



Metropolitan Transportation Authority

Finance Committee Meeting

July 2013

Committee Members

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

MEETING AGENDA

MTA FINANCE COMMITTEE

Monday, July 22, 2013 – 12:30 PM

347 Madison Avenue
Fifth Floor Board Room
New York, NY

<u>AGENDA ITEMS</u>	<u>Page</u>
I. PUBLIC COMMENTS PERIOD	
II. APPROVAL OF MINUTES – JUNE 3, 2013	II-1
III. COMMITTEE WORK PLAN	III-1
IV. BUDGETS/CAPITAL CYCLE FinanceWatch	IV-1
V. MTA HEADQUARTERS & ALL-AGENCY ITEMS	
<i>Action Items:</i>	
2010-2014 Capital Program Amendment Presentation (Separate Distribution)	V-1
Authorization to Modify Swap Agreements	V-3
Transportation Revenue Anticipation Notes	V-6
Transportation Revenue Commercial Paper Program	V-36
<i>Report and Information Items:</i>	
All Agency Procurement Guidelines and All Agency Guidelines for Procurement Services	V-76
A Regional Context for Twenty Year Capital Needs (Separate Distribution)	
Procurements	V-103
VI. METRO-NORTH RAILROAD Procurements	VI-1
VII. LONG ISLAND RAIL ROAD Procurements	VII-1

AGENDA ITEMS**Page**

VIII.	NEW YORK CITY TRANSIT, and MTA BUS OPERATIONS	
	<i>Action Item</i>	VIII-1
	Procurements	VIII-3
IX.	BRIDGES AND TUNNELS	
	Procurements	IX-1
X.	FIRST MUTUAL TRANSPORTATION ASSURANCE COMPANY (No Items)	
XI.	MTA CONSOLIDATED REPORTS	
	<u>MAY</u>	
	Statement of Operations	XI-1
	Overtime Report	XI-9
	Report on Subsidies	XI-13
	Positions	XI-20
	Subsidy, Interagency Loans and Stabilization Fund Transactions	XI-23
	Farebox Recovery Ratios	XI-26
	MTA Ridership	XI-27
	Fuel Hedge Program	XI-51
	<u>APRIL</u>	
	Statement of Operations	XI-54
	Overtime Report	XI-62
	Report on Subsidies	XI-66
	Positions	XI-73
	Subsidy, Interagency Loans and Stabilization Fund Transactions	XI-76
	Farebox Recovery Ratios	XI-79
	MTA Ridership	XI-80
	Fuel Hedge Program	XI-104
XII.	REAL ESTATE AGENDA	
	<i>Action Items</i>	XII-4
	<i>Report and Information Items</i>	XII-42
XIII.	EXECUTIVE SESSION	

Date of next meeting: Monday, September 16, 2013 at 12:30 PM

Minutes of the MTA Finance Committee Meeting
June 3, 2013
347 Madison Avenue
New York, NY
12:15 PM

The following Finance Committee members attended:

Hon. Andrew M. Saul, Chairman
Hon. Jonathan A. Ballan
Hon. Robert C. Bickford
Hon. Norman Brown
Hon. Fernando Ferrer, Acting MTA Chairman
Hon. Ira Greenberg
Hon. Mark Page
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. Allen P. Cappelli
Hon. Jeffrey A. Kay
Hon. Charles G. Moerdler

The following Board Members were also present:

Hon. Andrew Albert
Hon. Susan Metzger
Hon. Mark Lebow

The following also attended:

Robert Foran
James Henly
Douglas Johnson
Paul Acerra
Thomas Prendergast, Interim Executive Director
Jeffrey Rosen

Chairman Andrew M. Saul called the June 3, 2013 meeting of the Finance Committee to order at 12:30 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 April 22, 2013.

III. Committee Work Plan

There is no change to the 2013 work plan.

IV. Budgets/Capital Cycle

A. BudgetWatch

Mr. Johnson noted that June BudgetWatch focuses on April operating results and May subsidy results.

Passenger revenues were slightly favorable for April (\$1.4 million), reflecting higher than projected NYCT ridership, partially offset by lower than expected commuter rail ridership. YTD numbers were slightly unfavorable (\$6.4 million), however, reflecting unfavorable results earlier in the year due to harsh winter weather and the residual impacts of Sandy. Toll revenues were favorable for the month (\$5.8 million) and YTD (\$12.4 million) due to higher traffic attributable to higher NYC employment, and lower than forecasted impacts on traffic of the toll increase.

Operating expenses were slightly unfavorable for the month (\$7.9 million), decreasing the favorable YTD variance to \$74.5 million. Most of the favorable YTD variance was due to timing-related activity in other than personnel service (OTPS) expense categories. Favorable YTD debt service costs (\$3.0 million) reflect refunding savings and lower interest rates that were mostly offset by an advanced payment of TRB debt service.

Combined real estate tax receipts were unfavorable in May (\$10.4 million), reducing the favorable YTD variance to \$75.1 million. The unfavorable variance for the month reflects below-budget collections from the Real Property Transfer Tax (RPTT) portion of the Urban Tax, which also accounts for more than half of the favorable YTD variance. These results do not at this time appear to be indicative of a trend; while January, February and April results were very strong compared to Budget, March and May results were well below Budget and April results would not have been favorable had three large transactions not occurred.

Offsetting much of the favorable variance in real estate taxes were lower subsidies. Combined receipts of PMT, MTA Aid, PBT and MMTOA were \$66.1 million unfavorable YTD, some of which may be timing-related. Mr. Johnson noted that for the year to date PMT was unfavorable by \$34 million, PBT was unfavorable by \$27 million and MTA Aid was unfavorable by \$9 million.

Overall, April results were slightly unfavorable due mainly to lower subsidy collections. YTD results were favorable due mainly to lower expenses; however, that variance was primarily the result of timing delays in non-labor categories. Excepting those timing delays, results are closely tracking the Budget.

Mr. Saul noted that overtime expenditures have been running over budget, which could affect MTA's overall expense savings and Budget; he requested a review of overtime expenses and measures to alleviate the increased use of overtime. Mr. Foran noted that each agency reports overtime expenses and variance monthly. Mr. Foran stated that MTA would prepare an analysis of overtime expenditures on an agency by agency basis and present the analysis to the Finance Committee. Mr. Wortendyke noted that vacancies may result in increased overtime. Mr. Albert

inquired if the cause for increased overtime was related to Superstorm Sandy. Mr. Prendergast stated that an agency by agency evaluation would provide more detail regarding overtime usage; the analysis will be provided to the Finance Committee in July.

B. FinanceWatch

Mr. Acerra presented FinanceWatch. MTA entered into one fuel hedge locking in a price of 2.77 per gallon for approximately 3.2 million gallons of ultralow sulfur diesel. This hedge was bid on April 23 to the MTA's approved list of counterparties and was won in a tie between Deutsch Bank and J. Aron. The hedge was awarded in equal amounts on a prorated basis over the term of the hedge.

On May 8, MTA remarketed \$50 million Series 2012A-1 Transportation Revenue Bonds. These bonds were converted from a term rate mode to a fixed rate mode to maturity. Given the size, structure and timing of the transaction, MTA competitively bid this remarketing, receiving a total of seventeen bids, with J.P. Morgan winning the bid. The structure consisted of a \$50 million bullet maturity due in 2040. The maturity carried a 3.56% yield and an all-in tic of 4.29%. Nixon Peabody served as bond counsel and Lamont Financial served as financial advisor.

On May 29 and 30, MTA successfully priced \$500 million Series 2013C Transportation Revenue Bonds. The bonds were issued to fund ongoing approved capital projects for both transit and commuter needs. The transaction was led by J.P. Morgan, and Loop Capital Markets served as special co-senior, both as part of our regular rotation process. Hawkins Delafield and Wood served as bond counsel, and Lamont Financial served as financial advisor. The bonds were priced in a volatile market that saw long term Treasury rates rise between twelve and fifteen basis points since the previous Friday close with continued volatility throughout that week. The retail order period on Wednesday was strong and there was significant institutional interest on Thursday, allowing MTA to favorably reprice a significant part of the loan. The resulting highest yield was 4.17% in 2043 and the transaction had an all-in tic of 4.25%. This transaction is expected to close on June 11, 2013.

MTA also successfully closed \$100 million dollar revolving loan facility with Key Bank. This is the second facility closed this year for purposes of providing funding capacity for our approved capital program and it brings total available capacity to \$450 million. MTA continues to work on increasing this capacity and will update the board accordingly.

MTA is planning on sending out an RFP to solicit a new underwriting group. The last team was chosen after a 2010 process and MTA has now rotated through that group. MTA expects the RFP to be out shortly and hopes to complete the process by early fall.

V. MTA Headquarters and All-Agency Items

A. Action Items

Mr. Johnson reported that there was one action item.

1. **The 2013 State Public Work Enforcement Fund Assessment (PWEF)**

The staff summary seeks Board authorization of the payment of \$2,836,982, representing the State assessment on the MTA and its constituent agencies for the Public Work Enforcement Fund for the calendar year 2013. The State levies an assessment of the value of construction contract awards to cover its cost of enforcing prevailing wage legislation. The assessment is based upon 1/10 of 1% of the value of public work construction contracts entered into excluding rolling stock contracts.

Mr. Page inquired whether there is any provision under state law for obtaining waivers from payment of the Public Work Enforcement Fund assessment. Mr. Henly stated he would review the relevant provisions of law and advise the Finance Committee members whether the law made provision for waiver applications. Mr. Saul noted that it was timely to examine a possible waiver from this assessment for the unanticipated work related to Superstorm Sandy. Mr. Pally noted that this was similar to the waiver from the BIC given to the MTA for the bond refunding transactions in 2012.

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

B. Information Items

1. **Station Maintenance Billings**

To provide to the Board a report which determines and certifies to NYC and the counties the cost for station maintenance use and operations for the twelve month period ending the preceding March 31st for the stations within the municipality. The MTA bills NYC and the counties each fiscal year based on an agreed formula adjusted annually by the CPI-W for the NY, Northwestern NJ and the Long Island Region. The net increase in the CPI factor for the twelve month period ending March 31, 2013 was 1.85% which results in a \$2,909,235 increase over the prior year's billed amount.

2. **Annual Pension Fund Report**

The MTA provided the Annual Pension Fund Report to the Board for information.

C. Procurements

There were four competitive procurement items for MTA headquarters for a total of \$285,538.

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

VI. Metro-North and Long Island Railroad

A. Procurements

There is one non-competitive sole source procurement for MNR for a total of \$300,990. There are two procurements for LIRR for a total of \$2.8 million, one is a non-competitive sole source procurement and one is a competitive procurement for ratification of a large modification to an ESA contract managed by MTA Capital Construction.

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

VII. NYCT/MTA Bus Operations

A. Procurements

There are five procurements for a total of \$52.5 million; three are non-competitive procurements, one jointly with MTA Bus, and two are competitive procurements for RFPs, one for MTA Bus.

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

VIII. Bridges and Tunnels

A. Procurements

There are two competitive procurements for large modifications for Bridges and Tunnels for a total of \$3.8 million.

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 results for March 2013. Mr. Johnson noted that April 2013 results will be posted to the MTA website when available.

XII. Real Estate Agenda

A. Action Items

Mr. Rosen noted that there were thirteen action items for committee approval. Mr. Rosen highlighted two of such transactions: the surrender to New York City of master-leased property at 211th Street in the Bronx, the first of a series of anticipated transactions of such kind on the strength of which amounts equal to the net proceeds of such sale will be contributed by the City toward the MTA's 2010-2014 Capital Program; and a lease of temporary office space to accommodate the emergency hiring and procurements necessitated by NYCT's efforts to address damage arising from Superstorm Sandy.

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

Mr. Saul asked for a complete review of the on-going real estate initiatives including the MTA Headquarters sale in September.

XIII. Executive Session

Upon motion duly made and seconded, the Committee voted to convene an Executive Session pursuant to Section 105 (1) (h) of the Public Officers Law. Upon motion duly made and seconded, the Committee voted to return to open session.

XIV. Adjournment

Upon motion duly made and seconded, the June 3, 2013 meeting of the Finance Committee was adjourned.

Respectfully submitted,

Lara C. Muldoon
Assistant Director

2013 Finance Committee Work Plan

I. RECURRING AGENDA ITEMS

BudgetWatch
FinanceWatch
Approval of Minutes
Procurements (if any)
Action Items (if any)
MTA Consolidated Reports

Responsibility

MTA Div. Mgmt/Budget
MTA Finance
Board Secretary
Procurement
Agency
MTA Div. Mgmt/Budget

II. SPECIFIC AGENDA ITEMS

Responsibility

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

Other:

Annual FMTAC Meeting
Annual FMTAC Investment Performance Report

MTA RIM
MTA RIM

September 2013

SBP/Budget/Capital:
2014 Preliminary Budget/2014-2017 Financial Plan
(Materials previously distributed)

MTA Div. Mgmt/Budget

Action Item:

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

MTA Grant Mgmt

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

March 2014***Action Items:***

2013 TBTA Operating Surplus

MTA Bridges and Tunnels

Mortgage Recording Tax – Escalation Payments to

MTA Treasury/MTA Div.

Dutchess, Orange and Rockland Counties

Mgmt/Budget

All-Agency Real Property Disposition Guidelines and

MTA Real Estate/MTA

All-Agency Personal Property Disposition Guidelines

Corporate Compliance

All-Agency Annual Procurement Report

MTA Procurement/Agencies

Other:

MTA Prompt Payment Annual Report 2013

MTA Business Service

April 2014***Action Item:***

MTA 2013 Annual Investment Report

MTA Treasury

Other:

Annual Report on Variable Rate Debt

MTA Finance

June 2014***SBP/Budget/Capital:******Action Item:***

PWEF Assessment

MTA Capital Program Mgmt/

MTA Div. Mgmt & Budget

Other:

Station Maintenance Billings

MTA Comptroller

Annual Pension Fund Report (Audit Committee Members to be invited)

MTA Labor

DETAILS – 2013

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.

Other:

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.

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.

MARCH 2014

Action Items:

2013 TBTA Operating Surplus

MTA Bridges and Tunnels should be prepared to answer questions on a staff summary requesting (1) transfer of TBTA 2013 Operating Surplus and Investment Income, (2) advances of TBTA 2014 Operating Surplus, and (3) the deduction from 2014 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 2013

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

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.

FinanceWatch

July 22, 2013

Fuel Hedges

\$7,702,834 Million Diesel Fuel Hedge

On June 6, 2013, MTA executed a \$7,702,834 million ultra-low sulfur diesel fuel hedge with Goldman, Sachs & Co./J Aron at an all-in price of \$2.8142/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. The hedge covers the period from May 2014 through April 2015.

New Money

\$500,000,000 MTA Transportation Revenue Bonds, Series 2013C

On May 31, 2013, MTA priced \$500 million of MTA Transportation Revenue Bonds, Series 2013C, to finance existing approved transit and commuter projects. The Series 2013C bonds were issued as tax-exempt fixed-rate bonds with a final maturity of November 15, 2043. The transaction closed on June 11, 2013. The transaction was led by book-running senior manager J.P. Morgan, together with co-senior manager Loop Capital Markets. Hawkins Delafield and Wood served as bond counsel and Lamont Financial served as financial advisor.

Transaction Summary Statistics

	<u>TRB 2013C</u>
<i>Par Amount:</i>	\$500.000 million
<i>Net Premium:</i>	\$42.567 million
<i>All-in TIC:</i>	4.25%
<i>Average Life:</i>	19.07 years
<i>Average Coupon:</i>	4.83%
<i>Final Maturity:</i>	11/15/2043
<i>Underwriter's Discount:</i>	\$4.81 (\$2,405,271)
<i>State Bond Issuance Fee:</i>	\$8.33 (\$4,165,014)
<i>Cost of Issuance:</i>	\$1.04 (\$517,500)
<i>Ratings (Moody's/S&P/Fitch)</i>	A2/A/A
<i>Senior Manager:</i>	J.P. Morgan
<i>Special Co-Senior Managers:</i>	Loop Capital Markets

Refinancing

\$333,790,000 MTA Transportation Revenue Bonds, Series 2013D

On July 2, 2013, MTA priced \$333.79 million of MTA Transportation Revenue Bonds, Series 2013D, to refinance commercial paper notes that were issued to finance existing approved transit and commuter projects. The Series 2013D bonds were issued as tax-exempt fixed-rate bonds with a final maturity of November 15, 2043. The transaction closed on July 11, 2013. The transaction was led by book-running senior manager RBC Capital Markets, together with co-senior manager M.R. Beal & Company. Nixon Peabody served as bond counsel and Lamont Financial served as financial advisor.

Transaction Summary Statistics

	<u>TRB 2013D</u>
<i>Par Amount:</i>	<i>\$333.790 million</i>
<i>Net Premium:</i>	<i>\$21.076 million</i>
<i>All-in TIC:</i>	<i>4.63%</i>
<i>Average Life:</i>	<i>19.32 years</i>
<i>Average Coupon:</i>	<i>5.03%</i>
<i>Final Maturity:</i>	<i>11/15/2043</i>
<i>Underwriter's Discount:</i>	<i>\$4.94 (\$1,647,959)</i>
<i>State Bond Issuance Fee:</i>	<i>\$8.33 (\$2,780,480)</i>
<i>Cost of Issuance:</i>	<i>\$1.31 (\$437,795)</i>
<i>Ratings (Moody's/S&P/Fitch)</i>	<i>A2/A/A</i>
<i>Senior Manager:</i>	<i>RBC Capital Markets</i>
<i>Special Co-Senior Managers:</i>	<i>M.R. Beal & Company</i>

METROPOLITAN TRANSPORTATION AUTHORITY
FEBRUARY FINANCIAL PLAN - 2013 ADOPTED BUDGET
DEBT SERVICE
(\$ in millions)
May 2013

	Adopted Budget	Actual	Variance	% Variance	Explanation
Dedicated Tax Fund:					
NYC Transit	\$12.1	\$11.9	\$0.3		
Commuter Railroads	2.4	2.6	(0.2)		
<i>Dedicated Tax Fund Subtotal</i>	\$14.5	\$14.4	\$0.1	0.4%	
MTA Transportation Revenue:					
NYC Transit	\$45.7	\$20.2	\$25.5		
Commuter Railroads	29.0	\$12.8	16.4		Lower than budgeted BAB subsidy receipt offset by the reversal of the prior period timing variance.
MTA Bus	1.2	\$1.3	(0.1)		
<i>MTA Transportation Subtotal</i>	\$75.9	\$34.0	\$41.9	55.2%	
Commercial Paper:					
NYC Transit	\$1.8	\$0.1	\$1.8		
Commuter Railroads	1.1	\$0.0	1.1		Lower than budgeted rates.
MTA Bus	0.0	\$0.0	0.0		
<i>Commercial Paper Subtotal</i>	\$3.0	\$0.1	\$2.9	96.9%	
2 Broadway COPs:					
NYC Transit	\$1.4	\$1.1	\$0.3		
Bridges & Tunnels	0.2	\$0.2	0.0		Timing related to the release of the debt service reserve fund and open market purchase in 12/2012.
MTA HQ	0.2	\$0.2	0.0		
<i>2 Broadway COPs Subtotal</i>	\$1.8	\$1.4	\$0.3	19.1%	
TBTA General Resolution (2)					
NYC Transit	\$15.1	\$16.3	(\$1.1)		
Commuter Railroads	7.1	\$7.3	(0.2)		Lower than budgeted variable rates offset by the timing of BAB subsidy receipt.
Bridges & Tunnels	12.7	\$13.5	(0.7)		
<i>TBTA General Resolution Subtotal</i>	\$35.0	\$37.0	(\$2.1)	-5.9%	
TBTA Subordinate (2)					
NYC Transit	\$6.5	\$6.0	\$0.5		
Commuter Railroads	2.9	\$2.6	0.2		Lower than budgeted variable rates; lower debt service due to refunding.
Bridges & Tunnels	2.6	\$2.4	0.2		
<i>TBTA Subordinate Subtotal</i>	\$11.9	\$11.0	\$1.0	8.0%	
Total Debt Service	\$142.1	\$98.0	\$44.1	31.0%	
Debt Service by Agency:					
NYC Transit	\$82.7	\$55.5	\$27.2		
Commuter Railroads	42.5	25.1	17.4		
MTA Bus	1.3	1.3	(0.1)		
Bridges & Tunnels	15.5	16.0	(0.5)		
MTAHQ	0.2	0.2	0.0		
Total Debt Service	\$142.1	\$98.0	\$44.1	31.0%	

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 calendanzation 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 securitizations 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
FEBRUARY FINANCIAL PLAN - 2013 ADOPTED BUDGET
DEBT SERVICE
(\$ in millions)
May 2013 Year-to-Date

	Adopted Budget	Actual	Variance	% Variance	Explanation
Dedicated Tax Fund:					
NYC Transit	\$134.6	\$128.3	\$6.3		
Commuter Railroads	27.3	\$27.7	(0.4)		
<i>Dedicated Tax Fund Subtotal</i>	\$161.9	\$156.0	\$5.9	3.6%	
MTA Transportation Revenue:					
NYC Transit	\$298.8	\$293.5	\$5.3		
Commuter Railroads	189.8	\$184.1	5.7		
MTA Bus	8.2	\$11.6	(3.3)		
<i>MTA Transportation Subtotal</i>	\$496.8	\$489.1	\$7.7	1.6%	
Commercial Paper:					
NYC Transit	\$9.2	\$0.3	\$8.8		Lower than budgeted rates.
Commuter Railroads	5.7	\$0.2	5.5		
MTA Bus	0.1	\$0.1	0.0		
<i>Commercial Paper Subtotal</i>	\$15.0	\$0.6	\$14.4	95.9%	
2 Broadway COPs:					
NYC Transit	\$7.0	\$4.5	\$2.5		Timing related to the release of the debt service reserve fund and open market purchase in 12/2012.
Bridges & Tunnels	1.0	\$0.6	0.4		
MTA HQ	1.0	\$0.6	0.3		
<i>2 Broadway COPs Subtotal</i>	\$8.9	\$5.7	\$3.2	36.0%	
TBTA General Resolution (2)					
NYC Transit	\$75.7	\$80.4	(\$4.7)		Lower than budgeted variable rates; lower debt service due to refunding; timing of new money bond issuance; above explanations offset by timing of BAB subsidy.
Commuter Railroads	35.6	\$38.0	(0.4)		
Bridges & Tunnels	81.7	\$66.5	15.2		
<i>TBTA General Resolution Subtotal</i>	\$193.0	\$182.9	\$10.1	5.2%	
TBTA Subordinate (2)					
NYC Transit	\$32.6	\$29.4	\$3.1		Lower than budgeted variable rates; lower debt service due to refunding.
Commuter Railroads	14.3	\$12.9	1.4		
Bridges & Tunnels	12.9	\$11.6	1.2		
<i>TBTA Subordinate Subtotal</i>	\$59.7	\$54.0	\$5.7	9.6%	
Total Debt Service	\$935.3	\$888.3	\$47.0	5.0%	
Debt Service by Agency:					
NYC Transit	\$557.8	\$536.4	\$21.4		
Commuter Railroads	272.7	260.9	11.8		
MTA Bus	8.4	11.6	(3.3)		
Bridges & Tunnels	95.5	78.7	16.8		
MTA HQ	1.0	0.6	0.3		
Total Debt Service	\$935.3	\$888.3	\$47.0	5.0%	

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
FEBRUARY FINANCIAL PLAN - 2013 ADOPTED BUDGET
DEBT SERVICE
(\$ in millions)
June 2013

	Adopted Budget	Actual	Variance	% Variance	Explanation
Dedicated Tax Fund:					
NYC Transit	\$32.9	\$31.7	\$1.2		
Commuter Railroads	6.7	6.8	(0.1)		
<i>Dedicated Tax Fund Subtotal</i>	\$39.6	\$38.6	\$1.0	2.6%	
MTA Transportation Revenue:					
NYC Transit	\$63.3	\$64.5	(\$1.2)		
Commuter Railroads	40.2	\$40.1	0.1		
MTA Bus	1.8	\$2.5	(0.7)		
<i>MTA Transportation Subtotal</i>	\$105.2	\$107.1	(\$1.8)	-1.8%	
Commercial Paper:					
NYC Transit	\$1.8	\$0.1	\$1.8		Lower than budgeted rates.
Commuter Railroads	1.1	\$0.0	1.1		
MTA Bus	0.0	\$0.0	0.0		
<i>Commercial Paper Subtotal</i>	\$3.0	\$0.1	\$2.9	95.5%	
2 Broadway COPs:					
NYC Transit	\$1.4	\$1.1	\$0.3		Timing related to the release of the debt service reserve fund and open market purchase in 12/2012.
Bridges & Tunnels	0.2	\$0.2	0.0		
MTA HQ	0.2	\$0.2	0.0		
<i>2 Broadway COPs Subtotal</i>	\$1.8	\$1.4	\$0.4	20.0%	
TBTA General Resolution (2)					
NYC Transit	\$15.1	\$17.2	(\$2.0)		
Commuter Railroads	7.1	\$7.7	(0.6)		
Bridges & Tunnels	17.2	\$14.2	3.1		
<i>TBTA General Resolution Subtotal</i>	\$39.5	\$39.0	\$0.5	1.2%	
TBTA Subordinate (2)					
NYC Transit	\$6.5	\$6.0	\$0.5		Lower than budgeted variable rates; lower debt service due to refunding.
Commuter Railroads	2.9	\$2.7	0.2		
Bridges & Tunnels	2.6	\$2.4	0.2		
<i>TBTA Subordinate Subtotal</i>	\$11.9	\$11.1	\$0.9	7.2%	
Total Debt Service	\$201.0	\$197.3	\$3.7	1.9%	
Debt Service by Agency:					
NYC Transit	\$121.0	\$120.6	\$0.4		
Commuter Railroads	58.0	57.3	0.7		
MTA Bus	1.8	2.5	(0.7)		
Bridges & Tunnels	20.0	16.7	3.3		
MTA HQ	0.2	0.2	0.0		
Total Debt Service	\$201.0	\$197.3	\$3.7	1.9%	

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
FEBRUARY FINANCIAL PLAN - 2013 ADOPTED BUDGET
DEBT SERVICE
(\$ in millions)
June 2013 Year-to-Date

	Adopted Budget	Actual	Variance	% Variance	Explanation
Dedicated Tax Fund:					
NYC Transit	\$167.4	\$160.0	\$7.5		
Commuter Railroads	34.0	\$34.6	(0.5)		
<i>Dedicated Tax Fund Subtotal</i>	\$201.5	\$194.5	\$6.9	3.4%	
MTA Transportation Revenue:					
NYC Transit	\$362.1	\$358.0	\$4.1		
Commuter Railroads	230.0	\$224.2	5.8		
MTA Bus	10.0	\$14.0	(4.0)		
<i>MTA Transportation Subtotal</i>	\$602.1	\$596.2	\$5.9	1.0%	
Commercial Paper:					
NYC Transit	\$11.0	\$0.4	\$10.6		Lower than budgeted rates.
Commuter Railroads	6.9	\$0.2	6.6		
MTA Bus	0.2	\$0.1	0.0		
<i>Commercial Paper Subtotal</i>	\$18.0	\$0.8	\$17.2	95.8%	
2 Broadway COPs:					
NYC Transit	\$8.3	\$5.6	\$2.8		Timing related to the release of the debt service reserve fund and open market purchase in 12/2012.
Bridges & Tunnels	1.2	\$0.8	0.4		
MTA HQ	1.1	\$0.8	0.4		
<i>2 Broadway COPs Subtotal</i>	\$10.7	\$7.1	\$3.6	33.3%	
TBTA General Resolution (2)					
NYC Transit	\$90.8	\$97.6	(\$6.7)		Lower than budgeted variable rates; lower debt service due to refunding; and timing of new money bond issuance.
Commuter Railroads	42.7	\$43.7	(1.0)		
Bridges & Tunnels	98.9	\$80.7	18.3		
<i>TBTA General Resolution Subtotal</i>	\$232.5	\$221.9	\$10.6	4.5%	
TBTA Subordinate (2)					
NYC Transit	\$39.1	\$35.5	\$3.6		Lower than budgeted variable rates; lower debt service due to refunding.
Commuter Railroads	17.2	\$15.6	1.6		
Bridges & Tunnels	15.4	\$14.0	1.4		
<i>TBTA Subordinate Subtotal</i>	\$71.7	\$65.1	\$6.6	9.2%	
Total Debt Service	\$1,136.4	\$1,085.6	\$50.8	4.5%	
Debt Service by Agency:					
NYC Transit	\$678.8	\$657.0	\$21.8		
Commuter Railroads	330.7	318.2	12.5		
MTA Bus	10.2	14.2	(4.0)		
Bridges & Tunnels	115.5	95.5	20.1		
MTAHQ	1.1	0.8	0.4		
Total Debt Service	\$1,136.4	\$1,085.6	\$50.8	4.5%	

Notes:

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

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
5/29/2013	0.12%	0.10%	-0.02%	0.12%	0.00%	0.13%	0.01%	0.12%	0.00%	0.12%	0.00%
6/5/2013	0.08%	0.07%	-0.01%	0.09%	0.01%	0.09%	0.01%	0.10%	0.02%	0.09%	0.01%
6/12/2013	0.08%	0.06%	-0.02%	0.08%	0.00%	0.09%	0.01%	0.09%	0.01%	0.08%	0.00%
6/19/2013	0.07%	0.06%	-0.01%	0.07%	0.00%	0.09%	0.02%	0.09%	0.02%	0.07%	0.00%
6/26/2013	0.06%	0.05%	-0.01%	0.06%	0.00%	0.07%	0.01%	0.08%	0.02%	0.06%	0.00%
7/3/2013	0.05%	0.04%	-0.01%	0.05%	0.00%	0.06%	0.01%	0.06%	0.01%	0.05%	0.00%

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		171.86		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
5/29/2013	0.12%	0.10%	-0.02%	0.12%	0.00%	0.09%	-0.03%	0.11%	-0.01%	0.32%	0.20%
6/5/2013	0.08%	0.08%	0.00%	0.10%	0.02%	0.08%	-0.02%	0.07%	-0.01%	0.27%	0.19%
6/12/2013	0.08%	0.05%	-0.03%	0.07%	-0.01%	0.06%	-0.02%	0.07%	-0.01%	0.27%	0.19%
6/19/2013	0.07%	0.05%	-0.02%	0.07%	0.00%	0.05%	-0.02%	0.06%	-0.01%	0.26%	0.19%
6/26/2013	0.06%	0.05%	-0.01%	0.07%	0.01%	0.05%	-0.01%	0.05%	-0.01%	0.31%	0.25%
7/3/2013	0.05%	0.03%	-0.02%	0.04%	-0.01%	0.05%	0.00%	0.04%	-0.01%	0.30%	0.25%

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
5/29/2013	0.12%	0.15%	0.03%
6/5/2013	0.08%	0.11%	0.03%
6/12/2013	0.08%	0.10%	0.02%
6/19/2013	0.07%	0.10%	0.03%
6/26/2013	0.06%	0.09%	0.03%
7/3/2013	0.05%	0.07%	0.02%

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		Citigroup		Citigroup		Citigroup		Citigroup		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		51.61		49.47		32.09		38.01	
Swap Notional (\$m)		None		None		None		None		6.16		7.30	
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
5/28/2013	0.12%	0.11%	-0.01%	0.11%	-0.01%	0.11%	-0.01%	0.11%	-0.01%	0.12%	0.00%	0.12%	0.00%
6/4/2013	0.08%	0.07%	-0.01%	0.07%	-0.01%	0.07%	-0.01%	0.07%	-0.01%	0.07%	-0.01%	0.07%	-0.01%
6/11/2013	0.08%	0.07%	-0.01%	0.07%	-0.01%	0.07%	-0.01%	0.07%	-0.01%	0.08%	0.00%	0.08%	0.00%
6/18/2013	0.07%	0.06%	-0.01%	0.06%	-0.01%	0.06%	-0.01%	0.06%	-0.01%	0.06%	-0.01%	0.06%	-0.01%
6/25/2013	0.06%	0.06%	0.00%	0.06%	0.00%	0.06%	0.00%	0.06%	0.00%	0.05%	-0.01%	0.05%	-0.01%
7/2/2013	0.05%	0.04%	-0.01%	0.04%	-0.01%	0.04%	-0.01%	0.04%	-0.01%	0.04%	-0.01%	0.04%	-0.01%

Issue		TBTA Sub 2000AB		TBTA Sub 2000CD	
Remarketing Agent		JP Morgan		Citigroup	
Liquidity Provider		JPMorgan		Lloyds TSB (NY)	
Liquidity/Insurer		SBPA/Assured		SBPA/Assured	
Par Outstanding (\$m)		113.30		78.15	
Swap Notional (\$m)		113.30		None	
Date	SIFMA	Rate	Spread to SIFMA	Rate	Spread to SIFMA
5/28/2013	0.12%	0.22%	0.10%	0.32%	0.20%
6/4/2013	0.08%	0.19%	0.11%	0.27%	0.19%
6/11/2013	0.08%	0.19%	0.11%	0.25%	0.17%
6/18/2013	0.07%	0.30%	0.23%	0.25%	0.18%
6/25/2013	0.06%	0.35%	0.29%	0.25%	0.19%
7/2/2013	0.05%	0.33%	0.28%	0.25%	0.20%

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

Transportation Revenue Bonds

Issue		TRB 2002D-2		TRB 2012A-2		TRB 2012A-3	
Remarketing Agent		Wells Fargo		BoNY Mellon		BoNY Mellon	
Initial Purchase Date		Note 1		05/15/14		05/15/15	
Liquidity/Insurer		CCA/Assured		None		None	
Par Outstanding (\$m)		200.00		50.00		50.00	
Swap Notional (\$m)		200.00		None		None	
Date	SIFMA	Rate	Spread to SIFMA	Rate	Spread to SIFMA	Rate	Spread to SIFMA
5/29/2013	0.12%	0.96%	0.84%	0.31%	0.19%	0.51%	0.39%
6/5/2013	0.08%	0.95%	0.87%	0.27%	0.19%	0.47%	0.39%
6/12/2013	0.08%	0.95%	0.87%	0.27%	0.19%	0.47%	0.39%
6/19/2013	0.07%	0.95%	0.88%	0.26%	0.19%	0.46%	0.39%
6/26/2013	0.06%	0.95%	0.89%	0.25%	0.19%	0.45%	0.39%
7/3/2013	0.05%	0.96%	0.91%	0.24%	0.19%	0.44%	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
5/29/2013	0.12%	0.55%	0.43%	0.66%	0.54%	0.83%	0.71%	0.97%	0.85%
6/5/2013	0.08%	0.55%	0.47%	0.66%	0.58%	0.83%	0.75%	0.97%	0.89%
6/12/2013	0.08%	0.55%	0.47%	0.66%	0.58%	0.83%	0.75%	0.97%	0.89%
6/19/2013	0.07%	0.55%	0.48%	0.66%	0.59%	0.83%	0.76%	0.97%	0.90%
6/26/2013	0.06%	0.55%	0.49%	0.66%	0.60%	0.83%	0.77%	0.97%	0.91%
7/3/2013	0.05%	0.55%	0.50%	0.66%	0.61%	0.83%	0.78%	0.97%	0.92%

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
5/29/2013	0.12%	0.87%	0.75%	1.02%	0.90%	1.07%	0.95%	1.12%	1.00%
6/5/2013	0.08%	0.83%	0.75%	0.98%	0.90%	1.03%	0.95%	1.08%	1.00%
6/12/2013	0.08%	0.83%	0.75%	0.98%	0.90%	1.03%	0.95%	1.08%	1.00%
6/19/2013	0.07%	0.82%	0.75%	0.97%	0.90%	1.02%	0.95%	1.07%	1.00%
6/26/2013	0.06%	0.81%	0.75%	0.96%	0.90%	1.01%	0.95%	1.06%	1.00%
7/3/2013	0.05%	0.80%	0.75%	0.95%	0.90%	1.00%	0.95%	1.05%	1.00%

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
5/29/2013	0.12%	0.35%	0.23%	0.67%	0.55%	0.80%	0.68%
6/5/2013	0.08%	0.31%	0.23%	0.63%	0.55%	0.76%	0.68%
6/12/2013	0.08%	0.31%	0.23%	0.63%	0.55%	0.76%	0.68%
6/19/2013	0.07%	0.30%	0.23%	0.62%	0.55%	0.75%	0.68%
6/26/2013	0.06%	0.29%	0.23%	0.61%	0.55%	0.74%	0.68%
7/3/2013	0.05%	0.28%	0.23%	0.60%	0.55%	0.73%	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		1/1/2014		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
5/29/2013	0.12%	0.38%	0.26%	0.22%	0.10%	0.50%	0.38%	0.72%	0.60%	0.78%	0.52%
6/5/2013	0.08%	0.38%	0.30%	0.22%	0.14%	0.50%	0.42%	0.72%	0.64%	0.78%	0.48%
6/12/2013	0.08%	0.38%	0.30%	0.22%	0.14%	0.50%	0.42%	0.72%	0.64%	0.78%	0.48%
6/19/2013	0.07%	0.38%	0.31%	0.22%	0.15%	0.50%	0.43%	0.72%	0.65%	0.78%	0.47%
6/26/2013	0.06%	0.38%	0.32%	0.22%	0.16%	0.50%	0.44%	0.72%	0.66%	0.78%	0.46%
7/3/2013	0.05%	0.38%	0.33%	0.22%	0.17%	0.50%	0.45%	0.72%	0.67%	0.78%	0.45%

¹The TRB 2002D-2 Bonds are privately placed with Wells Fargo through 5/27/2014.

Report Date 7/5/2013

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	Spread to		Spread to	
		Rate	SIFMA	Rate	SIFMA
6/26/2013	0.06%	0.07%	0.01%	0.04%	-0.02%
6/27/2013	0.06%	0.07%	0.01%	0.04%	-0.02%
6/28/2013	0.06%	0.05%	-0.01%	0.04%	-0.02%
6/29/2013	0.06%	0.05%	-0.01%	0.04%	-0.02%
6/30/2013	0.06%	0.05%	-0.01%	0.04%	-0.02%
7/1/2013	0.06%	0.04%	-0.02%	0.03%	-0.03%
7/2/2013	0.06%	0.02%	-0.04%	0.02%	-0.04%
7/3/2013	0.05%	0.02%	-0.03%	0.02%	-0.03%
7/4/2013	0.05%	0.02%	-0.03%	0.02%	-0.03%
7/5/2013	0.05%	0.02%	-0.03%	0.02%	-0.03%

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		24.86		89.36	
Date	SIFMA	Spread to		Spread to		Spread to		Spread to	
		Rate	SIFMA	Rate	SIFMA	Rate	SIFMA	Rate	SIFMA
6/26/2013	0.06%	0.10%	0.04%	0.05%	-0.01%	0.06%	0.00%	0.07%	0.01%
6/27/2013	0.06%	0.10%	0.04%	0.04%	-0.02%	0.05%	-0.01%	0.07%	0.01%
6/28/2013	0.06%	0.09%	0.03%	0.04%	-0.02%	0.05%	-0.01%	0.06%	0.00%
6/29/2013	0.06%	0.09%	0.03%	0.04%	-0.02%	0.05%	-0.01%	0.06%	0.00%
6/30/2013	0.06%	0.09%	0.03%	0.04%	-0.02%	0.05%	-0.01%	0.06%	0.00%
7/1/2013	0.06%	0.07%	0.01%	0.03%	-0.03%	0.03%	-0.03%	0.04%	-0.02%
7/2/2013	0.06%	0.06%	0.00%	0.02%	-0.04%	0.02%	-0.04%	0.03%	-0.03%
7/3/2013	0.05%	0.06%	0.01%	0.02%	-0.03%	0.02%	-0.03%	0.03%	-0.02%
7/4/2013	0.05%	0.06%	0.01%	0.02%	-0.03%	0.02%	-0.03%	0.03%	-0.02%
7/5/2013	0.05%	0.07%	0.02%	0.02%	-0.03%	0.02%	-0.03%	0.04%	-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	Spread to		Spread to	
		Rate	SIFMA	Rate	SIFMA
6/26/2013	0.06%	0.07%	0.01%	0.05%	-0.01%
6/27/2013	0.06%	0.07%	0.01%	0.04%	-0.02%
6/28/2013	0.06%	0.06%	0.00%	0.04%	-0.02%
6/29/2013	0.06%	0.06%	0.00%	0.04%	-0.02%
6/30/2013	0.06%	0.06%	0.00%	0.04%	-0.02%
7/1/2013	0.06%	0.04%	-0.02%	0.03%	-0.03%
7/2/2013	0.06%	0.03%	-0.03%	0.02%	-0.04%
7/3/2013	0.05%	0.03%	-0.02%	0.02%	-0.03%
7/4/2013	0.05%	0.03%	-0.02%	0.02%	-0.03%
7/5/2013	0.05%	0.04%	-0.01%	0.02%	-0.03%

Report Date 7/5/2013

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

WEEKLY AUCTIONS

	LIBOR Formula Fail Rate	LIBOR Formula Fail Rate		
Issue	TRB 2002B-1	COPs 2004A-1	COPs 2004A-2	COPs 2004A-3
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
May 20 thru May 24, 2013	0.393%	0.539%	0.540%	0.537%
May 27 thru May 31, 2013	0.386%	0.532%	0.530%	0.533%
June 3 thru June 7, 2013	0.387%	0.533%	0.532%	0.532%
June 10 thru June 14, 2013	0.385%	0.529%	0.529%	0.529%
June 17 thru June 21, 2013	0.383%	0.527%	0.527%	0.527%
June 24 thru June 28, 2013	0.389%	0.537%	0.534%	0.537%
July 1 thru July 5, 2013	0.391%	0.538%	0.537%	0.536%
Corresponding Libor Rate	0.195%	0.196%	0.195%	0.195%
Fail Rate	200%	275%	275%	275%

28 & 35 DAY AUCTIONS

	LIBOR Formula Fail Rate		
Issue	TRB 2002B-2	COPs 2004A-4	COPs 2004A-5
Outstanding Par (\$ M)	104.025	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
February 2013	0.403%	0.560%	0.548%
March 2013	0.409%	0.560%	0.556%
April 2013	0.398%	0.551%	0.549%
May 2013	0.396%	0.548%	0.541%
June 2013	0.385%	0.529%	0.531%
Corresponding Libor Rate	0.193%	0.193%	0.193%
Fail Rate	200%	275%	275%

Report Date 7/5/2013

MTA DEBT OUTSTANDING (\$ in Millions)

As of 7-5-2013

Type of Credit					Outstanding			Total Outstanding	TIC ¹	Notes
Underlying Ratings (Moody's / S&P / Fitch / Kroll)	Series	BPA Sale Date	Final Maturity	Principal Iss. Amount	Fixed Amount	Variable Amount	Synthetic Fixed Amount			
MTA Transportation Revenue Bonds (A2/A/A)	2002A	5/9/02	11/15/2032	2,894.185	165.725	-	-	165.725	5.31	
	2002B	5/28/02	11/1/2022	210.500	-	209.275	-	209.275	1.59	(2)
	2002D	5/29/02	11/1/2032	400.000	174.725	-	200.000	374.725	4.71	
	2002E	6/12/02	11/15/2031	397.495	26.935	-	-	26.935	5.13	
	2002G	11/19/02	11/1/2026	400.000	-	5.900	194.100	200.000	3.88	
	2003A	5/8/03	11/15/2032	475.340	275.520	-	-	275.520	4.49	
	2003B	7/30/03	11/15/2032	751.765	137.020	-	-	137.020	5.10	
	2005A	2/9/05	11/15/2035	650.000	440.420	-	-	440.420	4.76	
	2005B	6/22/05	11/15/2035	750.000	590.985	-	-	590.985	4.80	
	2005C	10/19/05	11/15/2016	150.000	59.750	-	-	59.750	4.19	
	2005D	11/1/05	11/1/2035	250.000	-	-	250.000	250.000	4.56	
	2005E	11/1/05	11/1/2035	250.000	-	100.000	150.000	250.000	3.72	
	2005F	11/16/05	11/15/2035	468.760	373.370	-	-	373.370	4.88	
	2005G	12/7/05	11/1/2026	250.000	233.540	-	-	233.540	4.34	
	2006A	7/13/06	11/15/2035	475.000	401.650	-	-	401.650	4.89	
	2006B	12/13/06	11/15/2036	717.730	668.720	-	-	668.720	4.52	
	2007A	6/27/07	11/15/2037	425.615	387.845	-	-	387.845	4.84	
	2007B	12/6/07	11/15/2037	415.000	379.365	-	-	379.365	4.75	
	2008A	2/13/08	11/15/2038	512.470	480.700	-	-	480.700	4.91	
	2008B	2/13/08	11/15/2030	487.530	446.680	-	-	446.680	3.07	
	2008C	10/17/08	11/15/2013	550.000	488.000	-	-	488.000	6.68	
	2009A	10/6/09	11/15/2039	502.320	474.095	-	-	474.095	3.79	(3)
	2010A	1/6/10	11/15/2039	363.945	363.945	-	-	363.945	4.44	(3)
	2010B	2/4/10	11/15/2039	656.975	646.975	-	-	646.975	4.29	(3)
	2010C	6/30/10	11/15/2040	510.485	497.210	-	-	497.210	4.27	
	CP2	9/16/10	11/15/2015	900.000	-	900.000	-	900.000	1.20	(4)
	2010D	11/23/10	11/15/2040	754.305	729.655	-	-	729.655	5.15	
	2010E	12/21/10	11/15/2040	750.000	750.000	-	-	750.000	4.57	(3)
	2011A	7/12/11	11/15/2046	400.440	396.505	-	-	396.505	4.95	
	2011B	9/13/11	11/1/2041	99.560	-	77.190	22.370	99.560	1.83	
	2011C	11/2/11	11/15/2028	197.950	191.435	-	-	191.435	3.99	
	2011D	11/30/11	11/15/2046	480.165	471.735	-	-	471.735	4.57	
	2012A	3/7/12	11/15/2042	150.000	50.000	100.000	-	150.000	1.72	
	2012B	3/7/12	11/15/2039	250.000	246.625	-	-	246.625	3.85	
	2012C	4/18/12	11/15/2047	727.430	723.930	-	-	723.930	4.22	
	2012D	6/28/12	11/15/2032	1,263.365	1,263.365	-	-	1,263.365	3.51	
	2012E	7/13/12	11/15/2042	650.000	646.630	-	-	646.630	3.91	
	2012F	9/20/12	11/15/2030	1,268.445	1,226.620	-	-	1,226.620	3.17	
	2012G	11/7/12	11/1/2032	359.450	-	-	359.450	359.450	4.14	
	2012H	11/9/12	11/15/2042	350.000	350.000	-	-	350.000	3.70	
	2013A	1/17/2013	11/15/2043	500.000	500.000	-	-	500.000	3.79	
	2013B	3/22/2013	11/15/2043	500.000	500.000	-	-	500.000	4.08	
	2013C	5/31/2013	11/15/2043	500.000	500.000	-	-	500.000	4.25	
Total				24,016.225	16,259.675	1,392.365	1,175.920	18,827.960	4.10	
									WATIC	
TBTA General Revenue Bonds (Aa3/AA-/AA-/AA)	EFC 1996A	6/26/96	1/1/2030	28.445	5.770	-	-	5.770	5.85	(5)
	2001B	12/18/01	1/1/2032	148.200	-	130.845	-	130.845	2.38	
	2001C	12/18/01	1/1/2032	148.200	-	130.845	-	130.845	2.60	
	2002B	9/19/02	11/15/2032	2,157.065	216.765	-	-	216.765	4.56	
	2002F	11/8/02	11/1/2032	246.480	-	14.840	194.800	209.640	2.45	
	2003B	12/9/03	1/1/2033	250.000	-	199.685	-	199.685	2.53	
	2005A	5/10/05	11/1/2035	150.000	-	104.635	24.855	129.490	2.84	
	2005B	7/6/05	1/1/2032	800.000	-	-	584.400	584.400	3.54	
	2006A	6/8/06	11/15/2035	200.000	80.065	-	-	80.065	4.72	
	2007A	6/13/07	11/15/2037	223.355	140.700	-	-	140.700	4.84	
	2008A	3/13/08	11/15/2038	822.770	653.115	-	-	653.115	4.93	
	2008B	3/13/08	11/15/2038	252.230	252.230	-	-	252.230	4.02	
	2008C	7/16/08	11/15/2038	629.890	523.785	-	-	523.785	4.72	
	2009A	2/11/09	11/15/2038	475.000	429.365	-	-	429.365	4.73	
	2009B	9/10/09	11/15/2039	200.000	200.000	-	-	200.000	3.63	(3)
	2010A	10/20/10	11/15/2040	346.960	336.035	-	-	336.035	3.45	(3)
	2011A	10/4/11	1/1/2028	609.430	602.245	-	-	602.245	3.59	
	2012A	6/6/12	11/15/2042	231.490	229.670	-	-	229.670	3.69	

MTA DEBT OUTSTANDING (\$ in Millions)

As of 7-5-2013

Type of Credit	Underlying Ratings (Moody's / S&P / Fitch / Kroll)	Series	BPA Sale Date	Final Maturity	Principal Iss. Amount	Outstanding			Total Outstanding	TIC ¹	Notes
						Fixed Amount	Variable Amount	Synthetic Fixed Amount			
		2012B	8/3/12	11/15/2032	1,236.898	1,353.055	-	-	1,353.055	2.66	(6)
		2013B	1/29/2013	11/15/2030	257.195	257.195	-	-	257.195	2.25	
		2013C	4/18/2013	11/15/2043	200.000	200.000	-	-	200.000	3.71	
		Total			9,613.608	5,480.015	580.850	804.055	6,864.920	3.60	
										WATIC	
TBTB Subordinate Revenue Bonds (A1/A+ / A+ / AA-)		2000AB	11/01/00	1/1/2019	263.000	-	-	113.300	113.300	6.48	
		2000CD	11/01/00	1/1/2019	263.000	-	78.150	-	78.150	1.68	
		2002E	10/23/02	11/15/2032	756.095	436.370	-	-	436.370	5.34	
		2003A	2/27/03	11/15/2032	500.170	15.195	-	-	15.195	4.91	
		2008D	7/16/08	11/15/2028	491.110	410.945	-	-	410.945	4.69	
		2013A	1/11/2013	11/15/2032	761.600	761.600	-	-	761.600	3.13	(6)
		Total			3,034.975	1,624.110	78.150	113.300	1,815.560	4.18	
										WATIC	
MTA Dedicated Tax Fund Bonds (AA/AA-)		2002B	9/4/02	11/1/2022	440.000	116.050	-	311.800	427.850	3.72	
		2004A	2/26/04	11/15/2018	250.000	125.300	-	-	125.300	3.49	
		2004B	3/9/04	11/15/2028	500.000	294.460	-	-	294.460	4.51	
		2004C	12/15/04	11/15/2018	120.000	57.850	-	-	57.850	3.77	
		2006A	6/7/06	11/15/2035	350.000	237.035	-	-	237.035	4.18	
		2006B	10/25/06	11/15/2036	410.000	296.445	-	-	296.445	4.28	
		2008A	6/24/08	11/1/2031	352.915	-	6.945	336.755	343.700	4.66	
		2008B	8/6/08	11/1/2034	348.175	7.565	203.425	128.200	339.190	2.46	
		2009A	3/12/09	11/15/2039	261.700	248.375	-	-	248.375	5.55	
		2009B	4/23/09	11/15/2030	500.000	477.930	-	-	477.930	5.00	
		2009C	4/23/09	11/15/2039	750.000	750.000	-	-	750.000	4.89	(3)
		2010A	3/17/10	11/15/2040	502.990	487.425	-	-	487.425	3.91	(3)
		2011A	3/23/11	11/15/2021	127.450	115.115	-	-	115.115	2.99	
		2012A	10/16/12	11/15/2032	1,065.335	1,065.335	-	-	1,065.335	3.07	(6)
		Total			5,978.565	4,278.885	210.370	776.755	5,266.010	4.03	
										WATIC	
MTA Certificates of Participation (2 Broadway) (Caa2/CC/NR)		2004A	9/21/04	1/1/2030	357.925	-	-	100.825	100.825	3.59	(2)
		Total			357.925	-	-	100.825	100.825	3.59	
										WATIC	
All MTA Total					43,001.298	27,642.685	2,261.735	2,970.855	32,875.275	3.99	
State Service Contract Bonds (AA-/AA-)		2002A	6/5/02	7/1/2031	1,715.755	272.670	-	-	272.670	5.29	
		2002B	6/26/02	7/1/2031	679.450	73.535	-	-	73.535	4.93	
		Total			2,395.205	346.205	-	-	346.205	5.21	
										WATIC	

Notes

- (1) Fixed Rate TICs calculated as of issuance of Fixed Rate Bonds. Floating Rate TICs calculated from inception through 12/31/2012 including fees. Any Unhedged Variable Rate Bonds that have been fixed to maturity are carried at the new Fixed Rate TIC. Synthetic Fixed Rate TICs include average swap rates plus variable rate fees and estimated basis adjustments for life of swap. Synthetic Fixed Rate TICs do not include benefit of any upfront payments received by MTA.
- (2) Variable Rate Bonds initially issued in Auction Rate Mode.
- (3) Fixed rate bonds, all or part of which, were issued as federally taxable Build America Bonds (BABs).
- (4) Variable Rate BANs issued as Commercial Paper. Maturities range from 1 to 270 days.
- (5) Subsidized loan provided through the NYS Water Pollution Control Revolving Fund for certain projects designed to remedy sources of groundwater MTA sites.
- (6) 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 maturity value, current value is less than the par amount at the time of issuance.

