
Total Debt Service	\$201.0	\$189.2	\$11.8	5.9%	

Notes:

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

**METROPOLITAN TRANSPORTATION AUTHORITY
NOVEMBER FINANCIAL PLAN - FINAL FORECAST (1)**

DEBT SERVICE

(\$ in millions)

January 2013 Year-to-Date

	Adopted Budget	Actual	Variance	% Variance	Explanation
Dedicated Tax Fund:					
NYC Transit	\$32.9	\$31.5	\$1.4		
Commuter Railroads	6.7	\$6.8	(0.1)		
<i>Dedicated Tax Fund Subtotal</i>	\$39.6	\$38.3	\$1.3	3.2%	
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NYC Transit	\$63.3	\$59.7	\$3.6		
Commuter Railroads	40.2	\$38.2	2.0		
MTA Bus	1.8	\$2.3	(0.6)		
<i>MTA Transportation Subtotal</i>	\$105.2	\$100.2	\$5.0	4.8%	
Commercial Paper:					
NYC Transit	\$1.8	\$0.0	\$1.8		Lower than budgeted rates, timing of interest payments.
Commuter Railroads	1.1	\$0.0	1.1		
MTA Bus	0.0	\$0.0	0.0		
<i>Commercial Paper Subtotal</i>	\$3.0	\$0.0	\$3.0	99.1%	
2 Broadway COPs:					
NYC Transit	\$1.4	\$0.0	\$1.4		Timing related to the release of the debt service reserve fund started in 6/2012.
Bridges & Tunnels	0.2	\$0.0	0.2		
MTA HQ	0.2	\$0.0	0.2		
<i>2 Broadway COPs Subtotal</i>	\$1.8	\$0.0	\$1.8	100.0%	
TBTA General Resolution (2)					
NYC Transit	\$15.1	\$17.0	(\$1.8)		
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<i>TBTA General Resolution Subtotal</i>	\$39.5	\$38.6	\$0.9	2.4%	
TBTA Subordinate (2)					
NYC Transit	\$6.5	\$6.8	(\$0.1)		
Commuter Railroads	2.9	\$2.9	(0.0)		
Bridges & Tunnels	2.6	\$2.6	(0.0)		
<i>TBTA Subordinate Subtotal</i>	\$11.9	\$12.1	(\$0.1)	-1.2%	
Total Debt Service	\$201.0	\$189.2	\$11.8	5.9%	
Debt Service by Agency:					
NYC Transit	\$121.0	\$114.8	\$6.3		
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MTAHQ	0.2	0.0	0.2		
Total Debt Service	\$201.0	\$189.2	\$11.8	5.9%	

Notes:

- (1) Forecasted debt service is calculated based upon projected monthly deposits from available pledged revenues into debt service accounts. Actual payments to bondholders are made from the debt service accounts when due as required for each series of bonds and do not conform to this schedule.
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- (3) Debt service is allocated among Transit, Commuter, MTA Bus, and TBTA categories based on actual spending of bond proceeds for approved capital projects. Allocation of 2 Broadway COPs is based on occupancy.
Totals may not add due to rounding.

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

Transportation Revenue Bonds

Issue	TRB 2002G-1	TRB 2005E-1	TRB 2005E-2	TRB 2005D-1	TRB 2011B
Remarketing Agent	Merrill Lynch	BofA Merrill Lynch	J.P.Morgan	Merrill Lynch	Merrill Lynch
Liquidity Provider	Bank of Nova Scotia	BofA Merrill Lynch	J.P.Morgan	Helaba	Bank of America
Liquidity/Insurer	LoC	LoC	LoC	LoC	LoC
Par Outstanding (\$m)	200.00	100.00	75.00	150.00	99.56
Swap Notional (\$m)	194.10	60.00	45.00	150.00	22.37

Date	SIFMA	Rate	Spread to SIFMA	Rate	Spread to SIFMA	Rate	Spread to SIFMA	Rate	Spread to SIFMA	Rate	Spread to SIFMA
1/16/2013	0.09%	0.08%	-0.01%	0.09%	0.00%	0.10%	0.01%	0.11%	0.02%	0.09%	0.00%
1/23/2013	0.10%	0.08%	-0.02%	0.09%	-0.01%	0.10%	0.00%	0.11%	0.01%	0.09%	-0.01%
1/30/2013	0.10%	0.07%	-0.03%	0.08%	-0.02%	0.10%	0.00%	0.10%	0.00%	0.08%	-0.02%
2/6/2013	0.09%	0.09%	0.00%	0.10%	0.01%	0.10%	0.01%	0.11%	0.02%	0.10%	0.01%
2/13/2013	0.11%	0.10%	-0.01%	0.11%	0.00%	0.12%	0.01%	0.12%	0.01%	0.11%	0.00%
2/20/2013	0.11%	0.09%	-0.02%	0.10%	-0.01%	0.12%	0.01%	0.11%	0.00%	0.10%	-0.01%

Dedicated Tax Fund Bonds

Issue	DTF 2002B-1	DTF 2008A-1	DTF 2008A-2	DTF 2008B-1	DTF 2008B-4
Remarketing Agent	Morgan Stanley	Morgan Stanley	Goldman	Barclays	Barclays
Liquidity Provider	State Street Bank	Morgan Stanley	Bank of Tokyo	Bank of Nova Scotia	KBC Bank N.V. (NY)
Liquidity/Insurer	LoC	LoC	LoC	LoC	LoC
Par Outstanding (\$m)	150.00	171.85	171.85	97.42	100.00
Swap Notional (\$m)	150.00	168.38	168.38	None	None

Date	SIFMA	Rate	Spread to SIFMA	Rate	Spread to SIFMA	Rate	Spread to SIFMA	Rate	Spread to SIFMA	Rate	Spread to SIFMA
1/16/2013	0.09%	0.07%	-0.02%	0.08%	-0.01%	0.08%	-0.01%	0.08%	-0.01%	0.33%	0.24%
1/23/2013	0.10%	0.08%	-0.02%	0.10%	0.00%	0.10%	0.00%	0.09%	-0.01%	0.34%	0.24%
1/30/2013	0.10%	0.07%	-0.03%	0.08%	-0.01%	0.09%	-0.01%	0.09%	-0.01%	0.32%	0.22%
2/6/2013	0.09%	0.07%	-0.02%	0.09%	0.00%	0.09%	0.00%	0.08%	-0.01%	0.32%	0.23%
2/13/2013	0.11%	0.09%	-0.02%	0.10%	-0.01%	0.11%	0.00%	0.10%	-0.01%	0.34%	0.23%
2/20/2013	0.11%	0.09%	-0.02%	0.10%	-0.01%	0.10%	-0.01%	0.10%	-0.01%	0.34%	0.23%

TBTA General Revenue Bonds

Issue	TBTA 2005B-3
Remarketing Agent	BofA Merrill Lynch
Liquidity Provider	BofA
Liquidity/Insurer	SBPA
Par Outstanding (\$m)	194.80
Swap Notional (\$m)	194.80

Date	SIFMA	Rate	Spread to SIFMA
1/16/2013	0.09%	0.12%	0.03%
1/23/2013	0.10%	0.14%	0.04%
1/30/2013	0.10%	0.14%	0.04%
2/6/2013	0.09%	0.12%	0.03%
2/13/2013	0.11%	0.14%	0.03%
2/20/2013	0.11%	0.17%	0.06%

TBTA General Revenue and Subordinate Revenue Bonds

Issue	TBTA 2001B	TBTA 2001C	TBTA 2003B-1	TBTA 2003B-2	TBTA 2005A-2	TBTA 2005A-3
Remarketing Agent	Chigroup	Chigroup	Chigroup	Chigroup	US Bancorp	US Bancorp
Liquidity Provider	State Street	JP Morgan	CALPERS	CALSTRS	CALSTRS	U.S. Bank
Liquidity/Insurer	LoC	SBPA	LoC	LoC	LoC	LoC
Par Outstanding (\$m)	130.85	130.85	91.61	49.47	32.09	38.01
Swap Notional (\$m)	None	None	None	None	None	None

Date	SIFMA	Rate	Spread to SIFMA	Rate	Spread to SIFMA	Rate	Spread to SIFMA	Rate	Spread to SIFMA	Rate	Spread to SIFMA	Rate	Spread to SIFMA
1/15/2013	0.09%	0.07%	-0.02%	0.08%	-0.01%	0.07%	-0.02%	0.07%	-0.02%	0.07%	-0.02%	0.06%	-0.03%
1/22/2013	0.10%	0.08%	-0.02%	0.09%	-0.01%	0.08%	-0.02%	0.08%	-0.02%	0.08%	-0.02%	0.08%	-0.02%
1/29/2013	0.10%	0.08%	-0.02%	0.09%	-0.01%	0.08%	-0.02%	0.08%	-0.02%	0.09%	-0.01%	0.08%	-0.02%
2/5/2013	0.09%	0.07%	-0.02%	0.08%	-0.01%	0.07%	-0.02%	0.07%	-0.02%	0.09%	0.00%	0.08%	-0.01%
2/12/2013	0.11%	0.09%	-0.02%	0.10%	-0.01%	0.09%	-0.02%	0.09%	-0.02%	0.09%	-0.02%	0.09%	-0.02%
2/19/2013	0.11%	0.09%	-0.02%	0.10%	-0.01%	0.09%	-0.02%	0.09%	-0.02%	0.10%	-0.01%	0.10%	-0.01%

Issue	TBTA Sub 2000AB	TBTA Sub 2000CD
Remarketing Agent	JP Morgan	Chigroup
Liquidity Provider	JPMorgan	Lloyds TSB (NY)
Liquidity/Insurer	SBPA/Assured	SBPA/Assured
Par Outstanding (\$m)	113.30	78.15
Liquidity/Insurer	113.30	None

Outstanding (\$m)	SIFMA	Rate	Spread to SIFMA	Rate	Spread to SIFMA
1/15/2013	0.09%	0.17%	0.08%	0.13%	0.04%
1/22/2013	0.10%	0.40%	0.30%	0.35%	0.25%
1/29/2013	0.10%	0.35%	0.25%	0.28%	0.18%
2/5/2013	0.09%	0.35%	0.26%	0.23%	0.14%
2/12/2013	0.11%	0.35%	0.24%	0.22%	0.11%
2/19/2013	0.11%	0.35%	0.24%	0.21%	0.10%

METROPOLITAN TRANSPORTATION AUTHORITY
VARIABLE RATE: FLOATING RATE NOTES
RATE RESETS REPORT (Trailing 6-Weeks)

Transportation Revenue Bonds

Issue		TRB 2002D-2		TRB 2012A-1		TRB 2012A-2		TRB 2012A-3	
Remarketing Agent		Wells Fargo		BoNY Mellon		BoNY Mellon		BoNY Mellon	
Initial Purchase Date		Note 1		05/15/13		05/15/14		05/15/15	
Liquidity/Insurer		CCA/Assured		None		None		None	
Par Outstanding (\$m)		200.00		50.00		50.00		50.00	
Swap Notional (\$m)		200.00		None		None		None	
Date	SIFMA	Rate	Spread to SIFMA	Rate	Spread to SIFMA	Rate	Spread to SIFMA	Rate	Spread to SIFMA
1/16/2013	0.09%	0.97%	0.88%	0.23%	0.14%	0.28%	0.19%	0.48%	0.39%
1/23/2013	0.10%	0.97%	0.87%	0.24%	0.14%	0.29%	0.19%	0.49%	0.39%
1/30/2013	0.10%	0.96%	0.86%	0.24%	0.14%	0.29%	0.19%	0.49%	0.39%
2/6/2013	0.09%	0.96%	0.87%	0.23%	0.14%	0.28%	0.19%	0.48%	0.39%
2/13/2013	0.11%	0.96%	0.85%	0.25%	0.14%	0.30%	0.19%	0.50%	0.39%
2/20/2013	0.11%	0.96%	0.85%	0.25%	0.14%	0.30%	0.19%	0.50%	0.39%

Issue		TRB 2012G-1		TRB 2012G-2		TRB 2012G-3		TRB 2012G-4	
Remarketing Agent		JP Morgan		JP Morgan		JP Morgan		JP Morgan	
Initial Purchase Date		11/1/2014		11/1/2015		11/1/2016		11/1/2017	
Liquidity/Insurer		None		None		None		None	
Par Outstanding (\$m)		84.45		125.00		75.00		75.00	
Swap Notional (\$m)		84.45		125.00		75.00		75.00	
Date	SIFMA	Rate	Spread to SIFMA	Rate	Spread to SIFMA	Rate	Spread to SIFMA	Rate	Spread to SIFMA
1/16/2013	0.09%	0.56%	0.47%	0.67%	0.58%	0.84%	0.75%	0.98%	0.89%
1/23/2013	0.10%	0.56%	0.46%	0.67%	0.57%	0.84%	0.74%	0.98%	0.88%
1/30/2013	0.10%	0.56%	0.46%	0.67%	0.57%	0.84%	0.74%	0.98%	0.88%
2/6/2013	0.09%	0.56%	0.47%	0.67%	0.58%	0.84%	0.75%	0.98%	0.89%
2/13/2013	0.11%	0.56%	0.45%	0.67%	0.56%	0.84%	0.73%	0.98%	0.87%
2/20/2013	0.11%	0.56%	0.45%	0.67%	0.56%	0.84%	0.73%	0.98%	0.87%

Dedicated Tax Fund Bonds

Issue		DTF 2002B-3a		DTF 2002B-3b		DTF 2002B-3c		DTF 2002B-3d	
Remarketing Agent		Morgan Stanley		Morgan Stanley		Morgan Stanley		Morgan Stanley	
Maturity Date		11/01/17		11/01/18		11/01/19		11/01/20	
Liquidity/Insurer		None		None		None		None	
Par Outstanding (\$m)		46.60		48.60		50.70		15.90	
Swap Notional (\$m)		46.60		48.60		50.70		15.90	
Date	SIFMA	Rate	Spread to SIFMA	Rate	Spread to SIFMA	Rate	Spread to SIFMA	Rate	Spread to SIFMA
1/16/2013	0.09%	0.84%	0.75%	0.99%	0.90%	1.04%	0.95%	1.09%	1.00%
1/23/2013	0.10%	0.85%	0.75%	1.00%	0.90%	1.05%	0.95%	1.10%	1.00%
1/30/2013	0.10%	0.85%	0.75%	1.00%	0.90%	1.05%	0.95%	1.10%	1.00%
2/6/2013	0.09%	0.84%	0.75%	0.99%	0.90%	1.04%	0.95%	1.09%	1.00%
2/13/2013	0.11%	0.86%	0.75%	1.01%	0.90%	1.06%	0.95%	1.11%	1.00%
2/20/2013	0.11%	0.86%	0.75%	1.01%	0.90%	1.06%	0.95%	1.11%	1.00%

METROPOLITAN TRANSPORTATION AUTHORITY
VARIABLE RATE: FLOATING RATE NOTES
RATE RESETS REPORT (Trailing 6-Weeks)

Dedicated Tax Fund Bonds

Issue		DTF 2008B-3a		DTF 2008B-3b		DTF 2008B-3c	
Remarketing Agent		Goldman Sachs		Goldman Sachs		Goldman Sachs	
Maturity Date		11/01/12		11/01/13		11/01/14	
Liquidity/Insurer		None		None		None	
Par Outstanding (\$m)		35.00		54.47		44.74	
Swap Notional (\$m)		35.00		54.47		38.73	
Date	SIFMA	Rate	Spread to SIFMA	Rate	Spread to SIFMA	Rate	Spread to SIFMA
1/16/2013	0.09%	0.32%	0.23%	0.64%	0.55%	0.77%	0.68%
1/23/2013	0.10%	0.33%	0.23%	0.65%	0.55%	0.78%	0.68%
1/30/2013	0.10%	0.33%	0.23%	0.65%	0.55%	0.78%	0.68%
2/6/2013	0.09%	0.32%	0.23%	0.64%	0.55%	0.77%	0.68%
2/13/2013	0.11%	0.34%	0.23%	0.66%	0.55%	0.79%	0.68%
2/20/2013	0.11%	0.34%	0.23%	0.66%	0.55%	0.79%	0.68%

TBTA General Revenue Bonds

Issue		TBTA 2005B-4a		TBTA 2005B-4b		TBTA 2005B-4c		TBTA 2005B-4d		TBTA 2005B-4e	
Remarketing Agent		N/A		N/A		N/A		N/A		N/A	
Initial Purchase Date		1/1/2013		1/1/2014		1/1/2015		1/1/2016		1/1/2017	
Liquidity/Insurer		None		None		None		None		None	
Par Outstanding (\$m)		29.60		37.50		38.70		43.80		45.20	
Swap Notional (\$m)		29.60		37.50		38.70		43.80		45.20	
Date	SIFMA	Rate	Spread to SIFMA	Rate	Spread to SIFMA	Rate	Spread to SIFMA	Rate	Spread to SIFMA	Rate	Spread to SIFMA
1/16/2013	0.09%	0.39%	0.30%	0.23%	0.14%	0.51%	0.42%	0.73%	0.64%	0.79%	0.49%
1/23/2013	0.10%	0.39%	0.29%	0.23%	0.13%	0.51%	0.41%	0.73%	0.63%	0.79%	0.50%
1/30/2013	0.10%	0.39%	0.29%	0.23%	0.13%	0.51%	0.41%	0.73%	0.63%	0.79%	0.50%
2/6/2013	0.09%	0.39%	0.30%	0.23%	0.14%	0.51%	0.42%	0.73%	0.64%	0.79%	0.49%
2/13/2013	0.11%	0.39%	0.28%	0.23%	0.12%	0.51%	0.40%	0.73%	0.62%	0.79%	0.51%
2/20/2013	0.11%	0.39%	0.28%	0.23%	0.12%	0.51%	0.40%	0.73%	0.62%	0.79%	0.51%

¹The TRB 2002D-2 Bonds are privately placed. Wells Fargo is the liquidity provider for these bonds.

Report Date 2/22/2013

METROPOLITAN TRANSPORTATION AUTHORITY
VARIABLE RATE: DAILY MODE
RATE RESETS REPORT (Trailing 10 Days)

Transportation Revenue Bonds

Issue		TRB 2005D-2		TRB 2005E-3	
Dealer		Morgan Stanley		PNC Capital	
Liquidity Provider		Helaba		PNC	
Type of Liquidity		LoC		LoC	
Par Outstanding (\$m)		100.00		75.00	
Swap Notional (\$m)		100.00		45.00	
Date	SIFMA	Rate	Spread to SIFMA	Rate	Spread to SIFMA
2/13/2013	0.11%	0.12%	0.01%	0.10%	-0.01%
2/14/2013	0.11%	0.12%	0.01%	0.11%	0.00%
2/16/2013	0.11%	0.13%	0.02%	0.12%	0.01%
2/16/2013	0.11%	0.13%	0.02%	0.12%	0.01%
2/17/2013	0.11%	0.13%	0.02%	0.12%	0.01%
2/18/2013	0.11%	0.13%	0.02%	0.12%	0.01%
2/19/2013	0.11%	0.12%	0.01%	0.11%	0.00%
2/20/2013	0.11%	0.11%	0.00%	0.09%	-0.02%
2/21/2013	0.11%	0.10%	-0.01%	0.08%	-0.03%
2/22/2013	0.11%	0.10%	-0.01%	0.10%	-0.01%

TBTA General Revenue Bonds

Issue		TBTA 2002F		TBTA 2003B-3		TBTA 2005A-1		TBTA 2005B-2a	
Dealer		JP Morgan		US Bancorp		US Bancorp		JP Morgan	
Liquidity Provider		Helaba		US Bank		CALPERS		CALPERS	
Type of Liquidity		LoC		LoC		LoC		LoC	
Par Outstanding (\$m)		209.64		58.61		59.39		89.36	
Swap Notional (\$m)		194.80		None		11.40		89.36	
Date	SIFMA	Rate	Spread to SIFMA	Rate	Spread to SIFMA	Rate	Spread to SIFMA	Rate	Spread to SIFMA
2/13/2013	0.11%	0.16%	0.05%	0.11%	0.00%	0.11%	0.00%	0.11%	0.00%
2/14/2013	0.11%	0.17%	0.06%	0.12%	0.01%	0.13%	0.02%	0.12%	0.01%
2/15/2013	0.11%	0.18%	0.07%	0.11%	0.00%	0.12%	0.01%	0.13%	0.02%
2/16/2013	0.11%	0.18%	0.07%	0.11%	0.00%	0.12%	0.01%	0.13%	0.02%
2/17/2013	0.11%	0.18%	0.07%	0.11%	0.00%	0.12%	0.01%	0.13%	0.02%
2/18/2013	0.11%	0.18%	0.07%	0.11%	0.00%	0.12%	0.01%	0.13%	0.02%
2/19/2013	0.11%	0.18%	0.07%	0.10%	-0.01%	0.11%	0.00%	0.12%	0.01%
2/20/2013	0.11%	0.16%	0.05%	0.10%	-0.01%	0.11%	0.00%	0.10%	-0.01%
2/21/2013	0.11%	0.16%	0.05%	0.10%	-0.01%	0.10%	-0.01%	0.10%	-0.01%
2/22/2013	0.11%	0.16%	0.05%	0.09%	-0.02%	0.09%	-0.02%	0.10%	-0.01%

Issue		TBTA 2005B-2b		TBTA 2005B-2c	
Dealer		JP Morgan		US Bancorp	
Liquidity Provider		CALPERS		US Bank	
Type of Liquidity		LoC		LoC	
Par Outstanding (\$m)		48.30		57.14	
Swap Notional (\$m)		48.30		57.14	
Date	SIFMA	Rate	Spread to SIFMA	Rate	Spread to SIFMA
2/13/2013	0.11%	0.11%	0.00%	0.11%	0.00%
2/14/2013	0.11%	0.12%	0.01%	0.12%	0.01%
2/15/2013	0.11%	0.13%	0.02%	0.11%	0.00%
2/16/2013	0.11%	0.13%	0.02%	0.11%	0.00%
2/17/2013	0.11%	0.13%	0.02%	0.11%	0.00%
2/18/2013	0.11%	0.13%	0.02%	0.11%	0.00%
2/19/2013	0.11%	0.12%	0.01%	0.10%	-0.01%
2/20/2013	0.11%	0.10%	-0.01%	0.10%	-0.01%
2/21/2013	0.11%	0.10%	-0.01%	0.10%	-0.01%
2/22/2013	0.11%	0.10%	-0.01%	0.09%	-0.02%

Report Date 2/22/2013

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

WEEKLY AUCTIONS

	LIBOR Formula Fail Rate	LIBOR Formula Fail Rate		
	TRB 2002B-1	COPs 2004A-1	COPs 2004A-2	COPs 2004A-3
Issue				
Outstanding Par (\$ M)	105.250	9.800	11.225	37.250
Swap Notional (\$m)	None	9.800	11.225	37.250
Final Maturity	11/1/2022	1/1/2030	1/1/2030	1/1/2030
Broker Dealer(s)	JP Morgan Merrill Lynch	JP Morgan Merrill Lynch	JP Morgan	JP Morgan Merrill Lynch
Insurer	Assured	Ambac	Ambac	Ambac
Auction Frequency	Tuesday	Monday	Tuesday	Wednesday
<i>Jan 7 thru Jan 11, 2013</i>	0.415%	0.571%	0.571%	0.568%
<i>Jan 14 thru Jan 18, 2013</i>	0.411%	0.566%	0.566%	0.566%
<i>Jan 21 thru Jan 25, 2013</i>	0.409%	0.563%	0.563%	0.560%
<i>Jan 28 thru Feb. 1, 2013</i>	0.403%	0.557%	0.555%	0.555%
<i>Feb. 4 thru Feb. 8, 2013</i>	0.398%	0.545%	0.548%	0.548%
<i>Feb. 11 thru Feb. 15, 2013</i>	0.402%	0.556%	0.553%	0.553%
<i>Feb. 18 thru Feb. 22, 2013</i>	0.403%	0.556%	0.555%	0.555%
Corresponding Libor Rate	0.202%	0.202%	0.202%	0.202%
Fail Rate	200%	275%	275%	275%

28 & 35 DAY AUCTIONS

	LIBOR Formula Fail Rate		
	TRB 2002B-2	COPs 2004A-4	COPs 2004A-5
Issue			
Outstanding Par (\$ M)	104.650	38.450	4.100
Swap Notional (\$m)	None	38.450	4.100
Final Maturity	11/1/2022	1/1/2030	1/1/2030
Broker Dealer(s)	JP Morgan Merrill Lynch	JP Morgan	JP Morgan
Insurer	Assured	Ambac	Ambac
Auction Frequency	28-Days	35-Days	35-Days
<i>October 2012</i>	0.437%	0.589%	0.579%
<i>November 2012</i>	0.418%	0.571%	0.573%
<i>December 2012</i>	0.419%	0.579%	0.577%
<i>January 2012</i>	0.407%	0.560%	0.577%
<i>February 2012</i>	0.403%	2/28/2013	0.548%
Corresponding Libor Rate	0.202%	0.204%	0.199%
Fail Rate	200%	275%	275%

MTA DEBT OUTSTANDING (\$ in Millions)

February 22, 2013

Type of Credit Underlying Ratings (Moody's/S&P/Fitch/Kroll)	Series	BPA Sale Date	Principal Iss. Amount	Current Amount Outstanding	Average Annual Debt Service	Maturity Date (Final)	All-In True Interest Cost (%) Notes
MTA Transportation Revenue Bonds (A2/A/A)	2002A	5/9/02	\$2,894.185	\$165.725		11/15/32	5.31
	2002B	5/28/02	210.500	209.900		11/1/22	2.62 (1) (5)
	2002D	5/29/02	400.000	374.725		11/1/32	4.21 (2) (7) (16)
	2002E	6/12/02	397.495	26.935		11/15/31	5.13
	2002G	11/19/02	400.000	200.000		11/1/26	2.29 (5) (8)
	2003A	5/8/03	475.340	275.520		11/15/32	4.49
	2003B	7/30/03	751.765	137.020		11/15/32	5.10
	2005A	2/9/05	650.000	440.420		11/15/35	4.76
	2005B	6/23/05	750.000	590.985		11/15/35	4.80
	2005C	10/19/05	150.000	59.750		11/15/16	4.19
	2005D	11/1/05	250.000	250.000		11/1/35	3.99 (4) (6) (11)
	2005E	11/1/05	250.000	250.000		11/1/35	3.92 (4) (8) (22)
	2005F	11/16/05	468.760	373.370		11/15/35	4.88
	2005G	12/7/05	250.000	233.540		11/1/26	4.34
	2006A	7/13/06	475.000	401.650		11/15/35	4.89
	2006B	12/13/06	717.730	668.720		11/15/36	4.52
	2007A	6/27/07	425.615	387.845		11/15/37	4.84
	2007B	12/6/07	415.000	379.365		11/15/37	4.75
	2008A	2/13/08	512.470	480.700		11/15/38	4.91
	2008B	2/13/08	487.530	446.680		11/15/30	3.82 (10) (17)
	2008C	10/17/08	550.000	488.000		11/15/13	6.68
	2009A	10/6/09	502.320	474.095		11/15/39	3.79 (14)
	2010A	1/6/10	363.945	363.945		11/15/39	4.44 (14)
	2010B	2/4/10	656.975	646.975		11/15/39	4.29 (14)
	2010C	6/30/10	510.485	497.210		11/15/40	4.27
	CP-2	9/16/10	900.000	900.000	53 days		1.20 (9)
	2010D	11/23/10	754.305	729.655		11/15/40	5.15
	2010E	12/21/10	750.000	750.000		11/15/40	4.57 (14)
	2011A	7/12/11	400.440	396.505		11/15/46	4.95
	2011B	9/13/11	99.560	99.560		11/1/41	1.29 (5) (8)
	2011C	11/2/11	197.950	191.435		11/15/28	3.99
	2011D	11/30/11	480.165	471.735		11/15/46	4.57
	2012A	3/7/12	150.000	150.000		11/15/42	0.40 (19)
	2012B	3/7/12	250.000	246.625		11/15/39	3.85
	2012C	4/18/12	727.430	723.930		11/15/47	4.22
	2012D	6/28/12	1,263.365	1,263.365		11/15/32	3.51
	2012E	7/13/12	650.000	646.630		11/15/42	3.91
	2012F	9/20/12	1,268.445	1,226.620		11/15/30	3.17
	2012G	11/7/12	359.450	359.450		11/1/32	3.56 (4)
	2012H	11/9/12	350.000	350.000		11/15/42	3.70
	2013A	1/17/13	500.000	500.000		11/15/43	3.79
	Total:		23,016.225	17,828.585	\$1,216.9 thru 2032	WATIC	4.33
TBTA General Revenue Bonds (Aa3/AA-AA-AA)	EPC_1996A	6/26/96	28.445	5.770		1/1/18	5.85 (3)
	2001B	12/18/01	148.200	130.845		1/1/32	6.17 (4) (8)
	2001C	12/18/01	148.200	130.845		1/1/32	6.17 (4) (8)
	2002B	9/19/02	2,157.065	216.765		11/15/32	4.56
	2002F	11/8/02	246.480	209.640		11/1/32	3.16 (2) (4) (23)
	2003B	12/9/03	250.000	199.685		1/1/33	2.18 (8) (13) (18)
	2005A	5/10/05	150.000	129.490		11/1/35	2.06 (5) (8) (18)
	2005B	7/6/05	800.000	584.400		1/1/32	3.56 (4) (8) (18)
	2006A	6/8/06	200.000	80.065		11/15/35	4.72
	2007A	6/13/07	223.355	140.700		11/15/37	4.84
	2008A	3/13/08	822.770	653.115		11/15/38	4.93
	2008B	3/13/08	252.230	252.230		11/15/38	4.02 (10)
	2008C	7/16/08	629.890	523.785		11/15/38	4.72
	2009A	2/11/09	475.000	429.365		11/15/38	5.35
	2009B	9/10/09	200.000	200.000		11/15/39	3.63 (14)
	2010A	10/20/10	346.960	336.055		11/15/40	3.45 (14)
	2011A	10/4/11	609.430	602.245		1/1/28	3.59
	2012A	6/6/12	231.490	229.670		11/15/42	3.69
	2012B	8/3/12	1,236.898	1,353.055		11/15/32	2.66 (21)
	2013B	1/11/13	257.195	257.195		11/15/30	2.25
	Total:		9,413.608	6,664.920	\$466.7 thru 2032	WATIC	3.86
TBTA Subordinate Revenue Bonds (A1/A+/A+/AA-)	2000AB	11/01/00	263.000	113.300		1/1/19	6.32 (2) (4)
	2000CD	11/01/00	263.000	78.150		1/1/19	6.32 (2) (4)
	2002E	10/23/02	756.095	436.370		11/15/32	5.34
	2003A	2/27/03	500.170	15.195		11/15/32	4.91
	2008D	7/16/08	491.110	410.945		11/15/28	4.69
	2013A	1/11/13	761.600	761.600		11/15/32	3.13 (21)
	Total:		3,034.975	1,815.560	\$146.7 thru 2032	WATIC	3.47

See accompanying information and notes on next page.

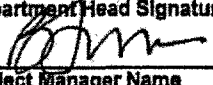

MTA Dedicated Tax Fund Bonds (AA/AA-)	2002B	9/4/02	440,000	427,850		11/1/22	4.63	(2) (4) (20)
	2004A	2/26/04	250,000	125,300		11/15/18	3.49	
	2004B	3/9/04	500,000	294,460		11/15/28	4.51	
	2004C	12/15/04	120,000	57,850		11/15/18	3.77	
	2006A	6/7/06	350,000	237,035		11/15/35	4.18	
	2006B	10/25/06	410,000	296,445		11/15/36	4.28	
	2008A	6/24/08	352,915	343,700		11/1/31	3.90	(2) (4)
	2008B	8/6/08	348,175	339,190		11/1/34	1.12	(5) (8) (15)
	2009A	3/12/09	261,700	248,375		11/15/39	5.55	
	2009B	4/23/09	500,000	477,930		11/15/30	5.00	
	2009C	4/23/09	750,000	750,000		11/15/39	4.89	(14)
	2010A	3/17/10	502,990	487,425		11/15/40	3.91	(14)
	2011A	3/23/11	127,450	115,115		11/15/21	2.99	
	2012A	10/16/12	<u>259,466</u>	<u>1,065,335</u>		<u>11/15/32</u>	<u>3.02</u>	(21)
	Total:		5,872,696	5,266,010	\$375.8 thru 2034	WATIC	4.16	
MTA State Service Contract Bonds (AA-/AA-)	2002A	6/5/02	1,715,755	272,670		7/1/31	5.29	
	2002B	6/26/02	<u>679,450</u>	<u>27,415</u>		<u>7/1/31</u>	<u>4.93</u>	
	Total:		2,395,205	370,085	\$165.0 thru 2031	WATIC	5.20	
MTA Certificates of Participation (2 Broadway) (Caa2/CC/NR) ⁽¹²⁾	2004A	9/21/04	<u>357,925</u>	<u>100,825</u>		<u>1/1/30</u>	<u>4.15</u>	(1) (4)
	Total:		357,925	100,825	\$ 27.2 thru 2030	WATIC	4.15	
Grand Total - Bonds and Notes:			<u>\$44,090,634</u>	<u>\$32,045,985</u>				

NOTES

- (1) Variable Rate Bonds initially issued in Auction Rate Mode.
- (2) Variable Rate Bonds initially issued in Weekly Mode. Backed by Standby Bond Purchase Agreement(s).
- (3) Subsidized loan provided through the NYS Water Pollution Control Revolving Fund for certain projects designed to remedy sources of groundwater contamination at various MTA sites. Estimated TIC after subsidy is 4.2842%, which does not reflect NYS Environmental Facilities Corporation, Series 2011A refunding.
- (4) Variable rate bonds swapped to fixed rate. True Interest Cost (TIC) based on swap rate plus support costs of variable rate bonds. Synthetic fixed rate issues are included in the WATIC.
- (5) TIC represents average cost of financing to date, including interest, liquidity or auction agent fees, and remarketing fees. Variable rate issues are not included in the WATIC.
- (6) Subseries 2005D-2 are Variable Rate Bonds initially issued in Daily Mode. Backed by a Direct pay letter of credit.
- (7) Subseries 2002D-1 swapped to fixed at 3.385% to 1/1/2006, 4% variable rate estimated thereafter. Subseries 2002D-2 swapped to fixed in two steps: 3.627% to 1/1/2007, 4.45% thereafter to maturity. True Interest Cost (TIC) based on swap rate, estimated variable rate plus support costs of variable rate bonds.
- (8) Variable Rate Bonds initially issued in Weekly Mode. Backed by a Direct pay letters of credit.
- (9) Variable Rate BANs issued as Commercial Paper. Maturities range from 1 to 270 days. Average maturity and cost of capital are listed. CP cost of capital is not included in WATIC.
- (10) Variable Interest Rate Bonds initially issued in Term Rate Mode.
- (11) Variable Rate Bonds initially issued in Auction Rate Mode, converted to Variable Rate bonds on 11/7/2008 2005D-1 \$150m in Weekly Mode; 11/11/2008 2005D-2 \$100m in Daily Mode.
- (12) Reflects rating of Ambac Assurance Corporation.
- (13) Variable rate bonds are partially swapped to fixed rate. True Interest Cost (TIC) based on swap rate plus support costs of variable rate bonds.
- (14) Fixed rate bonds, all or part of which, were issued as federally taxable Build America Bonds (BABs). In case of BABs, True Interest Cost (TIC) is net of 35% interest subsidy.
- (15) On 8/3/2011 Subseries 2008B-2 and B-3 were converted to Floating Rate Tender Notes subseries 2008B-3a, b, and c.
- (16) On 5/25/2011 Subseries 2002D-2 were converted to Term Rate Mode and then privately placed. On 5/9/2012 Subseries 2002D-1 was remarketed at a lower par amount (\$174.725m) and then converted into Fixed Rate Mode.
- (17) On 11/2/2011 Subseries 2008B-1 and on 11/8/2012 Subseries 2008B-2 were converted into Fixed Rate Mode.
- (18) On 1/1/2012 Subseries 2003B-3, 2005A-1, and 2005B-2 were converted into Daily Mode. Backed by a Direct pay letter of credit.
- (19) Floating Rate Tender Notes.
- (20) As remarketed on 3/28/2012.
- (21) Principal Issued Amount reflects Capital Appreciation Bonds (CABs) at the par amount at the time of issuance. The Current Amount Outstanding reflects the CABs at their accreted value, which is more than the par amount at the time of issuance.
- (22) On 10/4/2012 Subseries 2005E-3 was converted into Daily Mode.
- (23) On 11/1/2012 the bonds were converted from Weekly Rate mode to Daily Rate mode.



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Staff Summary

Subject Authorization to Issue Transportation Revenue Bonds and Triborough Bridge and Tunnel Authority General Revenue Bonds
Department Finance
Department Head Name Robert E. Foran, Chief Financial Officer
Department Head Signature 
Project Manager Name Patrick J. McCoy, Director, Finance 

Date March 13, 2013
Vendor Name
Contract Number
Contract Manager Name
Table of Contents Ref #

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance Comm.	3/11	X		
2	Board	3/13	X		

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

PURPOSE:

In connection with the proposed issuance in 2013 of MTA and TBTA debt, the MTA Finance Department is seeking MTA and TBTA Board authorization and approval of the necessary documentation to issue new money bonds to finance up to \$1.5 billion of capital projects set forth in existing approved transit and commuter capital programs, and up to \$200 million to finance capital projects set forth in existing approved bridges and tunnels capital programs. The MTA Finance Department will report to the Board on the status of the proposed debt issuance schedule, the results of each bond issue and planned bond issues.

DISCUSSION:

MTA and TBTA Board approval is sought of the following resolutions, documents and activities in connection with the issuance of bonds in an aggregate principal amount necessary to finance up to \$1.7 billion of capital projects of the transit and commuter systems and Bridges & Tunnels set forth in existing approved capital programs:

- Multiple 2013 Series Supplemental Resolution authorizing Metropolitan Transportation Authority Transportation Revenue Obligations, including providing for the issuance of the following:
 - o An aggregate principal amount of up to \$1.5 billion of Transportation Revenue Bonds in one or more series necessary to finance capital projects of the transit and commuter systems, plus applicable issuance costs and any original issue discount, and
 - o Parity Reimbursement Obligations and Parity Debt in an amount sufficient to secure any Credit Facilities entered into in connection with the issuance of the Transportation Revenue Bonds.
- Multiple 2013 Series Supplemental Resolution authorizing Triborough Bridge and Tunnel Authority General Revenue Obligations, including providing for the issuance of the following:
 - o An aggregate principal amount of up to \$200 million of Triborough Bridge and Tunnel Authority General Revenue Obligations in one or more series necessary to finance capital projects of TBTA, plus applicable issuance costs and any original issue discount, and
 - o Parity Reimbursement Obligations and other Parity Debt in an amount sufficient to secure any Credit Facilities entered into in connection with the issuance of the General Revenue Obligations.

Staff Summary



With respect to the above-referenced financial transactions, MTA and TBTA Board approval, as applicable, is sought

(a) delegating authority to the Chairman, Vice Chairman, the Chief Executive Officer and/or Executive Director of MTA, the Chair of the Finance Committee, the Chief Financial Officer of MTA, and the Director, Finance to award the obligations either pursuant to competitive bid or to members (or entities related to such firms) of the Board-approved 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 Official Statements and other disclosure documents,
- o Continuing Disclosure Agreements and related filings,
- o Remarketing Agreements,
- o Dealer and Broker/Dealer Agreements,
- o Issuing and Paying Agent Agreements,
- o Credit Facilities and related Parity Reimbursement Obligations and Parity Debt, and
- o Related Subordinated Contract Obligations.

Any such documents will be in substantially the form of any document previously entered into by MTA or TBTA for previous issues, with such changes as approved by any one or more of the foregoing officers.

(b) authorizing such officers to terminate, amend, supplement, replace or extend any such documents, including Credit Facilities (and related Parity Reimbursement Obligations and Parity Debt), as they shall deem advisable, and to take such other actions as may be necessary or desirable to effectuate the issuance of the new money bonds and other financial transactions set forth above, on behalf of MTA, TBTA or other MTA subsidiaries and affiliates.

ALTERNATIVES:

There are no viable funding alternatives to the bond funded portion of existing capital programs.

RECOMMENDATION:

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

TRIBOROUGH BRIDGE AND TUNNEL AUTHORITY

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

Adopted March __, 2013

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**MULTIPLE SERIES 2013
GENERAL REVENUE 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 2013 General Revenue Bond Supplemental Resolution (the "Supplemental Resolution") shall have the same meanings, respectively, as such terms are given by Section 102 of the Resolution.

2. In this Supplemental Resolution:

"Authorized Officer" shall include the officers designated as such in the Resolution, and the Chairman, Executive Director, the Chair of the Finance Committee, the Vice Chairman, the Chief Financial Officer or the Director, 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, 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.

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 2013 BONDS

SECTION 2.01. Authorized Principal Amount, Designation and Series.

Pursuant to the provisions of the Resolution and in order to finance Capital Costs, 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 "Series 2013 Bonds", constituting Capital Cost Obligations, subject to redesignation as hereinafter provided) entitled to the benefit, protection and security of such provisions are hereby authorized to be issued in an aggregate principal amount not exceeding the principal amount necessary so that, after giving effect to any net original issue discount and underwriters' discount from the principal amount, the amount to be deposited in the Proceeds Account pursuant to, or otherwise applied to effectuate the purposes of, Section 2.02 and Section 3.01 of this Supplemental Resolution (exclusive of the amount so deposited therein determined in the related Certificate of Determination as estimated to be necessary to pay capitalized interest or to pay any Costs of Issuance of the Series 2013 Bonds) 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 the Series 2013 Bonds issued to finance Capital Costs shall not exceed \$200,000,000 (excluding all amounts excluded above, such as net original issue discount, underwriters' discounts, 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 2013 Bonds, shall not be counted.

Series 2013 Bonds shall be designated as, and shall be distinguished from the Obligations of all other Series by the title, "General Revenue Bonds, Series 2013" or such other title or titles set forth in one or more Certificates 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 Series 2013 Bonds shall continue in effect until the adoption in 2014 by the MTA Board of a subsequent new money bond issuance supplemental resolution.

SECTION 2.02. Purposes. The purposes for which the Series 2013 Bonds are issued shall be set forth in one or more Certificates of Determination and may include the payment of all or any part of the Capital Costs, all to the extent and in the manner provided in this Supplemental Resolution.

SECTION 2.03. Dates, Maturities, Principal Amounts and Interest. The Series 2013 Bonds, except as otherwise provided in the Resolution, shall be dated the date or dates determined in the related Certificate of Determination. The Series 2013 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 Series 2013 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 Series 2013 Bonds shall be computed on the basis of twelve (12) 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 Series 2013 Bonds shall be issued in fully registered form without coupons in the denomination of \$5,000 or any integral multiple thereof.

The Series 2013 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 Series 2013 Bonds shall be payable to the registered owner of each Series 2013 Bond when due upon presentation of such Series 2013 Bond at the principal corporate trust office of the Trustee. Except as otherwise provided in the related Certificate of Determination, interest on the registered Series 2013 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 2013 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 2013 Bonds, if any, determined in the related 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 the related 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 2013 Bonds.

SECTION 2.08. Redemption Prices and Terms. The Series 2013 Bonds may also be subject to redemption prior to maturity, at the option of the Issuer, upon notice as provided in Article A-IV of the Resolution, at any time as a whole or in part (and by lot within a maturity, or otherwise as determined in accordance with Section A-404 of the Resolution, if less than all of a maturity is to be redeemed), from maturities designated by the Issuer on and after the date and in the years and at the Redemption Prices (expressed as a percentage of principal amount or otherwise as determined pursuant to Section 2.09.1(f) or in the case of Taxable Obligations as otherwise provided in the related Certificate of Determination) determined in the related 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 2013 Bonds:

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

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

(e) to determine the date or dates which the Series 2013 Bonds shall be dated and the interest rate or rates of the Series 2013 Bonds or the manner of determining such interest rate or rates; provided, however, that any Series 2013 Bonds issued as Tax-Exempt Obligations shall be subject to a maximum interest rate of not greater than 10% per annum, any Series 2013 Bonds issued as Taxable Obligations shall be subject to a maximum interest rate of not greater than 12% per annum, any Variable Interest Rate Obligations issued as Tax-Exempt Obligations shall be subject to a maximum interest rate of not greater than 15% per annum, any Variable Interest Rate Obligations issued as Taxable Obligations shall be subject to a maximum interest rate of not greater than 18% per annum and any Parity Reimbursement Obligations shall be subject to a maximum interest rate of not greater than 25% per annum, or, in each such case, such higher rate or rates as determined by the Issuer's Board;

(f) to determine the Redemption Price or Redemption Prices, if any, and the redemption terms, if any, for the Series 2013 Bonds; provided, however, that if the Series 2013 Bonds are to be redeemable at the election of the Issuer, the Redemption Price shall not be greater than one hundred three percent (103%) of the principal amount of the Series 2013 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 2013 Bonds shall be conducted on either a negotiated or competitive bid basis and, as applicable, to determine the purchase price for the Series 2013 Bonds to be paid by the purchasers referred to in one or more Purchase Agreements or the purchase price for the Series 2013 Bonds to be paid by the winning bidder, if such sale is conducted by competitive bid pursuant to a Notice of Sale (as hereinafter defined), in either case as such document is described in Section 2.10 of this Supplemental Resolution, which

may include such original issue discount and original issue premium as shall be determined in the related Certificate of Determination; provided, however, that the underwriters' discount reflected in such purchase price shall not exceed \$10.00 for each one thousand dollars (\$1,000) principal amount of the Series 2013 Bonds;

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

(i) to determine whether to issue all or any portion of the Series 2013 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 2013 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 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 Series 2013 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 2013 Bonds, and to make any changes in connection therewith;

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

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

2. Any Authorized Officer shall execute one or more 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 2013 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 Series 2013 Bonds by the Trustee or other documentation. Determinations set forth in the related 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 2013 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 2013 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 2013 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 2013 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 2013 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 2013 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 2013 Bonds in a manner consistent with this Supplemental Resolution and to utilize the services of the Authority's financial advisor and the services of an electronic bidding service, as such Authorized Officer shall determine, and the execution by such Authorized Officer of a letter of award shall be conclusive evidence of such award.

Each Authorized Officer is hereby authorized to make public and to authorize the use and distribution by said purchasers or other appropriate parties of a preliminary official statement, offering circular, or other disclosure document (the "Preliminary Official Statement") in connection with each public offering or any private placement of the Series 2013 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 Series 2013 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 the Series 2013 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 2013 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, 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 Series 2013 Bonds and for implementing the terms of each issue of the Series 2013 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 2013 Bonds and Trustee's Authentication Certificate. Subject to the provisions of the Resolution, the form of registered Series 2013 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 the related 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 2013 Bonds.

ARTICLE III

DISPOSITION OF SERIES 2013 BOND PROCEEDS

SECTION 3.01. Disposition of Series 2013 Bond Proceeds. Any proceeds of the sale of the Series 2013 Bonds, other than accrued interest, if any, shall be deposited, simultaneously with the issuance and delivery of the Series 2013 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 payment of all or any part of the Capital Costs; and
- (b) the balance of such proceeds, exclusive of accrued interest, shall be deposited in the 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 Series 2013 Bonds shall be deposited in the Debt Service Fund.

ARTICLE IV

TAX COVENANTS AND DEFEASANCE

SECTION 4.01. Tax Covenants Relating to the Series 2013 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 2013 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 2013 Bonds issued as Tax-Exempt Obligations, as amended from time to time.

Notwithstanding any other provision of the Resolution to the contrary, upon the Issuer's failure to observe, or refusal to comply with, the above covenant (a) the Owners of the Series 2013 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 Series 2013 Bonds or the Trustee acting on their behalf), nor the Trustee acting on their behalf, shall be entitled to exercise any right or remedy provided to the Owners, the Parity Debt holders or the Trustee under the Resolution based upon the Issuer's failure to observe, or refusal to comply with, the above covenant.

The provisions of the foregoing covenants set forth in this Section shall not apply to any Series 2013 Bonds, including any subseries thereof, which the Issuer determines pursuant to the applicable Certificate of Determination to issue as Taxable Obligations.