[THIS PAGE INTENTIONALLY LEFT BLANK]

Staff Summary

Subject MTA 2010-2014 Capital Plan Amendment
Department MTA Capital Programs
Department Head Name Craig Stewart
Department Head Signature 
Project Manager Name Stephen Berrang, Stephanie DeLisle

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

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance	07/22			
2	Board	07/24			

Internal Approvals			
Order	Approval	Order	Approval
		1	 Legal
5	Chairman/CEO	2	Chief Operating Officer
4	Chief of Staff	3	Chief Financial Officer

Purpose:

To obtain MTA Board approval of an amended 2010-2014 Capital Program Plan, annexed, which (1) makes project-level adjustments reflecting the full funding for the Plan approved by the MTA Board on December 21, 2011; and (2) adds projects totaling \$5.770 billion for agency mitigation initiatives identified in the wake of Superstorm Sandy. The \$5.770 billion is comprised of \$5.674 billion of mitigation projects in the Capital Program Review Board (CPRB)-covered plan for New York City Transit, Long Island Rail Road, Metro-North Railroad, and MTA Bus Company as well as \$96 million of mitigation projects in the Bridges & Tunnels capital plan, which is not subject to CPRB approval. MTA Board approval also is requested to authorize MTA submission of the CPRB-covered plan amendment to the CPRB to secure approval in accordance with state law.

Discussion:

The CPRB approved the 2010-2014 Capital Program on June 1, 2010. However, the initial Plan as approved provided funding for only the first two years (2010 and 2011), and the MTA was expected to come back to CPRB with a funding proposal for the last three years. The MTA Board approved a revised Plan meeting this commitment on December 21, 2011 and CPRB approval was obtained on March 27, 2012. The revised approved Plan identified funding for all years of the program, with the Plan revised to reduce the overall size of the program by \$1.991 billion, to be achieved through efficiency initiatives to be undertaken by New York City Transit (\$1.192 billion), Long Island Rail Road (\$238 million), Metro-North Railroad (\$159 million), MTA Bus Company (\$28 million), and MTA Bridges & Tunnels (\$374 million). These changes brought the total value of the revised CPRB Plan to \$22.195 billion (\$24.274 billion including Bridges & Tunnels).

Specific project efficiencies were not identified at the time. The MTA committed to assess all projects for ways to reduce costs while still delivering the benefits of the program, and to report back on any adjustments needed to achieve the efficiencies.

A. Project-Level Adjustments Incorporating Cost Savings and Other Project Modifications. The annexed proposed amended Plan reflects adjustments to projects to incorporate cost reductions consistent with the commitment to reduce the size of the program by \$1.991 billion. In addition, this amendment would change certain elements of the 2010-2014 Capital Program to accommodate changes to priorities, budgets and schedules that have occurred since it was first adopted in 2010.

Pursuant to the Public Authorities Law, agencies may make commitments up to 10% above the amount included in each element of the Capital Program without the need for an amendment. Certain elements in this plan must be amended to accommodate current planned commitments including the first phase of NYCT's New Fare Payment System, replacement of NYCT's Bus Command Center and Bus Radio system, and the first phase of LIRR's Second Track from Farmingdale to Ronkonkoma. Amending these elements will re-balance the Capital Program to reflect current priorities and allow planned projects to proceed. This will also allow MTA reporting, such as the Dashboard and other metrics, to be based on an up-to-date capital program.

The amendment now before the Board specifically identifies the \$1.991 billion in efficiency initiatives that the agencies are undertaking to reduce the size of the original Capital Program. The agencies will meet their targets by refining specific project scopes and cost estimates and by incorporating bid experiences, schedule changes, and market conditions into their estimates while ensuring the Plan remains focused on the objectives. The adjustments are described in the full amendment document attached to this staff summary. The amendment also reflects the addition of \$2.2 million in new funding for elevators in Grand Central Terminal as part of the East Side Access project and \$0.7 million from the State of Connecticut for MNR telephone interconnection upgrades on the New Haven Line.

B. Addition of Sandy Mitigation Projects. On December 19, 2012, the MTA Board approved an amendment to the 2010-2014 Capital Program to add \$4.755 billion (including \$778 million for Bridges & Tunnels) for repair and restoration of MTA agency assets damaged as a result of Superstorm Sandy. The CPRB approved the Sandy restoration amendment on January 23, 2013, increasing the CPRB plan to the current level of \$26.172 billion (\$29.029 billion including Bridges and Tunnels). The December 2012 amendment did not include mitigation projects being developed to protect MTA assets against future severe weather events and to enhance the resiliency of the system in the aftermath of events like Sandy.

The annexed amendment identifies a total of \$5.770 billion of proposed mitigation work. This includes \$5.674 billion for New York City Transit, Long Island Rail Road, Metro-North Railroad, and MTA Bus Company, and \$96 million for Bridges and Tunnels. The proposed mitigation measures seek to prevent or reduce water intrusion in stations, tunnels, and support facilities; fortify, alter, or relocate key infrastructure and right-of-way equipment; improve operational flexibility; and enhance the system's resiliency and ability to recover from major events. To ensure the agencies' core capital programs are not affected, the amendment designates the proposed mitigation projects as disaster recovery efforts, which is the same way that the previously approved Sandy restoration projects were treated.

The MTA expects that the proposed mitigation work predominately will be funded through reimbursements obtained from the federal government (including the Federal Transit Administration (FTA) and the Federal Emergency Management Agency (FEMA)). It is expected that the local share for these projects will be funded by previously approved bonding (up to \$950 million) and additional pay-as-you-go (PAYGO) capital. The availability of previously-approved bonding to support the local share of proposed mitigation projects is primarily attributable to the adoption by the federal government of a higher federal reimbursement percentage for the FTA Emergency Relief funding of Sandy projects than was originally assumed. The FTA is providing 100% reimbursement for certain operating expenses and up to 90% reimbursement for approved repair, restoration and mitigation projects versus the previously assumed 75% standard FEMA reimbursement. Moreover, business interruption insurance proceeds and federal operating expense reimbursements (up to \$331 million, the maximum Superstorm Sandy recovery impact on the operating budget) which were expected to be received over three years are now expected to be received earlier. This will allow the MTA to repay the \$75 million OPEB loan (taken to fund Sandy-related expenses) earlier than projected, and will also free-up additional monies for PAYGO capital. Should MTA need to progress specific mitigation projects earlier than the expected pace of reimbursement from the federal government, the MTA may temporarily fund transit, commuter and TBTA work utilizing the interim financing mechanisms approved by the Board in December 2012 and included in the amendment to the Capital Program approved in January 2013.

The addition of \$5.770 billion in mitigation work and of \$3 million in dedicated funds in the core program increases the overall 2010-2014 Capital Program from the currently approved level of \$29.029 billion (including Bridges & Tunnels) to \$34.801 billion. The portion of the capital plan subject to CPRB review increases from \$26.172 billion to \$31.849 billion. Sandy-related changes to the Bridges & Tunnels capital plan totaling \$96 million are not subject to CPRB review.

The Board is asked to approve the annexed Capital Program amendment, which (a) updates to the 2010-2014 MTA Capital Program to reflect project-level adjustments meeting the funding approved by the Board on December 21, 2011 through efficiencies initiatives; and (b) modifies the 2010-2014 MTA Capital Program to reflect the addition of mitigation projects developed in response to the damage caused by Superstorm Sandy. The Board is further requested to approve submission of the plan amendment for the 2010-2014 Capital Program to the CPRB in accordance with statutory requirements.

Impacts on Funding:

The proposed amendment increases the 2010-2014 Capital Program to \$34.801 billion and relies on new and previously approved funding sources to fund the mitigation projects in the plan. Anticipated federal funding will be the primary source of new revenue to support these mitigation projects (with MTA's ability to proceed with individual mitigation projects subject to future federal guidance and project grant approvals). Interim borrowings by MTA and MTA Bridges and Tunnels may be required to cover any timing delays in the receipt of the anticipated federal reimbursement. The local share of costs for any approved federal mitigation project grants is expected to be covered by previously approved bonding and PAYGO capital.

Alternatives:

There are no viable alternatives to the proposed action. Advancement of mitigation work is important to prevent future service delays, safety risks, and reliability impacts in the case of future severe weather events. Federal funding for these projects is essential, as it would not be tenable to divert existing funds supporting important ongoing state of good repair and other capital projects for these mitigation projects if federal funding is not received.

Recommendation:

That the MTA Board approve the proposed amendment to the 2010-2014 Capital Program to reflect project-level adjustments meeting the December 21, 2011 approved funding levels, to fund storm mitigation projects, and authorize the proposal to be submitted to the MTA Capital Program Review Board for its consideration and approval (exclusive of the Bridges and Tunnels plan amendments, which do not require CPRB review).

Staff Summary

Subject
Continuing Authorization to modify existing interest rate and commodity swap agreements to conform to Dodd-Frank Act requirements
Department
Finance
Department Head Name
Robert E. Foran, Chief Financial Officer
Department Head Signature

Project Manager Name
Patrick J. McCoy, Director of Finance

Date
July 24, 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 of Staff 

Purpose

To obtain Board approval of the annexed resolution, authorizing MTA, MTA New York City Transit, and MTA Bridges and Tunnels as needed (a) to enter into agreements relating to changes in laws impacting swap transactions as a result of the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (the "Act"), including the International Swap Dealers Association, Inc. ("ISDA") March 2013 DF Protocol and future ISDA Protocols (collectively, the "DF Protocols") and/or direct agreements to be entered into with individual swap dealers; and (b) to make necessary amendments and elections to existing swap agreements pursuant to such DF Protocols and direct agreements. Such resolution also ratifies all prior actions taken with respect thereto or with respect to the ISDA August 2012 DF Protocol.

Background

At the March 2013 Board meeting the MTA Board approved a resolution (a) designating MTA, MTA New York City Transit, and MTA Bridges and Tunnels as "Protocol Participants" to the International Swap Dealers Association, Inc. ("ISDA") August 2012 Dodd Frank Protocol as published by ISDA on August 13, 2012 (the "DF Protocol"); and (b) authorized these agencies to make necessary amendments to existing swap agreements pursuant to the DF Protocol.

The March 2013 Resolution related to the adoption of the first set of Protocols related to implementation of the Act requirements; this new annexed Resolution relates to the second round of Protocol requirements and any Future Protocols that may be necessary to remain compliant with the Act.

Compliance with the requirements of the Act and the rules and regulations thereunder is required of regulated entities. The DF Protocols are designed to supplement existing written agreements governing the terms and conditions contained in swap transactions and to allow for elections of each counterparty with respect to certain requirements of the Act. The DF Protocols add

Staff Summary



notices, representations and covenants and allow for elections to be made 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).

The DF Protocols, developed as part of ISDA's Dodd-Frank Documentation Initiative, are intended to assist the derivatives industry in implementing and complying with the regulatory requirements imposed by the Act. 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.

Discussion

MTA, MTA New York City Transit and MTA Bridges & Tunnels are considered "special entities" under the Act. Although "special entities" are not technically covered by these new rules, they are nonetheless required to comply with the Act to be able to enter into new transactions, amend existing transactions, transfer, novate or terminate existing transactions 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 having discussions 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 and elections do not require significant changes to the procedures that MTA already follows when executing swap transactions, and it is not expected that future amendments and elections would require significant changes. 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 Protocols as a cost effective and efficient way of amending swap agreements. Staff is working with counsel to understand and prepare to implement the DF Protocols as we believe it is in the best interest of the MTA to participate in the DF Protocols and additionally to enter into direct agreements with counterparties, where appropriate.

Alternatives

Not to adopt the DF Protocols and direct agreements. 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 transfer, novate or terminate any transactions. Failing to adopt the DF Protocols and direct agreements would unnecessarily constrain and limit MTA's ability manage its derivative portfolio.

Recommendation

That the Board adopt the annexed resolution authorizing (a) the amendment of all existing ISDA Master Agreements from time to time and the making of elections from time to time regarding ISDA Master Agreements and related swap transactions as generally described in this Staff Summary, (b) designated staff to execute any and all necessary, desirable or appropriate agreements to effectuate such amendments and elections and (c) ratifying prior actions related thereto.

RESOLUTION

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

WHEREAS, MTA has determined that it is in its best interests from time to time to amend all such ISDA Master Agreements and to make certain elections in order to complete documents relating to the ISDA March 2013 DF Protocol (which documentation shall include, but not be limited to, the ISDA March 2013 DF Protocol Agreement, ISDA March 2013 DF Protocol Questionnaire, ISDA March 2013 DF Supplement and the Adherence Letter), and any future additional Protocols developed by the International Swaps and Derivatives Association, Inc. ("ISDA") and to execute any other documents or take any other actions required from time to time in order to comply with the Dodd-Frank Wall Street Reform and Consumer Protection Act and the rules and regulations promulgated thereunder.

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 to make elections required to complete documents, and to take any other required actions for the purposes described above, 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, elections and other actions 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 and in connection with the ISDA August 2012 DF Protocol.

Subject Transportation Revenue Anticipation Notes
Department Finance
Department Head Name Robert E. Foran, Chief Financial Officer
Department Head Signature 
Project Manager Name Patrick J. McCoy, Director of Finance

Date July, 24, 2013
Vendor Name
Contract Number
Contract Manager Name
Table of Contents Ref #

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance Comm.	7/22			
2	Board	7/24			

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

PURPOSE

The MTA Finance Department is seeking MTA Board authorization of the necessary documentation and activities to issue revenue anticipation notes under the Transportation Revenue Resolution ("RANs") to provide for short-term liquidity of up to \$350 million. The notes will be used from time to time, and may be repaid and reissued, to address potential unanticipated operating funding needs.

DISCUSSION

As part of MTA's overall preparedness efforts and in order to provide operating and financing flexibility, MTA Finance has identified a need to secure on-going operating liquidity to address unanticipated or crisis events that could impact day to day operations. As difficult situations such as the attacks of 9-11 and more recently large weather-related storms such as Irene and Sandy have shown, system wide service interruptions and shutdowns are possible. While the Authority has taken significant measures to reduce these risks, MTA Finance believes it is in the best interests of the organization to have a standing pool of liquidity to provide a secure level of resources to help operate the system during times of acute stress as well as to address seasonal liquidity needs..

The liquidity facility would take the form of a revolving credit agreement or other form of loan arrangement pursuant to which the RANs would be issued, and repaid and reissued, as and when needed to a financial institution. Such a liquidity facility can be secured at a low cost and would provide significant flexibility in the day to day management of the MTA's operating budget, particularly during periods of unexpected costs and service disruptions.

Concurrent with the expiration of a Letter of Credit ("LOC") entered into with Royal Bank of Canada ("RBC") in 2010 for the Authority's capital Commercial Paper CP-2 Subseries C program, MTA Finance was approached by RBC with favorable renewal terms for a direct placement structure. Upon discussion with RBC it was determined that the freed-up amount of Balance Sheet capacity could be best utilized for operating liquidity purposes in the form of a revolving line of credit secured by the direct sale of RANs to RBC. While progress has been made negotiating the detailed terms of such a loan arrangement with RBC, no final agreement of terms has been reached. Therefore, in order to provide flexibility for the MTA Finance Department to promptly seek an alternative financial institution to provide such a liquidity facility should negotiations with RBC prove unsuccessful, the annexed resolution provides general authority to enter into a loan arrangement of the type described herein rather than approving a specific transaction with RBC.

It is currently anticipated that the RANs will secure a standing 2 year revolving credit facility with RBC with individual RANs issued under the facility having a maximum term of 18 months. It is further anticipated that no RANs will be issued until a draw upon the facility is made by the MTA and that such RANs will be issued in compliance with MTA's existing Transportation Revenue General Resolution and will be payable from (1) operating subsidies received by the MTA, and (2) farebox operating revenues to the extent such subsidies are delayed or insufficient to repay the RANs.

Board approvals are sought as follows::

1. MTA Board approval of the annexed resolution (the "Resolution"), documents and activities in connection with the issuance of RANs in an aggregate principal amount necessary to finance, on a short-term basis, up to \$350 million of operating needs for MTA wide systems. The Resolution authorizes Metropolitan Transportation Authority to issue RANs under the Transportation Revenue Obligation Resolution, in one or more subseries in an aggregate principal amount at any time outstanding necessary to finance, on a short-term basis, up to \$350 million of operating costs of the MTA system, including amounts needed to provide for applicable issuance costs and any original issue discount.

2. With respect to the above-referenced transaction set forth in paragraph 1, MTA Board approval delegating authority to the Chairman and Chief Executive Officer, the Vice Chairman, the Chief Financial Officer and the Director of Finance to (a) award the obligations to RBC and/or one or more other financial institutions which are members of the Federal Home Loan Bank System and rated at least investment grade by any two nationally recognized rating agencies to execute and/or deliver in each case, where appropriate the documents listed below; and (b) authority to take such other actions as may be necessary or desirable to effectuate such transactions. The anticipated documents consist of :

- Revolving Credit Agreements or similar loan arrangements with financial institutions,
- Required disclosure documents,
- Deposit Agreement
- Paying Agent Agreement

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

3. In addition, with respect to the above referenced transaction set forth in paragraph 1, approval of the respective Boards of NYCTA, MaBSTOA, LIRR, MNCRC, and MTA Bus and TBTA, delegating authority to the Chairman and Chief Executive Officer, the Vice Chairman, the Chief Financial Officer and the Director of Finance of MTA to (a) execute and deliver a Deposit Agreement in substantially the form of the Deposit Agreement attached as Exhibit B to the Resolution referred to in paragraph 1, with such changes as approved by any one or more of the foregoing officers; and (b) to perform the obligations of such respective entities under the Deposit Agreement and to take such other actions as may be necessary or desirable to effectuate such transaction.

4. On behalf of Boards of MTA and its subsidiaries and affiliates, to authorize the Chairman and Chief Executive Officer, the Vice Chairman, the Chief Financial Officer and the Director of Finance of MTA and its subsidiaries and affiliates, as appropriate, and in each case, the Chief Financial Officer of the MTA to take such other actions as may be necessary or desirable to effectuate the issuance of the operating liquidity notes.

ALTERNATIVES:

To not secure a pool of operating liquidity.

RECOMMENDATION:

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

METROPOLITAN TRANSPORTATION AUTHORITY

SERIES 2013 TRANSPORTATION REVENUE ANTICIPATION NOTE RESOLUTION
(Working Capital Revolving Credit Facility)

Adopted July 24, 2013

SERIES 2013 TRANSPORTATION REVENUE ANTICIPATION NOTE RESOLUTION
(Working Capital Revolving Credit Facility)

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

SECTION 1. (a) Pursuant to Title 11 of Article 5 of the Public Authorities Law, as amended (the "Act"), there is hereby authorized to be issued in one or more subseries from time to time by the Authority notes, designated "Revenue Anticipation Notes (Working Capital Revolving Credit Facility), Series 2013" (the "Notes"), in the aggregate principal amount of not to exceed Three Hundred Fifty Million (\$350,000,000) at any one time outstanding for the purpose of paying a portion of the Operating and Maintenance Expenses (as defined in the General Resolution Authorizing Transportation Revenue Obligations adopted by the Authority on March 26, 2002, as supplemented, the "Transportation Resolution") or providing working capital for any one or more Related Transportation Entities in accordance with the provisions of the Transportation Resolution (including any amounts necessary to pay all costs incurred in connection with the issuance of the Notes). Such Notes shall constitute Revenue Anticipation Notes as defined in the Transportation Resolution.

(b) Such Notes shall be issued directly to any financial institution or institutions referred to in a revolving credit agreement or agreements or other similar form or forms of loan arrangement as may be approved by the Chairman, the Vice Chairman, the Chief Financial Officer or the Director of Finance of the Authority executing such agreement (the "Revolving Credit Agreement") as provided in Section 16 hereof.

SECTION 2. The Notes shall be issued in fully-registered form shall be in the denomination of \$100,000 or any integral multiple of \$1,000 in excess of \$100,000 and shall be numbered from one (1) consecutively upwards. The Notes shall be dated the date or dates, mature on the date or dates (not later than the date which is eighteen months after the date of issuance of any individual Note), and shall bear interest from such date or dates at the rate or rates set forth or described in the certificate or certificates of the Chairman, the Vice Chairman, the Chief Financial Officer or the Director of Finance of the Authority delivered pursuant to Section 16 hereof; any such certificate is referred to herein as a Section 16 Certificate. The rate or rates of interest on the Notes shall be calculated on the basis of actual days elapsed over a three hundred sixty (360) day or three hundred sixty-five (365) day year as specified in a Section 16 Certificate. The Notes shall be designated as "Revenue Anticipation Notes (Working Capital Revolving Credit Facility), Series 2013" or such other title or titles set forth in a Section 16 Certificate.

SECTION 3. Unless otherwise provided in a Section 16 Certificate, the payment of the principal of and interest on the Notes on the maturity dates thereof shall be made in lawful money of the United States of America in immediately available funds at the principal corporate trust office of The Bank of New York Mellon, New York, New York, which is hereby appointed Paying Agent for the Notes (the "Paying Agent"), upon presentation and surrender, subject to the provisions of the Letter of Representations (as hereinafter defined), if any, of the Notes to the Paying Agent at maturity. Unless otherwise provided in a Section 16 Certificate, interest on the Notes payable prior to the maturity dates thereof shall be paid in lawful money of the United States of America in immediately available funds by wire transfer to the registered owner from the Paying Agent without the necessity of presentation of the Note. The Chairman, the Vice Chairman, the Chief Financial

Officer or the Director of Finance of the Authority is hereby authorized to enter into such agreements and make such other arrangements with the Paying Agent as such officer deems necessary or appropriate to enable the Paying Agent to accomplish its duties under this resolution.

SECTION 4. The Notes shall be executed in the name of the Authority by the facsimile signature of the Chairman, the Vice Chairman, the Chief Financial Officer or the Director of Finance of the Authority and the seal of the Authority (or a facsimile thereof) shall be affixed, impressed, imprinted, engraved or otherwise reproduced thereon and attested by the Secretary or an Assistant Secretary of the Authority. The Notes shall be issued in substantially the form attached hereto as Exhibit A, with such changes therein or variations thereof as the Chairman, the Vice Chairman, the Chief Financial Officer or the Director of Finance of the Authority may deem necessary or appropriate upon the issuance thereof. The Authority may, pending the delivery of the Notes in definitive form, issue and deliver the Notes in temporary form.

If determined to be necessary or desirable by the Chairman, the Vice Chairman, the Chief Financial Officer or the Director of Finance of the Authority as set forth in a Section 16 Certificate, it is anticipated that CUSIP identification numbers will be printed on the Notes, but neither the failure to print such number on any Note nor any error with respect thereto shall constitute cause for a failure or refusal by the purchaser thereof to accept delivery of and pay for said Notes. All expenses in relation to the printing of CUSIP numbers on said Notes shall be paid for by the Authority.

SECTION 5. If determined to be necessary or desirable by the Chairman, the Vice Chairman, the Chief Financial Officer or the Director of Finance of the Authority as set forth in a Section 16 Certificate, the Chairman, the Vice Chairman, the Chief Financial Officer or the Director of Finance of the Authority is hereby authorized to take all actions required for the Notes to be eligible under the rules and regulations of The Depository Trust Company ("DTC"), 55 Water Street, New York, New York, for investment and rating as uncertificated securities and, to the extent required, to execute and deliver the Letter of Representations, among DTC, the Authority and the Paying Agent, in form satisfactory to DTC (the "Letter of Representations"). DTC is hereby appointed as the initial Securities Depository (as hereinafter defined) for the Notes, with Cede & Co., as nominee thereof, being the initial Securities Depository Nominee (as hereinafter defined) and initial registered owner of the Notes. The Authority, the Paying Agent and any agent of the Authority may treat any Securities Depository Nominee in whose name any Note is registered as the owner of such Note for all purposes under this resolution. For so long as the Securities Depository Nominee is the registered owner of the Notes, procedures with respect to the transfer of ownership of and payment of principal of and interest on such Notes so held shall be in accordance with arrangements among the Authority, the Paying Agent and the Securities Depository.

So long as the Notes are registered in the name of the Securities Depository Nominee, the Authority and the Paying Agent shall have no responsibility or obligation to any Securities Depository participant, indirect participant or beneficial owner of the Notes. Without limiting the immediately preceding sentence, the Authority and the Paying Agent shall have no responsibility or obligation with respect to (i) the accuracy of the records of any Securities Depository, any Securities Depository Nominee or any Securities Depository participant or indirect participant with respect to any beneficial ownership interest in the Notes, (ii) the delivery to any Securities Depository participant, indirect participant, beneficial owners or any other person, other than the

Securities Depository Nominee, of any notice with respect to the Notes, or (iii) the payment to any Securities Depository participant, indirect participant, beneficial owner or any other person, other than the Securities Depository Nominee, of any amount with respect to the principal of or interest on the Notes.

The Authority, in its sole discretion and without the consent of any other person, may terminate the services of any Securities Depository with respect to the Notes. Notice of such termination shall be given by the Authority to the Paying Agent prior to or simultaneously with such termination.

Consistent with book-entry provisions, one typewritten certificate for each \$350,000,000, or such other amount as shall be consistent with the practices of DTC, or portion thereof in aggregate principal amount of Notes bearing each interest rate applicable to the Notes shall be prepared for the Notes and registered in the name of the Securities Depository Nominee. There shall be no physical distribution of certificates to beneficial owners of such Notes. In the event that the Notes do not qualify to be held by the Securities Depository or that either the Authority determines to discontinue the book-entry only system or DTC determines to discontinue providing its service with respect to the Notes and there is no successor Securities Depository, certificates for the Notes in substantially the form set forth in Exhibit A hereto shall be delivered.

As used herein, "Securities Depository" means a recognized securities depository selected by the Authority to maintain a book-entry system in respect to the Notes, and shall include any substitute for or successor to the securities depository initially acting as Securities Depository.

As used herein, "Securities Depository Nominee" means, as to any Securities Depository, such Securities Depository or the nominee of such Securities Depository in whose name there shall be registered on the registration books maintained by the Authority the certificates for the Notes to be delivered to and immobilized at such Securities Depository during the continuation with such Securities Depository of participation in its book-entry system.

SECTION 6. The Notes shall be special obligations of the Authority payable solely from the items pledged for the payment thereof specified in this Section 6 in accordance with their terms and the terms of this resolution. There is hereby pledged for the payment of the principal of and interest on the Notes (i) the first Payments (as defined in Section 8 of this resolution) received on or after the date or dates or upon the occurrence of any event or events set forth or described in a Section 16 Certificate by any Related Transportation Entity up to any amount equal to principal of and/or interest on the Notes, (ii) all of the monies deposited or caused to be deposited in the Payment Fund (as hereinafter defined) pursuant to the Deposit Agreement (as hereinafter defined) (such monies being hereinafter referred to as the "Deposited Monies"), and (iii) the Payment Fund including any investment income thereon (collectively, the "Pledged Amounts"). The Authority may, in its discretion, but is not obligated to, deposit or cause to be deposited Payments into the Payment Fund at times earlier than and in addition to any date or dates set forth or described in a Section 16 Certificate and prior to the occurrence of any event or events set forth or described in a Section 16 Certificate. In addition, the Authority may, in its discretion, but is not obligated to, apply any other legally available funds to the payment of principal and/or interest on the Notes. The lien of Interagency Agreement and the Transportation Resolution (together, the "Existing Lien Documents") on the Payments is subordinate to the lien created by this resolution. Neither the State

of New York (the "State") nor The City of New York (the "City") nor any other local government unit shall be liable on the Notes, and the Notes shall not be a debt of the State, the City or any other local government unit. The pledge hereby created shall be valid and binding from and after the date of the issuance of the Notes; the Pledged Amounts hereby pledged shall immediately be subject to the lien of this pledge without any physical delivery thereof or further act; and the lien of this pledge shall be valid and binding as against all parties having claims of any kind in tort, contract or otherwise against the Authority, irrespective of whether such parties have notice thereof.

SECTION 7. A separate fund, the Revenue Anticipation Notes, Series 2013 Payment Fund (the "Payment Fund") consisting, if so provided in a Section 16 Certificate, of separate accounts for each Note or group of Notes issued under this resolution, to be held by the Paying Agent for the benefit of the holders of the Notes into which Payment Fund there will be deposited the Deposited Monies, is hereby established and such Payment Fund will be maintained as a separate fund at the Paying Agent for the benefit of the holders of the Notes separate and apart from all other monies of the Authority and the Paying Agent. If so provided in a Section 16 Certificate, each separate account for a Note or group of Notes shall be maintained separate and apart from all other monies of the Authority, including any such account held for any other Note or group of Notes, for the benefit of the holders of such Note or group of Notes. Amounts in the Payment Fund or any account therein may be invested in obligations described in clauses (i), (ii), (iii), (iv), (vi) and (ix) in the definition of Authorized Investments in the Transportation Resolution which are not callable prior to their maturity and which mature not later than the date on which the proceeds thereof are required to be used to pay the Notes. Interest received on such obligations shall be deposited into and retained in the Payment Fund or the appropriate account therein. So long as the Notes shall remain outstanding and unpaid unless the provisions of Section 17 of this resolution have been satisfied, except as permitted hereby, the Pledged Amounts may not be used for any purpose other than the payment of the outstanding principal of and interest on the Notes.

SECTION 8. So long as the Notes shall remain outstanding and unpaid unless the provisions of Section 17 of this resolution have been satisfied, unless otherwise provided in a Section 16 Certificate, the Authority covenants and agrees (i) that it will at all times comply with its obligations in connection with payment of the monies (a) which the State (along with the City and certain counties) is legally obligated to pay to the Authority for the benefit of any Related Transportation Entity under Section 18-b of the Transportation Law and Sections 88-a, 89-c and 92-ff of Article VI of the State Finance Law, (b) which TBTA is legally obligated to pay to the Authority for the benefit of LIRR and MNCRC under Section 569-c of the Public Authorities Law and to the Transit Authority under Section 1219-a of the Public Authorities Law, (c) which the City and Dutchess, Nassau, Orange, Putnam, Rockland, Suffolk and Westchester counties (the "Transportation District") are legally obligated to pay to the Authority for the costs of operation, maintenance and use of each passenger station of the Commuter System located within their respective areas under and pursuant to Section 1277 of the Act for the twelve month period or periods ended on the date or dates set forth or described in a Section 16 Certificate, (d) certain mortgage recording taxes and real property taxes with respect to certain real property located in the City required by State statute to be paid to the Transit Authority, and (e) that are made available from amounts allocable to the payment of capital costs to reimburse the Authority or any other Related Transportation Entity for expenses related to employees working on capital projects (collectively, the "Payments"); (ii) that it will at all times use its best efforts to take all actions legally available to it and determined by the Authority to be necessary to enforce the payment of the

Payments which the State, TBTA, the City or the counties in the Transportation District, as the case may be, are legally obligated to pay at such time as is necessary to assure the payment of the Notes; (iii) that it will not repeal this resolution, amend or terminate the Deposit Agreement, by and among the Authority, the Transit Authority, MaBSTOA, MTA Bus Company, LIRR, MNCRC and TBTA relating to the Notes, in substantially the form annexed hereto as Exhibit B (the "Deposit Agreement"), or take any other action impairing the authority given hereunder with respect to the payment of the Notes; (iv) that it will not repeal, amend or modify any action taken by the Board of the Authority from time to time relating to the monthly advance of amounts described in clause (b) of this Section 8 so as to delay the timing or reduce the amounts to be transferred by TBTA to the Authority or any other Related Transportation Entity in any month; and (v) that it will, until the Notes are paid, deposit into the Payment Fund at the time and in the amounts provided pursuant to Section 6 hereof and all Payments necessary so that the amount on deposit in the Payment Fund or any separate account therein (valuing any investments on deposit therein as well as any investment obligations which the Paying Agent is instructed to purchase with the Payments then being deposited into the Payment Fund or any separate account therein at their full principal amount at maturity and including any investment income received or to be received on such investments) shall equal the amount necessary to pay principal and/or interest on the Notes then issued and outstanding.

SECTION 9. The Authority represents and warrants that:

(a) it is a body corporate and politic constituting a public benefit corporation of the State, duly created and validly existing under the provisions of the Act, with full power and legal right to adopt this resolution and approve, execute and deliver the Deposit Agreement and perform its obligations hereunder and thereunder. The adoption of this resolution and the approval of the Deposit Agreement has been duly accomplished in a manner consistent with the requirements of the Act;

(b) the provisions of this resolution and the Deposit Agreement do not conflict with or violate the Authority's bylaws, any statute, rule, regulation, court order or act applicable to the Authority or any contract or other agreement entered into or any action taken by the Authority;

(c) no outstanding notes have heretofore been authorized or issued by the Authority secured by the Payments received by the Authority for the benefit of the Related Transportation Entities and such Payments have not been pledged or assigned by the Authority to secure any other outstanding obligation or indebtedness of the Authority, except as provided in the Existing Lien Documents (the lien of the Existing Lien Documents on the Payments is subordinate to the lien created by this resolution);

(d) as of the date hereof and except as created or provided by this resolution, there are no pledges, assignments, judgments, mortgages, encumbrances, charges upon or liens against the Pledged Amounts that would create any interest equal, prior or superior to the pledge created under this resolution of the Pledged Amounts, other than the liens and pledges created pursuant to the Existing Lien Documents which are subordinate to the lien of this resolution on Payments; and

(e) except to the extent provided in the Existing Lien Documents, no outstanding notes have heretofore been authorized or issued by the Authority secured by the Deposited Monies and

the Deposited Monies have not been pledged or assigned by the Authority to secure any other outstanding obligation or indebtedness of the Authority.

SECTION 10. So long as the Notes shall remain outstanding and unpaid unless the provisions of Section 17 of this resolution have been satisfied, unless otherwise provided in a Section 16 Certificate, the Authority covenants and agrees that:

(a) it will execute and deliver all such further instruments and take all such further action as may be required to carry out the provisions of this resolution;

(b) it will comply with Section 610 of the Transportation Resolution;

(c) except to the extent permitted herein or in the Existing Lien Documents, it will not authorize or issue notes payable from or secured by the Payments and the Payments will not be pledged or assigned by the Authority to secure any other obligation or indebtedness of the Authority;

(d) except to the extent permitted herein or in the Existing Lien Documents, it will not authorize or issue any notes or other evidences of indebtedness secured by the Pledged Amounts and the Pledged Amounts will not be pledged or assigned by the Authority to secure any other obligation or indebtedness of the Authority;

(e) except to the extent permitted herein or in Existing Lien Documents, it will not pledge or assign, create, allow to attach, or suffer to be created or exist any judgment, mortgage, pledge, encumbrance, assignment, charge on or lien against the Payments received by the Authority for the benefit of any Related Transportation Entity;

(f) except to the extent permitted in the Existing Lien Documents, it will not pledge or assign, create, allow to attach, or suffer to be created or exist any judgment, mortgage, pledge, encumbrance, assignment, charge on or lien against the Pledged Amounts that would create any interest equal, prior or superior to the pledge created under this resolution of the Pledged Amounts ;

(g) it will comply with its covenants and agreements contained in the Deposit Agreement, and enforce, for the benefit of the holders of the Notes, the covenants and agreements of the Transit Authority, MaBSTOA, MTA Bus Company, LIRR, MNCRC and TBTA contained in the Deposit Agreement; and

(h) any amounts which the State is legally obligated to pay to the Authority for the benefit of any Related Transportation Entity under Section 92-ff of the State Finance Law for deposit in the Corporate Transportation Account in the Metropolitan Authority Special Assistance Fund established pursuant to Section 1270-a of the Public Authorities Law are hereby designated for the payment of operating costs of one or more Related Transportation Entities and available to be paid into the Payment Fund as Payments.

The provisions of clauses (c), (d), (e) and (f) hereof shall not prohibit the Authority from issuing (A) any Obligations or Parity Debt (each as defined in the Transportation Resolution) or (B) any notes or other evidences of indebtedness ("Other Indebtedness") payable from or secured by Payments or Pledged Amounts if, in the case of such Other Indebtedness, (i) any claim to, lien

on, pledge of, or right to receive such Payments or Pledged Amounts for the benefit of such Other Indebtedness is expressly made subordinate to any such claim, lien, pledge or right for the benefit of the Notes; (ii) except as set forth in a Section 16 Certificate, such Other Indebtedness has no interest payment dates, redemption dates or maturity dates on or prior to the latest maturity date of any Note issued under this resolution then outstanding and does not grant to any holder of such Other Indebtedness, or trustee therefor, any right to accelerate any of such dates; and (iii) except as set forth in a Section 16 Certificate, such Other Indebtedness requires no deposit in respect of any payment thereon or in any fund or account maintained in connection with such Other Indebtedness from the Payments or Pledged Amounts prior to the latest maturity date of any Note issued under this resolution then outstanding or such later date on which the Notes have been paid or such earlier date on which the provisions of Section 17 of this resolution have been satisfied.

Notwithstanding any other provision of this resolution, the Authority may issue bonds, notes or other obligations payable from amounts payable to the Authority under Section 92-ff of Article VI of the State Finance Law in accordance with Chapter 29 of the Laws of 2009. The Authority covenants and agrees that, except as set forth in a Section 16 Certificate, no amounts payable to the Authority under said Section 92-ff shall be deposited for the benefit of or applied to the payment of principal of and interest on such bonds on or prior to the date set forth in a Section 16 Certificate or such later date on which the Notes issued and outstanding have been paid or such earlier date on which the provisions of Section 17 of this resolution have been satisfied.

SECTION 11. The Authority shall transfer the proceeds, net of costs of issuance, received from the sale of the Notes to the Trustee under the Transportation Resolution for deposit in the Revenue Fund created and established thereunder. Any amounts transferred pursuant to clause (d) of Section 504 of the Transportation Resolution shall be applied to the payment of Operating and Maintenance Expenses or working capital of a Related Transportation Entity as the Authority may determine in accordance with the provisions of the Transportation Resolution.

SECTION 12. The Authority may deem and treat the holder of a Note as the absolute owner thereof for the purpose of receiving payment of, or on account of, the principal and interest due on said Note and for all other purposes. The Authority agrees to indemnify and save the Paying Agent harmless from and against any loss, cost, charge, expense, judgment or liability incurred by it, acting in good faith and without negligence or default hereunder, in so treating such holder.

SECTION 13. In accordance with section 1271 of the Act, the Authority does hereby include the pledge and agreement of the State with the holders of the Notes that the State will not limit or alter the denial of authority under subdivision 9 of Section 1269 of the Act or the rights vested in the Authority by the Act to fulfill the terms of any agreement made with such holders, or in any way impair the rights and remedies of such holders until the Notes, together with the interest thereon, are fully met and discharged.

SECTION 14. This resolution shall be deemed to constitute a contract between the Authority and the holders from time to time of the Notes and such holders shall be entitled to all of the rights and remedies provided or permitted by law, to the extent permitted by the Act and this resolution.

SECTION 15. The right of the holders of the Notes to appoint or cause to be appointed a trustee under Section 1273 of the Act and to declare the Notes due and payable or cause the Notes to be declared due and payable prior to the maturity date thereof under paragraph (e) of subsection 2 of Section 1273 of the Act or otherwise is hereby abrogated.

SECTION 16. There is hereby delegated to the Chairman, the Vice Chairman, the Chief Financial Officer and the Director of Finance of the Authority the power to determine when and whether to issue any Notes; whether to issue the Notes in one series or in multiple subseries; the financial institution or institutions to whom such Notes will be issued and the fees payable to such institution or institutions pursuant to one or more Revolving Credit Agreements which may include such payment for amounts available to be borrowed but not at the time borrowed under such Revolving Credit Agreement (provided that such payments shall not exceed 2% of the amount available to be borrowed but unborrowed under such Revolving Credit Agreement); the principal amounts of Notes to be issued; the interest rate or rates or the manner of determining the interest rate or rates on the Notes; the period for which interest shall accrue, the dated dates and maturity dates of the Notes; whether the Notes shall bear CUSIP identification numbers and whether the Notes shall be registered with DTC; and any other matter to be determined in a Section 16 Certificate pursuant to any provision hereof, including, without limitation, any changes to Section 6, 7, 8 or 10 hereof.

The Chairman, the Vice Chairman, the Chief Financial Officer or the Director of Finance of the Authority is hereby authorized to enter into and to execute and deliver a Revolving Credit Agreement or Agreements with one or more financial institutions that are members of the Federal Home Loan Bank System and are rated at least investment grade by two nationally recognized rating agencies that rate Obligations of the Authority at the request of the Authority. Such Revolving Credit Agreement or Agreements shall be in a form containing provisions substantially similar to those reflected in this resolution with such changes, omissions, insertions and revisions, including limiting the items constituting Payments or the time of application thereof, as may be approved by the officer executing such agreement or agreements, such execution being conclusive evidence of the approval of and concurrence in the selection of such lenders and the form of such Revolving Credit Agreement or Agreements.

The Deposit Agreement substantially in the form annexed hereto as Exhibit B is hereby approved in all respects and the Chairman, the Vice Chairman, the Chief Financial Officer or the Director of Finance of the Authority is hereby authorized to execute and deliver such Deposit Agreement for and on behalf of and in the name of the Authority with such changes, omissions, insertions and revisions as may be approved by the officer executing the Deposit Agreement, such execution being conclusive evidence of such approval.

When reference is made in this resolution to the authorization of the Chairman, the Vice Chairman, the Chief Financial Officer or the Director of Finance of the Authority to do any act, such act may be accomplished by any of such officers individually.

There is hereby delegated to the Chairman, the Vice Chairman, the Chief Financial Officer or the Director of Finance of the Authority the power to make any changes in or additions to this resolution necessary (i) to allow the Notes to constitute Revenue Anticipation Notes (as defined in the Transportation Resolution) payable from and secured by a lien on the Payments prior to the lien

created under the Transportation Resolution or (ii) to attain or maintain specific ratings, if any, on the Notes deemed advantageous to the Authority including, without limitation, changes to the Section 6, 7, 8 or 10 hereof.

The Chairman, the Vice Chairman, the Chief Financial Officer or the Director of Finance of the Authority shall execute one or more Section 16 Certificates evidencing the determinations made pursuant to this resolution and any such Section 16 Certificate shall be conclusive evidence of the determinations of the Chairman, the Vice Chairman, the Chief Financial Officer or the Director of Finance of the Authority, as stated therein. Each Section 16 Certificate shall be delivered to the Paying Agent prior to the delivery of the related Notes. Determinations set forth in a Section 16 Certificate shall have the same effect as if set forth in this resolution.

The Chairman, the Vice Chairman, the Chief Financial Officer and the Director of Finance are, and each of them hereby is, authorized and directed to do and perform all things and to execute all instruments in the name of the Authority or otherwise, as they respectively deem advisable, and to make all payments, to the end that the Authority may carry out the objects of this resolution and its obligations under the terms of the Notes. No recourse shall be had for the payment of the principal of or the interest on the Notes or for any claim based thereon or on this resolution against any member or officer of the Authority or any person executing the Notes.

SECTION 17. Upon (i) the payment by or on behalf of the Authority of the outstanding principal of and interest on the Notes, in accordance with their terms and the terms of this resolution, or (ii) the deposit into the Payment Fund or any separate account therein by or on behalf of the Authority of monies and/or investment obligations, valued at their full principal amounts and including any investment income received or to be received on such obligations, in an amount which shall be sufficient to pay the principal of and interest on the Notes or the Notes payable from such separate account then issued and outstanding as the same become due and payable, the covenants, contracts, agreements and other obligations of the Authority to the holders of the Notes or the Notes payable from such separate account shall terminate and be discharged and satisfied and such holders shall no longer have the benefit of the Deposit Agreement; provided, however, that upon deposit of the required monies and investment obligations into the Payment Fund in accordance with clause (ii) above the monies and investment obligations then on deposit in the Payment Fund shall be immediately set aside by the Paying Agent into an escrow account to be held by the Paying Agent in escrow solely for the payment of the Notes or the Notes payable from such separate account then outstanding.

SECTION 18. If any term or provision of this resolution or the Notes or the application thereof for any reason or circumstances shall to any extent be held invalid or unenforceable, the remaining provisions or the application of such term or provision to persons in situations, other than those as to which it is held invalid or unenforceable, shall not be affected thereby, and each term and provision hereof and thereof shall be valid and enforced to the fullest extent permitted by law.

SECTION 19. All the covenants, promises and agreements in this resolution shall bind and inure to the benefit of the Authority, the holders of the Notes and their respective successors and assigns.

SECTION 20. The laws of the State shall govern this resolution and the Notes.

SECTION 21. This resolution may not be amended or modified while the Notes are outstanding, except for such amendments which, in the opinion of Nixon Peabody LLP, (i) shall not adversely affect the interests of the holders of the Notes or (ii) are necessary to clarify any ambiguity, inconsistency or defective provision contained herein.

SECTION 22. Unless otherwise provided in a Section 16 Certificate, if the date for making any payment or the last date for performance of any act or the exercising of any right shall be a legal holiday or a day on which banking institutions in New York City are authorized by law to remain closed, such payment may be made or act performed or right exercised on the next succeeding day that is not a legal holiday or a day on which such banking institutions are authorized by law to remain closed, with the same force and effect as if done on the nominal date therefor, and no interest shall accrue for the period after such nominal date.

SECTION 23. Terms used herein and not otherwise defined shall have the respective meanings assigned thereto in the Transportation Resolution. Except where the context otherwise requires, words importing the singular number shall include the plural number and vice versa, and words importing persons shall include firms, associations and corporations.

SECTION 24. This resolution shall take effect immediately.

EXHIBIT A

§

METROPOLITAN TRANSPORTATION AUTHORITY

REVENUE ANTICIPATION NOTE, SERIES 2013

(Working Capital Revolving Credit Facility)

CUSIP No.

METROPOLITAN TRANSPORTATION AUTHORITY (herein called the "Authority"), a body corporate and politic constituting a public benefit corporation created and existing under and by virtue of the laws of the State of New York, acknowledges itself indebted, and for value received hereby promises to pay to _____, or registered assigns, on the ____ day of _____, 2013, upon presentation and surrender of this Note at the principal corporate trust office of _____, New York, New York, as Paying Agent, the principal sum of

_____ (\$_____)

and interest on such principal sum, in lawful money of the United States of America, in immediately available funds, at the rate per annum of _____ per centum (____%) (calculated on the basis of [twelve (12) 30-day months] and a [three hundred sixty (360) day] year for a term of ____ days).

This Note is one of a duly authorized issue of Notes which are special obligations of the Authority issued in the aggregate principal amount of _____ Dollars (\$_____) and is issued under and pursuant to Title 11 of Article 5 of the Public Authorities Law, as amended (the "Act"), and under and pursuant to a resolution of the Authority adopted on the 24th day of July, 2013, entitled "Series 2013 Transportation Revenue Anticipation Note Resolution (Working Capital Revolving Credit Facility)" (the "Resolution"). The right of the holders of the Notes to appoint a trustee under Section 1273 of the Act and to declare the Notes due and payable or to cause the Notes to be declared due and payable prior to the maturity date thereof under paragraph (e) of subsection 2 of Section 1273 of the Act or otherwise has been abrogated.

This Note is a special obligation of the Authority payable solely from the items pledged thereto and the other sources of payment set forth in the Resolution. There is hereby pledged for the payment of this Note (i) the first monies to be received on or after ____ of the monies (A) which the State is legally obligated to pay to the Authority for the benefit of any Related Transportation Entity under Section 18-b of the Transportation Law and Sections 88-a, 89-a and 92-ff of Article VI of the State Finance Law, (B) which TBTA is legally obligated to pay to the Authority for the benefit of any Related Transportation Entity under Section 569-c of the Public Authorities Law and to the Transit Authority under Section 1219-a of the Public Authorities Law, (C) which The City of New York (the "City") and Dutchess, Nassau, Orange, Putnam, Rockland, Suffolk and Westchester counties (the "Transportation District") are legally obligated to pay to the Authority for the costs of operation, maintenance and use of each passenger station of the Commuter System located within their respective areas under and pursuant to

Section 1277 of the Act for the twelve month period ended _____, and (D) that are made available from amounts allocable to the payment of capital costs to reimburse the Authority or any other Related Transportation Entity for expenses related to employees working on capital projects (collectively, the "Payments"); (ii) all of the monies deposited or cause to be deposited in the Revenue Anticipation Note, Series 2013 Payment Fund (the "Payment Fund") pursuant to the Deposit Agreement, dated as of _____, by and among the Authority, the New York City Transit Authority, Manhattan and Bronx Surface Transit Operating Authority, MTA Bus Company, The Long Island Rail Road Company, the Metro-North Commuter Railroad Company and Triborough Bridge and Tunnel Authority and (iii) the Payment Fund including any investment income thereon.

The Note is subject to redemption prior to its maturity. [Redemption Provisions to be added.]

The State of New York shall not be liable on this Note, and this Note shall not be a debt of the State of New York.

The laws of the State of New York shall govern the Resolution and this Note.

The Authority hereby designates that this Note shall constitute a Revenue Anticipation Note as defined in the Transportation Resolution.

It is hereby certified, recited and declared that all conditions, acts and things required by the Constitution and laws of the State of New York to exist, happen and be performed precedent to and in the issuance of this Note, exist, have happened and have been performed in due time, form and manner and that the issuance of this Note does not violate any constitutional or statutory limitation of indebtedness prescribed by the laws of the State of New York.

IN WITNESS WHEREOF, METROPOLITAN TRANSPORTATION AUTHORITY has caused this Note to be signed in its name and on its behalf by the facsimile signature of its [Chairman] and its corporate seal or a facsimile thereof to be impressed, imprinted or otherwise reproduced hereon and attested by its Secretary or an Assistant Secretary, all as of the __ day of __, 2013.

ATTEST:

METROPOLITAN TRANSPORTATION
AUTHORITY

By

[facsimile]

[ASSISTANT SECRETARY]
[SEAL]

[CHAIRMAN]

DEPOSIT AGREEMENT

by and among

METROPOLITAN TRANSPORTATION AUTHORITY,

THE LONG ISLAND RAIL ROAD COMPANY,

METRO-NORTH COMMUTER RAILROAD COMPANY,

NEW YORK CITY TRANSIT AUTHORITY,

MANHATTAN AND BRONX SURFACE TRANSIT OPERATING AUTHORITY,

MTA BUS COMPANY

and

TRIBOROUGH BRIDGE AND TUNNEL AUTHORITY

Dated as of _____, 2013

DEPOSIT AGREEMENT

DEPOSIT AGREEMENT, dated as of _____, 2013, by and among METROPOLITAN TRANSPORTATION AUTHORITY (the "Authority"), a body corporate and politic constituting a public benefit corporation of the State of New York (the "State"), THE LONG ISLAND RAIL ROAD COMPANY ("LIRR"), a body corporate and politic constituting a public benefit corporation of the State and a subsidiary corporation of the Authority, METRO-NORTH COMMUTER RAILROAD COMPANY ("MNCRC"), a public benefit corporation of the State and a subsidiary corporation of the Authority, NEW YORK CITY TRANSIT AUTHORITY, a body corporate and politic constituting a public benefit corporation of the State ("TA"), MANHATTAN AND BRONX SURFACE TRANSIT OPERATING AUTHORITY, a public benefit corporation of the State and a subsidiary of the Transit Authority ("MaBSTOA"), MTA BUS COMPANY, a public benefit corporation of the State and a subsidiary of the Authority ("MTA Bus") and TRIBOROUGH BRIDGE AND TUNNEL AUTHORITY, a body corporate and politic constituting a public benefit corporation of the State ("TBTA").

The parties hereto mutually agree as follows:

SECTION 1. Deposits. The Authority, LIRR, MNCRC, TA, MaBSTOA, MTA Bus and TBTA hereby agree that, (i) commencing on the date or dates set forth or described in a certificate or certificates delivered pursuant to Section 16 of the Series 2013 Transportation Revenue Anticipation Note Resolution (Working Capital Revolving Credit Facility), adopted by the Authority on July 24, 2013 (the "Series 2013 Resolution"), they shall immediately upon receipt thereof deposit or cause to be deposited into the Revenue Anticipation Note, Series 2013 Payment Fund (the "Payment Fund") established under the Series 2013 Resolution, all Payments which constitute amounts which the State is legally obligated to pay to the Authority for the benefit of any Related Transportation Entity under Section 92-ff of Article VI of the State Finance Law from amounts required to be deposited in the Mobility Tax Trust Account and in the Metropolitan Transportation Authority Aid Trust Account in the Metropolitan Transportation Authority Financial Assistance Fund and which the State is legally obligated to pay to the Authority for the benefit of any Related Transportation Entity under Section 88-a of Article 6 of the State Finance Law until the amount on deposit in the Payment Fund, calculated as provided in the Series 2013 Resolution, shall equal interest or principal and interest due on the next payment date on the Notes (as defined in the Series 2013 Resolution) until paid or provision for payment thereof is made in accordance with the Series 2013 Resolution and (ii) commencing on the date or dates set forth or described in a certificate delivered pursuant to Section 16 of the Series 2013 Resolution, they shall immediately upon receipt thereof deposit or cause to be deposited into the Payment Fund all other Payments until the amount on deposit in the Payment Fund, calculated as provided in the Series 2013 Resolution, shall equal interest or principal and interest due on the next payment date on the Notes until paid or provision for payment thereof is made in accordance with the Series 2013 Resolution. The Authority, LIRR, MNCRC, TA, MaBSTOA, MTA Bus and TBTA hereby agree that they shall deposit or cause to be deposited into the Revenue Fund (the "Revenue Fund") created under the General Resolution Authorizing Transportation Revenue Obligations, adopted by the Authority on March 26, 2002, as supplemented (the "Transportation Resolution"), all Additional Payments (as defined in the Series 2013 Resolution) at the times required by the Transportation Resolution. The Authority

shall direct the trustee under the Transportation Resolution (the "Transportation Trustee") to establish such separate account or subaccount in the Revenue Fund as is necessary or appropriate to allow the Transportation Trustee to segregate all such Additional Payments, if any, specified in a certificate of an Authorized Officer of MTA so deposited from any other amounts on deposit in the Revenue Fund. The Authority shall further direct the Transportation Trustee that, if all or any portion of the amounts so deposited in such account or subaccount are not then required, after applying all other amounts then on deposit in the Revenue Fund, pursuant to Section 504 of the Transportation Resolution to be deposited into a Debt Service Fund, established under the Transportation Resolution, or any fund or account established for the benefit of any Subordinated Indebtedness or Subordinated Contract Obligation (each as defined in the Transportation Resolution), the Transportation Trustee shall promptly in accordance with Section 504(d) of the Transportation Resolution transfer such moneys to the Authority, and the Authority shall upon such transfer immediately deposit such Additional Payments, if any, into the Payment Fund to the extent and at the times necessary to meet the requirements of clauses (a), (b) and (c) of Section 6 of the Series 2013 Resolution until the amount on deposit in the Payment Fund, calculated as provided in the Series 2013 Resolution, shall equal interest or principal and interest due on the next payment date on the Notes until paid, or provision for payment thereof is made in accordance with the Series 2013 Resolution. Amounts deposited in the Payment Fund are referred to herein as "Deposited Monies".

Unless otherwise stated herein, capitalized terms used herein shall have the meaning ascribed to such terms in the Series 2013 Resolution.

SECTION 2. LIRR Representations. The LIRR represents and warrants that:

(a) it is a public benefit corporation of the State, and a subsidiary corporation of the Authority, validly existing under the provisions of the Metropolitan Transportation Authority Act, Title 11 of Article 5 of the Public Authorities Law, as amended (the "Act"), with full power and legal right to enter into this agreement and perform its obligations hereunder;

(b) except as provided in the Existing Lien Documents and the Prior RAN Resolution, no outstanding notes have heretofore been authorized or issued by the LIRR secured by the Payments and Additional Payments received and Deposited Monies and the Payments and Additional Payments received and Deposited Monies have not heretofore been pledged or assigned by the LIRR to secure any other outstanding obligation or indebtedness of the LIRR (the lien of the Existing Lien Documents on the Payments is subordinate to the lien on the Payments of the Series 2013 Resolution); and

(c) the provisions of this agreement do not conflict with or violate the LIRR's bylaws, any statute, rule, regulation, court order or act applicable to the LIRR or any contract or other agreement entered into or any action taken by the LIRR.

SECTION 3. Authority Representations. The Authority hereby reaffirms the representations and warranties made in the Series 2013 Resolution.

SECTION 4. MNCRC Representations. MNCRC represents and warrants that:

(a) it is a public benefit corporation of the State, and a subsidiary corporation of the Authority, duly created and validly existing under the provisions of the Act, with full power and legal right to enter into this agreement and perform its obligations hereunder;

(b) except as provided in the Existing Lien Documents and the Prior RAN Resolution, no outstanding notes have heretofore been authorized or issued by MNCRC secured by the Payments and Additional Payments received and Deposited Monies and the Payments and Additional Payments received and Deposited Monies have not heretofore been pledged or assigned by MNCRC to secure any other outstanding obligation or indebtedness of MNCRC (the lien of the Existing Lien Documents on the Payments is subordinate to the lien on the Payments of the Series 2013 Resolution); and

(c) the provisions of this agreement do not conflict with or violate MNCRC's bylaws, any statute, rule, regulation, court order or act applicable to MNCRC or any contract or other agreement entered into or any action taken by MNCRC.

SECTION 5. TA Representations. TA represents and warrants that:

(a) it is a public benefit corporation of the State, duly created and validly existing under the provisions of the New York City Transit Authority Act, Title 9 of Article 5 of the Public Authorities Law, as amended (the "Transit Act"), with full power and legal right to enter into this agreement and perform its obligations hereunder;

(b) except as provided in the Existing Lien Documents and the Prior RAN Resolution, no outstanding notes have heretofore been authorized or issued by TA secured by the Payments and Additional Payments received and Deposited Monies and the Payments and Additional Payments received and Deposited Monies have not heretofore been pledged or assigned by TA to secure any other outstanding obligation or indebtedness of TA (the lien of the Existing Lien Documents on the Payments is subordinate to the lien on the Payments of the Series 2013 Resolution); and

(c) the provisions of this agreement do not conflict with or violate TA's bylaws, any statute, rule, regulation, court order or act applicable to TA or any contract or other agreement entered into or any action taken by TA.

SECTION 6. MaBSTOA Representations. MaBSTOA represents and warrants that:

(a) it is a public benefit corporation of the State, and a subsidiary corporation of the TA, duly created and validly existing under the provisions of the Transit Act with full power and legal right to enter into this agreement and perform its obligations hereunder;

(b) except as provided in the Existing Lien Documents and the Prior RAN Resolution, no outstanding notes have heretofore been authorized or issued by MaBSTOA secured by the Payments and Additional Payments received and Deposited Monies and the Payments and Additional Payments received and Deposited Monies have not heretofore been pledged or assigned by MaBSTOA to secure any other outstanding obligation or indebtedness of MaBSTOA (the lien of the Existing Lien Documents on the Payments is subordinate to the lien on the Payments of the Series 2013 Resolution); and

(c) the provisions of this agreement do not conflict with or violate MaBSTOA's bylaws, any statute, rule, regulation, court order or act applicable to MaBSTOA or any contract or other agreement entered into or any action taken by MaBSTOA.

SECTION 7. MTA Bus Representations. MTA Bus represents and warrants that:

(a) it is a public benefit corporation of the State, and a subsidiary corporation of the Authority, duly created and validly existing under the provisions of the Act, with full power and legal right to enter into this agreement and perform its obligations hereunder;

(b) except as provided in the Existing Lien Documents and the Prior RAN Resolution, no outstanding notes have heretofore been authorized or issued by MTA Bus secured by the Payments and Additional Payments received and Deposited Monies and the Payments and Additional Payments received and Deposited Monies have not heretofore been pledged or assigned by MTA Bus to secure any other outstanding obligation or indebtedness of MTA Bus (the lien of the Existing Lien Documents on the Payments is subordinate to the lien on the Payments of the Series 2013 Resolution to the lien on the Payments of the Series 2013 Resolution); and

(c) the provisions of this agreement do not conflict with or violate MTA's bylaws, any statute, rule, regulation, court order or act applicable to MTA Bus or any contract or other agreement entered into or any action taken by MTA Bus.

SECTION 8. TBTA Representations. TBTA represents and warrants that:

(a) it is a public benefit corporation of the State, duly created and validly existing under the provisions of the Triborough Bridge and Tunnel Authority Act, Title 3 of Article 3 of the Public Authorities Law, as amended (the "TBTA Act"), with full power and legal right to enter into this agreement and perform its obligations hereunder;

(b) except as provided in the Existing Lien Documents and the Prior RAN Resolution, no outstanding notes have heretofore been authorized or issued by TBTA secured by the Payments and Additional Payments received and Deposited Monies and the Payments and Additional Payments received and Deposited Monies have not heretofore been pledged or assigned by TBTA to secure any other outstanding obligation or indebtedness of TBTA (the lien of the Existing Lien Documents on the Payments is subordinate to the lien on the Payments of the Series 2013 Resolution); and

(c) the provisions of this agreement do not conflict with or violate TBTA's bylaws, any statute, rule, regulation, court order or act applicable to TBTA or any contract or other agreement entered into or any action taken by TBTA.

SECTION 9. LIRR, MNCRC, TA, MaBSTOA, MTA Bus and TBTA Covenants. So long as the Notes shall remain outstanding and unpaid, the LIRR, MNCRC, TA, MaBSTOA, MTA Bus and TBTA each covenant and agree with the Authority, with each other and with the holders of the Notes:

(a) to take such actions as may be appropriate to assist the Authority in complying with its covenants contained in Section 8 of the Series 2013 Resolution; and

(b) to comply with the covenants contained in Section 10(d), (e), (g) and (h), subject to the provisions of the unlettered paragraph following clause (i), of the Series 2013 Resolution as if the references to the Authority therein were to the LIRR, MNCRC, TA, MaBSTOA, MTA Bus and TBTA, respectively.

SECTION 10. Additional TBTA Covenants. So long as the Notes shall remain outstanding and unpaid, TBTA covenants and agrees with the Authority, LIRR, MNCRC, TA, MaBSTOA, MTA Bus and TBTA, and with the holders of the Notes;

(a) it will not repeal, amend or modify the action taken by the Board of TBTA from time to time relating to the monthly advance of amounts described in clause (b) of Section 8 of the Series 2013 Resolution so as to delay the timing or reduce the amounts to be transferred by TBTA to the Authority or any other Related Transportation Entity in any month; and

(b) it will comply with the rate covenant contained in Section 606 of the General Resolution authorizing General Revenue Obligations adopted by TBTA on March 26, 2002, as amended.

SECTION 11. Consents. LIRR, MNCRC, TA, MaBSTOA, MTA Bus and TBTA consent to the application of the Payments received and to the application and pledge of the Deposited Monies in accordance with this Agreement and the Series 2013 Resolution.

SECTION 12. Compliance with Transportation Resolution Rate Covenant. LIRR, MNCRC, TA, MaBSTOA and MTA Bus shall each take such action on its part necessary to comply with and to enable the Authority to comply with the rate covenant contained in Section 610 of the Transportation Resolution.

SECTION 13. Enforcement. The provisions of this agreement may be enforced by the Authority on behalf of the holders of the Notes by any legal or equitable process, including specific performance.

SECTION 14. No Conflict. The provisions of this agreement are in no way intended to, nor shall such provisions, change or in any manner alter the terms of the Series 2013 Resolution, or the security, rights or remedies of the holders of the Notes. In the event any provisions of this agreement conflict at any time, or in any manner, with the provisions of the Series 2013 Resolution or any Note, the provisions of the Series 2013 Resolution or the Note shall be controlling and conflicting provisions of this agreement shall be completely disregarded.

SECTION 15. Beneficiaries. This agreement shall inure to the benefit of and shall be binding upon the Authority, LIRR, MNCRC, TA, MaBSTOA, MTA Bus and TBTA and their respective successors and assigns.

SECTION 16. Severability. In the event any provision of this agreement shall be held invalid or unenforceable by any court of competent jurisdiction, such holding shall not invalidate or render unenforceable any other provision hereof.

SECTION 17. Governing Law. This agreement shall be governed by, and construed in accordance with, the Constitution and laws of the State.

SECTION 18. Entire Agreement. This agreement represents the entire agreement among the parties.

SECTION 19. Counterpart Signatures. This agreement may be simultaneously executed in several counterparts, each of which shall be an original and all of which shall constitute but one and the same instrument.

IN WITNESS WHEREOF, the Authority, LIRR, MNCRC, TA, MaBSTOA, MTA Bus and TBTA each respectively, has caused this instrument to be executed in its name by its Chief Financial Officer, all as of the day and year first above written.

METROPOLITAN TRANSPORTATION
AUTHORITY

Name:
Title:

MANHATTAN AND BRONX SURFACE
TRANSIT OPERATING AUTHORITY

Name:
Title:

THE LONG ISLAND RAIL ROAD COMPANY

Name:
Title:

MTA BUS COMPANY

Name:
Title:

METRO-NORTH COMMUTER RAILROAD
COMPANY

Name:
Title:

TRIBOROUGH BRIDGE AND TUNNEL
AUTHORITY

Name:
Title:

NEW YORK CITY TRANSIT AUTHORITY

Name:
Title:

METRO-NORTH COMMUTER RAILROAD COMPANY

DEPOSIT AGREEMENT RESOLUTION

Be it Resolved by the Board of Metro-North Commuter Railroad Road Company, as follows:

SECTION 1. In accordance with the provisions of Title 11 of Article 5 of the Public Authorities Law, Metro-North Commuter Railroad Company ("MNCRC") is hereby authorized to enter into a Deposit Agreement, by and among the Metropolitan Transportation Authority (the "Authority"), The Long Island Rail Road Company, MNCRC, the New York City Transit Authority, the Manhattan and Bronx Surface Transit Operating Authority, MTA Bus Company and Triborough Bridge and Tunnel Authority (such Agreement hereinafter referred to as the "Agreement"). The form of the Agreement, in substantially the form annexed hereto as Exhibit A, is hereby approved in all respects, and the Chairman, any Vice Chairman, the Chief Financial Officer, and the Director of Finance (the "Authorized Officers") are, and each is, hereby authorized and directed to execute and deliver the Agreement for, on, behalf of, and in the name of, MNCRC, with such changes and revisions as such Authorized Officer shall deem advisable, said execution and delivery to be conclusive evidence of such approval.

SECTION 2. On behalf of MNCRC, the Authorized Officers are, and each is, hereby authorized to take any and all actions necessary for MNCRC to perform its obligations under the Agreement.

SECTION 3. The Authorized Officers, the Secretary and the Assistant Secretary of MNCRC are, and each of them hereby is, authorized and directed to execute and deliver any and all documents and instruments and to do and cause to be done any and all acts necessary or proper for carrying out (i) the sale and delivery of the Revenue Anticipation Notes, Series 2013 issued by the Authority pursuant to its Revenue Anticipation Note, Series 2013 Resolution (Working Capital Revolving Credit Facility), adopted July 24, 2013, and (ii) any and all other acts contemplated in connection with such Note Resolution and the Agreement.

SECTION 4. This resolution shall become effective upon its adoption.

TRIBOROUGH BRIDGE AND TUNNEL AUTHORITY

DEPOSIT AGREEMENT RESOLUTION

Be it Resolved by the Board of Triborough Bridge and Tunnel Authority, as follows:

SECTION 1. In accordance with the provisions of Title 3 of Article 3 of the Public Authorities Law, Triborough Bridge and Tunnel Authority ("TBTA") is hereby authorized to enter into a Deposit Agreement, by and among the Metropolitan Transportation Authority (the "Authority"), The Long Island Rail Road Company, Metro-North Commuter Railroad Company, the New York City Transit Authority, the Manhattan and Bronx Surface Transit Operating Authority, MTA Bus Company and TBTA (such Agreement hereinafter referred to as the "Agreement"). The form of the Agreement, in substantially the form annexed hereto as Exhibit A, is hereby approved in all respects, and the Chairman, any Vice Chairman, the Chief Financial Officer and the Director of Finance (the "Authorized Officers") are, and each is, hereby authorized and directed to execute and deliver the Agreement for, on, behalf of, and in the name of, TBTA, with such changes and revisions as such Authorized Officer shall deem advisable, said execution and delivery to be conclusive evidence of such approval.

SECTION 2. On behalf of TBTA, the Authorized Officers are, and each is, hereby authorized to take any and all actions necessary for TBTA to perform its obligations under the Agreement.

SECTION 3. The Authorized Officers, the Secretary and the Assistant Secretary of TBTA are, and each of them hereby is, authorized and directed to execute and deliver any and all documents and instruments and to do and cause to be done any and all acts necessary or proper for carrying out (i) the sale and delivery of the Revenue Anticipation Notes, Series 2013 issued by the Authority pursuant to its Revenue Anticipation Note, Series 2013 Resolution (Working Capital Revolving Credit Facility), adopted July 24, 2013, and (ii) any and all other acts contemplated in connection with such Note Resolution and the Agreement.

SECTION 4. This resolution shall become effective upon its adoption.

THE LONG ISLAND RAIL ROAD COMPANY

DEPOSIT AGREEMENT RESOLUTION

Be it Resolved by the Board of The Long Island Rail Road Company, as follows:

SECTION 1. In accordance with the provisions of Title 11 of Article 5 of the Public Authorities Law, The Long Island Rail Road Company ("LIRR") is hereby authorized to enter into a Deposit Agreement, by and among the Metropolitan Transportation Authority (the "Authority"), LIRR, Metro-North Commuter Railroad Company, the New York City Transit Authority, the Manhattan and Bronx Surface Transit Operating Authority, MTA Bus Company and Triborough Bridge and Tunnel Authority (such Agreement hereinafter referred to as the "Agreement"). The form of the Agreement, in substantially the form annexed hereto as Exhibit A, is hereby approved in all respects, and the Chairman, any Vice Chairman, the Chief Financial Officer and the Director of Finance (the "Authorized Officers") are, and each is, hereby authorized and directed to execute and deliver the Agreement for, on, behalf of, and in the name of, the LIRR, with such changes and revisions as such Authorized Officer shall deem advisable, said execution and delivery to be conclusive evidence of such approval.

SECTION 2. On behalf of the LIRR, the Authorized Officers are, and each is, hereby authorized to take any and all actions necessary for the LIRR to perform its obligations under the Agreement.

SECTION 3. The Authorized Officers, the Secretary and the Assistant Secretary of the LIRR are, and each of them hereby is, authorized and directed to execute and deliver any and all documents and instruments and to do and cause to be done any and all acts necessary or proper for carrying out (i) the sale and delivery of the Revenue Anticipation Notes, Series 2013 issued by the Authority pursuant to its Revenue Anticipation Note, Series 2013 Resolution (Working Capital Revolving Credit Facility), adopted July 24, 2013, and (ii) any and all other acts contemplated in connection with such Note Resolution and the Agreement.

SECTION 4. This resolution shall become effective upon its adoption.

NEW YORK CITY TRANSIT AUTHORITY

DEPOSIT AGREEMENT RESOLUTION

Be it Resolved by the Board of the New York City Transit Authority, as follows:

SECTION 1. In accordance with the provisions of Title 9 of Article 5 of the Public Authorities Law, the New York City Transit Authority (the "TA") is hereby authorized to enter into a Deposit Agreement, by and among the Metropolitan Transportation Authority (the "Authority"), The Long Island Rail Road Company, Metro-North Commuter Railroad Company, the TA, the Manhattan and Bronx Surface Transit Operating Authority, MTA Bus Company and Triborough Bridge and Tunnel Authority (such Agreement hereinafter referred to as the "Agreement"). The form of the Agreement, in substantially the form annexed hereto as Exhibit A, is hereby approved in all respects, and the Chairman, any Vice Chairman, the Chief Financial Officer and the Director of Finance (the "Authorized Officers") are, and each is, hereby authorized and directed to execute and deliver the Agreement for, on, behalf of, and in the name of, the TA, with such changes and revisions as such Authorized Officer shall deem advisable, said execution and delivery to be conclusive evidence of such approval.

SECTION 2. On behalf of the TA, the Authorized Officers are, and each is, hereby authorized to take any and all actions necessary for the TA to perform its obligations under the Agreement.

SECTION 3. The Authorized Officers, the Secretary and the Assistant Secretary of the TA are, and each of them hereby is, authorized and directed to execute and deliver any and all documents and instruments and to do and cause to be done any and all acts necessary or proper for carrying out (i) the sale and delivery of the Revenue Anticipation Notes, Series 2013 issued by the Authority pursuant to its Revenue Anticipation Note, Series 2013 Resolution (Working Capital Revolving Credit Facility), adopted July 24, 2013 and (ii) any and all other acts contemplated in connection with such Note Resolution and the Agreement.

SECTION 4. This resolution shall become effective upon its adoption.

MANHATTAN AND BRONX SURFACE TRANSIT OPERATING AUTHORITY

DEPOSIT AGREEMENT RESOLUTION

Be it Resolved by the Board of the Manhattan and Bronx Surface Transit Operating Authority, as follows:

SECTION 1. In accordance with the provisions of Title 9 of Article 5 of the Public Authorities Law, Manhattan and Bronx Surface Transit Operating Authority ("MaBSTOA") is hereby authorized to enter into a Deposit Agreement, by and among the Metropolitan Transportation Authority (the "Authority"), The Long Island Rail Road Company ("LIRR"), Metro-North Commuter Railroad Company ("MNCRC"), the New York City Transit Authority (the "TA") MaBSTOA, MTA Bus Company ("MTA Bus"), and Triborough Bridge and Tunnel Authority ("TBTA") (such Agreement hereinafter referred to as the "Agreement"). The form of the Agreement, in substantially the form annexed hereto as Exhibit A, is hereby approved in all respects, and the Chairman, any Vice Chairman, the Chief Financial Officer and the Director of Finance (the "Authorized Officers") are, and each is, hereby authorized and directed to execute and deliver the Agreement for, on, behalf of, and in the name of, MaBSTOA, with such changes and revisions as such Authorized Officer shall deem advisable, said execution and delivery to be conclusive evidence of such approval.

SECTION 2. On behalf of MaBSTOA, the Authorized Officers are, and each is, hereby authorized to take any and all actions necessary for MaBSTOA to perform its obligations under the Agreement.

SECTION 3. The Authorized Officers, the Secretary and the Assistant Secretary of MaBSTOA are, and each of them hereby is, authorized and directed to execute and deliver any and all documents and instruments and to do and cause to be done any and all acts necessary or proper for carrying out (i) the sale and delivery of the Revenue Anticipation Notes, Series 2013 issued by the Authority pursuant to its Revenue Anticipation Note, Series 2013 Resolution (Working Capital Revolving Credit Facility) adopted July 24, 2013, and (ii) any and all other acts contemplated in connection with such Note Resolution and the Agreement.

SECTION 4. This resolution shall become effective upon its adoption.

MTA BUS COMPANY

DEPOSIT AGREEMENT RESOLUTION

Be it Resolved by the Board of MTA Bus Company, as follows:

SECTION 1. In accordance with the provisions of Title 11 of Article 5 of the Public Authorities Law, MTA Bus Company ("MTA Bus") is hereby authorized to enter into a Deposit Agreement, by and among the Metropolitan Transportation Authority (the "Authority"), The Long Island Rail Road Company, Metro-North Commuter Railroad Company, the New York City Transit Authority, the Manhattan and Bronx Surface Transit Operating Authority, MTA Bus and Triborough Bridge and Tunnel Authority (such Agreement hereinafter referred to as the "Agreement"). The form of the Agreement, in substantially the form annexed hereto as Exhibit A, is hereby approved in all respects, and the Chairman, any Vice Chairman, the Chief Financial Officer and the Director of Finance (the "Authorized Officers") are, and each is, hereby authorized and directed to execute and deliver the Agreement for, on, behalf of, and in the name of, MTA Bus, with such changes and revisions as such Authorized Officer shall deem advisable, said execution and delivery to be conclusive evidence of such approval.

SECTION 2. On behalf of MTA Bus, the Authorized Officers are, and each is, hereby authorized to take any and all actions necessary for MTA Bus to perform its obligations under the Agreement.

SECTION 3. The Authorized Officers, the Secretary and the Assistant Secretary of MTA Bus are, and each of them hereby is, authorized and directed to execute and deliver any and all documents and instruments and to do and cause to be done any and all acts necessary or proper for carrying out (i) the sale and delivery of the Revenue Anticipation Notes, Series 2013 issued by the Authority pursuant to its Revenue Anticipation Note, Series 2013 Resolution (Working Capital Revolving Credit Facility), adopted July 24, 2013, and (ii) any and all other acts contemplated in connection with such Note Resolution and the Agreement.

SECTION 4. This resolution shall become effective upon its adoption.

Staff Summary



Subject
Transportation Revenue Commercial Paper Program
Department
Finance
Department Head Name
Robert E. Foran, Chief Financial Officer
Department Head Signature
Project Manager Name
Patrick J. McCoy, Director of Finance

Date
July 24, 2013
Vendor Name
Contract Number
Contract Manager Name
Table of Contents Ref #

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance Comm.	7/22			
2	Board	7/24			

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

PURPOSE:

The MTA Finance Department is seeking MTA Board authorization of the necessary documentation and activities to issue up to \$350 million of Transportation Revenue Bond Anticipation Notes ("BANs") to be issued in the form of Commercial Paper ("CP-3") to finance existing approved transit and commuter capital projects. Authorization is also being requested for long-term financing to permanently finance such CP-3 from time to time including accrued interest thereon.

DISCUSSION:

MTA recently reduced its existing \$900 million Commercial Paper program, CP-2 to \$550 million, by permanently financing \$350 million CP-2 Subseries C Notes backed by a Letter of Credit ("LOC") from Royal Bank of Canada. The authorization sought in this staff summary is to approve a replacement of the \$350 million of the CP program capacity as described below. The CP-3 program will provide the necessary capital projects funding flexibility and will help meet MTA Capital Program needs by providing access to the short-term market which has a lower borrowing cost than long-term bonds.

To establish such a new CP program, MTA Board approval is sought as follows:

1. Approval of the annexed BANs resolution (the "2013 Series CP-3 Transportation Revenue Bond Anticipation Note And Related Parity Debt Supplemental Resolution"), and associated documents and activities in connection with the issuance of tax-exempt CP-3 in an aggregate principal amount of up to \$350 million for existing approved transit and commuter Capital Projects. The CP-3 will be secured by one or more LOCs from commercial banks and will be issued from time to time in various amounts up to each LOC limit, with maturities up to 270 days. Long term bonds will be issued from time to time to permanently finance such outstanding CP-3. The CP-3 will be issued in compliance with MTA's existing Transportation Revenue General Resolution.

MTA Finance is in the process of seeking pricing proposals from commercial banks interested in offering letters of credit in connection with this program. Such banks would be limited to commercial banks (i) on the list of commercial banks approved for providing replacement LOCs or standby bond purchase agreements for MTA Bonds contained in the authorization of the MTA Board on September 22, 2010, (ii) previously added to such list pursuant to the authorization contained in the September 22, 2010 Board action, and (iii) added to such list after the date hereof pursuant to the authorization contained in the September 22, 2010 Board action.

Staff Summary



2. Approval of the annexed bond resolution (the "Series CP-3 Transportation Revenue Bond Supplemental Resolution") and associated documents and activities in connection with the issuance of bonds from time to time in an aggregate principal amount up to \$358,750,000 to permanently finance all or any portion of the Capital Costs, directly by reimbursement or through the payment of the principal amount and interest accrued or to accrue on outstanding Series CP-3 Notes or through the reimbursement of amounts drawn under the Letter of Credit for such purpose and principal and interest accrued and to accrue on Series CP-3 Bank Parity Debt.
3. With respect to the above-referenced transactions set forth in paragraphs 1 and 2, Board approval delegating authority to the Chairman and Chief Executive Officer, the Vice Chairman, the Chief Financial Officer, and the Director of Finance of MTA to award the obligations to members (or entities related to such firms) of the MTA underwriting syndicate (as defined in the Resolution) and to undertake all actions necessary to execute and/or deliver in each case, where appropriate:
 - Offering Memoranda and other disclosure documents,
 - Letter(s) of Credit and Reimbursement Agreements,
 - Issuing and Paying Agent Agreement,
 - Dealer Agreements, and
 - Certificate of Determination.

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

4. On behalf of MTA and its subsidiaries and affiliates, to authorize the Chairman and Chief Executive Officer, the Vice Chairman, the Chief Financial Officer of MTA and the Director of Finance of MTA to take such other actions as may be necessary or desirable to effectuate the issuance of the new money notes.

ALTERNATIVES:

MTA has effectively utilized a CP program in meeting the needs of the Capital Program. MTA benefits from having the short-term market exposure of CP because it is a lower cost of borrowing than long-term bonds. MTA could opt to forgo the issuance of CP and instead only issue bonds.

RECOMMENDATION:

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

METROPOLITAN TRANSPORTATION AUTHORITY

**SERIES CP-3 TRANSPORTATION REVENUE
BOND ANTICIPATION NOTE
AND RELATED PARITY DEBT
SUPPLEMENTAL RESOLUTION**

Adopted July 24, 2013

TABLE OF CONTENTS

	<u>Page</u>
ARTICLE I DEFINITIONS AND STATUTORY AUTHORITY	1
Section 1.01. Supplemental Resolution	1
Section 1.02. Definitions	1
Section 1.03. Authority for this Commercial Paper Resolution	4
ARTICLE II AUTHORIZATION OF SERIES CP-3 NOTES	4
Section 2.01. General Authorization	4
Section 2.02. Use of Proceeds	5
Section 2.03. Series CP-3 Notes	5
Section 2.04. Terms Applicable to Series CP-3 Notes.	6
Section 2.05. Sources of Payment	6
Section 2.06. Series CP-3 Credit Enhanced Notes Fund	7
Section 2.07. Series CP-3 Reimbursement Fund	7
Section 2.08. Forms of Series CP-3 Notes	8
Section 2.09. General Provisions	9
Section 2.10. Delegation to an Authorized Officer	9
ARTICLE III ISSUANCE AND SALE OF SERIES CP-3 NOTES	9
Section 3.01. Issuance and Sale of Series CP-3 Notes	9
Section 3.02. Proceeds of Sale of Series CP-3 Credit Enhanced Notes	12
ARTICLE IV REIMBURSEMENT AGREEMENT AND SERIES CP-3 NOTES; RELATED PARITY DEBT; ADDITIONAL COVENANTS	12
Section 4.01. Reimbursement Agreement	12
Section 4.02. Maintenance of Letter of Credit Amount	12
Section 4.03. Security for Draws; Authorization of Parity Debt	13
Section 4.04. Additional Covenants	13

ARTICLE V DEALER AGREEMENTS; ISSUANCE AND PAYING AGENCY AGREEMENT; RESPONSIBILITIES OF ISSUING AND PAYING AGENT.....	14
Section 5.01. Dealer Agreements	14
Section 5.02. Issuing and Paying Agency Agreement	14
Section 5.03. Issuing and Paying Agent	14
Section 5.04. Responsibilities of the Issuing and Paying Agent With Respect to the Reimbursement Agreement and the Letter of Credit	15
ARTICLE VI MISCELLANEOUS.....	17
Section 6.01. Tax Covenants Relating to the Series CP-3 Notes	17
Section 6.02. Defeasance	17
Section 6.03. Additional Actions	17
Section 6.04. Termination of Notes Program	18
Section 6.05. Responsibilities of the Issuer With Respect to Rating Agencies	18
EXHIBIT A-1	FORM OF MASTER SERIES CP-3 CREDIT ENHANCED NOTE
EXHIBIT A-2	FORM OF MASTER CP-3 BANK NOTE
EXHIBIT B	REIMBURSEMENT AGREEMENT
EXHIBIT C	DEALER AGREEMENT
EXHIBIT D	ISSUING AND PAYING AGENCY AGREEMENT
EXHIBIT B	FORM OF REQUEST

**SERIES CP-3 TRANSPORTATION REVENUE
BOND ANTICIPATION NOTE
AND RELATED PARITY DEBT
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" as heretofore amended and supplemented (the "Resolution").

Section 1.02. Definitions.

1. All capitalized terms which are used but not otherwise defined in this Series CP-3 Transportation Revenue Bond Anticipation Note and Related Parity Debt Supplemental Resolution (the "Commercial Paper Resolution") shall have the same meanings, respectively, as such terms are given by Section 102 of the Resolution.

2. In this Commercial Paper Resolution:

"Authorized Officer" shall include, in addition to the officers designated as such in the Resolution 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.

"Bank" means the issuer or issuers of one or more Letters of Credit for all or all portion of the Series CP-3 Credit Enhanced Notes selected by an Authorized Officer from time to time, or any successor or successors thereto and set forth in a certificate thereof. Such issuers banks would be limited to commercial banks (i) on the list of commercial banks approved for providing replacement letters of credit or standby bond purchase agreements for Bonds of the Issuer contained in the authorization of the Issuer's Board on September 22, 2010, (ii) previously added to such list pursuant to the authorization contained in the September 22, 2010 Board action, and (iii) added to such list after the date hereof pursuant to the authorization contained in the September 22, 2010 Board action.

"Book-Entry Series CP-3 Notes" means Series CP-3 Credit Enhanced Notes or Series CP-3 Bank Notes issued in book-entry-only form through the Securities Depository pursuant to Section 2.03 hereof.

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

"Dealer" means any dealer or dealers selected by an Authorized Officer to serve as dealer in accordance with the applicable Dealer Agreement and who is either (i) on the list approved by the Issuer from time to time of entities authorized to serve as remarketing agent or dealer for securities of the Issuer or (ii) otherwise set forth in a certificate of an Authorized Officer, and any successor or successors thereto appointed pursuant to this Series Resolution.

"Dealer Agreement" means the Dealer Agreement or Dealer Agreements authorized by Section 5.01 hereof, as the same may be amended or supplemented, and any other dealer agreement which the Issuer determines to be in replacement thereof as may be entered into by the Issuer with respect to the Series CP-3 Credit Enhanced Notes.

"Draw" means any drawing by the Issuing and Paying Agent on the applicable Letter of Credit.

"Holder" means any Person who is in possession of any Series CP-3 Notes drawn, issued or endorsed to such Person or to the order of such Person or to bearer or in blank; provided, however, that "Holder", when used with reference to a Master Series CP-3 Note, shall mean the registered owner thereof as shown on the books of the Issuing and Paying Agent kept pursuant to Section 2.03 hereof.

"Holding Period" has the meaning set forth therefore in Section 4.03 hereof.

"Interest Component" shall have the meaning set forth therefor in the Letter of Credit.

"Issuing and Paying Agency Agreement" means the Issuing and Paying Agency Agreement authorized by Section 5.02 hereof, as the same may be amended or supplemented, and any other issuing and paying agency agreement which the Issuer determines to be in replacement thereof as may be entered into by the Issuer from time to time with respect to the Series CP-3 Credit Enhanced Notes.

"Issuing and Paying Agent" means The Bank of New York Mellon, appointed by the Issuer pursuant to this Commercial Paper Resolution to serve as Issuing and Paying Agent in accordance with the Issuing and Paying Agency Agreement, and any successor thereto appointed pursuant to the Commercial Paper Resolution.

"Letter of Credit" means the letter or, collectively, letters of credit issued by the Bank under the applicable Reimbursement Agreement.

"Master Series CP-3 Bank Note" means a master note, in substantially the form of Exhibit A-2, issued pursuant to Section 2.08 hereof.

"Master Series CP-3 Credit Enhanced Note" means a master note, in substantially the form of Exhibit A-1, issued pursuant to Section 2.08 hereof.

"Master Series CP-3 Note" means either a Master Series CP-3 Bank Note or a Master Series CP-3 Credit Enhanced Note.

"Maximum Rate" means, with respect to Series CP-3 Credit Enhanced Notes, the rate of 12% per annum calculated on the basis of actual days elapsed and a 365 day year or such lesser rate per annum specified in a Certificate of Determination and, with respect to Series CP-3 Bank Notes, the rate of 25% per annum calculated on the basis of actual days elapsed and a 365 day year or such lesser rate specified in a Certificate of Determination.

"No-Issuance Instructions" shall have the meaning set forth in the Reimbursement Agreement.

"Office" means when used with reference to the Issuing and Paying Agent such address as the Issuing and Paying Agent may designate from time to time by notice in writing to the Issuer and the Dealer.

"Principal Component" shall have the meaning set forth therefore in the Letter of Credit.

"Reimbursement Agreement" means the Letter of Credit and Reimbursement Agreement or Letter of Credit and Reimbursement Agreements authorized by Section 4.01 hereof, as the same may be amended, supplemented or replaced in accordance therewith and with the Commercial Paper Resolution.

"Related Agreements" means the Dealer Agreement, the Issuing and Paying Agency Agreement and the Reimbursement Agreement.

"Request" shall mean a request of the Issuer delivered pursuant to Section 3.01(c) hereof.

"Securities Depository" means The Depository Trust Company, a limited purpose trust company organized under the laws of the State of New York, and its successors and assigns ("DTC") or any other Person appointed by the Issuer to serve as securities depository for the Master Series CP-3 Notes.

"Series CP-3 Bank Notes" means the Series CP-3 Notes evidenced by the Master Series CP-3 Bank Notes and issued by the Issuer pursuant to this Commercial Paper Resolution.

"Series CP-3 Bank Parity Debt" is the Parity Debt authorized under Section 4.03 hereof which may be incurred under the Reimbursement Agreement to the extent authorized by this Commercial Paper Resolution.

"Series CP-3 Bonds" means the Transportation Revenue Bonds, Series CP-3 of the Issuer.

"Series CP-3 Credit Enhanced Notes" means the Series CP-3 Notes evidenced by the Master Series CP-3 Credit Enhanced Note and issued by the Issuer pursuant to this Commercial Paper Resolution.

"Series CP-3 Credit Enhanced Notes Fund" means the special purpose trust fund to be held by the Issuing and Paying Agent for the sole and exclusive benefit of the Owners from

time to time of Series CP-3 Credit Enhanced Notes, referred to in Section 2.06 of this Commercial Paper Resolution, for the deposit of Draws and the payment therefrom of principal of and interest on Series CP-3 Credit Enhanced Notes, and over which the Issuing and Paying Agent shall have the sole right of withdrawal.

"Series CP-3 Notes" means the Series CP-3 Credit Enhanced Notes and the Series CP-3 Bank Notes issued by the Issuer pursuant to this Commercial Paper Resolution.

"Series CP-3 Reimbursement Fund" means the special purpose trust fund established pursuant to Section 2.07 of this Commercial Paper Resolution and to be held by the Issuing and Paying Agent for the deposit of those proceeds of the sale on a particular day of Series CP-3 Credit Enhanced Notes that are to be used, to the extent of such proceeds, to reimburse the Bank for Draws.

"Series Resolution" means this Series CP-3 Transportation Revenue Bond Anticipation Note and Related Parity Debt Supplemental Resolution.

"Stated Amount" shall have the meaning set forth therefore in the Letter of Credit.

"Termination Date" means the date on which the Letter of Credit expires in accordance with the terms thereof.

3. To the extent that the Series CP-3 Notes issued and Outstanding at any time consist of more than one subseries as specified in one or more Certificates of Determination, except as otherwise provided in section 2.01 hereof, all terms defined herein shall be deemed to such term as applied to each such subseries individually and apart from any other subseries.

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

ARTICLE II AUTHORIZATION OF SERIES CP-3 NOTES

Section 2.01. General Authorization. There is hereby authorized to be issued Series CP-3 Notes in an aggregate principal amount not to exceed Three Hundred Fifty-Eight Million Seven Hundred Fifty Thousand Dollars (\$358,750,000), subject to change as provided in Section 2.10 hereof, at any one time Outstanding, comprised of Series CP-3 Credit Enhanced Notes to be issued in one or more subseries in an aggregate principal amount not to exceed Three Hundred Fifty Million Dollars (\$350,000,000) at any one time Outstanding and Series CP-3 Bank Notes to be issued in one or more subseries in an aggregate principal amount not to exceed Three Hundred Fifty-Eight Million Seven Hundred Fifty Thousand Dollars (\$358,750,000), subject to change as provided in Section 2.10 hereof, at any one time Outstanding. To the extent that the Series CP-3 Notes issued and Outstanding at any time consist of more than one subseries as specified in one or more Certificates of Determination, the portion of the not to exceed amounts for Series CP-3 Notes, Series CP-3 Credit Enhanced Notes and Series CP-3 Bank Notes applicable to each such subseries shall be the amounts specified in the Certificate of

Determination relating to such subseries. The aggregate principal amount of Series CP-3 Bank Notes that may at any time be Outstanding shall be reduced by the aggregate principal amount of Series CP-3 Credit Enhanced Notes to be Outstanding following the issuance of such Series CP-3 Bank Notes, and the aggregate principal amount of Series CP-3 Credit Enhanced Notes that may at any time be Outstanding shall be reduced by the aggregate principal amount of Series CP-3 Bank Notes representing the Principal Component under the Letter of Credit to be outstanding following the issuance of such Series CP-3 Credit Enhanced Notes; to the extent that the Series CP-3 Notes issued and Outstanding at any time consist of more than one subseries as specified in one or more Certificates of Determination, the foregoing reductions shall be applied separately to each subseries..