SECTION 4.02. Defeasance. In the event the Issuer shall seek, prior to the maturity or redemption date thereof, to pay or cause to be paid, within the meaning and with the effect expressed in the Resolution, all or less than all Outstanding Series 2013 Bonds issued as Tax-Exempt Obligations and the provisions of Section 4.01 hereof shall then be of any force or effect, then, notwithstanding the provisions of Article A-XI of the Resolution, the Series 2013 Bonds issued as Tax-Exempt Obligations which the Issuer then seeks to pay or cause to be paid shall not be deemed to have been paid within the meaning and with the effect expressed in Section A-1101 of the Resolution unless (i) the Issuer has confirmed in writing that the Owners of the Series 2013 Bonds issued as Tax-Exempt Obligations which the Issuer then seeks to pay or cause to be paid will continue, after such action, to have the benefit of a covenant to the effect of the covenant of the Issuer contained in Section 4.01 hereof or (ii) there shall have been delivered to the Trustee an Opinion of Bond Counsel to the effect that non-compliance thereafter with the applicable provisions of the Code will not affect the then current treatment of interest on the Series 2013 Bonds issued as Tax-Exempt Obligations in determining gross income for Federal income tax purposes.

METROPOLITAN TRANSPORTATION AUTHORITY

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

Adopted March __, 2013

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**MULTIPLE SERIES 2013
TRANSPORTATION REVENUE FUND BOND
SUPPLEMENTAL RESOLUTION**

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

ARTICLE I

DEFINITIONS AND STATUTORY AUTHORITY

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

Section 1.02. Definitions.

1. All capitalized terms which are used but not otherwise defined in this Multiple Series 2013 Transportation Revenue Bond Supplemental Resolution (the "Supplemental Resolution") shall have the same meanings, respectively, as such terms are given by Section 102 of the Resolution.

2. In this Supplemental Resolution:

"Authorized Officer" shall include the officers designated as such in the Resolution, and the Chairman, Executive Director, the Chair of the Finance Committee, the Vice Chairman, the Chief Financial Officer or the Director, 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.

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 2013 BONDS

Section 2.01. Authorized Principal Amount, Designation and Series. Pursuant to the provisions of the Resolution and in order to finance Capital Costs, multiple Series of Transportation Revenue Obligations (which may be issued at one time or from time to time and in any number of Series or subseries, which for purposes of this Supplemental Resolution shall collectively be referred to herein as the "Series 2013 Bonds", constituting Capital Cost Obligations, subject to redesignation as hereinafter provided) entitled to the benefit, protection and security of such provisions are hereby authorized to be issued in an aggregate principal amount not exceeding the principal amount necessary so that, after giving effect to any net original issue discount and underwriters' discount from the principal amount, the amount to be deposited in the Proceeds Account pursuant to, or otherwise applied to effectuate the purposes of, Section 2.02 and Section 3.01 of this Supplemental Resolution (exclusive of the amount so deposited therein determined in the related Certificate of Determination as estimated to be necessary to pay capitalized interest or to pay any Costs of Issuance of the Series 2013 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 2013 Bonds issued to finance Capital Costs shall not exceed \$1,500,000,000 (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 2013 Bonds shall not be counted.

Series 2013 Bonds shall be designated as, and shall be distinguished from the Obligations of all other Series by the title, "Transportation Revenue Bonds, Series 2013" or such other title or titles set forth in one or more Certificates of Determination.

The authority to issue Obligations and take related actions granted under previous resolutions of the Issuer, including the Bond Anticipation Notes, Series 2013A, and Related Subordinated Indebtedness Transportation Revenue Bond Supplemental Resolution and the Series 2013B Transportation Revenue Bond Supplemental Resolution, each adopted by the Issuer on December 19, 2012, shall continue in full force and effect. The authorization to issue the Series 2013 Bonds shall continue in effect until the adoption in 2014 by the MTA Board of a subsequent new money bond issuance supplemental resolution.

Section 2.02. Purposes. The purposes for which the Series 2013 Bonds are issued shall be set forth in one or more Certificates of Determination and may include the payment of all or any part of the Capital Costs, all to the extent and in the manner provided in this Supplemental Resolution.

Section 2.03. Dates, Maturities, Principal Amounts and Interest. The Series 2013 Bonds, except as otherwise provided in the Resolution, shall be dated the date or dates determined in the related Certificate of Determination. The Series 2013 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 Series 2013 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 Series 2013 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 Series 2013 Bonds shall be issued in fully registered form without coupons in the denomination of \$5,000 or any integral multiple thereof.

The Series 2013 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 Series 2013 Bonds shall be payable to the registered owner of each Series 2013 Bond when due upon presentation of such Series 2013 Bond at the principal corporate trust office of the Trustee. Except as otherwise provided in the related Certificate of Determination, interest on the registered Series 2013 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 2013 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 2013 Bonds, if any, determined in the related 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 the related 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 2013 Bonds.

Section 2.08. Redemption Prices and Terms. The Series 2013 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 the related Certificate of Determination) determined in the related 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 2013 Bonds:

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

(b) to determine the purpose or purposes for which the Series 2013 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 2013 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 2013 Bonds, which principal amounts (and the aggregate of all such Series and subséries) shall not exceed the principal amounts permitted by Section 2.01 of this Supplemental Resolution, and to determine Accreted Values and Appreciated Values, if applicable;

(d) to determine the maturity date and principal amount of each maturity of the Series 2013 Bonds and the amount and due date of each Sinking Fund Installment, if any;

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

Agreements or the purchase price for the Series 2013 Bonds to be paid by the winning bidder, if such sale is conducted by competitive bid pursuant to a Notice of Sale (as hereinafter defined), in either case as such document is described in Section 2.10 of this Supplemental Resolution, which may include such original issue discount and original issue premium as shall be determined in the related Certificate of Determination; provided, however, that, in the case of Series 2013 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 2013 Bonds;

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

(i) to determine whether to issue all or any portion of the Series 2013 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 2013 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 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 Series 2013 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 2013 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 2013 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 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 2013 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 Series 2013 Bonds by the Trustee or other documentation. Determinations set forth in the related 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 2013 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 2013 Bonds. If it is determined that any sale of Series 2013 Bonds shall be conducted on a negotiated basis, each Authorized Officer is hereby authorized to sell and award the Series 2013 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 2013 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 2013 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 2013 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 2013 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 or private placement of the Series 2013 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 Series 2013 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 the Series 2013 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 2013 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 each issue of the Series 2013 Bonds and for implementing the terms of each issue of the Series 2013 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 2013 Bonds and Trustee's Authentication Certificate. Subject to the provisions of the Resolution, the form of registered Series 2013 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 the related 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 2013 Bonds.

ARTICLE III

DISPOSITION OF SERIES 2013 BOND PROCEEDS

Section 3.01. Disposition of Series 2013 Bond Proceeds. Any proceeds of the sale of the Series 2013 Bonds, other than accrued interest and capitalized interest, if any, shall be deposited, simultaneously with the issuance and delivery of the Series 2013 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 the related Certificate of Determination to:

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

Unless otherwise provided in the related Certificate of Determination, the accrued interest and any capitalized interest, if any, received on the sale of the Series 2013 Bonds shall be deposited in the Debt Service Fund.

ARTICLE IV

TAX COVENANTS AND DEFEASANCE

Section 4.01. Tax Covenants Relating to the Series 2013 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 2013 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 2013 Bonds issued as Tax Exempt Obligations, as amended from time to time.

Notwithstanding any other provision of the Resolution to the contrary, upon the Issuer's failure to observe, or refusal to comply with, the above covenant (a) the Owners of the Series 2013 Bonds, or the Trustee acting on their behalf, shall be entitled to the rights and remedies provided to Owners or the Trustee under Section 702 of the Resolution, and (b) neither the Owners of the Obligations of any Series or holders of any Parity Debt (other than the Series 2013 Bonds or the Trustee acting on their behalf), nor the Trustee acting on their behalf, shall be entitled to exercise any right or remedy provided to the Owners, the Parity Debt holders or the Trustee under the Resolution based upon the Issuer's failure to observe, or refusal to comply with, the above covenant.

The provisions of the foregoing covenants set forth in this Section shall not apply to any Series 2013 Bonds, including any subseries thereof, which the Issuer determines pursuant to the applicable Certificate of Determination to issue as Taxable Obligations.



Section 4.02. Defeasance. In the event the Issuer shall seek, prior to the maturity or redemption date thereof, to pay or cause to be paid, within the meaning and with the effect expressed in the Resolution, all or less than all Outstanding Series 2013 Bonds issued as Tax Exempt Obligations and the provisions of Section 4.01 hereof shall then be of any force or effect, then, notwithstanding the provisions of Article A-XI of the Resolution, the Series 2013 Bonds issued as Tax Exempt Obligations which the Issuer then seeks to pay or cause to be paid shall not be deemed to have been paid within the meaning and with the effect expressed in Section A-1101 of the Resolution unless (i) the Issuer has confirmed in writing that the Owners of the Series 2013 Bonds issued as Tax Exempt Obligations which the Issuer then seeks to pay or cause to be paid will continue, after such action, to have the benefit of a covenant to the effect of the covenant of the Issuer contained in Section 4.01 hereof or (ii) there shall have been delivered to the Trustee an Opinion of Bond Counsel to the effect that non compliance thereafter with the applicable provisions of the Code will not affect the then current treatment of interest on the Series 2013 Bonds issued as Tax Exempt Obligations in determining gross income for Federal income tax purposes.

Staff Summary

Subject Approval of Amendments to Swap Policy
Department Finance
Department Head Name Robert E. Foran, Chief Financial Officer
Department Head Signature 
Project Manager Name Patrick J. McCoy, Director of Finance 

Date March 13, 2013
Vendor Name
Contract Number
Contract Manager Name
Table of Contents Ref #

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance Comm.	3/11	X		
2	Board	3/13	X		

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

Purpose

To obtain MTA and TBTA Board adoption of amendments to the Guidelines for Entering into Payment Agreements (the "Policy").

Discussion

The Board adopted the Guidelines for Entering into Payment Agreements on March 26, 2002. The policy provides parameters for entering into payment agreements, also referred to as derivatives or swaps. The passage of the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 ("Dodd-Frank Act") incorporated significant changes to the regulatory framework for derivatives. As a result, new regulations have been promulgated by the Commodity Futures Trading Commission (CFTC). In an effort to help members and non-members comply with these new regulations, the International Swaps and Derivatives Association, Inc., (ISDA) has created the Dodd-Frank Protocol or "DF-Protocol"

After review of the existing MTA Guidelines, and taking into account the new requirements and regulations issued by CFTC and experience operating under the existing Guidelines, staff has revised and expanded the scope and substance of those Guidelines into an amended Policy for approval by the Board. The attached Policy is broken into 5 major sections describing 1) the general structure and requirements of a payment agreement, 2) specific counterparty requirements, 3) exposure limits including interest rate swaps tied to total outstanding debt, 4) Advisor requirements and, 5) ongoing monitoring and reporting requirements.

The substantive changes to the Policy include: 1) the establishment of investment grade criteria for counterparties including the requirement of collateral agreements; 2) the addition of a prohibition on the use of "structured" counterparties that allow for automatic termination; 3) specification of quantifiable exposure limits tying total interest rate mark-to-market exposure to 5% of total long term debt outstanding, calculated at the time any new exposure is being considered for approval by the Board and further limiting exposure, based on a similar calculation, to 2% of MTA's total long term debt per Counterparty; 4) inclusion of Commodity

Staff Summary



Price Based Payment Agreements directly into the Policy and providing applicable guidelines for fuel hedging limits; and 5) addition of the requirement to hire and monitor an independent third party professional registered with the SEC as a swap advisor and which qualifies as a Qualified Independent Representative ("QIR") in accordance with the Dodd-Frank Act.

ALTERNATIVES:

Not to adopt the amendments to the Guidelines for the Policy. This is not recommended because MTA and TBTA would not be in compliance with the Dodd-Frank Act. Failing to adopt the amendments would unnecessarily constrain and limit MTA's ability to effectively manage its derivative portfolio.

Recommendation

That the Board adopt the Policy to comply with the Dodd-Frank Act.

Adopted on March 26, 2002
Amended on _____

**METROPOLITAN TRANSPORTATION AUTHORITY AND
TRIBOROUGH BRIDGE AND TUNNEL AUTHORITY
POLICY FOR ENTERING INTO PAYMENT AGREEMENTS**

A. GENERAL

Rules of Construction

Words in the singular may be used in the plural and vice versa.

Scope and Purpose

The purpose of this Policy for Entering into Payment Agreements (the Policy) is to set forth the guidelines and expectations of the Board of Directors (MTA Board) of the Metropolitan Transportation Authority (MTA) and the Board of Directors of the Triborough Bridge and Tunnel Authority (TBTA), respectively, as they relate to the use of Payment Agreements to hedge financial exposure incurred in the day to day operations of any Authority.

B. DEFINITIONS

"Authority" means, as the context permits or requires, any or all of the following: the First Mutual Transportation Assurance Company; The Long Island Rail Road Company; the Manhattan and Bronx Surface Transit Operating Authority; the Metro-North Commuter Railroad Company; the Metropolitan Transportation Authority; the New York City Transit Authority; the Staten Island Rapid Transit Operating Authority; and the Triborough Bridge and Tunnel Authority.

"Authorized Officer" means the Chairman and Chief Executive Officer, the Vice Chairman, the Executive Director, the Chair of the Finance Committee, the Chief Financial Officer, or the Director of Finance of the MTA.

"Counterparty" means the provider of a Payment Agreement with an Authority.

"NRSRO" means a nationally recognized statistical rating organization.

"Obligation" means any obligation for the payment of money by an Authority, including, without limitation, a debt, installment sale or lease obligation.

"Payment Agreement" means, as the context permits or requires, any or all of the following: rate swap transaction (either variable to fixed or fixed to variable), basis swap, forward rate transaction, bond option, interest rate option, foreign exchange transaction, cap transaction, floor transaction, collar transaction, commodity swap, commodity option, currency swap transaction, cross-currency rate swap transaction, currency option or any other similar transaction (including any option with respect to any of these transactions).

"Swap Advisor" means a third party professional registered with the SEC as a swap advisor that provides hedge advisory services, with demonstrated experience with municipal derivatives and which qualifies as a Qualified Independent Representative ("QIR") in accordance with the Dodd-Frank Wall Street Reform and Consumer Protection Act ("Dodd-Frank Act") and makes necessary representations and agreements to comply with the Dodd-Frank Act.

"Total Potential Gross Negative Exposure" means an amount equal to the option adjusted dollar value of one basis point ("DV01") of all outstanding interest rate hedge transactions multiplied by 300.

"Total Long Term Outstanding Debt" means the total par amount of debt outstanding as of December 31 of the just prior fiscal year, issued pursuant to the MTA General Resolution Authorizing Transportation Revenue Obligations, the MTA Dedicated Tax Fund Obligation Resolution, the TBTA General Resolution Authorizing General Revenue Obligations and the TBTA 2001 Subordinate Revenue Resolution Authorizing Subordinate Obligations.

C. FEATURES OF PAYMENT AGREEMENTS

Form of Agreements

Payment Agreements will be based on the terms and conditions set forth in the International Swaps and Derivatives Association, Inc. (ISDA) Master Agreement forms appropriate for the particular type of agreement. Any Payment Agreement need not conform to such form of agreement if the necessary terms and conditions set forth in such ISDA Master Agreement are the basis of the Payment Agreement.

Payment Agreements shall include terms specifying the amount and timing of payments, maturity, security, collateral, defaults, remedies, termination and such other terms, conditions, provisions and safeguards as the MTA and TBTA as appropriate, in consultation with legal counsel and a Swap Advisor, deems necessary or desirable.

Failure by an Authority to comply with, or a violation of, the provisions of these Policy guidelines shall not be deemed to alter, affect the validity of, modify the terms of, or impair any contract, agreement, or investment of funds.

Purpose of Payment Agreement

Any Authority may enter into a Payment Agreement if it is shown that such Agreement is reasonably expected to hedge or mitigate commercial risk and:

1. Result in an expected lower net cost of borrowing with respect to the related Obligations;
2. Reduce the volatility associated with projecting the cost of a particular debt transaction, either fixed or variable. I.e. interest rate hedging;
3. Reduce the volatility associated with projecting the cost of a particular commodity essential to the business operations or capital projects of the MTA, such as diesel or other fuel (i.e. fuel hedging) or steel; or,
4. Reduce the financial exposure of the Authority with respect to its current financial condition.

An Authority is prohibited from entering into a Payment Agreement when such agreement cannot be reasonably expected to achieve at least one of the objectives listed above.

An Authority will not use Payment Agreements that:

1. Are purely speculative in nature or create extraordinary leverage or risk or,
2. Lack sufficient price transparency to allow reasonably transparent valuation.

Term of Payment Agreement

Subject to limitations imposed pursuant to agreements with bondholders, the term of any Payment Agreement cannot exceed in the case of interest rate hedges the greater of the final maturity of related then outstanding Obligations of the Authority or the term of an approved financial plan of the Authority or with respect to commodity hedges the term of 24 months from the trade date.

D. COUNTER PARTY GUIDELINES

Credit Ratings of Counterparties

1. The minimum credit rating requirements of a counterparty entering into a Payment Agreement with the Authority are a long term senior, unsecured debt credit rating of at least "A3" or "A-" from two of the nationally recognized statistical rating organizations, as recognized by the Securities and Exchange Commission.
2. No Authority shall be authorized to enter into any agreement with a structured terminating counterparty or be subject to automatic termination in any circumstance without explicit approval of the Board.

Early Termination Process

In the event of an early termination of any hedge transaction, the Authority, by its Authorized Officers, may follow any stated termination provisions applicable to the event which gave rise to the early termination. In an early termination where no provisions explicitly determine the termination process, Authorized Officers of the MTA, in consultation with a Swap Advisor and legal counsel, may use whatever process is deemed in the best interest of the MTA or affected Authority.

Notwithstanding the previous paragraph, Authorized Officers may in all early termination situations, in consultation with a Swap Advisor and legal counsel, use whatever process is deemed in the best interest of the affected Authority.

All Payment Agreements must provide the Authority with the option to terminate the Payment Agreement or any transaction entered into pursuant to a Payment Agreement at its market value at any time.

Counterparty Collateralization

As part of a Payment Agreement, the Authority must require that the Counterparty enter into a credit support agreement to provide collateralization to secure any or all of its payment obligations. Such collateralization is subject to the following restrictions:

1. The mark-to-market valuation of the scheduled net payment obligations of the Counterparty under the Payment Agreement must be collateralized by either direct obligations of, or obligations the principal and interest on which are guaranteed by, the United States of America, or by federal agency securities, that must be
 - a. deposited with the Authority, with an agent of the Authority, with a third party in trust for the Authority, or in a third party custodial account; and
 - b. maintained at a market value of not less than 100% of the net market value of the Payment Agreement to the Authority, as such net market value may be defined and determined from time to time under the terms of the credit support agreement, and within the threshold limits of deposits to the collateral fund as described in paragraph 2 below;
and
2. Except for paragraph 3, the Authority and the Counterparty may agree to reasonable threshold limits for the initial deposit and for increments or decrements of collateral thereafter, and for, respectively, the initial and the subsequent increments or decrements to collateralization deposits. The threshold levels may be based upon a sliding scale of ratings. The Authority and the Counterparty may agree to calculate and require the depositing or withdrawal of collateral at reasonable intervals, not less frequently than one month.
3. In the event the credit rating by at least one NRSRO of such Counterparty or its unconditional guarantor falls below the top three investment grades without regard to sub-categories, the credit

support agreement must provide for a zero threshold limit for the initial deposit and for increments or decrements of collateral thereafter by the Counterparty.

E. EXPOSURE LIMITS

Interest Rate Based Payment Agreements

Credit Exposure

1. Mark-to-Market exposure should be limited to prevent funding an extraordinary termination amount, assuming adverse changes in market conditions as they relate to the swap portfolio (i.e. lower interest rates for a synthetic fixed portfolio) and limited swap market liquidity.
 - a) Total Potential Gross Negative Exposure is not to exceed 5% of Total Outstanding Long Term Debt measured at the time new exposure is being evaluated.
 - b) No Potential Gross Negative Exposure per Counterparty should exceed 2% of Total Outstanding Long Term Debt measured at the time new exposure is being evaluated.
 - c) Mark to Market exposure per Counterparty should be evaluated and managed based on creditworthiness of counterparty.
2. MTA or TBTA, as appropriate, will evaluate the cost of exposure mitigating techniques and strategies including but not limited to the use of early termination features.

Basis Risk

The basis, or index, chosen as part of the payment agreement should be appropriate to the management of the related obligations relevant to the overall interest rate exposure of the Authority. Such selection should be reasonably expected to limit variations between the payments for the hedged Obligations against payments provided by a Payment Agreement employing the index. The Authority may enter into Payment Agreements containing known basis risk if such risk is reasonably expected to lower its cost.

Commodity Price Based Payment Agreements

Exposure Limits

Commodity hedges will be executed on a periodic basis for the sole purpose of hedging or mitigating commercial risk by reducing budgetary volatility related to the commodity being hedged.

Basis Risk

The basis, or index, chosen as part of the Payment Agreement should be appropriate to the management of the commodity. Such selection should be reasonably expected to limit variations between the hedging instrument and the hedged commodity. The Authority may enter into Payment Agreements containing known basis risk if such risk is reasonably expected to lower its cost.

F. SWAP ADVISOR

The MTA and TBTA must hire a third party Swap Advisor for all negotiations and transactions. Such Advisor should have a proven history of experience with municipal swap transactions. Swap Advisor must comply with requirements of the Dodd-Frank Act, including but not limited to, requirements for a Qualified Independent Representative. Swap Advisor will provide representations and enter into agreements consistent with the requirements of the Dodd-Frank Act, and Swap Advisor will comply with Dodd-Frank

Act ongoing requirements and provide prompt notice to MTA and swap counterparty of any representation that becomes incorrect or misleading in any material respect.

G. REPORTING REQUIREMENTS

Current Review of Existing Hedges

Payment Agreements will be reported quarterly in the MTA Consolidated Finance Statements with respect to the information required by generally accepted accounting principles, including the following:

1. The status of individual Payment Agreements in effect, including notional amount, rates, terms, basis employed, and rating of counterparties;
2. Mark-to-market levels of net credit exposures to the Authority by individual counterparties, and collateralization that has been provided, when deemed necessary;
3. Summary of the terms and conditions of any Payment Agreement that has been executed since the previous report.


MTA and TBTA will comply in good faith with policies and procedures reasonably designed to ensure that the QIR satisfies the Dodd-Frank Act requirements and the MTA and TBTA will monitor the QIR performance on an ongoing basis.

Performance of Hedges

Hedge performance will be reported annually to the Finance Committee of the MTA Board with respect to the following



1. Any material change in the hedge effectiveness as it relates to GASB or actual financial performance for the current fiscal year;
2. The hedged and un-hedged price volatility for the current fiscal year for any commodity hedge.

Staff Summary

Subject Authorization to amend existing interest rate payment agreements to conform to Dodd-Frank Protocol
Department Finance
Department Head Name Robert E. Foran, Chief Financial Officer
Department Head Signature 
Project Manager Name Patrick J. McCoy, Director of Finance PJM

Date March 13, 2013
Vendor Name
Contract Number
Contract Manager Name
Table of Contents Ref #

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance Comm.	3/11	X		
2	Board	3/13	X		

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

Purpose

Board approval is requested of the annexed resolution, which (a) designates MTA, MTA New York City Transit, and MTA Bridges and Tunnels as "Protocol Participants" to the International Swap and Derivatives Association, Inc. ("ISDA") August 2012 Dodd Frank Protocol as published by ISDA on August 13, 2012 (the "DF Protocol"); and (b) authorizes these agencies to make necessary amendments to existing swap agreements pursuant to the DF Protocol.

Adherence to the DF Protocol is required by regulated entities under Title VII of the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 ("Dodd-Frank"). The DF Protocol is designed to supplement existing written agreements governing the terms and conditions contained in swap transactions. The DF Protocol adds notices, representations and covenants responsive to Dodd-Frank Title VII requirements that must be satisfied at or prior to the time that swap transactions are offered and executed (including terminations).

Background

The DF Protocol, developed as part of ISDA's Dodd-Frank Documentation Initiative, is intended to assist the derivatives industry in implementing and complying with the regulatory requirements imposed by Dodd-Frank. These requirements are principally regulated and enforced by both the U.S. Commodity Futures Trading Commission ("CFTC") and the Securities and Exchange Commission ("SEC"). In order to facilitate this implementation, ISDA plans to launch future Protocols to simplify documentation changes for upcoming CFTC and SEC final rules.

The DF Protocol is the first of these planned Protocols and is intended to facilitate industry compliance with seven final rulemakings (the "Covered Rules" listed below) by allowing market participants to (i) supplement the terms of existing master agreements under which parties may

Staff Summary

execute Swaps or (ii) enter into an agreement to apply selected Dodd-Frank compliance provisions to their trading relationship in respect of Swaps. Also, the DF Protocol includes additional bilateral delivery requirements, including a Questionnaire, to facilitate compliance with "know your counterparty" information requirements under Dodd-Frank.

The DF Protocol is intended to address the requirements of the following Covered Rules:

- CFTC, Final Rule, Business Conduct Standards for Swap Dealers and Major Swap Participants with Counterparties, 77 Fed. Reg. 9734 (Feb. 17, 2012);
- CFTC, Final Rule, Large Trader Reporting for Physical Commodity Swaps, 76 Fed. Reg. 43851 (July 22, 2011);
- CFTC, Final Rule, Position Limits for Futures and Swaps, 76 Fed. Reg. 71626 (Nov. 18, 2011);
- CFTC, Final Rule, Real-Time Public Reporting of Swap Transaction Data, 77 Fed. Reg. 1182 (Jan. 9, 2012);
- CFTC, Final Rule, Swap Data Recordkeeping and Reporting Requirements, 77 Fed. Reg. 2136 (Jan. 13, 2012);
- CFTC, Final Rule, Swap Dealer and Major Swap Participant Recordkeeping, Reporting, and Duties Rules; Futures Commission Merchant and Introducing Broker Conflicts of Interest Rules; and Chief Compliance Officer Rules for Swap Dealers, Major Swap Participants, and Futures Commission Merchants, 77 Fed. Reg. 20128 (Apr. 3, 2012); and
- CFTC, Final Rule, Swap Data Recordkeeping and Reporting Requirements: Pre-Enactment and Transition Swaps, 77 Fed. Reg. 35200 (June 12, 2012).

Discussion

MTA, MTA New York City Transit and MTA Bridges & Tunnels are considered "special entities" under Dodd-Frank. Although "special entities" are not technically covered by these new rules, they are nonetheless required to comply with Dodd-Frank to be able to enter into new transactions, amend existing transactions, or terminate existing transaction with covered entities. In addition, all of MTA's counterparties to existing interest rate and Commodity swap agreements are regulated entities under Dodd-Frank. In order to continue executing transactions, including fuel hedging, terminating or amending terms of any transaction, and in some cases even dialoging with these counterparties, MTA, MTA New York City Transit and MTA Bridges and Tunnels must amend relevant documentation to include provisions governing the relationship between counterparties. The contemplated amendments do not require significant changes to the procedures that MTA already follows when executing swap transactions; however, the amendments now make certain practices required and require additional monitoring as well as the need for additional representations and agreements.

The industry has been adopting the DF Protocol as a cost effective and efficient way of amending swap agreements. Staff is working with counsel to understand and prepare to implement the protocol as we believe it is in the best interest of the MTA to participate in the DF Protocol.

Staff Summary

Alternatives

Not to adopt the protocol. This is not recommended because MTA and TBTA would be unable to enter into any new interest rate or fuel hedge transactions, make any amendments to existing swap transactions, or terminate any transactions. Failing to adopt the protocol would unnecessarily constrain and limit MTA's ability to manage its derivative portfolio.

Recommendation

That the Board adopt the annexed resolution amending all existing ISDA Master Agreements as generally described in this Staff Summary and authorizing designated staff to execute any and all necessary, desirable or appropriate agreements to effectuate such amendments.

Staff Summary

RESOLUTION

WHEREAS, the Metropolitan Transportation Authority (the "MTA") is a party to ISDA Master Agreements with six counterparties, under which eight swap transactions are currently outstanding; and

WHEREAS, the MTA New York City Transit is a party to an ISDA Master Agreement with one counterparty, under which one swap transaction is currently outstanding; and

WHEREAS, the MTA Bridges & Tunnels is a party to an ISDA Master Agreement with five counterparties, under which seven swap transactions are currently outstanding; and

WHEREAS, MTA has determined that it is in its best interests to amend all such ISDA Master Agreements to conform to the DF Protocol;

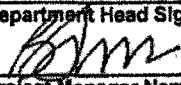

NOW, THEREFORE, BE IT:

RESOLVED, that MTA, MTA New York City Transit, and MTA Bridges & Tunnels are hereby authorized to amend all existing ISDA Master Agreements as generally described in the related Staff Summary, on the terms and conditions approved by the Chairman, Vice Chairman, the Chief Executive Officer and/or Executive Director of the MTA, the Chair of the Finance Committee, the Chief Financial Officer or the Director, Finance;

RESOLVED, that each of the Chairman, Vice Chairman, the Chief Executive Officer and/or Executive Director of MTA, the Chair of the Finance Committee, the Chief Financial Officer of MTA, and the Director, Finance acting singly, is hereby authorized, empowered and directed, on behalf of MTA, to execute and deliver any and all documents and writings and to take all such actions as each of them may deem necessary, desirable or appropriate to effectuate amendments by the foregoing resolution; and



RESOLVED, that the MTA Board hereby ratifies any and all actions heretofore taken by officers or employees of MTA in furtherance of the transactions authorized by the foregoing resolutions.

Staff Summary

Subject Update to authority to Issue TRB, DTF and TBTA Bond Anticipation Notes (BANs) to finance existing approved capital projects
Department Finance
Department Head Name Robert E. Foran, Chief Financial Officer
Department Head Signature 
Project Manager Name Patrick J. McCoy, Director of Finance 

Date March 13, 2013
Vendor Name
Contract Number
Contract Manager Name
Table of Contents Ref #

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance Comm.	3/11	X		
2	Board	3/13	X		

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

PURPOSE:

To obtain MTA and TBTA Board authorization to use the proceeds of new money Bond Anticipation Notes (BANs), authorized in December 2012 for the purposes of restoration of infrastructure damaged by Sandy, for interim funding of ongoing costs for any existing approved capital project of MTA or TBTA as well.

DISCUSSION:

At the December Board meeting, the MTA and TBTA Boards authorized up to \$2.5 billion in BAN issuance, consisting of \$2.0 billion under the MTA Transportation Revenue Resolution (TRB) or Dedicated Tax Fund Resolution (DTF) and \$500 million under the TBTA General Revenue Bond Resolution, for Sandy restoration purposes. Subsequent to such Board authorizations, MTA Finance staff issued a request for proposals and began negotiating with several banks to put in place liquidity facilities represented by the BANs authorized by the Boards.

Since December, it has become apparent that the timing of expenditures for Sandy restoration costs and anticipated reimbursements from insurance proceeds and Federal moneys may lessen the need for the use of the proceeds of the BANs/liquidity facilities for Sandy restoration, and MTA Finance staff accordingly inquired whether the banks which were willing to provide liquidity facilities would be amenable to having the liquidity facilities fund other MTA and TBTA capital costs on the same interim basis. Several of the banks responded affirmatively.

MTA Finance and Capital Programs believe the use of the liquidity facilities will be beneficial as a low cost funding source to continue to advance approved programs while waiting for permanent funding. An example of such permanent funding is the MTA's pending application for a Railroad Rehabilitation and Improvement Financing Loan with the Federal Railroad Administration.

While the December 19 actions by both the MTA and the TBTA Boards provided that the proceeds of such BANs would be used for Sandy restoration purposes, the various supplemental resolutions adopted by the Board at the December 19, 2012 meeting, consistent with the definitions used in the various bond resolutions, authorized BANs to be issued for the payment of Capital Costs as defined in the respective bond resolutions. Therefore, the supplemental resolutions themselves are not required to be amended, but additional explicit Board authorizations are sought to apply proceeds of the BANs to Capital Costs, including but not limited to Sandy restoration costs, as interim funding of any approved capital project of MTA or TBTA, respectively.

Staff Summary



ALTERNATIVES:

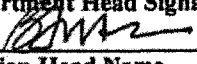

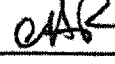
There are no interim financing alternatives available to fund capital costs for MTA and TBTA projects other than Sandy restoration projects. Other available funds that could provide general capital program interim financing are limited.

RECOMMENDATION:

Such authority is recommended as it will provide interim financing for any approved capital project until permanent funding becomes available for such projects.

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.

Staff Summary

Subject Mortgage Recording Tax – Escalation Payments to Dutchess, Orange and Rockland Counties						Date February 25, 2013	
Department Chief Financial Officer / Treasury Department						Vendor Name	
Department Head Name Robert E. Foran , Chief Financial Officer						Contract Number	
Department Head Signature 						Contract Manager Name	
Division Head Name Vinay T. Dayal						Table of Contents Ref #	
Board Action						Internal Approvals	
Order	To	Date	Approval	Info	Other	Order	Approval
1	Finance Comm.	3/11/13	X			1	Legal 
2	Board	3/13/13	X			2	Chief of Staff 

I. Purpose

To seek Finance Committee and MTA Board approval to authorize MRT-2 escalator payments to Dutchess, Orange and Rockland counties.

II. Discussion

The MTA statute requires that certain “mass transportation operating assistance” payments be made by the MTA to Dutchess, Orange and Rockland counties from MTA’s MRT-2 receipts. (These payments are made from funds established by PAL §1270-a, the Metropolitan Transportation Authority Special Assistance Fund, from which monies are transferred to the Metropolitan Transportation Authority Dutchess, Orange and Rockland Fund created by PAL §1270-b.) Under the statute, Dutchess and Orange Counties are each to receive no less than \$1.5 million annually, and Rockland County is to receive no less than \$2.0 million annually. The counties were paid these amounts in quarterly installments during 2012.

In addition to providing these minimum mass transportation operating assistance payments, the statute provides for an “escalator payment” based on the percentage by which total MRT-1 and MRT-2 receipts attributable to such county exceeds the receipts received in 1989 from such county. Pursuant to PAL §1270-a (4)(c), the MRT-1 increase is to be calculated as if the MRT-1 tax was 25 cents per \$100 of mortgage recorded and not the current 30 cents per \$100 of mortgage recorded. The escalator payment due each county based on the FY 2012 MRT receipts is determined as follows:

$$\text{(FY2012 MRT Receipts - FY1989 Base Year MRT Receipts)/FY1989 Base Year MRT Receipts} = \text{Escalator Rate}$$

$$\text{Escalator Rate X Minimum Mass Transit Operating Assistance Payment} = \text{Escalator Payment}$$

Staff Summary

The results of the above formulas for each county are:

<u>County</u>	<u>1989 Base Year MRT Receipt</u>	<u>2012 MRT Receipts Adj.¹</u>	<u>Escalator Rate</u>	<u>Escalator Payments</u>
Dutchess Cty	\$3,569,702.51	\$5,231,206.90	46.54%	\$ 698,169.27
Orange Cty	\$4,433,935.06	\$5,913,077.53	33.36%	\$ 500,393.82
Rockland Cty	\$4,524,064.27	\$6,115,557.33	35.18%	\$ 703,567.84
			Total	<u>\$ 1,902,130.93</u>

III. Recommendations

It is recommended that the Board authorize escalator payments totaling \$1,902,130.93 to Dutchess, Orange and Rockland counties from available funds on deposit in the MRT-2 Corporate Transportation Account.

¹ The actual 2012 gross receipts for each of the counties was:

Dutchess Cty	\$ 5,862,156.80
Orange Cty	\$ 6,588,896.09
Rockland Cty	\$ 6,763,790.50

Staff Summary



Metropolitan Transportation Authority

Page 1 of 1

Subject 2012 Annual Procurement Report
Department MTA Business Service Center
Department Head Name Wael Hibri <i>(Signature)</i>
Department Head Signature
Division Head Name Procurement Directors

Date February 22, 2013
Vendor Name
Contract Number
Contract Manager Name
Table of Contents Ref #

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance	3/11/13	X		
2	Board	3/13/13	X		

Internal Approvals			
Order	Approval	Order	Approval
1	Legal <i>(Signature)</i>		
2	Chief Compliance Officer <i>(Signature)</i>		
3	Chief Operating Officer <i>(Signature)</i>		
4	Chief of Staff <i>(Signature)</i>		

Purpose:

To authorize the filing with the State of New York of the annual MTA All-Agency Procurement report for the period January 1, 2012 – December 31, 2012 as required under Section 2879 of the Public Authorities Law ("PAL").

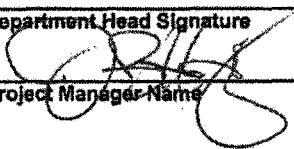
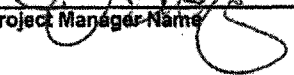
This report includes the following required material:

1. Contracts awarded in 2012 as prepared by each agency with payments made in 2012 as prepared by each agency and
2. Contracts awarded prior to 2012 as prepared by each agency with payments made in 2012 as prepared by each agency.

The report, which is being submitted on CD, conforms to the format/content requirements of both PAL Section 2879 as well as the Public Authorities Reporting Information System (PARIS) overseen by the New York State Authorities Budget Office. The All –Agency Procurement Guidelines will be attached to the report, as required by PAL Section 2879.



Many of the contracts on this list came before the Board during the course of the calendar year. The active contracts that were awarded prior to this calendar year were also included in the prior years' annual procurement reports, which have previously been reviewed by the Board.

Staff Summary

Subject Law Firm Panel Addition-- Sandy Insurance Claims
Department Office of General Counsel
Department Head Name James B. Henly, MTA General Counsel
Department Head Signature 
Project Manager Name 

Date March 13, 2013
Vendor Name
Contract Number
Contract Manager Name
Table of Contents Ref #

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance Comm.	3/11	X		
2	Board	3/13	X		

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

Purpose

Board approval is requested to add two law firms, Covington & Burling LLP and Anderson Kill & Olick, PC, to the list of MTA approved outside counsel. The approval of these firms, which is sought in connection with MTA's advancement of Tropical Storm Sandy insurance claims, will enhance MTA's ability to obtain professional advice from leading practitioners representing policyholders in property insurance coverage matters.

Discussion

MTA's all-agency property insurance policy (issued through its captive insurer, the First Mutual Transportation Assurance Corporation (FMTAC) and reinsured in the domestic and international markets), provides coverage for risks of loss or damage to property as well as business interruption/extra expense coverage. The total program limit under the policy is \$1.075 billion, subject to a self-insured retention of \$25 million per occurrence, as well as various sub-limits, exceptions and additional retentions.

MTA is in the process of preparing and submitting detailed insurance claims for Tropical Storm Sandy-related losses for property damage, revenue loss and extra expense, in a manner that seeks to maximize the recovery of proceeds from the property insurance consistent with the policy terms, limits and sub-limits. It is anticipated that as Sandy-related insurance claims are further developed, issues relating to scope of insurance coverage may arise, the resolution of which will benefit from assistance to MTA provided by outside counsel with special expertise in representation of policyholders in property insurance coverage disputes.

Staff Summary

Given the significant size of the Sandy-related claims at issue, it is recommended that Board authorize MTA's entry into retainers with Covington & Burling and Anderson Kill & Olick, each of which is recognized and rated as a leader in this specialty practice area. Both firms have extensive experience in storm- and disaster-related property damage and business interruption claims and are well known to major domestic and international insurance companies (many of which compose the reinsurance pool for MTA's property insurance program) as forces in policyholder representation. Both firms have agreed to provide a twenty percent discount off standard billing rates to MTA for any work performed on these significant claims.

Recommendation

That the Board approve the addition of Covington & Burling, LLP and Anderson Kill & Olick, PC to the MTA outside counsel panel.

Staff Summary

Subject:	2012 TBTA Operating Surplus
Department:	Finance
Department Head Name	Donald Spero <i>DS</i>
Department Head Signature	
Project Manager Name	James Elkin <i>JE</i>

Date	March 4, 2013
Vendor Name	
Contract Number	
Contract Manager Name	
Table of Contents Ref #	

Board Action					
Order	To	Date	Approval	Info	Other
1	MTA B&T Committee	03/11/13			
2	MTA Finance Committee	03/11/13			
3	MTA Board	03/13/13			

Internal Approvals			
Order	Approval	Order	Approval
3	President <i>DS</i>		VP Staff Services
2	Executive Vice President <i>JE</i>		VP Procurement & Materials
	General Counsel		VP Labor Relations
	VP Operations		VP & Chief Engineer

Internal Approvals (cont.)							
Order	Approval	Order	Approval	Order	Approval	Order	Approval
1	Chief Financial Officer <i>DS</i>		Chief Technology Officer		Chief Health & Safety Officer		Chief EEO Officer
	Chief Security Officer		Chief Maintenance Officer		MTA Office of Civil Rights		Other

PURPOSE:

To obtain MTA Board approval of resolutions which will:

- Certify and transfer \$497,642,783 operating surplus to the MTA and NYCTA pursuant to Section 1219-a(2)(b) of the Public Authorities Law of the State of New York.
- Transfer \$135,889 representing 2012 investment income to the MTA pursuant to Section 369-c of the Public Authorities Law of the State of New York.
- Deduct from the operating revenues of the Triborough Bridge and Tunnel Authority for its fiscal year ending December 31, 2013 the amount of \$25,415,000, which amount shall be paid into the Necessary Reconstruction Reserve established by the Authority by resolution adopted March 29, 1968.
- Deduct from the operating revenues of the Triborough Bridge and Tunnel Authority for its fiscal year ending December 31, 2013 and set aside into a special account, an amount determined from time to time by such Authority to help fund post-retirement liabilities other than pension benefits of its employees.
- Advance the 2013 TBTA Surplus as per attached Resolution.

DISCUSSION:

The attached calculation and letter from Deloitte & Touche LLP represents the Triborough Bridge and Tunnel Authority's operating surplus for fiscal year ending December 31, 2012. The amount of surplus available for transfer to the MTA and NYCTA is \$497,642,783. The amount of investment income that is surplus funds and available to transfer to MTA for fiscal year 2012 is \$135,889. It is also requested to set aside \$25,415,000 from operating revenues of the Triborough Bridge and Tunnel Authority for fiscal year ending December 31, 2013. This money will be used to pay for the cost and expense of current and anticipated necessary construction for the TBTA facilities. It is also requested to set aside into a special account, from operating revenues of the Triborough Bridge and Tunnel Authority for fiscal year ending December 31, 2013 an amount determined from time to time by such Authority to help fund post-retirement liabilities other than pension benefits of its employees.

BUDGET IMPACT: None.

ALTERNATIVES: None.

March 13, 2013

RESOLVED, that the Chairman and Chief Executive Officer be, and he hereby is, authorized to certify to the Mayor of the City of New York and to the Acting Chairman of the Metropolitan Transportation Authority, that for the purposes of Section 1219-a (2) (e) of the Public Authorities Law of the State of New York, the amount of the Authority's operating surplus for its fiscal year ending December 31, 2012 is \$497,642,783.

RESOLVED, that this Authority hereby makes the following determination in respect of its operating surplus for its fiscal year ending December 31, 2012, for the purposes of Section 1219-a (2) (e) of the Public Authorities Law of the State of New York:

Operating Revenue	\$ 1,517,724,106
Operating Expense	<u>378,040,093</u>
	\$ 1,139,684,013
Establishment of Necessary Reconstruction Reserve Account	(25,000,000)
GASB Reserve	(2,309,132)
Debt Service on Bonds	(600,809,306)
Interest Income on Unexpended Bond Proceeds and Debt Service Fund	293,917
Purchase of Capital Assets Funded from Operations	(11,251,248)
Increase in Prepaid Expenses and other Adjustments	<u>(2,965,461)</u>
Operating Surplus	<u>\$ 497,642,783</u>

March 13, 2013

RESOLVED, that the amount of \$135,889 representing the Authority's investment income for the year 2012 is determined to be surplus funds of the Authority; and be it further

RESOLVED, that the amount of \$135,889 be transferred and paid over to Metropolitan Transportation Authority in a lump sum as soon as practicable pursuant to Section 569-c of the Public Authorities Law.

RESOLVED, that there be set aside and deducted from the operating revenues of the Triborough Bridge and Tunnel Authority for its fiscal year ending December 31, 2013 the amount of \$25,415,000 which amount shall be paid into the Necessary Reconstruction Reserve established by the Authority by resolution adopted March 29, 1968. Money credited to the Reserve, together with interest income earned thereon, are to be applied to the payment of the cost and expense of current and anticipated necessary construction of each of the TBTA Facilities within the meaning of the General Resolution Authorizing General Revenue Bonds (the "General Revenue Bond Resolution") of the Authority adopted on March 26, 2002.

RESOLVED, that the monies thus authorized will be advanced monthly during the fiscal year ending December 31, 2013 and used for the purposes of payment of the cost and expense of necessary construction of each of the TBTA Facilities.

RESOLVED, that there be set aside into a special account and deducted from the operating revenues of the Triborough Bridge and Tunnel Authority for its fiscal year ending December 31, 2013 an amount determined from time to time by such Authority to help fund post-retirement liabilities other than pension benefits of its employees.

RESOLVED, pursuant to the provisions of paragraphs (b), (c), and (d) of subdivision 2 of Section 1219-a of the Public Authorities Law, that the Chairman and Chief Executive Officer is authorized in his discretion, to advance to Metropolitan Transportation Authority and New York City Transit Authority monthly, out of funds in the General Fund created by the General Revenue Bond Resolution which are attributable to the operations of the 2013 fiscal year (other than funds arising out of the investment of monies of the Authority) and which have been released and paid over to the Authority free and clear of the lien and the pledge of the General Revenue Bond Resolution as provided in Section 506 thereof, an aggregate amount not to exceed 90% of the Chairman's estimate of the sum which that month's operations, if available, will contribute to the "operating surplus" of the Authority which he anticipates will or may be certified and transferred for the fiscal year in which such month falls; and

March 13, 2013

RESOLVED, that the monies thus authorized to be advanced monthly shall be apportioned between Metropolitan Transportation Authority and New York City Transit Authority and paid as follows:

1. The first \$1.8 million to New York City Transit Authority;
2. Fifty percentum of the remainder to New York City Transit Authority (less applicable bond service); and
3. The remainder to Metropolitan Transportation Authority (less applicable bond service).



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INDEPENDENT ACCOUNTANTS' REPORT ON APPLYING AGREED-UPON PROCEDURES

Members of the Board
Metropolitan Transportation Authority
New York, New York

We have performed the procedures enumerated in Exhibit B, which were agreed to by the Triborough Bridge and Tunnel Authority (the "Authority"), a public benefit corporation which is part of the related financial reporting group of the Metropolitan Transportation Authority ("MTA"), solely to assist you in agreeing financial information presented in the Schedule of Operating Surplus for the year ended December 31, 2012 (Exhibit A) to the accounting records of the Authority. Authority's management is responsible for the Authority's accounting records and the preparation of the Schedule of Operating Surplus (Exhibit A) and Supporting Schedule to the Schedule of Operating Surplus (Exhibit C) for the year ended December 31, 2012. This agreed-upon procedures engagement was conducted in accordance with attestation standards established by the American Institute of Certified Public Accountants. The sufficiency of those procedures is solely the responsibility of the Authority. Consequently, we make no representation regarding the sufficiency of the procedures described in Exhibit B either for the purpose for which this report has been requested or for any other purpose.

We were not engaged to, and did not, conduct an examination, the objective of which would be the expression of an opinion on the specified elements, accounts, or items. Accordingly, we do not express such an opinion. Had we performed additional procedures, other matters might have come to our attention that would have been reported to you.

This report is intended solely for the information and use of the Authority, Metropolitan Transportation Authority and MTA New York City Transit Authority and is not intended to be and should not be used by anyone other than these specified parties.

February 22, 2013

TRIBOROUGH BRIDGE AND TUNNEL AUTHORITY

SCHEDULE OF OPERATING SURPLUS YEAR ENDED DECEMBER 31, 2012

OPERATING REVENUES (Note 2)	\$ 1,517,724,106
OPERATING EXPENSES (Note 3)	<u>(378,040,093)</u>
NET OPERATING REVENUE	1,139,684,013
INCREASE IN PREPAID EXPENSES AND OTHER ADJUSTMENTS (Note 3)	(2,965,461)
DEBT SERVICE ON BONDS (Note 4)	(600,809,306)
INTEREST INCOME ON UNEXPENDED BOND PROCEEDS AND DEBT SERVICE FUNDS (Note 5)	293,917
ESTABLISHMENT OF GASB 43 RESERVE ACCOUNT (Note 8)	(2,309,132)
PURCHASE OF CAPITAL ASSETS FUNDED FROM OPERATIONS (Note 6)	(11,251,248)
ESTABLISHMENT OF NECESSARY RECONSTRUCTION RESERVE ACCOUNT (Note 7)	<u>(25,000,000)</u>
OPERATING SURPLUS	<u>\$ 497,642,783</u>

See Independent Accountants' Report on Applying
Agreed-Upon Procedures and accompanying notes.

TRIBOROUGH BRIDGE AND TUNNEL AUTHORITY**NOTES AND AGREED-UPON PROCEDURES PERFORMED
IN CONNECTION WITH THE SCHEDULE OF
OPERATING SURPLUS YEAR ENDED DECEMBER 31, 2012 (Exhibit A)**

1. OPERATING SURPLUS CALCULATION REQUIREMENTS

- The operating surplus is calculated based upon Section 1219-a (2)(e) of the New York Public Authorities Law ("PAL") and various bond resolutions. This surplus is transferred to the Metropolitan Transportation Authority ("MTA") and the MTA New York City Transit Authority ("Transit"). The initial \$24 million in operating surplus is provided to Transit and the balance is divided equally between Transit and the MTA. Transit and the MTA are operationally and legally independent of the Triborough Bridge and Tunnel Authority (the "TBTA"), however, Transit and the TBTA are included in the MTA's financial statements because of the MTA's financial accountability for these entities and they are under the discretion of the MTA Board.

2. OPERATING REVENUES

- Agreed "Operating Revenues" (net of other revenues) of the TBTA appearing on the Schedule of Operating Surplus (Exhibit A) to the general ledger of the TBTA noting no differences. We discussed with management their policy for recording operating revenue and they indicated that operating revenues were recorded using the accrual basis of accounting. We have been informed that operating revenues excluded interest income.

3. OPERATING EXPENSES

- Agreed the aggregated "Operating Expenses" of the TBTA appearing on the Schedule of Operating Surplus (Exhibit A) to the general ledger of the TBTA noting no differences. We discussed with management their policy for recording operating expenses and they indicated that operating expenses were recorded using the accrual basis of accounting.
- Agreed the following expense items to the general ledger: "Interest Expense and Debt Service Related Expenses" and "Reimbursement of Personnel Costs," as noted on Exhibit C, which have been netted against salaries and fringe benefits and noted no differences.
- Recalculated the "Increase in Prepaid Expenses and Other Adjustments" appearing on the Schedule of Operating Surplus (Exhibit A) to the general ledger. We were informed that the operating expenses were adjusted to include amounts charged to prepaid expenses and deferred charges on a cash basis of accounting. We also have been informed that no cash adjustments were made for changes in accounts payable, accrued expenses or accounts receivable.

TRIBOROUGH BRIDGE AND TUNNEL AUTHORITY

NOTES AND AGREED-UPON PROCEDURES PERFORMED IN CONNECTION WITH THE SCHEDULE OF OPERATING SURPLUS YEAR ENDED DECEMBER 31, 2012 (Exhibit A)

4. DEBT SERVICE

- Agreed "Debt Service on Bonds" appearing on the Schedule of Operating Surplus (Exhibit A) for the following bonds to the TBTA debt service schedules:
 - General Revenue Bonds, and
 - Subordinate Revenue Bonds.
- Agreed "Debt Service on Bonds" on the TBTA's portion of debt service on the 2 Broadway Certificates of Participation to the TBTA debt service schedules.
- We have been informed that the debt service on the Convention Center Bonds was funded by the State of New York.

5. INTEREST INCOME

- Agreed the aggregated amounts of "Interest Income on Unexpended Bond Proceeds and Debt Service Funds" (excluding the Convention Center Bonds) appearing on the Schedule of Operating Surplus (Exhibit A) to the general ledger and noted no differences. We have been informed that interest income is excluded from "Operating Revenues" on the Schedule of Operating Surplus.
- Agreed the aggregated "Interest Income on Unexpended Bond Proceeds and Debt Service Funds" appearing on the Schedule of Operating Surplus (Exhibit A) to the general ledger and noted no differences. We have been informed that interest income on the debt service fund investments consists of income from (1) the debt service funds established in connection with the 2 Broadway Certificates of Participation to the extent attributable to the TBTA's portion of debt service thereon, and (2) the debt service funds established in connection with the TBTA bonds from their respective dates of issuance. We have been informed that this amount was included in the computation of operating surplus as a reduction of debt service cost therefore, increasing operating surplus.
- We have been informed that the interest income on Convention Center Bond investments, which consists of interest income from the Convention Center Bond Funds, was applied to reduce the amount due from New York State and was excluded from "Operating Revenues" and "Interest Income on Unexpended Bond Proceeds and Debt Service Funds" on the Schedule of Operating Surplus (Exhibit A).

6. CAPITAL ASSETS FUNDED FROM OPERATIONS

- Agreed the amount "Purchase of Capital Assets Funded From Operations," which represents amounts paid and capitalized for vehicles and other fixed assets, appearing on the Schedule of Operating Surplus (Exhibit A) to the general ledger and noted no differences. We have been

TRIBOROUGH BRIDGE AND TUNNEL AUTHORITY

NOTES AND AGREED-UPON PROCEDURES PERFORMED IN CONNECTION WITH THE SCHEDULE OF OPERATING SURPLUS YEAR ENDED DECEMBER 31, 2012 (Exhibit A)

informed that these amounts were funded from operations and that such amounts represent a reduction of operating surplus appearing on the Schedule of Operating Surplus (Exhibit A).

7. NECESSARY RECONSTRUCTION RESERVE

- Agreed the amount appearing on the Schedule of Operating Surplus (Exhibit A) as "Establishment of Necessary Reconstruction Reserve Account" to the MTA November Financial Plan 2013-2016, Volume 2 to set aside and reduce operating surplus by \$25,000,000 (The Necessary Reconstruction Reserve Account was established by the TBTA by resolution adopted March 29, 1968) and noted no differences. We have been informed that this amount, together with interest income thereon, is to be used to fund reconstruction of present facilities within the meaning of the TBTA's General Revenue Bond Resolution.

8. GASB 43 RESERVE

- Agreed the amount appearing on the Schedule of Operating Surplus (Exhibit A) as "Establishment of GASB 43 Reserve Account" of \$2,309,132 as follows: (1) \$1,700,132 to the December Staff Summary which was approved by the Finance Committee and (2) \$609,000 to the memo titled "February Financial Plan 2013-2016 Instructions" which was approved by the Finance Committee as part of the MTA November Financial Plan 2013-2016, Volume 2. We have been informed that the Staff Summary and MTA November Financial Plan 2013-2016, which were approved by the Finance Committee, authorize the establishment of the GASB 43 Reserve. GASB 43 refers to Governmental Accounting Standards Board Statement No. 43, *Financial Reporting for Postemployment Benefit Plans Other Than Pension Plans*. The GASB 43 Reserve Account was established by the TBTA by resolution adopted December 13, 2006. We have been informed that this amount, together with interest income, thereon, is to be used to fund post-retirement liabilities other than pension benefits.

* * * * *

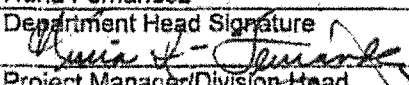
TRIBOROUGH BRIDGE AND TUNNEL AUTHORITY

SUPPORTING SCHEDULE TO THE SCHEDULE OF OPERATING SURPLUS YEAR ENDED DECEMBER 31, 2012

TOTAL REVENUES		\$ 1,517,859,995
LESS INTEREST INCOME		<u>135,889</u>
OPERATING REVENUES (Exhibit A)		<u>\$ 1,517,724,106</u>
TOTAL EXPENSES		\$ 795,131,960
LESS: Interest Expense and Debt Service Related Expenses	\$402,939,965	
Reimbursement of Personnel Costs	<u>14,151,902</u>	<u>417,091,867</u>
OPERATING EXPENSES (Exhibit A)		<u>\$ 378,040,093</u>
PREPAID EXPENSES AND OTHER ADJUSTMENTS:		
Balance December 31, 2011	\$ 16,293,414	
Balance December 31, 2012	<u>19,258,875</u>	
INCREASE IN PREPAID EXPENSES AND OTHER ADJUSTMENTS (Exhibit A)		<u>\$ 2,965,461</u>
DEBT SERVICE:		
TBTA	\$205,588,696	
MTA	125,860,429	
NYCTA	<u>269,066,264</u>	
Subtotal	600,515,389	
INTEREST INCOME ON UNEXPENDED BOND PROCEEDS AND DEBT SERVICE FUNDS	<u>293,917</u>	
TOTAL DEBT SERVICE ON BONDS (Exhibit A)		<u>\$ 600,809,306</u>



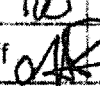
Staff Summary

Page 1 of 2

Subject MTA Prompt Payment Annual Report 2012
Department Chief Operating Officer
Department Head Name Nuria Fernandez
Department Head Signature 
Project Manager/Division Head Wael Hibri

Date February 28, 2013
Vendor Name
Contract Number
Contract Manager Name
Table of Contents Ref #

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

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

Purpose:

To report to the Board the compliance by the MTA Business Service Center with the New York State Prompt Payment Legislation.

Discussion:

The Prompt Payment Legislation, implemented in April, 1988 requires that the Authority must pay amounts due under its contracts within 30 days of the receipt of a proper invoice or the receipt of the goods or services, whichever is later. When payment of a proper invoice is delayed beyond the allotted time, the agency must pay interest at the rate set forth by the New York State Commission of Taxation and Finance which is currently at 7.5%, if such interest payment exceeds a ten dollars threshold.

Additionally, the Prompt Payment Legislation requires that the MTA issue an annual report within ninety days after each fiscal year. This report shall include the following:

- 1) A listing of the types of categories of contracts which the Authority entered into during the twelve month period covered by the report, together with a brief description of whether each such type or category of contract was subject to the prompt payment requirements promulgated by the Authority and, if not, the reasons why;
- 2) The total amount and number of interest payments made to vendors for contracts allocated to the type or category;
- 3) The number of interest "chargeable" days and the total number of days required to process each delayed/late contract vendor payment; and
- 4) A summary of the "principal" reasons why such delayed/late payments occurred.

For the current period, the total amount of prompt payment interest paid, Agency-wide is \$208,805 on a total invoice value paid of \$9,501,936,525.

The principal reason for the late payments are as follows:

- 1) Delays in processing Public Works (Capital) related invoices due to implementation delays in converting to a new centralized system.
- 2) Delays in processing Utility related invoices due to reconciliation problems with Utilities after converting to a new centralized system.

The Legislation requires the MTA to file the report with the State Comptroller, State Director of the Budget, the Chairman of the Senate Finance committee, and the Chairman of the Assembly Ways and Means Committee.

Enclosed is a copy of the Annual Prompt Payment Report for 2012, which will be filed by the MTA in accordance with the legislation requirement.

**METROPOLITAN TRANSPORTATION AUTHORITY
BUSINESS SERVICE CENTER
2012 ANNUAL REPORT OF CONTRACTS AND PAYMENTS SUBJECT TO PROMPT PAYMENT LEGISLATION**

SUMMARY BY RELATED AGENCY

<u>RELATED AGENCY</u>	<u>LATE INTEREST AMOUNT PAID</u>	<u>NUMBER OF LATE PAYMENTS</u>	<u>CHARGEABLE DAYS</u>	<u>TOTAL DAYS TO PROCESS LATE PAYMENTS</u>
NEW YORK CITY TRANSIT AUTHORITY	\$ 148,017	473	34,419	48,731
LONG ISLAND RAILROAD	34,296	583	46,552	64,042
METRO NORTH RAILROAD	9,984	575	24,270	41,520
MTA HEADQUARTERS	9,452	247	17,257	24,457
MTA BUS COMPANY	3,370	60	6,033	7,833
TRIBOROUGH BRIDGE & TUNNEL AUTHORITY	2,815	102	7,710	10,770
STATEN ISLAND RAPID TRANSIT OPERATING AUTHORITY	871	7	3,866	4,076
TOTAL	\$ 208,805	2,047	140,107	201,429

SUMMARY BY CONTRACT CATEGORY

<u>CONTRACT CATEGORY</u>	<u>LATE INTEREST AMOUNT PAID</u>	<u>NUMBER OF LATE PAYMENTS</u>	<u>CHARGEABLE DAYS</u>	<u>TOTAL DAYS TO PROCESS LATE PAYMENTS</u>	<u>PRINCIPAL REASON FOR LATE PAYMENTS</u>
<u>PUBLIC WORKS (CAPITAL)</u>					
Related Agency:					
NEW YORK CITY TRANSIT AUTHORITY	\$ 103,204	106	907	3,877	Implementation delays in converting to new centralized system
<u>PURCHASE CONTRACTS</u>					
Related Agency:					
NEW YORK CITY TRANSIT AUTHORITY	\$ 11,106	1	134	286	Implementation delays in converting to new centralized system
<u>UTILITIES</u>					
Related Agency:					
NEW YORK CITY TRANSIT AUTHORITY	\$ 33,706	472	34,285	48,445	Delays in processing utility invoices due to reconciliation problems with Utility Companies after conversion to new system
LONG ISLAND RAILROAD	34,296	583	46,552	64,042	
METRO NORTH RAILROAD	9,984	575	24,270	41,520	
MTA HEADQUARTERS	9,452	141	16,350	20,580	
MTA BUS COMPANY	3,370	60	6,033	7,833	
TRIBOROUGH BRIDGE & TUNNEL AUTHORITY	2,815	102	7,710	10,770	
STATEN ISLAND RAPID TRANSIT OPERATING AUTHORITY	871	7	3,866	4,076	
	\$ 94,495	1,940	139,066	197,266	
TOTAL	\$ 208,805	2,047	140,107	201,429	

Staff Summary



Metropolitan Transportation Authority

Page 1 of 1

Subject Request for Authorization to Award Various Procurements
Department Executive
Department Head Name Nuria Fernandez
Department Head Signature
Division Head Name Clifford Shockley

Date March 4, 2013
Vendor Name Various
Contract Number Various
Contract Manager Name Various
Table of Contents Ref #

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance	3/11/13			
2	Board	3/13/13			

Internal Approvals			
Order	Approval	Order	Approval
1	Procurement	3	COO
2	Legal	4	CFO

PURPOSE:

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

DISCUSSION:

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

# of Actions	\$ Amount
None	None

MTAHQ proposes to award Competitive procurements in the following categories:

Schedules Requiring Majority Vote

Schedule E: Miscellaneous Procurement Contracts

Schedule F: Personal Services Contracts

	1	\$ 1,367,640.00
	4	\$ 8,034,078.00
SUBTOTAL	5	\$ 9,401,718.00

MTAHQ presents the following procurement actions for Ratification:

None	None
------	------

TOTAL	5	\$ 9,401,718.00
--------------	----------	------------------------

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

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

BOARD RESOLUTION

METROPOLITAN TRANSPORTATION AUTHORITY

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

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

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

NOW, the Board resolves as follows:

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

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

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

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

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

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

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

LIST OF PROCUREMENTS FOR BOARD APPROVAL, MARCH 2013
COMPETITIVE PROCUREMENTS

METROPOLITAN TRANSPORTATION AUTHORITY

Procurements Requiring Majority Vote:

E. Miscellaneous Procurement Contracts

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

- | | |
|---|--------------------------------|
| 1. MIS Science Corporation
All-Agency Customer E-Mail/
Text Message Alert System
Contract No. 12011-0100 | \$1,367,640
(not-to-exceed) |
|---|--------------------------------|

Competitively negotiated – 4 proposals – 60 months

Contractor to provide all-agency e-mail and text-message notification system which will send unlimited text messages or e-mails to customers' designated e-mail accounts, cell phones, smartphones, Blackberrys and other similar communications devices. The system will provide to the customer both planned service changes and service advisories if service is disrupted at the facility of their choice, selectable by line and time period. In order to participate, customers sign up for this service via MTA's website. As a result of negotiations using the e-procurement process, MIS Science Corporation, the incumbent, offered the MTA the lowest price amongst the technically qualified firms. Their original proposal for the five-year period of \$1,409,610 was negotiated down to a cost of \$1,367,640 a savings of \$41,970 or 3%. The negotiated monthly fee of \$22,794, based on current usage, is the same fee negotiated under the current five-year contract and is considered to be fair and reasonable.

F. Personal Service Contracts

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

2. AFT Project – AFT to provide technical design, fabrication, crating, storage, delivery and oversight of installation of materials at the station specified below.
Competitively negotiated – 72 proposals – 48 months
Sarah Sze Studio, Inc., 96th Street, Second Avenue Line (\$143,500)

- | | |
|---|----------------------|
| 3. PC Helps, LLC
Help Desk Support Services
Contract No. 12207-0100 | \$153,000
(Total) |
|---|----------------------|

Competitively negotiated – 1 proposal – 36 months

Contractor to provide 24-hour/seven days per week help desk coverage to continue to supplement MTA's technical help-desk support for employees. This support consists of expert "how-to" assistance with all Microsoft applications (Excel spreadsheets, Word, Access database, Power Point), Adobe Acrobat, and includes E-support, client extranet services, remote access support, etc. These services enable the MTA's Help Desk to manage and respond to all help-desk related calls from employees ranging from everyday technical issues to emergency support. To continue these services, a competitive Request for Proposal (RFP) was publicly advertised and twenty-four vendors purchased the RFP document. One proposal was received. As a result of negotiations, the proposed unit cost of \$3.18 was negotiated down to a unit cost of \$2.55, a savings of 20%. This unit cost is 21.29% lower than the unit cost of \$3.24 as compared to the current three-year contract and is considered to be fair and reasonable.

METROPOLITAN TRANSPORTATION AUTHORITY
COMPETITIVE PROCUREMENTS

4. Transwestern Commercial Services LLC
Property Management Services
Contract No. 11231-0100

\$5,428,478 Staff Summary Attached
(not-to-exceed)

Competitively negotiated – 4 proposals – 36 months

Contractor to provide property management services at: i) 2 Broadway, New York, NY, ii) 525 North Broadway, North White Plains, NY, iii) The Jamaica Control Center, 141-41 94th Ave, Jamaica, NY and iv) 242/250 Old Country Road, Mineola, NY, for a period of thirty-six months. The Property Manager will manage all the facets of the above referenced properties including their day to day operations such as general maintenance, cleaning, security and safety, electrical, elevator maintenance, carpentry, landscaping, project management, etc. As a result of negotiations, Transwestern's proposed cost of \$5,470,614 was negotiated down to \$5,428,478, a savings of \$42,136 or 0.7%. The negotiated cost for this three-year contract of \$5,428,478 represents a savings of \$1,857,077 or 25% as compared to the current contract amount of \$7,285,555 (this reduction is due to negotiation and consolidation of five properties under one master agreement). Based on the above, the negotiated cost of \$5,428,478 is considered fair and reasonable.

5. All-Agency Employee Development
And Training Programs
Contract Nos. 12194-0100 thru 1700

\$2,309,100* Staff Summary Attached
(*combined for 17 firms –
not-to-exceed)

- a. ATS Consulting
- b. Balancing Life's Issues
- c. Beverly Hyman
- d. Complete Learning Solutions
- e. Contract Trainers
- f. Curt Schleier
- g. Esta, Inc.
- h. French & Associates
- i. GothamCulture
- j. KiThoughtbridge
- k. Kleiman & Associates
- l. Krieger
- m. PeopleNRG
- n. Phillip Vassallo
- o. Research Foundation City College of New York
- p. Stephanie Twin
- q. Technology Transfer

Competitively negotiated – 31 proposals – 36 months

Contractors to provide as-needed professional training development services for MTAHQ and its operating agencies' employees. This training has played a vital role in developing and strengthening the skills of managers and other professional work groups so that they are equipped to provide the necessary leadership to those they supervise. As a result of negotiations, the negotiated daily rates ranging from \$1,300 to \$3,000 and the negotiated hourly rates for design and organizational development consulting ranging from \$95 to \$500 are the same rates as the previous contract. Based on the above the total, not-to-exceed amount of \$2,309,100 is deemed to be fair and reasonable.

Staff Summary

Schedule F: Personal Service Contracts

Item Number:						SUMMARY INFORMATION	
Dept & Dept Head Name: Bob Foran, Executive						Vendor Name: Transwestern Commercial Services LLC	
Division & Division Head Name: Jeffrey Rosen, MTA Real Estate						Contract Number: 11231-0100	
						Description: Property Management Services	
						Total Amount: \$5,428,478	
						Contract Term (Including Options, if any): April 1, 2013 to March 31, 2016	
						Option(s) Included in Total Amount? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
						Renewal? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
						Procurement Type: <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive	
						Solicitation Type: <input checked="" type="checkbox"/> RFP <input type="checkbox"/> Bid <input type="checkbox"/> Other:	
						Funding Source: <input checked="" type="checkbox"/> Operating <input type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other:	

Board Reviews					
Order	To	Date	Approval	Info	Other
1	Finance	3/11/2013	X		
2	Board	3/13/2013	X		
Internal Approvals					
Order	Approval	Order	Approval		
1	Procurement <i>[Signature]</i>	4	DDCR <i>[Signature]</i>		
2	CFD <i>[Signature]</i>	5	Legal <i>[Signature]</i>		
3	Real Estate <i>[Signature]</i>				

I. PURPOSE/RECOMMENDATION

To recommend that the Board approve the award of an all agency, competitively negotiated, personal services contract to Transwestern Commercial Services LLC to provide property management services at: i) 2 Broadway, New York, NY, ii) 525 North Broadway, North White Plains, NY, iii) The Jamaica Control Center, 141-41 94th Ave, Jamaica, NY and iv) 242/250 Old Country Road, Mineola, NY, for a period of thirty-six months from April 1, 2013 to March 31, 2016 in an amount not to exceed \$5,428,478.

II. DISCUSSION

A competitive Request for Proposal (RFP) was publicly advertised and letters informing prospective proposers of the availability were sent to twenty-five (25) firms of which three (3) were D/M/WBE firms. MTA's Department of Diversity and Civil Rights established mandatory goals of 10% MBE and 10% WBE under this contract. Four (4) proposals were received. A Selection Committee consisting of representatives from MTAHQ, Metro-North Rail Road, New York City Transit, Bridges & Tunnels, and Long Island Rail Road evaluated the proposals and unanimously determined all (4) firms were qualified and invited them in for oral presentations. Concluding oral presentations, the selection committee unanimously agreed that MTA Procurement enter into negotiations with three short-listed firms (Jones Lang LaSalle, Cushman & Wakefield and Transwestern Commercial Services LLC).

The Property Manager will manage all the facets of the above referenced properties including their day to day operations such as general maintenance, cleaning, security and safety, electrical, elevator maintenance, carpentry, landscaping, project management, etc. The three-year agreement is expected to begin on April 1, 2013, and provide uninterrupted services from the current property management provider. MTA has conducted a responsibility review and other due diligence on Transwestern Commercial Services LLC and has deemed them to be responsible for award.

As a result of negotiations, Transwestern's proposed cost of \$5,470,614 was negotiated down to \$5,428,478, a savings of \$42,136 or 0.7%. The negotiated cost for this three-year contract of \$5,428,478 represents a savings of \$1,857,077 or 25% as compared to the current contract amount, as initially awarded, of \$7,285,555 (this reduction is due to negotiation and consolidation of five properties under one master agreement). Based on the above, the negotiated cost of \$5,428,478 is considered fair and reasonable.

Staff Summary



Metropolitan Transportation Authority

Contract No. 11231-0100

Page 2 of 2

III. D/M/WBE INFORMATION

The Department of Diversity and Civil Rights established 10% MBE and 10% WBE goals for this contract.

IV. IMPACT ON FUNDING

The total cost for this contract will not exceed \$5,428,478 for the 36-month period. Funding for this contract will be charged to MTA Agency Operating Budgets.

V. ALTERNATIVES

Perform the Services In-House: This alternative is not feasible. MTA does not possess the internal resources to provide property management services.

Staff Summary

Schedule F: Personal Service Contracts

Item Number: Dept & Dept Head Name: Human Resources and Retirement Margaret M. Connor Division & Division Head Name: Human Resources/Jessie Crawford						SUMMARY INFORMATION Vendor Name(s): Various Contract Number: 12194-0100 thru 1800																			
Board Reviews <table border="1"> <thead> <tr> <th>Order</th> <th>To</th> <th>Date</th> <th>Approval</th> <th>Info</th> <th>Other</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Finance</td> <td>3/11/13</td> <td>X</td> <td></td> <td></td> </tr> <tr> <td>2</td> <td>Board</td> <td>3/13/13</td> <td>X</td> <td></td> <td></td> </tr> </tbody> </table>						Order	To	Date	Approval	Info	Other	1	Finance	3/11/13	X			2	Board	3/13/13	X			Description: All-Agency Employee Development and Training Programs Total Amount: \$2,309,100 Contract Term (including Options, if any): April 1, 2013 through March 31, 2016 Option(s) included in Total Amount? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Renewal? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No Procurement Type: <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive Solicitation Type: <input checked="" type="checkbox"/> RFP <input type="checkbox"/> Bid <input type="checkbox"/> Other: Funding Source: <input checked="" type="checkbox"/> Operating <input type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other:	
Order	To	Date	Approval	Info	Other																				
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Order	Approval	Order	Approval																						
1	Procurement	4	Diversity and Civil Rights																						
2	Human Resources	5	Legal																						
3	Chief of Staff	6	CFO																						

Narrative

I. PURPOSE/RECOMMENDATION

To recommend that the Board approve the award of the following eighteen (18) competitively negotiated, all-agency personal services contracts to provide as-needed professional training development services for employees for a period of thirty-six (36) months from April 1, 2013 through March 31, 2016 for a not-to-exceed amount of \$2,309,100 for the three year period.

- | | | |
|--------------------------------|--------------------------|--|
| 1. ATS Consulting | 9. French & Associates | 16. Research Foundation City College of New York |
| 2. Balancing Life's Issues | 10. GothamCulture | 17. Stephanie Twin |
| 3. Beverly Hyman | 11. KiThoughtbridge | 18. Technology Transfer |
| 4. Complete Learning Solutions | 12. Kleiman & Associates | |
| 5. Contract Trainers | 13. Krieger | |
| 6. Curt Schleier | 14. PeopleNRG | |
| 7. DDI | 15. Phillip Vassallo | |
| 8. Esta, Inc. | | |

II. DISCUSSION

These contracts will be utilized in a shared service strategy and will enable the agencies to provide the needed professional development training in the important areas such as: i) working in and managing a diverse workforce; ii) customer service; iii) project management; iv) strategic planning; v) managerial coaching; vi) writing and presentation skills; vii) implementation and integration of technological solutions into developing areas such as strategic talent and performance management and succession planning; and, viii) mediation and conflict resolution.

For the past 20 years the MTA Board has approved competitively awarded contracts that have provided professional development and leadership training to supervisors and managers on an as needed basis at the MTA. These services have been expanded to include the growing training and development requirements of the Bus Company and Capital Construction Company. The foregoing training has played a vital role in developing and strengthening the skills of managers and other professional work groups so that they are equipped to provide the necessary leadership to those they supervise. Given the aging of our workforce, and the unprecedented number of retirements anticipated by the Agencies, in particular Metro-North, over the next 3-5 years, it is imperative that we continue our ongoing efforts and increase our focus on developing the talent and improving the skills of our workforce, in order to meet the challenges that the MTA, as a transportation agency, will face over the coming years.

Staff Summary



Metropolitan Transportation Authority

Contract No. 12194-0100 thru1800

Page 2 of 2

The thirteen (13) current Board-approved contracts that were competitively awarded to provide as needed organizational development and training for MTA expired on December 31, 2012. In order to continue to provide these services and to offer professional development and leadership training among each of the agencies, a Request for Proposal (RFP) was publicly advertised and letters informing potential proposers of the RFP's availability were mailed to a total of fifty-eight (58) firms, four of which are NYS Certified M/WBEs. Thirty-one proposals were received. The firms were evaluated on their program content, faculty references, project coordination, responsiveness to the RFP and cost. The Selection Committee, consisting of representatives from HQ, New York City Transit Authority, Metro-North Railroad, Long Island Rail Road, Bridges and Tunnels, Capital Construction Company, the Bus Company and a representative of Department of Diversity of Civil Rights of , evaluated the proposals and determined that the eighteen (18) firms listed above were the most technically qualified, and in accordance with the prevailing industry standards, best suited to perform the services identified in the RFP. Two of the firms being awarded contracts are certified as New York State M/WBE's.

As a result of negotiations, the negotiated daily rates range from \$1,300 to \$3,000 and the negotiated hourly rates for design and organizational development consulting range from \$95 to \$500. These are the same rates as provided for in the previous contract. Based on the foregoing the total, not-to-exceed amount of \$2,309,100 is deemed to be fair and reasonable.

III. D/M/WBE INFORMATION

No goals were assigned by the Department of Diversity and Civil Rights for these contracts.

IV. IMPACT ON FUNDING

Funding is allocated in each agency's operating budgets.

V. ALTERNATIVES:

1. Use of in-house staff: This alternative is not feasible. MTA does not have sufficient in-house subject matter experts to develop and/or facilitate all of the required training. In addition, the recent 15% and 20% staffing reductions resulted in a reduction of 18 Full Time Equivalents (FTE) in this training area. Consequently, utilizing external training resources is a more cost effective manner to deliver these necessary organizational and training development services.
2. Do not approve the award of these contracts: This would curtail MTA's ability to foster growth in organizational and training development for its employees.

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Schedule A: Non-Competitive Purchases and Public Works

Staff Summary



Long Island Rail Road

Item Number: 1

Vendor Name (& Location)	
Monogram Systems, Inc. (Carson, CA)	
Description	
Various Replacement Toilet Parts	
Contract Term (including Options, if any)	
3 Year Contract	
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	

Contact Number	Renewal?
TBD	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
Total Amount:	
LIRR - \$150,000.00	
MNR - <u>\$100,000.00</u>	
\$250,000.00 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:	
Maintenance of Equipment, Daniel Cleary - CMO	
Contract Manager :	
Virginia Mahr	

Discussion:

LIRR, on behalf of itself and Metro-North Railroad ("the Railroads"), requests MTA Board approval to award a contract for a 36-month period to Monogram Systems, Inc. ("Monogram"), in a total amount not-to-exceed \$250,000 (LIRR \$150,000/MNR \$100,000) for various original equipment manufacturer ("OEM") toilet replacement parts required by the Railroads to maintain the toilet systems on LIRR's M-3 fleet, and MNR's M-2,3,4,8 and Coach Car Fleets. A multi-year agreement with this OEM supplier is a cost-effective way to achieve Joint Procurement Initiative goals.

Monogram Systems Inc. is the OEM and sole responsible source for this material. LIRR advertised its intent to award a Sole Source Contract in the NYS Contract Reporter and New York Post, as well as on the MTA/LIRR website, and no other vendor expressed an interest in competing for this requirement. LIRR has complied with the PAL 1265-a (4)(b) requirement regarding the posting of advertisements in order to identify potential alternate suppliers. There is no guarantee of purchase in this agreement as the replacement parts will be purchased on an as-needed basis. A review of quoted pricing reflects an increase of 4.2% over 2009 pricing and will be held firm for the three-year duration of the contract. The Producer Price Index (PPI) for this time period increased by 8.24%. Based on this review, Monogram's pricing is found to be fair and reasonable.

This procurement is to be funded by the LIRR and MNR Operating Budgets.

Schedule I: Modifications to Purchase or Public Work Contracts



Item Number: 10

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	87
Original Amount:	
\$ 659,200,700.00	
Prior Modifications:	
\$ 113,973,402 (includes an option of \$58,400,000)	
Prior Budgetary Increases:	
\$ 0	
Current Amount:	
\$ 774,174,102	
This Request	
\$ 22,807,922	
% of This Request to Current Amount:	
2.95%	
% of Modifications (Including This Request) to Original Amount:	
20.9%	

Discussion:

The work under this contract includes the construction of four soft-ground bored tunnels and miscellaneous demolition of surface structures for the East Side Access (ESA) project. Pursuant to Article IX of the MTA All-Agency Procurement Guidelines, MTACC seeks Board approval of a modification for the support of excavation for the Tunnel A Approach Structure.

This modification is for the procurement of material and installation of the support of excavation (SOE) for the Tunnel A Approach Structure (TAAS). The work included in this modification consists of furnishing all materials and installation of secant piles and soldier piles. Also included is the installation of all temporary SOE as well as excavation and disposal of material.

Tunnel A was originally planned to be bored under this Contract using a Tunnel Boring Machine (TBM). However, due to delays in relocating the 12kV duct bank, MTACC had to terminate the TBM earlier than anticipated and now the remainder of the tunnel must be constructed using the "cut and cover" method. MTACC had planned to develop a separate Contract package for this work but the CQ031 Contractor is on-site completing other contract work and the benefits of using the CQ031 Contractor for this work include, but are not limited to, significant savings in the schedule and overall construction costs associated with reduced mobilization and increased efficiency in operation start up.

In order to negotiate and begin the work in a timely manner, the scope of work was separated into steel procurement for core beams and two phases of construction for the support of excavation. The material cost for the secant pile core beams was negotiated separately (\$1,808,248) and an order for the beams placed to meet a January steel roll date. The first phase of construction is the installation of the scant piles core beams for the support of excavation, including design work and test pitting from Station A1199+00 to 1203+00. Also included is the abandonment of the existing sacrificial portion of the Tunnel A that was previously installed. The second phase of construction is the installation of walers and struts as well as excavation and disposal of soil. Permanent concrete work will be awarded in a separate contract or modification.

The Contractor submitted a total cost of \$23,288,172 for the work, while MTACC's estimate was \$21,848,101. Negotiations were held and the parties agreed to a cost of \$22,807,922 (this number includes the steel); which is considered to be fair and reasonable. This number also includes a \$250,000 increase to the Hazardous material allowance, and \$553,400 to cover the cost for potential railroad delays (the extended costs were estimated and calculated based on unit prices negotiated with the Contractor). These items will be utilized only as necessary and, in that case, payment will be based on the established unit costs.

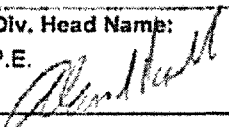
The time impact associated with this modification is non-compensable delay. The date established for completion of the Work is December 31, 2013 and for Final Completion of the Contract is January 31, 2014.

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

Schedule I: Modifications to Purchase or Public Work Contracts



Item Number: 5

Vendor Name (& Location) Tutor Perini Corporation		Contract Number CH054A	AWO/Modification # 18
Description Harold Structures Part 2A		Original Amount: \$ 21,777,777	
Contract Term (including Options, if any) 28 Months		Prior Modifications: \$ 5,608,693	
Option(s) included in Total Amount? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> N/A		Prior Budgetary Increases: \$ 0	
Procurement Type <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive		Current Amount: \$ 27,386,470	
Solicitation Type <input type="checkbox"/> RFP <input type="checkbox"/> Bid <input checked="" type="checkbox"/> Other: Modification		This Request \$ 14,641,209	
Funding Source <input type="checkbox"/> Operating <input checked="" type="checkbox"/> Capital <input checked="" type="checkbox"/> Federal <input type="checkbox"/> Other:		% of This Request to Current Amount: 53.46%	
Requesting Dept/Div. & Dep/Div. Head Name: East Side Access, A. Paskoff, P.E. 		% of Modifications (including This Request) to Original Amount: 92.98%	

Discussion:

The work under this Contract involves civil construction work consisting of demolition, clearing, grubbing and grading, construction of retaining walls, storm sewers and utility relocation in the Harold Interlocking area for the East Side Access Project. Pursuant to Article IX of the MTA All-Agency Procurement Guidelines, MTACC seeks Board approval for a modification for revisions to the 12kV ductbank layout.

The 12kV system provides traction power for Amtrak trains between Sunnyside Yard and Penn Station. Contract CH054A included construction of a new 12kV ductbank and manholes along with reusing portions of the existing 12 kV ductbank system. The design for this work did not receive Amtrak approval prior to solicitation of the CH054A contract. After the Contract was awarded, Amtrak rejected the design. The entire 12kV ductbank layout has now been redesigned and the new design has been approved by Amtrak.

The following is a list of items that were changed on the 12kV ductbank drawings:

- New locations for the tie-in of the existing 12kV system (S1, S2 and S3 Feeders) and the 125 Feeders.
- Increase the number of spare conduits for future expansion by 50%.
- Increase in the length of cables for S1, S2, S3 and 125 feeders.
- Increase in the total length of ductbank to 3,900 LF.
- Increase in the total number of electrical manholes from 9 to 19.
- Increase the size of the electrical manholes.
- Prohibit reuse of the existing 12kV ductbank.

The Contractor submitted a cost proposal in the amount of \$20,609,597 for the additional work associated with the redesigned layout and MTACC's internal estimate was \$14,622,118. Negotiations were held and the parties agreed to a cost of 14,641,209 for the work. The negotiated cost is considered fair and reasonable. This cost does not account for any time impacts that may be associated with this modification.

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

Schedule H: Modifications to Personal Miscellaneous Service Contracts



Capital Construction

Item Number: 3

Page 1 of 2

Vendor Name (& Location) Parsons Brinckerhoff/STV/Parsons Transportation Group, JV (NY)	
Description East Side Access General Engineering Consultant Services	
Contract Term (Including Options, if any) March 2016	
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 checked="" 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 Dep/Div & Dept/Div Head Name: East Side Access, A. Paskoff	

Contract Number	AWO/Modification #
98-0040-01R	42
Original Amount: \$ 140,000,000	
Prior Modifications: \$ 211,001,135	
Prior Budgetary Increases: \$ 0	
Current Amount: \$ 351,001,135	
This Request \$ 13,937,714	
% of This Request to Current Amount: 3.97%	
% of Modifications (including This Request) to Original Amount: 161%	

Discussion:

This Contract is for engineering, design and construction phase services for the LIRR East Side Access (ESA) project. In accordance with Article XIII of the MTA All-Agency Guidelines for the Procurement of Services, Board approval is requested to modify the Contract.

The Contract has been modified several times to increase the scope of Final Design. These changes have been required to satisfy various Program objectives such as implementation of Railroad operating requirements, realization of construction cost savings, resolution of schedule conflicts, mitigation of technical and contractual risk, and retroactive adjustment to overhead rates. The Contract has also been modified several times to increase the Contract amount allocated to Construction Phase Services (CPS). A breakdown of the Current Contract and Proposed Contract amounts is given in the following table.

Work Category	Original Contract	Previous Modifications	Current Contract	Proposed Modification	Proposed Contract
Final Design	\$120,000,000	\$153,356,723	\$ 273,356,723	\$ 437,714	\$ 273,794,437
Construction Phase Services	\$ 20,000,000	\$ 57,109,782	\$ 77,109,782	\$ 13,500,000	\$ 90,609,782
Misc Technical Support	\$ 0	\$ 534,630	\$ 534,630	\$ 0	\$ 534,630
TOTAL	\$ 140,000,000	\$211,001,135	\$ 351,001,135	\$ 13,937,714	\$ 364,938,849

The current contract and proposed contract amounts do not include \$2,779 previously approved by the Board for task orders and repackaging work which has not yet been allocated.

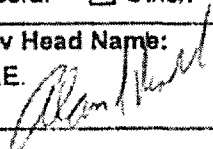
This Modification will incorporate the following changes to the Final Design:

1. Addition of a pedestrian bridge at the Mid-day Storage Yard: The current layout of the Mid-day Storage Yard requires railroad employees to walk from the Yard Services Building to assigned work locations up to 3,000 feet away. In order to provide safe and efficient access for maintenance of equipment, train & engine crews traveling between the Yard Services Building and their assigned work locations in the Yard, the LIRR has requested that an employee pedestrian bridge be included in the scope.
2. Substitution of cable trough for embedded signal & communication duct bank throughout the ESA Tunnels: In mid-2010, MTA determined that a significant reduction in construction cost and schedule risk could be realized if the signal and communication cables routed through the ducts (conduits) embedded in tunnel bench walk could instead be routed in cable trough installed in the top of the tunnel bench walk.

The Consultant proposed \$1,258,842 for this work, while MTACC's estimate was \$472,559. Negotiations were held and the parties agreed to a cost of \$437,714 which is considered fair and reasonable.

Item Number: 8

Page 1 of 2

Vendor Name (& Location)	
Dragados/Judlau, JV	
Description	
Manhattan Structures 1	
Contract Term (Including Options, if any)	
04/01/08 – 10/29/13	
Option(s) included in Total Amount?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> n/a
Procurement Type	<input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-
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 #
CM019	55
Original Amount:	
	\$ 734,000,000
Prior Modifications:	
	\$ 38,184,641
Prior Budgetary Increases:	
	\$ 0
Current Amount:	
	\$ 772,184,641
This Request	
	\$ 6,544,000
% of This Request to Current Amount:	
	.85%
% of Modifications (including This Request) to Original Amount:	
	6.1%

Discussion:

This Contract includes the excavation and lining of four tunnel drives, shafts, escalator wellways, air plenums, cross passages, and caverns mainly under Grand Central Terminal for the East Side Access Project. Pursuant to Article IX of the MTA All-Agency Procurement Guidelines, MTACC seeks Board approval for a modification for multiple scope transfers from Contract CM012 including the GCT 4 WB Wye Invert slab as well as several mud slabs in order to establish access for the follow-on Contracts.

On October 24, 2012, bids were received for Contract CM012, Manhattan Structures II and Facilities Fit-Out. All of the bids were considerably higher than the budget and estimate for this work and were, therefore, rejected on November 21, 2012. The revised strategy for procurement of the work that was to be included in CM012 is to issue several modifications to current Contracts, and to solicit and award three new Contracts.

The CM012 work being transferred into CM019 under this modification includes the transfer of the GCT 4 WB Wye invert slab and other mud slabs which are necessary to establish access for the follow-on contracts and allow for the delivery of material. Performing this work under CM019 will enable the follow-on Contracts to begin their work sooner and with unencumbered access to the site, thereby minimizing the risks to future contracts (which would likely be reflected in the bids that will be received for those future contracts) and of additional delays to the overall ESA schedule.

This modification includes the following work:

1. GCT4 WB Wye
 - Concrete invert slab, embedded conduits, sub-soil drainage, embedded track drainage system, north cavern end wall, and ramps from the finished invert elevation of wye cavern into the tunnels and GCT 4 Crossover
2. GCT4 Crossover
 - Provide weepholes in existing mudslab
3. GCT 3 Crossover
 - Provide a mudslab with weepholes and ramp into tunnels on both sides of Crossover
4. East & West Main Cavern Pits
 - Pour mud slabs in all pits
5. 55th Street Ventilation Facility
 - Provide mudslab with weepholes for full scope of 55th Street (CM013A & CM019 sides) Provide blackout through mudslab for the length of the WB1 tunnel width.

Additionally, this modification will allow for the CM019 Contractor to continue providing maintenance (pumping, cleaning, DOT permits, etc.) through Substantial Completion of CM019. This maintenance was to be performed by the CM012 contractor and will now be performed by the CM019 contractor until the repackaged CM012 contracts are awarded.

Schedule I: Modifications to Purchase or Public Work Contracts



Capital Construction

Item No. 9

Page 2 of 2

The Contractor submitted a proposal for \$10,252,126 and the MTACC estimate was for \$ \$6,799,699. Negotiations were held and the parties agreed to a price of \$6,544,000 which is considered to be fair and reasonable. The budget for this work will be transferred from CM012. In addition, Milestones 2 & 3 were moved from June 19, 2012 to June 1, 2-13, the \$5 Million in incentives tied to these milestones were deleted and potential liquidated damages for these milestones are now tied to the 6/1/13 date.

Schedule I: Modifications to Purchase or Public Work Contracts



Capital Construction

Item Number: 7

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	24
Original Amount:	
	\$ 147,377,000
Prior Modifications:	
	\$ 18,624,043
Prior Budgetary Increases:	
	\$ 0
Current Amount:	
	\$ 166,001,043
This Request	
	\$ 6,539,195
% of This Request to Current Amount:	
	3.94%
% of Modifications (Including This Request) to Original Amount:	
	17.07%

Discussion:

This Contract is for the structural and architectural rehabilitation of existing facilities along the existing 63rd Street Tunnel including construction of 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 seeks Board approval to modify the contract for rock excavation, the installation of a mud slab, and the removal of temporary works installed under Contract CQ031. This is a scope-and budget transfer.

The CQ032 Contract provides for the contractor to receive the Plaza Interlocking site with the rock excavation completed and a mud slab in-place; both items of work to be performed under adjacent Contract CQ031. The mud slab is necessary to provide a substrate for the waterproofing membrane to be installed. In addition, all remaining temporary works within the Plaza Interlocking are to be removed by the CQ031 Contractor prior to turning the site over to the CQ032. In order to facilitate turnover of the site to the CQ032 Contractor, however, MTACC is seeking to transfer the rock excavation, the installation of the mud slab, and the removal of the remaining temporary works from CQ031 to CQ032.

The primary justification for this scope transfer is that the CQ031 Contractor has begun to demobilize and turn over all sections of the Plaza Interlocking open cut to the CQ032 Contractor. In addition, the rock excavation work is dependent on CQ039 completing its work in this area which is not forecasted to occur until mid-March 2013. This would create a potential compensable delay to CQ031 as its Substantial Completion is forecasted for mid-February, 2013. The scope transfer would also minimize potential coordination and schedule conflicts between CQ031 and CQ032 and would allow for a smooth transition from the rock excavation into the permanent superstructure work for CQ032.

The Contractor submitted a cost proposal in the amount of \$6,927,111 while MTACC's estimate was \$6,119,762. Negotiations were held and the parties agreed to cost proposal in the amount of \$6,539,195 for the work. The negotiated cost is considered to be fair and reasonable.

Due to rock elevations being higher than anticipated, there was an overrun in quantity for rock excavation work in CQ031. Therefore, only \$2,493,912 was available in the CQ031 Budget for rock excavation to be transferred to CQ032. The remainder of the need for the rock excavation is funded by \$8,000,000 from Program Contingency and \$1,145,283 from CQ032 Contingency. Of this \$11,639,195 total, \$5,100,000 was used for Modification No. 19 and the remainder will be used for this modification. There is no time impact associated with the modification.

Schedule H: Modifications to Personal Service Contracts and Miscellaneous Service Contracts

Staff Summary



Long Island Rail Road

Item Number: 9

Vendor Name (& Location)	
Standard Parking Corporation and Central Parking System	
Description	
Mineola Intermodal Center (MIC) Parking Garage Ronkonkoma (Parking Garage (RPG))	
Contract Term (including Options, if any)	
October 1, 2006 – December 31, 2012	
Option(s) included in Total Amount? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
Procurement Type <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-Competitive	
Solicitation Type <input checked="" type="checkbox"/> RFP <input type="checkbox"/> Bid <input type="checkbox"/> Other:	
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:	
Gen. Manager-Customer Rev & Technology, James Compton	

Contact Number	AWO/Modification #
C4BP02775 and C4BP03113	4
Standard Parking Only C4BP02775	
Original Amount:	\$2,714,000
Prior Modifications:	\$1,335,152
Prior Budgetary Increases:	
Current Amount:	\$4,049,152
This Request:	Not-to-Exceed \$957,000
% of This Request to Current Amount:	23.63%
% of Modifications (Including This Request) to Original Amount:	84.5%

I. Discussion:

Standard Parking:

LIRR requests MTA Board approval to issue a change order in the not-to-exceed amount of \$957,000 to Standard Parking Corporation ("Standard") under Contract #C4BP02775, for (i) funding to cover Standard's costs associated with repairing and upgrading two garage elevators and shafts and other necessary work directed by LIRR, and (ii) funding for a nine-month contract extension to support the continued management, operation and maintenance of the Mineola Intermodal Center Parking Garage ("MIC") through September 2013. The extension will allow for the completion of a new contract under a competitive RFP.

On October 1, 2006, pursuant to a competitive RFP, LIRR awarded a five year Operate and Maintain contract to Standard in the amount of \$2,714,000. Under the contract, Standard is required to provide all management, revenue collection, supervision, operating personnel, uniforms, supplies and equipment to assure effective performance of the MIC facility. The current contract expired on December 31, 2012.

To allow consideration of an alternate strategy namely to lease the two LIRR garages at Mineola and Ronkonkoma, as well as eight surface lots, many of which were not generating revenue, in a single RFP, LIRR and MTA Real Estate Department assessed combining the surface lots and two parking garages; but determined that it was more cost-effective to operate and maintain the two garages under a separate management. LIRR also investigated repairs and upgrades required to be completed prior to the 2013 winter months. This includes elevator repairs estimated at \$257,000. The estimate for the nine month extension for operation and maintenance ("O&M") of the MIC is \$613,000. In addition the \$957,000 includes a contingency of \$87,000 for unforeseen repairs.

The nine-month extension will provide the necessary time to prepare and issue the RFP and to select/procure a third party operator to operate and maintain the two parking garages.