Section 2.02. Use of Proceeds. The proceeds of the Series CP-3 Credit Enhanced Notes shall be used only for the purposes set forth in one or more Certificates of Determination and may include (i) the payment of all or any part of the Capital Costs, (ii) the payment of the principal and interest of Outstanding Series CP-3 Notes, (iii) the reimbursement of Draws and (iv) the funding of capitalized interest on Series CP-3 Notes. The proceeds of the sale of Series CP-3 Credit Enhanced Notes shall be applied in the manner set forth in Section 3.02 hereof. Series CP-3 Bank Notes shall be issued only to a Bank to evidence Draws.

Section 2.03. Series CP-3 Notes. Subject to the last paragraph of this Section, all issues of Series CP-3 Notes shall be issued in the form of a single fully registered Master Series CP-3 Credit Enhanced Note and a single fully registered Master Series CP-3 Bank Note, the ownership of each of which shall be registered in the name of the nominee of the Securities Depository.

In order to qualify the Series CP-3 Notes for the Securities Depository's book-entry system, any Authorized Officer is hereby authorized to execute, seal, countersign and deliver, from time to time, on behalf of the Issuer to such Securities Depository a letter or letters from the Issuer representing such matters as shall be necessary to so qualify the Series CP-3 Notes (each, a "Representation Letter"). The execution and delivery of a Representation Letter shall not in any way limit the provisions hereof or in any other way impose upon the Issuer any obligation whatsoever with respect to persons having interests in the Series CP-3 Notes other than the Owners thereof. In addition to the execution and delivery of a Representation Letter, each Authorized Officer of the Issuer is hereby authorized to take any other actions, not inconsistent with the Commercial Paper Resolution, to qualify the Series CP-3 Notes for the Securities Depository's book-entry system.

In the event (1) the Securities Depository determines not to continue to act as securities depository for the Series CP-3 Notes or (ii) the Issuer determines that the Securities Depository shall no longer so act and delivers a written certificate to the Issuing and Paying Agent to that effect, the Issuer will discontinue the book-entry registration of the Series CP-3 Notes with the Securities Depository. If the Issuer determines to replace the Securities Depository with another qualified securities depository, the Issuer shall prepare or direct the preparation of a new, single, separate, fully registered Master Series CP-3 Credit Enhanced Note and a new, single separate fully registered Master Series CP-3 Bank Note for each issue or subseries of the Series CP-3 Notes, registered in the name of such successor or substitute qualified securities depository or its nominee, or make such other arrangements acceptable to the

Issuer and the Securities Depository as are not inconsistent with the terms of this Commercial Paper Resolution. If the Issuer fails to identify another qualified securities depository to replace the Securities Depository, the Issuer shall deliver to the Issuing and Paying Agent for safekeeping, completion, authentication and delivery in accordance with the provisions hereof and of the Issuing and Paying Agency Agreement, Series CP-3 Notes for each issue or subseries then Outstanding executed on behalf of the Issuer, with the date of issuance, principal amount, maturity date, owner and rate of interest left blank. Each such Series CP-3 Note shall be held in safekeeping by the Issuing and Paying Agent until authenticated and issued in accordance with the provisions hereof and of the Issuing and Paying Agency Agreement.

Section 2.04. Terms Applicable to Series CP-3 Notes.

(a) Subject to the conditions and limitations contained herein, Series CP-3 Notes (i) shall be designated "Metropolitan Transportation Authority Transportation Revenue Bond Anticipation Notes, Series CP-3", together with "Credit Enhanced" or "Bank" as appropriate, and with such further or different designations as determined by an Authorized Officer, (ii) shall be dated as of the date of their issuance, (iii) shall mature on a Business Day (with respect to Book-Entry Series CP-3 Notes, a Business Day on which the Securities Depository is scheduled to be open for money market instrument settlement services), (iv) if interest-bearing Series CP-3 Credit Enhanced Notes, shall bear interest from their date, payable at maturity with principal, computed on the basis of actual days elapsed, including the issue date and excluding the maturity date, and a 365 or 366 day year, or otherwise shall be sold at a discount, (v) if Series CP-3 Bank Notes shall be interest bearing, shall bear interest from their date, payable as provided in the Reimbursement Agreement and computed on the basis of actual days elapsed and a 360 day year, (vi) except in the case of the Master Series CP-3 Credit Enhanced Note and the Master Series CP-3 Bank Note, shall be issued in bearer form without coupons, (vii) in the case of Series CP-3 Credit Enhanced Notes, shall be issued in denominations of \$100,000 and in integral multiples of \$1,000 (or such larger multiples in excess of \$1,000 specified in a Certificate of Determination) in excess of such amount, (viii) unless otherwise directed by an Authorized Officer, shall be numbered in such manner as the Issuing and Paying Agent shall determine, (ix) in the case of Series CP-3 Bank Notes, shall be subject to redemption in whole or in part on any date and (x) in the case of Series CP-3 Credit Enhanced Notes, shall be issued on such dates and otherwise have such terms and conditions, all as shall be specified in a Request given to the issuing and Paying Agent pursuant to Section 3.01(c) hereof.

(b) Both principal of and interest on Series CP-3 Notes shall be payable in any coin or currency of the United States of America which at the time of payment is legal tender for public and private debts. Except in the case of Book-Entry Series CP-3 Notes and the Series CP-3 Bank Notes, principal of and interest on Series CP-3 Notes, shall be payable upon presentation and surrender thereof at the Office of the Issuing and Paying Agent.

Section 2.05. Sources of Payment.

(a) The Owners of the Series CP-3 Credit Enhanced Notes shall be entitled to the benefits of the Letter of Credit issued by the Bank in favor of the Issuing and Paying Agent as agent for the Owners from time to time of Series CP-3 Credit Enhanced Notes. The Issuing and Paying Agent is directed in the Issuing and Paying Agency Agreement to make Draws upon

the applicable Letter of Credit to pay the principal of and interest on the Series CP-3 Credit Enhanced Notes, the proceeds of which Draws are to be deposited by the Issuing and Paying Agent in the Series CP-3 Credit Enhanced Notes Fund and applied as provided in Section 2.06 hereof and in the Issuing and Paying Agency Agreement.

(b) The principal of and interest on the Series CP-3 Notes shall be payable solely from (i) the proceeds of Draws under the Letter of Credit in the case of Series CP-3 Credit Enhanced Notes, (ii) the moneys and securities (if any) on deposit in the Series CP-3 Reimbursement Fund, in the case of the Series CP-3 Bank Notes, (iii) the Series CP-3 Bank Parity Debt in the case of the Series CP-3 Bank Notes; (iv) the proceeds of the Series CP-3 Bonds, and (v) the proceeds of notes or other evidences of indebtedness or any other amounts, in each case if and to the extent such amounts may lawfully be used to make such payments; provided, however, that in no event shall such moneys be applied to the payment of the principal of or interest on Series CP-3 Credit Enhanced Notes if moneys in the Series CP-3 Credit Enhanced Notes Fund are available for such purpose or if a Draw is available and may be requested for such purpose.

(c) There are hereby pledged to the payment of the Series CP-3 Notes (i) the proceeds of any renewals of Series CP-3 Credit Enhanced Notes, (ii) the proceeds of the Series CP-3 Bonds and (iii) Draws under the Letter of Credit for the payment thereof; and such pledge has priority over any other pledge thereof created by the Resolution, including Section 501.

Section 2.06. Series CP-3 Credit Enhanced Notes Fund. The Issuing and Paying Agent, as agent for the Owners from time to time of Series CP-3 Credit Enhanced Notes, is directed in the Issuing and Paying Agency Agreement (a) to create and establish, for the sole and exclusive benefit of the Owners from time to time of the Series CP-3 Credit Enhanced Notes, a separate and special purpose trust fund to be designated as the "Metropolitan Transportation Authority Transportation Revenue Series CP-3 Credit Enhanced Notes Fund" (the "Series CP-3 Credit Enhanced Notes Fund"), (b) to request Draws for each payment of principal of and interest on Series CP-3 Credit Enhanced Notes, (c) to deposit in the Series CP-3 Credit Enhanced Notes Fund the proceeds of all Draws under the Letter of Credit, and (d) to apply the moneys on deposit in the Series CP-3 Credit Enhanced Notes Fund solely to the payment of the principal of and interest on the Series CP-3 Credit Enhanced Notes, as the same mature and become due and payable. The Issuing and Paying Agent shall have the sole right of withdrawal over the moneys in the Series CP-3 Credit Enhanced Notes Fund. Moneys in the Series CP-3 Notes Credit Enhanced Fund shall not be invested prior to their application for authorized purposes. To the extent that the Series CP-3 Notes issued and Outstanding at any time consist of more than one subseries as specified in one or more Certificates of Determination, a separate subaccount for each such subseries shall be established in the Series CP-3 Credit Enhanced Notes Fund and amounts in each such subaccount shall be applied only to the subseries of the Series CP-3 Bonds to which such subaccount relates.

Section 2.07. Series CP-3 Reimbursement Fund. There is hereby created and established with the Issuing and Paying Agent a separate and special purpose trust fund for the benefit of the Bank and the Owners to be designated as the "Metropolitan Transportation Authority Transportation Revenue Series CP-3 Reimbursement Fund" (the "Series CP-3 Reimbursement Fund"). Pursuant to Section 3.02 hereof and the Issuing and Paying Agency

Agreement, the Issuer shall deposit to the Series CP-3 Reimbursement Fund those proceeds of Series CP-3 Credit Enhanced Notes which are to be used to reimburse Draws and the Issuer has directed in the Issuing and Paying Agency Agreement that the Issuing and Paying Agent immediately transfer such proceeds to the Bank for application in the manner set forth in the Reimbursement Agreement. To the extent that the Series CP-3 Notes issued and Outstanding at any time consist of more than one subseries as specified in one or more Certificates of Determination, a separate subaccount for each such subseries shall be established in the Series CP-3 Reimbursement Fund and amounts in each such subaccount shall be applied only to the subseries of the Series CP-3 Bonds to which such subaccount relates.

Furthermore, the Issuer may deposit in the Series CP-3 Bank Reimbursement Fund any amounts lawfully available therefore and direct the Issuing and Paying Agent to apply such proceeds or revenues to the payment of the principal of and interest on Series CP-3 Bank Notes or to the reimbursement of any outstanding Draws together with accrued interest thereon.

Anything in this Section 2.07 to the contrary notwithstanding, upon a failure of a Bank to make lawful payment under the applicable Letter of Credit in accordance with the terms of such Letter of Credit, any proceeds of Series CP-3 Credit Enhanced Notes deposited to the Series CP-3 Bank Reimbursement Fund on the day such failure occurs shall be applied to the payment of principal of and accrued interest on Series CP-3 Credit Enhanced Notes maturing on such day (but only to the extent that Series CP-3 Credit Enhanced Notes maturing on such day would have been paid from the proceeds of a Draw on such day) prior to the application of such proceeds to the reimbursement of Draws.

Section 2.08. Forms of Series CP-3 Notes. (a) The Master Series CP-3 Credit Enhanced Note, and the endorsement for authentication to appear thereon, shall be substantially in the form annexed hereto as Exhibit A-1 or such other form as the Issuer may from time to time prescribe in a Certificate of Determination, in each case with such appropriate subseries designations, insertions, omissions, substitutions and other variations as are permitted or required by this Commercial Paper Resolution, and may have such letters, numbers or other marks of identification (including identifying numbers and letters of the Committee on Uniform Securities Identification Procedures or CUSIP) and such legends and endorsements thereon as may, consistent herewith, be approved by an Authorized Officer. The Master Series CP-3 Notes shall not be valid or obligatory for any purpose until countersigned for authentication by the Issuing and Paying Agent.

(b) The Master Series CP-3 Bank Note, and the endorsement for authentication to appear thereon, shall be substantially in the form annexed hereto as Exhibit A-2 or such other form as the Issuer may from time to time prescribe in a Certificate of Determination, in each case with such appropriate subseries designations, insertions, omissions, substitutions and other variations as are permitted or required by this Commercial Paper Resolution, and may have such letters, numbers or other marks of identification (including identifying numbers and letters of the Committee on Uniform Securities Identification Procedures or CUSIP) and such legends and endorsements thereon as may, consistent herewith, be approved by an Authorized Officer. No Master Series CP-3 Bank Note shall be valid or obligatory for any purpose until countersigned for authentication by the Issuing and Paying Agent.

Section 2.09. General Provisions. The provisions of Articles A-III and A-IX of the Resolution regarding, respectively, general terms and provisions of Obligations and Amendments shall apply equally to the Series CP-3 Notes as though set forth in full herein but with each reference to Obligations being a reference to Series CP-3 Notes, except as affected by the terms hereof and the procedures of the Securities Depository.

Section 2.10. Delegation to an Authorized Officer. There is hereby delegated to each Authorized Officer the power and authority, on or prior to the date of the first issuance of Series CP-3 Credit Enhanced Notes, to make such additions, deletions, revisions or other changes in the form of this Commercial Paper Resolution as may be necessary or desirable in connection with obtaining a Letter of Credit securing Series CP-3 Credit Enhanced Notes or a rating with respect to the Series CP-3 Bonds or the Series CP-3 Credit Enhanced Notes, including any change in the aggregate principal amount of Series CP-3 Notes and Series CP-3 Bank Notes authorized to be issued relating to obtaining a rating on the Series CP-3 Credit Enhanced Notes, or in order to cure any ambiguities, inconsistencies or other defects or in order to facilitate the terms and provisions of the tax-exempt commercial paper program on terms acceptable to the Issuing and Paying Agent, any Dealer, any Bank and any securities depository.

Each Authorized Officer is hereby authorized to execute a Certificate of Determination evidencing the determinations made pursuant to this Commercial Paper 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 CP-3 Notes are delivered 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 CP-3 Notes by the Trustee. Determinations set forth in any Certificate of Determination shall have the same effect as if set forth in this Commercial Paper Resolution.

ARTICLE III ISSUANCE AND SALE OF SERIES CP-3 NOTES

Section 3.01. Issuance and Sale of Series CP-3 Notes.

(a) The Series CP-3 Credit Enhanced Notes shall be issued by the Issuing and Paying Agent in accordance with the Request to be given pursuant to subsection (c) of this Section.

(b) The issuance of the Series CP-3 Notes is subject to the following conditions and limitations:

(i) Each Series CP-3 Credit Enhanced Note shall mature not later than 270 days from its date of issuance and in no event later than the fifth Business Day prior to the Termination Date. Each CP-3 Bank Note shall be issued in accordance with Section 4.03 hereof.

(ii) The principal amount of Series CP-3 Notes Outstanding at any time shall not exceed the amounts specified in Section 2.01 hereof, Series CP-3 Notes shall bear interest, if interest-bearing, at a rate not in excess of the applicable Maximum Rate and

Series CP-3 Credit Enhanced Notes shall be sold at a discount no greater than 12% of the face amount thereof. For purposes of the foregoing limitations, for any Series-CP-3 Credit Enhanced Notes sold at a discount, the amount of such notes Outstanding shall be calculated based upon their value at maturity.

(iii) The principal amount of any Series CP-3 Credit Enhanced Notes issued on any date, when added to the aggregate principal amount of all other Series CP-3 Credit Enhanced Notes then Outstanding (after taking into account the principal of any Series CP-3 Credit Enhanced Notes paid or to be paid on such date other than pursuant to a Draw), will not exceed the Principal Component of the Stated Amount in effect on such date, and the interest to accrue to maturity on any Series CP-3 Credit Enhanced Notes issued on any date, when added to the aggregate interest accrued and to accrue to maturity on all other Series CP-3 Credit Enhanced Notes then Outstanding (after taking into account the interest on any Series CP-3 Credit Enhanced Notes paid or to be paid on such date other than pursuant to a Draw), will not exceed the Interest Component of the Stated Amount in effect on such date.

(iv) The principal amount of and interest accrued and to accrue to maturity on any Series CP-3 Credit Enhanced Notes issued on any date, when added to the aggregate principal amount of and interest accrued and to accrue to maturity on all other Series CP-3 Notes then Outstanding (after taking into account any Series CP-3 Notes paid or to be paid on such date) plus the amount of Draws then outstanding (after taking into account any Draws paid or to be paid from the proceeds of Series CP-3 Credit Enhanced Notes issued on such date), will not exceed the Stated Amount.

Except as otherwise permitted by the Reimbursement Agreement, no Series CP-3 Credit Enhanced Notes shall be issued, authenticated or delivered if (A) by reason of the independent determination made by the Issuing and Paying Agent in accordance with this Commercial Paper Resolution and the Issuing and Paying Agency Agreement, upon the issuance of such Series CP-3 Credit Enhanced Notes, any of the conditions or limitations contained in clauses (i), (ii), (iii) or (iv) of this subsection (b) shall not be complied with, or (B) the Issuing and Paying Agent shall be in receipt of No-Issuance Instructions, unless and until the Issuing and Paying Agent shall be in receipt of written notice from the Bank of the revocation thereof.

For purposes of the preceding paragraph, any notice received by the Issuing and Paying Agent from the Bank pursuant to the Reimbursement Agreement as to the amount of Draws outstanding and the amount of the Stated Amount, Principal Component and Interest Component then in effect shall be determinative in ascertaining the amount of Series CP-3 Credit Enhanced Notes which may be issued in compliance with the conditions and limitations contained in clause (iv) of this subsection (b).

(c) Except as otherwise provided in a Certificate of Determination, the following provisions shall apply with respect to any Series CP-3 Notes. Prior to the issuance by the Issuing and Paying Agent of any Series CP-3 Credit Enhanced Notes, an Authorized Officer shall give to the Issuing and Paying Agent a request of the Issuer substantially in the form appended hereto as Exhibit B (a "Request") instructing the Issuing and Paying Agent to (A) in the case of Book-Entry Series CP-3 Notes, deliver appropriate issuance instructions to DTC, or

(B) in other cases, complete such Series CP-3 Credit Enhanced Notes in accordance with such Request and authenticate and deliver the same to the purchaser or purchasers therein specified. Each Request shall contain instructions with respect to, and approve on behalf of the Issuer:

- (i) in the case of Book-Entry Series CP-3 Notes, the Securities Depository participant to which such Book-Entry Series CP-3 Notes is to be credited on the books of the Securities Depository,
- (ii) the aggregate principal amount of Series CP-3 Credit Enhanced Notes then to be issued and the denominations in which they are to be issued,
- (iii) the rates of interest, if any, or the initial discounts with respect to such Series CP-3 Credit Enhanced Notes, and
- (iv) the issue dates and maturity dates of such Series CP-3 Credit Enhanced Notes.

Requests shall be given via a time-sharing terminal, if available, otherwise by telephone, or in writing (by facsimile), or by any other communication medium available to both the Issuer and the Issuing and Paying Agent. All oral Requests or Requests given by electronic transmission (other than by a time-sharing terminal or by facsimile) given as herein provided shall be confirmed in writing by an Authorized Officer of the Issuer as promptly as practicable thereafter. Any Request given by a time-sharing terminal shall be given by an Authorized Officer of the Issuer and need not be confirmed in writing, and the giving of such Request by a time-sharing terminal shall be deemed to be a representation by the Issuer as to the matters stated in paragraph (d) below. Written Requests and written confirmations of oral or electronically transmitted Requests shall be substantially in the form of Exhibit B.

(d) Except as otherwise provided in a Certificate of Determination, the following provisions shall apply with respect to any Series CP-3 Notes. Each instruction given by an Authorized Officer pursuant to subsection (c) of this Section 3.01 shall constitute a representation by the Issuer that (i) no Event of Default has occurred and is continuing hereunder, (ii) the Series CP-3 Credit Enhanced Notes are in compliance with the conditions and limitations contained in subsection (b) of this Section 3.01, (iii) the Issuer is not in receipt of a copy of (A) No-Issuance Instructions unless and until the Issuing and Paying Agent shall be in receipt of written notice from the Bank of the rescission thereof or (B) a notice from the Bond Counsel upon whose opinion (as to the validity of the Series CP-3 Credit Enhanced Notes and, if applicable, the exclusion of interest on the Series CP-3 Credit Enhanced Notes from gross income for Federal income tax purposes and the exemption of interest on the Series CP-3 Credit Enhanced Notes from New York income taxation) the Owners of the Series CP-3 Credit Enhanced Notes are then relying, to the effect that such Persons may no longer rely on such opinion, (iv) all action on the part of the Issuer necessary for the valid issuance of the Series CP-3 Credit Enhanced Notes then to be issued has been taken, (v) all provisions of New York and Federal law necessary for the valid issuance of such Series CP-3 Credit Enhanced Notes have been complied with, and (vi) such Series CP-3 Credit Enhanced Notes in the hands of the Owners thereof will be valid and enforceable obligations of the Issuer according to their terms, subject to applicable bankruptcy, insolvency, reorganization, moratorium and other laws

theretofore or thereafter enacted affecting creditors' rights, and to the application of principles of equity relating to or affecting the enforcement of contractual obligations, whether such enforceability is considered in a proceeding in equity or at law.

(e) Series CP-3 Bank Notes shall be delivered in accordance with the Reimbursement Agreement and the Issuing and Paying Agency Agreement; provided, however, that in no event shall the aggregate principal amount of Series CP-3 Bank Notes at any time outstanding exceed the amount specified in Section 2.01 hereof

Section 3.02. Proceeds of Sale of Series CP-3 Credit Enhanced Notes. The proceeds of the sale of Series CP-3 Credit Enhanced Notes shall be applied as follows:

(i) the proceeds of each issuance of Series CP-3 Credit Enhanced Notes hereunder (A) for the purpose of making payments with respect to other Series CP-3 Credit Enhanced Notes shall be applied to such purpose and (B) for the purpose of making payments with respect to Series CP-3 Bank Notes or of reimbursing Draws in an amount not in excess of the amount of Draws made on the day such proceeds are received by the Issuing and Paying Agent or the amount of outstanding Draws, respectively, shall be deposited to the Series CP-3 Reimbursement Fund and used to make such payments or to reimburse such Draws; and

(ii) the proceeds of each issuance of Series CP-3 Credit Enhanced Notes for any other purpose shall be applied as provided by Certificate of Determination.

ARTICLE IV REIMBURSEMENT AGREEMENT AND SERIES CP-3 NOTES; RELATED PARITY DEBT; ADDITIONAL COVENANTS

Section 4.01. Reimbursement Agreement. Each Authorized Officer is hereby authorized to select one or more Banks and to execute and to deliver one or more Reimbursement Agreements, which shall each constitute a Credit Facility and shall each be substantially in the form entered into by the Issuer in connection with its Transportation Revenue Bonds Anticipation Notes, Series CP-2 Credit Enhanced, with such changes and additions to and omissions as the officer executing such agreement shall approve as necessary or appropriate, such execution and attestation to be conclusive evidence of such approval. In addition, all officers and employees of the Issuer are hereby authorized to carry out or cause to be carried out the obligations of the Issuer under the Reimbursement Agreement.

Section 4.02. Maintenance of Letter of Credit Amount. (a) The Issuer agrees and covenants that at all times it will maintain a Principal Component and an Interest Component under the Letter of Credit which will be available to pay principal of and interest on Series CP-3 Credit Enhanced Notes in amounts at least equal to, respectively, the principal amount of and interest accrued and to accrue on the Outstanding Series CP-3 Credit Enhanced Notes. Notwithstanding the generality of the foregoing, the Interest Component may be based on an assumed rate, which may be less than the Maximum Rate, on the Principal Component for an assumed duration, which may be less than 270 days.

(b) The Issuer covenants that it will not substitute another credit or liquidity support agreement for the Reimbursement Agreement then in effect, nor will it permit or allow the Bank to assign all or any part of its obligation to honor Draws under the Letter of Credit to the extent such assignment is subject to the approval by or consent of the Issuer, unless, in any such case, prior to such substitution or assignment, as the case may be, the Issuer shall have received written evidence from each rating agency then rating the Series CP-3 Credit Enhanced Notes to the effect that such substitution or assignment, as the case may be, will not, by itself, result in a reduction, withdrawal or suspension of such rating agency's ratings of the Series CP-3 Credit Enhanced Notes from those which then prevail; provided, however, that the foregoing provisions shall not apply to any renewal or extension of any Letter of Credit then in effect.

(c) The Issuer covenants that it will not implement any voluntary substitution or assignment to which subsection (b) of this Section applies in a manner that causes any Series CP-3 Credit Enhanced Note to cease to be payable from the Letter of Credit enhancing such Series CP-3 Credit Enhanced Note upon its issuance.

Section 4.03. Security for Draws; Authorization of Parity Debt. To the extent that any payment is made under the Letter of Credit pursuant to a principal draft or an interest draft and such amount remains unpaid at the end of the Business Day on which such payment was made, the repayment thereof to the Bank shall be secured by the delivery by the Issuing and Paying Agent to the Bank, through DTC, as applicable, of Series CP-3 Bank Notes registered in the name of the Bank in substitution for the Series CP-3 Credit Enhanced Notes which were the subject of the related unreimbursed payments. Series CP-3 Bank Notes shall mature not later than the period ending on the 180th day following the Draw as specified in the Reimbursement Agreement (the "Holding Period"), with interest to accrue on the Series CP-3 Bank Notes for such period in accordance with the terms of the Reimbursement Agreement. Series CP-3 Bank Notes may be paid in whole or in part by the Issuer at any time during the Holding Period without premium. If at the end of the Holding Period or at such earlier time as shall be specified in the Certificate of Determination, the Issuer has not paid the Series CP-3 Bank Notes in full or as otherwise expressly provided by the Reimbursement Agreement, the reimbursement obligations under the Reimbursement Agreement shall constitute Parity Debt ("Series CP-3 Bank Parity Debt") to the extent provided in the Reimbursement Agreement; provided, however, that the principal components of such reimbursement obligations shall constitute Parity Debt within the meaning of the Resolution only to the extent such principal components are amortized in no greater amounts than would result from equal principal installments paid over five or more years. Unless as otherwise provided in the Certificate of Determination, any payment obligations under the Reimbursement Agreement other than those identified as Parity Debt or Series CP-3 Bank Notes shall constitute Operating and Maintenance Expenses. Each Authorized Officer is hereby authorized and directed to execute and deliver to the Trustee a certificate designating Series CP-3 Bank Parity Debt as Parity Debt.

Section 4.04. Additional Covenants. The Issuer agrees and covenants that, upon the issuance of any Series CP-3 Notes and for so long as any Series CP-3 Notes are from time to time outstanding:

(i) the Issuer shall pay or cause to be paid amounts with respect to each Series CP-3 Note as such amounts come due from the proceeds of other Series CP-3 Notes or

the proceeds of Series CP-3 Bonds; provided, however, that this provision shall not preclude the Issuer from meeting its payment obligations with respect to any Series CP-3 Note, in its sole discretion, by paying or causing to be paid such amounts from the proceeds of any other Bonds or Parity Debt or from any other legally available source; and

(ii) each Series CP-3 Note and any renewal thereof shall mature within five years of the date of issue of the original Series CP-3 Note or, as applicable, other original note of the Issuer.

ARTICLE V

DEALER AGREEMENTS; ISSUANCE AND PAYING AGENCY AGREEMENT; RESPONSIBILITIES OF ISSUING AND PAYING AGENT

Section 5.01. Dealer Agreements. Each Authorized Officer is hereby authorized to select one or more Dealers and to execute and deliver from time to time one or more Dealer Agreements, which each shall be substantially in the form entered into by the Issuer in connection with its Transportation Revenue Bond Anticipation Notes, Series CP-2 Credit Enhanced, with such changes and additions to and omissions from such draft of such agreement as the officer executing such agreement shall approve as necessary or appropriate, such execution and attestation to be conclusive evidence of such approval. In addition, all officers and employees of the Issuer are authorized to carry out or cause to be carried out the obligations of the Issuer under any Dealer Agreement. The Issuer shall promptly give written notice to the Issuing and Paying Agent of the resignation, removal, or appointment of each Dealer (other than of the appointment of the initial Dealer or Dealers).

Section 5.02. Issuing and Paying Agency Agreement Each Authorized Officer is hereby authorized to execute and deliver one or more Issuing and Paying Agency Agreements, which shall each be substantially in the form entered into by the Issuer in connection with the Transportation Revenue Bond Anticipation Notes, Series CP-2 Credit Enhanced, with such changes and additions to and omissions from such draft of such agreement as the officer executing such agreement shall approve as necessary or appropriate, such execution and attestation to be conclusive evidence of such approval. All of the officers and employees of the Issuer are hereby authorized and directed to carry out or cause to be carried out the obligations of the Issuer under the Issuing and Paying Agency Agreement.

Section 5.03. Issuing and Paying Agent.

(a) The Issuer covenants to maintain and provide an Issuing and Paying Agent at all times while the Series CP-3 Credit Enhanced Notes are Outstanding, which shall be a bank, trust company or national banking association, in each case with trust powers. Should a change in the Issuing and Paying Agent for the Series CP-3 Credit Enhanced Notes occur, the Issuer agrees to promptly cause a notice thereof to be published in a financial newspaper or journal of general circulation in the City of New York, New York; provided, however, that such notice shall not be required to be published, but shall be delivered to the Securities Depository if the Series CP-3 Credit Enhanced Notes are being issued as Book-Entry Series CP-3 Notes at such

time. Such notice shall give the address of the successor Issuing and Paying Agent. A successor Issuing and Paying Agent may be appointed without the consent of the Owners.

(b) The Issuer may remove any Issuing and Paying Agent by giving not less than ten days' advance written notice to the Issuing and Paying Agent, the Dealer and the Bank. A successor Issuing and Paying Agent shall be appointed by the Issuer. The Issuer shall give written notice of such appointment to the Dealer and the Bank.

(c) The Issuing and Paying Agent may resign at any time by giving written notice of such resignation to the Issuer, the Dealer and the Bank specifying the date as of which the Issuing and Paying Agent proposes that the same shall become effective, which date shall be not less than 60 days after the date of such notice. A successor Issuing and Paying Agent shall be appointed by the Issuer. The Issuer shall give written notice of such appointment to the Dealer and the Bank.

(d) During any period when the Series CP-3 Credit Enhanced Notes do not constitute Book-Entry Series CP-3 Notes, then notwithstanding subsections (b) and (c) above, no such removal or resignation shall be effective, and any Issuing and Paying Agency Agreement in effect at the time of the effective date of any such removal or resignation shall remain in full force and effect, with respect to any Series CP-3 Credit Enhanced Notes Outstanding on such effective date until such Series CP-3 Credit Enhanced Notes have been paid in full. On the effective date of any such removal or resignation, the Issuing and Paying Agent shall deliver to the Issuer all cancelled or unissued Series CP-3 Credit Enhanced Notes then held by the Issuing and Paying Agent for disposition in accordance with this Commercial Paper Resolution. When all Outstanding Series CP-3 Credit Enhanced Notes have been paid in full after any such removal or resignation, the Issuing and Paying Agent shall transfer the funds then held by it to a successor Issuing and Paying Agent in accordance with the written instructions of the Issuer.

(e) The Issuer and the Issuing and Paying Agent may treat the Holder of Series CP-3 Credit Enhanced Notes as the absolute owner of any Series CP-3 Credit Enhanced Notes for the purpose of receiving payment thereof and for all other purposes, and the Issuer and the Issuing and Paying Agent shall not be affected by any notice or knowledge to the contrary.

Section 5.04. Responsibilities of the Issuing and Paying Agent With Respect to the Reimbursement Agreement and the Letter of Credit.

(a) Not later than the time specified in the Letter of Credit for the submission of demands to be made thereunder on the same day upon which any principal of or interest on Outstanding Series CP-3 Credit Enhanced Notes is due and payable, the Issuing and Paying Agent shall submit a demand for payment under the Letter of Credit in the manner provided therein in an amount equal to the principal of and interest on any Outstanding Series CP-3 Credit Enhanced Notes due and payable on such date. The Issuing and Paying Agent shall deposit the proceeds of any Draw to the Series CP-3 Credit Enhanced Notes Fund, and apply such proceeds to the payment of principal of and interest on Series CP-3 Credit Enhanced Notes becoming due and payable on the date of such Draw.

(b) The Issuing and Paying Agent shall timely prepare and present to the Bank all certificates, notices and other documents required by the terms of the Issuing and Paying Agency Agreement and the Letter of Credit to effect Draws under the Letter of Credit.

(c) The Issuing and Paying Agent shall accept, and shall be deemed to have knowledge of the contents all notices, advices and confirmations furnished by the Bank to the Issuing and Paying Agent pursuant to the Issuing and Paying Agency Agreement and the Letter of Credit, and shall be deemed to have knowledge of the contents of all other notices, advices and confirmations furnished by the Issuing and Paying Agent and the Bank, pursuant to the Reimbursement Agreement and actually received by the Issuing and Paying Agent (including any No-Issuance Instructions and any notice as to principal amount of Draws outstanding and the amount of the Stated Amount).

(d) Prior to issuing any Series CP-3 Credit Enhanced Notes, the Issuing and Paying Agent shall independently determine whether, upon the issuance of such Series CP-3 Credit Enhanced Notes, any of the conditions or limitations contained in clauses (i), (ii), (iii) and (iv) of Section 3.01(b) hereof would not be complied with; and (1) if any such limitations would not then be complied with, (2) if the Issuing and Paying Agent shall be in receipt of No-Issuance Instructions unless and until the Issuing and Paying Agent shall be in receipt of written notice of the revocation thereof the Issuing and Paying Agent shall not issue such Series CP-3 Credit Enhanced Notes. For purposes of the preceding sentence, the Issuing and Paying Agent may rely upon the notices referred to in Section 5.04(c) hereof, and any notice received by the Issuing and Paying Agent from the Bank pursuant to the Reimbursement Agreement as to the principal amount of Draws outstanding and the aggregate Stated Amount, Principal Component and Interest Component shall be determinative in ascertaining the amount of Series CP-3 Credit Enhanced Notes which may be issued in compliance with the conditions and limitations contained in clause (iv) of Section 3.01(b) hereof. The Issuing and Paying Agent shall request confirmations from the Bank of the principal amount of Draws outstanding and aggregate Stated Amount, Principal Component and Interest Component from time to time and in sufficient time to permit it to determine whether the conditions and limitations contained in clause (iv) of Section 3.01(b) hereof have been complied with in connection with each issuance of Series CP-3 Credit Enhanced Notes.

(e) Notwithstanding any other provision of this Commercial Paper Resolution, the Issuing and Paying Agent shall not draw upon the Letter of Credit with respect to any payment of principal of or interest on any Series CP-3 Credit Enhanced Notes which are, to the knowledge of the Issuing and Paying Agent, registered in the name of the Issuer, the Transit Authority, MaBSTOA, MTA Bus Company, LIRR or the MNCRC or held for its account.

(f) Upon the resignation or removal of the Issuing and Paying Agent and the appointment of a successor Issuing and Paying Agent pursuant to the Commercial Paper Resolution, the Issuing and Paying Agent and the successor Issuing and Paying Agent shall prepare and present to the Bank the Instructions to Transfer, or otherwise take all action necessary, to effect the transfer of the Letter of Credit to the successor Issuing and Paying Agent.

ARTICLE VI MISCELLANEOUS

Section 6.01. Tax Covenants Relating to the Series CP-3 Notes. The Issuer covenants that, in order to maintain the exclusion from gross income for Federal income tax purposes of the interest on the Series CP-3 Notes issued as tax-exempt obligations, the Issuer will satisfy, or take such actions as are necessary to cause to be satisfied, each provision of the Code necessary to maintain such exclusion. In furtherance of this covenant, the Issuer agrees to comply with such written instructions as may be provided by Bond Counsel. In furtherance of the covenant contained in the preceding sentence, the Issuer agrees to continually comply with the provisions of the "Arbitrage, and Use of Proceeds Certificate" to be executed by the Issuer in connection with the execution and delivery of the Series CP-3 Notes, 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 CP-3 Notes, 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 CP-3 Notes or the Trustee acting on their behalf), nor the Trustee acting on their behalf shall be entitled to exercise any right or remedy provided to 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 CP-3 Notes, including any subseries thereof, which the Issuer determines pursuant to the applicable Certificate of Determination to issue as taxable obligations.

Section 6.02. Defeasance. In the event the Issuer shall seek, prior to the maturity or redemption date thereof, to pay or use to be paid, within the meaning and with the effect expressed in the Resolution, all or less than all Outstanding Series CP-3 Notes 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 CP-3 Notes 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 CP-3 Notes 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 6.01 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 CP-3 Notes issued as tax-exempt obligations in determining gross income for Federal income tax purposes.

Section 6.03. Additional Actions. The Authorized Officers and the other officers and employees of the Issuer are hereby authorized and directed, jointly and severally, to do any and all things and to execute and deliver any and all documents which they may deem

necessary or advisable in order to consummate the issuance, sale and delivery of the Series CP-3 Notes and otherwise to effectuate the purposes of this Commercial Paper Resolution, the Reimbursement Agreement, the Dealer Agreement and the Issuing and Paying Agency Agreement.

Section 6.04. Termination of Notes Program. If, as verified by independent determination of the Issuing and Paying Agent, all of the Series CP-3 Notes shall no longer be Outstanding, and if all Draws and all other sums payable under the Reimbursement Agreement shall have been paid in full, and if the Issuer shall have advised the Issuing and Paying Agent that no additional Series CP-3 Notes are to be issued, authenticated and delivered under this Commercial Paper Resolution, and if the Issuing and Paying Agent shall have surrendered the Letter of Credit to the Bank for cancellation, all balances remaining in the funds and accounts established or provided for pursuant hereto shall be transferred to such other funds and/or accounts as an Authorized Officer may determine.

Section 6.05. Responsibilities of the Issuer With Respect to Rating Agencies. The Issuer shall give each rating agency then rating the Series CP-3 Credit Enhanced Notes at the request of the Issuer advance notice in writing of any (i) change of Dealer, (ii) change of Issuing and Paying Agent, (iii) expiration, termination or substitution of the Letter of Credit, and (iv) amendment or material change to this Commercial Paper Resolution, the Letter of Credit, the Issuing and Paying Agency Agreement and the Dealer Agreement. Such notices shall be sent to the respective addresses provided to the Issuer by such rating agencies from time to time.

FORM OF MASTER SERIES CP-3 CREDIT ENHANCED NOTE:

MUNICIPAL COMMERCIAL PAPER - TECP MASTER BANK NOTE

Unless this certificate is presented by an authorized representative of The Depository Trust Company, a New York corporation ("DTC"), to Issuer or its agent for registration of transfer, exchange, or payment, and any certificate issued is registered in the name of Cede & Co. or in such other name as is requested by an authorized representative of DTC (and any payment is made to Cede & Co. or to such other entity as is, requested by an authorized representative of DTC), ANY TRANSFER, PLEDGE, OR OTHER USE HEREOF FOR VALUE OR OTHERWISE BY OR TO ANY PERSON IS WRONGFUL inasmuch as the registered owner hereof, Cede & Co., has an interest herein.

(Date of Issuance)

METROPOLITAN TRANSPORTATION AUTHORITY ("Issuer"), for value received, hereby promises to pay to Cede & Co., as nominee of The Depository Trust Company, or to registered assigns all in accordance with the Issuer Authorizing Documents (as hereinafter defined): (i) the principal amount, together with unpaid accrued interest thereon, if any, on the maturity date of each obligation identified on the records of Issuer (the "Underlying Records") as being evidenced by this Master Note, which Underlying Records are maintained by The Bank of New York Mellon ("Paying Agent"); (ii) interest on the principal amount of each such obligation that is payable in installments, if any, on the due date of each installment, as specified on the Underlying Records; and (iii) the principal amount of each such obligation that is payable in installments, if any, on the due date of each installment, as specified on the Underlying Records. Interest shall be calculated at the rate and according to the calculation convention specified on the Underlying Records. Payments shall be made solely from the sources stated on the Underlying Records, in accordance with the Issuer Authorizing Documents (as hereinafter defined), by wire transfer to the registered owner from Paying Agent without the necessity of presentation and surrender of this Master Note.

This Master Note evidences the obligation of the Issuer to pay the principal of and interest on, and only on, the Book-Entry Series CP-3 Notes referred to in the Series CP-3 Transportation Revenue Bond Anticipation Note and Related Parity Debt Supplemental Resolution adopted by the Issuer on July 28, 2010 (the "Series CP-3 Notes Resolution"), and is issued under the authority of and in full compliance with the General Resolution Authorizing Transportation Revenue Obligations of the Issuer adopted on March 26, 2002, as amended and supplemented, including as supplemented by the Series CP-3 Notes Resolution (the "Resolution"), the Constitution and statutes of the State of New York. Reference is hereby made to the Series CP-3 Notes Resolution and the other Issuer Authorizing Documents for definitions of terms used and not otherwise defined herein, and to all of the provisions of which (including provisions for issuance of obligations on a parity of security herewith) the Holder by acceptance of this Master Note hereby assents. This Master Note is also issued in accordance with the terms of the Issuing and Paying Agency Agreement dated as of July ____, 2010 between the Issuer and

The Bank of New York Mellon (the "Issuing and Paying Agency Agreement"; the Issuing and Paying Agency Agreement and the Resolution are collectively referred to as the "Issuer Authorizing Documents").

The Book-Entry Series CP-3 Notes (and, accordingly, this Master Note) are not debts of the State of New York or The City of New York (neither of which is liable hereon) and constitute special obligations of the Issuer payable as to principal and interest from the proceeds, moneys and securities more fully described and to the extent provided in the Series CP-3 Notes Resolution.

At the request of the registered owner, Issuer shall promptly issue and deliver one or more separate note certificates evidencing each obligation evidenced by this Master Note. As of the date any such note certificate or certificates are issued, the obligations which are evidenced thereby shall no longer be evidenced by this Master Note.

This Master Note is a valid and binding special obligation of Issuer.

Not Valid Unless Countersigned for Authentication by Paying Agent.

The Bank of New York Mellon
(Paying Agent)

Metropolitan Transportation Authority
(Issuer)

By: _____
(Authorized Countersignature)

By: _____
(Authorized Signature)

[SEAL]

Attest: _____
(Authorized Signature)

FORM OF MASTER SERIES CP-3 BANK NOTE:

MUNICIPAL COMMERCIAL PAPER TECP MASTER BANK NOTE

Unless this certificate is presented by an authorized representative of The Depository Trust Company, a New York corporation ("DTC"), to Issuer or its agent for registration of transfer, exchange, or payment, and any certificate issued is registered in the name of Cede & Co. or in such other name as is requested by an authorized representative of DTC (and any payment is made to Cede & Co. or to such other entity as is requested by an authorized representative of DTC), ANY TRANSFER, PLEDGE OR OTHER USE HEREOF FOR VALUE OR OTHERWISE BY OR TO ANY PERSON IS WRONGFUL inasmuch as the registered owner hereof, Cede & Co., has an interest herein.

(Date of Issuance)

METROPOLITAN TRANSPORTATION AUTHORITY ("Issuer"), for value received, hereby promises to pay to Cede & Co., as nominee of The Depository Trust Company, or to registered assigns all in accordance with the Issuer Authorizing Documents (as hereinafter defined): (i) the principal amount, together with unpaid accrued interest thereon, if any, on the maturity date of each obligation identified on the records of Issuer (the "Underlying Records") as being evidenced by this Master Note, which Underlying Records are maintained by The Bank of New York Mellon ("Paying Agent"); (ii) interest on the principal amount of each such obligation that is payable in installments, if any, on the due date of each installment, as specified on the Underlying Records; and (iii) the principal amount of each such obligation that is payable in installments, if any, on the due date of each installment, as specified on the Underlying Records. Interest shall be calculated at the rate and according to the calculation convention specified on the Underlying Records. Payments shall be made solely from the sources stated on the Underlying Records, in accordance with the Issuer Authorizing Documents, by wire transfer to the registered owner from Paying Agent without the necessity of presentation and surrender of this Master Note.

This Master Note evidences the obligation of the Issuer to pay the principal of and interest on, and only on, the Book-Entry Series CP-3 Bank Notes referred to in the Series CP-3 Transportation Revenue Bond Anticipation Note and Related Parity Debt Supplemental Resolution adopted by the Issuer on July 28, 2010 (the "Series CP-3 Notes Resolution"), and is issued under the authority of and in full compliance with the General Resolution Authorizing Transportation Revenue Obligations of the Issuer adopted on March 26, 2002, as amended and Supplemented, including as supplemented by the Series CP-3 Notes Resolution (the "Resolution"), the Constitution and statutes of the State of New York. Reference is hereby made to the Series CP-3 Notes Resolution and the other Issuer Authorizing Documents for definitions of terms used and not otherwise defined herein, and to all of the provisions of which (including provisions for issuance of obligations on a parity of security herewith) the Holder by acceptance of this Master Note hereby assents. This Master Note is also issued in accordance with the terms of the Issuing and Paying Agency Agreement dated as of July __, 2010 between the Issuer and

The Bank of New York Mellon (the "Issuing and Paying Agency Agreement"; the Issuing and Paying Agency Agreement and the Resolution are collectively referred to as the "Issuer Authorizing Documents").

The Book-Entry Series CP-3 Bank Notes (and, accordingly, this Master Note) are not debts of the State of New York or The City of New York (neither of which is liable hereon) and constitute special obligations of the Issuer payable as to principal and interest from the proceeds, moneys and securities more fully described and to the extent provided in the Series CP-3 Notes Resolution.

The Series CP-3 Bank Notes are subject to redemption in whole or in part on any date, at the option of the Issuer, at a redemption price equal to the principal amount thereof plus interest accrued to the date of redemption.

At the request of the registered owner, Issuer shall promptly issue and deliver one or more separate note certificates evidencing each obligation evidenced by this Master Note. As of the date any such note certificate or certificates are issued, the obligations which are evidenced thereby shall no longer be evidenced by this Master Note.

This Master Note is a valid and binding special obligation of Issuer.

Not Valid Unless Countersigned for Authentication by Paying Agent.

The Bank of New York Mellon
(Paying Agent)

Metropolitan Transportation Authority
(Issuer)

By: _____
(Authorized Countersignature)

By: _____
(Authorized Signature)

[SEAL]

Attest: _____
(Authorized Signature)

FORM OF REQUEST

Metropolitan Transportation Authority
Request pursuant to Section 3.01 of the
Series CP-3 Notes Resolution referred to herein

No. _____

1. Metropolitan Transportation Authority ("the Issuer") hereby [instructs] [confirms that it has today instructed] The Bank of New York Mellon, as Issuing and Paying Agent under Series CP-3 Transportation Revenue Bond Anticipation Note and Related Parity Debt Supplemental Resolution adopted on July 28, 2010 (the "Series CP-3 Notes Resolution"), to [give issuance instructions to DTC to credit on its books to the DTC participants described in Schedule A hereto] [issue and deliver to the Dealer] the Series CP-3 Notes described in Schedule A hereto (the "Series CP-3 Notes") in such principal amounts, having such issue dates, bearing interest at such rates and maturing on such dates as are set forth in such Schedule A.

2. This Request constitutes a representation as set forth in Section 3.01(d) of the Series CP-3 Notes Resolution.

3. Unless otherwise defined herein, the terms used in this Request have the respective meanings given to such terms in the Series CP-3 Notes Resolution.

IN WITNESS WHEREOF the undersigned has hereunto set his/her hand this _____ day of _____, _____.

METROPOLITAN TRANSPORTATION AUTHORITY

By _____
(Authorized Officer)

SCHEDULE A

Terms of Series CP-3 Notes

Note Number	DTC Participant	Principal Amount	Date of Issuance	Interest Rate (if any)	Discount (if any)	Maturity Date

METROPOLITAN TRANSPORTATION AUTHORITY

**SERIES CP-3
TRANSPORTATION REVENUE BOND
SUPPLEMENTAL RESOLUTION**

Adopted July 24, 2013

TABLE OF CONTENTS

	<u>Page</u>
ARTICLE I DEFINITIONS AND STATUTORY AUTHORITY.....	1
Section 1.01. Supplemental Resolution	1
Section 1.02. Definitions.....	1
Section 1.03. Authority for this Supplemental Resolution	2
ARTICLE II AUTHORIZATION OF SERIES CP-3 BONDS	2
Section 2.01. Authorized Principal Amount, Designation and Series	2
Section 2.02. Purposes	2
Section 2.03. Dates, Maturities, Principal Amounts and Interest	2
Section 2.04. Interest Payments	3
Section 2.05. Denominations, Numbers and Letters.....	3
Section 2.06. Places of Payment and Paying Agent	3
Section 2.07. Sinking Fund Installments	3
Section 2.08. Redemption Prices and Terms	3
Section 2.09. Delegation to an Authorized Officer.....	4
Section 2.10. Sale or Exchange of Series CP-3 Bonds	6
Section 2.11. Forms of Series CP-3 Bonds and Trustee's Authentication Certificate	7
Section 2.12. Appointment of Trustee and Paying Agent	7
ARTICLE III DISPOSITION OF SERIES CP-3 BOND PROCEEDS	7
Section 3.01. Disposition of Series CP-3 Bond Proceeds.....	7
ARTICLE IV TAX COVENANTS AND DEFEASANCE	8
Section 4.01. Tax Covenants Relating to the Series CP-3 Bonds.....	8
Section 4.02. Defeasance	8

**SERIES CP-3
TRANSPORTATION REVENUE 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", as heretofore amended and supplemented (the "Resolution").