Central Parking:

LIRR requests MTA Board approval to issue a change order to Central Parking System of New York ("Central") under contract #C4BP03113. This request is for a nine-month contract extension to support the continued management, operation and maintenance of the Ronkonkoma Parking Garage ("RPC") through September 2013. The change order will be issued at no additional cost to the LIRR, since the contract has sufficient amount of money remaining to support the nine-month extension for a total estimate of \$360,000. The total contract value will remain unchanged at \$2,940,000.

II. Impact on Funding:

Standard Parking - LIRR's Operating Budget will fund this Change Order.

Central Parking - No additional funds are required for this extension; there is enough money remaining in the contract to extend the contract.

Schedule H: Modifications to Personal Service Contracts and Miscellaneous Service Contracts

Staff Summary



Long Island Rail Road

III. Recommendation:

Standard Parking - Board approval to authorize a Change Order to extend the contract for a nine month period to Standard Parking Corporation in the amount of \$957,000 is hereby recommended.

Central Parking - Board approval to authorize a Change Order to extend for a nine month period to Central Parking System at no additional cost to the LIRR is hereby recommended.

Schedule H: Modifications to Personal Miscellaneous Service Contracts



Item Number: 4

Vendor Name (& Location)		Contract Number	AWO/Modification #
KRATOS/Henry Brothers Electronics (HBE) (NJ)		PS836	3
Description			
IESS Cisco Upgrade		Original Amount:	\$ 710,000
Contract Term (including Options, If any)		Prior Modifications:	\$ 415,000
12 Months		Prior Budgetary Increases:	\$ 0
Option(s) Included in Total Amount? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> N/A		Current Amount:	\$ 1,125,000
Procurement Type <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive		This Request	\$ 475,000
Solicitation Type <input checked="" type="checkbox"/> RFP <input type="checkbox"/> Bid <input checked="" type="checkbox"/> Other: Modification		% of This Request to Current Amount:	42.2%
Funding Source		% of Modifications (including This Request) to Original Amount:	125%
<input type="checkbox"/> Operating <input checked="" type="checkbox"/> Capital <input type="checkbox"/> Federal <input checked="" type="checkbox"/> Other:			
Requesting Dept/Div & Dept/Div Head Name:			
Chief, Capital Security Program/Thomas Reed			

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 XIII of the All Agency Guidelines for the Procurement of Services, MTACC requests Board approval for a modification to configure and integrate additional Access Control Devices into IESS.

The Access Control Devices at issue here were installed and brought online in their own native subsystems through various contracts. In order to achieve full situational awareness of the C3 systems, these additional devices need to be integrated into the Intergraph subsystem of IESS (which is being upgraded under this contract). Without adding these access control devices into the Intergraph system, the IESS system would only allow for limited awareness via the access control subsystem for alarms and video information.

The Contractor proposed \$542,428 while the MTACC estimate was \$439,366. Negotiations were held and the parties agreed to a cost of \$475,000 which is considered fair and reasonable.

Schedule B: Competitive Requests for Proposals (Solicitation of Purchase and Public Work Contracts)

Staff Summary



Long Island Rail Road

Item Number: 4					
Dept/Dept Head Name: Procurement & Logistics, Dennis Mahon					
Department Head Signature & Date					
Division/Division Head Name: Program Management, Richard Oakley					
Division Head Signature & Date <i>Richard Oakley 2/22/11</i>					
Board Reviews					
Order	To	Date	Approval	Info	Other
1	LI Committee	3.11.13			
2	MTA Board	3.13.13			
Internal Approvals					
Order	Approval	Order	Approval		
1	President <i>[Signature]</i>	4	VP/CFO <i>[Signature]</i>		
2	Executive VP <i>[Signature]</i>	5	VP/Gen'l Counsel <i>[Signature]</i>		
3	Sr. VP/Operations <i>[Signature]</i>	6	Sr. VP/Administration <i>[Signature]</i>		

SUMMARY INFORMATION	
Vendor Name TBD	Contract Number TBD
Description New Second Track on the Main Line Ronkonkoma Branch	
Total Amount \$TBD	
Contract Term (Including Options, if any) November 30, 2013 – June 30, 2015	
Options(s) included in Total Amount: <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
Renewal? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
Procurement Type <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-Competitive	
Solicitation Type <input checked="" type="checkbox"/> RFP <input type="checkbox"/> Bid <input type="checkbox"/> Other:	
Funding Source <input type="checkbox"/> Operating <input checked="" type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other:	

Narrative:

I. PURPOSE/RECOMMENDATION

LIRR requests MTA Board approval to adopt a resolution declaring that competitive bidding is impractical or inappropriate and that it is in the public interest to use the Request for Proposal (RFP) procurement method pursuant to Section 1265-a of the Public Authorities Law to award a Civil works/Site preparation Design/Build construction contract for the Ronkonkoma to Central Islip segment of the New Second Track on the Main Line Ronkonkoma Branch. The preliminary design is currently being progressed by LIRR's Design Consultant.

The purpose of the entire project is to construct a full Second Track within the existing LIRR right-of-way in two (2) phases: Phase One will begin at the eastern end of the project area, just west of Ronkonkoma to just west of Central Islip. Phase Two will complete the project running from just west of Central Islip to Farmingdale and will include all remaining track and station work. This project will increase service reliability and on-time performance along the Main Line; allow for faster recovery time following service disruptions; and when combined with other infrastructure improvements, will provide more off-peak, and mid-day service capacity to meet existing and future service and ridership demands. It also will spur economic activity, create hundreds of construction jobs and improve service to MacArthur Airport.

II. DISCUSSION

Today, LIRR's Main Line track between Farmingdale and Ronkonkoma consists of a single electrified at-grade track, with limited passing sidings. The total length of the corridor is 17.9 miles, with single track segments totaling 12.6 miles.

Operation of a full Double Track will allow for more reliable LIRR Main Line service and faster recovery time following service disruptions. This investment will also allow for more frequent, half-hourly, mid-day service along this corridor. For the Farmingdale to Ronkonkoma segment of the LIRR, the construction of the Double Track is the key to improving service reliability and on-time performance and increasing service during off-peak and weekend periods.

Utilizing a Design/Build methodology for Phase I of the Project will allow the current 30% preliminary design to be quickly advanced through final design and then into construction, which will include extensive site preparation and civil elements required to

Schedule B: Competitive Requests for Proposals (Solicitation of Purchase and Public Work Contracts)

Staff Summary



Long Island Rail Road

construct retaining walls in preparation for track installation. The use of Design/Build RFP method of procurement will achieve expedited delivery, support staged construction, and promote construction innovation. It will also ensure that the design is consistent with the necessary construction means and methods through close coordination between the designer and contractor, and will encourage the selected proposer to identify construction methods to minimize project schedule and the impact to LIRR's customer operations and services. Furthermore, the competitive RFP procurement method allows the LIRR to select a Contractor based upon considerations of technical capability, experience, and completion schedule and affords LIRR the ability to evaluate, refine and negotiate cost. The award of this contract will be informed by the outcome of the ongoing environmental review process.

Use of the RFP procurement method will also permit an earlier commencement and completion of the project resulting in a time savings benefit.

III. D/M/WBE INFORMATION

Goals for this Contract are to be determined by the MTA Department of Diversity and Civil Rights.

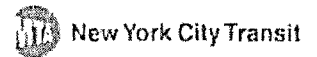
IV. IMPACT ON FUNDING

Phase I Funding for the third party Design/Build construction of the New Second Track on the Main Line Ronkonkoma Branch is included in LIRR's 2010-2014 Capital Plan.

V. ALTERNATIVES

The alternative is to use the Invitation for Bid (IFB) procurement method. The IFB procurement method does not allow the LIRR to negotiate costs or select a Contractor based upon best experience, technical capability and/or proposed work completion schedule. In addition, an IFB would (i) require drawings to be at the 100% level, thus potentially delaying the start of construction, and (ii) delay meaningful dialogue with the Contractor until after award, thereby preventing the LIRR from being able to negotiate improvements to the construction schedule and incorporate more efficient means and methods for construction.

Schedule D: Ratification of Completed Procurement Actions



Item Number: 2

Vendor Name (& Location)

J-Track, LLC

Description

Superstorm SANDY Emergency Track Clean Up and Rebuild at Broad Channel / Rockaways in the Borough of Queens

Contract Term (including Options, if any)

November 1, 2012 – May 31, 2013

Option(s) Included in Total Amount? ☐ Yes ☐ No ☒ n/a

Procurement Type

☐ Competitive ☒ Non-competitive

Solicitation Type

☐ RFP ☐ Bid ☒ Other: Emergency Declaration

Contract Number

C-31673, Work Order 50

Renewal?

☒ Yes ☐ No

Total Amount:

\$53,000,000
(Est.)

Funding Source

☐ Operating ☒ Capital ☒ Federal ☐ Other:

Requesting Dept/Div & Dept/Div Head Name:

Capital Program Management, Frederick E. Smith

Discussion:

This contract is for the emergency right-of-way clean up and rebuild of the "A" Line at Broad Channel/Rockaways in the Borough of Queens. It is issued as Work Order 50 for administrative convenience. It consists of retroactive base contract work performed on a time and materials (T&M) basis for an estimated \$15,000,000. It will also consist of various modifications at an additional estimated \$38,000,000; each modification will be issued upon negotiation of a lump sum price for the individual modification scope of work.

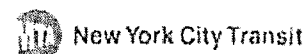
Superstorm Sandy struck on October 29, 2012, necessitating a series of emergency assessments, repairs, and purchases to eliminate threats to public health and safety, protect property, and restore service to the NYC Transit system. Accordingly, the President of NYC Transit declared the existence of an emergency involving danger to life, safety and property and that formal competitive bidding is impractical and inappropriate for the award of contracts, inclusive of construction contracts, budget adjustments, the issuance of change orders to existing contracts, purchases, personal and miscellaneous service contracts, rentals and other procurement actions as a result of the storm.

The "A" Line which serves 16,000 customers in the Rockaways and Broad Channel neighborhoods of Queens was particularly hard hit. J-Track was selected by CPM to perform the emergency clean-up and restoration work, due to its experience in NYC Transit right-of-way construction. J-Track is one of the signatories to NYC Transit "On Call" agreement C-31673; for administrative purposes this contract is designated as C-31673, Work Order 50.

The retroactive base contract consists of work performed on a T&M basis in the estimated amount of \$15,000,000. On November 1, 2012, NYC Transit directed J-Track to remove thousands of tons of debris, including fencing, docks, logs, oil tanks, and boats, which covered the tracks along the Rockaway Flats, an approximate 3.6 mile stretch of tracks from the western edge of Jamaica Bay through Broad Channel Island and onto the Hammels Wye - the point where the Rockaway Line divides to serve Rockaway Park and Far Rockaway. An unpaved access road along the Line had to be graded and widened to serve as a restoration corridor. Other work included repair of two breaches of the embankment - one 120 feet long and the other 270 feet long - with ballast, rip-rap, jetty stone, concrete fill and steel sheeting. Also, the tracks were reinstalled and signal and power cables are being inspected, identified and tested; and signal equipment is being rehabilitated and reinstalled or replaced. In the initial stages, approximately 100 workers including supervision, laborers, teamsters, operating engineers, divers, dock builders and electricians worked 11 hours a day 7 days a week. MTA Audit is reviewing the T&M charges to verify that the costs are properly documented. The T&M work was essentially completed in February 2013.

Over two dozen modifications are required at an estimated \$38,000,000 in additional cost, awarded upon negotiation of a fair and reasonable lump sum price for each of the various modifications, including: Re-installation of signal equipment; replacement of various signal cables, involving breakdown tests and operational tests; installation of terminal boxes, emergency telephones; 3rd rail power system; 3rd rail heater system; negative rail system; final tamping and regulating track ballast, all tracks; perimeter fencing and access roads; progressive hardening of strategic assets; stabilization of shoreline (bay and pond sides) including sheeting and jetty stone; and rehabilitation of retaining wall at Hammels Wye. The largest initiative is the construction of an 11,400 foot long sheet pile wall being constructed on the bay side. The work to be performed under the negotiated modifications is forecast for completion by the end of May 2013.

Schedule D: Ratification of Completed Procurement Actions



Item Number: 3

Vendor Name (& Location)

Sprague Operating Resources, LLC (Portsmouth, NH)

Description

Purchase of Bulk Gasoline and Bulk Diesel for Non-Revenue Support Fleet and Paratransit Carriers

Contract Term (including Options, if any)

September 24, 2012 – April 30, 2015 (for Gasoline)

September 24, 2012 – April 30, 2015 (for ULSD)

Option(s) included in Total Amount? ☐ Yes ☒ No ☐ n/a

Procurement Type

☐ Competitive ☒ Non-competitive

Solicitation Type

☐ RFP ☐ Bid ☒ Other: ION

Contract Number

06%3915 (for Gasoline);

06%3916 (for ULSD);

Various POs

Renewal?

☐ Yes ☒ No

Total Amount:

Gasoline \$8,187,384 (Est.)

ULSD \$41,458,462 (Est.)

\$49,645,846

(Estimated)

Funding Source

☒ Operating ☐ Capital ☐ Federal ☐ Other.

Requesting Dept/Div & Dept/Div Head Name:

Various

Discussion:

It is requested that the Board formally ratify the Immediate Operating Need (ION) declared by the Vice President, Materiel effective September 24, 2012, waiving formal competitive bidding pursuant to Public Authorities Law §1209, and approve the issuance of various interim POs and the award of contracts issued under the ION to ensure NYC Transit had and continues to have an uninterrupted supply of bulk Gasoline and bulk Ultra Low Sulfur Diesel (ULSD) for NYC Transit non-revenue support fleet and Paratransit Carriers.

Metro Fuel Oil Corp. (Metro) was awarded several five-year contracts under a multi-agency procurement led by Metro-North Railroad (MNR) commencing May 2010. These non-requirements contracts awarded to Metro for NYC Transit provided bulk Gasoline (under Contracts 10D0265A, B, C, D) and bulk ULSD (under Contracts 10D0270A, C, D, E). Metro advised it could no longer provide these fuels as of September 24, 2012. Metro made an agreement with Sprague Operating Resources, LLC (Sprague) for Sprague to provide these fuels for a period of ten days, to October 4, 2012. Metro filed for Chapter 11 bankruptcy protection on September 27, 2012. Sprague agreed and successfully provided fuel to NYC Transit for several short term extensions, through November 6, 2012 for ULSD and November 16, 2012 for Gasoline, a period that ultimately included the aftermath of Hurricane Sandy during which the marketplace for fuel was severely compromised.

Shortly after September 24, 2012, NYC Transit Procurement sought to establish a contract with a long term replacement provider who could quickly mobilize to provide these critical fuel requirements at competitive pricing. Procurement explored the possibilities of piggybacking the NYC Department of Citywide Administrative Services (DCAS) contract with Sprague for bulk Gasoline, and DCAS' contract with Castle Oil Corp. for ULSD, but neither was a viable option as the terms and conditions primarily pertaining to actual delivery for these contracts were not compatible with the delivery requirements for NYC Transit. Under the NYS Office of General Services contract, Metro was the provider of bulk Gasoline and ULSD throughout the five boroughs, so piggybacking was not an option. Through detailed discussions, Procurement worked with Sprague to establish competitive pricing for bulk Gasoline and bulk ULSD, predicated upon the original terms, conditions and pricing submitted by Sprague in response to the MNR solicitation in 2010. It should be noted that Sprague was the next lowest bidder on the MNR solicitation and only slightly higher than Metro. As the loss of Metro was a major destabilizing force in the NYC fuel marketplace and less competition could negatively impact bid pricing in the near term, a determination was made to award contracts to Sprague (ULSD November 7, 2012 and Gasoline November 17, 2012) through April 30, 2015, the original expiration date of the contracts resulting from the MNR bid. This would provide ample time to allow the fuel marketplace to stabilize and for Procurement to cultivate future competition.

Pricing is based on the differential prices that Sprague quoted in its original MNR bid. Bids were received in the original solicitation, from Metro, Sprague and Global Montello. Sprague's gross sum total bid was only 0.63% higher than that of Metro and it was 7% lower than Global Montello. Based on this information, Sprague's pricing is considered fair and reasonable.

The funds that were remaining in the Metro contracts have been transferred into these new awards to Sprague. It is anticipated that these funds will cover the expenditure for the term of the contracts. It should be noted that \$3.6M of the amount requested for approval is retroactive.

Schedule H: Modifications to Miscellaneous and Personal Service Contracts



New York City Transit

Item Number: 4	
Vendor Name (& Location)	
Sperry Rail Service (Danbury, CT)	
Description	
Ultrasonic rail flaw detection services	
Contract Term (including Options, if any)	
May 3, 2002 -- May 31, 2013	
Option(s) included in Total Amount?	<input type="checkbox"/> Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> n/a
Procurement Type	<input type="checkbox"/> Competitive <input checked="" type="checkbox"/> Non-competitive
Solicitation Type	<input type="checkbox"/> RFP <input type="checkbox"/> Bid <input checked="" type="checkbox"/> Other: Modification
Funding Source	
<input checked="" type="checkbox"/> Operating <input 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 #
01L8350	5
Original Amount:	\$ 2,797,200
Prior Modifications:	\$ 3,005,478
Prior Budgetary Increases:	\$ 0
Current Amount:	\$ 5,802,678
This Request:	\$ 815,000 (Est.)
% of This Request to Current Amount:	14.0%
% of Modifications (including This Request) to Original Amount:	236.6%

Discussion:

This modification is to increase funding and extend the contract for ultrasonic rail flaw detection services for up to one year or until the upgrade of the TGC2 vehicle, to be performed by Sperry Rail Service (Sperry) is complete and accepted by NYC Transit.

This contract is for ultrasonic rail flaw detection services using sound waves to identify defects in the rail, thus facilitating pre-emptive repairs. Possible defects include internal separations of the steel within the rail head known as transverse defects, bolt hole and web defects, and longitudinal defects such as vertical split heads, horizontal split heads, head and web separations. Sperry, the developer of ultrasonic rail testing, has provided this service continuously for NYC Transit for over 40 years. Sperry has provided these services using a vehicle custom-built to meet NYC Transit tunnel clearances, which is owned, operated and maintained by Sperry (SRS-403). This vehicle uses Sperry's proprietary hardware and software to conduct the ultrasonic rail testing. Currently, NYC Transit's policy mandates six complete tests of subway tracks and three complete tests of elevated and open cut tracks annually to detect internal rail defects. The original five-year contract has been modified four times in total. Three modifications were to extend the term by two years each time and add additional funding, and one modification was for the purchase of two ultrasonic walking sticks to independently verify the findings disclosed by the Sperry rail car.

Included with this month's Board package as a separate action, NYC Transit intends to award a contract to Sperry (RFQ 2862) in which Sperry will upgrade NYC Transit's Track Geometry Car #2 (TGC2) by furnishing and installing its latest proprietary Series 1950 Ultrasonic rail flaw detection and testing system. Sperry anticipates that the upgrade to the TGC2 will take approximately seven to twelve months to complete; therefore, continuation of the service covered under this Mod. No. 5 is necessary to ensure continued testing of the subway system while the TGC2 upgrade occurs. The upgrade to the TGC2 will allow NYC Transit to have another TGC with vastly improved ultrasonic rail flaw detection capability and, once the upgrade to the TGC2 has been completed, tested and accepted by NYC Transit, the TGC2 will be put into service and the SRS 403 vehicle will be retired.

Through a future Board action, NYC Transit shall request a modification of contract RFQ 2862 for Sperry to maintain the Series 1950 System and conduct ultrasonic rail flaw detection services utilizing the upgraded TGC2 vehicle for a term of five-years.

In 2012 NYC Transit awarded a contract to Nordco Rail Services (Nordco) to also provide comprehensive ultrasonic rail testing (RFQ 2857 - approved by the Board in February 2012) utilizing Nordco's proprietary testing equipment installed on NYC Transit's Track Geometry Cars TGC3 and TGC4. Due to the critical nature of this service, having two contractors able to simultaneously provide ultrasonic rail flaw detection services allows for redundancy and validation of each contractor's test findings. Sperry and Nordco are considered the premier ultrasonic rail testing firms in the nation.

Sperry has agreed to hold its price of \$14,669 per week for the extension period, which has been deemed fair and reasonable. For the remaining three months of the contract (12 weeks) and the one year extension (46 weeks per year), it is anticipated approximately \$850,802 will be expended, of which \$37,000 in remaining contract funds will be utilized. Therefore, approval is requested for funding in the total estimated amount of \$815,000.

Schedule G: Miscellaneous Service Contracts



New York City Transit

Item Number: 3

Vendor Name (& Location)

Sperry Rail Services, Inc. (Danbury, CT)

Description

Upgrade of NYC Transit's Track Geometry Car #2

Contract Term (including Options, If any)

One Year

Option(s) included in Total Amount? ☐ Yes ☐ No ☒ n/a

Procurement Type

☐ Competitive ☒ Non-competitive

Solicitation Type

☐ RFP ☐ Bid ☒ Other: Non-competitive

Contract Number

RFQ 2862

Renewal?

☐ Yes ☒ No

Total Amount:

\$615,000
(Est.)

Funding Source

☒ Operating ☐ Capital ☐ Federal ☐ Other:

Requesting Dep/Div & Dep/Div Head Name:

Department of Subways, Carmen Bianco

Discussion:

Under this contract, Sperry Rail Services (Sperry) will furnish and install its latest proprietary Series 1950 Ultrasonic rail flaw detection and testing system into NYC Transit's Track Geometry Car #2 (TGC2), built by Plasser American Corporation (Plasser). Reconfiguration of the TGC2 vehicle's interior and exterior is necessary to accommodate the upgrade. Sperry shall coordinate and consult with Plasser regarding all of the proposed work, including the necessary equipment and software interfaces with Plasser's existing computer measuring and analyzing (track geometry) system. Sperry's latest equipment uses sound wave technology to identify defects in the rail, thus allowing NYC Transit workforces to facilitate pre-emptive repairs. Sperry anticipates that the upgrade to the TGC2 will take approximately seven to twelve months to complete. The upgrade to the TGC2 will allow NYC Transit to have another TGC with vastly improved ultrasonic rail flaw detection capability.

Also included with this month's Board package as a separate action, NYC Transit intends to add funding and extend Sperry's current Contract (01L8350) under which it provides ultrasonic rail flaw detection services utilizing its diesel-powered SRS 403 vehicle for up to one year or until the upgrade of the TGC2 is completed, tested and accepted by NYC Transit. Continuation of this service is necessary in order to ensure continued testing of the subway system while the TGC2 upgrade occurs.

Through a future Board action, NYC Transit shall request a modification of this contract for Sperry to maintain the Series 1950 System and conduct ultrasonic rail flaw detection services utilizing the upgraded TGC2 vehicle for a term of five years. Once the upgrade to the TGC2 has been completed, tested and accepted by NYC Transit, the TGC2 will be put into service and the SRS 403 vehicle will be retired.

In addition to Sperry's current Contract (01L8350), Nordco Rail Services (Nordco) also provides comprehensive ultrasonic rail testing under its contract with NYC Transit (RFQ 2857 - approved by the Board in February 2012) utilizing Nordco's proprietary testing equipment installed on NYC Transit's Track Geometry Cars TGC3 and TGC4. Due to the critical nature of this service, having two contractors able to simultaneously provide ultrasonic rail flaw detection services allows for redundancy and validation of each contractor's test findings.

Sperry and Nordco are considered the premier ultrasonic rail testing firms in the nation. Sperry, the developer of ultrasonic rail testing, has provided this service for NYC Transit for the past forty-plus years. After extensive review by MOW and Track Engineering of other possible providers (Pandrol-Jackson, Speno, Herzog) it was decided that Sperry and Nordco had the depth of experience and expertise required by NYC Transit to meet its requirements.

The negotiated price for this upgrade is \$615,000. Weighted average labor rates are appreciably lower than labor rates from other rail and work car related contracts. Additionally, Sperry provided written assurance that NYC Transit is receiving its most favored customer pricing. Based upon the aforementioned, Sperry's price is considered fair and reasonable.

Schedule H: Modifications to Miscellaneous and Personal Service Contracts



New York City Transit

Item Number: 9		Contract Number: 03A8602-1		ASWO/Modification #: 87	
Vendor Name (& Location): International Business Machines Corp. (Albany, NY)		Original Amount:		\$ 65,228,757	
Data Center IT Support Services		Option Amount:		\$ 35,711,692	
Contract Term (including Options, if any): June 1, 2005 - May 31, 2013		Total Amount:		\$ 100,940,449	
Option(s) included in Total Amount? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> n/a		Prior Modifications:		\$ 10,477,714	
Procurement Type <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive		Prior Budgetary Increases:		\$ 0	
Solicitation Type <input type="checkbox"/> RFP <input type="checkbox"/> Bid <input checked="" type="checkbox"/> Other: Modification		Current Amount:		\$ 111,418,163	
Funding Source: <input checked="" type="checkbox"/> Operating <input type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other.		This request:		\$ 68,821,119 (Est)	
Requesting Dept/Div & Dept/Div Head Name: Technology and Information Services, Sidney Gollineau		% of This Request to Current Amount:		61.8%	
		% of Modifications (including This Request) to Total Amount:		78.6%	

Discussion:

This modification is for Part 2 of ASWO #87 in connection with the Data Center IT Support Services Contract (No. 03A8602-1) with International Business Machines Corporation (IBM). Although the total costs associated with Part 2 of ASWO #87 are \$72,721,119, the Project Office anticipates a budget surplus of \$3,900,000 as of May 31, 2013, which will be applied to ASWO #87 costs. The budget surplus was generated from previously negotiated rate reductions. Part 2 of ASWO #87 will modify the contract and extend its term by five years to May 31, 2018. The rationale for the 5-year extension is addressed at the end of this staff summary.

Part 2 of ASWO #87 includes (1) \$5,041,481 for the migration of IBM's Staten Island Data Center (SIDC) to NYC Transit Data Center locations at 2 Broadway and 130 Livingston; (2) \$4,030,301 for the replacement of the mainframe (Mainframe Refresh), which will allow the MTA to increase Mainframe capacity by roughly 35% and allow it to retire its current mainframe, which is operating at maximum capacity and at the end of its useful life; (3) \$742,161 for a new Automated Tape Library (ATL) and a new Virtual Tape Server (VTS), which will facilitate the rigorous testing process associated with the new mainframe equipment and expedite the migration process; (4) \$56,858,136 for Steady State pricing during the five year extension period (June 1, 2013 - May 31, 2018); (5) a not-to-exceed amount of \$5,000,000 for additional disaster recovery (DR) services in connection with the midrange processing environment; and (6) \$524,520 for a one month lease extension at the SIDC made necessary by the delays associated with Superstorm Sandy. Note that ASWO #87 also includes funding for the potential need for a second month at the SIDC at the same monthly rate.

During its January 2013 meeting, the Board gave retroactive approval in the not-to-exceed amount of \$5,316,985 for Part 1 of ASWO #87. Under Part 1, IBM was authorized to place orders for specified equipment and to initiate transition staffing in connection with the SIDC Migration. The work performed under Part 1 helped minimize the financial risk and the additional time that NYC Transit will need to remain at the SIDC beyond May 31, 2013. Note that the costs associated with Part 1 are included in the Steady State pricing component of Part 2 of ASWO #87 and will be paid out during the five-year extension period.

Before Superstorm Sandy hit in October 2012, NYC Transit was scheduled to present the complete ASWO #87 to the October 2012 Board. In the wake of the storm, however, questions were raised as to whether the SIDC should be migrated to the 2 Broadway Data Center, which was one component of ASWO #87 (i.e., migration). As a result, ASWO #87 was pulled from the October/November 2012 Board in order to facilitate a complete reevaluation of the critical planning issues associated with the SIDC Migration plan. In the end, the 2 Broadway Data Center location, which is being further hardened in light of the lessons learned from Sandy, was confirmed as the appropriate Data Center site for the SIDC Migration. Further, the migration of the SIDC into the 2 Broadway Data Center location will significantly reduce the MTA's rent obligations over the immediate years ahead.

NYC Transit sought assistance from Gartner consultants to provide support in estimating ASWO #87 and to provide insight into Data Center market pricing. Through negotiations, NYC Transit was successful in significantly reducing the rates set forth in IBM's initial proposal. Specifically, migration costs were reduced by \$250K (5.1%) from \$4,937,139 to \$4,687,139. The MTA saved an additional \$2.3M (4%) over the 5-year extension period by negotiating IBM's proposed Steady State price from \$59,347,187 to \$57,000,000. Finally, the Mainframe Refresh cost of \$4,030,301 would be paid over the course of the extension period.



Discussion Cont'd

Based on input received from NYC Transit's Cost Price unit, as well as Gartner's determination regarding MTA's very competitive data center pricing, ASWO #87 pricing was deemed fair and reasonable in October 2012. When the reevaluation of the SIDC Migration plan was concluded, IBM was asked to submit a revised proposal that would expedite the SIDC Migration.

The current scope for ASWO #87, while very similar to the October 2012 scope, has undergone some changes, primarily in connection with (1) the labor hours, travel costs, and material associated with the compressed migration timeline; (2) the cost for the new ATL and VTS; and (3) the additional DR services for the midrange environment. These scope changes, inclusive of the additional month's charges at the SIDC, increased the projected costs for ASWO #87 by \$7,003,679 (or 10.7%) from \$65,717,440 to \$72,721,119.

IBM submitted a revised proposal, which addressed the scope changes referenced above. The new proposal included the previously negotiated rates for the migration (\$4,687,139), the Mainframe Refresh (\$4,030,301), and Steady State (\$57,000,000), all of which had already been deemed fair and reasonable. The revised proposal also included pricing for the new ATL and VTS equipment (\$742,161), which, as reported in Part I of ASWO #87, was deemed fair and reasonable because IBM's pricing to NYC Transit was significantly below OGS pricing. The revised proposal also included (1) an additional \$354,342 in migration labor hours, travel expenses, and some material necessitated by the shortened migration timeline; (2) a not-to-exceed amount of \$5,000,000 for the additional midrange DR services, which are currently being negotiated; (3) an additional \$524,520 to remain at the SIDC for one additional month through June 30, 2013; and (4) \$524,520 for the potential need for a second month at the SIDC through July 31, 2013. Finally, Steady State pricing was further reduced by \$141,864 to \$56,858,136 to reflect the lower maintenance costs associated with the new VTS equipment. After review by the Project Office and the Cost Price unit, the additional migration and lease costs were also deemed fair and reasonable. Although the costs associated with the additional midrange DR will not exceed \$5,000,000, negotiations for this service will be concluded after the March 2013 Board meeting. Notwithstanding, we seek Board approval to award a change order not-to-exceed \$5,000,000, provided that the final price for this midrange DR service has been deemed fair and reasonable and the amount has also been approved by NYC Transit's Executive Vice President.

Note that, under the terms of ASWO #87, IBM will continue to provide full DR services for mainframe processing, while, effective June 1, 2013, the MTA will have the primary responsibility for providing DR services for the midrange environment. The NYC Transit Data Center located at 130 Livingston will serve as the midrange DR facility. In the event that the primary DR services at 130 Livingston are disrupted, IBM will provide DR services for the midrange environment.

For some additional perspective, note that in 2010, the MTA hired Diamond Consultants to help it evaluate the potential for savings and related operating efficiencies from the potential consolidation of selected IT functions across all MTA agencies. One of the areas recommended for possible savings involved the SIDC. Specifically, it was recommended that the MTA in-source, or transfer Data Center IT Support Services from IBM to the MTA, of all midrange hardware assets and correlating network and storage hardware. At that time, the savings associated with this transfer of midrange responsibilities was estimated to be as much as \$14M over a period of five years commencing with the completion of the in-sourcing effort. During the course of the 5-year extension period of ASWO #87, the MTA intends to implement Diamond's recommendation to the extent possible without the need for additional staff.

Before the determination to extend the current contract was made, the initial plan was to launch a new competitive procurement for Data Center Services with award targeted about eight months prior to the current contract's expiration date in order to allow for a smooth transition to the new vendor. In the end, it was decided, with input from the Agency CIOs, to postpone the competitive RFP effort because (1) there were significant data center scope changes that would adversely impact a competitive procurement, and (2) the MTA needed vendor stability for a reasonable period after the migration and Mainframe Refresh were implemented, so as to mitigate service disruption risks associated with the MTA's critical applications.

The most significant scope change issue pertains to the MTA's Automated Fare Collection system (MetroCards). The MTA is moving forward with a transition to a new fare collection system to be based on newer technologies and opportunities. To that end, a New Fare Payment Systems group has been charged with developing and implementing the MTA's fare payment system of the future. A proper Data Center scope to support a competitive procurement, cannot be completed until a technical approach for the new fare payment system is established. The other major scope changes pertain to the migration of the SIDC to NYC Transit Data Center locations at 2 Broadway and 130 Livingston; the ongoing consolidation of 34 MTA-operated data centers into the two NYC Transit data centers; and in-sourcing of the midrange environment.

All of these activities are scheduled to take place over the next few years. Moreover, the same NYC Transit resources are required to manage the Data Center migration; transition to in-source midrange operations; and prepare, evaluate and help negotiate a competitive RFP. The current plan, which is supported by the Agency CIOs, calls for the award of a new Data Center Services contract on or about October 2017, eight months prior to the expiration date of ASWO #87, to allow for a smooth transition to the new vendor.

Schedule H: Modifications to Miscellaneous and Personal Service Contracts



New York City Transit

Item Number: 8

Vendor Name (& Location)

Henry Brothers Electronics, Inc. (Fairlawn, NJ)

Description

Preventive and remedial maintenance for security systems at two revenue facility sites and a remote site.

Contract Term (including Options, if any)

April 1, 2008 – March 31, 2013

Option(s) included in Total Amount? ☒ Yes ☐ No ☐ n/aProcurement Type ☒ Competitive ☐ Non-competitiveSolicitation Type ☐ RFP ☐ Bid ☒ Other: Modification

Funding Source

☒ Operating ☐ Capital ☐ Federal ☐ Other:

Requesting Dept/Div & Dept/Div Head Name:

Division of Revenue Control, Alan Putre

Contract Number

06G9430

AWO/Modification #

5

Original Amount:	\$	1,298,500
Option Amount:	\$	1,318,908
Total Amount:	\$	2,617,408

Prior Modifications:	\$	1,235,318
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Prior Budgetary Increases:	\$	0
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Current Amount:	\$	3,852,726
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This Request:	\$	579,278
		(Est.)

% of This Request to Current Amount:	15.0%
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% of Modifications (including This Request) to Total Amount:	69.3%
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Discussion:

This modification is to extend the contract for one year through March 31, 2014 and upgrade existing, outdated DVRs. Under this contract, Henry Brothers Electronics, Inc. (HBE) provides preventive and remedial maintenance for security systems at the Consolidated Revenue Facility (CRF) shared by NYC Transit and MTA Bridges and Tunnels (B&T), a reviewing and access control station at a B&T remote site and at a NYC Transit's disaster recovery site to ensure that all electronic intrusion detection devices, access control and CCTV equipment, including approximately 700 cameras, and related software are in good working order.

Under this modification, the contract will be extended for an additional year for services at the CRF and other sites while a new five year contract is solicited. This modification also includes the replacement of 13 existing DVRs located at the CRF with 13 new DVRs. The DVRs to be replaced are five years old and have reached the end of their useful life. The remaining 32 DVRs at the CRF will be replaced at a later date.

Following negotiations with HBE, the agreed upon cost is \$739,278 including \$424,800 for monthly preventive and remedial maintenance of the security systems at the CRF and other sites, which reflects a 2.5% increase, 5% less than what has been consistent with the contract's yearly escalation allowance. There is also \$200K set aside as a contingency for task order work, which is allowed under the contract at established labor rates and mark-up on any material. The balance is for the replacement of the 13 DVRs. The cost of the DVRs being purchased is 33% less than prices offered to other customers utilizing HBE's NYS Office of General Services contract. Labor rates, which were not increased for the last extension, will increase by 2%. Based upon the aforementioned, the price of this modification is considered fair and reasonable. The total cost of \$739,278 will be offset by the projected remaining contract balance of \$160,000, resulting in a net cost of \$579,278 for this modification.

Staff Summary



New York City Transit

Page 1 of 2

Item Number: 1
Division & Division Head Name: VP Materiel, Stephen M. Plochochi

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Board Reviews

Order	To	Date	Approval	Info	Other

Internal Approvals

Order	Approval	Order	Approval
1	Materiel <i>[Signature]</i>	5 X	Capital Program Mgmt.
2	Law	6 <i>[Signature]</i>	Executive VP
3 X	Operating Budget	<i>[Signature]</i>	President
4 X	Capital Budget		

SUMMARY INFORMATION

Vendor Name	Contract Number
RFP Authorizing Resolution	TBD
Description	
New York City Transit Network Infrastructure Upgrade	
Total Amount	
TBD	
Contract Term (including Options, if any)	
7 Years	
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 checked="" type="checkbox"/> Operating <input checked="" type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other	

I. PURPOSE/RECOMMENDATION:

To request that the Board adopt a resolution declaring that competitive bidding is impractical or inappropriate, and that, pursuant to Subdivision 9(f) of Section 1209 of the Public Authorities Law, it is in the public interest to issue a competitive Request for Proposal (RFP) to design, furnish and install data communications hardware, software and an enterprise management system for a network infrastructure upgrade at three NYC Transit core data center locations (2 Broadway, 130 Livingston Street, Rail Control Center), six concentrator locations and 250 smaller remote wide area network locations throughout the Boroughs. This Capital project will be managed by NYC Transit Technology and Information Services (TIS).

II. DISCUSSION:

The existing NYC Transit data network infrastructure was installed approximately 20 years ago and consists of over 1200 network devices. A significant portion of the current data infrastructure has reached end of life and is costly to maintain. Support of network components is difficult and the existing infrastructure has limited functionality as TIS tries to incorporate new technologies such as virtualization, storage area networks to support disaster recovery and other systems into the NYC Transit environment.

The project encompasses creating a fully redundant core data network to support storage area network and application redundancy across the three core data centers and upgrade user access to the applications at facilities throughout the five Boroughs. These systems support NYC Transit key applications such as HASTUS (train scheduling system), PA/CIS, MetroCard Operations, SPEAR (asset management), UTS (timekeeping), KRONOS (timekeeping) and Law Department applications. These applications are vital to NYC Transit core business and must be included in a disaster recovery/business continuity plan to insure continued access in the event of a disaster. The intent is to enhance support and services by including wireless capabilities, minimize system downtime and provide disaster recovery capability in a controlled and safe environment at the NYC Transit core data center locations. Additionally, there are over 250 remote locations throughout the five boroughs that need to have network hardware components replaced. At these locations, user accessibility is limited by current transmission technology that was implemented over 15 years ago. This transmission technology is static and slow by today's standards, limiting the remote users' experience for application and Internet access. It does not allow for future growth and will not support voice, data and video convergence. TIS's goal is to replace the hardware in several phases over a two year period. The contract will provide an extended maintenance agreement for hardware and software support including software updates and fixes. The other Agencies were consulted but opted out of this procurement since they have standardized their network hardware and are committed to maintaining a state of good repair with their current providers. NYC Transit will, however, consult the other Agencies in the event that their current network provider is a finalist for award of this contract.

Staff Summary



New York City Transit

Page 2 of 2

The RFP process will allow NYC Transit to arrive at the best overall proposal through negotiations and evaluation based on criteria that reflect the critical needs of the Agency. This procurement method is preferred as it provides NYC Transit with the ability to carefully evaluate a firm's capabilities and experience in the design, software and hardware development, integration, installation and implementation of the combined system.

III. D/M/WBE INFORMATION

The goals for this project have not been determined.

IV. ALTERNATIVES:

Issue an Invitation for Bids (IFB). Not recommended given the complex technology, the negotiating flexibility and the advantages offered by the RFP process.

V. IMPACT ON FUNDING:

This project is funded by the MTA.

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Schedule H: Modifications to Personal Service Contracts and Miscellaneous Service Contracts

Item Number **1** (Final)

Vendor Name (& Location) WSP-Sells, Briarcliff Manor, NY STV Incorporated, New York, NY HNTB New York Engineering & Architecture, P.C., New York, NY Jacobs Civil Consultants, Inc.*, New York, NY Gannett Fleming Engineers and Architects, P.C., New York, NY		Contract Number PSC-06-2807A PSC-06-2807B PSC-06-2807C PSC-06-2807D PSC-06-2807E	AWO/Modification #
Description Miscellaneous Design Services on an As-Needed Basis		Original Amount: \$12,000,000	
Contract Term (including Options, if any) October 26, 2007 - May 31, 2014 (A) November 1, 2007 - May 31, 2014 (B) February 14, 2008 - May 31, 2014 (C) October 23, 2008 - May 31, 2014 (D) August 14, 2008 - May 31, 2014 (E)		Prior Modifications: \$10,000,000	
Option(s) included in Total Amount? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		Prior Budgetary Increases: N/A	
Procurement Type <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive		Current Amount: \$22,000,000	
Solicitation Type <input checked="" type="checkbox"/> RFP <input type="checkbox"/> Bid <input type="checkbox"/> Other:		This Request: Aggregate NTE \$8,500,000	
Funding Source <input checked="" type="checkbox"/> Operating <input checked="" type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other:		% of This Request to Current Amount: 39%	
Requesting Dept/Div & Dept/Div Head Name: Engineering & Construction, Joe Keane, P.E.		% of Modifications (including This Request) to Original Amount: 154%	

Discussion:

B&T is seeking Board approval under the All-Agency Guidelines for Procurement of Services to increase funding under five personal service contracts for miscellaneous design services on an as-needed basis in the aggregate amount of \$8,500,000. Consistent with the Procurement Guidelines these amendments constitute a substantial change. Contracts PSC-06-2807A through PSC-06-2807E were awarded pursuant to a competitive proposal process to the above five firms in an aggregate amount not to exceed \$12M over a period of five years. The aggregate amount has subsequently been increased to \$22M and the contracts have been extended through May 31, 2014. Under these contracts B&T issues work orders to perform various projects, which typically include design scoping, designing safety and red flag repairs, deck repairs, structural steel repairs, value engineering, condition inspections and engineering investigations. Through February 4, 2013, work orders totaling over \$19.8M have been awarded or are in the process of being awarded. Through the remainder of 2013, B&T estimates another \$10.6M in work orders will be required. Activity under these contracts has significantly increased due in large part to the impact that Superstorm Sandy has had on our facilities and operations. B&T has determined that continuing to acquire these types of services by utilizing these miscellaneous design contracts is administratively more cost effective and time efficient than soliciting these services under separate RFPs. A new group of contracts for these requirements is in the solicitation process and is anticipated to be awarded in the third quarter of 2013.

The additional funding requested under this amendment will support essential miscellaneous design needs in the 2012-14 Major Maintenance Budget, 2010-14 Capital Program and for Sandy restoration projects until new contracts are awarded. The consultants will be compensated in accordance with the rates included in the contracts. Based on the above, the aggregate value of \$8,500,000 under the prospective contract amendments is considered fair and reasonable.

* PSC-06-2807D was awarded to Edwards & Kelcey, Inc. which was purchased by Jacobs Civil Consultants, Inc. (JCCI) and later assigned to JCCI.

Schedule H: Modifications to Personal Service Contracts and Miscellaneous Service Contracts

Item Number 2 (Final)

Vendor Name (& Location) Henningson, Durham & Richardson Architecture and Engineering, PC		Contract Number PSC-10-2885	AWO/Modification #
Description Design and Construction Support Services for Project MP-03, Electrical and Mechanical Rehabilitation at the Marine Parkway - Gil Hodges Memorial Bridge			
Contract Term (Including Options, if any) December 28, 2011 - February 27, 2014		Original Amount: \$1,499,542.19	
Option(s) Included in Total Amount? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		Prior Modifications: N/A	
Procurement Type <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive		Prior Budgetary Increases: N/A	
Solicitation Type <input checked="" type="checkbox"/> RFP <input type="checkbox"/> Bid <input type="checkbox"/> Other:		Current Amount: \$1,499,542.19	
Funding Source <input type="checkbox"/> Operating <input checked="" type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other:		This Request: \$787,281.77	
Requesting Dept/Div & Dept/Div Head Name: Engineering & Construction, Joe Keane, P.E.		% of This Request to Current Amount: 52.5%	
		% of Modifications (Including This Request) to Original Amount: 52.5%	

Discussion:

B&T is seeking Board approval under the All-Agency Guidelines for Procurement of Services to amend this contract with Henningson, Durham & Richardson Architecture and Engineering, PC (HDR) for funding to perform additional design and engineering services at the Marine Parkway - Gil Hodges Memorial Bridge. The scope of work for this Contract, approved by the Board in December 2011, encompassed findings in the 2009 Biennial Inspection and various feasibility studies performed in 2010. However, the 2012 Biennial Inspection and additional design inspection performed under this Contract revealed new field conditions. Based on the information contained in those reports, the additional services required under this amendment include: (i) fire alarm system upgrades; (ii) closed circuit television system upgrades; (iii) a motor drive upgrade/replacement at the span; (iv) droop cable replacement (power and communication cables required for safe bridge operation installed between the towers and the lift span); (v) a lift span transverse balancing investigation; and (vi) an electrical and mechanical system service life evaluation for a total amount of \$787,281.77. Consistent with the Procurement Guidelines this amendment constitutes a substantial change.

HDR submitted a proposal in the amount of \$787,281.77. The Engineer's estimate is \$743,000. Based on further review of the scope and discussions with the consultant, HDR's proposed cost was accepted. This amount is 6% above the estimate and is fair and reasonable. Funding for this amendment is available in the 2010 - 2014 Capital Program under Project MP-03.

Schedule H: Modifications to Personal Service Contracts and Miscellaneous Service Contracts

Item Number 3 (Final)

Vendor Name (& Location) HNTB New York Engineering and Architecture, PC, New York, NY		Contract Number PSC-10-2875	AWO/Modification #
Description Design and Construction Support Services for Project MP-06, Substructure and Underwater Work at the Marine Parkway - Gil Hodges Memorial Bridge			
Contract Term (including Options, if any) February 28, 2011 - October 27, 2014		Original Amount: \$2,034,545.00	
Option(s) included in Total Amount? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		Prior Modifications: \$90,578.00	
Procurement Type <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive		Prior Budgetary Increases: \$0.00	
Solicitation Type <input checked="" type="checkbox"/> RFP <input type="checkbox"/> Bid <input type="checkbox"/> Other:		Current Amount: \$2,125,123.00	
Funding Source <input type="checkbox"/> Operating <input checked="" type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other:		This Request: \$287,047.00	
Requesting Dept/Div & Dept/Div Head Name: Engineering & Construction, Joe Keane, P.E.		% of This Request to Current Amount: 13.5%	
		% of Modifications (including This Request) to Original Amount: 18.6%	

Discussion:

B&T is seeking Board approval under the All-Agency Guidelines for Procurement of Services to amend this contract with HNTB New York Engineering and Architecture, PC (HNTB) for funding to perform the following services at the Marine Parkway - Gil Hodges Memorial Bridge: (i) design a fireboat mooring platform to enable New York City Fire Department (NYCFD) fireboats to anchor at the tower pier fender system; (ii) design manual dry standpipe risers in accordance with NYCFD and NFPA requirements; (iii) design a corrosion protection system for piers and additional repairs for fenders; (iv) repackage abutment repairs and electrical work; and (v) perform additional design reviews in an amount totaling \$287,047. Consistent with the Procurement Guidelines this amendment together with the previous amendments totaling \$90,578 constitutes a substantial change.

This contract was approved by the Board in December 2010 and awarded to HNTB in February 2011. The Contract requires the Consultant to provide design and construction support services for underwater rehabilitation and repair work. Additional funds are required for the services described above. HNTB submitted a proposal in the amount of \$289,195. The Engineer's estimate is \$306,326. Negotiations resulted in a cost of \$287,047, which is 6.3% below the estimate and is fair and reasonable. Funding for this amendment is available in the 2010 - 2014 Capital Program under Project MP-06.

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METROPOLITAN TRANSPORTATION AUTHORITY
CONSOLIDATED ACCRUAL STATEMENT OF OPERATIONS BY CATEGORY
2012 ADOPTED BUDGET AND FINAL ESTIMATE vs. PRELIMINARY ACTUAL
(\$ in millions)

NON-REIMBURSABLE							
	2012			Favorable/(Unfavorable) Variance			
	Adopted Budget	Final Estimate	Preliminary Actual	Adopted Budget		Final Estimate	
				\$	%	\$	%
Revenue							
Farebox Revenue	\$5,050.1	\$5,010.7	\$5,064.0	\$14.0	0.3	\$53.3	1.1
Vehicle Toll Revenue	1,510.5	1,479.9	1,491.0	(19.5)	(1.3)	11.0	0.7
Other Operating Revenue	524.5	535.7	560.1	35.6	6.8	24.3	4.5
Capital and Other Reimbursements	0.0	0.0	0.0	0.0	0.0	0.0	-
Total Revenue	\$7,085.1	\$7,026.4	\$7,115.1	\$30.0	0.4	\$88.7	1.3
Expenses							
Labor:							
Payroll	\$4,202.3	\$4,232.6	\$4,205.8	(\$3.5)	0.0	\$26.8	0.6
Overtime	459.7	571.8	574.1	(114.4)	(24.9)	(2.3)	(0.4)
Health and Welfare	862.5	867.2	840.7	21.8	2.5	26.5	3.1
OPEB Current Payment	434.6	427.6	410.1	24.5	5.6	17.5	4.1
Pensions	1,303.4	1,329.1	1,331.4	(28.0)	(2.1)	(2.2)	(0.2)
Other Fringe Benefits	510.8	559.0	561.8	(50.8)	(9.9)	(2.8)	(0.5)
Reimbursable Overhead	(329.8)	(316.8)	(307.1)	(22.7)	(6.9)	(9.7)	(3.0)
Total Labor Expenses	\$7,443.7	\$7,670.7	\$7,616.6	(\$172.8)	(2.3)	\$64.1	0.7
Non-Labor:							
Electric Power	\$513.6	\$501.6	\$483.8	\$19.7	3.8	\$7.7	1.5
Fuel	276.2	263.9	249.5	26.7	9.7	14.4	5.5
Insurance	22.9	20.1	7.5	15.4	67.3	12.6	62.8
Claims	204.6	189.8	178.8	25.8	12.6	10.9	5.6
Paratransit Service Contracts	404.2	368.8	358.0	46.2	11.4	8.8	2.4
Maintenance and Other Operating Contracts	533.8	541.2	458.0	75.7	14.2	83.2	15.4
Professional Service Contracts	270.1	280.2	272.1	(2.0)	(0.7)	8.1	2.9
Materials & Supplies	490.7	476.2	433.3	57.5	11.7	42.9	9.0
Other Business Expenses	153.6	141.0	125.4	28.2	18.4	15.6	11.1
Total Non-Labor Expenses	\$2,869.6	\$2,780.8	\$2,576.4	\$293.2	10.2	\$204.4	7.4
Other Expense Adjustments:							
Other	\$35.8	\$58.8	\$62.6	(\$26.8)	(74.7)	(\$3.8)	(6.5)
General Reserve	100.0	0.0	0.0	100.0	100.0	0.0	-
Total Other Expense Adjustments	\$135.8	\$58.8	\$62.6	\$73.220	53.9	(\$3.8)	(6.5)
Total Expenses Before Depreciation	\$10,449.1	\$10,510.3	\$10,255.6	\$193.5	1.9	\$254.7	2.4
Depreciation	\$2,179.0	\$2,181.9	\$2,130.0	\$48.9	2.2	\$51.9	2.4
Other Post Employment Benefits	1,256.0	1,721.1	1,727.4	(471.3)	(37.5)	(6.2)	(0.4)
Environmental Remediation	8.7	4.7	10.0	(1.3)	(15.2)	(5.3)	-
Total Expenses	\$13,892.8	\$14,418.0	\$14,123.0	(\$226.9)	(1.6)	\$300.3	2.1
Net Surplus/(Deficit)							
<i>(Excluding Subsidies and Debt Service)</i>	(\$6,807.8)	(\$7,391.7)	(\$7,007.9)	(\$200.2)	(2.9)	\$383.7	5.2
Subsidies	\$5,415.5	\$5,516.3	\$5,320.5	(\$95.0)	(1.8)	(\$195.8)	(3.5)
Debt Service	\$2,129.2	\$2,072.5	\$2,059.4	\$70.8	3.3	\$14.1	0.7
Totals may not add due to rounding							

METROPOLITAN TRANSPORTATION AUTHORITY
CONSOLIDATED ACCRUAL STATEMENT OF OPERATIONS BY CATEGORY
2012 ADOPTED BUDGET AND FINAL ESTIMATE vs. PRELIMINARY ACTUAL
(\$ in millions)

REIMBURSABLE		2012		Favorable(Unfavorable) Variance			
	Adopted Budget	Final Estimate	Preliminary Actual	Adopted Budget		Final Estimate	
	\$			\$	%	\$	%
Revenue							
Farebox Revenue	\$0.0	\$0.0	\$0.0	\$0.0	-	\$0.0	-
Vehicle Toll Revenue	0.0	0.0	0.0	0.0	-	0.0	-
Other Operating Revenue	0.0	0.0	0.0	0.0	-	0.0	-
Capital and Other Reimbursements	1,438.1	1,403.9	1,344.2	(93.9)	(6.5)	(59.8)	(4.3)
Total Revenue	\$1,438.1	\$1,403.9	\$1,344.2	(\$93.9)	(6.5)	(\$59.8)	(4.3)
Expenses							
Labor:							
Payroll	\$518.0	\$486.3	\$464.3	\$53.7	10.4	\$22.0	4.5
Overtime	93.1	105.2	108.8	(13.7)	(14.7)	(1.6)	(1.5)
Health and Welfare	55.8	53.9	51.4	4.3	7.8	2.4	4.6
OPEB Current Payment	0.0	0.0	0.0	0.0	-	0.0	-
Pensions	51.5	66.7	65.2	(13.8)	(26.8)	1.4	2.2
Other Fringe Benefits	141.5	136.5	131.1	10.4	7.4	5.4	4.0
Reimbursable Overhead	328.5	316.1	308.7	20.8	6.3	7.4	2.3
Total Labor Expenses	\$1,189.3	\$1,164.6	\$1,127.6	\$81.8	5.2	\$37.0	3.2
Non-Labor:							
Electric Power	\$0.3	\$0.4	\$0.8	(\$0.5)	-	(\$0.4)	(86.1)
Fuel	0.0	0.0	0.0	(0.0)	(2.8)	0.0	47.4
Insurance	10.8	8.7	7.9	2.9	26.5	0.8	9.2
Claims	0.0	0.0	0.0	0.0	-	0.0	-
Paratransit Service Contracts	0.0	0.0	1.5	(1.5)	-	(1.5)	-
Maintenance and Other Operating Contracts	63.6	69.7	68.6	(5.0)	(7.8)	1.2	1.7
Professional Service Contracts	43.3	42.3	37.3	6.0	13.9	5.1	12.0
Materials & Supplies	126.5	111.2	95.7	29.8	23.8	15.5	13.9
Other Business Expenses	5.3	6.8	4.8	0.5	8.7	2.0	29.8
Total Non-Labor Expenses	\$248.7	\$239.3	\$218.6	\$32.2	12.9	\$22.7	9.6
Other Expense Adjustments:							
Other	\$0.0	\$0.0	\$0.0	\$0.0	-	\$0.0	-
Total Other Expense Adjustments	0.0	0.0	0.0	0.0	-	0.0	-
Total Expenses Before Depreciation	\$1,438.1	\$1,403.9	\$1,344.2	\$83.9	6.5	\$59.8	4.3
Depreciation	\$0.0	\$0.0	\$0.0	\$0.0	-	\$0.0	-
Other Post Employment Benefits	0.0	0.0	0.0	\$0.0	-	\$0.0	-
Total Expenses	\$1,438.1	\$1,403.9	\$1,344.2	\$83.9	6.5	\$59.8	4.3
Net Surplus/(Deficit)							
<i>(Excluding Subsidies and Debt Service)</i>	\$0.0	\$0.0	(\$0.0)	(\$0.0)	-	(\$0.0)	-

Totals may not add due to rounding

METROPOLITAN TRANSPORTATION AUTHORITY
CONSOLIDATED ACCRUAL STATEMENT OF OPERATIONS BY CATEGORY
2012 ADOPTED BUDGET AND FINAL ESTIMATE vs. PRELIMINARY ACTUAL
(\$ in millions)

NON-REIMBURSABLE/REIMBURSABLE

	2012			Favorable/(Unfavorable) Variance			
	Adopted Budget	Final Estimate	Preliminary Actual	Adopted Budget		Final Estimate	
				\$	%	\$	%
Revenue							
Farebox Revenue	\$5,050.1	\$5,010.7	\$5,064.0	\$14.0	0.3	\$53.3	1.1
Vehicle Toll Revenue	1,510.5	1,478.9	1,491.0	(19.5)	(1.3)	11.0	0.7
Other Operating Revenue	524.5	535.7	560.1	35.6	6.8	24.3	4.5
Capital and Other Reimbursements	1,438.1	1,403.9	1,344.2	(93.9)	(6.5)	(59.8)	(4.3)
Total Revenue	\$8,523.1	\$8,430.3	\$8,459.2	(\$63.9)	(0.7)	\$28.9	0.3
Expenses							
Labor:							
Payroll	\$4,720.3	\$4,718.9	\$4,670.2	\$50.2	1.1	\$48.8	1.0
Overtime	552.8	677.0	680.9	(128.1)	(23.2)	(3.9)	(0.6)
Health and Welfare	918.3	921.1	892.2	26.2	2.8	26.9	3.1
OPEB Current Payment	434.6	427.6	410.1	24.5	5.6	17.5	4.1
Pensions	1,354.9	1,395.8	1,396.6	(41.7)	(3.1)	(0.8)	0.0
Other Fringe Benefits	652.3	665.5	692.6	(40.3)	(6.2)	2.9	0.4
Reimbursable Overhead	(0.3)	(0.7)	1.8	(1.9)	-	(2.3)	-
Total Labor Expenses	\$8,633.0	\$8,836.3	\$8,744.2	(\$111.2)	(1.3)	\$91.1	1.0
Non-Labor:							
Electric Power	\$513.8	\$502.0	\$494.6	\$19.1	3.7	\$7.4	1.5
Fuel	276.2	263.9	249.5	26.7	9.7	14.4	5.6
Insurance	33.7	28.8	15.4	18.3	54.3	13.4	46.6
Claims	204.8	189.8	178.8	25.8	12.6	10.9	5.8
Paratransit Service Contracts	404.2	366.8	359.5	44.7	11.1	7.3	2.0
Maintenance and Other Operating Contracts	597.3	611.0	528.6	70.7	11.8	84.4	13.8
Professional Service Contracts	313.4	322.5	309.3	4.0	1.3	13.2	4.1
Materials & Supplies	616.3	587.4	529.0	87.3	14.2	58.4	9.9
Other Business Expenses	158.9	147.9	130.2	28.7	18.0	17.7	12.0
Total Non-Labor Expenses	\$3,118.4	\$3,020.1	\$2,783.0	\$326.4	10.4	\$227.1	7.5
Other Expense Adjustments:							
Other	\$35.8	\$58.8	\$62.6	(\$26.8)	(74.7)	(\$3.8)	(6.5)
General Reserve	100.0	0.0	0.0	100.0	100.0	0.0	-
Total Other Expense Adjustments	\$135.8	\$58.8	\$62.6	\$73.220	53.8	(\$3.8)	(6.5)
Total Expenses Before Depreciation	\$11,867.2	\$11,914.2	\$11,599.8	\$287.4	2.4	\$314.4	2.6
Depreciation	\$2,179.0	\$2,181.9	\$2,130.0	\$48.9	2.2	\$51.9	2.4
Other Post Employment Benefits	1,258.0	1,721.1	1,727.4	(471.3)	(37.5)	(6.2)	(0.4)
Environmental Remediation	8.7	4.7	10.0	(1.3)	(15.2)	(5.3)	-
Total Expenses	\$15,330.9	\$15,822.0	\$15,467.2	(\$136.0)	(0.9)	\$380.1	2.3
Net Surplus/(Deficit)							
<i>(Excluding Subsidies and Debt Service)</i>	(\$6,807.8)	(\$7,391.7)	(\$7,007.9)	(\$200.2)	(2.9)	\$383.7	5.2
Subsidies	\$5,415.5	\$5,516.3	\$292.8	(\$5,122.7)	(94.6)	(\$5,223.5)	(94.7)
Debt Service	\$2,129.2	\$2,072.5	\$2,058.4	\$70.8	3.3	\$14.1	0.7

Totals may not add due to rounding

METROPOLITAN TRANSPORTATION AUTHORITY
CONSOLIDATED ACCRUAL STATEMENT OF OPERATIONS BY CATEGORY
EXPLANATION OF VARIANCES BETWEEN FINAL ESTIMATE AND PRELIMINARY ACTUAL - ACCRUAL BASIS
December 2012 Year-to-Date
(\$ in millions)

DECEMBER 2012 YEAR-TO-DATE				
Generic Revenue or Expense Category	Nonreimb or Reimb	Favorable (Unfavorable) Variance		Reason for Variance
		\$	%	
Farebox Revenue	NR	\$53.3	1.1	NYCT was favorable by \$54.2M due primarily to revised assumptions relating to Tropical Storm Sandy ("Sandy") and higher subway/bus revenue and fare media liability revenue of \$20.4M. MTA Bus was favorable by \$2.6M mainly due to higher-than-estimated ridership, while lower-than-estimated ridership resulted in unfavorable variances at MNR and the LIRR of (\$2.6M) and (\$1.0M), respectively.
Toll Revenue	NR	\$11.0	0.7	Toll revenues were higher due to greater than anticipated traffic volume.
Other Operating Revenue	NR	\$24.3	4.5	Higher revenues reflect favorable outcomes of \$24.7M at the LIRR resulting from prior-period leased-land line right-of-way rental revenue adjustments, \$3.0M at MNR due to higher advertising and net GCT retail revenue, \$1.8M at B&T due to higher revenue from the Battery Parking Garage and E-ZPass administrative fees, and \$1.5M at MTA Bus due to greater student fare reimbursements, insurance recoveries, scrap sales and miscellaneous income. These outcomes were partially offset by unfavorable results of (\$4.8M) at FMTAC, reflecting a negative shift in the market value of the invested asset portfolio, (\$1.2M) at MTA HQ due to lower rental income and the timing of sales at the Transit Museum, and (\$0.7M) at NYCT due to lower advertising revenue and Transit Adjudication Bureau (TAB) fees.
Payroll	NR	\$26.8	0.6	NYCT had a favorable variance of \$24.7M, a portion of which reflects revised timing assumptions for work relating to Sandy, which is still under review. The LIRR was \$5.8M favorable primarily due to lower retiree payments, lower rates, higher vacancies and vacation accrual adjustments. SIR was favorable by \$2.7M due to retroactive accrual adjustments pertaining to the recent labor contract. MNR had a \$2.6M favorable variance mostly due to vacancies. These results were partially offset by unfavorable variances of (\$12.0M) at MTA Bus which was mostly attributable to higher rates of pay and Sandy, and (\$1.1M) at MTAHQ, which was mostly attributable to vacation accruals.
Overtime	NR	(\$2.3)	(0.4)	The unfavorable outcome largely reflects the impact of Sandy and higher maintenance and vacancy/absentee coverage requirements totaling: (\$4.1M) at NYCT, (\$2.6M) at MTA Bus, and (\$2.3M) at MTA HQ. These outcomes were partially offset by favorable results primarily due to the timing of weather-related overtime and lower rolling stock maintenance of \$5.0M at the LIRR and \$1.8M at MNR. (See Overtime Decomposition Report for more details)

* Variance Exceeds 100%

METROPOLITAN TRANSPORTATION AUTHORITY
CONSOLIDATED ACCRUAL STATEMENT OF OPERATIONS BY CATEGORY
EXPLANATION OF VARIANCES BETWEEN FINAL ESTIMATE AND PRELIMINARY ACTUAL - ACCRUAL BASIS
December 2012 Year-to-Date
(\$ in millions)

DECEMBER 2012 YEAR-TO-DATE				
Generic Revenue or Expense Category	Nonreimb or Reimb	Favorable (Unfavorable) Variance		Reason for Variance
		\$	%	
Health and Welfare	NR	\$28.5	3.1	NYCT was favorable by \$20.8M due to lower rates, the receipt of prior year prescription drug benefit credits, and revised timing assumptions for work related to Sandy. MNR, B&T, and the LIRR were favorable by \$6.1M, \$0.9M and \$0.3M, respectively, due to vacancies. These results were partially offset by an unfavorable variance at MTA HQ of (\$1.5M) due to higher rates.
OPEB Current Payment	NR	\$17.5	4.1	Lower rates and fewer retirees were mostly responsible for the overall favorable result: \$17.1M at NYCT (which also reflects revised timing assumptions for work related to Sandy); \$4.3M at the LIRR; and \$0.6M at B&T. Partially offsetting these results were unfavorable variances of (\$2.6M) at MTA Bus, (\$1.0M) at MNR, and (\$0.8M) at MTAHQ, mostly due to a higher number of retirees.
Pensions	NR	(\$2.2)	(0.2)	Actuarial re-estimates were mostly responsible for the unfavorable variances at: MNR (\$4.5M); MTA Bus (\$4.5M); and the LIRR (\$2.6M). These results were partially offset by favorable variances of \$6.9M at NYCT which was partly due to revised timing assumptions for work related to Sandy, and \$2.8M at MTAHQ due to timing.
Other Fringe Benefits	NR	(\$2.6)	(0.5)	MTA Bus was unfavorable by (\$12.5M) due to a reclassification of expenses to Other Fringe Benefits from Insurance – this has a zero net impact on total expenses. B&T was (\$2.2M) unfavorable primarily due to an actuarial adjustment for workers compensation. MNR was unfavorable by (\$1.2M) primarily due to higher payroll taxes, employee reimbursements and FELA claims payments. These results were partially offset by favorable variances at NYCT of \$6.7M primarily resulting from underruns in Workers Compensation and FICA expenses. The LIRR was \$6.4M favorable due primarily to the impact of fewer retirees, and lower FELA indemnity payments and Railroad retirement taxes.
Reimbursable Overhead	NR	(\$9.7)	(3.0)	The overall unfavorable result reflects the impact of reduced project activity attributable in part to Sandy – (\$5.4M) at NYCT, (\$3.6M) at MNR, (\$3.0M) at the LIRR, and (\$0.4M) at B&T. These results were partially offset by a favorable variance of \$2.7M at MTAHQ, reflecting the favorable timing of expense recoveries. The overall unfavorable result has a corresponding favorable impact (lower expenses) on the reimbursable budget.

* Variance Exceeds 100%

METROPOLITAN TRANSPORTATION AUTHORITY
CONSOLIDATED ACCRUAL STATEMENT OF OPERATIONS BY CATEGORY
EXPLANATION OF VARIANCES BETWEEN FINAL ESTIMATE AND PRELIMINARY ACTUAL - ACCRUAL BASIS
December 2012 Year-to-Date
(\$ in millions)

DECEMBER 2012 YEAR-TO-DATE				
Generic Revenue or Expense Category	Nonreimb or Reimb	Favorable (Unfavorable) Variance		Reason for Variance
		\$	%	
Electric Power	NR	\$7.7	1.5	The overall favorable outcome primarily reflects the impact of lower rates, consumption (including the impacts of Sandy), and timing: \$20.1M at NYCT; \$3.5M at MNR; \$0.8M at both B&T and SIR, \$0.5M at MTA HQ, and \$0.3M at MTA Bus. These results were partially offset by an unfavorable variance of (\$18.2M) at the LIRR due to an accrual of prior period liabilities (LIPA settlement).
Fuel	NR	\$14.4	5.5	MTA Bus was \$13.6M favorable primarily due to the reversal of a prior year accrual, higher-than-expected CNG tax credits and lower rates. The LIRR was \$1.0M favorable primarily due to lower consumption. Other Agency variances were minor.
Insurance	NR	\$12.6	62.8	MTA Bus was favorable by \$13.4M due to a reclassification of expenses to Other Fringe Benefits from Insurance, mostly Workers Compensation – this has a zero net impact on total expenses. FMTAC was \$0.5M favorable due to timing. Partially offsetting these results were unfavorable variances at MTA HQ of (\$0.7M) due to higher general insurance accruals.
Claims	NR	\$10.9	5.8	FMTAC was \$14.3M favorable due to a reduction in required reserves based on an actuarial re-estimate. Timing was responsible for favorable variances at MTA Bus and MNR of \$2.9M and \$1.6M, respectively. These results were partially offset by unfavorable variances at NYCT and MTAHQ of (\$5.2M) and (\$0.5M), respectively, due to higher payouts. The LIRR was (\$2.3M) unfavorable due to an increase in required reserves based on an actuarial re-estimate.
Paratransit Service Contracts	NR	\$8.8	2.4	Variance due to fewer completed trips, in part due to Sandy, reduced call center activity, and lower fleet maintenance and overhaul requirements.
Maintenance and Other Operating Contracts	NR	\$83.2	15.4	The overall favorable variance was mainly due to repressed spending and the timing of expenses at: B&T by \$37.4M for revised timing assumptions for Sandy-related efforts, Sandy-related delays in regularly scheduled maintenance and painting projects and lower requirements for E-ZPass tag purchases and security and surveillance equipment; MTA Bus by \$11.4M for timing; MNR by \$10.1M for rescheduling maintenance services, and lower M-2 car disposals, office space charges, MTA Police services, and Sandy-related needs; MTA HQ by \$9.3M for Facility Management, 2 Broadway, the EIT Group and IESS; the LIRR by \$9.0M for timing in utilities, environmental services, joint facilities, vegetation management, telecommunications and engineering maintenance (due to Sandy); and NYCT by \$6.2M for painting and building-related expenses.

* Variance Exceeds 100%

METROPOLITAN TRANSPORTATION AUTHORITY
CONSOLIDATED ACCRUAL STATEMENT OF OPERATIONS BY CATEGORY
EXPLANATION OF VARIANCES BETWEEN FINAL ESTIMATE AND PRELIMINARY ACTUAL - ACCRUAL BASIS
December 2012 Year-to-Date
(\$ in millions)

DECEMBER 2012 YEAR-TO-DATE				
Generic Revenue or Expense Category	Nonreimb or Reimb	Favorable (Unfavorable) Variance		Reason for Variance
		\$	%	
Professional Service Contracts	NR	\$8.1	2.9	The overall favorable variance was mainly due to curbed spending and the timing of expenses at: MTA HQ by \$9.0M for hardware/software purchases, McKinsey consulting services, 2 Broadway temporary services and advertising services; B&T by \$1.9M for planning studies and engineering services; MNR by \$1.1M for IT hardware, training, legal services, medical services and employment advertising; and the LIRR by \$0.8M for MTA chargebacks and other professional service contracts. Partially offsetting these results was an unfavorable \$4.2M variance at NYCT mainly due to higher expenses for Worker's Compensation Board and bond services, and an unfavorable variance of (\$0.6M) at MTA Bus.
Materials & Supplies	NR	\$42.9	9.0	The favorable result largely reflects underspending and the timing of expenses at: the LIRR by \$14.4M for vehicle maintenance requirements and inventory obsolescence adjustments; MNR by \$13.5M for lower usage of rolling stock parts and supplies; NYCT by \$10.5M for the timing of maintenance material requirements, and higher scrap and surplus sales; MTA Bus by \$3.9M due to timing; and B&T by \$1.9M, reflecting repressed spending across various areas. These results were partly offset by higher costs of (\$1.2M) at SIR that were incurred to replace materials that were destroyed at the Staten Island Shop due to Sandy.
Other Business Expenses	NR	\$15.6	11.1	MTAHQ was \$16.8M favorable due to the timing of expenses related to the move from Madison Avenue to 2 Broadway. MNR was \$6.0M favorable due to timing differences related to Sandy and overall underspending. MTA Bus was \$1.1M favorable due to timing. NYCT was \$0.7M favorable primarily due to lower Metro Card Vending Machine debit/credit card fees. These results were partially offset by unfavorable variances of (\$6.0M) at the LIRR due to write-offs associated with defective materials and bad debt expenses and (\$3.2M) at FMTAC due to higher general and administrative expenses.
Other Expense Adjustments	NR	(\$3.8)	(6.5)	Variance due to the timing of expenses.
Depreciation	NR	\$51.9	2.4	Primarily due to timing differences in project completions and assets reaching beneficial use.
Other Post Employment Benefits	NR	(\$6.2)	(0.4)	The GASB adjustment reflects the year-to-date value associated with the unfunded accrued liability for post-employment benefits.

* Variance Exceeds 100%

METROPOLITAN TRANSPORTATION AUTHORITY
CONSOLIDATED ACCRUAL STATEMENT OF OPERATIONS BY CATEGORY
EXPLANATION OF VARIANCES BETWEEN FINAL ESTIMATE AND PRELIMINARY ACTUAL - ACCRUAL BASIS
December 2012 Year-to-Date
(\$ in millions)

DECEMBER 2012 YEAR-TO-DATE				
Generic Revenue or Expense Category	Nonreimb or Reimb	Favorable (Unfavorable) Variance		Reason for Variance
		\$	%	
Environmental Remediation	NR	(\$5.3)	*	Higher costs incurred at the LIRR (\$5.5M) and MTA Bus (\$2.3M), were partially offset by lower costs at MNR of \$2.6M.
Capital and Other Reimbursements	R	(\$59.8)	(4.3)	The overall unfavorable result was attributable in part to less project activity due to Sandy, which either halted or delayed projects, and project scope changes at MNR (\$21.7M); NYCT (\$17.3M); the LIRR (\$14.4M); MTA CC (\$3.9M); and MTA Bus (\$3.0M). These results were partially offset by a favorable variance of \$0.5M at SIR.
Payroll	R	\$22.0	4.5	The overall favorable variance was primarily due to timing and scope changes of projects, and higher vacancies.
Overtime	R	(\$1.6)	(1.5)	The overall unfavorable result reflects timing and scope changes of projects: (\$1.4M) at MNR and (\$1.1M) at the LIRR, which were partially offset by a favorable outcome of \$0.8M at NYCT, also reflective of timing impacts.
Health and Welfare	R	\$2.4	4.5	The timing of project activity was responsible for favorable variances of \$0.9M at MTACC, \$0.6M at NYCT, \$0.5M at MNR and \$0.3M at both the LIRR and SIR. These results were partially offset by an unfavorable variance at B&T of (\$0.4M).
Pensions	R	\$1.4	2.2	NYCT was \$1.4 favorable due to lower project activity and MNR was \$0.5M favorable due to a pension cost adjustment. These results were partially offset by an unfavorable variance of (\$0.8M) at the LIRR due mostly to an actuarial re-estimate.
Other Fringe Benefits	R	\$5.4	4.0	The timing of project activity was mostly responsible for favorable variances of \$4.1M at NYCT, \$0.8M at MTACC, and \$0.7M at the LIRR.
Reimbursable Overhead	R	\$7.4	2.3	The favorable result largely reflects the impact of changes in project activity levels and timing: \$5.4M at NYCT, \$3.0M at the LIRR, \$1.5M at MNR, and \$0.4M at B&T. These favorable outcomes were partially offset by an unfavorable result of (\$2.7M) at MTA HQ due to the timing of expense recovery billings.

* Variance Exceeds 100%

METROPOLITAN TRANSPORTATION AUTHORITY
CONSOLIDATED ACCRUAL STATEMENT OF OPERATIONS BY CATEGORY
EXPLANATION OF VARIANCES BETWEEN FINAL ESTIMATE AND PRELIMINARY ACTUAL - ACCRUAL BASIS
December 2012 Year-to-Date
(\$ in millions)

Generic Revenue or Expense Category	Nonreimb or Reimb	DECEMBER 2012 YEAR-TO-DATE		
		Favorable (Unfavorable) Variance		Reason for Variance
		\$	%	
Electric Power	R	(\$0.4)	(86.1)	Agency variances were minor.
Fuel	R	\$0.0	47.4	Agency variances were minor.
Insurance	R	\$0.8	9.2	The LIRR was \$0.5M favorable due to lower Force Account Insurance expenses associated with lower project activity. Other agencies' variances were minor.
Paratransit Service Contracts	R	(\$1.5)	-	Minor variance.
Maintenance and Other Operating Contracts	R	\$1.2	1.7	Favorable results primarily reflect lower costs on the West-of-Hudson Track Program, Cos Cob West Substation, and guard booths at the Stamford and East Bridgeport stations at MNR (\$6.4M). Partially offsetting these results were unfavorable variances of (\$4.8M) at NYCT largely due to higher maintenance services and building-related expenses, and (\$0.5M) at MTA Bus, in part due to timing.
Professional Service Contracts	R	\$5.1	12.0	The overall favorable variance was mainly due to curbed spending and the timing of expenses at: NYCT (\$3.1M) for information technology and various professional services; MTA HQ (\$2.6M) for lower West Side Yard development expenses; MTA CC (\$0.8M) for timing and engineering services; and the LIRR (\$0.6M) for lower project activity. These results were partially offset by unfavorable variances of (\$1.6M) at MNR due to higher costs for the West Haven Station and Radio Frequency Rebanding projects, and an unfavorable variance of (\$0.4M) at MTA Bus, in part due to timing.
Materials & Supplies	R	\$15.5	13.9	Changes in project activity levels, maintenance material requirements, and the timing of payments contributed to favorable results of \$11.7M at MNR, \$6.0M at the LIRR (primarily for ESA) and \$0.8M at MTA Bus. These results were partially offset by an unfavorable variance of (\$2.7M) at NYCT and (\$0.4M) at SIR, also due to timing.
Other Business Expenses	R	\$2.0	29.8	MNR was \$1.9M favorable due to lower expenses related to the PBX Equipment Upgrade, the New Haven Independent Wheel True Shop and the Positive Train Control projects. Timing was responsible for favorable variances at MTACC and the LIRR, totaling \$0.6M and \$0.3M, respectively, partially offset by an unfavorable variance of (\$0.9M) at NYCT.

* Variance Exceeds 100%

METROPOLITAN TRANSPORTATION AUTHORITY
CONSOLIDATED ACCRUAL STATEMENT OF OPERATIONS BY CATEGORY
EXPLANATION OF VARIANCES BETWEEN FINAL ESTIMATE AND PRELIMINARY ACTUAL - ACCRUAL BASIS
December 2012 Year-to-Date
(\$ in millions)

DECEMBER 2012 YEAR-TO-DATE				
Generic Revenue or Expense Category	Nonreimb or Reimb	Favorable (Unfavorable) Variance		Reason for Variance
		\$	%	
Subsidies	NR	(\$195.8)	(3.5)	The variance was due mostly to unfavorable timing accrual differences for PMT (\$118M), City Subsidy to MTA Bus (\$62M) and net real estate revenues (\$9M), as well as unfavorable PBT (\$7M) and CDOT revenues (\$13M), partially offset by favorable MMTOA revenues (\$11M).
Debt Service	NR	\$14.1	0.7	The favorable variance was due to lower than budgeted unhedged variable rates of the commercial paper program.

METROPOLITAN TRANSPORTATION AUTHORITY
2012 Final Estimate vs. Preliminary Actuals
Overtime Reporting
December 2012

The attached table presents consolidated results of overtime on the basis of hours and costs, followed by an overtime legend.

For detailed overtime results please refer to the Agency reports located in the financial reporting sections of Agency operating committee agendas.

Below is a summary of the major consolidated variances for December 2012 (year-to-date).

2012 OVERTIME REPORTING - PRELIMINARY DECEMBER RESULTS (NON-REIMBURSABLE)

Year-to-Date

Total year-to-date overtime was (\$2.1M), or (0.4%), unfavorable to forecast.

Vacancy/Absentee Coverage was (\$4.4M) unfavorable mostly due to vacancies and availability issues at B&T and MTA Bus.

Unscheduled Service was (\$4.3M) unfavorable mostly attributable to NYCT due to vacancy coverage and higher service costs, partially offset by greater employee availability of Bus operators at MTA Bus.

Weather Emergencies was (\$2.9M) unfavorable mostly due to the impact of Tropical Storm Sandy.

Programmatic/Routine Maintenance was (\$1.5M) unfavorable mostly due to intensive maintenance at MTA Bus to improve bus reliability, partially offset by the favorable impact of aggressive management oversight of Maintenance of Equipment at the LIRR and lower car fleet maintenance at MNR.

Other had a favorable variance of \$9.5M (practically all NYCT) due to lower coverage requirements.

Scheduled Service had a favorable variance of \$2.4M, mostly due to less scheduled service operated at MTA Bus due to Tropical Storm Sandy.

Metropolitan Transportation Authority
Preliminary 2012 Overtime Results
Non-Reimbursable/Reimbursable Overtime
(\$ in millions)

NON-REIMBURSABLE OVERTIME

Scheduled Service

Unscheduled Service

Programmatic/Routine Maintenance

Unscheduled Maintenance

Vacancy/Absentee Coverage

Weather Emergencies

Safety/Security/Law Enforcement

Other

TOTAL NON-REIMBURSABLE OVERTIME:

REIMBURSABLE OVERTIME

TOTAL OVERTIME

2012 Adopted Budget		2012 Final Estimate		Actuals		2012 Adopted Budget vs. Actuals		2012 Final Estimate vs. Actuals	
Hours	\$	Hours	\$	Hours	\$	Var. - Fav./Unfav)		Var. - Fav./Unfav)	
						Hours	\$	Hours	\$
1,487,174	\$187.832	1,524,922	\$184.804	1,467,102	\$182.409	20,073	\$5.423	57,820	\$2.395
						1.3%	2.9%	3.8%	1.3%
180,190	76.751	203,858	83.539	184,467	87.834	(4,278)	(11.083)	19,388	(4.295)
						-2.4%	-14.4%	9.5%	-5.1%
923,180	103.045	904,713	137.290	867,383	138.838	55,797	(35.792)	37,330	(1.548)
						6.0%	-34.7%	4.1%	-1.1%
26,755	1.418	21,537	1.491	22,727	1.561	4,028	(0.163)	(1,190)	(0.090)
						15.1%	-11.5%	-5.5%	-6.0%
1,090,751	51.876	1,289,233	78.189	1,404,875	82.581	(314,123)	(30.705)	(115,642)	(4.392)
						-28.8%	-59.2%	-9.0%	-5.6%
208,512	13.467	520,835	52.747	351,920	55.627	(143,408)	(42.160)	168,914	(2.881)
						-68.8%		32.4%	-5.5%
118,638	9.892	167,384	12.619	181,485	13.386	(64,847)	(3.494)	(14,121)	(0.767)
						-55.6%	-35.3%	-8.4%	-6.1%
97,155	14.773	96,507	20.006	85,517	10.538	11,638	4.235	10,990	9.468
						12.0%	28.7%	11.4%	47.3%
4,130,355	\$469.055	4,728,966	\$570.886	4,565,476	\$572.796	(435,121)	(\$113.739)	163,490	(\$2.169)
						-10.5%	-24.8%	3.5%	-0.4%
590,870	\$92.392	556,591	\$104.500	625,046	\$108.235	(34,176)	(\$13.843)	(68,455)	(\$1.735)
4,721,225	\$551.447	5,285,558	\$675.186	5,190,523	\$679.030	(469,297)	(\$127.582)	95,035	(\$3.844)
								1.8%	-0.6%

* Exceeds 100%

NOTES: Totals may not add due to rounding.

Percentages are based on each type of Overtime and not on Total Overtime.

SIR's Overtime information is not included in December's Overtime Decomposition Report. As a result, the YTD budget and actual dollars do not reconcile to the consolidated financial report.

NYCT Overtime hours data unavailable

METROPOLITAN TRANSPORTATION AUTHORITY
2012 Overtime Reporting
Overtime Legend

<u>Type</u>	<u>Definition</u>
<i>Scheduled Service</i>	Crew book/Regular Run/Shift hours (above 8 hours) required by train crews, bus/tower/block operators, transportation supervisors/dispatchers, fare-sales and collection, Train & Engineers, as well as non-transportation workers whose work is directly related to providing service (includes coverage for holidays).
<i>Unscheduled Service</i>	Service coverage resulting from extraordinary events not related to weather, such as injuries, mechanical breakdowns, unusual traffic, tour length, late tour relief, and other requirements that arise that are non-absence related.
<i>Programmatic/Routine Maintenance</i>	<i>Program Maintenance</i> work for which overtime is planned (e.g. Railroad Tie Replacement, Sperry Rail Testing, Running Board Replacement Programs). This also includes <i>Routine Maintenance</i> work for which OT has been planned, as well as all other maintenance <u>not resulting from extraordinary events</u> , including running repairs. Program/Routine maintenance work is usually performed during hours that are deemed more practical in order to minimize service disruptions, and includes contractual scheduled pay over 8 hours.
<i>Unscheduled Maintenance</i>	Resulting from an <u>extraordinary event</u> (not weather-related) requiring the use of unplanned maintenance to perform repairs on trains, buses, subway and bus stations, depots, tracks and administrative and other facilities, including derailments, tour length and weekend coverage.
<i>Vacancy/Absentee Coverage</i>	Provides coverage for an absent employee or a vacant position.
<i>Weather Emergencies</i>	Coverage necessitated by extreme weather conditions (e.g. snow, flooding, hurricane, and tornadoes), as well as preparatory and residual costs.
<i>Safety/Security/Law Enforcement</i>	Coverage required to provide additional customer & employee protection and to secure MTA fleet facilities, transportation routes, and security training.
<i>Other</i>	Includes overtime coverage for clerical, administrative positions that are eligible for overtime.
<i>Reimbursable Overtime</i>	Overtime incurred to support projects that are reimbursed from the MTA Capital Program and other funding sources.

METROPOLITAN TRANSPORTATION AUTHORITY
2012 Adopted Budget and Final Estimate vs. Preliminary Actual
Consolidated Subsidy Accrual Detail
(\$ in millions)

	December 2012 Year-to-Date					
	2012 Final Estimate	Preliminary Actual	Variance	2012 Adopted Budget	Preliminary Actual	Variance
Accrued Subsidies:						
Dedicated Taxes						
Mass Transportation Operating Assistance Fund (MMTOA)	\$1,343.4	1,354.2	10.8	\$1,332.8	1,354.2	21.4
Petroleum Business Tax	607.2	600.2	(7.0)	630.8	600.2	(30.6)
MRT 1 (Gross)	189.2	194.0	4.8	184.3	194.0	9.7
MRT 2 (Gross)	95.8	93.6	(1.9)	93.2	93.6	0.4
Other MRT(b) Adjustments	(8.1)	(8.1)	-	(9.5)	(8.1)	1.4
Urban Tax	388.1	375.8	(12.3)	395.7	375.8	(19.9)
Investment Income	1.0	1.0	-	1.0	1.0	-
	\$2,616.3	\$2,610.7	(5.6)	\$2,628.3	\$2,610.7	(\$17.6)
New State Taxes and Fees						
Payroll Mobility Taxes	1281.4	1,143.1	(118.3)	1234.3	1,143.1	(91.2)
Payroll Mobility Taxes Replacement	255.0	255.0	-	250.0	255.0	5.0
MTA Aid Taxes	306.1	305.6	(0.5)	301.1	305.6	4.4
	\$1,822.5	\$1,703.7	(118.8)	\$1,785.4	\$1,703.7	(\$81.8)
State and Local Subsidies						
NYS Operating Assistance	\$187.9	187.9	-	\$187.9	187.9	-
NYC and Local 18b:						
New York City	160.5	160.5	-	160.8	160.5	(0.3)
Nassau County	11.6	11.6	-	11.6	11.6	-
Suffolk County	7.5	7.5	-	7.5	7.5	-
Westchester County	7.3	7.3	-	7.3	7.3	-
Putnam County	0.4	0.4	-	0.4	0.4	-
Dutchess County	0.4	0.4	-	0.4	0.4	-
Orange County	0.1	0.1	-	0.1	0.1	-
Rockland County	0.0	0.0	-	0.0	0.0	-
CDOT Subsidies	87.1	74.3	(12.8)	99.6	74.3	(25.4)
Station Maintenance	157.4	160.3	3.0	157.4	160.3	2.9
	\$620.3	\$610.4	(9.9)	\$633.2	\$610.4	(\$22.8)
Sub-total Dedicated Taxes & State and Local Subsidies	\$5,069.1	\$4,924.6	(134.3)	\$5,046.9	\$4,924.6	(\$122.1)
City Subsidy to MTA Bus	\$422.5	361.0	(61.5)	\$334.1	361.0	26.9
City Subsidy to SIRTCA	34.6	34.6	-	34.4	34.6	0.2
Total Dedicated Taxes & State and Local Subsidies	\$5,516.3	\$5,320.5	(195.8)	\$5,415.5	\$5,320.5	(\$95.0)
Inter-Agency Subsidy Transactions						
B&T Operating Surplus Transfer	445.9	438.0	(8.0)	484.3	438.0	(26.3)
MTA Subsidy to Subsidiaries	(21.1)	(21.1)	-	0.0	(21.1)	(21.1)
	\$424.9	\$416.9	(8.0)	\$484.3	\$416.9	(\$67.4)
Total Subsidy	\$5,941.2	\$5,737.4	(203.8)	\$5,879.8	\$5,737.4	(\$142.4)

Note: Differences are due to rounding

METROPOLITAN TRANSPORTATION AUTHORITY
2012 Final Estimate vs. Preliminary Actual
Consolidated Subsidy Accrual
Explanation of Variances
(\$ in millions)

December 2012 Year-to-Date

Accrued Subsidies:	Variance \$	Variance %	Explanations
Urban Tax	(12.3)	(3.2%)	The unfavorable variance is primarily due to timing. The accruals represent collections from February 2012 to January 2013.
Payroll Mobility Taxes	(118.3)	(9.4%)	The unfavorable variance is primarily due to timing of booking accruals by MTA Accounting.
CDOT Subsidies	(12.8)	(14.7%)	Primarily due to timing differences in the final recording of 2012 annual subsidies due from CDOT (to be recorded in final 2012 accounting reconciliation.)
City Subsidy to MTA Bus	(81.5)	(14.6%)	The unfavorable variance was due mostly to timing of booking accruals.

Note: Differences are due to rounding.

METROPOLITAN TRANSPORTATION AUTHORITY
2012 ADOPTED BUDGET AND FINAL ESTIMATE vs. PRELIMINARY ACTUAL
DEBT SERVICE
(\$ in millions)

December 2012 Year-to-Date

	2012 Final Estimate	2012 Preliminary Actual	Variance	% Variance	Explanation
Dedicated Tax Fund:					
NYC Transit	\$293.5	\$295.0	(\$1.5)		
Commuter Railroads	62.8	63.5	(0.7)		
Dedicated Tax Fund Subtotal	\$356.3	\$358.5	(\$2.2)	-0.6%	
MTA Transportation Revenue:					
NYC Transit	\$661.4	\$653.8	\$7.6		
Commuter Railroads	423.9	423.2	0.7		
MTA Bus	25.6	27.4	(1.8)		
MTA Transportation Subtotal	\$1,110.9	\$1,104.5	\$6.4	0.6%	
Commercial Paper:					
NYC Transit	\$6.1	\$0.9	\$5.2		Lower than budgeted rates, timing of interest payments.
Commuter Railroads	3.8	0.5	3.3		
MTA Bus	0.2	0.2	0.0		
Commercial Paper Subtotal	\$10.1	\$1.5	\$8.6	85.0%	
2 Broadway COPs:					
NYC Transit	\$4.6	\$4.6	\$0.0		
Bridges & Tunnels	0.7	0.7	(0.0)		
MTA HQ	0.6	0.6	0.0		
2 Broadway COPs Subtotal	\$5.9	\$5.9	\$0.0	0.0%	
TBTA General Resolution (2)					
NYC Transit	\$190.7	\$193.1	(\$2.4)		
Commuter Railroads	86.2	86.4	(0.2)		
Bridges & Tunnels	164.5	159.7	4.8		
TBTA General Resolution Subtotal	\$441.4	\$439.2	\$2.2	0.5%	
TBTA Subordinate (2)					
NYC Transit	\$80.6	\$81.1	(\$0.5)		
Commuter Railroads	35.4	35.6	(0.2)		
Bridges & Tunnels	31.8	32.0	(0.2)		
TBTA Subordinate Subtotal	\$147.8	\$148.7	(\$1.0)	-0.6%	
Total Debt Service	\$2,072.5	\$2,058.4	\$14.1	0.7%	
Debt Service by Agency:					
NYC Transit	\$1,236.9	\$1,228.5	\$8.4		
Commuter Railroads	612.1	609.2	2.9		
MTA Bus	25.8	27.7	(1.8)		
Bridges & Tunnels	197.0	192.4	4.6		
MTA HQ	0.6	0.6	0.0		
Total Debt Service	\$2,072.5	\$2,058.4	\$14.1	0.7%	

Totals may not add due to rounding.

Notes:

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

METROPOLITAN TRANSPORTATION AUTHORITY
2012 ADOPTED BUDGET AND FINAL ESTIMATE vs. PRELIMINARY ACTUAL
DEBT SERVICE
(\$ in millions)

December 2012 Year-to-Date

	2012 Adopted Budget	2012 Preliminary Actual	Variance	% Variance	Explanation
Dedicated Tax Fund:					
NYC Transit	\$314.3	\$295.0	\$19.3		
Commuter Railroads	63.2	63.5	(0.3)		
<i>Dedicated Tax Fund Subtotal</i>	\$377.5	\$358.5	\$19.0	5.0%	Lower than budgeted variable rates.
MTA Transportation Revenue:					
NYC Transit	\$645.9	\$653.8	(\$7.9)		
Commuter Railroads	408.1	423.2	(15.1)		
MTA Bus	17.4	27.4	(10.0)		
<i>MTA Transportation Subtotal</i>	\$1,071.4	\$1,104.5	(\$33.1)	-3.1%	Alignment of refunding savings with the start of the new capital program in 2015.
Commercial Paper:					
NYC Transit	\$22.0	\$0.9	\$21.1		
Commuter Railroads	13.7	0.5	13.2		
MTA Bus	0.3	0.2	0.1		
<i>Commercial Paper Subtotal</i>	\$36.0	\$1.5	\$34.5	95.8%	Lower than budgeted variable rates.
2 Broadway COPs:					
NYC Transit	\$21.9	\$4.6	\$17.3		
Bridges & Tunnels	3.1	0.7	2.4		
MTA HQ	3.0	0.6	2.4		
<i>2 Broadway COPs Subtotal</i>	\$28.0	\$5.9	\$22.1	78.8%	Use of the released debt service reserves to offset debt service payments.
TBTA General Resolution (2)					
NYC Transit	\$188.9	\$193.1	(\$4.2)		
Commuter Railroads	88.8	86.4	2.4		
Bridges & Tunnels	192.7	159.7	33.0		
<i>TBTA General Resolution Subtotal</i>	\$470.4	\$439.2	\$31.2	6.6%	Lower than budgeted debt service as a result of a refunding transaction and lower unhedged variable rates.
TBTA Subordinate (2)					
NYC Transit	\$79.5	\$81.1	(\$1.6)		
Commuter Railroads	34.9	35.6	(0.7)		
Bridges & Tunnels	31.4	32.0	(0.6)		
<i>TBTA Subordinate Subtotal</i>	\$145.9	\$148.7	(\$2.9)	-2.0%	
Total Debt Service	\$2,129.2	\$2,058.4	\$70.8	3.3%	
Debt Service by Agency:					
NYC Transit	\$1,272.5	\$1,228.5	\$44.0		
Commuter Railroads	608.7	609.2	(0.5)		
MTA Bus	17.7	27.7	(10.0)		
Bridges & Tunnels	227.2	192.4	34.9		
MTA HQ	3.0	0.6	2.4		
Total Debt Service	\$2,129.2	\$2,058.4	\$70.8	3.3%	

Totals may not add due to rounding.