Section 1.02. Definitions.

1. All capitalized terms which are used but not otherwise defined in this Series CP-3 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 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 Nixon Peabody LLP, Hawkins, Delafield & Wood 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.

"Commercial Paper Resolution" means the Series CP-3 Transportation Revenue Bond Anticipation Note and Related Parity Debt Supplemental Resolution adopted by the Authority on July 24, 2013.

"Series CP-3 Bonds" shall mean the Transportation Revenue Bonds, Series CP-3, authorized by Article II of this Supplemental Resolution.

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

ARTICLE II

AUTHORIZATION OF SERIES CP-3 BONDS

Section 2.01. Authorized Principal Amount, Designation and Series. Pursuant to the provisions of the Resolution, a Series of Transportation Revenue Obligations (which may be issued at one time or from time to time in any number of Series or subseries, which for purposes of this Supplemental Resolution shall collectively be referred to herein as the "Series CP-3 Bonds", subject to redesignation as hereinafter provided) entitled to the benefit, protection and security of such provisions are hereby authorized to be issued in an aggregate principal amount not exceeding the principal amount necessary so that, after giving effect to any original issue discount (exclusive of any premium) and underwriters' discount from the principal amount, the amount to be deposited in the Proceeds Account pursuant to, or otherwise applied to effectuate the purposes of, Section 2.02 and Section 3.01 of this Supplemental Resolution (exclusive of the amount so deposited therein determined in any Certificate of Determination as estimated to be necessary to pay capitalized interest or to pay any Costs of Issuance of the Series CP-3 Bonds payable from such Proceeds Account) shall not exceed \$358,750,000 (plus such amount as is necessary to pay interest accrued and to accrue on all Series CP-3 Notes and Series CP-3 Bank Parity Debt to their stated maturity dates) or such lesser amount as shall be specified in the Certificate of Determination or such greater amount as is necessary to reflect any increase in the aggregate principal amount of Series CP-3 Notes and Series CP-3 Bank Notes (each as defined in the Commercial Paper Resolution) made pursuant to Section 2.10 of the Commercial Paper Resolution (such amount is hereinafter referred to as the "Series CP-3 Net Proceeds"). Such Series CP-3 Bonds shall be designated as, and shall be distinguished from the Bonds of all other Series by the title set forth in the related Certificate of Determination. All or any portion of the Series CP-3 Bonds may be combined with any other Series of Transportation Revenue Obligations now or hereafter authorized to be issued by the Issuer.

Section 2.02. Purposes. The purposes for which the Series CP-3 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, directly by reimbursement or through the payment of the principal amount and interest accrued or to accrue on outstanding Series CP-3 Notes or through the reimbursement of amounts drawn under the Letter of Credit for such purpose and principal and interest accrued and to accrue on Series CP-3 Bank Parity Debt, all to the extent and in the manner provided in this Supplemental Resolution.

Section 2.03. Dates, Maturities, Principal Amounts and Interest. The Series CP-3 Bonds, except as otherwise provided in the Resolution, shall be dated the date or dates determined in the related Certificate of Determination and shall bear interest from such date or dates. The Series CP-3 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, or in the manner determined in the related Certificate of Determination.

Section 2.04. Interest Payments. The Series CP-3 Bonds shall bear interest from their date or dates and 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 CP-3 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 CP-3 Bonds shall be issued in fully registered form without coupons in the denomination of \$5,000 or any integral multiple thereof

The Series CP-3 Bonds shall be lettered as provided in the related Certificate of Determination, and shall be numbered from one consecutively upwards.

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 CP-3 Bonds shall be payable to the registered owner of each Series CP-3 Bond when due upon presentation of such Series CP-3 Bond at the principal corporate trust office of The Bank of New York Mellon, New York, New York. Except as otherwise provided in the related Certificate of Determination, interest on the registered Series CP-3 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 CP-3 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 CP-3 Bonds, if any, determined in the related Certificate of Determination shall be subject to redemption in part, by lot, on each date in the year or years determined in the Certificate of Determination at the principal amount thereof plus accrued interest up to but not including the date of redemption thereof, from mandatory Sinking Fund Installments which are required to be made in amounts sufficient to redeem on each such date the principal amount of such Series CP-3 Bonds.

Section 2.08. Redemption Prices and Terms. The Series CP-3 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 if less than all of a maturity is to be redeemed), from maturities designated by the Issuer on and after the date and in the years and at the Redemption Prices (expressed as a percentage of principal amount) determined in the related Certificate of Determination, plus accrued interest up to but not including the redemption date.

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 CP-3 Bonds:

(a) to determine the amount of the Series CP-3 Net Proceeds and the amount of the proceeds of the Series CP-3 Bonds estimated to be necessary to pay the Costs of Issuance of the Series CP-3 Bonds;

(b) to determine the principal amounts of the Series CP-3 Bonds to be issued for each of 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 CP-3 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 or Appreciated Values, if applicable;

(c) to determine the purpose or purposes for which the Series CP-3 Bonds are being issued, which shall be one or more of the purposes set forth in Section 2.02 of this Supplemental Resolution;

(d) to determine the amount of the Series CP-3 Net Proceeds to be invested in Authorized Investments or Defeasance Securities for the purposes described in Section 3.01 of this Supplemental Resolution and the maturities or portions thereof which are to be refunded with proceeds of the Series CP-3 Bonds;

(e) to determine the maturity date and principal amount of each maturity of the Series CP-3 Bonds and the amount and due date of each Sinking Fund Installment, if any;

(f) to determine the date or dates which the Series CP-3 Bonds shall be dated and the interest rate or rates of the Series CP-3 Bonds or the manner of determining such interest rate or rates; provided, however, that any Variable Interest Rate Obligations issued as Tax-Exempt Obligations shall be subject to a maximum interest rate of not greater than 12% 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;

(g) to determine the Redemption Price or Redemption Prices, if any, and the redemption terms, if any, for the Series CP-3 Bonds; provided, however, that if the Series CP-3 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 CP-3 Bonds to be redeemed, plus accrued interest thereon up to but not including the date of redemption;

(h) if applicable, to determine the purchase price for the Series CP-3 Bonds to be paid by the purchasers referred to in the Purchase Agreement 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 CP-I Bonds;

(i) to take all actions required for the Series CP-3 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 CP-3 Bonds issuable in fully registered form;

(j) to determine whether to issue all or any portion of the Series CP-3 Bonds as Tax-Exempt Obligations, Taxable Obligations, Put Obligations, Variable Interest Rate Obligations or as any other form of Obligations permitted by the Resolution and any matters related thereto, including (i) the terms and provisions of any such Obligations, (ii) the selection of remarketing agents, market agents, auction agents, dealers or any other agents or parties to ancillary arrangements and the terms of any such arrangements, (iii) the manner of determining specified matters relating to the defeasance of such Obligations and (iv) the methods for determining the accrual of Debt Service;

(k) 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 CP-3 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 CP-3 Bonds, and to make any changes in connection therewith;

(l) to make such changes in or from the form of this Supplemental Resolution as may be necessary or desirable in connection with obtaining a Credit Facility securing the Series CP-3 Credit Enhanced Notes or a rating with respect to the Series CP-3 Bonds or the Series CP-3 Credit Enhanced Notes or in order to cure any ambiguities, inconsistencies or other defects; and

(m) to determine such other matters specified in or permitted by (i) Section A-201 of the Resolution or (ii) this Supplemental Resolution.

2. Any Authorized Officer shall execute one or more Certificates of Determination evidencing the determinations made pursuant to subsection 1 of this Section 2.09

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 CP-3 Bonds are delivered 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 CP-3 Bonds by the Trustee. Determinations set forth in any Certificate of Determination shall have the same effect as if set forth in this Supplemental Resolution. Any such Authorized Officer may exercise authority delegated hereunder from time to time following issuance of any Series CP-3 Bonds, as appropriate, in order to change interest rate modes, 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.

Section 2.10. Sale or Exchange of Series CP-3 Bonds. Each Authorized Officer is hereby authorized to sell and award the Series CP-3 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 of the Purchase Agreement executed by the Issuer in connection with the Transportation Revenue Bonds, Series 2013D, with such revisions to reflect the terms and provisions of the Series CP-3 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.

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 memorandum, or other disclosure document (the "Preliminary Official Statement") in connection with each public offering or any private placement or exchange of the Series CP-3 Bonds, in substantially the form of the Official Statement of the Issuer dated July 2, 2013 relating to the Issuer's Transportation Revenue Bonds, Series 2013D, 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 (including a final Official Statement if no Preliminary Official Statement is delivered), 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, 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 CP-3 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, 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 Series CP-3 Bonds under the terms of the related Purchase Agreement 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 CP-3 Bonds.

Each Authorized Officer (including any Assistant Secretary of the Issuer) is hereby authorized and directed to execute and deliver any and all documents and instruments (including any remarketing agreements, dealer agreements, broker-dealer agreements, market agreements, auction agency agreements or reimbursement agreements 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, each Continuing Disclosure Agreement, the terms of any Credit Facility, and the issuance, sale and delivery of each issue of the Series CP-3 Bonds and for implementing the terms of each issue of the Series CP-3 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 CP-3 Bonds and Trustee's Authentication Certificate. Subject to the provisions of the Resolution, the form of registered Series CP-3 Bonds, and the Trustee's certificate of authentication, shall be substantially in the form set forth in Exhibit One to the Resolution including, if necessary, any changes to comply with the requirements of DTC or the provisions of this Supplemental Resolution or any Certificate of Determination.

Section 2.12. Appointment of Trustee and Paying Agent. Unless otherwise provided by Certificate of Determination, The Bank of New York Mellon shall be the Trustee under the Resolution and the Paying Agent for the Series CP-3 Bonds.

ARTICLE III

DISPOSITION OF SERIES CP-3 BOND PROCEEDS

Section 3.01. Disposition of Series CP-3 Bond Proceeds. Any proceeds of the sale of the Series CP-3 Bonds, other than accrued interest, if any, shall be deposited, simultaneously with the issuance and delivery of the Series CP-3 Bonds, at one time or from time to time in one or more Series or subseries, in the Proceeds Account which is hereby

established 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, including through the payment of the principal amount and interest accrued or accruing on outstanding Series CP-3 Notes or through the reimbursement of amounts drawn under the Letter of Credit for such purpose and the payment of the principal and interest accrued and to accrue on Series CP-3 Bank Parity Debt; 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.

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

ARTICLE IV

TAX COVENANTS AND DEFEASANCE

Section 4.01. Tax Covenants Relating to the Series CP-3 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 CP-3 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" to be executed by the Issuer in connection with the execution and delivery of any Series CP-3 Bonds issued as Tax-Exempt Obligations, as amended from time to time.

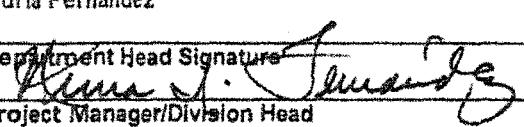
Notwithstanding any other provision of the Resolution to the contrary, upon the Issuer's failure to observe, or refusal to comply with, the above covenant (a) the Owners of the Series CP-3 Bonds, or the Trustee acting on their behalf, shall be entitled to the rights and remedies provided to Owners or 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 CP-3 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 CP-3 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 CP-3 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 CP-3 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 CP-3 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 CP-3 Bonds issued as Tax-Exempt Obligations in determining gross income for Federal income tax purposes.

Staff Summary

Subject All Agency Procurement Guidelines and All Agency Guidelines for Procurement of Services	Date July 22, 2013
Department Chief Operating Officer	Vendor Name
Department Head Name Nuria Fernandez	Contract Number
Department Head Signature 	Contract Manager Name
Project Manager/Division Head	Table of Contents Ref #

Board Action						Internal Approvals			
Order	To	Date	Approval	Info	Other	Order	Approval	Order	Approval
1	Governance	7/22							
2	Board	7/24				2	Chief of Staff	1	Legal
							Chief Financial Officer		Administration
									Other

Purpose:

To adopt revisions to the All Agency Procurement Guidelines and All Agency Guidelines for Procurement of Services (together, "the Guidelines") that keep pace with inflation and that will expedite the processing of change orders.

Discussion:

MTA and agency staff have for several years been undertaking a review of how the MTA and agencies do business in order to improve processes and find efficiencies and cost savings. This effort has included both formal and informal interviews with and recommendations by the contracting community, both with industry associations and with individual company leaders. A number of improvements have already been implemented.

One of the specific concerns often expressed that we have not yet fully addressed is the time required to negotiate and process construction change orders. The volume and nature of the repair and mitigation work necessitated by Superstorm Sandy has refocused attention on this issue. It is anticipated that certain of the contracts for Sandy-related repairs may require a high number of change orders because unanticipated repair needs may only become apparent after demolition and removal of damaged facilities, equipment or infrastructure.

Dialogue with the construction community has made clear that expediting the change order process, with its attendant cost savings, is not simply an issue for Sandy-related projects. As MTA agencies work to identify projects for the 2015-19 Capital Program, the need to achieve savings is particularly acute. Adoption of policies and practices that give contractors confidence that they will not incur excessive financing costs to sustain cash flow pending payment for change orders should result in more competitive bids.

Currently, the All Agency Procurement Guidelines ("Procurement Guidelines") require Board approval of contract change orders over \$250K, or over \$50K if the change order exceeds 15% of the adjusted contract value. Under the proposed revisions to the Procurement Guidelines, Board approval of change orders would only be required if the change order is over \$750K, or over \$250K if the change order exceeds 15% of the

adjusted contract value. In addition, the All Agency Guidelines for the Procurement of Services ("Service Guidelines") are proposed to be revised to clarify that change orders to service contracts less than or equal to \$750K, or less than or equal to \$250K if the change order exceeds 15% of the adjusted contract amount, would not require Board approval.

The proposed changes to the Guidelines would reduce the time required to award change orders in the \$250K - \$750K range by anywhere from eight to ten weeks and facilitate adherence to project schedules. Board approval generally adds eight to ten weeks to change order lead time due to the time required for agency and MTA staff review, production lead times and the intervals between Board meetings.

The current Board approval threshold of \$250K (or \$50K and 15%) for change orders has been in effect since the mid-1980s. Inflation alone over the past 27 years warrants a reconsideration of that policy. From December 1985 through July 2013, the Engineering News Record Construction Cost Index for NY City has increased 170%. The total inflation percentage from the mid-1980s through the end of the 2015-19 Capital Program is anticipated to be 203%. Using this rate, the original \$250K threshold in the current Procurement Guidelines will equate to \$758K in the construction market that MTA agencies expect to be facing by the end of the next capital program.

The proposed change will streamline the approval process for change orders while maintaining appropriate controls. As an example, looking at 2012 NYCT and MTACC-managed NYCT projects alone, the Board approved 87 change orders for a total of \$468.2 million. If the proposed change had been in effect, it would have reduced the number of change orders requiring Board approval by 43% while only reducing the dollar value of change orders requiring Board approval by \$15.7 million (3.4%). In other words, 50 change orders exceeded \$750K in 2012 and therefore would have required Board approval had the proposed revision been in effect, and the Board would still have reviewed change order requests amounting to \$452.5 million. Thus, it is expected that the proposed Guideline amendment will reduce lead times for a significant number of change orders with only a modest reduction in the total value of change orders that the Board reviews. In addition, while the attached revisions to the Guidelines would increase Board approval thresholds for operating and capital change orders and budget adjustments as described above, change orders in excess of \$250K will still require the approval of the applicable agency president or his or her delegatee.

These proposed revisions, along with other efforts to better partner with the contracting community, are expected to help ensure strong competition and good bids for MTA projects. This is all the more important given both the volume and nature of the work generated by Sandy, as well as the upcoming 2015-19 Capital Program, which is, at this point, almost entirely unfunded.

Recommendation:

It is recommended that the Board adopt the revised All Agency Procurement Guidelines and All Agency Guidelines for Procurement of Services to expedite change orders.

ALL AGENCY PROCUREMENT GUIDELINES

These guidelines apply to the Metropolitan Transportation Authority ("MTA"), the New York City Transit Authority ("Transit"), the Long Island Rail Road Company ("LIRR"), The Metro-North Commuter Railroad Company ("MNCRR"), Staten Island Rapid Transit Operating Authority ("SIRTOA"), Manhattan and Bronx Surface Transit Operating Authority ("MaBSTOA"), MTA Capital Construction ("MTACC"), MTA Bus Company ("MTA Bus"), and to the Triborough Bridge and Tunnel Authority ("Bridges and Tunnels") insofar as they are consistent with the provisions of law applicable to Bridges and Tunnels (each of which is referred to severally and together, as the "Authority").

Article I - Applicability of Guidelines

This policy applies to i) purchase contracts for supplies, materials or equipment ("purchase contracts"); ii) public work contracts ("public work contracts"); and iii) leases of equipment with or without an option to purchase, computer software licenses and maintenance agreements, printing contracts (where editorial services do not predominate), and to any other contract which is not otherwise classified under these guidelines or the All Agency Guidelines for Procurement of Services ("miscellaneous procurement contracts"). In the event a proposed contract contains elements of more than one type of contract under these Guidelines or the All Agency Guidelines for Procurement of Services, the elements which predominate shall determine the type of contract for purposes of both Guidelines.

Article II - Delegation of Authority

The Chairman, the presidents of the Authorities, or the designated representative or representatives thereof (each defined for purposes of these guidelines as an "Authorized Officer") are hereby empowered with respect to purchase contracts, public work contracts, and miscellaneous procurement contracts to be entered into by the respective Authority acting on its own behalf or as agent for MTA, as follows:

- A. to establish procedures which shall be competitive to the extent deemed practicable by the Authorized Officer, for the award of purchase contracts estimated to involve the expenditure of \$15,000 or less and public work contracts estimated to involve the expenditure of \$25,000 or less;
- B. to establish procedures for the award of miscellaneous procurement contracts regardless of the estimated expenditure, which procedures shall provide for Board approval of the award if the contract provides for the estimated expenditure of more than \$25,000 and is not awarded pursuant to sealed competitive bidding. A majority of the members of the Board in attendance at a meeting at which a quorum is present shall be required to approve the resolution authorizing such award;

- C. for purchase contracts estimated to involve the expenditure of more than \$15,000 and public work contracts estimated to involve the expenditure of more than \$25,000:
1. to determine the criteria for the evaluation of bids which may include but are not limited to unit or aggregate amount bid, life cycle costs or savings (including but not limited to costs or savings associated with installation, energy use, maintenance, operation, salvage and disposal), discounts and costs of maintenance and inspection services;
 2. to determine whether a contract required to be advertised in the New York State contract reporter is exempt from such requirement on the basis of a need to award the contract on an emergency or critical basis;
 3. to advertise for, solicit and open bids;
 4. to record the name of each bidder and the amount(s) bid;
 5. to determine the lowest responsive and responsible bidder, including, in the event two or more responsible bidders submit identical bids which are the lowest bids, to award the contract to any of such bidders or obtain new bids from such bidders;
 6. to reject all bids when it is determined to be in the public interest to do so;
 7. to award the contract.
- D. to determine whether a bidder or prospective bidder should be ineligible to act or bid as a contractor or act as a subcontractor for a fixed or indefinite period of time with respect to contracts of the Authority in question.
- E. in addition to the other authorizations set forth elsewhere in this document, to establish guidelines governing the qualifications of bidders for public works and public contracts, and to fix the standards for the prequalification of bidders entering into such contracts, for the East Side Access Project in accordance with Section 1265-a.2(c) of the Public Authorities Law.

Article III - Award of Contracts Without Competitive Bidding

- A. A purchase contract estimated to involve the expenditure of more than \$15,000 and a public work contract estimated to involve the expenditure of more than \$25,000 may be awarded without competitive bidding under the circumstances set forth below, provided that the Authorized Officer recommends such an action and the Board adopts a resolution declaring competitive bidding to be impractical or inappropriate and states the reasons therefore, and summarizes any negotiations that have been conducted. Except in a situation specified in Article III (A) (1), such resolution shall be approved by two-thirds of the members of the Board then in office. A declaration under Article III (A) (1) shall require approval by a majority of the members of the Board in attendance at a meeting at which a quorum is present.

1. The existence of an emergency involving danger to life, safety or property which requires immediate action and cannot await competitive bidding; or when the item to be purchased is essential to the efficient operation of or the adequate provision of service and, as a consequence of an unforeseen circumstance, such purchase cannot await competitive bidding. Competitive bidding is hereby declared to be impractical and inappropriate in any of the foregoing situations where an Authorized Officer must take appropriate action and cannot await action by the Board; provided, however, that notice of such action shall be given to the Board at its next scheduled meeting together with a statement of the reasons for such action and a request for ratification by the Board.
2. The item to be purchased is available only from a single responsible source provided, however, that a notice of the Authority's intent to purchase such item without competitive bidding shall be posted on the Authority's website, and, if bids have not been solicited for such item within the preceding twelve months, a notice must be published pursuant to Article VI(A) hereof. Any notices required by this paragraph shall set forth the Authority's intent to purchase the item without competitive bidding because the item is available from only one source and invites any firm which believes it can provide the item to so inform the Authority and to provide the Authority with additional information which confirms that it can supply the item.
3. Competitive bids are solicited and
 - a. no responsive bid is received; or
 - b. only a single responsive bid is received, and the Authorized Officer rejects the bid.
4. With respect to a product or technology, the Authority wishes to:
 - a. experiment with or test it;
 - b. experiment or test a new source for it; or
 - c. evaluate its service or reliability.

Such a contract may not be awarded until at least thirty days after the date the Board has declared competitive bidding to be impractical or inappropriate.

5. The item is available through an existing contract between a vendor and any of the following and the resolution adopted by the Board includes a determination that, and the reasons, why, it is in the public interest to do so:

- a. An Authority or any other public authority provided such contract had been awarded through a process of competitive bidding or a competitive request for proposals;
- b. The State of New York, The City of New York, or (except for Transit and MaBSTOA) the County of Nassau.

It is hereby determined that competitive bidding is inappropriate and, because of the likelihood that a competitive process will not result in better commercial terms, that it is in the public interest to purchase an item through an existing contract of the State of New York, The City of New York or an Authority, , where price and other commercial terms specified in such contract are satisfactory to the Authorized Officer. Such a determination shall be documented in writing by the Authorized Officer.

- 6. The Authority determines that it is in the public interest to award the contract through a competitive request for proposals ("RFP") in accordance with the procedures set forth in Article IV. For purposes of this subsection, a competitive RFP shall mean a method of soliciting proposals and awarding a contract on the basis of a formal evaluation of the characteristics which are deemed relevant to the Authority's operations, such as quality, cost, delivery schedule and financing, against stated selection criteria. Where the RFP involves the purchase or rehabilitation of rail cars, transit cars or buses, the selection criteria may also include the extent to which the performance of all or a portion of the contract will involve the use of sites within the State of New York or the use of goods produced or services provided within the State of New York.

B. Under the MTA Small Business Mentoring Program, a non-federally funded public work contract that is designated by the Authority as a small business mentoring program contract within the meaning of Section 1265-b(1)(e) of the Public Authorities Law, may be awarded in accordance with the provisions of Section 1265-b of the Public Authorities Law, notwithstanding any other provision of law or these guidelines. A public work contract that is partially or wholly federally funded, subject to Department of Transportation regulations and estimated to involve an expenditure of not more than \$3 million, may be awarded pursuant to the MTA Small Business Federal Program established under 49 CFR 26.39 in accordance with the competitive procedures established under that Program, notwithstanding any other provision of law or these guidelines. The Chairman or his designee is authorized to designate which eligible public work contracts shall be small business mentoring program or small business federal program contracts.

C. A contract, in an amount not to exceed \$200,000 for the purchase of goods, for public works or for a miscellaneous procurement that is not federally funded, may be awarded pursuant to Section 2879(3)(b)(i) of the Public Authorities Law without competitive bidding or other formal competitive process, notwithstanding any other provision of law or these guidelines, where either (i) the contract

involves goods or technology that are recycled or remanufactured or (ii) the proposed award is to a small business concern or a certified minority or women-owned business enterprise ("MWBE"). The Chairman or his designee shall determine which contracts are appropriate for such types of procurements in consultation with the Authorized Officer of the appropriate agency. In the case of contracts that are designated pursuant to Section 2879(3)(b)(i) for award to eligible small business concerns or MWBEs, there shall be notice of the proposed contract on the Authority website inviting responsive bids or proposals from qualified small business concerns and MWBEs. Notice of such procurement shall also be provided to identified organizations that represent or regularly notify small business concerns or MWBEs of the type of procurement opportunity that is the subject of the award. Awards pursuant to Section 2879(3)(b)(i) shall be made to the bidder or proposer determined to have submitted the bid or proposal that is most advantageous to the Authority, price and any other relevant factors considered. An award proposed to be made to a bidder or proposer other than the lowest responsible, responsive bidder or proposer shall require approval by a majority of the Board at which a quorum is present. The Chairman or his designee, in consultation with the Authorized Officer of the appropriate agency, may reject all offers and withdraw the designation of a contract as one to be awarded pursuant to Section 2879(3)(b)(i) if the Chairman or his designee determines that an award will result in the payment of an unreasonable price or otherwise not be advantageous to the Authority.

Article IV - Requests for Proposals

A contract authorized pursuant to Article III (A)(6) may be awarded after the issuance of an RFP in the following manner:

- A. Public notice shall be given of the RFP in accordance with the procedures specified in Article VI(A) and (B). In addition to the information required under Article VI(C), the public notice must include a statement of the selection criteria. Such notice shall also be provided to professional and other organizations that represent or regularly notify certified MWBEs of the type of procurement opportunity that is the subject of the RFP. The Authority may engage in a selection process involving multiple steps such as requests for qualifications, requests for technical proposals and requests for quotations. After the publication of the notice, any or all of the selection criteria specified in the advertisement may be changed, provided that, if the change is material, proposers and potential proposers who, prior to the deadline for the receipt of proposals, have expressed an interest in the RFP, shall be informed of the change and afforded the opportunity to modify their proposals.
- B. After receipt of the proposals, an Authority may:

1. change the selection criteria provided that, if the change is material, all proposers are informed of the change and afforded the opportunity to modify their proposals;
 2. request that any of the proposers make a presentation. If it does so, it is not required to afford such opportunity to all proposers;
 3. negotiate with any of the proposers. If it does so, it is not required to negotiate with all proposers;
 4. reject any proposal at any time; and
 5. reject all proposals, in which event the Authority may decide to take no further action, solicit new proposals or solicit bids.
- C. A contract may be awarded pursuant to an RFP only after adoption of a resolution by a 2/3 vote of the Board members then in office (the "award resolution").
The award resolution:
1. must be recommended to the Board by the Authority's Authorized Officer;
 2. must identify all proposers;
 3. must set forth the substance of the proposals received;
 4. must, as applicable, summarize the negotiation process including the opportunities, if any, available to proposers to present and modify their proposals; and
 5. must set forth the criteria upon which the selection was made.
- D. The award resolution may be adopted simultaneously with or subsequent to the adoption of the resolution declaring that competitive bidding is impractical or inappropriate because it is in the public interest to use the RFP process specified in the opening paragraph of Article III hereof (the "RFP authorizing resolution"), provided that, if the RFP authorizing resolution and the RFP award resolution are adopted simultaneously or within less than thirty days of each other, the contract may be executed by the Authority no less than thirty days after the adoption of the RFP authorizing resolution.

Article V - Qualified Products Lists ("QPL")

The Board hereby determines that for reasons of efficiency, economy, compatibility or maintenance reliability, there is a need for standardization as to various supplies, materials and equipment which are purchased by the Authorities and authorizes the establishment of a qualified products list ("QPL") identifying such supplies, materials and equipment as hereinafter provided. A purchase contract for an item which has been included on a QPL duly established and maintained by an Authority, may be entered into by that Authority as hereafter set forth:

- A. The Authorized Officer of the Authority determines as to a specific item that, for reasons of efficiency, economy, compatibility or maintenance reliability, there is a need for standardization.

- B. The QPL is reviewed no less than two times per year. The purpose of this review is to evaluate whether to add or delete items or vendors to or from the QPL.
- C. A notice is published by the Authority no less than one time per year in a general circulation newspaper and in the New York State contract reporter which:
 - 1. advertises the existence of the QPL;
 - 2. states that the QPL is available for public inspection; and
 - 3. specifies the name and address of the Authority's office which may be contacted in regard to the procedure for the compilation of the QPL.
- D. A contract for an item on the QPL may be awarded:
 - 1. without competitive bidding if only one source for the item is specified on the QPL;
 - 2. by competitive sealed bidding but without advertising provided the invitation to bid is sent to all vendors listed on the QPL for the particular item;
 - 3. by competitive sealed bidding after advertising the bid pursuant to Article VI (A) of these procedures.
- E. Two or more Authorities may utilize the same QPL provided that such Authorities jointly comply with the provisions of this Article.

Article VI - Advertising

Except as provided in subsection D of this Article and Article II(C)(2), in those instances where advertising is required under these Guidelines:

- A. For purchase contracts in the actual or estimated amount in excess of \$15,000 for all Authorities and for public work contracts in the estimated amount in excess of \$25,000, the advertisement shall be published at least once in a newspaper of general circulation in the area served by the Authority and in the New York State contract reporter provided that, if the contract is to be awarded without the solicitation of competitive bids or RFP, the timing of the publication in the New York State contract reporter shall be determined by an Authorized Officer;
- B. The first publication shall be no less than fifteen business days prior to the planned bid opening date and the second publication shall be within a reasonable period prior to the planned bid opening date.
- C. The advertisement must contain, as applicable, a statement of: (i) the time and place where bids received will be publicly opened and read; (ii) the name of the contracting Authority; (iii) the contract identification number; (iv) a brief description of the public work supplies, materials, or equipment sought, the location where work is to be performed, goods are to be delivered or services provided and the contract term; (v) the address where bids or proposals are to be

submitted; (vi) the date when bids or proposals are due; (vii) a description of any eligibility or qualification requirement or preference; (viii) a statement as to whether the contract requirement may be fulfilled by a subcontracting, joint venture or co-production arrangement; (ix) any other information which the Authority deems useful to potential contractors; and (x) the name, address, and telephone number of the person to be contacted for additional information. In addition, if a purchase contract is involved, the advertisement in the New York State contract reporter shall also include a statement as to whether the goods sought had in the immediately preceding three year period been supplied by a foreign business enterprise as that term is defined in Article 4-C of the Economic Development Law.

- D. Advertisement in a general circulation newspaper and in the New York State contract reporter is not required if the Authority regularly purchases the particular supplies, material or equipment and bids are solicited from a list of potential suppliers for the item which has been established and maintained as set forth in Article VII hereof.
- E. In addition to the above advertisements, the Authority shall provide notice to professional and other organizations that regularly notify certified MWBEs of the type of procurement opportunity that is the subject of the solicitation.

Article VII - Contractor Outreach

The Authority shall encourage firms to be interested in competing for Authority contracts. The Authority shall do so in the following manner:

- A. Suppliers Lists for Purchase Contracts: The Authority shall compile a list of potential sources of supplies, materials or equipment which it regularly purchases. Such list must be compiled in accordance with the following procedures:
 - 1. Advertisements must be periodically placed in one or more publications which are likely to be read by manufacturers, suppliers and others who deal in the item including firms which may be minority or woman owned businesses, which set forth a general description of categories of items which are regularly procured by the Authority and invites firms to advise the Authority in writing of their interest in being placed on the suppliers list for specific items or categories of items.
 - 2. A periodic effort:
 - i) must be undertaken to identify potential bidders for the item who are not on the list including minority or woman owned businesses. Such effort shall include the use of the Authorities' websites, use of appropriate publications, including those that serve minority and women's business communities, other sources of information, and cooperation with federal,

state and local agencies and other Authorities. Where appropriate, a print or electronic letter shall be sent to a new potential bidder which invites it to request that it be added to the list and, if it does not wish to be added, requests that it indicate why.

ii) where appropriate, must be undertaken to identify firms which have not responded to bids or expressed an interest in remaining on a list. An effort should be made to contact such firms to determine why they have not bid, whether they are interested in remaining on the list and, if not, why not. A firm may be deleted from the list where it requests deletion, or where the circumstances indicate that it is unlikely that the firm is interested in remaining on the list.

3. The Authority will maintain lists of qualified and certified MWBEs, including professional firms that have expressed an interest in doing business with the Authority and ensure that such lists are updated regularly. The Authority will also consult the lists of certified MWBEs maintained by the New York State Department of Economic Development ("DED").
4. An advertisement must be placed quarterly in the State Register and in the New York State contract reporter.
5. In the event it is not practicable to maintain a suppliers list for a specific item, such item shall be included in a broader category or other appropriate classification which reasonably includes the item, and a suppliers list shall be maintained with respect to the category or classification.

- B. Capital Program Purchase and Public Work Contracts: The Authority shall place an advertisement in the New York State contract reporter no less than four times per year which sets forth a general list of anticipated capital program purchase contracts and public work contracts, and the address of the Authority's office which may be contacted in order to be afforded the opportunity to compete for such contracts and for other Authority contracts. Advertisements will also be placed in publications that serve minority and women's business communities.

Article VIII – Minority/Women Owned and Disadvantaged Business Enterprises

The potential exists for disadvantaged/minority/women owned business enterprise involvement in Authority contracts. The Authority shall use its best efforts to maximize the utilization, as applicable, of DBEs under the Authority's federal program, and MBEs/WBEs under the New York State program set forth in Public Authorities Law §2879, Article 15-A of the Executive Law and these guidelines.

- A. The MTA Chief Diversity Officer ("Chairman's Designee") is responsible for overseeing the programs established by the MTA to promote and assist: i) the participation by certified MWBEs in procurement opportunities and facilitation of the award of procurement contracts to such enterprises; ii) the utilization of certified MWBEs as subcontractors and suppliers to Authority prime contractors; and iii) the utilization of partnerships, joint ventures ("JVs") or other similar arrangements between certified MWBEs and prime contractors. The Chief Diversity Officer reports directly to the Chairman in connection with the responsibilities set forth herein, and will participate in the procurement process either directly or through his or her designees.
- B. For contracts awarded pursuant to these Guidelines, the Authority shall establish appropriate goals for participation by certified MWBEs and for the utilization by prime contractors of MWBEs as subcontractors and suppliers. Statewide numerical participation target goals will be established by the Authority based on the findings of the New York State 2010 Disparity Study, or any subsequent New York State Disparity Study.
- C. The Authority will conduct procurements in a manner that enables the Authority to achieve the maximum feasible portion of the goals set pursuant to Article VIII (B) above, including by taking the following actions: i) establishing measures and procedures to ensure that certified MWBEs are given the opportunity for maximum feasible participation in the performance of Authority contracts and to assist in the identification of those contracts that are best suited for which certified MWBEs may best bid to actively and affirmatively promote and assist their participation in the performance of Authority contracts so as to facilitate the Authority's achievement of the maximum feasible portion of the MWBE goals; ii) designating the New York State Division of Minority and Women-owned Business Development ("DMWBD") to certify and decertify MWBEs for purposes of these guidelines; iii) setting forth in each contract solicitation the expected degree of MWBE participation based on potential subcontracting opportunities and the availability of certified MWBEs to respond competitively to those opportunities; iv) providing to prospective contractors in writing, or by identifying a link to a specific web site, a current list of MWBEs; v) with regard to joint ventures, allowing a bidder to count toward meeting its MWBE participation goal, the MWBE portion of the joint venture; vi) waiving a contractor's obligation relating to MWBE participation after a showing of good faith efforts to comply with the participation goal; and vii) verifying that MWBEs listed in a successful bid or proposal are actually participating to the extent listed in the project for which the bid or proposal was submitted. In implementing its MWBE programs, the Authority will also consider, where practicable: i) the severability of construction projects and other bundled contracts; ii) the implementation of a program that will enable the Authority to evaluate each contract to determine the appropriateness of the goal pursuant to the New York State 2010 Disparity Study, or any subsequent New York State Disparity Study;

iii) compliance with the requirements of any federal law concerning opportunities for any MWBEs which effectuates the purpose of this section; and iv) consultation of the most recent disparity study.

Article IX - Change Orders

- A. A change order which exceeds the lesser of ~~\$250,000~~ or \$250,000 in the event such change order exceeds 15% of the adjusted contract value, may be entered into by an Authorized Officer, upon the approval of the Board pursuant to a resolution adopted in accordance with Article IX hereof. The submission to the Board shall include an explanation of the need for the change order. All other change orders shall be approved by an Authorized Officer; provided that a change order over \$250,000 must be approved by the Authority president or his or her designee. For purposes of this Article, the "adjusted contract value" shall mean the original amount of the contract plus the aggregate amount of all prior change orders (whether or not approved by the Board). This provision applies to all contracts subject to these Guidelines, including budget adjustments to estimated quantity contracts previously approved by the Board which exceed the threshold.
- B. Notwithstanding the foregoing, an Authorized Officer may enter into a change order in any of the following situations as determined by an Authorized Officer:
 - 1. The existence of an emergency; or
 - 2. There is a risk of a substantial increase in cost or delay if prompt action is not taken.
- C. The Chief Operating Officer shall establish policies with respect to the delegation of responsibilities set forth in this Article.

Article X - Form of Board Resolution

- A. Except as otherwise required in Article III and Article IV(C), the procedure for the adoption by the Board and the format of a resolution pursuant to this policy shall be determined by the MTA Chairman. Provided, however, that any Board resolution sought pursuant to these Guidelines shall (i) identify the contract by vendor; (ii) briefly describe the substance of the contract; (iii) specify all the information required under the applicable provisions of this policy; and (iv) specify the estimated or actual cost to the Authority.
- B. To the extent practicable, the request for the resolution shall first be submitted to the standing committee of the Board responsible for the Authority.
- C. The MTA Chairman may modify the procedures in this Article for all Authorities.

Article XI - Miscellaneous

- A. Any provision of this policy may be waived by the Chairman, an Authority President, or the Board except to the extent prohibited by law. A waiver may also be in the form of a ratification.
- B. No Board Committee action or Authority policy, other than one approved by the Chairman, shall be inconsistent with these Guidelines.
- C. An Authority may not divide or split any contract or series of contracts for the purpose of avoiding the requirements of these Guidelines.
- D. If prior to the commencement of an Authority fiscal year, an Authorized Officer reasonably anticipates that, during the next fiscal year, the Authority will expend, in the aggregate, in excess of fifteen thousand dollars for a series of purchase contracts for the same or substantially similar good: i) such requirement shall be met pursuant to a requirements contract awarded pursuant to the applicable provisions of these guidelines; or ii) each such contract shall be awarded pursuant to the provisions of Article II(C), III, IV, V or Article VII of these Guidelines.
- E. If prior to the commencement of an Authority fiscal year, an Authorized Officer reasonably anticipates that, during the next fiscal year, the Authority will expend, in the aggregate, in excess of twenty-five thousand dollars for a series of contracts for same or substantially the same type of public work: i) such requirements shall be met pursuant to a requirements contract awarded pursuant to the provisions of Article II(C), III, or IV or a procedure determined by an Authorized Officer to be comparable to Article V or VII of these Guidelines; or ii) each such contract shall be awarded pursuant to the provisions of Article II(C), III, or IV or a procedure determined by an Authorized Officer to be comparable to Article V or VII.
- F. Nothing in these Guidelines shall preclude the Authority from accepting bids or proposals in an electronic format, to the extent permitted by law.
- G. A contract awarded by an Authority pursuant to these Guidelines may provide that the contract includes the requirements of one or more other Authorities.
- H. The Authority shall prepare a publicly available report no less frequently than annually, summarizing procurement activity by the Authority for the period of the report in accordance with the reporting requirements of Section 2879(6) of the Public Authorities Law.
- I. These guidelines are intended for the guidance of officers and employees of the Authority only. Nothing contained herein is intended or shall be construed to confer upon any person, firm or corporation any right, remedy, claim or benefit under, or by reason of, any requirement or provision hereof.

**ALL AGENCY GUIDELINES FOR
PROCUREMENT OF SERVICES**

These guidelines apply to the Metropolitan Transportation Authority ("MTA"), the New York City Transit Authority ("Transit"), the Long Island Rail Road Company ("LIRR"), the Metro-North Commuter Railroad Company ("MNCRR"), Staten Island Rapid Transit Operating Authority ("SIRTOA"), Manhattan and Bronx Surface Transit Operating Authority ("MaBSTOA"), MTA Capital Construction ("MTACC"), MTA Bus Company ("MTA Bus") and to the Triborough Bridge and Tunnel Authority ("Bridges and Tunnels") insofar as they are consistent with the provisions of law applicable to Bridges and Tunnels (each of which is referred to as the "Authority").

Article 1-Applicability of guidelines

This policy applies to contracts for services. A contract for services is either a personal service contract or a miscellaneous service contract.

A. Personal services contracts generally involve retaining a consultant who specializes in one of the following:

- (1) Legal
- (2) Financial
- (3) Accounting
- (4) Auditing
- (5) Management
- (6) Human Resources
- (7) Investment
- (8) Bonds
- (9) Planning
- (10) Analysis
- (11) Training
- (12) Data Processing
- (13) Computer Systems
- (14) Statistics
- (15) Research
- (16) Public and corporate relations
- (17) Architecture
- (18) Engineering
- (19) Surveying
- (20) Labor Relations

- (21) Real Estate
- (22) Legislation
- (23) Public Affairs
- (24) Marketing
- (25) Advertising
- (26) Records Management
- (27) Office services requiring specialized skills
- (28) Printing where editorial services predominate
- (29) Other Consulting, Professional or Technical Services

- B. A miscellaneous service contract is any contract for service which is not a: i) personal service contract; ii) public work contract; or iii) a miscellaneous procurement contract. Examples include but are not limited to contracts for guard service, custodial service and maintenance work performed by laborers, workers or mechanics which does not result in a substantial improvement to a building or other fixed asset.
- C. In the event a proposed contract contains elements of more than one type of contract under these guidelines or the All Agency Procurement Guidelines, the elements which predominate shall determine the type of contract for purposes of both Guidelines.

Article II - Delegation of Authority

The Chairman, the presidents of the Authorities or the designated representative or representatives thereof (each defined for purposes of these guidelines as an "Authorized Officer") are hereby empowered with respect to service contracts to be entered into by his/her respective Authority acting on its own behalf or as agent for the MTA, as follows:

- A. to implement these guidelines.
- B. to establish procedures which shall be in accordance with these guidelines to the extent deemed practicable by the Authorized Officer, for the award of: (i) a miscellaneous service contract estimated to involve the expenditure of \$15,000 or less; and (ii) a personal service contract estimated to involve the expenditure of \$25,000 or less, provided that the contract shall be advertised, Board approval of the award obtained and reported if otherwise required under these guidelines.
- C. to determine whether a miscellaneous service contract shall be awarded pursuant to the provisions of these guidelines or the provisions of the All Agency Procurement Guidelines, provided that, notwithstanding the vote otherwise required by the All Agency Procurement Guidelines, the vote of approval of a majority of the members of the Board present at a meeting at which a quorum is present shall in any event be required for the award of the following miscellaneous service contracts:
 - i) Without regard to whether or not the contract was awarded pursuant to

sealed competitive bidding, the actual or estimated amount of the contract is \$15,000 or more and the services will be rendered over a period in excess of one year.

- ii) Without regard to the period of performance of the services, the miscellaneous service contract provides for the expenditure of more than \$25,000 and was not awarded pursuant to sealed competitive bidding.

Article III - Policy

It is the policy of the Authority to contract for personal and miscellaneous services when, because of factors such as timing, costs, qualifications or the nature of the services to be rendered, it is more beneficial for such services to be contracted for than performed by employees of the Authority.

Contractors shall be selected on a competitive basis except when competition is not required pursuant to these Guidelines or is waived as impractical or inappropriate.

Article IV - Advertising

- A. Regardless of the selection process used, notice of a contract for the acquisition of services of any kind in the actual or estimated amount of \$15,000 or more shall be published at least one time in New York State Contract Reporter, except as provided in paragraph C of this Article. The publication shall be no less than fifteen business days prior to the planned date on which a bid or proposal is due, provided that if the contract is to be awarded without bids or proposals and advertising is required, the timing of the publication shall be, determined by an Authorized Officer.
- B. The notice must contain, as applicable, a statement of: i) the name of the contracting Authority; ii) the contract identification number; iii) a brief description of the services sought, the location where services are to be provided and the contract term; iv) the address where bids or proposals are to be submitted; v) the date when bids or proposals are due; vi) a description of any eligibility or qualification requirement or preference; vii) a statement as to whether the contract may be fulfilled by a subcontracting, joint venture or co-production arrangement; viii) any other information which the Authority deems useful to potential contractors; ix) the name, address and the telephone number of the person to be contacted for additional information; and x) a statement as to whether the services sought had, in the immediately preceding three year period, been supplied by a foreign business enterprise as that term is defined in Article 4-C of the Economic Development Law.
- C. The advertisement is not required under the following circumstances:
 - i) In the event of an emergency or critical need for the services as determined by an Authorized Officer;

- ii) The contract is re-bid or re-solicited for substantially the same services within forty-five business days after the date bids or proposals were originally due;
- iii) The contract is awarded to a not-for-profit provider of human services;
- iv) The contract is awarded pursuant to the provisions of Article V(C)(1) or (2) (single or unique source) of these Guidelines.

D. In addition to the above advertisements, the Authority shall provide notice to professional and other organizations that regularly notify certified minority and women owned business enterprises ("MWBEs") of the type of procurement opportunity that is the subject of the solicitation.

Article V - Selection of Personal Services Contractors

A. Requirements

The following are the requirements to be followed for selection of contractors for personal services, except for: i) contracts for architectural, engineering, and survey services (which are subject to paragraph B); ii) contracts equal to or less than \$25,000 (which may be entered into pursuant to the provisions of this paragraph or pursuant to procedures established by an Authorized Officer which shall be competitive to the extent deemed practicable by the Authorized Officer); and iii) contracts for services for which a competitive selection process is inappropriate pursuant to the provisions of paragraph C.

1. The Division/Department of the Authority requiring the services shall prepare a written statement containing a description of the services, the reasons why they are required, and the required or estimated schedule or duration of the services.
2. A request for proposals ("RFP") to perform the required services shall be sent to three or more firms to assure competition, including any DBE/WBE/MBE firms selected to receive the RFP pursuant to applicable Authority or New York State DBE/WBE/MBE programs, unless there are only two qualified firms or unless competition is waived as hereinafter provided. The RFP or notice thereof shall also be provided to professional and other organizations that represent or regularly notify certified MWBEs of the type of procurement opportunity that is the subject of the RFP notice.
3. The RFP shall describe the services to be performed, any completion dates or time requirements, DBE/WBE/MBE requirements, if applicable, and the criteria to be utilized by the Authority in evaluating proposals and shall contain a requirement for a cost proposal and the date, time and place when proposals must be received.

4. The Authority may select one or more proposers with which to negotiate after evaluation of the proposals received. The award shall be made to the proposer or proposers whose proposal(s) will be the most advantageous to the Authority, price, qualifications and other factors considered, using the evaluation criteria specified in the RFP as the basis for the decision.

B. Architectural- Engineering and Survey Contracts

1. In the procurement of architectural, engineering and surveying services, the Authority shall determine whether to comply with the RFP procedures set forth in paragraph A or the "Brooks" method set forth in this paragraph, provided that if federal assistance is involved, the decision shall take into account applicable federal requirements.
2. The Authority shall encourage professional firms engaged in the lawful practice of the profession to submit an annual statement of qualifications and performance data. For each proposed project identified in accordance with Article V(A)(1), the Authority shall evaluate current statements of qualifications and performance data on file with the Authority. If desired and to the extent appropriate if federal assistance is involved, the Authority may conduct discussions with three or more professional firms regarding anticipated design concepts and proposed methods of approach to the assignment.
3. The Authority shall then evaluate whether a modification to the written statement prepared in accordance with subparagraph 1 of Paragraph A is appropriate, and shall then comply with the provisions of subparagraphs 2 and 3 of Paragraph A.
4. The Authority shall select from the proposals submitted, in order of preference, based upon the criteria established by the Authority, no less than three professional firms deemed to be the most highly qualified to provide the services required.
5. The Authority shall negotiate a contract with the highest qualified professional firm for architectural, engineering or surveying services at compensation which the Authority determines in writing to be fair and reasonable. In making this decision, the Authority shall take into account the estimated value of the services to be rendered, the scope, complexity, and professional nature thereof. Should the Authority be unable to negotiate a satisfactory contract with the professional firm considered to be the most qualified, at a fee it determines to be fair and reasonable, negotiations with that professional firm shall be formally terminated. The Authority shall then undertake negotiations with the second most qualified professional firm. Failing accord with the second most qualified professional firm, the Authority shall formally terminate negotiations.