Notes:

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

METROPOLITAN TRANSPORTATION AUTHORITY
2012 Final Estimate vs. Preliminary Actual
Subsidy Cash Detail by Agency
(\$ in millions)

December 2012 - Year-to-Date

Cash Subsidies:	NYC Transit			Commuter Railroads			SIR			MTA Bus			MTAHO			TOTAL		
	Final Estimate	Preliminary Actual	Variance	Final Estimate	Preliminary Actual	Variance	Final Estimate	Preliminary Actual	Variance	Final Estimate	Preliminary Actual	Variance	Final Estimate	Preliminary Actual	Variance	Final Estimate	Preliminary Actual	Variance
Dedicated Taxes																		
MRTDA ¹	1865.3	402.4	7.1	1455.0	456.5	3.6	13.1	2.1	11.0	10.0	10.0	0.0	10.0	10.0	0.0	11,343.4	11,354.2	10.8
Petroleum Business Tax	514.3	208.9	(4.8)	90.8	88.9	(0.8)	-	-	-	-	-	-	-	-	-	605.1	599.5	(5.6)
MRT 1 (Gross)	-	-	-	-	-	-	-	-	-	-	-	-	185.3	187.4	2.1	185.3	187.4	2.1
MRT 2 (Gross)	-	-	-	-	-	-	-	-	-	-	-	-	93.1	92.5	(0.6)	93.1	92.5	(0.6)
Other MRT(M) Adjustments *	-	-	-	-	-	-	-	-	-	-	-	-	(32.4)	(32.4)	-	(32.4)	(32.4)	0.0
Urban Tax	383.9	407.5	23.6	-	-	-	-	-	-	-	-	-	-	-	-	383.9	407.5	23.6
Investment Income	-	-	-	1.0	1.0	-	-	-	-	-	-	-	-	-	-	1.0	1.0	0.0
	\$1,783.6	\$1,489.8	428.0	\$846.7	\$546.3	\$12.9	\$1.1	\$1.1	\$8.0	\$6.0	\$6.0	\$6.0	\$246.8	\$247.5	\$1.5	\$2,879.4	\$2,849.5	\$26.2
New State Taxes and Fees																		
Payroll Mobility Tax	1,634.3	1,037.5	3.2	227.0	227.7	0.7	-	-	-	-	-	-	-	-	-	1,361.4	1,365.3	3.9
Payroll Mobility Tax Replacement Fund	208.1	208.1	-	45.0	45.8	-	-	-	-	-	-	-	-	-	-	253.0	253.0	0.0
MTA Aid Taxes ²	192.0	182.2	(0.4)	113.0	113.4	(0.2)	-	-	-	-	-	-	-	-	-	305.1	305.6	(0.5)
	\$1,634.4	\$1,427.8	\$22.6	\$385.0	\$386.9	\$0.3	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$1,622.5	\$1,623.9	\$1.3
State and Local Subsidies																		
NYS Operating Assistance	158.1	158.1	-	28.3	28.3	-	0.6	0.6	-	-	-	-	-	-	-	187.9	187.9	0.0
NYC and Local 16b																		
New York City	158.1	158.1	-	1.9	1.4	(0.5)	0.8	0.8	-	-	-	-	-	-	-	160.5	160.1	(0.5)
Nassau County	-	-	-	11.6	11.6	0.0	-	-	-	-	-	-	-	-	-	11.6	11.6	0.0
Suffolk County	-	-	-	7.5	7.5	0.0	-	-	-	-	-	-	-	-	-	7.5	7.5	0.0
Westchester County	-	-	-	7.3	7.3	(0.0)	-	-	-	-	-	-	-	-	-	7.3	7.3	(0.0)
Putnam County	-	-	-	0.4	0.4	(0.0)	-	-	-	-	-	-	-	-	-	0.4	0.4	(0.0)
Dutchess County	-	-	-	0.4	0.4	(0.0)	-	-	-	-	-	-	-	-	-	0.4	0.4	(0.0)
Orange County	-	-	-	0.1	0.1	(0.0)	-	-	-	-	-	-	-	-	-	0.1	0.1	(0.0)
Rackland County	-	-	-	0.0	0.0	0.0	-	-	-	-	-	-	-	-	-	0.0	0.0	0.0
CDOT Subsidies	-	-	-	87.1	80.7	16.4	-	-	-	-	-	-	-	-	-	87.1	80.7	16.4
Station Maintenance	-	-	-	155.7	157.3	1.6	-	-	-	-	-	-	-	-	-	155.7	157.3	1.6
Inter-Agency Loan	52.0	52.0	-	23.0	23.0	-	-	-	-	-	-	-	-	-	-	75.0	75.0	0.0
NYCT Charge Back of MTA Bus Debt Service	(11.6)	(11.6)	-	-	-	-	-	-	-	-	-	-	-	-	-	(11.6)	(11.6)	0.0
Forward Energy Contracts Program - Initiated in 2011	2.2	2.2	-	0.9	0.9	-	-	-	-	-	-	-	-	-	-	3.1	3.1	0.0
MSR Repayment for 625 North Broadway	-	-	-	(2.4)	(2.4)	-	-	-	-	-	-	-	-	-	-	(2.4)	(2.4)	0.0
Repayment of Loan to Capital Financing Fund	(68.0)	-	68.0	(91.0)	(100.0)	(60.0)	-	-	-	-	-	-	-	-	-	(100.0)	(100.0)	0.0
Committed to Capital	(65.6)	(65.6)	-	(86.0)	(86.0)	-	-	-	-	-	-	-	-	-	-	(131.6)	(131.6)	0.0
	\$223.5	\$282.8	\$69.3	\$225.3	\$181.5	(\$71.7)	\$1.1	\$1.1	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$458.7	\$448.4	(\$14.7)
Sub-Total Dedicated Taxes & State and Local Subsidies	\$1,445.3	\$1,541.1	\$97.8	\$1,159.0	\$1,066.1	(\$71.8)	\$4.2	\$4.2	\$8.0	\$6.0	\$6.0	\$6.0	\$246.8	\$247.5	\$1.5	\$4,842.6	\$4,839.0	\$26.3
City Subsidy to MTA Bus	-	-	-	-	-	-	-	-	-	\$388.2	200.0	(188.2)	-	-	-	388.2	200.0	(188.2)
City Subsidy to SIRTDA	-	-	-	-	-	-	21.1	21.1	-	-	-	-	-	-	-	21.1	21.1	0.0
Total Dedicated Taxes & State and Local Subsidies	\$1,445.3	\$1,541.1	\$97.8	\$1,159.0	\$1,066.1	(\$71.8)	\$25.3	\$25.3	\$8.0	\$394.2	\$290.0	(\$104.2)	\$246.8	\$247.5	\$1.5	\$5,268.1	\$5,161.1	(\$177.9)
Inter-Agency Subsidy Transactions																		
B&T Operating Surplus Transfer	169.3	169.6	24.3	303.5	315.7	12.3	-	-	-	-	-	-	-	-	-	472.7	508.3	36.6
MTA Subsidy to Subscribers	-	-	-	-	-	-	(8.9)	(8.9)	-	-	-	-	-	-	-	(8.9)	(8.9)	0.0
	\$169.3	\$169.6	\$24.3	\$303.5	\$315.7	\$12.3	(\$8.9)	(\$8.9)	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$463.8	\$499.4	\$36.6
Total Subsidy	\$1,614.6	\$1,710.7	\$112.1	\$1,462.5	\$1,401.8	(\$58.7)	\$16.4	\$16.4	\$8.0	\$394.2	\$290.0	(\$104.2)	\$246.8	\$247.5	\$1.5	\$5,731.7	\$5,660.4	(\$61.5)

METROPOLITAN TRANSPORTATION AUTHORITY
2012 Final Estimate vs. Preliminary Actual
Consolidated Subsidy Cash Detail
Explanation of Variances
(\$ in millions)

December 2012 Year-to-date

Cash Subsidies:	Variance \$	Variance \$	Variance \$	Variance %	Explanations
Urban Tax	383.8	407.5	23.6	8.2%	The favorable variance is due to higher than expected real estate activity in the New York City.
City Subsidy to MTA Bus	598.2	280.0	(108.2)	(26.6%)	The unfavorable variance was due mostly to timing of reimbursement from New York City.
B&T Operating Surplus Transfer	472.7	508.3	35.6	7.7%	The favorable YTD variance is attributable to the timing.

METROPOLITAN TRANSPORTATION AUTHORITY
2012 Final Estimate vs. Preliminary Actual
Total Positions by Function and Agency
December 2012

Category	Final Estimate	Actual	Favorable/ (Unfavorable)
Total Positions	65,841	65,151	790
NYC Transit	45,863	45,537	126
Long Island Rail Road	6,597	6,414	183
Metro-North Railroad	6,340	6,002	338
Bridges & Tunnels	1,648	1,545	103
Headquarters	1,737	1,623	114
Staten Island Railway	271	271	-
Capital Construction Company	132	129	3
Bus Company	3,553	3,630	(77)
Non-reimbursable	59,989	59,073	916
NYC Transit	41,158	40,597	561
Long Island Rail Road	6,053	5,980	93
Metro-North Railroad	5,730	5,592	138
Bridges & Tunnels	1,604	1,501	103
Headquarters	1,687	1,583	104
Staten Island Railway	268	268	-
Capital Construction Company	-	-	-
Bus Company	3,489	3,572	(83)
Reimbursable	5,952	6,078	(126)
NYC Transit	4,505	4,940	(435)
Long Island Rail Road	544	454	90
Metro-North Railroad	610	410	200
Bridges & Tunnels	44	44	-
Headquarters	50	40	10
Staten Island Railway	3	3	-
Capital Construction Company	132	129	3
Bus Company	64	58	6
Total Full Time	65,766	64,923	843
NYC Transit	45,504	45,329	175
Long Island Rail Road	6,597	6,414	183
Metro-North Railroad	6,339	6,001	338
Bridges & Tunnels	1,648	1,545	103
Headquarters	1,737	1,623	114
Staten Island Railway	271	271	-
Capital Construction Company	132	129	3
Bus Company	3,538	3,611	(73)
Total Full-Time Equivalents	175	228	(53)
NYC Transit	159	208	(49)
Long Island Rail Road	-	-	-
Metro-North Railroad	1	1	-
Bridges & Tunnels	-	-	-
Headquarters	-	-	-
Staten Island Railway	-	-	-
Capital Construction Company	-	-	-
Bus Company	15	19	(4)

Note: Totals may differ due to rounding

METROPOLITAN TRANSPORTATION AUTHORITY
2012 Final Estimate vs. Preliminary Actual
Total Positions by Function and Agency
December 2012

Function/Agency	Final Estimate	Actual	Favorable/ (Unfavorable)
Administration	4,169	3,983	186
NYC Transit	1,783	1,827	(44)
Long Island Rail Road	620	584	36
Metro-North Railroad	532	489	63
Bridges & Tunnels	52	62	(10)
Headquarters	956	880	76
Staten Island Railway	28	26	2
Capital Construction Company	16	14	2
Bus Company	182	121	61
Operations	29,146	29,107	39
NYC Transit	21,650	21,655	(5)
Long Island Rail Road	2,229	2,154	75
Metro-North Railroad	2,140	2,079	61
Bridges & Tunnels	768	678	90
Headquarters	-	-	-
Staten Island Railway	91	100	(9)
Capital Construction Company	-	-	-
Bus Company	2,268	2,441	(173)
Maintenance	29,241	28,853	388
NYC Transit	20,438	20,373	65
Long Island Rail Road	3,621	3,555	66
Metro-North Railroad	3,568	3,364	204
Bridges & Tunnels	411	396	15
Headquarters	-	-	-
Staten Island Railway	152	145	7
Capital Construction Company	-	-	-
Bus Company	1,051	1,020	31
Engineering/Capital	1,746	1,694	52
NYC Transit	1,218	1,193	25
Long Island Rail Road	127	121	6
Metro-North Railroad	100	90	10
Bridges & Tunnels	147	141	6
Headquarters	-	-	-
Staten Island Railway	-	-	-
Capital Construction Company	116	115	1
Bus Company	38	34	4
Public Safety	1,639	1,514	125
NYC Transit	574	489	85
Long Island Rail Road	-	-	-
Metro-North Railroad	-	-	-
Bridges & Tunnels	270	268	2
Headquarters	781	743	38
Staten Island Railway	-	-	-
Capital Construction Company	-	-	-
Bus Company	14	14	-
Total Positions	65,941	65,151	790

METROPOLITAN TRANSPORTATION AUTHORITY
2012 Final Estimate vs. Preliminary Actual
Total Positions by Function and Occupational Group
December 2012

FUNCTION/OCCUPATIONAL GROUP	Final Estimate	Actual	Variance Favorable/ (Unfavorable)
Administration	4,169	3,983	186
Managers/Supervisors	1,653	1,510	143
Professional, Technical, Clerical	2,423	2,448	(25)
Operational Hourlies	93	25	68
Operations	29,146	29,107	39
Managers/Supervisors	3,357	3,225	132
Professional, Technical, Clerical	860	829	31
Operational Hourlies	24,929	25,052	(124)
Maintenance	29,241	28,853	388
Managers/Supervisors	5,330	5,027	304
Professional, Technical, Clerical	1,868	1,753	115
Operational Hourlies	22,043	22,073	(30)
Engineering/Capital	1,746	1,694	52
Managers/Supervisors	479	445	34
Professional, Technical, Clerical	1,265	1,247	18
Operational Hourlies	2	2	-
Public Safety	1,639	1,514	125
Managers/Supervisors	251	178	73
Professional, Technical, Clerical	143	125	18
Operational Hourlies	1,245	1,211	34
Total Positions	65,941	65,151	790
Managers/Supervisors	11,070	10,385	685
Professional, Technical, Clerical	6,559	6,403	157
Operational Hourlies	48,311	48,363	(52)

MTA Subsidy, Interagency Loan and Stabilization Fund Transactions - Cash Basis

		(millions)					
		Current Month Stabilization Fund			Year to Date Stabilization Fund		
	From Date: To Date:	Commuter	Transit	Total	Commuter	Transit	Total
		(General Fd)	(TA Stab)		(General Fd)	(TA Stab)	
		12/01/12 12/31/12	12/01/12 12/31/12	12/01/12 12/31/12	01/01/12 12/31/12	01/01/12 12/31/12	01/01/12 12/31/12
Opening Balance		\$161.124	\$307.954	\$469.078	\$164.354	\$100.873	\$265.228
RECEIPTS							
Interest Earnings		0.023	0.024	0.047	0.178	0.239	0.417
New York State							
State and regional mass transit taxes - MMTOA		142.605	259.371	401.976	458.639	895.566	1,354.205
MTTF		6.305	35.730	42.035	89.923	509.564	599.487
Total Dedicated Taxes Received		148.910	295.101	444.011	548.562	1,405.130	1,953.692
Less DTF Debt Service		6.892	31.907	38.799	63.487	295.030	358.517
Net Dedicated Taxes for Operations		142.018	263.194	405.212	485.075	1,110.100	1,595.175
Payroll Mobility Tax		105.270	157.716	262.986	324.061	780.428	1,104.488
MTA Aid Trust Taxes		25.496	51.764	77.260	68.179	124.272	192.451
Operating Assistance - 18b		7.313	39.668	46.981	29.252	158.672	187.924
NYS School Fares		0.000	6.313	6.313	0.000	25.251	25.251
Additional Mass Transp Operating Assistance		0.000	n/a	0.000	0.000	n/a	0.000
Total - New York State		\$280.097	\$518.655	\$798.752	\$906.567	\$2,198.723	\$3,105.290
Local							
XI-23	Dutchess County						
	Operating Assistance - 18b	\$0.095	n/a	\$0.095	\$0.380	n/a	\$0.380
	Station Maintenance	0.000	n/a	0.000	2.297	n/a	2.297
	Nassau County						
	Operating Assistance - 18b	2.896	n/a	2.896	11.584	n/a	11.584
	Station Maintenance	27.879	n/a	27.879	27.879	n/a	27.879
	New York City						
	Operating Assistance - 18b	0.468	0.000	0.468	1.404	123.672	125.076
	Urban - Real Property & Mortgage Recording Tax	n/a	59.888	59.888	n/a	407.520	407.520
	Additional Assistance New York City	n/a	35.000	35.000	n/a	35.000	35.000
	Station Maintenance	0.000	n/a	0.000	89.206	n/a	89.206
	Orange County						
	Operating Assistance - 18b	0.000	n/a	0.000	0.146	n/a	0.146
	Station Maintenance	0.000	n/a	0.000	0.475	n/a	0.475
	Putnam County						
	Operating Assistance - 18b	0.000	n/a	0.000	0.380	n/a	0.380
	Station Maintenance	0.000	n/a	0.000	0.898	n/a	0.898
	Rockland County						
	Operating Assistance - 18b	0.007	n/a	0.007	0.037	n/a	0.037
	Station Maintenance	0.000	n/a	0.000	0.051	n/a	0.051
	Suffolk County						
	Operating Assistance - 18b	0.000	n/a	0.000	7.518	n/a	7.518
	Station Maintenance	0.000	n/a	0.000	17.183	n/a	17.183
	Westchester County						
	Operating Assistance - 18b	0.000	n/a	0.000	7.342	n/a	7.342
	Station Maintenance	0.000	n/a	0.000	19.267	n/a	19.267
Total - Local		\$31.345	\$94.888	\$126.233	\$186.047	\$566.192	\$752.239

MTA Subsidy, Interagency Loan and Stabilization Fund Transactions - Cash Basis

		(millions)					
		<u>Current Month Stabilization Fund</u>			<u>Year to Date Stabilization Fund</u>		
		<u>Commuter</u>	<u>Transit</u>	<u>Total</u>	<u>Commuter</u>	<u>Transit</u>	<u>Total</u>
		<u>(General Fd)</u>	<u>(TA Stab)</u>		<u>(General Fd)</u>	<u>(TA Stab)</u>	
From Date:	12/01/12	12/01/12	12/01/12	12/01/12	01/01/12	01/01/12	01/01/12
To Date:	12/31/12	12/31/12	12/31/12	12/31/12	12/31/12	12/31/12	12/31/12
<u>MTA Bridges and Tunnels- Surplus Transfers</u>		20.391	11.311	31.702	315.723	193.604	509.327
Total Subsidy and Other Receipts		\$331.833	\$624.854	\$956.687	\$1,408.337	\$2,958.519	\$4,366.856
<u>MTA Sources for Interagency Loans</u>							
B&T Necessary Reconstruction Reserve		\$0.000	\$0.000	\$0.000	\$0.000	\$0.000	\$0.000
MTA Capital Program - Non-Resolution Funds		122.000	278.000	400.000	122.000	278.000	400.000
MRT-2 Corporate Account		0.000	0.000	0.000	0.000	0.000	0.000
Revenue Anticipation Notes		0.000	0.000	0.000	0.000	0.000	0.000
Total Loans		\$122.000	\$278.000	\$400.000	\$122.000	\$278.000	\$400.000
Total Receipts and Loans Received		\$453.856	\$902.878	\$1,356.734	\$1,530.516	\$3,236.758	\$4,767.273

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		(millions)					
		<u>Current Month Stabilization Fund</u>			<u>Year to Date Stabilization Fund</u>		
		<u>Commuter</u>	<u>Transit</u>	<u>Total</u>	<u>Commuter</u>	<u>Transit</u>	<u>Total</u>
		<u>(General Fd)</u>	<u>(TA Stab)</u>		<u>(General Fd)</u>	<u>(TA Stab)</u>	
From Date:	12/01/12	12/01/12	12/01/12	12/01/12	01/01/12	01/01/12	01/01/12
To Date:	12/31/12	12/31/12	12/31/12	12/31/12	12/31/12	12/31/12	12/31/12
<u>Brought forward from prior page</u>							
Opening Balance	\$161.124	\$307.954	\$469.078	\$164.354	\$100.873	\$265.228	
Total Receipts and Loans Received	453.856	902.878	1,356.734	1,530.516	3,236.758	4,767.273	
Total Cash and Receipts Available	\$614.979	\$1,210.833	\$1,825.812	\$1,694.870	\$3,337.631	\$5,032.501	
<u>DISBURSEMENTS</u>							
<u>Revenue Supported Debt Service</u>	41.137	64.030	105.167	428.003	682.473	1,110.477	
<u>Agency Operations</u>							
MTA Long Island Railroad	65.660	0.000	65.660	588.381	0.000	588.381	
MTA Metro-North Rail Road	58.854	0.000	58.854	229.158	0.000	229.158	
MTA New York City Transit	0.000	700.000	700.000	0.000	2,205.000	2,205.000	
MTA NYCT for SIRTQA	0.000	1.009	1.009	0.000	4.363	4.363	
Capital Program Contribution	73.592	60.611	134.203	73.592	60.611	134.203	
Forward Energy Contracts	0.000	0.000	0.000	0.000	0.000	0.000	
Capital Security Account	0.000	0.000	0.000	0.000	0.000	0.000	
Repayment of GASB Loans	0.000	0.000	0.000	0.000	0.000	0.000	
Total Debt Service and Operations	\$239.244	\$825.649	\$1,064.893	\$1,319.134	\$2,952.447	\$4,271.582	
<u>Repayment of Interagency Loans</u>							
B&T Necessary Reconstruction Reserve	0.000	0.000	0.000	0.000	0.000	0.000	
MTA Capital Program - Non-Resolution Funds	155.000	345.000	500.000	155.000	345.000	500.000	
MRT-2 Corporate Account	0.000	0.000	0.000	0.000	0.000	0.000	
Revenue Anticipation Notes	0.000	0.000	0.000	0.000	0.000	0.000	
Total Loans Payback	\$155.000	\$345.000	\$500.000	\$155.000	\$345.000	\$500.000	
Total Disbursements	\$394.244	\$1,170.649	\$1,564.893	\$1,474.134	\$3,297.447	\$4,771.582	
<u>STABILIZATION FUND BALANCE</u>	<u>\$220.736</u>	<u>\$40.183</u>	<u>\$260.919</u>	<u>\$220.736</u>	<u>\$40.183</u>	<u>\$260.919</u>	
<u>Ending Loan Balances</u>							
B&T Necessary Reconstruction Reserve	0.000	0.000	0.000	0.000	0.000	0.000	
MTA Capital Program - Non-Resolution Funds	122.000	278.000	400.000	122.000	278.000	400.000	
MRT-2 Corporate Account	0.000	0.000	0.000	0.000	0.000	0.000	
Revenue Anticipation Notes	0.000	75.000	75.000	0.000	0.000	0.000	
	\$122.000	\$353.000	\$475.000	\$122.000	\$278.000	\$400.000	
<u>End of Month NYCT Operating Fund borrowing from MTA Invest Pool not included in Ending Loan Balances above</u>							
	n/a	\$621.009	\$621.009	n/a	\$621.009	\$621.009	
<u>Total Loan Balances (including negative Operating and Stabilization Fund Balances)</u>				\$122.000	\$899.009	\$1,021.009	

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**METROPOLITAN TRANSPORTATION AUTHORITY
FAREBOX RECOVERY AND FAREBOX OPERATING RATIOS
2012 ADOPTED BUDGET AND ACTUALS
DECEMBER 2012**

FAREBOX RECOVERY RATIOS		
	2012 <u>Mid-Year Forecast</u>	2012 <u>YTD Actual</u>
New York City Transit	36.3%	36.5%
Staten Island Railway	11.1%	12.4%
Long Island Rail Road	30.1%	30.7%
Metro-North Railroad	39.1%	46.1%
Bus Company	<u>30.6%</u>	<u>29.4%</u>
MTA Agency Average	35.4%	36.2%

FAREBOX OPERATING RATIOS		
	2012 <u>Mid-Year Forecast</u>	2012 <u>YTD Actual</u>
New York City Transit	56.3%	56.4%
Staten Island Railway	18.4%	19.2%
Long Island Rail Road	47.0%	47.0%
Metro-North Railroad	58.9%	62.8%
Bus Company	<u>36.9%</u>	<u>35.9%</u>
MTA Agency Average	54.1%	54.5%

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

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

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



Metropolitan Transportation Authority

State of New York

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

Report on Revenue Passengers and Vehicles Ridership Data Thru December, 2012

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

**Prepared by:
MTA Division of Management & Budget**

Monday February 04, 2013

Metropolitan Transportation Authority

December

Revenue Passengers	2010	2011	Percent Change	2012	Percent Change
MTA New York City Transit	188,644,573	197,113,772	4.49%	190,260,414	-3.48%
MTA New York City Subway	135,836,148	142,068,824	4.59%	137,100,352	-3.50%
MTA New York City Bus	52,808,425	55,044,948	4.24%	53,160,063	-3.42%
MTA Staten Island Railway	359,753	391,429	8.80%	323,266	-17.41%
MTA Long Island Rail Road	6,985,089	7,167,781	2.62%	6,851,447	-4.41%
MTA Metro-North Railroad	7,089,300	7,339,230	3.53%	7,009,613	-4.49%
East of Hudson	6,924,466	7,201,122	4.00%	6,901,054	-4.17%
Harlem Line	2,297,316	2,343,967	2.03%	2,254,289	-3.83%
Hudson Line	1,350,557	1,374,664	1.78%	1,321,710	-3.85%
New Haven Line	3,276,593	3,482,491	6.28%	3,325,055	-4.52%
West of Hudson	164,834	138,108	-16.21%	108,559	-21.40%
Port Jervis Line	114,571	85,576	-25.31%	67,755	-20.82%
Pascack Valley Line	50,263	52,532	4.51%	40,804	-22.33%
MTA Bus Company	9,445,337	9,949,597	5.34%	9,801,961	-1.48%
MTA Bridges & Tunnels	22,969,330	23,665,382	3.03%	23,355,262	-1.31%
Total All Agencies	212,524,052	221,961,809	4.44%	214,246,701	-3.48%
(Excludes Bridges & Tunnels)					
Weekdays:	22	21		21	
Holidays:	1	1		1	
Weekend Days:	8	9		9	
Days	31	31		31	

Monday, February 04, 2013

Metropolitan Transportation Authority

December

Revenue Passengers Year to Date	2010	2011	Percent Change	2012	Percent Change
MTA New York City Transit	2,301,121,410	2,305,748,713	0.20%	2,316,404,725	0.46%
MTA New York City Subway	1,604,198,017	1,640,434,672	2.26%	1,654,157,543	0.84%
MTA New York City Bus	696,923,393	665,314,040	-4.54%	662,247,182	-0.46%
MTA Staten Island Railway	4,370,283	4,583,452	4.88%	4,445,112	-3.02%
MTA Long Island Rail Road	81,555,700	80,983,003	-0.70%	81,745,989	0.94%
MTA Metro-North Railroad	81,095,693	82,037,786	1.16%	82,953,628	1.12%
East of Hudson	79,210,948	80,364,379	1.46%	81,341,220	1.22%
Harlem Line	26,231,109	26,364,150	0.51%	26,647,872	1.08%
Hudson Line	15,656,078	15,760,094	0.66%	15,853,088	0.59%
New Haven Line	37,323,761	38,240,135	2.46%	38,840,260	1.57%
West of Hudson	1,884,745	1,673,407	-11.21%	1,612,408	-3.65%
Port Jervis Line	1,314,999	1,089,224	-17.17%	1,019,587	-6.39%
Pascack Valley Line	569,746	584,183	2.53%	592,821	1.48%
MTA Bus Company	120,226,876	118,281,292	-1.62%	119,731,634	1.23%
MTA Bridges & Tunnels	291,714,229	283,505,581	-2.81%	282,611,307	-0.32%
Total All Agencies	2,588,369,962	2,591,634,246	0.13%	2,605,281,089	0.53%
(Excludes Bridges & Tunnels)					
Weekdays:	250	247		252	
Holidays:	11	10		11	
Weekend Days:	104	108		103	
Days	365	365		366	

Monday, February 04, 2013

Metropolitan Transportation Authority

December

12 Month Averages	2010	2011	Percent Change	2012	Percent Change
MTA New York City Transit	191,760,118	192,145,726	0.20%	193,033,727	0.46%
MTA New York City Subway	133,683,168	136,702,889	2.26%	137,846,462	0.84%
MTA New York City Bus	58,076,949	55,442,837	-4.54%	55,187,265	-0.46%
MTA Staten Island Railway	364,190	381,954	4.88%	370,426	-3.02%
MTA Long Island Rail Road	6,796,308	6,748,584	-0.70%	6,812,166	0.94%
MTA Metro-North Railroad	6,757,974	6,836,482	1.16%	6,912,802	1.12%
East of Hudson	6,600,912	6,697,032	1.46%	6,778,435	1.22%
Harlem Line	2,185,926	2,197,013	0.51%	2,220,656	1.08%
Hudson Line	1,304,673	1,313,341	0.66%	1,321,091	0.59%
New Haven Line	3,110,313	3,186,678	2.46%	3,236,688	1.57%
West of Hudson	157,062	139,451	-11.21%	134,367	-3.65%
Port Jervis Line	109,583	90,769	-17.17%	84,966	-6.39%
Pascack Valley Line	47,479	48,682	2.53%	49,402	1.48%
MTA Bus Company	10,018,906	9,856,774	-1.62%	9,977,636	1.23%
MTA Bridges & Tunnels	24,309,519	23,625,465	-2.81%	23,550,942	-0.32%
Total All Agencies	215,697,497	215,969,520	0.13%	217,106,757	0.53%
(Excludes Bridges & Tunnels)					
Weekdays:	22	21		21	
Holidays:	1	1		1	
Weekend Days:	8	9		9	
Days	31	31		31	

Monday, February 04, 2013

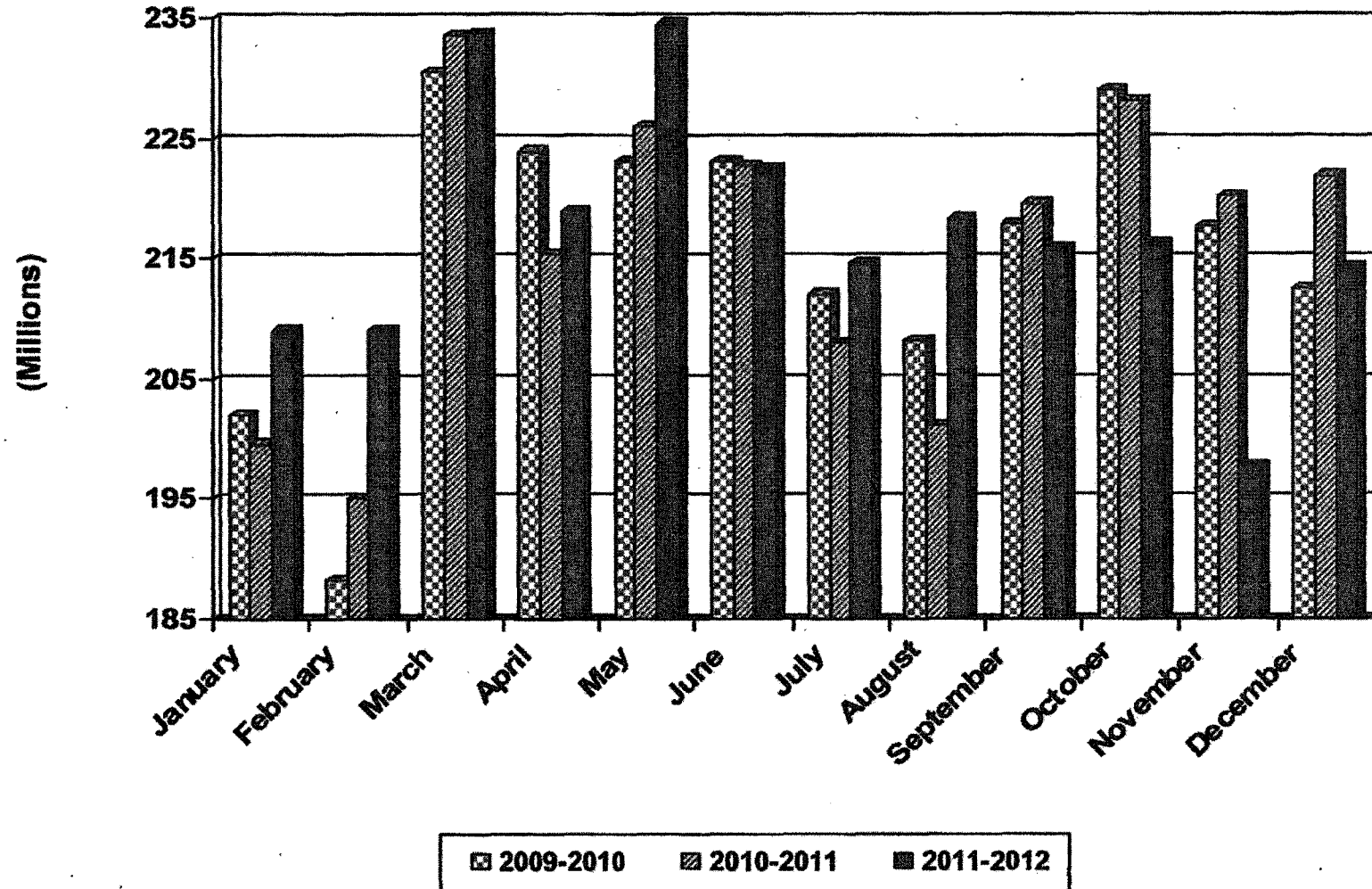
Metropolitan Transportation Authority

December

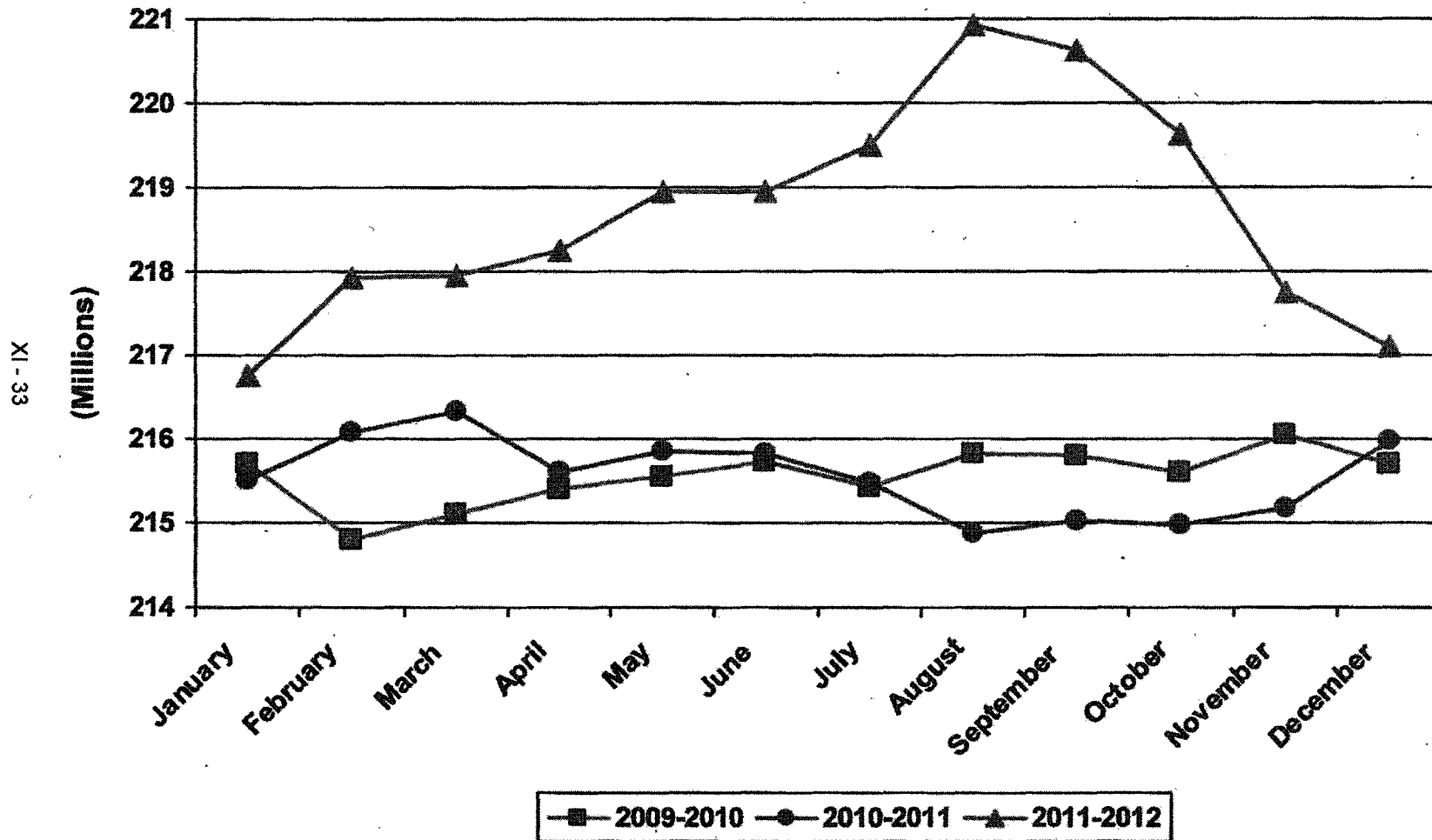
Average Weekday Passengers	2010	2011	Percent Change	2012	Percent Change
MTA New York City Transit	7,144,832	7,497,041	4.93%	7,328,289	-2.25%
MTA New York City Subway	5,137,650	5,392,467	4.96%	5,260,070	-2.46%
MTA New York City Bus	2,007,182	2,104,574	4.85%	2,068,219	-1.73%
MTA Staten Island Railway	15,030	16,526	9.96%	14,424	-12.72%
MTA Long Island Rail Road	279,299	296,869	6.29%	293,624	-1.09%
MTA Metro-North Railroad	280,900	294,479	4.83%	287,219	-2.47%
East of Hudson	273,395	287,900	5.31%	281,798	-2.12%
Harlem Line	91,183	94,527	3.67%	92,943	-1.68%
Hudson Line	53,368	55,091	3.23%	54,024	-1.94%
New Haven Line	128,844	138,282	7.33%	134,831	-2.50%
West of Hudson	7,505	6,579	-12.34%	5,421	-17.60%
Port Jervis Line	5,218	4,077	-21.86%	3,383	-17.02%
Pascack Valley Line	2,287	2,502	9.40%	2,038	-18.55%
MTA Bus Company	368,375	389,201	5.65%	390,685	0.38%
MTA Bridges & Tunnels	764,702	793,943	3.82%	802,287	1.05%
Total All Agencies	8,088,436	8,494,117	5.02%	8,314,241	-2.12%
(Excludes Bridges & Tunnels)					
Weekdays:	22	21		21	
Holidays:	1	1		1	
Weekend Days:	8	9		9	
Days	31	31		31	

Monday, February 04, 2013

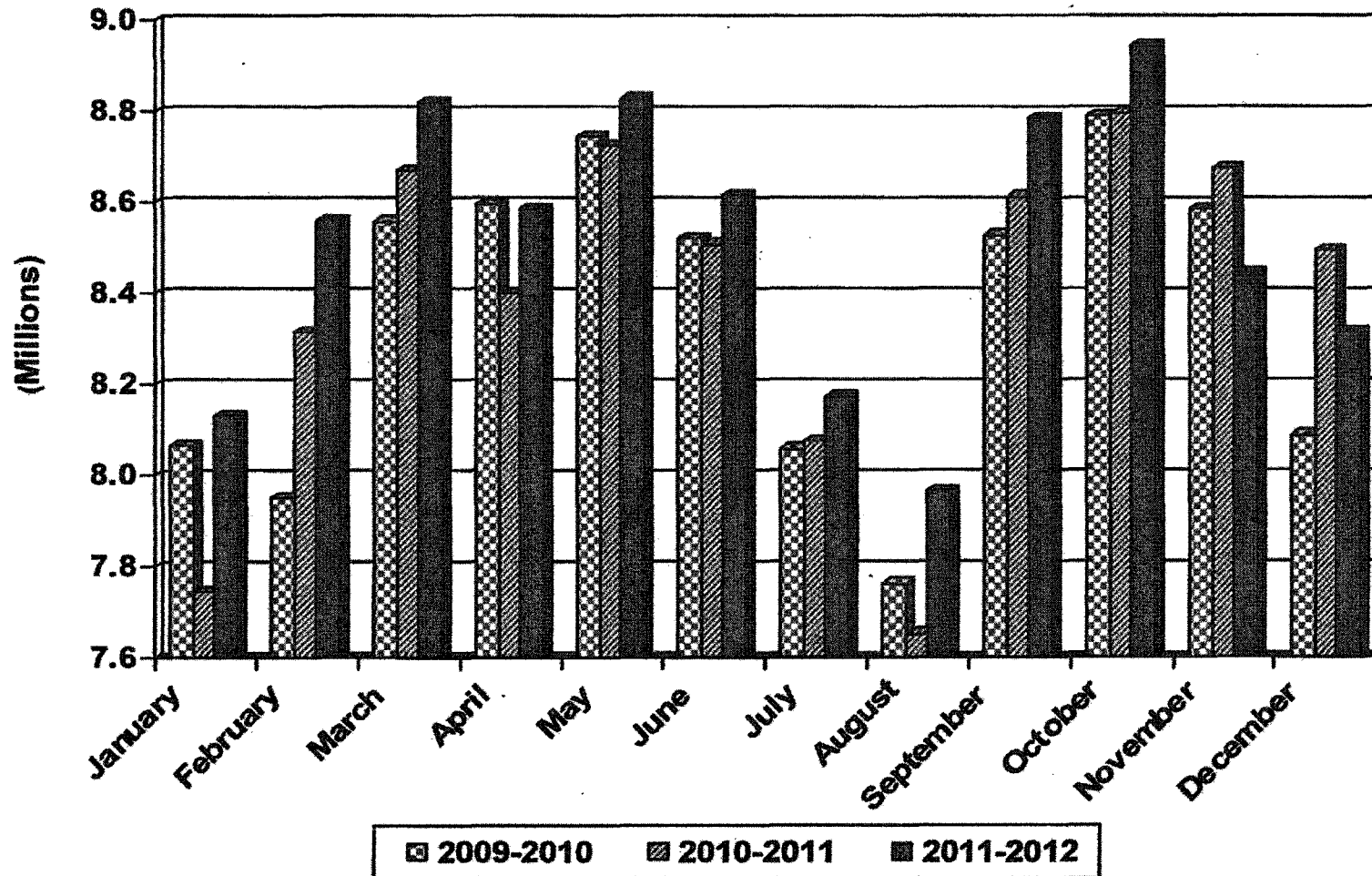
Metropolitan Transportation Authority Revenue Passengers



Metropolitan Transportation Authority 12 Month Averages



Metropolitan Transportation Authority Average Weekday Passengers



Metropolitan Transportation Authority

Revenue Passengers					
Service Month	2009-2010	2010-2011	Percentage Change	2011-2012	Percentage Change
January	202,097,591	199,628,491	-1.22%	209,004,100	4.70%
February	188,151,877	195,117,125	3.70%	209,133,184	7.18%
March	230,569,713	233,530,153	1.28%	233,767,192	0.10%
April	223,935,468	215,359,706	-3.83%	219,033,599	1.71%
May	223,140,121	225,993,773	1.28%	234,553,251	3.79%
June	223,103,562	222,752,375	-0.16%	222,587,490	-0.07%
July	212,066,298	207,985,788	-1.92%	214,708,274	3.23%
August	208,201,066	201,155,187	-3.38%	218,349,505	8.55%
September	217,861,963	219,645,196	0.82%	215,930,277	-1.69%
October	229,020,391	228,204,933	-0.36%	216,236,639	-5.24%
November	217,687,861	220,299,709	1.20%	197,730,878	-10.24%
December	212,524,052	221,981,809	4.44%	214,246,701	-3.48%
12 Month Ave	215,697,497	215,969,520	0.13%	217,106,757	0.53%
Year-to-Date	2,588,369,962	2,591,634,246	0.13%	2,605,281,089	0.53%

12 Month Averages					
Service Month	2009-2010	2010-2011	Percentage Change	2011-2012	Percentage Change
January	215,888,613	215,491,739	-0.09%	216,750,821	0.58%
February	214,795,870	216,072,176	0.59%	217,918,826	0.85%
March	215,088,340	216,318,879	0.57%	217,938,579	0.75%
April	215,393,701	215,604,232	0.10%	218,244,737	1.22%
May	215,554,862	215,842,037	0.13%	218,958,027	1.44%
June	215,716,640	215,812,771	0.04%	218,944,286	1.45%
July	215,424,334	215,472,729	0.02%	219,504,494	1.87%
August	215,837,119	214,885,572	-0.44%	220,937,353	2.82%
September	215,801,488	215,034,175	-0.36%	220,627,777	2.60%
October	215,602,102	214,966,220	-0.29%	219,630,419	2.17%
November	216,045,507	215,183,041	-0.40%	217,749,683	1.19%
December	216,597,497	216,969,520	0.13%	217,106,757	0.53%

Average Weekday Passengers					
Service Month	2009-2010	2010-2011	Percentage Change	2011-2012	Percentage Change
January	8,064,743	7,746,524	-3.95%	8,130,473	4.96%
February	7,949,176	8,315,195	4.60%	8,560,503	2.95%
March	8,556,327	8,669,386	1.32%	8,818,988	1.73%
April	8,594,113	8,398,302	-2.28%	8,584,112	2.21%
May	8,743,836	8,725,524	-0.21%	8,825,740	1.15%
June	8,518,239	8,506,573	-0.14%	8,613,505	1.26%
July	8,057,781	8,074,383	0.21%	8,173,203	1.22%
August	7,764,501	7,654,456	-1.42%	7,966,505	4.08%
September	8,527,032	8,611,764	0.99%	8,783,080	1.99%
October	8,789,906	8,793,243	0.04%	8,943,846	1.71%
November	8,586,114	8,673,296	1.02%	8,441,687	-2.67%
December	8,088,436	8,494,117	5.02%	8,314,241	-2.12%

MTA New York City Transit

Revenue Passengers					
Service Month	2009-2010	2010-2011	Percentage Change	2011-2012	Percentage Change
January	180,082,870	178,374,138	-0.95%	186,071,099	4.32%
February	167,702,719	174,315,460	3.94%	186,338,266	6.90%
March	205,362,791	208,218,803	1.38%	208,156,917	-0.03%
April	199,272,046	191,839,355	-3.73%	194,878,440	1.58%
May	198,755,061	201,322,443	1.29%	208,871,044	3.75%
June	187,816,536	187,684,348	-0.12%	197,662,890	-0.01%
July	187,797,149	184,243,874	-1.89%	190,299,284	3.29%
August	184,255,087	178,166,924	-3.30%	193,238,945	8.46%
September	193,582,215	195,244,293	0.86%	192,100,495	-1.61%
October	204,007,806	203,261,681	-0.37%	192,444,589	-5.32%
November	193,742,558	195,963,823	1.15%	176,082,332	-10.15%
December	188,644,573	197,113,772	4.49%	190,260,414	-3.48%
12 Month Ave	191,760,118	192,145,726	0.20%	193,033,727	0.46%
Year-to-Date	2,301,121,410	2,305,748,713	0.20%	2,316,404,725	0.46%

12 Month Averages					
Service Month	2009-2010	2010-2011	Percentage Change	2011-2012	Percentage Change
January	191,837,331	191,617,723	-0.11%	192,787,140	0.61%
February	191,029,936	192,168,785	0.60%	193,789,040	0.84%
March	191,288,994	192,406,766	0.58%	193,783,883	0.72%
April	191,561,815	191,787,395	0.12%	194,037,140	1.17%
May	191,892,882	192,001,343	0.16%	194,686,190	1.39%
June	191,843,219	191,981,994	0.07%	194,664,402	1.40%
July	191,551,415	191,685,888	0.07%	195,169,019	1.82%
August	191,902,428	191,178,541	-0.38%	196,425,021	2.74%
September	191,860,730	191,317,048	-0.28%	196,163,038	2.53%
October	191,686,043	191,254,871	-0.22%	195,261,614	2.09%
November	192,084,649	191,439,959	-0.34%	193,604,840	1.13%
December	191,760,118	192,145,726	0.20%	193,033,727	0.46%

Average Weekday Passengers					
Service Month	2009-2010	2010-2011	Percentage Change	2011-2012	Percentage Change
January	7,129,049	6,844,588	-3.99%	7,176,274	4.88%
February	7,033,952	7,381,871	4.95%	7,585,010	2.75%
March	7,587,902	7,698,602	1.46%	7,813,477	1.49%
April	7,613,298	7,440,152	-2.27%	7,599,664	2.14%
May	7,734,333	7,728,432	-0.08%	7,820,439	1.19%
June	7,523,882	7,516,270	-0.10%	7,608,338	1.22%
July	7,092,619	7,104,704	0.17%	7,201,810	1.37%
August	6,837,402	6,758,450	-1.15%	7,021,993	3.90%
September	7,535,550	7,616,195	1.07%	7,756,703	1.84%
October	7,778,583	7,785,087	0.08%	7,973,662	2.42%
November	7,582,993	7,858,485	1.00%	7,513,455	-1.89%
December	7,144,832	7,497,041	4.93%	7,328,289	-2.25%

MTA New York City Subway

Revenue Passengers					
Service Month	2009-2010	2010-2011	Percentage Change	2011-2012	Percentage Change
January	124,549,460	127,637,258	2.46%	132,812,778	4.05%
February	118,664,456	124,055,125	6.33%	132,381,109	6.71%
March	141,662,474	146,487,199	3.41%	147,401,147	0.62%
April	137,500,468	136,237,054	-0.92%	139,080,375	2.08%
May	136,822,538	141,880,529	3.70%	148,496,485	4.66%
June	137,818,880	140,586,973	2.01%	141,986,322	1.00%
July	131,521,083	131,263,668	-0.20%	137,228,466	4.54%
August	129,371,938	127,893,199	-1.14%	139,253,563	8.68%
September	134,732,986	138,489,313	2.79%	136,901,247	-1.15%
October	142,035,154	144,166,578	1.50%	137,259,455	-4.79%
November	135,682,453	139,668,952	2.94%	124,256,242	-11.04%
December	135,836,148	142,068,824	4.59%	137,100,352	-3.50%
12 Month Ave	133,683,168	136,702,889	2.26%	137,846,462	0.84%
Year-to-Date	1,604,198,017	1,640,434,672	2.26%	1,654,167,543	0.84%
12 Month Averages					
Service Month	2009-2010	2010-2011	Percentage Change	2011-2012	Percentage Change
January	131,522,192	133,940,485	1.84%	137,134,183	2.38%
February	131,209,805	134,566,374	2.55%	137,828,015	2.43%
March	131,623,244	134,958,434	2.53%	137,904,177	2.18%
April	131,931,646	134,853,150	2.21%	138,141,120	2.44%
May	132,214,165	135,274,649	2.31%	138,692,450	2.53%
June	132,476,393	135,505,323	2.28%	138,809,063	2.44%
July	132,378,135	135,483,874	2.35%	139,306,129	2.82%
August	132,807,095	135,360,846	1.92%	140,252,826	3.61%
September	132,985,404	135,673,673	2.04%	140,120,487	3.28%
October	133,064,425	135,851,291	2.08%	139,544,894	2.72%
November	133,579,398	136,183,500	1.95%	138,260,501	1.53%
December	133,683,168	136,702,889	2.26%	137,846,462	0.84%
Average Weekday Passengers					
Service Month	2009-2010	2010-2011	Percentage Change	2011-2012	Percentage Change
January	4,925,418	4,892,799	-0.66%	5,113,166	4.50%
February	4,907,727	5,260,405	7.19%	5,391,274	2.49%
March	5,235,369	5,423,118	3.59%	5,530,836	1.99%
April	5,258,453	5,295,535	0.71%	5,427,522	2.49%
May	5,332,941	5,450,246	2.20%	5,557,889	1.97%
June	5,249,681	5,355,314	2.01%	5,475,383	2.24%
July	4,998,748	5,097,919	1.98%	5,211,599	2.23%
August	4,828,516	4,863,820	0.77%	5,061,510	4.48%
September	5,256,598	5,415,945	3.03%	5,527,044	2.05%
October	5,419,113	5,519,975	1.86%	5,679,106	2.88%
November	5,307,376	5,456,286	2.81%	5,321,096	-2.48%
December	5,137,650	5,392,467	4.96%	5,280,070	-2.46%

MTA New York City Bus

Revenue Passengers					
Service Month	2009-2010	2010-2011	Percentage Change	2011-2012	Percentage Change
January	55,533,410	50,736,676	-8.64%	53,258,321	4.97%
February	51,038,263	50,280,335	-1.52%	53,957,157	7.36%
March	63,700,317	61,731,605	-3.08%	60,755,770	-1.56%
April	61,771,578	55,602,301	-8.99%	55,798,065	0.35%
May	61,832,523	59,441,914	-4.02%	60,374,559	1.57%
June	60,097,655	57,097,375	-4.99%	55,676,568	-2.49%
July	56,276,086	52,980,206	-5.86%	53,070,816	0.17%
August	54,883,150	50,273,725	-8.40%	53,985,382	7.38%
September	58,849,229	56,754,980	-3.56%	55,199,248	-2.74%
October	61,972,651	59,095,103	-4.64%	55,185,144	-8.62%
November	58,060,105	56,294,671	-3.04%	51,826,080	-7.94%
December	52,808,425	56,044,948	4.24%	53,160,063	-3.42%
12 Month Ave	58,076,949	55,442,837	-4.54%	55,187,265	-0.46%
Year-to-Date	696,923,393	665,314,040	-4.54%	662,247,182	-0.46%

12 Month Averages					
Service Month	2009-2010	2010-2011	Percentage Change	2011-2012	Percentage Change
January	60,315,140	57,677,238	-4.37%	55,652,957	-3.51%
February	59,820,131	57,612,411	-3.69%	55,961,026	-2.87%
March	59,665,750	57,448,352	-3.72%	55,879,706	-2.73%
April	59,629,969	56,934,245	-4.52%	55,896,020	-1.82%
May	59,478,717	56,726,694	-4.63%	55,973,740	-1.33%
June	59,364,826	56,476,671	-4.67%	55,855,338	-1.10%
July	58,173,280	56,202,014	-5.02%	55,862,890	-0.60%
August	58,085,333	55,817,896	-5.55%	56,172,195	0.63%
September	58,895,326	55,643,375	-5.52%	56,042,551	0.72%
October	58,621,819	55,403,579	-5.49%	55,716,721	0.57%
November	58,505,251	55,256,460	-5.55%	55,344,339	0.16%
December	58,076,949	55,442,837	-4.54%	55,187,265	-0.46%

Average Weekday Passengers					
Service Month	2009-2010	2010-2011	Percentage Change	2011-2012	Percentage Change
January	2,203,631	1,951,788	-11.43%	2,065,108	5.81%
February	2,126,225	2,121,466	-0.22%	2,193,736	3.41%
March	2,352,533	2,275,484	-3.28%	2,282,642	0.31%
April	2,354,845	2,144,616	-8.93%	2,172,142	1.28%
May	2,401,392	2,278,188	-5.13%	2,262,550	-0.69%
June	2,274,201	2,160,956	-4.98%	2,132,955	-1.30%
July	2,083,872	2,006,784	-4.16%	1,990,211	-0.63%
August	2,010,886	1,894,630	-5.78%	1,940,483	2.42%
September	2,278,952	2,209,250	-3.45%	2,229,660	1.34%
October	2,359,451	2,265,112	-4.00%	2,294,556	1.30%
November	2,275,616	2,202,199	-3.23%	2,192,360	-0.45%
December	2,007,182	2,104,574	4.85%	2,068,219	-1.73%

MTA Bus Company

Revenue Passengers					
Service Month	2009-2010	2010-2011	Percentage Change	2011-2012	Percentage Change
January	9,371,140	8,948,729	-4.51%	9,578,127	7.03%
February	8,639,731	8,807,613	1.94%	9,658,843	9.66%
March	10,883,888	10,784,536	-0.73%	10,947,264	1.51%
April	10,513,925	9,697,308	-7.77%	9,960,123	2.71%
May	10,538,187	10,577,404	0.37%	10,856,590	2.64%
June	10,362,337	10,157,752	-1.97%	10,030,937	-1.25%
July	9,709,091	9,358,912	-3.60%	9,576,499	2.31%
August	9,598,938	9,112,914	-5.06%	9,928,419	8.93%
September	10,213,437	10,147,416	-0.65%	9,975,745	-1.69%
October	10,772,444	10,571,255	-1.87%	9,989,731	-5.50%
November	10,188,423	10,166,855	-0.31%	9,429,385	-7.25%
December	9,445,337	9,949,597	5.34%	9,801,961	-1.48%
12 Month Ave	10,018,906	9,856,774	-1.62%	9,977,638	1.23%
Year-to-Date	120,226,876	118,281,292	-1.62%	119,731,634	1.23%

12 Month Averages					
Service Month	2009-2010	2010-2011	Percentage Change	2011-2012	Percentage Change
January	9,982,552	9,983,705	-0.08%	9,909,224	-0.75%
February	9,945,834	9,997,686	0.52%	9,980,160	-0.18%
March	9,962,511	9,991,083	0.29%	9,993,721	0.03%
April	9,985,131	9,923,032	-0.72%	10,015,622	0.83%
May	10,011,372	9,926,300	-0.85%	10,038,867	1.13%
June	10,026,747	9,909,251	-1.17%	10,028,319	1.20%
July	10,030,373	9,880,153	-1.50%	10,046,368	1.68%
August	10,062,789	9,839,651	-2.22%	10,114,160	2.79%
September	10,060,089	9,834,149	-2.25%	10,099,855	2.70%
October	10,043,515	9,817,383	-2.25%	10,051,394	2.38%
November	10,056,139	9,814,753	-2.40%	9,989,939	1.78%
December	10,018,906	9,856,774	-1.62%	9,977,638	1.23%

Average Weekday Passengers					
Service Month	2009-2010	2010-2011	Percentage Change	2011-2012	Percentage Change
January	384,035	353,022	-8.08%	379,963	7.63%
February	371,860	382,662	2.90%	401,678	4.97%
March	410,253	406,662	-0.88%	419,885	3.25%
April	409,886	383,699	-6.39%	398,206	3.28%
May	419,911	416,250	-0.87%	414,301	-0.47%
June	399,709	392,545	-1.79%	391,846	-0.18%
July	371,177	365,281	-1.59%	366,675	0.38%
August	360,375	349,686	-2.97%	363,875	4.06%
September	405,532	403,218	-0.57%	412,133	2.21%
October	421,441	415,028	-1.52%	423,060	1.94%
November	409,255	405,717	-0.86%	405,662	-0.01%
December	368,375	389,201	5.85%	390,685	0.38%

MTA Staten Island Railway

Revenue Passengers					
Service Month	2009-2010	2010-2011	Percentage Change	2011-2012	Percentage Change
January	338,283	356,386	5.36%	385,644	8.21%
February	308,924	333,719	7.68%	367,154	10.02%
March	397,677	427,999	7.62%	415,419	-2.94%
April	380,950	366,489	-3.80%	364,882	-0.44%
May	372,053	406,054	9.14%	410,031	0.98%
June	386,819	404,083	4.46%	388,184	-3.93%
July	328,874	327,303	-0.48%	328,507	0.37%
August	325,403	333,401	2.46%	352,083	5.60%
September	379,483	405,022	6.73%	379,807	-6.23%
October	408,020	425,857	4.37%	401,614	-5.68%
November	383,064	405,710	5.91%	328,542	-19.02%
December	359,753	391,429	8.80%	323,266	-17.41%
12 Month Ave	384,180	381,954	4.88%	370,426	-3.02%
Year-to-Date	4,370,283	4,583,462	4.88%	4,446,112	-3.02%

12 Month Averages					
Service Month	2009-2010	2010-2011	Percentage Change	2011-2012	Percentage Change
January	343,143	365,701	6.57%	384,393	5.11%
February	343,086	367,683	7.17%	387,179	5.30%
March	345,315	370,210	7.21%	386,130	4.30%
April	348,704	369,005	5.82%	385,997	4.60%
May	350,938	371,839	5.96%	388,328	3.90%
June	353,259	373,277	5.67%	385,003	3.14%
July	353,800	373,146	5.47%	385,103	3.20%
August	358,855	373,813	4.75%	388,658	3.44%
September	358,568	375,941	4.85%	384,557	2.29%
October	360,315	377,428	4.75%	382,537	1.35%
November	362,874	379,315	4.53%	378,106	-0.85%
December	364,190	381,954	4.88%	370,426	-3.02%

Average Weekday Passengers					
Service Month	2009-2010	2010-2011	Percentage Change	2011-2012	Percentage Change
January	15,203	15,224	0.14%	16,557	8.75%
February	14,600	15,698	7.52%	16,578	5.60%
March	15,962	17,125	7.29%	16,934	-1.12%
April	15,838	15,562	-1.74%	15,800	1.53%
May	16,238	17,127	5.48%	16,842	-1.87%
June	15,922	16,610	4.32%	16,434	-1.08%
July	13,507	13,821	2.32%	14,002	1.31%
August	13,002	13,291	2.22%	13,710	3.15%
September	16,136	17,244	6.87%	17,300	0.33%
October	17,241	18,063	4.77%	18,225	0.90%
November	16,414	17,302	5.41%	15,364	-11.20%
December	15,030	16,526	9.96%	14,424	-12.72%

MTA Long Island Rail Road

Revenue Passengers

Service Month	2009-2010	2010-2011	Percentage Change	2011-2012	Percentage Change
January	6,247,860	5,890,855	-5.71%	6,431,858	9.18%
February	5,811,552	5,836,491	0.43%	6,373,028	9.19%
March	7,007,149	7,031,512	0.35%	7,102,378	1.01%
April	6,931,286	6,851,960	-4.03%	6,858,130	3.10%
May	6,743,764	6,739,212	-0.07%	7,172,588	6.43%
June	7,279,744	7,178,901	-1.39%	7,235,529	0.78%
July	7,238,718	7,042,470	-2.71%	7,289,883	3.51%
August	7,108,665	6,837,184	-3.82%	7,482,932	9.44%
September	6,834,199	6,887,995	0.79%	6,719,248	-2.45%
October	6,804,525	6,903,268	1.45%	6,621,963	-4.07%
November	6,563,349	6,815,374	3.84%	5,807,406	-17.72%
December	6,985,089	7,167,781	2.62%	6,851,447	-4.41%
12 Month Ave	6,796,308	6,748,584	-0.70%	6,812,166	0.94%
Year-to-Date	81,555,700	80,983,003	-0.70%	81,745,989	0.94%

12 Month Averages

Service Month	2009-2010	2010-2011	Percentage Change	2011-2012	Percentage Change
January	6,880,250	6,766,575	-1.65%	6,793,651	0.40%
February	6,857,326	6,768,653	-1.29%	6,838,362	1.03%
March	6,857,302	6,770,683	-1.26%	6,844,267	1.09%
April	6,848,013	6,747,406	-1.47%	6,861,448	1.69%
May	6,843,765	6,747,027	-1.41%	6,897,563	2.23%
June	6,827,208	6,738,623	-1.30%	6,902,282	2.43%
July	6,823,244	6,722,269	-1.48%	6,922,883	2.98%
August	6,819,437	6,699,646	-1.76%	6,976,895	4.14%
September	6,811,276	6,704,129	-1.57%	6,962,633	3.86%
October	6,795,180	6,712,357	-1.22%	6,939,191	3.38%
November	6,797,737	6,733,359	-0.95%	6,838,527	1.56%
December	6,796,308	6,748,584	-0.70%	6,812,166	0.94%

Average Weekday Passengers

Service Month	2009-2010	2010-2011	Percentage Change	2011-2012	Percentage Change
January	272,255	269,444	-1.03%	281,448	4.46%
February	269,143	270,350	0.45%	281,543	4.14%
March	271,905	273,253	0.50%	286,263	4.76%
April	278,901	276,587	-0.11%	288,139	2.71%
May	291,072	280,553	-3.61%	288,384	2.79%
June	290,508	287,735	-0.95%	300,269	4.36%
July	296,549	300,088	1.19%	300,228	0.05%
August	280,172	268,920	-4.73%	286,121	7.19%
September	285,944	288,504	0.90%	304,976	5.71%
October	285,328	288,692	1.18%	268,456	-7.01%
November	287,221	298,001	3.75%	243,193	-18.39%
December	279,289	296,869	6.29%	293,624	-1.09%

MTA Metro-North Railroad

Revenue Passengers

Service Month	2009-2010	2010-2011	Percentage Change	2011-2012	Percentage Change
January	6,057,858	6,058,385	0.01%	6,537,572	7.91%
February	5,687,951	5,823,842	2.39%	6,395,893	9.82%
March	6,938,210	7,067,303	1.86%	7,145,214	1.10%
April	6,837,261	6,804,593	-0.48%	6,972,024	2.46%
May	6,731,056	6,948,660	3.23%	7,242,998	4.24%
June	7,158,126	7,327,291	2.38%	7,269,950	-0.78%
July	6,992,466	7,012,229	0.28%	7,214,301	2.88%
August	6,912,973	6,704,764	-3.01%	7,349,146	9.61%
September	6,852,629	6,960,470	1.57%	6,754,982	-2.95%
October	7,027,596	7,042,672	0.22%	6,778,733	-3.75%
November	6,810,467	6,948,147	2.02%	6,283,202	-9.57%
December	7,089,300	7,339,230	3.53%	7,009,613	-4.49%
12 Month Ave	6,767,974	6,836,482	1.16%	6,912,802	1.12%
Year-to-Date	81,095,693	82,037,786	1.16%	82,953,628	1.12%

12 Month Averages

Service Month	2009-2010	2010-2011	Percentage Change	2011-2012	Percentage Change
January	6,635,337	6,758,035	1.85%	6,876,414	1.75%
February	6,619,578	6,769,359	2.26%	6,924,085	2.28%
March	6,634,219	6,780,117	2.20%	6,930,578	2.22%
April	6,640,238	6,777,395	2.07%	6,944,531	2.47%
May	6,655,928	6,795,528	2.10%	6,969,059	2.55%
June	6,666,207	6,809,825	2.15%	6,984,280	2.27%
July	6,665,502	6,811,272	2.19%	6,981,120	2.49%
August	6,695,600	6,793,822	1.47%	7,034,818	3.55%
September	6,710,814	6,802,908	1.37%	7,017,694	3.16%
October	6,717,049	6,804,181	1.30%	6,995,663	2.81%
November	6,744,108	6,815,655	1.06%	6,940,270	1.83%
December	6,767,974	6,836,482	1.16%	6,912,802	1.12%

Average Weekday Passengers

Service Month	2009-2010	2010-2011	Percentage Change	2011-2012	Percentage Change
January	264,201	264,246	0.02%	274,231	3.78%
February	259,822	264,614	1.92%	275,684	4.19%
March	270,305	273,743	1.27%	282,429	3.17%
April	276,191	280,302	1.49%	286,303	2.14%
May	282,281	283,162	0.31%	285,774	0.92%
June	288,218	293,413	1.80%	296,618	1.09%
July	283,928	290,510	2.32%	290,489	-0.01%
August	273,549	286,109	-2.72%	280,806	5.52%
September	283,870	286,603	0.96%	291,967	1.87%
October	287,333	286,373	-0.33%	260,443	-9.05%
November	290,232	293,791	1.23%	264,012	-10.14%
December	280,900	294,479	4.83%	287,219	-2.47%

East of Hudson

Revenue Passengers

Service Month	2009-2010	2010-2011	Percentage Change	2011-2012	Percentage Change
January	5,917,527	5,916,958	-0.01%	6,407,976	8.30%
February	5,556,169	5,685,834	2.33%	6,265,036	10.19%
March	6,789,641	6,896,269	1.67%	6,994,606	1.43%
April	6,875,240	6,648,157	-0.41%	6,831,738	2.76%
May	6,580,762	6,788,759	3.18%	7,094,282	4.50%
June	6,992,372	7,164,509	2.46%	7,121,125	-0.61%
July	6,832,493	6,854,351	0.32%	7,062,979	3.04%
August	6,747,243	6,551,648	-2.90%	7,192,537	9.78%
September	6,693,644	6,660,480	2.49%	6,618,194	-3.53%
October	6,867,305	6,945,233	1.13%	6,639,905	-4.40%
November	6,654,066	6,851,079	2.98%	6,211,788	-9.33%
December	6,924,466	7,201,122	4.00%	6,901,054	-4.17%
12 Month Ave	6,600,912	6,697,032	1.46%	6,778,436	1.22%
Year-to-Date	79,210,948	80,364,379	1.46%	81,341,220	1.22%

12 Month Averages

Service Month	2009-2010	2010-2011	Percentage Change	2011-2012	Percentage Change
January	6,476,421	6,600,885	1.92%	6,737,950	2.08%
February	6,461,804	6,611,670	2.32%	6,786,217	2.64%
March	6,476,509	6,622,223	2.25%	6,794,411	2.60%
April	6,482,725	6,619,966	2.12%	6,809,710	2.87%
May	6,488,836	6,637,299	2.13%	6,835,170	2.98%
June	6,509,511	6,651,844	2.18%	6,831,555	2.70%
July	6,509,653	6,653,465	2.21%	6,848,940	2.94%
August	6,539,204	6,637,166	1.50%	6,902,348	4.00%
September	6,554,367	6,651,067	1.48%	6,882,159	3.47%
October	6,560,893	6,657,561	1.47%	6,856,715	2.99%
November	6,587,344	6,673,977	1.32%	6,803,441	1.94%
December	6,600,912	6,697,032	1.46%	6,778,436	1.22%

Average Weekday Passengers

Service Month	2009-2010	2010-2011	Percentage Change	2011-2012	Percentage Change
January	256,833	256,810	-0.01%	267,748	4.26%
February	252,703	257,367	1.85%	269,157	4.58%
March	262,962	266,296	1.27%	275,580	3.49%
April	266,823	272,859	1.50%	279,630	2.48%
May	274,774	275,544	0.28%	279,003	1.26%
June	280,680	286,011	1.90%	289,538	1.23%
July	276,306	282,626	2.29%	283,280	0.23%
August	266,011	258,877	-2.68%	273,982	5.63%
September	276,286	281,839	2.01%	284,787	1.05%
October	279,706	281,726	0.72%	253,501	-10.02%
November	282,409	288,936	2.31%	260,337	-9.90%
December	273,395	287,900	5.31%	281,798	-2.12%

Harlem Line

Revenue Passengers					
Service Month	2009-2010	2010-2011	Percentage Change	2011-2012	Percentage Change
January	1,996,515	1,975,045	-1.08%	2,127,333	7.71%
February	1,870,292	1,913,040	2.28%	2,075,806	8.50%
March	2,287,299	2,304,100	0.73%	2,321,334	0.75%
April	2,228,459	2,188,958	-1.77%	2,235,081	2.11%
May	2,164,271	2,223,927	2.78%	2,318,904	4.27%
June	2,300,223	2,320,897	0.90%	2,318,256	-0.11%
July	2,226,434	2,198,107	-1.27%	2,274,018	3.45%
August	2,179,564	2,111,456	-3.12%	2,311,944	9.50%
September	2,206,183	2,253,778	2.16%	2,162,096	-4.07%
October	2,275,602	2,283,843	0.35%	2,180,347	-4.52%
November	2,198,951	2,247,234	2.20%	2,068,664	-7.95%
December	2,297,316	2,343,967	2.03%	2,254,289	-3.83%
12 Month Ave	2,185,926	2,197,013	0.51%	2,220,656	1.08%
Year-to-Date	26,231,109	26,364,160	0.51%	26,647,872	1.08%

12 Month Averages					
Service Month	2009-2010	2010-2011	Percentage Change	2011-2012	Percentage Change
January	2,171,309	2,184,137	0.59%	2,209,703	1.17%
February	2,164,529	2,187,899	1.07%	2,223,250	1.63%
March	2,167,053	2,189,099	1.02%	2,224,687	1.63%
April	2,165,757	2,185,807	0.93%	2,228,530	1.95%
May	2,166,905	2,190,778	1.10%	2,236,445	2.08%
June	2,166,316	2,192,501	1.21%	2,236,225	1.99%
July	2,164,473	2,190,141	1.19%	2,242,551	2.39%
August	2,171,702	2,184,465	0.59%	2,258,258	3.42%
September	2,174,882	2,188,431	0.62%	2,251,618	2.69%
October	2,175,102	2,189,101	0.64%	2,243,010	2.46%
November	2,182,304	2,193,125	0.50%	2,228,129	1.60%
December	2,185,926	2,197,013	0.51%	2,220,656	1.08%

Average Weekday Passengers					
Service Month	2009-2010	2010-2011	Percentage Change	2011-2012	Percentage Change
January	87,248	86,168	-1.24%	89,422	3.78%
February	85,507	86,918	1.65%	89,675	3.17%
March	89,165	88,286	0.14%	91,890	2.92%
April	90,192	90,375	0.20%	92,081	1.89%
May	91,128	90,818	-0.34%	91,782	1.06%
June	92,885	93,237	0.38%	94,958	1.85%
July	90,784	91,588	0.89%	92,071	0.53%
August	86,582	84,033	-2.94%	88,674	5.52%
September	81,552	83,133	1.73%	83,799	0.72%
October	93,240	93,197	-0.05%	83,681	-10.23%
November	93,893	95,500	1.71%	87,177	-8.72%
December	91,183	94,627	3.67%	92,943	-1.68%

Hudson Line

Revenue Passengers

Service Month	2009-2010	2010-2011	Percentage Change	2011-2012	Percentage Change
January	1,154,801	1,159,493	0.41%	1,228,263	5.93%
February	1,084,284	1,108,812	2.26%	1,201,829	8.39%
March	1,328,645	1,340,022	0.86%	1,343,474	0.26%
April	1,316,029	1,312,919	-0.24%	1,334,926	1.68%
May	1,322,076	1,349,153	2.05%	1,399,291	3.72%
June	1,382,018	1,408,063	1.88%	1,394,023	-1.00%
July	1,360,953	1,358,800	-0.16%	1,401,131	3.12%
August	1,360,853	1,297,903	-4.61%	1,433,031	10.41%
September	1,331,081	1,358,616	2.07%	1,300,945	-4.24%
October	1,381,131	1,359,385	-0.13%	1,304,322	-4.05%
November	1,303,840	1,332,264	2.16%	1,190,123	-10.87%
December	1,350,557	1,374,664	1.78%	1,321,710	-3.86%
12 Month Ave	1,304,673	1,313,341	0.66%	1,321,091	0.59%
Year-to-Date	15,866,078	15,760,094	0.66%	15,853,088	0.59%

12 Month Averages

Service Month	2009-2010	2010-2011	Percentage Change	2011-2012	Percentage Change
January	1,285,884	1,305,084	1.48%	1,319,074	1.07%
February	1,281,336	1,307,108	2.01%	1,326,825	1.51%
March	1,282,587	1,308,056	1.99%	1,327,113	1.46%
April	1,283,101	1,307,797	1.92%	1,328,947	1.62%
May	1,287,368	1,310,054	1.76%	1,333,125	1.76%
June	1,288,608	1,312,224	1.83%	1,331,955	1.50%
July	1,287,096	1,312,045	1.94%	1,335,482	1.79%
August	1,292,766	1,306,815	1.09%	1,348,743	3.06%
September	1,295,206	1,309,109	1.07%	1,341,937	2.51%
October	1,296,445	1,308,964	0.97%	1,337,348	2.17%
November	1,302,001	1,311,332	0.72%	1,325,504	1.08%
December	1,304,673	1,313,341	0.66%	1,321,091	0.59%

Average Weekday Passengers

Service Month	2009-2010	2010-2011	Percentage Change	2011-2012	Percentage Change
January	50,220	50,319	0.20%	51,340	2.03%
February	49,456	50,286	1.70%	51,721	2.83%
March	51,678	51,763	0.16%	52,943	2.28%
April	53,066	53,787	1.36%	54,535	1.39%
May	55,015	54,625	-0.71%	54,880	0.47%
June	55,385	56,110	1.29%	56,479	0.66%
July	54,811	55,877	1.58%	55,674	0.35%
August	53,417	51,158	-4.23%	54,403	6.34%
September	54,777	55,594	1.49%	55,710	0.21%
October	55,261	54,963	-0.54%	49,650	-9.67%
November	55,266	56,109	1.53%	49,881	-11.10%
December	53,368	55,091	3.23%	54,024	-1.94%

New Haven Line

Revenue Passengers

Service Month	2009-2010	2010-2011	Percentage Change	2011-2012	Percentage Change
January	2,788,211	2,782,420	0.59%	3,052,360	9.70%
February	2,601,593	2,663,982	2.40%	2,987,601	12.15%
March	3,153,697	3,252,147	3.12%	3,329,798	2.39%
April	3,130,752	3,146,282	0.50%	3,261,731	3.67%
May	3,084,415	3,215,679	3.82%	3,376,087	4.99%
June	3,310,131	3,435,549	3.79%	3,408,846	-0.78%
July	3,245,106	3,297,444	1.61%	3,387,830	2.74%
August	3,207,028	3,142,289	-2.02%	3,447,562	9.71%
September	3,156,370	3,248,066	2.91%	3,155,153	-2.86%
October	3,230,572	3,302,205	2.22%	3,155,236	-4.45%
November	3,151,295	3,271,581	3.82%	2,953,001	-9.74%
December	3,276,593	3,482,491	6.28%	3,325,055	-4.52%
12 Month Ave	3,110,313	3,186,678	2.46%	3,236,688	1.57%
Year-to-Date	37,323,761	38,240,135	2.46%	38,840,260	1.57%

12 Month Averages

Service Month	2009-2010	2010-2011	Percentage Change	2011-2012	Percentage Change
January	3,019,128	3,111,884	3.06%	3,209,173	3.13%
February	3,015,940	3,116,863	3.35%	3,236,141	3.83%
March	3,026,869	3,125,067	3.24%	3,242,612	3.76%
April	3,033,867	3,126,362	3.05%	3,252,233	4.03%
May	3,044,564	3,136,467	3.02%	3,265,600	4.12%
June	3,054,585	3,146,918	3.02%	3,263,375	3.70%
July	3,058,084	3,151,280	3.05%	3,270,907	3.80%
August	3,074,736	3,145,885	2.31%	3,296,347	4.78%
September	3,084,279	3,153,527	2.25%	3,288,604	4.28%
October	3,089,346	3,159,496	2.27%	3,276,356	3.70%
November	3,103,039	3,169,520	2.14%	3,249,808	2.53%
December	3,110,313	3,186,678	2.46%	3,236,688	1.57%

Average Weekday Passengers

Service Month	2009-2010	2010-2011	Percentage Change	2011-2012	Percentage Change
January	119,365	120,323	0.80%	126,986	5.54%
February	117,740	120,153	2.05%	127,761	6.33%
March	122,119	125,247	2.56%	130,747	4.39%
April	125,565	128,697	2.49%	133,014	3.35%
May	128,631	130,101	1.14%	132,341	1.72%
June	132,400	138,664	3.22%	138,101	1.05%
July	130,711	135,361	3.58%	135,335	-0.02%
August	128,012	123,686	-1.85%	130,905	5.84%
September	129,967	133,112	2.42%	135,278	1.63%
October	131,207	133,568	1.80%	120,190	-10.02%
November	133,250	137,327	3.06%	123,279	-10.23%
December	128,844	138,282	7.33%	134,831	-2.50%

West of Hudson

Revenue Passengers					
Service Month	2009-2010	2010-2011	Percentage Change	2011-2012	Percentage Change
January	140,131	141,427	0.92%	129,586	-8.37%
February	131,782	138,008	4.72%	130,857	-5.18%
March	168,569	171,034	1.46%	150,608	-11.94%
April	162,021	158,438	-3.45%	140,288	-10.32%
May	150,294	159,901	6.39%	148,716	-6.99%
June	165,754	162,782	-1.79%	148,825	-8.57%
July	159,973	157,878	-1.31%	151,322	-4.15%
August	165,730	153,118	-7.61%	158,609	2.28%
September	158,985	160,010	-37.09%	138,788	36.77%
October	160,291	97,639	-39.09%	138,828	42.18%
November	156,381	97,068	-37.93%	71,414	-26.43%
December	164,834	138,108	-16.21%	108,559	-21.40%
12 Month Ave	157,062	139,451	-11.21%	134,367	-3.65%
Year-to-Date	1,884,745	1,673,407	-11.21%	1,812,408	-3.65%

12 Month Averages					
Service Month	2009-2010	2010-2011	Percentage Change	2011-2012	Percentage Change
January	158,816	157,170	-1.10%	138,465	-11.90%
February	157,774	157,689	-0.05%	137,869	-12.57%
March	157,710	157,894	0.12%	136,167	-13.76%
April	157,513	157,429	-0.05%	134,821	-14.36%
May	157,092	158,230	0.72%	133,889	-15.38%
June	156,698	157,982	0.82%	132,726	-15.99%
July	155,849	157,807	1.26%	132,179	-16.24%
August	156,398	156,756	0.23%	132,470	-15.48%
September	156,447	151,842	-2.94%	135,535	-10.74%
October	156,156	148,621	-6.11%	138,968	-5.22%
November	156,764	141,878	-9.62%	138,830	-3.42%
December	157,062	139,451	-11.21%	134,367	-3.65%

Average Weekday Passengers					
Service Month	2009-2010	2010-2011	Percentage Change	2011-2012	Percentage Change
January	7,368	7,436	0.92%	6,483	-12.82%
February	6,919	7,247	4.75%	6,537	-9.80%
March	7,343	7,447	1.42%	6,849	-8.03%
April	7,368	7,443	1.02%	6,673	-10.35%
May	7,507	7,618	1.48%	6,771	-11.12%
June	7,538	7,402	-1.81%	7,080	-4.35%
July	7,622	7,884	3.44%	7,209	-8.56%
August	7,538	7,232	-4.08%	6,824	-5.64%
September	7,574	4,764	-37.10%	7,180	50.71%
October	7,625	4,845	-39.08%	6,942	49.45%
November	7,823	4,855	-37.94%	3,675	-24.30%
December	7,505	6,579	-12.34%	5,421	-17.60%

Port Jervis Line

Revenue Passengers

Service Month	2009-2010	2010-2011	Percentage Change	2011-2012	Percentage Change
January	98,769	96,984	-1.81%	80,570	-16.92%
February	92,218	94,908	2.92%	81,766	-13.65%
March	117,830	117,095	-0.45%	93,911	-19.80%
April	113,758	108,000	-5.06%	88,819	-17.76%
May	105,774	111,086	5.03%	93,989	-15.40%
June	115,518	116,786	1.10%	94,452	-19.12%
July	111,851	110,772	-0.79%	97,178	-12.27%
August	116,730	104,640	-10.36%	100,855	-3.62%
September	110,427	50,582	-54.19%	85,604	69.24%
October	110,500	46,093	-58.28%	87,075	88.91%
November	107,453	46,692	-56.55%	47,613	1.97%
December	114,571	85,576	-25.31%	67,755	-20.82%
12 Month Ave	109,583	90,769	-17.17%	84,966	-6.39%
Year-to-Date	1,314,999	1,089,224	-17.17%	1,019,587	-6.39%

12 Month Averages

Service Month	2009-2010	2010-2011	Percentage Change	2011-2012	Percentage Change
January	113,937	109,435	-3.95%	89,401	-18.31%
February	112,881	109,659	-2.85%	88,306	-19.47%
March	112,547	109,614	-2.61%	86,374	-21.20%
April	112,083	109,134	-2.64%	84,775	-22.32%
May	111,499	109,578	-1.72%	83,350	-23.94%
June	111,010	109,683	-1.19%	81,489	-25.71%
July	110,061	109,610	-0.41%	80,356	-26.69%
August	110,231	108,603	-1.48%	80,040	-26.30%
September	109,994	103,616	-5.80%	82,959	-19.94%
October	109,463	98,248	-10.24%	86,374	-12.09%
November	109,621	93,185	-14.98%	86,451	-7.23%
December	109,583	90,769	-17.17%	84,966	-6.39%

Average Weekday Passengers

Service Month	2009-2010	2010-2011	Percentage Change	2011-2012	Percentage Change
January	5,192	5,098	-1.81%	4,031	-20.93%
February	4,839	4,981	2.93%	4,084	-18.01%
March	5,126	5,100	-0.50%	4,271	-16.25%
April	5,174	5,139	-0.69%	4,224	-17.79%
May	5,282	5,293	0.20%	4,280	-19.14%
June	5,254	5,311	1.08%	4,493	-15.40%
July	5,320	5,531	3.96%	4,630	-16.26%
August	5,310	5,037	-5.14%	4,396	-12.73%
September	5,261	2,409	-54.21%	4,491	88.43%
October	5,256	2,192	-58.28%	4,354	98.63%
November	5,376	2,336	-56.54%	2,455	5.09%
December	5,218	4,077	-21.86%	3,363	-17.02%

Pascack Valley Line

Revenue Passengers					
Service Month	2009-2010	2010-2011	Percentage Change	2011-2012	Percentage Change
January	41,362	44,443	7.45%	49,026	10.31%
February	39,564	43,100	8.94%	49,091	13.90%
March	50,939	53,939	5.89%	56,697	5.11%
April	48,263	48,436	0.36%	51,467	6.26%
May	44,520	48,805	9.62%	54,727	12.13%
June	50,236	45,996	-8.44%	54,373	18.21%
July	48,322	47,108	-2.52%	54,144	14.94%
August	49,000	48,476	-1.07%	55,754	15.01%
September	48,558	49,428	1.79%	51,184	3.55%
October	49,791	51,546	3.52%	51,753	0.40%
November	48,928	50,376	2.96%	23,801	-52.75%
December	50,263	52,532	4.51%	49,804	-22.33%
12 Month Ave	47,479	48,682	2.53%	49,402	1.48%
Year-to-Date	569,746	584,183	2.53%	592,821	1.48%

12 Month Averages					
Service Month	2009-2010	2010-2011	Percentage Change	2011-2012	Percentage Change
January	44,978	47,736	6.13%	49,064	2.78%
February	44,893	48,030	6.99%	49,563	3.19%
March	45,183	48,280	6.90%	49,793	3.13%
April	45,420	48,295	6.33%	50,046	3.63%
May	45,593	48,652	6.71%	50,539	3.88%
June	45,686	48,298	5.72%	51,237	6.08%
July	45,789	48,197	5.26%	51,824	7.52%
August	46,165	48,153	4.31%	52,430	8.88%
September	46,453	48,226	3.82%	52,576	9.02%
October	46,694	48,372	3.59%	52,594	8.73%
November	47,143	48,493	2.86%	50,379	3.89%
December	47,479	48,682	2.53%	49,402	1.48%

Average Weekday Passengers					
Service Month	2009-2010	2010-2011	Percentage Change	2011-2012	Percentage Change
January	2,176	2,338	7.45%	2,452	4.88%
February	2,079	2,266	8.97%	2,453	8.25%
March	2,217	2,347	5.88%	2,578	9.84%
April	2,194	2,305	5.04%	2,449	6.25%
May	2,225	2,325	4.50%	2,491	7.14%
June	2,284	2,091	-8.46%	2,587	23.72%
July	2,302	2,353	2.22%	2,579	9.60%
August	2,228	2,195	-1.50%	2,428	10.82%
September	2,313	2,355	1.82%	2,689	14.18%
October	2,369	2,453	3.54%	2,588	5.50%
November	2,447	2,519	2.94%	1,220	-51.57%
December	2,287	2,502	9.40%	2,038	-18.56%

MTA Bridges & Tunnels

Revenue Passengers

Service Month	2009-2010	2010-2011	Percentage Change	2011-2012	Percentage Change
January	22,330,921	20,408,730	-8.61%	21,776,550	6.70%
February	19,147,302	20,176,144	5.37%	21,280,142	5.47%
March	24,489,353	23,928,232	-2.29%	23,927,845	0.00%
April	24,570,400	23,593,365	-3.98%	23,651,425	0.25%
May	25,980,868	25,144,889	-3.22%	25,192,764	0.19%
June	25,937,063	25,288,003	-2.50%	25,233,363	-0.22%
July	25,981,715	25,490,788	-1.89%	24,887,622	-2.37%
August	26,202,259	24,253,530	-7.44%	25,669,824	5.84%
September	24,817,701	23,978,096	-2.61%	23,763,047	-0.89%
October	25,470,847	24,135,980	-5.24%	22,928,321	-5.00%
November	24,016,670	23,443,442	-2.38%	20,945,342	-10.66%
December	22,969,330	23,665,362	3.03%	23,355,262	-1.31%
12 Month Ave	24,309,519	23,625,465	-2.81%	23,550,942	-0.32%
Year-to-Date	291,714,229	283,505,581	-2.81%	282,611,307	-0.32%

12 Month Averages

Service Month	2009-2010	2010-2011	Percentage Change	2011-2012	Percentage Change
January	24,311,989	24,149,337	-0.67%	23,739,450	-1.70%
February	24,138,250	24,235,073	0.40%	23,831,450	-1.67%
March	24,178,125	24,188,313	0.04%	23,831,401	-1.48%
April	24,180,768	24,106,894	-0.31%	23,838,239	-1.12%
May	24,201,331	24,037,229	-0.68%	23,840,229	-0.82%
June	24,233,298	23,983,224	-1.03%	23,835,592	-0.62%
July	24,243,422	23,942,313	-1.24%	23,785,328	-0.66%
August	24,276,180	23,779,919	-2.04%	23,903,353	0.52%
September	24,282,335	23,726,452	-2.29%	23,885,589	0.67%
October	24,321,186	23,615,230	-2.90%	23,784,961	0.72%
November	24,353,452	23,587,461	-3.23%	23,576,786	0.04%
December	24,309,519	23,625,465	-2.81%	23,550,942	-0.32%

Average Weekday Passengers

Service Month	2009-2010	2010-2011	Percentage Change	2011-2012	Percentage Change
January	767,480	682,304	-11.10%	748,115	9.65%
February	698,047	750,861	7.57%	768,649	2.37%
March	814,359	788,941	-3.12%	797,238	1.05%
April	839,361	812,864	-3.16%	808,640	-0.52%
May	857,707	833,621	-2.81%	831,734	-0.23%
June	877,977	855,894	-2.52%	853,960	-0.23%
July	867,327	853,553	-1.59%	829,552	-2.81%
August	860,105	832,806	-3.17%	842,278	1.14%
September	839,298	823,591	-1.87%	821,457	-0.26%
October	837,927	801,026	-4.40%	736,273	-8.08%
November	822,205	801,634	-2.50%	725,399	-8.51%
December	764,702	793,943	3.82%	802,267	1.05%

Fuel Hedge Program

MTA Finance Committee
February 2013

Hedge Activity

Ultra Low Sulfur Diesel Hedges

			Lock in	Gallons
	Start	End	Price/Gal	Hedged/Mn
Trade 1	Mar-2011	Feb-2012	\$3.160	527,426
Trade 2	Apr-2011	Mar-2012	\$3.117	534,788
Trade 3	Jun-2011	May-2012	\$3.050	546,448
Trade 4	Jun-2011	May-2012	\$2.980	559,284
Trade 5	Jul-2011	Jun-2012	\$2.852	292,193
Trade 6	Jan-2012	Jun-2013	\$2.889	1,115,342
Trade 7	Mar-2012	Aug-2013	\$3.121	356,011
Trade 8	Apr-2012	Sep-2013	\$3.213	207,523
Trade 9	May-2012	Oct-2013	\$3.161	193,328
Trade 10	Jun-2012	Nov-2013	\$2.995	176,219
Trade 11	Jun-2012	Nov-2013	\$2.767	200,779
Trade 12	Aug-2012	Jan-2014	\$2.696	154,550
Trade 13	Sep-2012	Feb-2014	\$2.915	127,692
Trade 14	Oct-2012	Mar-2014	\$3.057	129,030
Trade 15	Dec-2012	Oct-2014	\$2.890	367,758
Trade 16	Jun-2013	Nov-2014	\$2.942	543,934 *
Trade 17	Dec-2013	Dec-2014	\$2.871	428,273 *
Trade 18	Jan-2014	Jan-2015	\$2.899	381,159 *

Natural Gas Hedge

			Lock in	MMBtus
	Start	End	Price/MMBtu	Hedged/Mn
Trade 1	Apr-2011	Mar-2012	\$4.242	235,766

* Reflect average of monthly hedged gallons - contract terms vary by month for hedge duration.

Commodity Prices Assumed in Financial Plan

	Diesel Fuel			Natural Gas		
	2012	2013	2014	2012	2013	2014
2013 February Plan	\$3.11	\$2.93	\$2.85	\$2.60	\$3.38	\$3.80

Annual Impact as of February 11, 2013

	(\$ in millions)		
	<u>2012</u>	<u>2013</u>	<u>2014</u>
<u>Ultra Low Sulfur Diesel</u>			
Current Prices vs. November Plan	\$0.012	\$1.614	(\$14.727)
Impact of Hedge	<u>3.033</u>	<u>(1.417)</u>	<u>2.728</u>
Net Impact: Fav/(Unfav)	\$3.045	\$0.197	(\$11.999)
<u>Compressed Natural Gas</u>			
Current Prices vs. November Plan	(\$1.836)	(\$1.139)	\$0.454
Impact of Hedge	<u>(1.058)</u>	<u>0.000</u>	<u>0.000</u>
Net Impact: Fav/(Unfav)	(\$2.894)	(\$1.139)	\$0.454
<u>Summary</u>			
Current Prices vs. November Plan	(\$1.824)	\$0.475	(\$14.273)
Impact of Hedge	<u>1.975</u>	<u>(1.417)</u>	<u>2.728</u>
Net Impact: Fav/(Unfav)	\$0.151	(\$0.942)	(\$11.545)

Estimated impacts are based on monthly average price times forecast usage, which may differ from actual purchases.

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MARCH 2013
MTA REAL ESTATE
FINANCE COMMITTEE AGENDA ITEMS

1. ACTION ITEMS

MTA LONG ISLAND RAIL ROAD

- a. Lease with EMD Transportation Inc. for the operation of a taxi dispatch office in the Riverhead station building

MTA METRO-NORTH RAILROAD

- b. Lease with Grand Central Soups LLC dba Hale and Hearty for the retail sale of tenant-prepared soups, salads and sandwiches, a limited selection of dessert items and non-alcoholic beverages in Retail Space LC-49A at Grand Central Terminal
- c. Lease with Rent-A-Chef Inc. dba Babycakes Café for the operation of a café in the Poughkeepsie station building, Poughkeepsie, New York
- d. Sublease between Metro-North and the City of New York for installation, maintenance and repair of piping and drainage improvements in Riverdale

MTA NEW YORK CITY TRANSIT

- e. Lease amendment between New York City Transit and 3120 Bainbridge , LLC relating to a Department of Buses swing room at 3120 Bainbridge Avenue, Bronx, NY
- f. Authorization to proceed with acquisition by negotiated purchase or condemnation of the fee interests in 104-01 165th Street, 103-16, 103-30, 103-34, 104-02, 104-10, 104-12, and 104-22 Merrick Boulevard, Jamaica, Queens (Block 10164, Lots 41, 53, 60, 61, 63, 66, 68, & 72) on behalf of NYCT Department of Buses and MTA Bus
- g. Lease with Gaelic Park Restaurant and Catering, LLC for the construction and operation of a bar and banquet hall facility at 201 West 240th Street, Bronx, NY
- h. "On the Go" kiosk pilot agreement with Control Group, Inc.
- i. License agreement between New York City Transit and College of S.I. (CUNY) for operation of bus route

METROPOLITAN TRANSPORTATION AUTHORITY

- j. All-Agency Real Property Disposition Guidelines and All-Agency Personal Property Disposition Guidelines required by Public Authorities Law Sections 2895-2897
(To be distributed)

MANHATTAN AND BRONX SURFACE TRANSIT OPERATING AUTHORITY

- k. Lease amendment between MaBSTOA and Royal Charter Properties, Inc. relating to a Department of Buses swing room at 53 Audubon Avenue, New York, NY

2. INFORMATION ITEMS

- a. Status report on month-to-month licenses
- b. Status report on agreements entered into directly by the Real Estate Department
- c. Status report on Grand Central Terminal Vanderbilt Hall events
- d. Status report on Grand Central Terminal Graybar Passage retail kiosks
- e. Amendment to license agreement with Elrac, Inc., d/b/a Enterprise Rent-A-Car, for system wide car rental services
- f. Temporary license agreement with Copper Roof Deli, LLC for the operation of a retail concession space at the Beacon Station in Beacon, NY

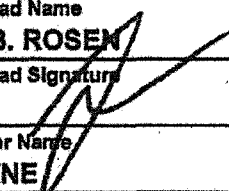
<u>Legal Name</u>	<u>Popular Name</u>	<u>Abbreviation</u>
New York City Transit Authority	MTA New York City Transit	NYC Transit
The Long Island Rail Road Company	MTA Long Island Rail Road	LIRR
Metropolitan Suburban Bus Authority	MTA Long Island Bus	LI Bus
Metro-North Commuter Railroad Company	MTA Metro-North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

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

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


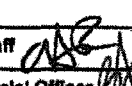

MTA LONG ISLAND RAIL ROAD

Staff Summary

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

Date MARCH 11, 2013
Vendor Name
Contract Number
Contract Manager Name
Table of Contents Ref. #

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance Committee	03/11/13	X		
2	Board	03/13/13	X		

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

AGENCY: MTA Long Island Rail Road ("LIRR")
 TENANT: EMD Transport Inc. (DBA Islandwide Transportation)
 LOCATION: Riverhead Station Building, Town of Riverhead, Suffolk County, New York (the "Property")
 ACTIVITY: Taxi office
 ACTION REQUESTED: Approval of terms
 TERM: 10 years, terminable at LIRR's sole discretion on 180 days' notice.
 SPACE: Approximately 1,200 square feet

COMPENSATION:	Year	Annual Rent	Per Sq. Ft.
	1	\$19,000.00	\$15.83
	2	\$19,579.00	\$16.32
	3	\$20,157.10	\$16.80
	4	\$20,761.81	\$17.30
	5	\$21,384.67	\$17.82
	6	\$22,026.21	\$18.36
	7	\$22,686.99	\$18.91
	8	\$23,367.60	\$19.47
	9	\$24,068.63	\$20.06
	10	\$24,790.69	\$20.66

Present Value (discounted at 9%): \$136,907.38

COMMENTS

Due to very low ridership at Riverhead, the station building has been closed to the public for several years. MTA Real Estate released a request for proposal ("RFP") in 2012, offering a 10 year leasehold interest in the Property. The RFP specified that the Tenant would be required to make the waiting area and restrooms available to LIRR commuters at peak hours, which currently are weekdays from 5:30 AM to 6:30 AM, and 7:00 PM to 8:00 PM. Three proposals were received in response to the RFP:

Staff Summary

FINANCE COMMITTEE MEETING



Metropolitan Transportation Authority

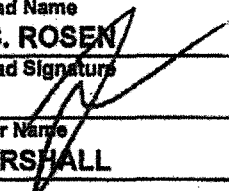
- EMD Transport Inc. ("Islandwide"), a local taxi company, submitted a proposal to operate a taxi dispatching operation. Islandwide submitted a rental proposal with a present value of \$136,907.38.
- JTE Enterprises, Inc. (DBA Lindy's Taxi) a local taxi company, submitted a proposal to operate a taxi dispatching operation. JTE's submitted a rental proposal with a present value of \$103,755.65.
- Sandra Williams, a local resident, submitted a proposal to operate a café. She submitted a proposal with a present value of \$79,129.62.