The Authority shall then undertake negotiations with the third most qualified professional firm. Should the Authority be unable to negotiate a satisfactory contract with any of the selected professional firms it shall select additional professional firms, in order of their competence and qualification and it shall continue negotiations in accordance with this subparagraph until an agreement is reached.

6. The provisions of this paragraph B shall apply only to engineering, architectural, or surveying services contracts in excess of \$25,000.00. Contracts for engineering, architectural or surveying services involving lesser amounts may be entered into pursuant to the provisions of this paragraph or pursuant to procedures established by an Authorized Officer which shall be competitive to the extent deemed practicable by the Authorized Officer.

- C. It is hereby determined that a competitive selection process is inappropriate and that a competitive process shall not be required in the following instances:

1. When the services are obtainable from one source only.
2. When the provider of the services has unique or otherwise outstanding qualifications.
3. When an emergency or other circumstances exist which make competition impracticable or inappropriate.
4. Legal Services.

- D. Pursuant to Section 2879(3)(b)(i) of the Public Authorities Law, a contract in an amount not to exceed \$200,000, that is not federally funded, for personal services or miscellaneous services may be awarded without competitive procedures otherwise required by law or these Guidelines, where the proposed award is to a small business concern or a certified minority or women-owned business enterprise ("MWBE"). Contracts may be designated for solicitation and award pursuant to Section 2879(3)(b)(i) by the Chairman or the Chairman's designee in consultation with the Authorized Officer of the appropriate agency. In the case of contracts that are designated pursuant to Section 2879(3)(b)(i) for award to eligible small business concerns or MWBEs, there shall be notice of the proposed contract on the Authority website inviting responsive bids or proposals from qualified small business concerns and MWBEs. Notice of such procurements shall also be provided to identified organizations that represent or regularly notify small business concerns or MWBEs, of the type of procurement opportunity that is the subject of the award. Awards pursuant to Section 2879(3)(b)(i) shall be made to the bidder or proposer determined to have submitted the bid or proposal that is most advantageous to the Authority, price and any other relevant factors considered. An award proposed to be made to a bidder or proposer other than the lowest responsible, responsive bidder or proposer, shall require approval by a majority of the Board at a meeting at which a quorum is present; in addition, the approval of the Board is required in any other instance in which it is required by law. The Chairman or his designee, in consultation with the Authorized Officer

of the appropriate agency, may reject all offers and withdraw the designation of a contract as one to be awarded pursuant to Section 2879(3)(b)(i) if the Chairman or his designee determines that an award will result in the payment of an unreasonable price or otherwise not be advantageous to the Authority. The requirements of Article IV and of Article V(B) shall not apply to contracts awarded in accordance with Section 2879(3)(b)(i).

- E. The Chairman, President, General Counsel, or Chief Procurement Officer of the Authority, or such individuals as they may designate, may give verbal authorization to contractors or consultants to commence the performance of contracts entered into pursuant to the provisions of this paragraph E, where prior written agreement is impracticable, provided, however, that the contract shall be reduced to writing as soon as practicable. Prior to issuing a verbal authorization for a federally assisted contract, consideration should be given to the steps which may be taken to assure that federal assistance is not jeopardized.

Article VI – Minority/Women Owned and Disadvantaged Business Enterprises

The potential exists for disadvantaged/minority/women owned business enterprise involvement in personal service and miscellaneous service contracts. The Authority shall use its best efforts to maximize the utilization, as applicable, of DBEs under the Authority's federal program, and MBEs/WBEs under the New York State program set forth in Public Authorities Law §2879, Article 15-A of the Executive Law and these guidelines.

- A. The MTA Chief Diversity Officer ("Chairman's Designee") is responsible for overseeing the programs established by the MTA to promote and assist: i) the participation by certified MWBEs in procurement opportunities and facilitation of the award of procurement contracts to such enterprises; ii) the utilization of certified MWBEs as subcontractors to Authority prime contractors; and iii) the utilization of partnerships, joint ventures ("JVs") or other similar arrangements between certified MWBEs and prime contractors. The Chief Diversity Officer reports directly to the Chairman in connection with the responsibilities set forth herein, and will participate in the procurement process either directly or through his or her designees.
- B. For contracts awarded pursuant to these Guidelines, the Authority shall establish appropriate goals for participation by certified MWBEs and for the utilization by prime contractors of MWBEs as subcontractors and suppliers. Statewide numerical participation target goals will be established by the Authority based on the findings of the New York State 2010 Disparity Study, or any subsequent New York State Disparity Study.
- C. The Authority will conduct non-federally funded procurements in a manner that enables the Authority to achieve the maximum feasible portion of the goals set pursuant to Article VI(B) including taking the following actions: (i) establishing measures and procedures to ensure that certified MWBEs are given the opportunity for maximum feasible participation in the performance of Authority

contracts and to assist in the identification of those contracts that are best suited for which certified MWBEs may best bid to actively and affirmatively promote and assist their participation in the performance of Authority contracts so as to facilitate the Authority's achievement of the maximum feasible portion of the MWBE goals; (ii) designating the New York State Division of Minority and Women-owned Business Development ("DMWBD") to certify and decertify MWBEs for purposes of these guidelines; (iii) setting forth in each contract solicitation the expected degree of MWBE participation based on potential subcontracting opportunities and the availability of certified MWBEs to respond competitively to those opportunities; (iv) providing to prospective contractors in writing or by identifying a link to a specific web site a current list of MWBEs; (v) with regard to JVs, allowing a bidder to count toward meeting its MWBE participation goal, the MWBE portion of the JV; (vi) waiving a contractor's obligation relating to MWBE participation after a showing of good faith efforts to comply with the participation goal; and (vii) verifying that MWBEs listed in a successful bid or proposal are actually participating to the extent listed in the project for which the bid or proposal was submitted. The Authority will also consider, where practicable: (i) the severability of service requirements and other bundled service contracts; (ii) the implementation of a program that will enable the Authority to evaluate each contract to determine the appropriateness of the goal pursuant to the New York State 2010 Disparity Study, or any subsequent New York State Disparity Study; (iii) compliance with the requirements of any federal law concerning opportunities for any MWBEs which effectuates the purpose of this section; and (iv) consultation of the most recent disparity study.

Article VII-Types of Provisions to be Contained in Service Contracts

- A. The following types of provisions shall be contained in all personal services contracts, except that it is not necessary to include any provision which is inapplicable or unnecessary because of the nature or duration of the services to be performed, the location or locations where they are to be performed or the type of compensation being paid.
1. Description of Services
 2. Compensation
 3. Time for Performance or date of completion
 4. Liability of Contractor or Consultant; Indemnification of Authority
 5. Reports of Contractor or Consultant
 6. Ownership of Plans, Drawings or Other Products of the Performance of the Services
 7. Assignments; Subcontracts
 8. Maintenance of Records, Accounts
 9. Right of Authority to Inspect and/or Audit Books and Records of Contractor or Consultant
 10. Insurance Requirements
 11. Termination
 12. Monitoring of the Performance of Services
 13. Use of Authority Supplies, Facilities or Property

14. Use of Authority Personnel
15. All Provisions required to be included in Authority contracts by Federal, State or Local Laws Ordinances, Codes, Rules or Regulations.
16. Such modifications and additions as are appropriate in light of the specific circumstances presented.

B. To the extent practicable, a verbal authorization to commence work and a writing which is not intended to constitute the final agreement, at a minimum shall:

1. Describe the services to be performed;
2. Specify the amount of compensation to be paid or the rates or fees which will be utilized to determine such compensation; and
3. Specify a date for completion or the anticipated duration of the services (except in instances where the nature of the services makes an estimate of the time required impossible or impracticable or where the contract is a retainer for the performance of services over an extended period of time on an "as-needed" basis and contains provisions allowing termination by the Authority at any time without cause).

C. Miscellaneous service contracts shall contain those provisions of paragraph A and of other standard forms of contract deemed appropriate by an Authorized Officer.

Article VIII - Responsibilities of Services Contractors

A service contractor shall have the following responsibilities:

- A. To perform the contract in accordance with its terms;
- B. To perform the services required under the contract competently, efficiently, in a timely manner, at a reasonable cost and in a manner which is satisfactory to the Authority; and
- C. To cooperate with the Authority personnel who are directing, supervising or monitoring the performance of the services or who are assisting in their performance.

Article IX - Contracts Involving Former Officers or Employees of the Authority

The Authority may enter into contracts with any Authority's former officers or employees or with firms employing such officers or employees only to the extent permitted by Public Officers Law §73.

Article X - Monitoring of Service Contracts

The Division/Department of the Authority requiring the services shall be responsible for monitoring the performance of the contract to assure that the contract is performed in accordance with its terms.

Article XI Reporting of Service and Purchase Contracts

- A. Each Division/Department of an Authority shall maintain records, for each fiscal year, of the following contracts entered into by the Authority at the request of such Division/Department: i) personal service contracts in the actual or estimated amount of \$15,000 or more; ii) miscellaneous service contracts in the actual or estimated amount of \$15,000 or more; and iii) purchase contracts in an actual or estimated amount of \$15,000 or more.
- B. The Authority's Authorized Officer shall designate a Division or Department which shall be responsible for preparing a report at the end of each fiscal year with respect to the foregoing contracts. With respect to each such contract, the report shall contain the following information:
 - 1. Name of Contractor;
 - 2. Short description of the services involved;
 - 3. Amounts paid pursuant to the contract as of the end of such fiscal year;
 - 4. The selection process used;
 - 5. Status of the contract;
 - 6. If it was exempt from advertising in the New York State Contract Reporter pursuant to Article IV(C) of these Guidelines:
 - i) a statement to that effect; and
 - ii) the basis for such exemption; and
 - 7. Whether the contract was entered into with a New York State business enterprise or a foreign business enterprise, as those terms are defined in Public Authorities Law § 2879.
 - 8. Whether the contract was entered into with a New York State certified minority or women-owned business enterprise.
 - 9. Referrals to and penalties imposed by the Director of DMWBD pursuant to Executive Law § 316.
- C. Each Authority shall submit a copy of such report to the board of the Authority upon its completion.

Article XII-Personal Service Contracts Requiring Approval of the Board

The following personal service contracts shall require the approval of the Board of the Authority by resolution approved by a majority of the members present at a meeting at which a quorum is in attendance and shall be reviewed by the Board on an annual basis:

- A. Personal Service Contracts of all Authorities except for Bridges and Tunnels: All personal service contracts entered into by an Authority in the actual or estimated amount of \$20,000 or more;

- B. Personal Service Contracts of Bridges and Tunnels: All personal services contracts entered into by Bridges and Tunnels in the actual or estimated amount of \$15,000 or more where the services will be rendered over a period in excess of one year; and
- C. Miscellaneous service contracts: See Article II(C) of these guidelines.

Article XIII-Change Orders

An Authority may enter into a change order or amendment to a personal service or miscellaneous service contract provided that approval of the Board of the Authority by a resolution approved by a majority of the members present at a meeting at which a quorum is in attendance, shall be required in the following circumstances:

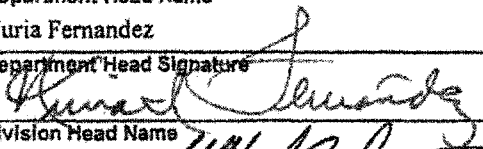
- A. The contract did not equal or exceed the applicable monetary or durational threshold for board approval set forth in Article XII or Article II of these guidelines and the applicable threshold is equaled or exceeded as a result of the change order or amendment. This provision applies to all contracts subject to these Guidelines, including budget adjustments to estimated quantity contracts previously approved by the Board which exceed the threshold.
- B. The contract was approved by the Board and the change order or amendment, including any change orders or amendments since Board approval was last obtained, results in a substantial change in the contract as determined by an Authorized Officer. Notwithstanding the foregoing, Board approval of change orders shall only be required if the change order is over \$750,000, or over \$250,000 if the change order exceeds 15% of the adjusted contract value, provided that a change order over \$250,000 must be approved by the Authority president or his or her designee.
- C. The miscellaneous service contract was awarded pursuant to the All-Agency Procurement Guidelines and the change order or amendment equals or exceeds the requirements for Board approval under Article IX of the All Agency Procurement Guidelines.
- D. Notwithstanding the foregoing, an Authorized Officer may enter into a change order or amendment in any of the following situations as determined by an Authorized Officer,
 - 1. The existence of an emergency; or
 - 2. The risk of a substantial increase in cost or delay if prompt action is not taken.
- E. The Chief Operating Officer shall establish policies with respect to the delegation of responsibilities set forth in this Article.

Article XIV – Miscellaneous

- A. Any provision of these guidelines may be waived by the Chairman, an Authority President or the Board, or such individuals as they may designate, except to the extent prohibited by law. A waiver may also be in the form of a ratification. If a contract is federally assisted, prior to issuing a waiver, consideration should be given to the steps which may be taken to assure that federal assistance is not jeopardized.
- B. No Board committee procedure or action or Authority policy, other than one approved by the Chairman, shall be inconsistent with these Guidelines.
- C. A contract awarded by an Authority pursuant to the provisions of these Guidelines may provide that the contract includes the requirements of one or more other Authorities.
- D. An Authority may contract for a service available through an existing contract between a contractor and the State of New York or the City of New York or another Authority if: i) the existing contract was awarded pursuant to a process of competitive sealed bids or a competitive request for proposals; ii) the Authority's Authorized Officer determines that the price and other commercial terms specified in the contract are satisfactory; and iii) if board authorization would otherwise be required under these Guidelines, the Board adopts a resolution by a majority vote of the members of the Board present meeting at which a quorum is in attendance which sets forth the reasons why a competitive process is impractical or inappropriate and authorizes the Authority to enter into the contract.
- E. These Guidelines are intended for the guidance of officers and employees of the Authority only. Nothing contained herein is intended or shall be construed to confer upon any person, firm or corporation any right, remedy, claim or benefit under or by reason, of any requirement or provision thereof.
- F. Nothing contained in these Guidelines shall be deemed to alter, affect the validity of, modify the terms of or impair any contract or agreement made or entered into in violation of, or without compliance with, the provisions of these Guidelines.
- G. Where applicable federal, state or local laws, ordinances, codes, rules or regulations contain requirements which are in conflict with or which impose greater obligations upon the Authority than these Guidelines, then such requirements shall take precedence over those contained herein.
- H. The Authority shall prepare a publicly available report no less frequently than annually, summarizing procurement activity by the Authority for the period of the report, in accordance with the reporting requirements of Section 2879(6) of the Public Authorities Law.

- I. Nothing in these guidelines shall preclude the Authority from accepting bids or proposals in an electronic format, to the extent permitted by law.

Staff Summary

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

Division Head Name
Clifford Shockley 

Date
July 12, 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	7/22/13			
2	Board	7/24/13			

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 F: Personal Services Contracts

	6	\$1,027,700.00
SUBTOTAL	6	\$1,027,700.00

MTAHQ presents the following procurement actions for Ratification:

Schedule D: Ratification of Completed Procurement Actions (Schedules A-C)

	1	\$ 21,000.00
TOTAL	7	\$1,048,700.00

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, JULY 2013
COMPETITIVE PROCUREMENTS

METROPOLITAN TRANSPORTATION AUTHORITY

Procurements Requiring Majority Vote:

F. Personal Service Contracts

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

- | | |
|--|---|
| 1. EB Jacobs, LLC
Promotional Examinations for MTA
Police Sergeants and Lieutenants
Contract No. 13033-0100 | \$98,200
(not-to-exceed) |
|--|---|

Competitively negotiated – 5 proposals – 24 months

Vendor to develop, supply, deliver, administer and score promotional examinations for police officers eligible for promotion to the ranks of Sergeants and Lieutenants in the MTA Police Department. The cost of \$88,700 for the foregoing services is \$1,443.13 lower than the previous contract cost of \$90,143.13. The not-to-exceed amount of \$98,200 includes an option to conduct job analyses in the amount of \$9,500. Based on the above, the total amount of \$98,200 is deemed reasonable.

- 2-6. AFT Projects at NYCT and MNR stations – AFT to provide technical design, fabrication, crating, storage, deliver and oversight of installation of materials at the five stations specified below.**
Competitively negotiated – 214 proposals – 24 months Pelham Line
Soonae Tark, Buhre Avenue Station (\$189,500);
James Arredondo, Zerega Avenue Station (\$190,000)

Competitively negotiated – 120 proposals – 24 months Pelham Line
SLO, Inc. (Amanda Schachter & Alexander Levi), Middletown Road Station (\$190,000);
Priscila De Carvelho, Castle Hill Avenue Station, (\$190,000)

Competitively negotiated – 115 proposals – 24 months, MNR New Haven Line, Kim Cridler,
MNR, Mamaroneck Station (\$170,000)

LIST OF PROCUREMENTS FOR BOARD APPROVAL, JULY 2013
PROCUREMENTS FOR RATIFICATION

METROPOLITAN TRANSPORTATION AUTHORITY

Procurements Requiring Two-Thirds Vote:

D. Ratifications (Involving Schedules A-C)

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

- | | |
|--|-----------------|
| 1. Shallow Creek Kennels | \$21,000 |
| Acquisition of Police Dogs for MTA Police | (Total) |
| Department K-9 Unit | |
| Contract No. 10106-0600 | |

Non-competitive

 Board ratification is requested for an award made for the acquisition of three (3) untrained dogs (two German Shepherd and one Belgian Malinois). These three additional canines have replaced dogs that have been retired due to age and health issues. The immediate acquisition of these dogs was necessary in order for the canines to be acquired and trained in a timely fashion and then put on active duty to maintain the level of security that is provided by the MTA PD Canine Unit. Failure to train the K-9 teams (handler and canine) in a timely manner would necessitate waiting until September of 2013 for the next training session, which would reduce the security coverage provided by the canine units.

 Prior to MTAPD-Canine Unit's purchase of canines, the dogs must undergo long and rigorous testing and evaluation to ensure that they would meet the requirements and be appropriate to perform patrols in the MTA's environment. In light of the long evaluation process required, the purchase of these dogs had to be expedited to take advantage of the training session that was held in March 2013. The acquisition of these three dogs will bring the total number of deployed canine teams to forty six (46). The MTA currently has five competitively-negotiated, Board-approved purchase contracts for the acquisition of canines. However, none of these vendors were able to meet the Police Department's requirements for canines in a timely manner, which was mainly due to the unavailability of canines. (Canines are a highly sort after commodity by private companies and all levels of local, state and federal governments). Shallow Creek Kennels, had canines available for testing and purchasing. The PD was successful in testing canines and was able to acquire three canines from this vendor at a unit cost of \$7,000.00. Under the five current competitively awarded contracts for canines, the costs range from a low of \$6,000.00 to a high of \$7,800.00. The unit cost of \$7,000.00 obligated herein falls within this range. In addition the unit cost of \$7,000.00 is the same cost that Shallow Creek Kennels charges other law enforcement agencies. Based on the above, the unit price of \$7,000.00 for this contract is deemed reasonable.

Schedule G: Miscellaneous Service Contracts



Metro-North Railroad

Item Number: G

Vendor Name (& Location)	
New York State Industries for the Disabled	
Description	
Document Scanning Services	
Contract Term (including Options, if any)	
Six Months	
Option(s) Included in Total Amount? ☐ Yes ☒ No	
Procurement Type	
☐ Competitive ☒ Non-competitive	
Solicitation Type	
☐ RFP ☐ Bid ☒ Other: Preferred Source	

Contract Number	AWO/Modification #
27112	
Renewal?	☐ Yes ☒ No
Total Amount:	\$ 600,000 (not to exceed)
Funding Source	
☒ Operating ☐ Capital ☐ Federal ☒ Other:	
Requesting Dept/Div & Dept/Div Head Name:	
Procurement & Material Management, Anthony J. Bombardieri	

Discussion:

Approval is requested for a New York State Preferred Source, miscellaneous service contract with the New York State Industries for the Disabled (NYSID) to perform Document Scanning Services of Metro-North's Plan Room Research Library as part of the Madison Avenue Relocation Project. The term of this contract will be for six months. The scope of services includes scanning and indexing of maps, drawings, and aperture cards that are currently housed in Metro-North's Capital Program Dept.'s Plan Room. The scope also includes indexing and cataloguing of Grand Central Terminal drawings to a database, as well as archiving of these documents. This contract will create a digital plan room to have MNR maps and drawings immediately accessible to all project managers and researchers from any MNR location. This program will electronically store and protect original documents from wear and tear, damage or loss. It will also free up more than one thousand square feet of office space for Metro-North, and will provide a cost-effective method of producing backup copies of records that support mission-critical operations.

To advance special social and economic goals, the NYS Finance Law requires that all State agencies, political subdivisions and public benefit corporations obtain commodities and services from "preferred sources" when such commodities and services are on the List of Preferred Source Offerings and when they meet the required form, function and utility. The service requirements must be defined in terms of the minimum essential requirements and every reasonable effort must be made to obtain services through the Preferred Source. The acquisition of document imaging and scanning services is one of the services listed and it is exempted from statutory competitive procurement requirements. The NYS Commissioner of General Services is responsible for reviewing and approving the prices of all services provided by Preferred Sources. In approving the prices, the NYS Office of General Services ensures that prices do not exceed 15% of the prevailing market prices among responsive and responsible offers for the same or equivalent services.

The total project cost is not-to-exceed \$600,000. A fixed price schedule has been negotiated which includes \$1.00 per image for scanning of large D-size drawings (estimated volume of 28.5K images), \$0.55 per image for scanning aperture cards (estimated volume of 100K), and indexing at \$0.80 per image. All pricing is deemed within 15% of the prevailing market prices as required by the Preferred Source Law. Services are expected to begin in July 2013. This procurement is funded thru the MTA HQ Madison Avenue Relocation Project.

Staff Summary



Metro-North Railroad

Page 1 of 2

Item Number C					
Dept & Dept Head Name: Procurement & Material Management, Anthony J. Bonapace, Jr.					
Division & Division Head Name: Sen. VP -- Administration, Raymond Burney					
Board Reviews					
Order	To	Date	Approval	Info	Other
1	M-N Comm.Mtg.	7-22-13			
2	MTA Board Mtg.	7-24-13			
Internal Approvals					
Order	Approval	Order	Approval		
X	President	X	Acting Sr. V.P. Operations		
X	Sr. V.P. Admin.		V.P. Planning		
X	V.P. Finance & IT	X	General Counsel		
	Capital Programs				

SUMMARY INFORMATION	
Vendor Name Brookville Equipment Corporation (Brookville)	Contract Number 8885-A
Description Overhaul of Seven GP35 Locomotives	
Total Amount \$9,685,547.00	
Contract Term (Including Options, if any) Thirty-two Months	
Option(s) Included in Total Amount? ☐ Yes ☒ No	
Renewal? ☐ Yes ☒ No	
Procurement Type ☒ Competitive ☐ Non-competitive	
Solicitation Type ☒ RFP ☐ Bid ☐ Other:	
Funding Source ☒ Operating ☐ Capital ☐ Federal ☐ Other:	

Narrative

I. **PURPOSE/RECOMMENDATION:** Approval is requested to award a negotiated thirty-two month purchase contract (RFP process, three proposals received, two firms shortlisted) to Brookville Equipment Corporation (Brookville) for the overhaul of seven GP35 Locomotives that are used in support of Metro-North's East of Hudson Service.

II. **DISCUSSION:** The GP35 Locomotives are over forty-five years old and were last overhauled more than twenty years ago. A total of seven MNR locomotives are in need of overhaul and will include: complete electrical system re-wire, overhaul of the diesel engines and all rotating components as well the federally mandated installation of Positive Train Control (PTC). The locomotives are primarily used as work trains when wayside track work is performed, to facilitate movement of equipment in yards and to rescue disabled passenger revenue trains as necessary. This overhaul shall extend the service life of these locomotives an additional fifteen years. This is more cost effective than the purchase of new Locomotives.

MNR received Board approval to use the Request for Proposal (RFP) process for this procurement during the September 2012 MTA Board session.

On January 25, 2013, RFP No. 8885-A was advertised in the New York State Contract Reporter, Railway Age, Progressive Railroading, the minority publications, El Diario and the Daily Challenge, and on the Metro-North Railroad Website. On March 21, 2013, three technical and cost proposals were received from the firms: Brookville Equipment Corporation, Progressive Rail Services, and Transportation Technology, Inc.

A Selection Committee comprised of six members representing Metro-North's Mechanical, Capital and Procurement & Material Management Departments evaluated the proposals using a two phase approach. The criteria in order of importance for selection established in the RFP are as follows:

Phase 1: Technical Proposal

1. Demonstrate understanding of the Technical Specification Requirements
2. Past Experience and performance on similar projects
3. Demonstrate capability and financial resources to perform the assigned Scope of Work in the time projected

Staff Summary



Phase 2: BAFO

1. Cost
2. Technical Merit
3. Schedule (Six (6) GP35 with Alternate)
4. Proposed Alternate

After the Selection Committee's evaluation of all three proposals under Phase 1 which included presentations by each proposer and question and answer session(s), each committee member scored each proposal against the Phase 1 criteria. Based upon numerical overall evaluations of all proposals received, a shortlist was established and two firms, Brookville Equipment Corporation and Progressive Rail Services, were selected for Phase 2 evaluation and asked to provide their Best and Final Offer (BAFO).

As part of their BAFO, each short listed proposer was requested to submit an alternate cost for overhauling an additional GP35 locomotive (a total of seven GP35's), the original scope-of-work called for six GP35s and one GP8 Locomotive.

On May 31, 2013, BAFO proposals were received from both Progress Rail and Brookville. After reviewing the BAFOs, the Selection Committee unanimously agreed that Brookville provided the best overall proposal for the required overhaul. Brookville's cost for all seven GP35 Locomotives was \$369,304 or 21% per unit lower than Progress Rail's. In addition, Brookville's revised their schedule indicating a 2.5 month improvement in the overhaul's program schedule.

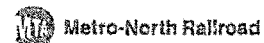
The alternate proposal added a seventh GP35 Locomotive in place of a GP8 Locomotive for which MNR will receive a credit of \$40,000 from Brookville for the GP8's salvage value. It is therefore recommended that the MTA Board approve the selection of Brookville Equipment Corporation for the overhaul of seven GP35 Locomotives. The overhaul of the seven locomotives will begin upon award of the contract and is estimated to be for 32 months.

III. D/M/WBE INFORMATION: The MTA Department of Diversity and Civil Rights did not established MBE or WBE goals for this contract.

IV. IMPACT ON FUNDING: The total cost for this overhaul effort is not-to-exceed \$9,685,547. This contract will be funded by MNR's Operating budget.

V. ALTERNATIVES: None. MNR does not have the manufacturing capability to overhaul these locomotives.

**Schedule I: Modifications to Purchase and
Public Works Contracts**



Item Number: **I**

Vendor Name (& Location) Georgetown Rail Equipment Company, Georgetown, TX	
Description Self-Propelled Slot Train	
Contract Term (Including Options, if any) April 8, 2013 through May 31, 2013	
Option(s) Included in Total Amount? ☐ Yes ☒ No	
Procurement Type ☒ Competitive ☐ Non-competitive	
Solicitation Type ☐ RFP ☒ Bid ☐ Other:	
Funding Source ☒ Operating ☐ Capital ☐ Federal ☐ Other:	
Requesting Dept/Div & Dept/Div Head Name: Procurement & Material Management, Anthony J. Bombace Jr. <i>[Signature]</i>	

Contract Number I-25246	AWO/Modification # 1
Original Amount:	\$225,000
Prior Modifications:	\$0.00
Prior Budgetary Increases:	\$0.00
Current Amount:	\$225,000
This Request:	\$1,335,208
% of This Request to Current Amount:	493%
% of Modifications (Including This Request) to Original Amount:	0%

Discussion:

Approval is requested to extend an existing (competitively solicited and awarded in February 2013) contract with Georgetown Rail Equipment Company (GREX) who is currently providing Self Propelled Slot Train (SPS) services throughout the MNR Operating Territory. The SPS is an articulated excavator which sits securely on the floor of modified gondola cars and has the freedom to move up and down the entire length of the consist. The SPS is used primarily for tie, rail and other track material pick-up and cleanup along the Right-of-Way. The present work being performed by GREX is on schedule and on budget and the train's functionality in cleaning the MNR Right-of-Way has been very effective. The extension of this program shall provide support to the Bronx infrastructure improvement project as well as future right-of-way cleaning programs.

At this time, a contract change is required to extend MNR's contract with GREX by an additional fifty-six weeks. In consideration of the additional time, GREX reduced their fixed weekly price by 10.5% (\$23,843 per week from \$26,343 per week). The extended duration of the Slot train program was not included under the original competitive solicitation as the need for the Bronx project and an extended right-of-way clean-up program had not yet been identified. As there is limited availability for this type of equipment nationally, MNR has elected to not re-advertise for these services as it believed that it would yield no additional savings or efficiencies to the Railroad. All other contract terms and conditions remain unchanged and in effect. Metro-North reserves the right to cancel this contract at any time. The total cost of this change is not-to-exceed \$1,335,208. This contract change is to be funded by the MNR Operating Budget.



Staff Summary

Item Number: 3

Vendor Name (& Location)	
EMC ² Corporation, 2 Penn Plaza, New York, New York	
Description	
Expansion and Maintenance of the LIRR/MNR/BSC SANs	
Contract Term (including Options, if any)	
August 1, 2013 to July 31, 2018	
Option(s) included in Total Amount? ☐ Yes ☒ No	
Procurement Type	
☒ Competitive ☐ Non-competitive	
Solicitation Type	
☐ RFP ☐ Bid ☒ Other: Ride of NYSOGS Contract	

Contract Number	Renewal?
130612IT4-L-Y	☒ Yes ☐ No
Total Amount Total - NTE \$8,745,171.00	
MTA LIRR - \$ 4,454,399.00	
MTA MNR - \$ 2,741,909.00	
MTA BSC - \$ 1,548,863.00	
Funding Source	
☒ Operating ☐ Capital ☐ Federal ☐ Other:	
Requesting Dept/Div & Dept/Div Head Name:	
Mark Young, Acting CIO	
Contract Manager:	
R.A. Mack/Jack Latterner	

I. PURPOSE/RECOMMENDATION:

LIRR on behalf of itself, Metro-North Railroad ("MNR") and MTA Business Service Center ("BSC") requests approval to award a contract in the not to exceed amount of \$8,745,171.00 to EMC² Corporation ("EMC²") utilizing New York State Office of General Services (OGS) Contract PT60953. This award is for the maintenance and support of the Agencies' Storage Area Networks (SANs) for a five-year period, and also covers the expansion and upgrade of the SANs over the next five years.

II. DISCUSSION:

The primary function of the SANs is to manage the growth in data storage. Additionally, the data center, on an application level, acts as a backup disaster recovery site in order to allow processing to be "swapped" to other facilities as circumstances warrant.

LIRR stores data for applications such as the Ticket Selling System; Schedules and Fares; CTAMS; CAMS; Oracle databases; email notifications for customers and train crews; VMware server virtualization; and Exchange 2010 email, including Blackberry service. Additional critical applications stored on the SANs are the Ticket Selling System (TSS) that supports the Ticket Vending Machines, the KRONOS Time and Attendance application, the Resource Process Control Scheduling System (RPCS), the MAXIMO Corporate Asset Management System, and the Microsoft Outlook Mail and Calendar Systems, including the Enterprise Vault archiving system.

LIRR negotiated a single Master Agreement covering LIRR, MNR and MTA Business Service Center's requirements including the purchase of new EMC² products required for the expansion of the SAN's, and maintenance and support of the SAN over a five year period at a reduced rate. LIRR further negotiated favorable discounts from EMC² off their published pricing under their New York State Office of General Services Contract ("NYSOGS") Contract Number PT60953 for both new products and maintenance and support services. In some instances, EMC² provided a 60% price discount compared to the standard 25% discount under the NYSOGS Contract. As such, pricing is deemed fair and reasonable.

III. M/WBE INFORMATION

DDCR has established goals for this contract as follows: MBE = 4.0% / WBE = 4.0%

IV. IMPACT ON FUNDING

The funding for this project is included in LIRR's Operating Budget.

V. ALTERNATIVES

LIRR does not have the skilled personnel, nor the specialized equipment needed to perform the support services portion of the contract. Therefore, it is necessary to contract with a qualified third-party provider for this equipment and the maintenance services.

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

Staff Summary



Long Island Rail Road

Page 1 of 2

Item Number: 2					
Dept & Dept Head Name: Procurement & Logistics, Dennis Mahon					
Department Head Signature & Date					
Division & Division Head Name: Engineering, Kevin Tomlinson					
Division Head Signature & Date					
Board Reviews					
Order	To	Date	Approval	Info	Other
1	LI Committee	7.22.13			
2	MTA Board	7.24.13			
Internal Approvals					
Order	Approval	Order	Approval		
6	President	3	VP/CFO		
5	Executive VP	2	Sr. VP/Operations		
4	VP/Gen'l Counsel & Sec'y	1	Sr. VP/Administration		

SUMMARY INFORMATION	
Vendor Name	Contract Number TBD
Loram Maintenance of Way, Inc.	
Description	
Rail Grinding - Joint Procurement with MNR & NYCT	
Total Amount \$3,220,072	
LIRR = \$494,280 (Capital, Federal)	
MNR = \$667,752 (Operating, Federal)	
NYCT = \$2,058,040 (Operating)	
Contract Term (Including Options, if any)	
4 - 6 mos.	
Options(s) included in Total Amount: ☐ Yes ☒ No	
Renewal? ☐ Yes ☒ No	
Procurement Type	
☒ Competitive ☐ Non-Competitive	
Solicitation Type	
☐ RFP ☐ Bid ☒ Other: Competitive Negotiation	
Funding Source	
☒ Operating ☒ Capital ☒ Federal ☐ Other:	

I. PURPOSE/RECOMMENDATION

LIRR, on behalf of itself, Metro-North and New York City Transit (the Agencies) requests approval to award a negotiated Public Work Contract to Loram Maintenance of Way, Inc. (Loram) in the not-to-exceed amount of \$3,220,072 to provide Self-Propelled Rail Grinding Machine Services (Equipment & Personnel) at various points along the Agencies' rights of way.

II. DISCUSSION

Wheel/rail interface is critical to the operation and safety of trains. Rail grinding is an effective maintenance practice used to restore worn rail to its optimal profile, and thereby improve wheel/rail contact. Grinding is a proven method to reduce rail wear, extend the surfacing cycles, lower fuel/power consumption, reduce broken rails and maximize the value of rail assets. Rail grinding utilizes self-propelled, automated, mechanized pieces of equipment, referred to as Rail Grinders. Loram's forces will work under the supervision and at the direction of the Agencies' track personnel along Agencies' rights of way.

LIRR advertised in the New York State Contract Reporter and the NY Post its intention to procure grinding services using the competitive bid process. In addition to the advertisement, six firms were solicited, however, only Loram submitted a bid for the work. When vendors were queried as to why they did not submit bids, several responded that their (i) particular equipment did not meet all of the requirements of the specs, or (ii) existing equipment was already committed on long term leases to other railroads. Based upon a single response and in accordance with the provisions of the MTA All-Agency Guidelines, the competitive bid was converted into a negotiated procurement.

Loram's base proposal for rail grinding was higher than for previous contracts with the Agencies. The increase was attributed to the following: (i) increase in NYS Prevailing Wages (from \$51.78/hour to \$60.15/hour -- 16.2% increase) (ii) a 5.9% increase in Consumer Price Index, (iii) Loram increased crew size to 3 employees to provide better reliability, maintenance and safety on these labor intensive machines. LIRR also negotiated a rate structure providing for six and eight-hour day options to help reduce potential overtime costs by 6%. Further, Loram has certified that the Agencies are receiving their "Most Favored Customer" pricing for this work. As a result Loram's pricing for the Agencies is determined to be fair and reasonable.

III. D/M/WBE INFORMATION

The MTA Department of Diversity and Civil Rights has assigned 0% MBE, and 0% WBE Goals for this contract.

Staff Summary



Long Island Rail Road

Page 2 of 2

IV. IMPACT ON FUNDING

This contract will be funded by Agency Operating, Capital & Federal funds, as applicable.

V. ALTERNATIVES

There is no viable or economically feasible alternative other than contracting with a qualified 3rd party as the Agencies do not have the appropriate equipment, skill sets or necessary manpower to perform this Rail Grinding work.

[THIS PAGE INTENTIONALLY LEFT BLANK]



Staff Summary

Page 1 of 2

Subject Omnibus Budget Modifications to 2010-2014 Capital Program
Department Office of the Executive Vice President
Department Head Name Robert Bergen
Department Head Signature
Program Officer Name

Date July 24, 2013
Vendor Name
Contract Number Various
Table of Contents Ref #

Board Action					
Order	To	Date	Approval	Info	Other
1	NYCT Committee	7/22	X		
2	Finance Committee	7/22	X		
3	MTA Board	7/24	X		

Internal Approvals			
Order	Approval	Order	Approval
1	Chief Capital Budget Officer	5	Acting SVP of Finance
2	SVP Capital Program Mgmt	6	Executive VP
3	VP Material	7	Acting President
4	SVP Buses		

Purpose:

To obtain MTA Board approval to amend the NYC Transit portion of the 2010-2014 Capital Program for certain projects. Approval is sought to add three new projects to the capital program and to expand the scope of two existing capital projects. The total cost of these modifications is \$48.1 million, and will be funded from program savings.

Discussion:

NYC Transit has identified a variety of new capital needs that have emerged since the original approval of the 2010-2014 Capital Program. As described below, the MTA Board is requested to add three new projects to the capital program, and expand the scope of two existing projects in the approved capital program. These changes are consistent with the MTA-wide capital program amendment that will be brought before the Board, and reflect the most time-sensitive items that require Board action.

1. Replacement of ATS-A and CBTC Status Boards at RCC (new project, \$7.2 million): This project will replace the existing large screen displays at the Rail Control Center (RCC) with new technology displays. These screens interface with the Automatic Train Supervision, A-Division (ATS-A) and Communications-Based Train Control (CBTC) to display the positions of trains in real-time. The existing screens date back to the original ATS-A project, which was awarded in 1997. The screens have exceeded their useful lives and are based on obsolete technology; as a result, vendors and spare parts are no longer available to keep them in service. The total cost of this project is \$7.2 million.

2. ATS-A: Replacement of Hardware and Operating System (new project, \$5.9 million): The ATS-A computer hardware, operating system, and database software have reached their end of life. The existing hardware and software dates back to the same original ATS-A project, which was awarded in 1997. Product support or replacement parts are no longer available. This project will upgrade both the server and workstation hardware and software to ensure continued support for this mission-critical system. The total cost of this project is \$5.9 million.

3. Mentoring Program – Help Points (new project, \$11.0 million): This project will fund the installation of Help Points at 16 stations via the Small Business Mentoring Program (SBMP). Help Points are highly visible customer intercom devices intended to provide customer information and emergency response. These stations are in addition to the 102 stations that were previously approved for Help Point installation, as per Board action in September 2012. The total cost of this project is \$11.0 million.

The legal name of MTA New York City Transit is New York City Transit Authority



Staff Summary

4. **Station Components program (scope change, \$24.0 million):** This action will expand the scope of the 2010-2014 Station Components program to perform additional component repair work at two stations on the Crosstown line (21 St and Greenpoint Av) and at five stations on the Broadway line (City Hall, Rector St, Whitehall St, Court St, and Jay St-MetroTech – formerly Lawrence St). This work will be performed while the stations are closed during night/weekend shutdowns being scheduled for Superstorm Sandy repairs in the Greenpoint and Montague under-river tubes. The station component work would otherwise be planned for the 2015-2019 capital program. By advancing the work to take advantage of the Sandy-related shutdowns, the work can be performed more cost-effectively and with less disruption to NYCT customers. The total cost of this scope addition is \$24.0 million. This additional work will awarded in combination with previously planned component work at some of the affected stations; the cost of the previously planned work is \$15 million, to be funded via existing 2010-2014 Station Components program funds.

5. **Purchase 285 Express Buses – Increase to 300 Buses (scope change, budget neutral):** This action increases the quantity of buses to be purchased by 15 units. On September 27, 2012, the Board adopted a resolution authorizing the use of a competitive Request for Proposal (RFP) in lieu of competitive bidding to award a contract for the purchase of 285 Over-the-Road Clean Diesel Express Buses with an option to purchase up to 15 additional Buses. Subsequent to the Board's approval of the Authorizing Resolution, a reassessment of the express bus requirements to support planned restoration of service resulted in a decision to include the option in the base requirement and to advertise the contract for the full 300 buses. Sufficient funds exist within the project for all 300 buses.

Alternatives:

The proposed modifications to the capital program reflect the most time-sensitive items that require Board action. Delaying approval of these items would fail to address the needs that these new projects and scope additions are intended to address.

Impact on Funding:

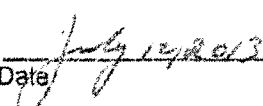
The total cost of these revisions is \$48.1 million. Funds are available in the 2010-2014 Authority-wide contingency, generally resulting from accumulated good bid savings in other projects.

Recommendation:

That the MTA Board approve the modification of the 2010-2014 Capital Program, including the addition of three new capital projects and scope revisions to two existing capital projects, estimated at a total of \$48.1 million. These changes are consistent with the MTA-wide capital program amendment that will be brought before the Board.

APPROVED FOR SUBMISSION TO THE BOARD


Carmen Blanco
Acting President


Date July 12, 2013

Schedule H: Modifications to Personal and Miscellaneous Service Contracts **New York City Transit**

Item Number: 2

Vendor Name (& Location) Giesecke & Devrient America, Inc. (Dulles, VA)	
Description Refurbishment and maintenance of three high speed mixed currency counters	
Contract Term (including Options, if any) October 1, 2007 – September 30, 2013	
Option(s) included in Total Amount? ☒ Yes ☐ No ☐ n/a	
Procurement Type ☐ Competitive ☒ Non-competitive	
Solicitation Type ☐ RFP ☐ Bid ☒ Other: Modification	
Funding Source ☒ Operating ☐ Capital ☐ Federal ☐ Other:	
Requesting Dept/Div & Dept/Div Head Name: Revenue Control, Alan Putre	

Contract Number 06F9428	AWO/Modification # 2
Original Amount: 761,988	
Options 1 and 2:	\$ 422,160
Total Amount	1,184,148
Prior Modifications:	\$ 0
Prior Budgetary Increases:	\$ 0
Current Amount:	\$ 1,184,148
This Request:	\$ 1,849,848 (Est.)
% of This Request to Current Amount:	156.2%
% of Modifications (Including This Request) to Total Amount:	156.2%

Discussion:

This modification is to extend the contract with Giesecke & Devrient America, Inc. (G&D) for four years plus two, one-year options for continued preventive and remedial maintenance and refurbishment of three high speed mixed currency counters. Award of the options will be subject to the approval of the Assistant Chief Procurement Officer.

In July 2007, the Board approved the award of a sole-source, six year miscellaneous service contract to G&D for \$761,988 to provide preventive and remedial maintenance for three G&D Model No. BPS-1100L-30 high speed mixed currency counters (currency counters). Two of these currency counters were purchased in 2002 and the third unit was acquired in 2004 as part of the construction of the Consolidated Revenue Facility (CRF). G&D is the manufacturer and sole provider of service for these currency counters. These high speed currency counters have numerous features such as automated mixed currency bank note recognition, counterfeit note detection, automated bank note strapping and the ability to process new U.S. currency designs. The work under this contract includes quarterly preventive maintenance to ensure that all three currency counters remain in good working order and remedial maintenance on an 'as-needed' basis.

Since award, one modification was issued to exercise the two, one year options for continued maintenance extending the contract from October 1, 2011 through September 30, 2013 for \$422,160. Under this modification, the Division of Revenue has requested a four year extension plus two, one year options for continued maintenance of these currency counters.

G&D submitted an initial proposal of \$2,026,668 for four years, plus two, one year options. This proposal reflected significant annual increases for maintenance due to the advanced age of the three currency counters. The useful life of a currency counter is 10 years and two of these currency counters have been operational for over 11 years and the third currency counter is nine years old.

Discussions with G&D resulted in the receipt of other proposals, all containing significant annual increases due to the age of the equipment. An alternative proposal that was requested to reduce the overall cost, while increasing the life of these currency counters, included a complete factory refurbishment of the currency counters to be performed by G&D at their Dulles, Virginia facility. This solution includes a loaner currency counter that would be used by Revenue while the currency counters undergo the refurbishment process. The cost to refurbish all three currency counters is \$495,000, which is approximately 25% of the cost for three new units. The overhaul includes a complete system factory refurbishment and technology upgrade with components and software updates. The annual cost to maintain a refurbished unit is \$3,430 or 4.6% less than the amount charged by G&D for maintaining a new currency counter. For the long term maintenance, the cost will be \$1,354,848 for the six years. This amount represents an average annual increase of 2.7% versus 3.5% under the previous contract and is less than the average annual increase of 3.2% as shown in the CPI. The total cost for this solution at \$1,849,848 (\$495,000 + \$1,354,848) versus the original proposal of \$2,026,668 (preventive and remedial maintenance only) represents a savings of \$176,820 and will ensure the availability of these currency counters through 2019. Based on the aforementioned, Procurement finds G&D's price of \$1,849,848 to be fair and reasonable.

Schedule E: Miscellaneous Procurement Contracts



New York City Transit

Item Number: 1

Vendor Name (& Location)	
Ansys Incorporated (Canonsburg, PA)	
Description	
Renewal of software support for Fluent software	
Contract Term (including Options, if any)	
Three years	
Option(s) included in Total Amount?	☐ Yes ☐ No ☒ n/a
Procurement Type	
☐ Competitive ☒ Non-competitive	
Solicitation Type	
☐ RFP ☐ Bid ☒ Other: Sole source	

Contract Number	Renewal?
13039	☒ Yes ☐ No
Total Amount:	\$115,791 (NTE)
Funding Source	
☐ Operating ☐ Capital ☐ Federal ☒ Other: Capital Reimbursable	
Requesting Dept/Div & Dept/Div Head Name:	
Technology & Information Services, Sidney Gellineau	

Discussion:

This three-year contract is for software support for four Fluent Computational Fluid Dynamics (CFD) software licenses used to model air flow patterns in stations and tunnels. Ansys Inc. (Ansys) is the sole licensor for CFD software and is the only provider of support.

The National Fire Protection Association requires that a software program be used in evaluating multi-dimensional airflow dynamics of smoke patterns of station and tunnel fires. CFD is an advanced three-dimensional computer modeling tool that is used to analyze complex airflow and heat transfer phenomena. CFD can predict gas (air, smoke, pollutants) velocity, temperatures, pressures, concentrations, heat transfer, mass transfer, etc., using a numerical simulation tool to model air flow patterns for stations and tunnels. CFD software enables NYC Transit's Capital Program Management (CPM) to perform advanced numerical analysis in designing NYC Transit's fan plants for ventilation and fire safety in stations and tunnels. CPM has been using CFD software for over 15 years. It would not be cost effective or technically practical to train staff on a different software application.

NYC Transit requires its consultants to use CFD software in the design of major projects. NYC Transit uses CFD software to perform additional air flow modeling after the consultants submit their designs. Support for CFD licenses includes: updated software releases and patches, 24/7 customer support and access to Ansys' Customer Portal to perform searches on technical issues.

Ansys submitted a price of \$115,791, which reflects an initial 3% increase followed by annual increases of 5% for Years 2 and 3. Support will be paid annually for Year 1- \$36,730; Year 2 - \$38,566 and Year 3 - \$40,495. Ansys' renewal price for the first year of support is based on 20% of the acquisition price for a new software license, which for this contract represents a 3% increase over the previous Year 3 amount of \$35,699, followed by annual increases of 5%. This form of pricing is consistently applied to all customers regardless of the number of licenses. This is the same pricing policy that was applied in 2010, the last time NYC Transit renewed support for CFD licenses. Based on this explanation, Ansys' three year price for support is considered fair and reasonable.

Schedule G: Miscellaneous Service Contracts



Item Number: 5-6

Vendor Name (& Location) Medical Transportation Management, Inc. (Lake Saint Louis, MO) Corporate Transportation Group, Ltd. (Brooklyn, NY)	
Description Broker Car Service for Paratransit	
Contract Term (Including Options, if any) Three years with a two year option	
Option(s) included in Total Amount? ☐ Yes ☒ No ☐ n/a	
Procurement Type ☒ Competitive ☐ Non-competitive	
Solicitation Type ☒ RFP ☐ Bid ☐ Other:	

Contract Number RFP No. 20733		Renewal? ☒ Yes ☐ No
Total Amount: \$179,074,760 (Est.)		\$106,206,745 (MTM) \$72,868,015 (CTG)
Funding Source ☒ Operating ☐ Capital ☐ Federal ☐ Other:		
Requesting Dept/Div & Dept/Div Head Name: Department of Buses, Darryl Irick		

Discussion:

These miscellaneous service, estimated quantity contracts are for the provision of Broker Car Service for Paratransit Access-A-Ride (AAR) customers.