The rent proposed by Islandwide exceeds the fair market rental value of \$18,300 per annum, as estimated by MTA Real Estate's independent consultant. Islandwide, based in Mastic Beach, New York, has been active since 2008. Its principal, John A. Ferro, has over five years of experience operating a taxi business in Long Island. Mr. Ferro and EMD Transportation Inc. have sufficient financial resources to successfully operate the business under this proposed lease.

Based on the foregoing, MTA Real Estate requests authorization to enter into a lease with EMD Transportation Inc. on the above-described terms and conditions.

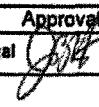
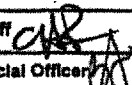

MTA METRO NORTH RAILROAD

Staff Summary

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

Date MARCH 11, 2013
Vendor Name
Contract Number
Contract Manager Name
Table of Contents Ref #

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance Committee	3/11/13	X		
2	Board	3/13/13	X		

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

Narrative																																													
AGENCY:	MTA Metro-North Railroad ("Metro-North")																																												
LESSEE:	Grand Central Soups LLC dba Hale and Hearty ("Hale and Hearty")																																												
LOCATION:	Retail Space LC-49A and Storage Space LCS-01F																																												
ACTIVITY:	The retail sale of tenant prepared soups, salads, sandwiches, a limited selection of dessert items and non-alcoholic beverages																																												
ACTION REQUESTED:	Approval of terms																																												
TERM:	Ten years																																												
SPACE:	Approximately 500 sq. ft. and approximately 166 sq. ft. of storage space																																												
COMPENSATION:	Annual Base Rent plus 10% of gross sales over Breakpoint, as follows:																																												
	<table border="1"> <thead> <tr> <th>Year</th> <th>Annual Base Rent</th> <th>PSF</th> <th>Breakpoint</th> </tr> </thead> <tbody> <tr><td>1</td><td>\$275,550</td><td>\$551.00</td><td>\$2,750,500</td></tr> <tr><td>2</td><td>\$283,816</td><td>\$567.63</td><td>\$2,840,000</td></tr> <tr><td>3</td><td>\$292,331</td><td>\$584.66</td><td>\$2,930,000</td></tr> <tr><td>4</td><td>\$301,101</td><td>\$602.20</td><td>\$3,010,000</td></tr> <tr><td>5</td><td>\$310,134</td><td>\$620.26</td><td>\$3,100,200</td></tr> <tr><td>6</td><td>\$319,438</td><td>\$638.67</td><td>\$3,200,000</td></tr> <tr><td>7</td><td>\$329,021</td><td>\$658.04</td><td>\$3,300,300</td></tr> <tr><td>8</td><td>\$338,882</td><td>\$677.78</td><td>\$3,400,000</td></tr> <tr><td>9</td><td>\$349,059</td><td>\$698.11</td><td>\$3,500,000</td></tr> <tr><td>10</td><td>\$359,531</td><td>\$719.06</td><td>\$3,600,600</td></tr> </tbody> </table>	Year	Annual Base Rent	PSF	Breakpoint	1	\$275,550	\$551.00	\$2,750,500	2	\$283,816	\$567.63	\$2,840,000	3	\$292,331	\$584.66	\$2,930,000	4	\$301,101	\$602.20	\$3,010,000	5	\$310,134	\$620.26	\$3,100,200	6	\$319,438	\$638.67	\$3,200,000	7	\$329,021	\$658.04	\$3,300,300	8	\$338,882	\$677.78	\$3,400,000	9	\$349,059	\$698.11	\$3,500,000	10	\$359,531	\$719.06	\$3,600,600
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9	\$349,059	\$698.11	\$3,500,000																																										
10	\$359,531	\$719.06	\$3,600,600																																										
STORAGE RENT:	\$75.00 per sq. ft. per year, increasing annually by 3%																																												
MARKETING:	\$10.61 per sq. ft. per year increasing annually by 3%																																												
COMMON AREA MAINTENANCE:	\$110.00 per sq. ft. per year increasing annually by 3%																																												
TRASH:	\$12.00 per sq. ft. per year increasing annually by 3%																																												
SECURITY:	Three months' base rent plus a guaranty of Hale and Hearty Holding LLC (limited to six months' rent after vacating of premises)																																												
INSURANCE:	Standard																																												
CONSTRUCTION PERIOD:	60 days																																												

FINANCE COMMITTEE MEETING

Grand Central Soups LLC dba Hale and Hearty (cont.)

COMMENTS:

In response to a recent MTA Request for Proposals ("RFP") for Retail Space LC-49A at Grand Central Terminal, proposals were received from Hale and Hearty, Julian Medina dba Xicama Taqueria, FFH NYC Inc dba French Fry Heaven, Fulton Quality Foods dba GRK, Peppers Mexican Grill, LLC dba Peppers Mexican Grill, Empire Lanzhou Hand-Pull Noodle Store Inc dba Comebuy and JC 1973 Corp. dba New York Lanzhou La Mian.

Pursuant to the Guidelines for Selection of Tenants for Grand Central Terminal approved by the MTA Board in November 2009, the proposals received were independently evaluated by Williams Jackson Ewing and Jones Lang LaSalle, and subsequently evaluated by the Director of GCT Development. When evaluating the proposals, two evaluation criteria were taken into account. Selection Criterion A, which accounts for 70% of the score, is designed to evaluate the direct economic value of a proposal. Selection Criterion B, which accounts for 30% of the score, is the evaluator's determination of the indirect benefit to the MTA.

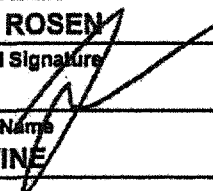
As illustrated in the attached chart, the Unadjusted Guaranteed Rent Amount (i.e. the proposed guaranteed minimum rent, on a present value basis determined using a discount rate of 6%) and the Total Selection Criteria Score for Hale and Hearty were both higher than the Unadjusted Guaranteed Rent Amount and the Total Selection Criteria Scores for the remaining six proposers; consequently a selection committee was not convened. The rent proposed by Hale and Hearty exceeds the estimated fair market rental value of the subject space, as determined by Williams Jackson Ewing prior to the RFP.

Hale and Hearty serves fresh soups, salads and sandwiches and has been a successful tenant in the Terminal since first opening in 2002. Sales levels at Hale and Hearty are historically among the highest in the Dining Concourse. Hale and Hearty has proposed a significant renovation, which will include new kitchen equipment and other fixtures throughout the store.

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


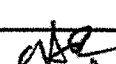

Staff Summary



Subject LEASE AGREEMENT
Department REAL ESTATE
Department Head Name JEFFREY B. ROSEN
Department Head Signature 
Project Manager Name DANIEL LEVINE

Date March 11, 2013
Vendor Name
Contract Number
Contract Manager Name
Table of Contents Ref. #

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance Committee	3/11/13	X		
2	Board	3/13/13	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: Rent-A-Chef Inc. d/b/a Babycakes Café ("Babycakes")
LOCATION: Poughkeepsie Station Building
ACTIVITY: Operation of a café
TERM: Ten years
SPACE: 2500 square feet with an additional 100 square feet for a kiosk
 Annual Base Rent plus 8% of gross sales over a breakpoint beginning Year 4.

COMPENSATION:	Year	Annual Rent	Monthly Rent	Increase	Per Sq. Ft.	Breakpoint
	1	\$30,000.00	\$2,500.00	0.00%	\$12.00	N/A
	2	\$30,000.00	\$2,500.00	0.00%	\$12.00	N/A
	3	\$36,000.00	\$3,000.00	20.00%	\$14.40	N/A
	4	\$37,800.00	\$3,150.00	5.00%	\$15.12	\$472,500.00
	5	\$39,690.00	\$3,307.50	5.00%	\$15.88	\$496,125.00
	6	\$41,674.00	\$3,472.83	5.00%	\$16.67	\$520,925.00
	7	\$43,758.00	\$3,646.50	5.00%	\$17.50	\$546,975.00
	8	\$45,946.00	\$3,828.83	5.00%	\$18.38	\$574,325.00
	9	\$48,243.00	\$4,020.25	5.00%	\$19.28	\$603,037.00
	10	\$50,656.00	\$4,221.33	5.00%	\$20.26	\$633,200.00

ACTION REQUESTED: Approval of terms

COMMENTS:

A Request for Proposals ("RFP") was offered for the concession area (2500 square feet), a mandatory morning coffee kiosk in the overpass, and the Hudson overlook area (900 square feet) at the Poughkeepsie Station Building and attached garage.

Staff Summary

FINANCE COMMITTEE MEETING Lease Agreement (Cont'd.)

In response to the RFP, two proposals were received. The two proposers were Bread Alone Inc. ("Bread Alone") and Babycakes. Both proposals were for the operation of a café offering breakfast and lunch type menus. After an analysis of the proposals, MTA Real Estate ("MTARE") concluded that it was prudent to request best and final offers from both proposers. Subsequently, after additional analysis of the foot traffic at the station and due to conflicting projects, Bread Alone withdrew its proposal.

The existing Babycakes Café, located in the Arlington neighborhood of Poughkeepsie next to Vassar College, is a well-established restaurant serving breakfast, lunch and dinner, and providing catering services. In its current location, Babycakes occupies 3000 square feet with seating for 90 guests and is well known for supporting local artists, musicians and charitable causes.

Some of Babycakes plans for Poughkeepsie Station include:

- Provision of a "grab and go" coffee cart kiosk in the station overpass above the tracks.
- Opening of the concession window space in the main lobby and installing a pastry case, beverage cooler and new service counters.
- Updating the façade with a chalk menu board and prominent signage.
- Adding tables to the space, including high top bar tables with stools.
- Offering baked goods produced daily at Babycakes' Arlington location and transported to the station.
- Offering hot and cold selections for all meal periods.
- Promotion of the new Babycakes location to the local population and visitors to the area.

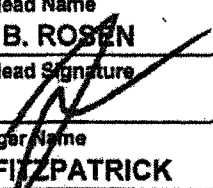
Initially Babycakes will not rent the Hudson overlook area, but will (as was contemplated by the RFP) be granted a right of first offer to lease the space for its future fair market value, when and if the MTA wishes again to market such space.

After an initial three-year period of establishing the café at this promising yet unproven location, in addition to base rent, percentage rent in excess of a breakpoint will be paid as indicated above. Such rent falls well within the range of the fair market rental value of \$26,050 - \$31,000 per annum, as estimated by MTA Real Estate's independent consultant.

MTARE received a favorable credit report for both Babycakes and its principal Susan Wysocki, and financial statements indicating that there are sufficient financial resources to complete the intended build-out and operate the business.




Based on the foregoing, MTA Real Estate requests authorization to enter into a lease agreement with Babycakes on the terms described above.

Staff Summary

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

Date MARCH 13, 2013
Vendor Name
Contract Number
Contract Manager Name
Table of Contents Ref. #

Board Action					
Order	To	Date	Approval	Info	Other
1	Metro-North Committee	3/11/13		X	
2	Finance Committee	03/11/13	X		
3	Board	03/13/13	X		

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

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

SUBLESSEE: City of New York ("NYC" or the "City")

LOCATION: Railroad Terrace at West 254th Street, and a portion of Metro-North's Riverdale Station parking lot, Hudson Line, Bronx, New York (the "Property")

ACTIVITY: Sublease

ACTION REQUESTED: Approval of terms

TERM: 262 years

SPACE: Approximately 12,000 square feet of subsurface rights (400 linear feet long by 30 feet wide)

COMPENSATION: One dollar, payment waived

COMMENTS

Metro-North has increased its efforts to identify preventative measures to be taken at railroad locations that are particularly vulnerable to storm flooding.

During storm events, storm water flows unimpeded down West 254th Street in Riverdale, from east to west, and onto MNR's right-of-way, causing flooding of the tracks and potential safety issues. This is due to a lack of existing drainage infrastructure for almost the entire length of West 254th Street. To address this problem, Metro-North will enter into a lease with the City's Department of Environmental Protection ("NYC DEP" or "DEP"), the agency charged with matters related to sewage and drainage, to enable DEP to undertake a drainage improvement project.

Metro-North's lease for the Hudson Line with Midtown Trackage Ventures (the "Harlem/Hudson Lease"), which includes the Property, permits MTA to enter into sublease agreements, and the City has agreed to execute a sublease of the subsurface area in question for 262 years through the year 2274 (coterminous with the Harlem/Hudson Lease).

This sublease will allow DEP and its contractor to enter onto the Property to, at DEP's sole cost and expense, correct the drainage problems through the installation of appropriate piping from the intersection of West 254th Street northerly along Metro-North's Railroad Terrace and the Riverdale station parking lot, connecting with an existing subsurface culvert in the vicinity of West 255th Street, which will divert storm water under Metro-North's tracks and out to the Hudson River. Metro-North has submitted to DEP, and DEP has approved, a "Conceptual Drainage Improvement" plan which NYCDEP will pay for and implement at DEP's cost.

Staff Summary

FINANCE COMMITTEE MEETING



Railroad Terrace at West 254th Street, and a portion of Metro-North's Riverdale Station parking lot
(Cont'd.)

Page 2 of 2

Further, and at its sole cost and expense, DEP will maintain and repair the drainage improvements, and provide the necessary indemnifications. For subsequent maintenance, repair or inspections, DEP and/or its contractor will have to enter into a standard MNR entry permit, the form of which will be attached to the sublease.

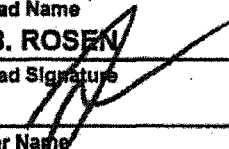
As this work is sufficiently removed from the Hudson Line tracks, no flagmen are required. As part of the negotiations with the City, any ancillary force account charges for monitoring the work have been waived.

An appraisal was obtained by MTA Real Estate as required by the Public Authorities Law which estimated the value of the subsurface rights in question at \$50,000. However, as permitted by the Public Authorities Law, Metro-North will grant such rights to the City for \$1/payment waived in consideration of the public purpose and benefit of the project, and the sublease will stipulate that the subleased interest and its use will remain with the City. There is no reasonable alternative to the proposed transfer that would achieve the same purpose of such transfer.

Based on the foregoing, Real Estate requests that the Board make a determination that there is no reasonable alternative to the proposed transfer that would achieve the same purpose of such determination, and authorization to enter into a sublease with the City of New York on the terms and conditions described above.


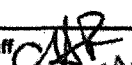

MTA NEW YORK CITY TRANSIT

Staff Summary

Subject LEASE EXTENSION
Department REAL ESTATE
Department Head Name JEFFREY B. ROSEN
Department Head Signature 
Project Manager Name MICHAEL DANIELS

Date MARCH 11, 2013
Vendor Name
Contract Number
Contract Manager Name
Table of Contents Ref. #

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance Committee	03/11/13	X		
2	Board	03/13/13	X		

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

AGENCY: MTA New York City Transit ("NYCT")
LESSOR: 3120 Bainbridge LLC
LOCATION: 3120 Bainbridge Avenue, Bronx, NY
USE: Swing space for bus operators and dispatchers rest space
ACTION REQUESTED: Approval of terms
TERM: Five years
OPTION TERM: Five years, with 2.5% increases per annum
SPACE: Approximately 460 square feet - 1st floor Retail Space
RENT:
 Year 1; \$24,228.00 / \$52.67 square foot
 Year 2; \$24,833.70 / \$54.10 square foot
 Year 3; \$25,454.54 / \$55.34 square foot
 Year 4; \$26,090.91 / \$56.72 square foot
 Year 5; \$26,743.18 / \$58.14 square foot
TAXES: Rent included with no escalations. If a business improvement district is established that includes this building, NYCT will pay 10% of the fees payable by the building.
UTILITIES: Electricity is directly metered. Water and sewer are billed at \$736.13 per annum and will increased in line with any DEP increases.
SERVICES: Monthly extermination service, sidewalk snow, ice and debris removal provided by landlord as part of the rental consideration.

COMMENTS:

NYCT Department of Buses has occupied this swing room since 1993 and is satisfied with the location. There are no current plans to change the bus routes in the vicinity (Bx10, Bx16, Bx28, Bx30, Bx34, Bx38), whose dispatchers and operators swing space services. The landlord has agreed to keep rent at its current level for the first year of the new term, and this rent is considered to be reasonable relative to market rents in the area. A survey did not identify any suitable alternative spaces in the immediate neighborhood.

Staff Summary

FINANCE COMMITTEE MEETING Subject (Cont'd.)

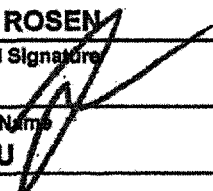


Metropolitan Transportation Authority

Page 2 of 2




Based on the foregoing, MTA Real Estate requests authorization to enter into a lease amendment on the above-described terms and conditions.

Staff Summary

Subject PROPERTY ACQUISITION
Department REAL ESTATE
Department Head Name JEFFREY B. ROSEN
Department Head Signature 
Project Manager Name ANGELA SZU

Date MARCH 11, 2013
Vendor Name
Contract Number
Contract Manager Name
Table of Contents Ref. #

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance Committee	03/11/13	X		
2	Board	03/13/13	X		

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

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

SELLER: The estate of Jesse Weiner

PROPERTY: 104-01 165th Street; 103-16, 103-30, 103-34, 104-02, 104-10, 104-12, and 104-22 Merrick Boulevard, Jamaica, Queens (Block 10164, Lots 41, 53, 60, 61, 63, 66, 68, & 72 (the "Properties") as shown on the attached site plan

ACTIVITY: Acquisition of fee title

ACTION REQUESTED: Authorization to commence steps for acquisition

CUMULATIVE LOT SIZE: Approximately 79,000 square feet

COMPENSATION: \$7,775,000

COMMENTS

To alleviate a chronic shortage of bus parking and servicing facilities in Jamaica, Queens, the NYCT Department of Buses ("NYCT DOB") has long desired to expand the footprint of the Jamaica Bus Depot, located on Block 10164, between Merrick Boulevard and 165th Street, and bordered by South Road on the north side and 107th Street on the south side (lots 46, 80, 84, 97 and 103 on the attached site plan).

In the meantime, NYCT DOB has been obliged to park significant numbers of buses on city streets surrounding the Jamaica Bus Depot at night and on weekends, both impacting the quality of life in the neighborhood and presenting security concerns for equipment and personnel. As is apparent from the attached site plan, the Properties are ideally located for an expansion of the Jamaica Bus Depot. However, until recently, they have been fully occupied by various businesses operating under various leases with significant remaining terms and have not been available other than by means of condemnation.

The owner of the Properties has passed away and the executor of his estate is now offering them for sale. All but three of the Properties have been vacated. The rest (lots 53, 60 and 61) are subject to commercial leases. Thus, the MTA is presented with a unique opportunity to acquire the Properties and convert them to transit-related use with little to no disruption of private interests.

Ultimately, it is NYCT DOB's intention to construct a new bus depot on the site of the existing Jamaica Bus Depot, as expanded to include the Properties. Pending the design of the proposed new facility and vacating of lots 53, 60 and 61 by the existing commercial tenants, NYCT DOB intends to demolish the existing buildings on lots 63, 66, 68 and 72, pave, and fence them for bus storage (the "Interim Use"), thereby alleviating the aforementioned need for off-site bus parking. The costs of the proposed acquisition and renovation for the Interim Use have been provided for in the MTA's 2010-2014

Staff Summary

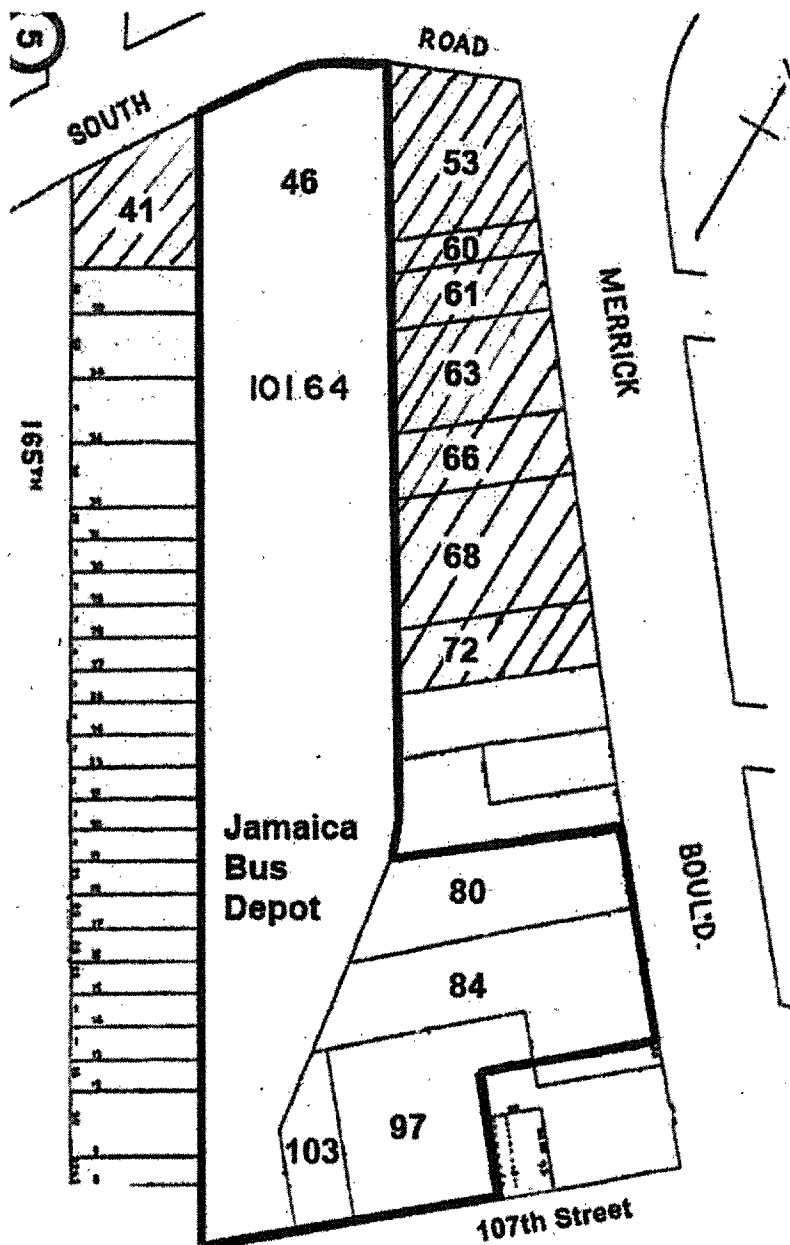
FINANCE COMMITTEE MEETING

Jamaica Bus Depot, Merrick Boulevard (Cont'd.)

capital program. It is anticipated that funding for a reconstructed depot on the site of the current depot and the Properties will be provided for in the 2015-2019 capital program.

Real Estate has reached a negotiated price with the seller of \$7,775,000 (additional miscellaneous closing costs and adjustments will be made prior to or at the closing), which is an amount that is supported by MTA's appraised value for the Properties. While Real Estate anticipates completing the acquisition of the Properties through a negotiated agreement, if a voluntary transaction cannot be consummated in a timely manner or on the agreed-upon terms, MTA may be compelled to take steps necessary to acquire the Properties in accordance with the Eminent Domain Procedure Law.

Based on the foregoing, MTA Real Estate requests approval to acquire fee title to the Properties by negotiated purchase or eminent domain and to adopt the attached Resolution authorizing it to commence the proposed acquisition process.



BOARD RESOLUTION

WHEREAS, MTA New York City Transit ("NYCT") Department of Buses needs to increase the bus parking capacity of the existing Jamaica Bus Depot in Queens (Block 10164 and Lots 46, 80, 84, 97 and 103), located between Merrick Boulevard and 165th Street and bordered by South Road to the north and 107th Street to the south;

WHEREAS, the deficit of bus parking capacity at the existing Jamaica Bus Depot has forced NYCT to park buses on unsecured streets nearby, impacting both the quality of life in the neighborhood and presenting security concerns for equipment and personnel;

WHEREAS, acquisition of Lots 41, 53, 60, 61, 63, 66, 68, and 72 in Queens County Block 10164 (a/k/a 104-01 165th Street; 103-16, 103-30, 103-34, 104-02, 104-10, 104-12, and 104-22 Merrick Boulevard, Queens, New York) (the "Properties") will allow NYCT to expand the Jamaica Bus Depot to accommodate the parking overflow on city streets;

WHEREAS, MTA Real Estate will seek to reach an agreement to acquire the Properties at a negotiated price;

WHEREAS, if such a negotiated agreement cannot be concluded in a timely manner, acquisition of the Properties by eminent domain will allow NYCT to move forward with the project.

NOW, THEREFORE BE IT

RESOLVED, that in accordance with the Eminent Domain Procedure Law and Section 1267 of the Public Authorities Law, the Chairman or designated staff member of the Authority is authorized to proceed with the acquisition by negotiated agreement or eminent domain of fee interests in the Properties described above and to schedule and undertake such preliminary steps, including holding a public hearing, as may be required under the Eminent Domain Procedure Law, in connection with the acquisition.

This Resolution shall take effect immediately upon its adoption.

Staff Summary



Metropolitan Transportation Authority

Page 1 of 2

Subject Lease Agreement
Department REAL ESTATE
Department Head Name JEFFREY B. ROSEN
Department Head Signature
Project Manager Name Leah Bassknicht

Date March 11, 2013
Vendor Name
Contract Number
Contract Manager Name
Table of Contents Ref. #

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance Committee	03/11/13	X		
2	Board	03/13/13	X		

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

AGENCY: MTA New York City Transit ("NYCT")
LESSEE: Gaelic Park Restaurant and Catering, LLC (to be formed)
LOCATION: 201 West 240th Street, Bronx, NY (block 5776, lot 401)
ACTIVITY: Demolition of existing structure and construction and operation of a new bar and banquet hall facility.
ACTION REQUESTED: Approval of terms.
TERM: 10 years, terminable on 18 months' notice for corporate purposes. A payment to tenant would be required upon any such termination based on ten-year amortization of construction cost.
SPACE: Approximately 17,837 square feet

COMPENSATION:	<u>Year</u>	<u>Annual</u>	<u>Monthly</u>	<u>% Increase</u>	<u>\$PSF</u>
	1	\$152,000	\$12,666.67		\$8.52
	2	\$156,560	\$13,046.67	3%	\$8.78
	3	\$161,120	\$13,426.67	2.9%	\$9.03
	4	\$165,680	\$13,806.67	2.8%	\$9.29
	5	\$170,240	\$14,186.67	2.75%	\$9.54
	6	\$174,800	\$14,520.00	2.7%	\$9.80
	7	\$179,360	\$14,946.67	2.6%	\$10.05
	8	\$183,970	\$15,330.83	2.6%	\$10.31
	9	\$188,480	\$15,706.67	2.5%	\$10.57
	10	\$194,134	\$16,177.83	3%	\$10.88

COMMENTS

The Gaelic Park banquet hall and bar located adjacent to the Manhattan College athletic field has been a center for Irish football, hurling, and other Irish sporting events in New York City for decades. The properties on which the banquet hall and athletic field sit are administered by MTA Real Estate for the account of the City of New York pursuant to the 1953 master lease between NYCT and the City of New York. The banquet hall is currently licensed on a short-term basis to the

Staff Summary

FINANCE COMMITTEE MEETING



Gaelic Park Restaurant and Catering, LLC (to be formed) (Cont'd.)

Page 2 of 2

Gaelic Athletic Association of Greater New York ("GAA"). The athletic field is separately licensed by NYCT to Manhattan College, which shares use of the field with GAA.

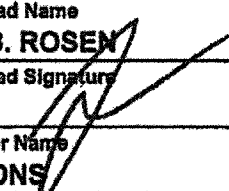
The existing banquet hall is in very poor condition and requires extensive repairs. The banquet hall was offered via RFP for a 10-year lease term with a requirement to either renovate the existing structure or demolish it and build a new one. In response to the RFP, Gaelic Park Restaurant and Catering, LLC was the sole proposer. The present value of the rent proposed is \$1,087,111 (calculated at a 9% discount rate). Such rent exceeds the fair market rental value of the property, as estimated by MTA Real Estate's independent consultant.

Gaelic Park Restaurant and Catering, LLC will be comprised of two members, the current licensee, GAA, and Masterpiece Catering Corp. GAA is a not-for-profit organization that organizes Irish sporting events in the New York metropolitan area including those held at Gaelic Park. The shareholders of Masterpiece Catering Corp. are Paul Nicaaj and Gieto Nicaaj. Both men have extensive experience operating restaurants and banquet facilities, including facilities at the Plaza Hotel, the Pierre, the Mandarin Oriental Hotel and the Waldorf Astoria Hotel. Paul Nicaaj is currently the managing partner of Battery Gardens located in Battery Park.

Gaelic Park Restaurant and Catering, LLC proposes to demolish the existing building and invest approximately \$3,200,000 in a new one. Under the lease, the reconstructed building is required to meet all NYC zoning and building code requirements, and the lessee will have the obligation to seek any variances or zoning changes from NYC in accordance with City rules and environmental review requirements should the ultimate design of its proposed building require any. The Ireland-based parent chapter of the GAA has committed to funding the construction via a grant to GAA to retain what they see as "the historic home of Gaelic sport in New York." Adequate assurance of completion will be a pre-condition of the commencement of construction. All improvements will become the property of the Landlord.

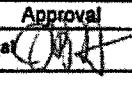
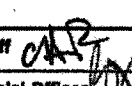

Based on the foregoing, MTA Real Estate requests authorization to enter into a lease agreement with Gaelic Park Restaurant and Catering, LLC on the above-described terms and conditions.

Staff Summary

Subject ON THE GO KIOSK PILOT AGREEMENT
Department REAL ESTATE
Department Head Name JEFFREY B. ROSEN
Department Head Signature 
Project Manager Name PETER LYONS

Date March 11, 2013
Vendor Name CONTROL GROUP, INC.
Contract Number
Contract Manager Name
Table of Contents Ref. #

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance Committee	3/11/12	X		
2	Board	3/13/12	X		

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

AGENCY: MTA New York City Transit
LICENSEE: Control Group, Inc.
LOCATION(S): Various NYCT subway stations
ACTIVITY: Licensee to acquire at least 47 interactive On The Go Travel Station (OTG) kiosks that will be installed in specified locations in certain subway stations and Licensee will design and manage the customer interface and certain of the applications and will sell and display advertising.
ACTION REQUESTED: Approval of terms
TERM: Expiration on December 31, 2015
COMPENSATION: Until such time as the Licensee's capital investment has been fully recouped by Licensee from gross receipts, Licensee shall retain 90% of such gross receipts and shall pay 10% of such gross receipts to NYCT. Once the cumulative gross receipts retained by Licensee is equal to the Licensee's capital investment, Licensee shall thereafter retain 35% of such gross receipts and shall pay 65% to NYCT.

COMMENTS

MTA New York City Transit (NYCT) began a pilot program involving the installation and operation of five (5) OTG kiosks in September, 2011. These kiosks were located at the following three subway stations: Bowling Green; Atlantic Avenue – Pacific Street; and Jackson Heights – Roosevelt Avenue. In addition, one kiosk was installed in Grand Central Terminal and another in Penn Station. The standard OTG kiosk is a freestanding enclosure with an interactive touch screen that provides customers with access to service status and train times, maps for subways, buses, railroads and neighborhoods, TripPlanner+, real-time bus information, where available, and third-party applications to tell customers about nearby cultural, dining and entertainment destinations (e.g. at Railroad Terminals and major stations).

On February 10, 2012, MTA Real Estate issued a Request for Expression of Interest (RFEI) soliciting responses from entities interested in being the advertising agent or a sponsor of a future large scale network of OTG kiosks. MTA received 20 responses to the RFEI. Following a review and negotiation process, MTA Real Estate and NYCT decided to proceed with a second phase of the pilot deployment with three respondents. One of the three respondents withdrew, leaving the following two firms as the expanded pilot participants: CBS Outdoor (the incumbent licensee for the subway system advertising) and Control Group, Inc., an innovation strategy firm headquartered in New York City with significant prior experience with new technologies for customer interaction.

Staff Summary

FINANCE COMMITTEE MEETING ON THE GO Pilot (Cont'd.) Page 2 of 2



As part of the second phase of the pilot, the licensees will have the creative freedom to design the customer interface and to customize the transit-related applications that will reside on the kiosks, while also selling and displaying advertising to defray the related capital and operating expenses. During this phase, NYCT will evaluate customer perceptions, the ability to post and update information quickly, and advertising revenue opportunities. This information will inform decisions regarding deployment of additional kiosks, customer communication strategies and future advertising contracts encompassing digital media and platforms.

The terms of the license agreements with CBS and Control Group require that the licensee purchase the kiosks and deliver them to NYCT for installation. The licensees will also be responsible for paying the cost of the development of the customer interface and the customization of the transit applications. It is estimated that the hardware cost of each kiosk will be under \$15,000.

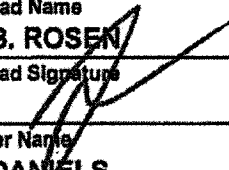
Until such time as the licensee's capital investment has been fully recouped by Licensee from gross receipts, the licensee shall retain 90% of such gross receipts and shall pay 10% of such gross receipts to NYCT. Once the cumulative gross receipts retained by the licensee is equal to the licensee's capital investment, plus an interest factor representing the cost of capital, the licensee shall thereafter retain 35% of such gross receipts and shall pay 65% to NYCT. The licensees take the risk that the advertising gross revenues will be sufficient to pay them back their capital investments during the term of the pilot licenses. Title to the kiosks transfers to NYCT upon installation and acceptance.

The CBS pilot involves at least 30 OTG kiosks and is being undertaken as part of their existing subway advertising license agreement.

The Control Group pilot involves at least 47 and up to 90 OTG kiosks, in connection with which there will be a stand-alone license agreement among MTA, NYCT and Control Group. NYCT will have rights to acquire a license to the intellectual property developed by Control Group for use in the MTA transportation system.




Both the CBS and Control Group pilot licenses will expire on December 31, 2015.

Staff Summary

Subject LICENSE AGREEMENT FOR S93
Department REAL ESTATE
Department Head Name JEFFREY B. ROSEN
Department Head Signature 
Project Manager Name MICHAEL DANIELS

Date March 11, 2013
Vendor Name
Contract Number
Contract Manager Name
Table of Contents Ref. #

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance Committee	03/11/13	X		
2	Board	03/13/13	X		

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

AGENCY: MTA New York City Transit Authority
LICENSOR: College of Staten Island of the City University of New York("CSI")
LOCATION: 2800 Victory Boulevard, Staten Island
USE/ACTIVITY: S93 bus route expansion
ACTION REQUESTED: Approval of terms
TERM: One year renewing automatically on an annual basis
SPACE: Portion of Loop Road and other roadways on the CSI campus
COMPENSATION: One dollar, payment waived

COMMENTS:

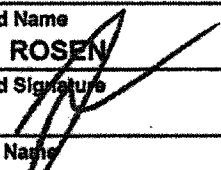
CSI has agreed to allow the Department of Buses to operate the S93 route on its property to better serve its large population of students, faculty, and employees that rely on bus service. The route will be extended from its current turnaround at the college entrance on Victory Boulevard to the interior of the campus along Loop Road, and will provide a centrally located stop. The S93 route will then continue to its other destinations in Willowbrook, Castleton Corners, Sunnyside and Bay Ridge.

CSI will continue to maintain the roadway, will maintain the bus stop, and will remove snow, ice and debris from the bus route.

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




**MTA MANHATTAN
AND BRONX SURFACE
TRANSIT OPERATING
AUTHORITY**

Staff Summary

Subject LEASE AMENDMENT
Department REAL ESTATE
Department Head Name JEFFREY B. ROSEN
Department Head Signature 
Project Manager Name MICHAEL DANIELS

Date MARCH 11, 2013
Vendor Name
Contract Number
Contract Manager Name
Table of Contents Ref. #

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance Committee	03/11/13	X		
2	Board	03/13/13	X		

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

AGENCY: Manhattan and Bronx Surface Transit Operating Authority ("MaBSTOA")
 LESSOR: Royal Charter Properties, Inc.
 LOCATION: 53 Audubon Avenue, NY, NY
 USE: Swing space for bus operators and dispatchers
 ACTION REQUESTED: Approval of terms
 TERM: Two years
 SPACE: Approximately 735 square feet - 1st floor Retail Space
 RENT: Year 1; \$40,899.19 / \$55.65 square foot
 Year 2; \$42,126.17 / \$57.31 square foot
 TAXES: Tenant pays proportionate share over 2007 base year.
 UTILITIES: Electricity is directly metered. Water and heat are included in rent.
 SERVICES: Tenant responsible for sidewalk snow, ice and debris removal.

COMMENTS:

MaSBSTOA has occupied this swing room since 2007 and is satisfied with the location. There are no current plans to change the bus routes (M2, M3, M5, M100, M101, Bx7) in the vicinity, whose operators the swing room services. Year one of the renegotiated rent is 3% higher than the current rent, which is considered to be reasonable given market conditions in the area. A survey identified no suitable alternative spaces in the immediate neighborhood.

Based on the foregoing, MTA Real Estate requests authorization to enter into a lease amendment on the above-described terms and conditions.

INFORMATION ITEMS

Memorandum



Metropolitan Transportation Authority

State of New York

Date March 11, 2013
To Members of the Finance Committee
From Jeffrey B. Rosen, Director, Real Estate
Re **Status of Month-to-month Licenses for Passenger Amenities**

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

TENANTS CURRENTLY ON MONTH-TO-MONTH AGREEMENTS

MONTH: MARCH 2013

AGENCY	LOCATION (STATION)	TENANT/USE	SF	DATE OF AGREEMENT	MONTHLY COMPENSATION	COMMENT
1. NYCT	WTC Station 8 th Ave. Line, Manhattan	Fakhrul Alam/Newsstand	420	January 2004	\$121.54	Special site conditions will require interim tenancy until there is a station rehab.
2. NYCT	West 4 th St. Station, Manhattan	Bachubhai Mehta/Newsstand (2)	96	June 2006	\$15,435.00	Board approved new term agreement in Nov. 2012. Agreement being reviewed for approval and execution.
3. NYCT	Grand Street Station (B and D trains), Manhattan	Mahabubar Rahman	91	April 2006	\$882.00	Board approved new term agreement in Nov. 2012. Agreement being reviewed for approval and execution.
4. NYCT	179 th Street Station (F train), Queens	Bachubhai Mehta/Newsstand	180	January 2008	\$1,400.00	Publicly offered in Oct. 2011.
5. NYCT	51 st Street-Lexington Avenue (6 train)	Bachubhai Mehta/Newsstand (2)	192	June 2008	\$7,600.00	Board approved new term agreement in June 2012. Agreement being reviewed for approval and execution.
6. NYCT	Astor Place (6 train), Manhattan	Fakhrul Alam/Newsstand	60	September 2008	\$3,900.00	Board approved new term agreement in July 2012. Agreement being reviewed for approval and execution.
7. LIRR	Belmore Station, Belmore, NY	Newsstation, Inc./Newsstand	120	March 2009	\$300	To be publicly offered Winter 2012-2013.
8. LIRR	Wantagh Station, Wantagh, NY	Newsstation, Inc./Newsstand	121	March 2009	\$300	To be publicly offered offered Winter 2012-2013.
9. LIRR	Massapequa Station, Massapequa, NY	Newsstation, Inc./Newsstand	120	September 2009	\$150	To be publicly offered Winter 2012-2013.
10. NYCT	34 th St-Penn Station, Broadway 7 th Ave. Line	IRT News, Inc. / Newsstands (4)	720	February 2010	\$12,000	To be publicly offered Winter 2012-2013.
11. LIRR	Hicksville Station, Hicksville, NY	Sunset Airport Trans Corp./Taxi Parking (4 spaces)	648	December 2011	\$4,795.54	Agreement being reviewed for approval and execution
12. LIRR	Hicksville Station, Hicksville, NY	LI Yellow Cab Corp./Taxi Parking (1 space)	162	December 2011	\$350.00	Agreement being reviewed for approval and execution
13. MNR	Grand Central Terminal	Bobbi Brown, Professional Cosmetic, Inc./retail store	744	August 2012	\$20,000	To be publicly offered second quarter 2013

Memorandum



Metropolitan Transportation Authority

State of New York

Date March 11, 2013

To Members of the Finance Committee

From Jeffrey B. Rosen, Director, Real Estate

Re **Report on Agreements Entered into Directly by the Real Estate Department with tenants in good standing or through the RFP or RTN process with a 5-year revenue stream, which does not exceed \$150,000, or 10-year stream not in excess of \$300,000**

Attached is a listing of agreements entered into directly by the Real Estate Department during the preceding month, pursuant to the Board's April 26, 2007 resolution.

That resolution delegates authority to the Chairman, Executive Director, and Director of Real Estate to enter into lease or license agreements with tenants on behalf of the MTA and its agencies.

For each such agreement, the term may not exceed ten years, and aggregate compensation may not exceed \$300,000, or \$150,000 for five-year agreements. The resolution similarly delegates authority to renew license agreements with tenants in good standing with the same limitations.

REPORT ON AGREEMENTS ENTERED INTO DIRECTLY BY THE REAL ESTATE DEPARTMENT PURSUANT TO BOARD POLICY

MARCH 2013

Agency/Project Manager	Renewal/RFP Generated	Licensee	Location/Use	Term	Rental		Annual Increase	Size/Weekday Ridership	Price/SF	
Ian Salsberg	Renewal	Abraham L. Johnson, Cheryl M. Johnson, Adrian L. Johnson, Curtis A. Johnson	Gun Hill Road - Dyre line/ Barbershop	10 years	Year	Compensation		N/A (store is at street level on Gun Hill Road)	Year	PSF
					1	\$6,000.00	-		1	\$12.77
					2	\$6,300.00	5%		2	\$13.40
					3	\$6,612.00	5%		3	\$14.07
					4	\$6,948.00	5%		4	\$14.78
					5	\$7,296.00	5%		5	\$15.52
					6	\$7,656.00	5%		6	\$16.29
					7	\$8,040.00	5%		7	\$17.11
					8	\$8,448.00	5%		8	\$17.97
					9	\$8,868.00	5%		9	\$18.87
					10	\$9,312.00	5%		10	\$19.81

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**REPORT ON AGREEMENTS ENTERED INTO DIRECTLY BY THE REAL ESTATE DEPARTMENT
PURSUANT TO BOARD POLICY**

March, 2013

Agency/Project Manager	Renewal/RFP Generated	Licensee	Location/Use	Term	Rental	Annual Increase	Size/Weekday Ridership	Price/SF
NYCT/A. Espinoza	N/A	Grecian Gardens Florist, Inc.	42 nd Street – Bryant Park / Flower Shop	Month-to- month	\$800 per month	5%	128 square feet / 50,375 passengers	\$75.00 per square foot

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**REPORT ON AGREEMENTS ENTERED INTO DIRECTLY BY THE REAL ESTATE DEPARTMENT
PURSUANT TO BOARD POLICY**

March, 2013

Agency/Project Manager	Renewal/RFP Generated	Licensee	Location/Use	Term	Rental	Annual Increase	Size/Weekday Ridership	Price/SF
NYCT/A. Espinoza	N/A	Krishti & Papa, Inc.	66 th Street – Lincoln Center / Newsstand	Month-to-month	\$2,012 per month	5%	176 square feet / 22,436 passengers	\$137.18 per square foot

XII - 32

Memorandum



Metropolitan Transportation Authority

State of New York

Date March 11, 2013
To Members of the Finance Committee
From Jeffrey B. Rosen, Director, Real Estate
Re **GCT's Vanderbilt Hall Events Forecast**

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

March 2013 Event Forecast

Event	Date	Description	Space	Use
Grand By Design	Jan 27 - March 15	New York Transit Museum event about the history of GCT	Vanderbilt Hall	Public
Japan Week	March 19 - 21	Japan tourism event with music, food, and demonstrations	Vanderbilt Hall	Public
Nick Cave: Heard NY	March 24 - 31	People dressed up as horses dancing and performing	Vanderbilt Hall	Public

Memorandum



Metropolitan Transportation Authority

State of New York

Date March 11, 2013
To Members of the Finance Committee
From Jeffrey B. Rosen, Director, Real Estate
Re **GCT – Graybar Passage Retail Kiosks**

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

GRAND CENTRAL TERMINAL
GRAYBAR PASSAGE RETAIL KIOSK PROGRAM
New Licensees-Month of March 2013

Licensee	License Dates	Use	Monthly Compensation
Rifle & Radford	3/1/13-4/30/13	Licensee produced jewelry	3/2013 \$2500 4/2013 \$2500
Zen Garage	3/1/13-3/31/13	Licensee produced fabric handbags/scarves	3/2013 \$2500
Skendzic Photography	3/1/13-3/31/13	Licensee produced photography	3/2013 \$2500
Corrente	3/1/13-5/31/13	Licensee hand made handbags/leather accessories	3/2013 \$2500 4/2013 \$2500 5/2013 \$2500
Hut Designs	3/1/13-3/31/13	Licensee handmade desk accessories	3/2013 \$2500

Staff Summary

Subject AMENDMENT TO LICENSE AGREEMENT
Department REAL ESTATE
Department Head Name JEFFREY B. ROSEN
Department Head Signature
Project Manager Name PAUL FITZPATRICK

Date March 11, 2013
Vendor Name
Contract Number
Contract Manager Name
Table of Contents Ref. #

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance Committee	03/11/13		X	

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

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

LICENSEE: Elrac, Inc., doing business as Enterprise Rent-a-Car ("Enterprise")

LOCATION: Twenty-three (23) stations ("the Licensed Locations") within the Metro-North system

ACTIVITY: Amendment to extension option

REVISED OPTION TERM: After five year term, one one-year option, one two-year option, and one three year option

SPACE: Parking as required and space for a rental vehicle information kiosk/key drop-off box at each licensed station.

COMPENSATION:

COMMENTS

After proceeding with a Request For Proposals ("RFP") in 2006, Licensee was authorized to engage in business transactions for the purpose of providing vehicle rental services on Metro-North designated property, system-wide on December 1, 2007 (for background, see attached Staff Summary dated November 26, 2007, expiring March 31, 2013.

Over the summer of 2012, Licensee claimed business was not performing as anticipated and was contemplating not exercising its Option. Regional mobility is a priority of Metro-North, and this program is a key element to providing its customers with additional incentives to choose rail travel.

MTA Real Estate and MNR have negotiated a modification of the Option with the Licensee, which originally consisted of two three-year terms, such that the first option will be for one year instead of three years, and the following two options will be for two and three-year terms. The 3% annual compensation increases remain in place.

To help promote Enterprise's offerings at Metro-North stations, Metro-North will provide marketing support:

- Prominent placement of Licensee's hyperlink on the front page of the Metro-North website;
- Installation of posters, approved by Metro-North, promoting Enterprise's offerings at available information kiosks at Metro-North stations;
- Approval for Enterprise to distribute promotional handouts at Metro-North community outreach events.

Based on the foregoing, MTA will enter into a license modification with Enterprise as described above.

Staff Summary

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

Date MARCH 11, 2013
Vendor Name
Contract Number
Contract Manager Name
Table of Contents Ref. #

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance Committee	03/11/13		X	

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

AGENCY: MTA Metro-North Railroad ("Metro-North")
LICENSEE: 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
TERM: Month-to-month
SPACE: 255 sq. ft. concession space along with 90 sq. ft. of storage space
SECURITY DEPOSIT: \$200.00
COMPENSATION: \$200.00 per month

COMMENTS:

MTA Metro-North Railroad recently awarded a lease to Copper Roof Deli LLC for the operation of the newsstand concession at Metro-North's Beacon Station. This was approved by MTA Board on December 19, 2012. However, while the terms of the lease are being negotiated, MTA Metro-North Railroad has entered into a temporary license agreement with Copper Roof Deli LLC in order to maintain this amenity for Metro-North's customers. The previous tenant, De and De, Inc., ceased operations at the concession as of October 31, 2012.

Pursuant to Board policy approved on April 24, 2007, MTA Real Estate entered into a month-to-month license under which the licensee will operate until the lease document is signed.

MTA-Legal approved the license agreement as to form, and Copper Roof Deli LLC provided the appropriate insurance coverage and indemnities.