In December 2011, Request for Proposals (RFP) #20733 was competitively solicited for AAR service identified as "Broker Car Service for Paratransit" following a successful pilot initiative that began in January 2011. A "Broker" program utilizes one contractor to schedule and dispatch pre-arranged trips for Paratransit's ambulatory passengers through a non-dedicated subcontractor network of livery and black car service providers. The use of a non-dedicated service provides a cost benefit to NYC Transit in that Paratransit does not bear the direct responsibility for maintenance of the vehicles and other operating costs, as is the case with the dedicated Primary Carrier service (16 Contractors solely dedicated to the provision of ADA paratransit service, utilizing and maintaining NYC Transit-provided vans and sedans for the AAR program) for Paratransit. Historically, Broker program pricing has been on average 39% lower than the Primary Carrier service, with average per trip pricing of \$32 and \$53, respectively.

The term of the Contracts is three years with an option to extend for up to an additional two years. Board approval will be sought if NYC Transit wishes to exercise its option. Approximately six million trips will be completed within the three year term. Pricing shall remain fixed for the base and option years.

The evaluation criteria for this RFP, listed in descending order of importance, were as follows: Overall Technical Qualification to provide Broker service, Overall Price for Trips and Other Relevant Matters. The solicitation was structured to facilitate NYC Transit's desire to make multiple awards based on a 60%/40% split of the total number of trips, unless pricing received for 100% from a single Proposer was significantly lower than the second lowest Proposer to offset the benefits of a split award. Two contracts benefit the Authority in that a backup provider is available to provide service and competition is cultivated for future related procurements.

Procurement performed an extensive outreach which resulted in 56 companies attending the pre-proposal conference and 23 proposals being submitted in response to the RFP. Following the Selection Committee's review, 16 proposals were eliminated immediately as the Proposers failed to demonstrate an adequate level of understanding of the Broker program. The remaining seven Proposers were invited for oral presentations. Subsequent to oral presentations, four Proposers were eliminated as the Selection Committee determined that these Proposers lacked experience in the Broker program and did not articulate a satisfactory management approach. The Selection Committee determined that remaining companies: Corporate Transportation Group (CTG, the incumbent), Medical Transportation Management (MTM, woman-owned firm certified in Missouri), and MV Transportation (MVT), were technically qualified and demonstrated relevant experience with the Broker program. These three companies were invited to participate in negotiations.

A series of negotiations centered on the variety of elements which made up the price per trip, with the goal of achieving an overall reduction in the weighted average cost per trip (WACPT). During the course of negotiations, interim pricing was submitted and evaluated to ensure substantive price reductions. BAFOs were received on June 4, 2013. The total estimated three-year pricing for 100%, 60% and 40% and corresponding WACPT for each Proposer is as follows:

Proposer	100%	WACPT	60%	40%	WACPT
MTM	\$176,113,846	\$29.48	\$106,206,745	\$70,799,364	\$29.62
CTG	\$178,525,526	\$29.88	\$109,308,975	\$72,868,015	\$30.49
MVT	\$196,131,825	\$32.83	\$119,528,290	\$79,680,476	\$33.34

Discussion Cont'd

The Selection Committee evaluated the BAFOs in accordance with the evaluation criteria. CTG, MTM and MVT all had high technical ratings with CTG ranked slightly higher than MTM. The difference in price for an award of 100% of the estimated trips to a single contractor was not significant enough to outweigh the benefit of a split award. The Selection Committee unanimously voted to make a split award with 60% to MTM and 40% to CTG, based on MTM's lower price, notwithstanding CTG's slightly higher technical ranking. MTM's 60% proposal is \$3,102,230 or 2.8% lower than CTG's 60% proposal. Both MTM and CTG are financially qualified to perform the work at the recommended award amounts. Prices from both are considered fair and reasonable.

Staten Island inter-borough trips are included in this new Contract, whereas the existing contract does not include either Staten Island intra- or inter-borough trips. A comparison of the combined WACPT of \$28.79 (MTM at 60% volume and CTG at 40% volume) for the new Contract excluding SI inter-borough trips, compared to the WACPT of \$32.00 for the existing contract is \$3.21 or 10% less. This equates to an approximate price reduction of \$19.2 million from the existing contract. It should be noted that the combined WACPT of \$29.97 (including SI inter-borough trips) is \$2.03 or 6.3% lower than the existing contract. Under these new Contracts, Broker program pricing will be on average, 43.5% lower than Primary Carrier service with an average per trip price of \$29.97 compared to \$53 for Primary Carrier service.

Through negotiations, from the initial proposals to the BAFOs, the WACPTs for MTM and CTG were reduced by \$2.71 and \$2.11 respectively. Based on the estimated number of trips for the three year term, this represents an estimated savings of \$14.7M.

Staff Summary



New York City Transit

Page 1 of 2

Item Number 2					
Division & Division Head Name: VP Material, Stephen M. Plochocki					
Division Head Signature & Date					
<i>MK for Sme 7/5/10</i>					
Board Reviews					
Order	To	Date	Approval	Info	Other
Internal Approvals					
Order	Approval	Order	Approval		
1	Material	5 X	Buses		
2 X	Law	6	Executive VP		
3 X	Capital Budget	7	President		
4 X	DDCR	8			

SUMMARY INFORMATION	
Vendor Name Prevost Car (US), Inc.	Contract Number B-40657
Description Furnish and Deliver 300 Over-the-Road Clean Diesel Express Buses.	
Total Amount \$164,838,002	
Contract Term (Including Options, if any) August 15, 2013 - February 14, 2021	
Option(s) Included in Total Amount?	☒ Yes ☐ No
Renewal?	☐ Yes ☒ No
Procurement Type ☒ Competitive ☐ Non-competitive	
Solicitation Type ☒ RFP ☐ Bid ☐ Other:	
Funding Source ☐ Operating ☒ Capital ☐ Federal ☐ Other:	

I. PURPOSE:

To obtain Board approval for NYC Transit to award contract B40657 to Prevost Car (US), Inc. to purchase, pursuant to subdivision 9 (g) of Section 1209 of the Public Authorities Law, 300 Over-the-Road Clean Diesel Express Buses and related items such as spare parts, special tools and equipment, diagnostic testing, technical documentation and training.

II. DISCUSSION:

On September 27, 2012, the Board adopted a resolution authorizing the use of a competitive Request for Proposal (RFP) in lieu of competitive bidding to award a contract for the purchase of 285 Over-the-Road Clean Diesel Express Buses with an option to purchase up to 15 additional Buses. Subsequent to the Board's approval of the Authorizing Resolution, a reassessment of the express bus requirements to support planned restoration of service resulted in a decision to include the option in the base requirement and to advertise the contract for the full 300 buses.

The solicitation, which contained language that would allow the award to be split if certain pre-established criteria were met, was advertised on January 14, 2013 at which time eight bus manufacturers were directly contacted. Pursuant to the statutory framework, the selection criteria, listed in descending order, were as follows: Overall Project Cost, New York State Content, Overall Quality of Proposer and Product and Other Relevant Matters. Delivery time, while not part of the selection criteria, was required to be completed within 130 weeks from notice of award. Selection Committee members were drawn from NYC Transit - Department of Buses (DOB), Procurement, Capital Planning & Budget and MTABC Operations Planning.

Three express bus manufacturers [DesignLine Corporation (DesignLine), Motor Coach Industries, Inc. (MCI) and Prevost Car (US), Inc. (Prevost)] attended the pre-proposal conference which was held on January 28, 2013. Initial proposals were received on March 27, 2013 from all three of these express bus manufacturers. It should be noted that this is the first time that NYC Transit has had competition for this bus type.

After review of the initial proposals by the Selection Committee, both MCI and Prevost were invited for oral presentations and DesignLine was advised that it was no longer in consideration for award because of its limited experience manufacturing Over-the-Road Clean Diesel Express Buses. Oral presentations were held on April 9 and April 10, 2013 with MCI and Prevost respectively. Negotiations were conducted on May 14 and May 15, 2013 with MCI and Prevost respectively and centered on the current performance of each bus manufacturer's respective fleet(s), pricing, alternate proposals, exceptions/deviations/clarifications to the technical specifications and the terms & conditions.

Staff Summary

BAFOs were received from both MCI and Prevost on June 7, 2013. The table below illustrates the final evaluation of the BAFO pricing.

	MCI	Prevost	Difference
Average Price per bus (300 buses)	\$566,309.50	\$552,168.01	(\$14,141.49)
Net Debits/Credits for Selected Alternatives	\$1,197.00	(\$2,708.00)	(\$3,905.00)
Average Bus Price including alternatives	\$567,506.50	\$549,460.01	(\$18,046.49)
New York State Content %	15.47%	21.56%	6.09%
Evaluative Credit for New York State Content	(\$39,432.22)	(\$54,946.00)	(\$15,513.78)
Evaluative Credit for Overall Quality of Proposer and Product	(\$43,407.34)	(\$39,561.12)	\$3,846.22
* Other Evaluative Debits/Credits	(\$300.00)	\$1,578.64	\$1,878.64
Final Average Bus Price in Evaluative Dollars	\$484,366.93	\$456,531.53	(\$27,835.41)

* This represents the net value of credits and debits utilized to value the differences between the proposers' BAFOs.

The Selection Committee reviewed the two BAFOs in accordance with the evaluation criteria and unanimously recommended award of the entire contract for 300 Buses to Prevost because Prevost's significantly lower price and larger New York State Content outweighed MCI's marginally higher technical evaluation.

In comparing the BAFOs of MCI and Prevost, it should be noted that Prevost's unevaluated average price per bus of \$549,460 is \$18,047 (3.18%) less than MCI's unevaluated average price per bus of \$567,507; Prevost's evaluative price of \$456,532 is \$27,835 (5.75%) lower than MCI's evaluative price of \$484,367. The final award amount of \$164,838,002 is \$5,403,947 less than MCI's total price, \$8,920,975 (5.13%) below Prevost's initial proposal of \$173,758,977 and \$13,661,998 (7.65%) below DOB's estimate of \$178,500,000. The award will consist of \$164,247,600 for the 300 buses, \$183,324 for qualification testing, diagnostic tools and manuals, \$108,000 for an estimated quantity of training and \$299,078 for capital spares. Procurement, DOB and the Cost/Price Analysis Unit have determined the final price to be fair and reasonable.

Prevost's two pilot buses are scheduled to be delivered in February 2014. One of the pilot buses will be used for in-service testing while the other will be used for configuration audit and qualification testing. The delivery of the production buses is scheduled to begin in September 2014 and to be completed in February 2016.

Prevost has committed to meeting a New York State Content of 21.56%. In addition to sourcing materials and services from New York State companies, Prevost will utilize a manufacturing facility in Plattsburgh, NY. This facility was built in 2009 by an affiliated company, Nova Bus, a Division of Prevost Car (US), Inc., for the manufacture of both 40-foot and 60-foot low floor transit buses. Prevost's plan includes the repurposing of underutilized space within the Plattsburgh facility and expanding the Plattsburgh facility to accommodate a production line for Prevost to build Over-the-Road Clean Diesel Express Buses.

Payment Terms: The following payments will be made within 30 days (as per the New York State Prompt Payment Guidelines) after each of the following events: 10% of the value of 300 buses at Notice of Award; 15% of the value of 300 buses upon Delivery of the pilot buses; 55% of the price per bus upon issuance of Release for Shipment; 18% of the price per bus at Acceptance of each bus; 1% of the price per bus upon Acceptance of approved manuals; 1% of the price per bus upon Acceptance of the training deliverables. The 10% and 15% payments will be fully collateralized.

III. MBE/WBE:

Goals of 10% MBE and 10% WBE have been established for this contract. Prevost has submitted a good faith effort to the Department of Diversity and Civil Rights (DDCR) and has committed to expanding its outreach program to identify additional MBE/WBE companies to support Prevost's production and deliverables on this contract. Prevost has also agreed to establish a minority supplier development program that would create opportunities for New York State certified/based MBE/WBEs. Based on Prevost's implementation plan, approval was received from DDCR. DDCR and Prevost will continue to work collectively to maximize Prevost's ability to meet the goals set forth in this contract and future procurements.

IV. IMPACT ON FUNDING:

The Contract will be funded with 100% MTA funds. Approval of the scope change, from 285 to 300 buses, is included in the staff summary regarding Omnibus Budget Modifications to 2010-2014 Capital Program, which is to be presented to the July Board. Sufficient funds exist within the project for all 300 buses. A WAR certificate will be secured prior to award.

V. ALTERNATIVES:

Conduct another solicitation. This is not recommended as it is unlikely to result in better pricing and will seriously undermine NYC Transit's fleet plan and its ability to replace buses which have exceeded their 12-year useful life.

VI. RECOMMENDATION:

It is recommended that the Board approve the award of this competitively negotiated contract to Prevost Car (US), Inc. in the amount of \$164,838,002 to purchase 300 Over-the-Road Clean Diesel Express Buses and related items such as spare parts, special tools and equipment, diagnostic testing, technical documentation and training.

Schedule D: Ratification of Completed Procurement Actions



Item Number: 1

Vendor Name (& Location) Siemens Industry, Inc. (New York, NY)		Contract Number C-52127		Renewal? ☐ Yes ☒ No	
Description Furnish, install, integrate and test a Connection Oriented Ethernet network.		This request: \$28,777,000			
Contract Term (including Options, if any) Eighteen months		Funding Source ☐ Operating ☒ Capital ☒ Federal ☐ Other:			
Option(s) Included in Total Amount? ☐ Yes ☐ No ☒ n/a		Requesting Dept/Div & Dept/Div Head Name: Capital Program Management, Frederick E. Smith			
Procurement Type ☒ Competitive ☐ Non-competitive					
Solicitation Type ☐ RFP ☒ Bid ☐ Other:					

Discussion:

The MTA Security Program is developing an integrated Inter-Agency Electronic Security System (ESS) infrastructure to allow for commonality across all MTA agencies, as well as direct communication to NYC Police Department (NYPD). The ESS platform transmits data over NYC Transit's SONET network. The ESS is an infrastructure consisting of hardware and software that will integrate all NYC Transit legacy security subsystems as well as new applications onto a single platform. As part of this effort, NYC Transit recognized the need to expand the data transfer capability of its communications network to handle the large amount of data that will be transmitted by the ESS. The Connection Oriented Ethernet (COE) network consists of hardware and software that expands the current bandwidth of NYC Transit's existing communications network.

Contract C-52127 will furnish, install, integrate and test a COE network at various locations in the boroughs of The Bronx, Brooklyn, Manhattan and Queens. The contractor will upgrade NYC Transit's existing SONET network by integrating COE equipment at 221 sites. The work includes creating a core network of 24 main sites, connecting seven MTA centers to the core network and upgrading 190 ancillary locations, including all existing ESS locations. This project is funded in part by the US Department of Homeland Security 2008 Transit Security Grant Program.

An Emergency Declaration signed by all the agency presidents in December 2002 acknowledged that certain types of work, like the work contemplated in this project, include NYC Transit security sensitive information. The declaration allows for competition only to the extent practicable, in lieu of publicly advertised procurements open to any potential bidder. This Contract was publicly advertised utilizing a 2-step selection process whereby interested bidders were evaluated and selected by NYC Transit based on their technical expertise and integrity. This pre-selection process afforded NYC Transit the ability to control the distribution of its security sensitive information and have competition for this procurement. A total of twenty-eight (28) firms were pre-selected using this process. These pre-selected firms were all known contractors who had worked successfully with NYC Transit and/or other government agencies in projects with similar scopes of work. All of the firms were required to sign Non-Disclosure Agreements prior to receipt of bid documents.

Four bids were received. Siemens Industry, Inc. (Siemens) submitted the lowest bid of \$28,777,000, which is 19.7% less than the in-house estimate of \$35,855,477. A review of the bid breakdown indicates that Siemens fully understands the work and has addressed all areas of work in its bid. Based upon adequate price competition, Siemens' bid was found to be fair and reasonable. Siemens is currently performing work on NYC Transit Contract S-32748, Culver Test Track; and its performance is considered satisfactory.

Schedule H: Modifications to Personal and Miscellaneous Service Contracts



New York City Transit

Item Number: 7

Vendor Name (& Location)	
Palm Coast Data, LLC (Palm Coast, FL)	
Description	
Provide MetroCard extended sales fulfillment services	
Contract Term (including Options, If any)	
August 9, 2006 – August 8, 2013	
Option(s) Included in Total Amount?	☐ Yes ☐ No ☒ n/a
Procurement Type	☒ Competitive ☐ Non-competitive
Solicitation Type	☐ RFP ☐ Bid ☒ Other: Modification
Funding Source	
☒ Operating ☐ Capital ☐ Federal ☐ Other:	
Requesting Dept/Div & Dept/Div Head Name:	
Revenue Control, Alan Putre	

Contract Number	AWO/Modification #	
05F9218	3	
Original Amount:	\$	13,567,242
Option Amount:	\$	5,511,918
Total Amount:	\$	19,079,160
Prior Modifications:	\$	0
Prior Budgetary Increases:	\$	858,909
Current Amount:	\$	19,938,069
This Request:	\$	6,584,779 (Est.)
% of This Request to Current Amount:	33.0%	
% of Modifications (including This Request) to Total Amount:	39.0%	

Discussion:

This modification is to extend the contract term by two additional years from August 9, 2013 through August 31, 2015 for continued MetroCard extended sales fulfillment services.

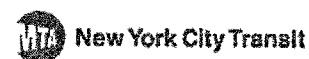
Fare media has traditionally been sold within the NYC Transit subway system at station booths and MetroCard vending machines. Beginning in 1997, MetroCards were distributed out-of-system through the MetroCard Extended Sales Merchant Network program, which now is comprised of over 4,300 MetroCard merchants located throughout the greater New York City area. The program offers customers a convenient alternative means to purchase MetroCards, especially those that are bus only customers. In 2012, there were 66,594 secured deliveries made of over 30 million MetroCards that were sold through this program accounting for \$312.5 million in sales revenue to NYC Transit. Contract pricing is based on estimated quantities of more than 30 different types of transactions related to ordering, packaging, shipping and payment for MetroCards.

In July 2006, the Board approved a five year competitively solicited contract to Kable News Company (Kable) to provide MetroCard extended sales fulfillment services for \$13,567,242, with an option to extend the contract term for two additional one year periods for \$5,511,918 for a combined total of \$19,079,160. In February 2009, the contract was assigned from Kable to Palm Coast Data, LLC, (Palm Coast) per a request made by their shared parent company.

Under this contract, Palm Coast is responsible for accepting orders by telephone, mail or fax and processing each order for shipment. A telephone customer service center is staffed to address the full range of MetroCard merchants' orders. Palm Coast is also responsible for providing secure warehousing, fulfillment, inventory management, payment processing, accounting and other related services.

This two year extension is being requested by Revenue to avoid a break in service and allow sufficient time to make work scope revisions, solicit and award a new multi-year contract. The wide range of services provided, combined with an extensive merchant network dictate an extended re-solicitation schedule. In discussions with Palm Coast, they agreed to continue to perform this work for the next two years at the same unit prices as the last four years. To support accepting Palm Coast's pricing, comparisons were made between the Consumer Price Index (CPI) and the Producer Price Index (PPI) for transportation, equipment and fuel for the period of May 2010 to the present, which show increases of 6%, 8% and 33%, respectively. Based on these levels of increases, Palm Coast's pricing for the two year extension is considered fair and reasonable. The estimated expenditure for this extension is \$6,804,888, which will be partially offset by the remaining contract balance of \$220,108, resulting in a net cost for this modification of \$6,584,779.

Schedule J: Modifications to Miscellaneous Procurement Contracts



Item Number: 3

Vendor Name (& Location)	
Autodesk, Inc. (San Rafael, CA)	
Description	
Constructware Web-based Project Management System	
Contract Term (including Options, if any)	
October 17, 2005 – July 31, 2013	
Option(s) included in Total Amount?	☒ Yes ☐ No ☐ n/a
Procurement Type	☒ Competitive ☐ Non-competitive
Solicitation Type	☐ RFP ☐ Bid ☒ Other: Modification
Funding Source	
☒ Operating ☐ Capital ☐ Federal ☐ Other:	
Requesting Dept/Div & Dept/Div Head Name:	
Capital Program Management, Frederick E. Smith	

Contract Number	AWO/Modification #
0519268	10
Original Amount:	\$ 766,822
Prior Modifications:	\$ 4,451,100
Prior Budgetary Increases:	\$ 0
Current Amount:	\$ 5,217,922
This Request:	\$ 1,136,167
% of This Request to Current Amount:	21.8%
% of Modifications (including This Request) to Original Amount:	728.6%

Discussion:

This modification is to extend the contract for an additional three years from August 1, 2013 through July 31, 2016 for continued use of the Constructware Web-based Project Management System (WPMS) for on-site consulting and training services, as well as out-of-pocket expenses.

In February 2005, MTAHQ received approval from the Board to award a five year plus three year option competitive All-Agency miscellaneous procurement, Contract No. 6-01-03153-0-0, to Emerging Solutions, Inc. d/b/a Constructware Corp. for a WPMS. WPMS was chosen to provide a centralized database in the management of MTA Capital Program design and construction projects and to assist in the automation of their work process, track assignments, manage correspondence and speed up review and approval of submissions.

Pursuant to Board approval, NYC Transit on October 17, 2005 awarded Contract No. 0519268 to Constructware Corp. in the amount of \$766,822 for Enterprise Licensing for the first year of the five year agreement, on-site consulting and training services, and out of pocket expenses. Since award, nine modifications have been issued for additional on-site consulting and training, assignment of the contract to Autodesk, Inc. and later MTAHQ's transfer of the contract to NYC Transit; and various extensions to coincide with the contract term, including the exercise of the three year option, and bring the contract to the current amount of \$5,217,922.

This Modification No. 10 will extend the contract with Autodesk for the use of WPMS for three years. NYC Transit currently has 356 construction projects that utilize WPMS. Additional projects, which will address Sandy Recovery and Resiliency work and Small Business Mentoring, will use Constructware WPMS.

Autodesk's proposal for an initially requested two year extension was \$1,252,680. Through negotiations, Autodesk agreed to reduce their annual licensing fee of \$538,200 to \$434,280, which is \$35,181 less than the current annual licensing fee of \$469,461, and later to \$334,395, if NYC Transit agreed to pay for a three year licensing fee of \$1,003,185 up front, instead of on an annual basis. The pre-payment arrangement results in a negotiated savings of \$405,198 over three years when compared to the current annual license fee. In addition to the licensing fee is 90 days of consulting and training services at \$236,119, which will be used on an as needed basis. The net effect of prepaying the software license fee up front is that NYC Transit will be able to extend the contract for three years at a cost of \$1,239,304 versus the original proposal of \$1,252,680 for two years. This cost will be partially offset by the remaining contract balance of \$103,137, resulting in a net cost for this modification of \$1,136,167. Based on the aforementioned, Autodesk's three year proposal was found fair and reasonable.

Staff Summary



New York City Transit

Page 1 of 2

Item Number 1					
Division & Division Head Name: VP Materiel, Stephen M. Plochochi					
<i>Handwritten signature and date 7/5/11</i>					
Board Reviews					
Order	To	Date	Approval	Info	Other
Internal Approvals					
Order	Approval	Order	Approval		
1	Materiel <i>WD</i>	2	President MTABC/SVP DOB <i>cc 7/11/11</i>		
2 X	Law	6	Executive VP <i>11/11</i>		
3 X	Budget	7/11/11	President, NYCT		
4 X	Capital Program Mgmt				

SUMMARY INFORMATION	
Vendor Name	Contract Number
RFP Authorizing Resolution	W-32366
Description	
700/800 MHz Radio system for the New York City Transit Authority Department of Buses and MTA Bus Company	
Total Amount	
TBD	
Contract Term (including Options, if any)	
50 Months	
Option(s) included in Total Amount? ☐ Yes ☒ No	
Renewal? ☐ Yes ☒ No	
Procurement Type	
☒ Competitive ☐ Non-competitive	
Solicitation Type	
☒ RFP ☐ Bid ☐ Other:	
Funding Source	
☐ Operating ☒ Capital ☒ Federal ☐ Other:	

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) for the 700/800 MHz Radio system for the NYC Transit Department of Buses (DOB) and MTA Bus Company (MTABC). This project will be managed by NYC Transit Capital Program Management (CPM).

DISCUSSION:

The purpose of this project is to design, furnish and install a new land mobile digital radio system in the 700/800 MHz band, servicing both DOB and MTABC to support 12,000 subscriber radio devices. Upon completion of this project, DOB and MTABC will share a common radio network, base station sites and a new unified Bus Command Center (BCC) that will be built under a separate procurement. The 700/800 MHz Bus Radio System project will outfit the BCC with all the bus dispatch consoles, radio equipment hardware and software necessary for a fully operational and functional Command Center Operating Theater that will be capable of supporting both voice and data traffic between the BCC and individual revenue and non-revenue support vehicles. A critical part of this project is the transition from the existing analog system to the new digital system in addition to retrofitting existing bus and vehicles with new mobile and portable radios.

The current DOB analog radio system utilizes 20 channels in the 800 MHz band. The operations span all the five boroughs of New York City, into Westchester and Nassau counties and Long Island. DOB also serves routes from Queens to Nassau County and from Staten Island to New Jersey. This system is more than 25 years old, technologically obsolete, and does not satisfy DOB requirements for quality of service and growth, including the addition of dispatching responsibility for MTABC. The MTABC analog radio system currently operates on nine channels in a leased 900 MHz band and utilizes a single transmission tower, located in Manhattan, covering Nassau County to the east, Westchester County to the north, and New Jersey to the West. After transitioning to the new radio system, the 900 MHz spectrum will no longer be used.

The new radio system will utilize a total of 22 channels in the 800 MHz band as well an additional 37 channels in the 700 MHz band, and will operate 24/7/365 to support personnel in buses and support vehicles, as well as portable radios.

The main features of the new digital radio system will be:

- Unified digital radio network for DOB and MTABC
- Flexible multimode radios that can accommodate simultaneous voice and data transmission.
- An open architecture design with complete scalability with increased capacity and functionality
- Ability to have both talk groups and one-on-one communications.

Staff Summary

A review of responses to a prior NYC Transit Request for Information (RFI) received in April 2013 identified various alternatives and configurations that meet the requirements of NYC Transit. Utilizing the RFP process will allow NYC Transit to evaluate alternatives as well as take into account proposals that can possibly shorten the project duration and introduce innovations that will be in keeping with NYC Transit's need to get the best possible contractor and solution at the best possible price. Maintaining current radio operations while transitioning to the new digital radio system will be an important requirement. Given the complex nature of this project, it is in the best interest of NYC Transit to be able to consider other factors such as technical expertise and alternative approaches to the work as well as past performance and experience on similar projects in order to determine which proposal offers the best overall value. In addition, the RFP process will allow NYC Transit flexibility to negotiate alternative contract terms and conditions that could potentially result in a lower overall cost for the project while still achieving NYC Transit's requirements.

ALTERNATIVES:

The use of a sealed bid process in which factors other than cost cannot be considered is not recommended as it does not provide the best flexibility in assessing the alternative means towards accomplishing this complex project. An RFP is a better means to evaluate different technical approaches and to enable the best consideration of alternative proposals. It is believed that a negotiated procurement in the context of a complex project would better serve the public interest and offer NYC Transit the best overall value.

IMPACT ON FUNDING:

This project is funded by the FTA and MTA and will be managed by NYC Transit under the MTA Capital Program.

D/M/WBE INFORMATION:

The Department of Diversity and Civil Rights has established a 3% DBE goal for this procurement.

[THIS PAGE INTENTIONALLY LEFT BLANK]

Schedule D: Ratification of Completed Procurement Actions

Item Number: **1** (Final)

Vendor Name (& Location) American Littoral Society, (Broad Channel, New York)		Contract Number MOU-13-60	Renewal? ☐ Yes ☒ No
Description Rulers Bar Wetland Mitigation for Project MP-06, Substructure and Underwater Work at the Marine Parkway-Gil Hodges Memorial Bridge		Total Amount: \$500,000.00	
Contract Term (including Options, if any) March 25, 2013 – March 24, 2018		Funding Source ☐ Operating ☒ Capital ☐ Federal ☐ Other:	
Option(s) included in Total Amount? ☐ Yes ☒ No		Requesting Dept/Div & Dept/Div Head Name: Engineering & Construction, Joe Keane, P.E.	
Procurement Type ☐ Competitive ☒ Non-competitive		Contract Manager: Brian A. Walsh	
Solicitation Type ☐ RFP ☐ Bid ☒ Other: Public Works Mitigation & Permit			

Discussion:

B&T is seeking the Board's ratification under the All-Agency Procurement Guidelines of a Memorandum of Understanding with the American Littoral Society (ALS) for a five-year wetlands restoration program to be performed as part of the Rulers Bar Marsh Islands Restoration Project (Rulers Bar) to comply with the express requirements of the permits issued to B&T by the United States Army Corps of Engineers (USACE) and the New York State Department of Environmental Conservation (NYSDEC) for B&T Project MP-06, Substructure and Underwater Work at the Marine Parkway-Gil Hodges Memorial Bridge (MPB). The Work of Project MP-06 includes the installation of scour protection materials at the bottom of the navigable waters in the Rockaway Inlet and is mandated by federal requirements imposed to ensure the structural integrity of "scour critical" bridges such as the MPB. The USACE and NYSDEC require B&T to mitigate the scour countermeasures that impact the channel bottom habitat by having ALS undertake off-site wetland restoration efforts at the Rulers Bar, a marsh island which is owned by the National Parks Service and located in Jamaica Bay.

ALS is dedicated to the study and conservation of aquatic life and its habitat and will be paid \$500,000 fee for mitigation planting of approximately 88,000 seedling plugs on the eight-acre marsh island. The permits require that B&T ensure an 85% plant survival rate and an 85% coverage rate at Ruler's Bar for at least three consecutive years after mitigation planting. Because B&T is required to mitigate only 5.04 acres, the size of the channel bottom habitat affected by B&T's scour countermeasures in the Rockaway Inlet around the MPB, the measurement of the 85% success rate criteria shall be based on 5.04 acres.

The Scope of Work for Contract MP-06 includes among other things the following: (i) restoration of scour protection at Piers 9 through 17; (ii) rehabilitation of all unsound concrete on all substructure elements; (iii) rehabilitation or replacement of all damaged bridge pier protection plates; and iv) rehabilitation or replacement of all of the bridge's fender systems structural elements. The permits allow B&T to perform the necessary scour countermeasure work, which is essential to maintain the structural integrity of the MPB. The \$500,000 compensation for the Rulers Bar wetlands mitigation is considered fair and reasonable. Funding is available in the 2010 - 2014 Capital Program and is to be charged to Project MP-06.

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

Item Number: **10** (Final)

Vendor Name (& Location) Hatch Mott MacDonald, NY Inc. (New York, New York)		Contract Number PSC-12-2913	AWO/Modification #
Description Design and Construction Support Services for Project BB-28, Phase II Rehabilitation of the Tunnel Walls, Roadway, Drainage, Ceiling and Fireline at the Brooklyn Battery Tunnel		Original Amount: \$2,702,411.00	
Contract Term (Including Options, If any) December 21, 2012 – March 20, 2014		Prior Modifications: \$0.00	
Option(s) Included in Total Amount? ☐ Yes ☒ No		Prior Budgetary Increases: N/A	
Procurement Type ☒ Competitive ☐ Non-competitive		Current Amount: \$2,702,411.00	
Solicitation Type ☒ RFP ☐ Bid ☐ Other:		This Request: \$4,862,545.00	
Funding Source ☐ Operating ☒ Capital ☐ Federal ☒ Other: Sandy		% of This Request to Current Amount: 179.9%	
Requesting Dept/Div & Dept/Div Head Name: Engineering & Construction/Joe Keane, P.E.		% of Modifications (Including This Request) to Original Amount: 179.9%	

Discussion:

As a result of Superstorm Sandy (Sandy), B&T is seeking the Board's approval under the All-Agency Guidelines For Procurement of Services to amend the contract with Hatch Mott MacDonald NY, Inc., (HMM) to perform tunnel restoration design services, including post storm inspections and completed damage recovery reports already provided, in the negotiated amount totaling \$4,862,545 which shall be included for FEMA reimbursement. The Declaration of Emergency issued by the President effective on October 29, 2012 authorized immediate action to provide the following: emergency and in-depth condition inspections; damage reporting; and the commencing of restoration design activities. B&T has committed \$900,000 for these activities to date.

Following the storm, B&T determined that it was judicious to engage professional services firms that were competitively selected prior to Sandy and where possible to utilize existing contracts for design and construction inspection wherever feasible to mitigate risk to the public, maintain critical transportation and evacuation infrastructure, truncate the duration of Sandy recovery and restoration and utilize pre-storm pricing. HMM was in the process of being awarded Contract PSC-12-2913 when Sandy occurred and its scope for the facility inspection and design work is similar to the post Sandy tunnel restoration design activities being currently undertaken. HMM has extensive tunnel design and restoration expertise both internationally and nationally and therefore represents the most qualified, cost effective and expeditious means of performing the required services at the Hugh L. Carey Tunnel (HLC), formerly known as the Brooklyn Battery Tunnel. Consistent with the Procurement Guidelines, this amendment constitutes a substantial change.

Sandy resulted in extensive flooding of both tunnel tubes entering through the HLC Manhattan Plaza via Morris Street, the Manhattan Blower Building and Manhattan Cellular Structure. Salt water, debris and contaminant laden floodwaters inundated the HLC thereby causing tunnel system failures and its closure for approximately two weeks. The HLC is a critical infrastructure facility, vital to the New York City and national economies. It is imperative that restoration and mitigation efforts be expeditiously undertaken to restore the tunnel to its pre-storm functionality and to prevent future flooding events. HMM's scope of services includes: (i) post storm emergency and in-depth inspections and damage reporting; (ii) structural restoration replacement designs for veneer ceiling, wall finishes, catwalk, railings, polymer panels, low tension cable ducts and rehabilitation of the curbs and gutters; (iii) electrical restoration replacement designs for tunnel lighting, traffic control, monitoring, communication, e-boxes, variable message sign, and lane usage systems; and (iv) mechanical and pumping equipment restoration replacement designs for life safety, fire stand pipe, heat tracing and fire extinguishers. Construction support services shall be negotiated at a future date.

Negotiations and discussions resulted in revisions to the scope and HMM submitting a proposal in an amount totaling \$4,862,545. The Engineer's estimate is in the amount of \$4,702,274. The proposal and estimate include an allowance for unanticipated design in an amount of \$500,000. B&T and HMM agreed to the amount of \$4,862,545, which is 3.4% above the estimate and is fair and reasonable. Funding is available in the 2010-2014 Capital Program (Sandy Restoration Program) Restoration/Recovery in the amount of \$4,862,545 (Projects ED 010228, ED 020228, ED 040243, ED 050230).

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

Item Number: 11 (Final)

Vendor Name (& Location) URS Corporation-New York (New York, New York)		Contract Number PSC-12-2920	AWO/Modification #
Description Comprehensive Tunnel Inspection and Design for Project QM-40, Tunnel Control at the Queens Midtown Tunnel		Original Amount:	\$ 3,206,383.44
Contract Term (Including Options, if any) February 15, 2013 – February 14, 2015		Prior Modifications:	\$ 0.00
Option(s) Included in Total Amount? ☐ Yes ☒ No		Prior Budgetary Increases:	\$ 0.00
Procurement Type ☒ Competitive ☐ Non-competitive		Current Amount:	\$ 3,206,383.44
Solicitation Type ☒ RFP ☐ Bid ☐ Other:		This Request:	\$ 3,977,373.88
Funding Source ☐ Operating ☒ Capital ☐ Federal ☐ Other: Sandy		% of This Request to Current Amount:	124%
Requesting Dept/Div & Dept/Div Head Name: Engineering & Construction, Joe Keane, P.E.		% of Modifications (Including This Request) to Original Amount:	124%

Discussion:

As a result of Superstorm Sandy (Sandy), B&T is seeking the Board's approval under the All-Agency Guidelines for Procurement of Services to amend the Contract with URS Corporation-New York (URS) to include structural, civil, electrical and mechanical designs, including services which have been performed, as well as structural hardening designs for Sandy restoration and mitigation services at the Queens Midtown Tunnel (QMT) in the negotiated amount totaling \$3,977,373.88. Following the storm, B&T determined that it was judicious to engage professional services firms that were competitively selected prior to Sandy and where possible to utilize existing contracts for design and construction support services to mitigate risk to the public, maintain critical transportation and evacuation infrastructure, truncate the duration of Sandy recovery and restoration and utilize pre-storm pricing. Consistent with the Procurement Guidelines this amendment constitutes a substantial change.

Sandy resulted in extensive tunnel flooding. Salt water, debris and contaminant laden flood waters from the East River and Newtown Creek overflowed their banks and entered the tunnel through the Queens Plaza and Queens Ventilation Building. The QMT is a critical infrastructure facility, vital to the New York City, Long Island and national economies. It is imperative that restoration and mitigation efforts be expeditiously undertaken to restore the tunnel to its pre-storm functionality and prevent future flooding events. The Consultant selection process was underway for Contract PSC-12-2920 when Sandy occurred and its scope was similar to the post Sandy tunnel inspection and restoration design activities currently being undertaken. Therefore, B&T requested URS to perform structural, civil, electrical and mechanical design efforts since they have extensive tunnel design and inspection experience at the QMT and represents the most qualified, cost effective and expeditious means of performing the required restoration and mitigation design services.

URS's design scope of services includes: (i) structural restoration replacement designs for veneer ceiling, wall finishes, catwalks, railings, polymer panels, low tension cable ducts, and rehabilitation of curbs and gutters; (ii) electrical restoration replacement designs for tunnel lighting, traffic control, monitoring, communication, e-boxes, variable message signs, and lane usage systems, as well as ventilation building electrical restorations; (iii) mechanical and pumping equipment restoration replacement designs for life safety, fire stand pipe, heat tracing and fire extinguishers; (iv) flood mitigation designs and (v) tunnel structural hardening. Construction support services shall be negotiated at a future date.

URS submitted a proposal in the amount \$4,292,523.52. The Engineer's estimate is \$4,031,239. The proposal and estimate both include an allowance in an amount of \$500,000 for unanticipated design services. Additional scope revisions resulted in B&T and URS agreeing to the amount of \$3,977,373.88, which is 1.3% below the estimate and is fair and reasonable. Funding is available in the 2010 – 2014 Capital Program (Sandy Restoration Program) for Restoration (\$3,053,926.52) (Projects ED 010240, ED 040281, ED 020203), which shall be reimbursed under Project Worksheet A6PS004 and Project AW-98 (\$923,447.36).

Staff Summary

Page 1 of 2

Item Number					
Dept & Dept Head Name:					
Staff Services, Catherine Sweeney					
Division & Division Head Name:					
Staff Services, Eric J. Perry					
Board Reviews					
Order	To	Date	Approval	Info	Other
1	President	7/8/13			
2	MTA B&T Committee	7/22/13			
3	MTA Board	7/24/13			
Internal Approvals					
Order	Approval	Order	Approval		
1	Chief Financial Officer	4	Chief of Staff		
2	General Counsel	5	Executive Vice President		
3	Chief Procurement Officer	6	President		

SUMMARY INFORMATION	
Vendor Name	Contract Number
Sterling Infosystems, Inc.	PSC-11-2893
Description:	
Background Verification and Investigation Services	
Total Amount	
\$3,172,492.75	
Contract Term (including Options, if any)	
Three years	
Option(s) included in Total Amount? ☐ Yes ☒ No	
Renewal? ☒ Yes ☐ No	
Procurement Type	
☒ Competitive ☐ Non-competitive	
Solicitation Type	
☒ RFP ☐ Bid ☐ Other:	
Funding Source	
☒ Operating ☐ Capital ☐ Federal	

Narrative

I. PURPOSE/RECOMMENDATION

B&T is seeking Board approval under the All-Agency Guidelines for Procurement of Services to award an all-agency personal service contract for Background Verification and Investigation Services to Sterling Infosystems, Inc. (Sterling) in the amount of \$1,200,000 for Metro North Railroad; \$1,081,147.50 for Long Island Rail Road; \$544,324 for Bridges and Tunnels; \$246,481.25 for NYCT; \$48,510 for MTA Headquarters; \$35,860 for the Business Service Center; and, \$16,170 for Capital Construction. The aggregate value of this procurement is \$3,172,492.75 over a period of three years.

II. DISCUSSION

All MTA agencies require the services of a consultant to conduct employment and education verification, background check, criminal and other investigative services in connection with candidates seeking employment or promotion. The service requirements were publicly advertised; five firms submitted proposals. The proposals were evaluated against established criteria set forth in the RFP, including cost, qualifications of the firm, qualifications of proposed personnel, record of performance of the firm, and an understanding of the technical requirements. Three firms were chosen to provide oral presentations: Sterling, Carco Group and KENTECH Consulting. The committee selected Sterling based on its: (i) proposed cost which was the lowest among the three firms and (ii) thorough understanding of the scope of work both in its technical proposal and oral presentation. Carco Group demonstrated substantial technical experience in this field as well as a complete understanding of the services, however its proposed cost was significantly higher than that submitted by Sterling. KENTECH Consulting did not demonstrate an acceptable level of knowledge regarding the

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

Item Number: 13 (Final)

Vendor Name (& Location) PB Americas, Inc., New York, New York		Contract Number PSC-06-2805	AWO/Modification #
Description Design Services for Project QM-30, Electrical Switchgear Replacement at the Queens Midtown Tunnel		Original Amount: \$ 2,111,179.00	
Contract Term (including Options, if any) July 30, 2008 - March 31, 2018		Prior Modifications: \$ 1,250,040.95	
Option(s) included in Total Amount? ☐ Yes ☒ No		Prior Budgetary Increases: \$ 0.00	
Procurement Type ☒ Competitive ☐ Non-competitive		Current Amount: \$ 3,361,219.95	
Solicitation Type ☒ RFP ☐ Bid ☐ Other:		This Request: \$ 1,831,528.00	
Funding Source ☐ Operating ☒ Capital ☐ Federal ☐ Other: Sandy		% of This Request to Current Amount: 54.5%	
Requesting Dept/Div & Dept/Div Head Name: Engineering & Construction, Joe Keane, P.E.		% of Modifications (including This Request) to Original Amount: 146.0%	

Discussion:

As a result of Superstorm Sandy, B&T is seeking the Board's approval under the All-Agency Guidelines for Procurement of Services to amend the Contract with PB Americas, Inc. (PBA) to include additional electrical and mechanical design services, including services which have been performed, and construction support services (CSS) for Sandy restoration and mitigation work at the Queens Midtown Tunnel (QMT) in the negotiated amount totaling \$1,831,528. Following the storm, B&T determined that it was judicious to engage professional services firms that were competitively selected prior to Superstorm Sandy and where possible to utilize existing contracts for design and construction support services wherever feasible to mitigate risk to the public, maintain critical transportation and evacuation infrastructure, truncate the duration of Superstorm Sandy recovery and restoration and utilize pre-storm pricing. Consistent with the Procurement Guidelines this amendment constitutes a substantial change.

Superstorm Sandy resulted in extensive tunnel flooding. Salt water, debris and contaminant laden flood waters from the East River and Newtown Creek overflowed their banks and entered the tunnel through the Queens Plaza and Queens Ventilation Building. The QMT is a critical infrastructure facility, vital to the New York City, Long Island and national economies. It is imperative that restoration and mitigation efforts be expeditiously undertaken to restore the tunnel to its pre-storm functionality and prevent future flooding events. The B&T requested PBA to undertake electrical and mechanical design efforts since they recently completed the design for Project QM-30, whose scope includes electrical upgrades to the tunnel's electrical systems. Furthermore, PBA has extensive electrical and mechanical design experience at the QMT and therefore represents the most qualified, cost effective and expeditious means of performing the required electrical mechanical design services at the QMT.

PBA's design scope of services includes: (i) Sandy Restoration Replacement Tasks – Tunnel Air Duct Lighting and Code Call System; Tunnel Duct Bank System Temporary Relocation; and Tunnel Roadway Lighting and Conduit System; (ii) Sandy Mitigation Tasks – Reconfiguration of the Mid River Pumps; Elevating the Emergency Generators at the Service Building and Manhattan Plaza; Reconfiguring the Service Building Electrical Feed; and Modifications to the Tunnel Ventilation Controls; (iii) Scope revisions to the Project QM-81, Control/Communication System Upgrade requirements and (iv) Construction Support Services. PBA submitted a proposal in the amount of \$2,035,627. The Engineer's estimate is \$1,807,710. B&T and PBA agreed to the not-to-exceed amount totaling \$1,831,528, which is 1.3% above the estimate and is fair and reasonable.

Funding is available in the 2010 – 2014 Capital Program (Sandy Restoration Program) as follows: Restoration (\$1,817,271) and Project QM-30 (\$14,257).

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

Item Number: 14 (Final)

Vendor Name (& Location) AWL Industries, Inc., Brooklyn, NY Ultimate Power, Inc., West Babylon, NY		Contract Number 10-MNT-2860		AWO/Modification #	
Description Maintenance and Repair of Heating, Ventilation and Air Conditioning Systems		Original Amount:		B&T \$6,451,308.48 (AWL) NYCT DOB \$789,105.00 (UPI) SIRT \$7,244.80 (AWL)	
Contract Term (Including Options, if any) August 1, 2010 through July 31, 2013		Prior Modifications:		B&T \$85,000.00	
Option(s) included in Total Amount? ☐ Yes ☒ No		Prior Budgetary Increases:		\$0.00	
Procurement Type ☒ Competitive ☐ Non-competitive		Current Amount:		B&T \$6,536,308.48 NYCT DOB \$789,105.00 SIRT \$7,244.80	
Solicitation Type ☒ RFP ☐ Bid ☐ Other:		This Request:		B&T \$1,231,639.28 NYCT DOB \$180,000.00 SIRT \$0.00	
Funding Source ☒ Operating ☐ Capital ☐ Federal ☐ Other:		% of This Request to Current Amount:		B&T 18.8% NYCT DOB 22.8%	
Requesting Dept/Div & Dept/Div Head Name: Operations, James Fortunato		% of Modifications (Including This Request) to Original Amount:		B&T 20.4% NYCT DOB 22.8%	

Discussion:

B&T is seeking approval in accordance with the All-Agency Guidelines for Procurement of Services to modify three multi-agency miscellaneous service contracts with AWL Industries, Inc. (AWL) and Ultimate Power, Inc. (UPI) to enable the contractors to perform additional maintenance and repair of heating, ventilation and air conditioning (HVAC) systems located at various B&T, NYCT Department of Buses (NYCT DOB) and Staten Island Rapid Transit (SIRT) facilities in the amounts of \$1,231,639.28 for B&T and \$180,000 for DOB. Consistent with the Procurement Guidelines, the aggregate value of these amendments constitutes a substantial change.

In March 2010 B&T, designated as the lead agency for this procurement, issued a competitively bid joint solicitation for a Contractor(s) to provide the required services. In July 2010, B&T and SIRT awarded contracts to AWL in the amounts of \$6,451,308.48 and \$7,244.80, respectively and NYCT DOB awarded a contract to UPI in the amount of \$789,105. The contracts expire on July 31, 2013 and will be extended through January 31, 2014 so that there is sufficient time to finalize specifications, solicit and award a new multi-agency contract.

B&T estimated an amount of \$1,371,108.54 to support its needs through January 2014. AWL proposed an amount of \$1,264,852.09 which includes (i) a 10% increase in the labor rates and (ii) additional funds for subcontracting, parts and other direct expenses. Negotiations between the parties resulted in a 6% increase in labor rates for an overall total amount of \$1,231,639.28. The adjustment for labor is consistent with the increase in the CPI of 6% over the three year period of the contract. The negotiated amount is \$139,469.26 or 10.2% below the user's estimate. This disparity may primarily be attributed to an overestimation of funding required to replace major equipment components. In connection with the \$180,000 in funding required by NYCT DOB, UPI agreed to maintain the rates under its contract. SIRT does not require additional funding. Based on the above, the proposed amendments for AWL and UPI are considered fair and reasonable. Funding for the amendments is available in each Agency's Operating Budget.

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

Item Number: **5** (Final)

Vendor Name (& Location) Michael Stapleton Associates Ltd., dba MSA Security, New York, NY		Contract Number PO 3000001380	AWO/Modification #
Description Explosive Detection Canine Services		Original Amount:	\$833,000
Contract Term (Including Options, if any) July 1, 2013 - April 14, 2018		Prior Modifications:	\$0
Option(s) included in Total Amount? ☐ Yes ☒ No		Prior Budgetary Increases:	\$0
Procurement Type ☒ Competitive ☐ Non-competitive		Current Amount:	\$833,000
Solicitation Type ☐ RFP ☐ Bid ☒ Other: Ride		This Request:	\$833,000
Funding Source ☒ Operating ☐ Capital ☐ Federal ☐ Other:		% of This Request to Current Amount:	0%
Requesting Dept/Div & Dept/Div Head Name: Operations, James Fortunato		% of Modifications (including This Request) to Original Amount:	0%

Discussion:

B&T is seeking the Board's ratification under the All-Agency Guidelines for Procurement of Services for issuing a purchase order (delivery order) against a competitively solicited New York City Department of Citywide Administrative Services (DCAS) - Contract #20131202431 - with Michael Stapleton Associates Ltd. dba MSA Security (MSA). B&T authorized the contractor to provide trained explosive detection teams (canines and handlers) at designated locations on an as needed basis. The effective date of the delivery order was July 1, 2013 and extends through April 14, 2018 in an amount of \$833,000.

Pursuant to a competitive process, DCAS awarded a five year contract through April 14, 2018 to MSA to provide trained canine teams at its facilities. B&T requires these services to enhance the security at our facilities including the safety of our customers and employees. The trained canine teams are deployed as required at designated locations to supplement current security operations. B&T does not possess the resources needed to perform these services. In accordance with the All-Agency Guidelines for Procurement of Services, it was determined that the rate and commercial terms specified in the DCAS Contract were satisfactory. The pricing included in our delivery order is considered fair and reasonable. MSA is deemed to be a responsible contractor. Funding is available in the Operating Budget under General Ledger #713302.

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

Item Number: 6 (Final)

Vendor Name (& Location) Dewberry Engineering Inc. New York, New York		Contract Number PSC-03-2682	AWO/Modification #
Description Design and Construction Support Services for Project CB-08, Deck and Drainage Rehabilitation at the Cross Bay Bridge		Original Amount: \$1,658,551.80	
Contract Term (Including Options, if any) October 2, 2003 – June 30, 2014		Prior Modifications: \$1,045,741.96	
Option(s) Included in Total Amount? ☐ Yes ☒ No		Prior Budgetary Increases: N/A	
Procurement Type ☒ Competitive ☐ Non-competitive		Current Amount: \$2,704,293.76	
Solicitation Type ☒ RFP ☐ Bid ☐ Other:		This Request:	
Funding Source ☐ Operating ☐ Capital ☐ Federal ☒ Other: Sandy		Cross Bay Veterans Memorial Bridge \$167,703.30	
Requesting Dept/Div & Dept/Div Head Name: Engineering & Construction, Joe Keane, P.E.		Marine Parkway-Gil Hodges Memorial \$233,957.19	
		% of This Request to Current Amount: 14.9%	
		% of Modifications (Including This Request) to Original Amount: 87.3%	

Discussion:

As a result of Superstorm Sandy, B&T is seeking the Board's ratification under the All-Agency Guidelines For Procurement of Services under the Declaration of Emergency issued by the President effective on October 29, 2012 for the damage assessments, underwater survey inspection for scour damage (Cross Bay only), restoration design and construction support services performed by Dewberry Engineers Inc. (Dewberry) at the Cross Bay Veterans Memorial (CBB) and Marine Parkway-Gil Hodges Memorial Bridges (MPB) in an amount totaling \$401,660.49. Following the storm, B&T determined that it was judicious to engage professional services firms that were competitively selected prior to Superstorm Sandy and where possible to utilize existing contracts for design and construction inspection wherever feasible to mitigate risk to the public, maintain critical transportation and evacuation infrastructure, truncate the duration of Superstorm Sandy recovery and restoration and utilize pre-storm pricing. Dewberry has performed similar design assignments previously under Project CB-09 and therefore represents the most qualified, cost effective and expeditious means of performing the required services at the CBB and MPB. Consistent with the Procurement Guidelines, these amendments constitute a substantial change.

Cross Bay Veterans Memorial Bridge:

High winds and storm surges in the area of the north abutment caused the following damage: (i) extensive erosion and scour holes at the east side; (ii) cracking and shifting of a low concrete wall below the roadway; and (iii) extensive erosion and slope failure at embankments on the west side. These areas required immediate repair and restoration in order to prevent further structural damage and to protect the facility should another significant weather event occur. Furthermore, an underwater inspection was performed to determine scour damage. Dewberry performed the required engineering services and submitted an initial proposal in an amount totaling \$181,885.34. The Engineer's estimate totaled \$180,634. Negotiations resulted in B&T and Dewberry agreeing to the amount of \$167,703.30, which was 7.2% below the estimate and is fair and reasonable.

Marine Parkway-Gil Hodges Memorial Bridge:

High winds and storm surges in the area of the south abutment caused the following damage: (i) undermining of a concrete wing-wall at the east end of the rip-rap; (ii) undermined and destabilized areas of the walkway along the seawall, east and west of the south abutment; (iii) extensive erosion of approximately 1,100 linear feet of the shoreline embankment, thereby destabilizing the existing rip-rap on the east and west sides of the south abutment; (iv) damage to three 24" concrete outfall pipes along the east end; (v) erosion in and around the arched underpass behind the south abutment; and (vi) damage to the electrical and mechanical systems of the MPB. These areas required immediate repair and restoration in order to prevent further structural damage and to protect the facility should another significant weather event occur. Dewberry performed the required engineering services and submitted an initial proposal in the amount of \$219,775.15, which was increased to \$233,957.19 to reflect additional meetings and services relating to the damages to the electrical and mechanical systems. The Engineer's estimate totaled \$188,708 and did not include the additional electrical/mechanical services required. Negotiations resulted in B&T accepting the revised proposal in the amount of \$233,957.19, which is 24.0% above the estimate. The accepted amount is considered fair and reasonable based on the actual cost to perform the services and the required ongoing reporting and support services to be provided by Dewberry. Funds are available in the 2010 – 2014 Capital Program (Sandy Restoration Program): CBB Restoration (\$167,703.30) (Project ED 010204) and MPB Restoration (\$233,957.19) (Projects ED 040207, ED 010206, ED 040208).

METROPOLITAN TRANSPORTATION AUTHORITY
FEBRUARY FINANCIAL PLAN - 2013 ADOPTED BUDGET
Consolidated Accrual Statement of Operations by Category
May 2013
(\$ in millions)

	Nonreimbursable				Reimbursable				Total			
	Adopted Budget	Actual	Favorable (Unfavorable)		Adopted Budget	Actual	Favorable (Unfavorable)		Adopted Budget	Actual	Favorable (Unfavorable)	
			Variance	Percent			Variance	Percent			Variance	Percent
Revenue												
Farebox Revenue	\$477.5	\$476.8	(\$0.7)	(0.1)	\$0.0	\$0.0	\$0.0	-	\$477.5	\$476.8	(\$0.7)	(0.1)
Vehicle Toll Revenue	142.8	146.9	4.2	2.9	0.0	0.0	0.0	-	142.8	146.9	4.2	2.9
Other Operating Revenue	53.2	178.8	125.6	*	0.0	0.0	0.0	-	53.2	178.8	125.6	*
Capital & Other Reimbursements	0.0	0.0	0.0	-	122.5	119.8	(2.8)	(2.3)	122.5	119.8	(2.8)	(2.3)
Total Revenue	\$673.4	\$802.6	\$129.1	19.2	\$122.5	\$119.8	(\$2.8)	(2.3)	\$796.0	\$922.3	\$126.3	15.9
Expenses												
Labor:												
Payroll	\$366.9	\$364.6	\$2.3	0.6	\$45.0	\$41.7	\$3.2	7.2	\$411.9	\$406.3	\$5.5	1.3
Overtime	41.7	50.9	(9.2)	(22.0)	8.7	12.4	(3.7)	(42.9)	50.4	63.4	(12.9)	(25.6)
Health and Welfare	81.1	72.5	8.6	10.6	5.4	4.9	0.5	9.6	86.5	77.4	9.2	10.6
OPEB Current Payment	38.8	31.7	7.1	18.3	0.0	0.0	0.0	-	38.8	31.7	7.1	18.3
Pensions	53.2	50.8	2.4	4.5	3.1	2.9	0.2	7.1	56.3	53.7	2.6	4.6
Other Fringe Benefits	47.0	46.0	1.0	2.2	12.7	13.2	(0.5)	(3.8)	59.7	59.2	0.6	0.9
Reimbursable Overhead	(25.7)	(24.1)	(1.6)	(6.2)	25.6	24.0	1.6	6.4	(0.0)	(0.1)	0.0	*
Total Labor Expenses	\$603.0	\$592.4	\$10.7	1.8	\$100.6	\$99.2	\$1.4	1.4	\$703.6	\$691.6	\$12.1	1.7
Non-Labor:												
Electric Power	\$42.7	\$37.5	\$5.3	12.4	\$0.0	\$0.1	(\$0.0)	*	\$42.8	\$37.5	\$5.2	12.2
Fuel	23.2	18.5	4.7	20.2	0.0	0.0	(0.0)	-	23.2	18.5	4.7	20.2
Insurance	2.5	2.2	0.3	11.1	1.1	0.5	0.6	52.1	3.6	2.7	0.9	23.8
Claims	16.4	17.1	(0.7)	(4.2)	0.0	0.0	0.0	-	16.4	17.1	(0.7)	(4.2)
Paratransit Service Contracts	34.4	27.4	7.0	20.4	0.0	0.0	0.0	-	34.4	27.4	7.0	20.4
Maintenance and Other Operating Contracts	41.9	42.8	(0.9)	(2.2)	4.9	6.1	(1.1)	(23.0)	46.9	48.9	(2.0)	(4.4)
Professional Service Contracts	22.2	24.1	(1.9)	(8.5)	4.5	4.8	(0.3)	(7.2)	26.7	28.9	(2.2)	(8.3)
Materials & Supplies	40.1	41.3	(1.2)	(3.0)	10.6	8.6	1.9	18.4	50.7	49.9	0.7	1.5
Other Business Expenses	17.1	30.0	(12.9)	(75.2)	0.8	0.4	0.4	46.4	17.9	30.4	(12.5)	(69.9)
Total Non-Labor Expenses	\$240.6	\$240.9	(\$0.3)	(0.1)	\$21.9	\$20.5	\$1.4	6.3	\$262.5	\$261.5	\$1.0	0.4
Other Expense Adjustments:												
Other	3.1	2.7	0.4	11.5	0.0	0.0	0.0	-	3.1	2.7	0.4	11.5
General Reserve	0.0	0.0	0.0	-	0.0	0.0	0.0	-	0.0	0.0	0.0	-
Total Other Expense Adjustments	\$3.1	\$2.7	\$0.4	11.5	\$0.0	\$0.0	\$0.0	-	\$3.1	\$2.7	\$0.4	11.5
Total Expenses before Non-Cash Liability Adjs.	\$846.7	\$836.0	\$10.7	1.3	\$122.5	\$119.8	\$2.8	2.3	\$969.2	\$955.8	\$13.5	1.4
Depreciation	184.3	182.3	2.1	1.1	0.0	0.0	0.0	-	184.3	182.3	2.1	1.1
OPEB Obligation	30.7	32.1	(1.4)	(4.7)	0.0	0.0	0.0	-	30.7	32.1	(1.4)	(4.7)
Environmental Remediation	0.2	0.2	(0.0)	(0.0)	0.0	0.0	0.0	-	0.2	0.2	(0.0)	(0.0)
Total Expenses	\$1,061.8	\$1,050.5	\$11.3	1.1	\$122.5	\$119.8	\$2.8	2.3	\$1,184.4	\$1,170.3	\$14.1	1.2
Net Surplus/(Deficit) excluding Subsidies and Debt Service	(\$388.4)	(\$248.0)	\$140.4	36.1	\$0.0	\$0.0	\$0.0	*	(\$388.4)	(\$248.0)	\$140.4	36.1
Subsidies	403.3	305.3	(98.0)	(24.3)	0.0	0.0	0.0	-	403.3	305.3	(98.0)	(24.3)
Debt Service	142.1	98.0	44.1	31.0	0.0	0.0	0.0	-	142.1	98.0	44.1	31.0

- Results are preliminary and subject to audit review.

- Differences are due to rounding.

* Variance exceeds 100%

METROPOLITAN TRANSPORTATION AUTHORITY
FEBRUARY FINANCIAL PLAN - 2013 ADOPTED BUDGET
Consolidated Accrual Statement of Operations by Category
May Year-to-Date
(\$ in millions)

	Nonreimbursable				Reimbursable				Total			
	Adopted Budget	Actual	Favorable (Unfavorable)		Adopted Budget	Actual	Favorable (Unfavorable)		Adopted Budget	Actual	Favorable (Unfavorable)	
			Variance	Percent			Variance	Percent			Variance	Percent
Revenue												
Farebox Revenue	\$2,199.1	\$2,193.7	(\$5.4)	(0.2)	\$0.0	\$0.0	\$0.0	-	\$2,199.1	\$2,193.7	(\$5.4)	(0.2)
Vehicle Toll Revenue	626.7	643.2	16.5	2.6	0.0	0.0	0.0	-	626.7	643.2	16.5	2.6
Other Operating Revenue	251.7	394.2	142.5	56.6	0.0	0.0	0.0	-	251.7	394.2	142.5	56.6
Capital & Other Reimbursements	0.0	0.0	0.0	-	567.8	537.5	(30.2)	(5.3)	567.8	537.5	(30.2)	(5.3)
Total Revenue	\$3,077.5	\$3,231.1	\$153.6	5.0	\$567.8	\$537.5	(\$30.2)	(5.3)	\$3,645.2	\$3,768.6	\$123.3	3.4
Expenses												
Labor:												
Payroll	\$1,763.6	\$1,750.8	\$12.8	0.7	\$211.2	\$188.2	\$23.0	10.9	\$1,974.8	\$1,939.0	\$35.8	1.8
Overtime	210.4	254.3	(43.9)	(20.8)	38.8	54.9	(16.0)	(41.2)	249.3	309.2	(59.9)	(24.0)
Health and Welfare	405.1	371.0	34.1	8.4	24.9	22.1	2.8	11.2	430.0	393.1	36.9	8.6
OPEB Current Payment	196.5	163.0	33.5	17.0	0.0	0.0	0.0	-	196.5	163.0	33.5	17.0
Pensions	266.2	259.3	6.8	2.6	13.8	12.7	1.1	8.0	280.0	272.0	7.9	2.8
Other Fringe Benefits	235.4	239.3	(3.9)	(1.7)	59.8	57.3	2.5	4.2	295.1	296.5	(1.4)	(0.5)
Reimbursable Overhead	(123.3)	(121.8)	(1.5)	(1.2)	123.1	121.5	1.6	1.3	(0.2)	(0.3)	0.1	64.6
Total Labor Expenses	\$2,953.9	\$2,915.9	\$38.0	1.3	\$471.6	\$466.6	\$5.0	3.2	\$3,425.5	\$3,372.5	\$53.0	1.5
Non-Labor:												
Electric Power	\$227.2	\$211.9	\$15.3	6.7	\$0.1	\$0.2	(\$0.1)	-	\$227.3	\$212.1	\$15.2	6.7
Fuel	120.0	111.3	8.6	7.2	0.0	0.0	0.0	7.2	120.0	111.4	8.6	7.2
Insurance	12.1	7.9	4.2	34.9	4.2	2.4	1.9	43.7	16.3	10.3	6.1	37.1
Claims	82.3	95.4	(13.1)	(15.9)	0.0	0.0	0.0	-	82.3	95.4	(13.1)	(15.9)
Paratransit Service Contracts	171.1	149.7	21.3	12.5	0.0	0.0	0.0	-	171.1	149.7	21.3	12.5
Maintenance and Other Operating Contracts	204.2	184.2	20.0	9.8	21.4	26.0	(4.5)	(21.1)	225.6	210.1	15.5	6.9
Professional Service Contracts	104.3	104.6	(0.3)	(0.3)	17.4	15.8	1.6	9.3	121.7	120.4	1.4	1.1
Materials & Supplies	201.0	196.6	4.4	2.2	50.9	34.7	16.2	31.8	251.9	231.4	20.6	8.2
Other Business Expenses	80.4	64.7	15.7	19.5	2.0	1.8	0.2	9.9	82.4	66.5	15.9	19.3
Total Non-Labor Expenses	\$1,202.5	\$1,126.4	\$76.1	6.3	\$96.2	\$80.9	\$15.3	15.9	\$1,298.7	\$1,207.3	\$91.4	7.0
Other Expense Adjustments:												
Other	16.2	12.4	3.8	23.4	0.0	0.0	0.0	-	16.2	12.4	3.8	23.4
General Reserve	0.0	0.0	0.0	-	0.0	0.0	0.0	-	0.0	0.0	0.0	-
Total Other Expense Adjustments	\$16.2	\$12.4	\$3.8	23.4	\$0.0	\$0.0	\$0.0	-	\$16.2	\$12.4	\$3.8	23.4
Total Expenses before Non-Cash Liability Adjs.	\$4,172.6	\$4,054.7	\$117.9	2.8	\$567.8	\$537.5	\$30.2	5.3	\$4,740.4	\$4,592.2	\$148.1	3.1
Depreciation	901.6	900.6	0.9	0.1	0.0	0.0	0.0	-	901.6	900.6	0.9	0.1
OPEB Obligation	504.8	507.2	(2.5)	(0.5)	0.0	0.0	0.0	-	504.8	507.2	(2.5)	(0.5)
Environmental Remediation	1.8	2.9	(1.1)	(58.3)	0.0	0.0	0.0	-	1.8	2.9	(1.1)	(58.3)
Total Expenses	\$5,580.6	\$5,465.4	\$115.2	2.1	\$567.8	\$537.5	\$30.2	5.3	\$6,148.4	\$6,002.8	\$145.5	2.4
Net Surplus/(Deficit) excluding Subsidies and Debt Service	(\$2,503.1)	(\$2,234.3)	\$268.8	10.7	\$0.0	\$0.0	\$0.0	-	(\$2,503.1)	(\$2,234.3)	\$268.8	10.7
Subsidies	3,310.3	3,248.6	(61.7)	(1.9)	0.0	0.0	0.0	-	3,310.3	3,248.6	(61.7)	(1.9)
Debt Service	935.3	888.3	47.0	5.0	0.0	0.0	0.0	-	935.3	888.3	47.0	5.0

-- Results are preliminary and subject to audit review.

-- Differences are due to rounding.

* Variance exceeds 100%.

METROPOLITAN TRANSPORTATION AUTHORITY
FEBRUARY FINANCIAL PLAN - 2013 ADOPTED BUDGET
EXPLANATION OF VARIANCES BETWEEN ADOPTED BUDGET AND ACTUAL ACCRUAL BASIS
May 2013
(\$ in millions)

Generic Revenue or Expense Category	Nonreimb or Reimb	May		Reasons for Variance	YEAR-TO-DATE		Reasons for Variance
		Favorable (Unfavorable)			Favorable (Unfavorable)		
		\$	%		\$	%	
Farebox Revenue	NR	(0.7)	(0.1)	MNR and the LIRR had unfavorable variances of (\$1.7M) and (\$0.3M), respectively, due to lower-than-forecasted ridership. These results were partially offset by a favorable variance of \$1.2M at NYCT due to higher average fares.	(5.4)	(0.2)	MNR, the LIRR and SIR had unfavorable variances of (\$7.3M), (\$0.5M) and (\$0.3M) respectively, due to lower-than-forecasted ridership mostly attributable to unfavorable weather. These results were partially offset by favorable variances of \$2.0M and \$0.6M at MTA Bus and NYCT, respectively, due to higher ridership and average fares.
Vehicle Toll Revenue	NR	4.2	2.9	The favorable variance was due to higher traffic volume.	16.5	2.6	The favorable variance resulted from higher traffic volume attributable to favorable weather and an improving economy.
Other Operating Revenue	NR	125.6	*	The favorable outcome largely reflects the timing of Superstorm Sandy "Sandy" Emergency Relief Grants - \$115.1M at NYCT and \$17.0M at the LIRR. Partially offsetting these results were unfavorable variances of: (\$6.2M) at FMTAC due to a negative shift in the market value of the invested asset portfolio and (\$0.5M) at MTA Bus due to the timing of Sandy/Tropical Storm Irene recoveries and senior fare reimbursements.	142.5	56.6	Year-to-date favorable results largely reflect the timing of Superstorm Sandy "Sandy" Emergency Relief Grants - \$119.9M at NYCT, \$18.6M at the LIRR, \$11.5M at MNR, and \$4.2M at B&T; in addition to the timing of sales revenue at the Transit Museum at MTA HQ - \$0.6M. Partially offsetting these results were unfavorable variances of (\$9.5M) at FMTAC due to a negative shift in the market value of the invested asset portfolio, and (\$3.1M) at MTA Bus due to the timing of Sandy/Tropical Storm Irene recoveries and senior reimbursements.
8-X Payroll	NR	2.3	0.6	Vacancies were primarily responsible for favorable variances of \$2.0M at NYCT and \$0.3M at both SIR and the LIRR. Partially offsetting these results was an unfavorable variance of (\$1.4M) at MTA Bus.	12.8	0.7	Vacancies were primarily responsible for favorable variances of \$3.9M at MTA HQ, \$3.5M at NYCT, \$3.4M at the LIRR, \$3.0M at B&T, \$2.9M at MNR, and \$0.5M at SIR. Partially offsetting these results was an unfavorable variance of (\$4.4M) at MTA Bus mostly due to the residual impact of Sandy activities.
Overtime	NR	(9.2)	(22.0)	The unfavorable result largely reflects the impact of additional subway/bus maintenance requirements and continued Sandy-related work - (\$5.9M) at NYCT; increased requirements for the NHL derailment and scheduled service coverage - (\$1.4M) at MNR; the timing of grant-related work and higher coverage requirements for various events - (\$1.0M) at MTA HQ; higher vacancy/absentee coverage and maintenance-related overtime - (\$0.8M) at the LIRR; and the residual impacts of Sandy-related work, shuttle services in support of the NHL derailment and accelerated scheduled repairs - (\$0.6M) at MTA Bus. These results were partially offset by a favorable outcome of \$0.5M at B&T primarily due to lower requirements for vacancy/absentee coverage. (See Overtime Decomposition Report for more details)	(43.9)	(20.8)	The unfavorable result largely reflects the impact of adverse weather, continued Sandy-related work, and payments to represented employees for 2012 "banked" overtime - (\$30.3M) at NYCT; higher weather-related, maintenance, and vacancy/absentee coverage, in addition to higher rates - (\$8.8M) at the LIRR; higher weather and grant-related work, and coverage requirements for various events - (\$3.2M) at MTA HQ; increased requirements for the NHL derailment, scheduled service coverage, and weather - (\$1.6M) at MNR; higher weather, vacancy coverage, Sandy-related work, and timing - (\$0.9M) at SIR; the residual impacts of Sandy activities and accelerated scheduled repairs - (\$0.8M) at MTA Bus. These results were partially offset by a favorable outcome of \$1.8M at B&T due to lower requirements across a number of OT categories, mainly for vacancy/absentee coverage and safety/security/law enforcement requirements. (See Overtime Decomposition Report for more details)
Health and Welfare	NR	8.6	10.6	NYCT, the LIRR and B&T had favorable variances of \$6.0M, \$0.8M and \$0.3M, respectively, mostly due to higher vacancies and lower rates. These results were partially offset by an unfavorable variance of (\$0.5M) at MTA Bus primarily due to an accrual adjustment.	34.1	8.4	NYCT, the LIRR, MTA Bus, MNR, B&T and SIR had favorable variances of \$24.8M, \$4.3M, \$2.0M, \$2.0M, \$0.8M, and \$0.3M respectively, mostly due to higher vacancies, lower rates, and timing.

METROPOLITAN TRANSPORTATION AUTHORITY
FEBRUARY FINANCIAL PLAN - 2013 ADOPTED BUDGET
EXPLANATION OF VARIANCES BETWEEN ADOPTED BUDGET AND ACTUAL ACCRUAL BASIS
May 2013
(\$ in millions)

Generic Revenue or Expense Category	Nonreimb or Reimb	Favorable (Unfavorable)		Reasons for Variance	Favorable (Unfavorable)		Reasons for Variance
		\$	%		\$	%	
OPEB - Current Payment	NR	7.1	18.3	Lower rates and fewer retirees were responsible for favorable variances of \$6.0M at NYCT and \$1.0M at the LIRR.	33.5	17.0	Lower rates and fewer retirees were responsible for favorable variances of \$26.1M at NYCT and \$4.4M at the LIRR. Favorable variances of \$0.5M at both MTAHQ and B&T and \$0.3M at MTA Bus were primarily due to timing.
Pensions	NR	2.4	4.5	MTAHQ was \$2.7M favorable due to the timing of accruals for MTA Police pensions. B&T was \$0.4M favorable due to an actuarial adjustment. These results were partially offset by unfavorable variances of (\$0.4M) at MTA Bus due to timing and (\$0.3M) at MNR due to accrual adjustments of fringe costs.	6.8	2.6	MTAHQ was \$5.5M favorable due to the timing of accruals for MTA Police pensions. MTA Bus, SIR and B&T were favorable by \$1.1M, \$0.4M and \$0.4M, respectively, also due to timing. These results were partially offset by an unfavorable variance of (\$0.5M) at MNR due to accrual adjustments of fringe costs.
Other Fringe Benefits	NR	1.0	2.2	The LIRR had a favorable variance of \$0.9M due to timing. NYCT was \$0.3M favorable primarily due to higher direct overhead credits resulting from reimbursable overruns. Partially offsetting these results was an unfavorable variance of (\$0.4M) at MTA Bus primarily due to the reclassification of Workers Compensation expenses from Insurance, resulting in a zero net impact on total expenses.	(3.9)	(1.7)	NYCT had an unfavorable variance of (\$3.9M) primarily due to reduced overhead credits resulting from reimbursable underruns and higher FICA charges. MTA Bus was (\$2.2M) unfavorable mainly due to the reclassification of Workers Compensation expenses from Insurance and the timing of inter-agency billings. MTA HQ had an unfavorable variance of (\$0.5M) mostly due to timing. Partially offsetting these results were favorable variances of \$1.2M at MNR primarily due to lower employee claims; \$1.1M at B&T due to vacancies; and \$0.5M at the LIRR due to timing.
Reimbursable Overhead	NR	(1.6)	(6.2)	Timing was responsible for unfavorable variances of (\$1.3M) at MTAHQ and (\$1.0M) at MNR. Partially offsetting these results were favorable outcomes of \$0.5M at NYCT and \$0.4M at B&T, also due to timing.	(1.5)	(1.2)	Timing was responsible for unfavorable variances of (\$4.9M) at MTAHQ and (\$1.5M) at MNR. Partially offsetting these results were favorable outcomes of \$4.6M at NYCT and \$0.3M at B&T, also due to timing.
Electric Power	NR	5.3	12.4	The overall favorable variance reflects lower rates, consumption, and timing -- \$4.6M at NYCT, \$1.1M at MNR, and \$0.3M at MTA HQ. These results were partially offset by an unfavorable variance of (\$0.9M) at the LIRR due to timing.	15.3	6.7	The favorable variance reflects the impact of lower rates, consumption, and timing -- \$9.8M at NYCT, \$3.6M at MNR, \$1.9M at MTA HQ, and \$0.4M at SIR. Partially offsetting these results was an unfavorable variance of (\$0.3M) at B&T due to timing.
Fuel	NR	4.7	20.2	NYCT was \$4.1M favorable primarily due to the timing of CNG tax credits. MTA Bus was \$0.6M favorable primarily due to lower rates. Partially offsetting these results was an unfavorable variance of (\$0.3M) at MNR primarily due to higher heating fuel prices.	8.6	7.2	NYCT was \$7.0M favorable primarily due to lower consumption and the timing of CNG tax credits. MTA Bus was \$1.3M favorable primarily due to lower rates. The LIRR was favorable by \$0.9M primarily due to timing and lower consumption. Partially offsetting these results was an unfavorable variance of (\$0.4M) at MNR largely due to higher heating fuel prices.
Insurance	NR	0.3	11.1	MTA Bus was \$1.2M favorable mostly due to the reclassification of Workers Compensation expenses to Other Fringe Benefits -- this has a zero net impact on total expenses. NYCT had a favorable variance of \$1.1M primarily due to timing. Partially offsetting these results were unfavorable variances at MTA HQ of (\$1.1M) due to higher payments for FEMA services; (\$0.5M) at FMTAC, mainly due to timing; and (\$0.3M) at the LIRR due to higher premium payments.	4.2	34.9	MTA Bus was \$6.2M favorable mostly due to the reclassification of Workers Compensation expenses to Other Fringe Benefits -- this has a zero net impact on total expenses. Timing was responsible for a favorable variance of \$2.2M at NYCT, and an unfavorable variance of (\$4.3M) at FMTAC.

METROPOLITAN TRANSPORTATION AUTHORITY
FEBRUARY FINANCIAL PLAN - 2013 ADOPTED BUDGET
EXPLANATION OF VARIANCES BETWEEN ADOPTED BUDGET AND ACTUAL ACCRUAL BASIS
May 2013
(\$ in millions)

May					YEAR-TO-DATE				
Generic Revenue or Expense Category	Nonreimb or Reimb	Favorable (Unfavorable)		Reasons for Variance	Favorable (Unfavorable)		Reasons for Variance		
		\$	%		\$	%			
Claims	NR	(0.7)	(4.2)	FMTAC was unfavorable by (\$0.6M) due to a slight increase in claim activity for the month.	(13.1)	(15.9)	FMTAC was unfavorable by (\$15.4M) due to an increase in payouts and required reserves. This result was partially offset by favorable variances of \$1.9M at the LIRR due to the timing of public liability expenses. MNR was \$0.3M favorable, also due to timing.		
Paratransit Service Contracts	NR	7.0	20.4	NYCT was \$7.0M favorable, mainly due to fewer trips and reduced call center activity.	21.3	12.5	NYCT was \$21.3M favorable, mainly due to fewer trips, reduced call center activity, and fewer major repairs required on the fleet.		
Maintenance and Other Operating Contracts	NR	(0.9)	(2.2)	The overall unfavorable result was largely attributable to timing and increased requirements: (\$2.4M) at NYCT for non-revenue vehicle purchases and building related expenses; (\$0.7M) at MNR primarily for police and bus services related to the NHL derailment; and (\$0.6M) at the LIRR for elevator/escalator repairs, emergency busing and non-revenue vehicle repairs. These unfavorable results were partially offset by favorable timing differences of \$1.5M at B&T primarily for major maintenance and E-ZPass tag purchases; and \$1.1M at MTA HQ for 2 Broadway maintenance contracts.	20.0	9.8	The overall favorable result was largely attributable to timing and repressed spending efforts: \$5.6M at MNR primarily for maintenance contracts, GCT utilities, Genesis locomotive overhauls, and a reclassification of expenses for GCT escalator repairs to operating capital; \$4.7M at the LIRR for vegetation management, plant maintenance, environmental services, IESS, security, parking facility maintenance, elevator & escalator maintenance and communications; \$3.8M at NYCT for building-related expenses, uniforms and painting; \$3.7M at MTA HQ primarily due to the timing of IESS and 2 Broadway expenses; and \$3.7M at MTA Bus mostly for facility maintenance. Partially offsetting these results was an unfavorable variance of (\$1.8M) at B&T due to the timing of E-ZPass tag purchases and higher E-ZPass customer service center costs.		
Professional Service Contracts	NR	(1.9)	(8.5)	The overall unfavorable result was primarily attributable to timing and higher expenses of (\$5.2M) at NYCT primarily for the relocation of the new IBM mainframe and data center to 2 Broadway, and the timing of worker's compensation and office-related account expenses. Partially offsetting this result were favorable variances of \$2.0M at MTA HQ mostly due to the timing of hardware/software expenses; \$0.8M at MNR reflecting the timing of IT expenses, legal services, bridge inspections and training; and \$0.3M at the LIRR for hardware/software expenses.	(0.3)	(0.3)	The overall unfavorable result was primarily attributable to timing and increased requirements: (\$17.8M) at NYCT primarily for the relocation of the new IBM mainframe and data center to 2 Broadway, and the timing of worker's compensation and office-related account expenses; and (\$1.9M) at B&T mostly for bond issuance services and planning studies. These unfavorable results were mostly offset by favorable timing differences of \$10.3M at MTA HQ primarily for hardware/software expenses; \$4.6M at MNR primarily for IT expenses, legal services, advertising, bridge inspections, temporary services, medical, and training; \$4.0M at the LIRR primarily for IT hardware/software expenses and MTA chargebacks; and \$0.4M at MTA Bus mostly for interagency billings.		
Materials & Supplies	NR	(1.2)	(3.0)	The unfavorable outcome largely reflects the impact of a reclassification adjustment for traction motors and alternator units from Maintenance and Other Operating Contracts - (\$1.2M) at MTA Bus.	4.4	2.2	Results reflect the favorable impact of lower usage of running repair material in the Support Shops, and the timing of project activity and payments for material - \$2.5M at the LIRR, increased scrap sales and the timing of vehicle maintenance material requirements - \$1.5M at NYCT, timing differences in the purchase of GCT elevator and escalator monitoring equipment and lower usage of rolling stock parts and supplies - \$0.9M at MNR, and lower expenses across a variety of small equipment and supply categories - \$0.5M at B&T. These results were partially offset by an unfavorable variance of (\$1.1M) at MTA Bus due to a reclassification adjustment for traction motors and alternator units from Maintenance and Other Operating Contracts.		

METROPOLITAN TRANSPORTATION AUTHORITY
FEBRUARY FINANCIAL PLAN - 2013 ADOPTED BUDGET
EXPLANATION OF VARIANCES BETWEEN ADOPTED BUDGET AND ACTUAL ACCRUAL BASIS
May 2013
(\$ in millions)

		May				YEAR-TO-DATE	
Generic Revenue or Expense Category	Nonreimb or Reimb	Favorable (Unfavorable)		Reasons for Variance	Favorable (Unfavorable)		Reasons for Variance
		\$	%		\$	%	
Other Business Expenses	NR	(12.9)	(75.2)	The LIRR was (\$14.1M) unfavorable due to the correction of a misclassification of recoveries for Superstorm Sandy budgeted in Other Operating Revenue. MNR was (\$4.3M) unfavorable due to the write-off of two M8 cars destroyed in the New Haven Line derailment. FMTAC was (\$0.3M) unfavorable due to higher general & administrative and safety loss expenses. These results were partially offset by favorable variances of \$3.7M at MTAHQ due to the timing of Headquarters' relocation costs and \$2.1M at NYCT mainly due to expense credits resulting from non-cash liability account adjustments.	15.7	19.5	MTAHQ was \$13.2M favorable mostly due to the timing of Headquarters relocation expenses. NYCT was \$5.1M favorable due to the timing of reimbursable job closing adjustments and underruns in MVM debit/credit card charges. The LIRR was \$1.5M favorable due to lower office supplies and bad debt expenses, and higher restitution of property damage reimbursements. B&T was \$0.4M favorable due to lower credit/debit card fees and timing. These results were partially offset by an unfavorable variance of (\$4.2M) at MNR due to the write-off of two M8 cars destroyed in the New Haven Line derailment.
Other Expense Adjustments	NR	0.4	11.5	Variance due to timing differences in project completions.	3.8	23.4	Variance due to timing differences in project completions.
Depreciation	NR	2.1	1.1	Timing differences in project completions and assets reaching beneficial use resulted in favorable variances of \$5.0M at NYCT and \$1.0M at MNR and unfavorable variances of (\$1.7M) at MTAHQ, (\$1.1M) at the LIRR, (\$0.7M) at MTA Bus, and (\$0.4M) at B&T.	0.9	0.1	Timing differences in project completions and assets reaching beneficial use resulted in favorable variances of \$9.9M at NYCT, \$7.7M at MNR, and \$0.4M at B&T and unfavorable variances of (\$8.4M) at MTAHQ, (\$5.6M) at the LIRR and (\$3.0M) at MTA Bus.
Other Post-Employment Benefits	NR	(1.4)	(4.7)	The GASB adjustment reflects the value associated with the unfunded accrued liability for post employment benefits.	(2.5)	(0.5)	The GASB adjustment reflects the value associated with the unfunded accrued liability for post employment benefits.
Environmental Remediation	NR	(0.0)	(0.0)	No variances.	(1.1)	(58.3)	Unfavorable variance reflects overall higher remediation efforts of (\$1.6M) at MTA Bus partially offset by lower remediation efforts of \$0.6M at MNR.
Capital & Other Reimbursements	R	(2.8)	(2.3)	Schedule changes in project activity were responsible for unfavorable variances of (\$5.7M) at MNR and (\$1.5M) at the LIRR. MTAHQ was (\$1.9M) unfavorable due to the timing of recoverable expenses. These results were partially offset by favorable variances of \$5.7M at NYCT and \$0.9M at B&T due to higher project activity.	(30.2)	(5.3)	Schedule changes in project activity were responsible for unfavorable variances of (\$17.7M) at the LIRR, (\$16.6M) at MNR, (\$3.3M) at MTACC and (\$1.0M) at MTA Bus. MTAHQ was (\$6.5M) unfavorable due to the timing of recoverable expenses. These results were partially offset by favorable variances of \$14.5M at NYCT due to higher project activity and \$0.4M at B&T due to higher capital reimbursements.
Payroll	R	3.2	7.2	The overall favorable variance was primarily due to the timing of project activity and vacancies: \$1.7M at the LIRR, \$1.0M at MNR, and \$0.7M at NYCT, partially offset by an unfavorable variance of (\$0.4M) at B&T.	23.0	10.9	The overall favorable variance was primarily due to the timing of project activity and vacancies: \$12.5M at NYCT; \$6.9M at the LIRR; \$2.3M at MNR; \$0.9M at MTA Bus; \$0.5M at MTACC; and \$0.3M at MTAHQ.
Overtime	R	(3.7)	(42.9)	The unfavorable outcome reflects the impact of higher track work, infrastructure, and station environment requirements -- (\$3.8M) at NYCT and higher project activity -- (\$0.3M) at the LIRR. These outcomes were partially offset by a favorable variance of \$0.3M at MNR, resulting from lower activity on the 2013 Cyclical Track Program.	(16.0)	(41.2)	The unfavorable outcome reflects the impact of higher track work, infrastructure, and station environment requirements -- (\$15.3M) at NYCT, and higher project activity -- (\$0.5M) at both MNR and the LIRR.
Health and Welfare	R	0.5	9.5	MNR was \$0.4M favorable primarily due to the timing of project activity.	2.8	11.2	MNR, NYCT and the LIRR had favorable variances of \$1.0M, \$0.8M and \$0.3M, respectively, due to the timing of project activity. MTACC was \$0.5M favorable mainly due to lower rates.

METROPOLITAN TRANSPORTATION AUTHORITY
FEBRUARY FINANCIAL PLAN - 2013 ADOPTED BUDGET
EXPLANATION OF VARIANCES BETWEEN ADOPTED BUDGET AND ACTUAL ACCRUAL BASIS
May 2013
(\$ In millions)

May					YEAR-TO-DATE		
Generic Revenue or Expense Category	Nonreimb or Reimb	Favorable (Unfavorable)		Reasons for Variance	Favorable (Unfavorable)		Reasons for Variance
		\$	%		\$	%	
Pensions	R	0.2	7.1	Minor variance.	1.1	8.0	MNR was \$0.8M favorable due to lower project activity. MTACC was \$0.3M favorable due to lower rates. Other agency variances were minor.
Other Fringe Benefits	R	(0.5)	(3.8)	NYCT had an unfavorable variance of (\$0.8M) primarily due to higher direct overhead expenses. Partially offsetting this result is a favorable variance at the LIRR of \$0.4M due to timing. Other agency variances were minor.	2.5	4.2	The LIRR was \$1.5M favorable primarily due to timing. NYCT had a favorable variance of \$1.2M, consistent with reimbursable project and payroll underruns. MTACC was \$0.4M favorable mostly due to lower overhead rates.
Reimbursable Overhead	R	1.6	6.4	Timing was responsible for favorable variances of \$1.3M at MTA HQ and \$1.1M at MNR and unfavorable variances of (\$0.5M) at NYCT and (\$0.4M) at B&T.	1.6	1.3	Timing was responsible for favorable variances of \$4.9M at MTA HQ and \$1.7M at MNR and unfavorable outcomes of (\$4.6M) at NYCT and (\$0.3M) at B&T.
Insurance	R	0.6	52.1	The LIRR was \$0.4M favorable due to lower project activity.	1.9	43.7	The LIRR and MNR had favorable variances of \$1.3M and \$0.5M, respectively, due to lower project activity.
Maintenance and Other Operating Contracts	R	(1.1)	(23.0)	NYCT was unfavorable by (\$1.7M) largely due to the timing of maintenance services, equipment rentals, facility maintenance and repair expenses. Partially offsetting this result was a favorable variance of \$0.5M at the LIRR due to the timing of project activity.	(4.5)	(21.1)	NYCT was unfavorable by (\$8.3M) largely due to the timing of maintenance services, equipment rentals, non-revenue vehicle purchases, facility maintenance and repair expenses. Partially offsetting this result were favorable variances of \$2.3M at MNR and \$1.4M at the LIRR due to the timing of project activity.
Professional Service Contracts	R	(0.3)	(7.2)	The overall unfavorable variance was primarily due to timing changes in project activity that resulted in overspending of (\$1.8M) at the LIRR. In addition, MTA CC was (\$0.4M) unfavorable primarily due to the timing of expenses for its mentoring program. Partially offsetting these results were favorable variances of \$0.7M at MTA HQ and \$0.6M at MNR due to the timing of project activity. Additionally, NYCT had a favorable variance of \$0.6M mostly due to the timing of data center expenses.	1.6	9.3	The overall favorable variance was primarily due to timing changes in project activity resulting in underspending of: \$1.8M at MNR and \$1.4M at MTA HQ. Partially offsetting these results were unfavorable variances of (\$1.1M) at the LIRR, due to the timing of project activity, and (\$0.6M) at NYCT, mostly due to the timing of IT hardware expenses.
Materials & Supplies	R	1.9	18.4	The timing of project activity and payments for project material were responsible for favorable variances of \$1.8M at MNR and \$0.4M at the LIRR.	16.2	31.8	Results reflect the overall favorable timing impact of rescheduled project activity and payments for material -- \$7.7M at the LIRR, \$7.1M at MNR, and \$1.3M at NYCT.
Other Business Expenses	R	0.4	46.4	Timing was responsible for a favorable variance of \$0.3M at MTACC.	0.2	9.9	Timing was responsible for favorable variances of \$1.5M at MTACC, \$0.3M at the LIRR, and an unfavorable variance of (\$1.5M) at NYCT.

METROPOLITAN TRANSPORTATION AUTHORITY
FEBRUARY FINANCIAL PLAN - 2013 ADOPTED BUDGET
EXPLANATION OF VARIANCES BETWEEN ADOPTED BUDGET AND ACTUAL ACCRUAL BASIS
May 2013
(\$ in millions)

May							YEAR-TO-DATE	
Generic Revenue or Expense Category	Nonreimb or Reimb	Favorable (Unfavorable)		Reasons for Variance	Favorable (Unfavorable)		Reasons for Variance	
		\$	%		\$	%		
Subsidies	NR	(98.0)	(24.3)	The unfavorable variance of \$98.0 million for the month was due primarily to lower accruals for PMT Replacement Funds (\$62.0 million), PMT (\$25.2 million), PBT (\$7.4 million), CDOT (\$3.5 million and City Subsidy to MTA Bus (\$5.0 million), mostly due to timing. This was partially offset by higher MRT-1 (\$3.6 million) and Station Maintenance (\$3.2 million).	(61.7)	(1.9)	The unfavorable year-to-date variance of \$61.7 million reflects mostly lower accruals for PMT Replacement Funds (\$62.0 million) and City Subsidy for MTA Bus (\$38.2 million), both due to timing. Also contributing to the variance is lower PBT (\$27.8 million) due to a combination of real and timing differences, lower CDOT (\$9.0 million) and MTA Aid (\$8.6 million). This is partially offset by favorable accruals for Urban Taxes (\$42.6 million) and MRT-1 (\$9.7 million) due to strong real estate activity, as well as MMTOA (\$26.1 million) due to a higher appropriation in NYS Enacted Budget than was anticipated in the MTA Plan.	
Debt Service	NR	44.1	31.0	The favorable variance is due primarily to the advanced funding of debt service deposits for Transportation Revenue Bonds in April, which resulted in an April timing-related unfavorable variance.	47.0	5.0	The favorable year-to-date variance is mostly due to lower than budgeted variable rates and lower debt service costs due to refunding.	

METROPOLITAN TRANSPORTATION AUTHORITY
2013 February Financial Plan - Adopted Budget
Overtime Reporting
May 2013

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 May 2013 (year-to-date).

2013 OVERTIME REPORTING - PRELIMINARY MAY RESULTS (NON-REIMBURSABLE)

Month

Total overtime was (\$9.2M), or (22%), unfavorable to budget.

Weather Emergencies was (\$2.9M) unfavorable, primarily due to continued Superstorm Sandy-related work.

Programmatic/Routine Maintenance was (\$2.6M) unfavorable, primarily due to ongoing stations maintenance and inspection, testing of signal systems, and proactive routine maintenance of Buses to maintain MDBF gains at NYCT, as well as from accelerated repairs of defects to the MTA Bus fleet found during scheduled inspections.

Unscheduled Service was (\$1.4M) unfavorable, most of which was attributable to bus traffic delays, related ramp delays and increased subway coverage for baseball events at NYCT.

Vacancy/Absentee Coverage was (\$1.1M) unfavorable, reflecting higher vacancies and on-going availability issues at NYCT, the LIRR, and MTA Bus.

Safety/Security/Law Enforcement was (\$0.8M) unfavorable, mostly due to increased MTA Police coverage.

Year-to-Date

Total overtime was (\$43.9M), or (21%), unfavorable to budget.

Weather Emergencies was (\$25.2M) unfavorable, primarily due to winter snowstorms and continued Superstorm Sandy-related work.

Vacancy/Absentee Coverage was (\$7.6M) unfavorable, reflecting higher vacancies and on-going availability issues at NYCT and the LIRR.

METROPOLITAN TRANSPORTATION AUTHORITY
2013 February Financial Plan - Adopted Budget
Overtime Reporting
May 2013

Programmatic/Routine Maintenance was (\$7.0M) unfavorable, primarily due to NYCT, specifically for payments to represented employees of 2012 "banked" overtime, overtime incurred to address backlogs in maintenance caused by Superstorm Sandy, and bus maintenance efforts to improve fleet reliability. The LIRR had higher costs due to increased Sperry rail testing and Manhasset timber bridge replacement work. MTA Bus required greater maintenance coverage due to accelerated repairs of defects to the MTA Bus fleet found during scheduled inspections.

Safety/Security/Law Enforcement was (\$2.8M) unfavorable, mostly due to increased MTA Police coverage.

Unscheduled Service was (\$2.5M) unfavorable, mostly attributable to payments to represented employees of 2012 "banked" overtime, bus traffic delays, diversions and extra trips at NYCT, as well as coverage following the derailment that occurred in March at the LIRR.

Other was (\$0.9M) unfavorable, mostly due to higher rates (including double-time payments) at the LIRR and timing at MNR & B&T. These results were partially offset by a favorable variance of \$1.9M at NYCT.

Scheduled Service had a favorable variance of \$2.6M, mostly due to the filling of vacancies at MTA Bus, and vacancies in train operators and conductors in subways at NYCT.

Metropolitan Transportation Authority
2013 February Financial Plan
Non-Reimbursable/Reimbursable Overtime
(\$ in millions)

	May					May Year-to-Date				
	Adopted Budget		Actuals		Var. - Fav/(Unfav)	Adopted Budget		Actuals		Var. - Fav/(Unfav)
	Hours	\$	Hours	\$		Hours	\$	Hours	\$	
NON-REIMBURSABLE OVERTIME										
<u>Scheduled Service</u>	473,540	\$16.3	129,511	\$16.4	344,029 72.7% (\$0.1) (0.5%)	2,320,175	\$80.3	609,815	\$77.6	1,710,360 73.7% \$2.6 3.3%
<u>Unscheduled Service</u>	247,960	\$7.6	16,418	\$9.0	231,542 93.4% (\$1.4) (18.4%)	1,181,319	\$36.2	80,035	\$38.7	1,101,285 93.2% (\$2.5) (6.8%)
<u>Programmatic/Routine Maintenance</u>	301,033	\$10.5	82,773	\$13.1	218,260 72.5% (\$2.6) (24.5%)	1,491,113	\$52.7	405,313	\$59.7	1,085,800 72.8% (\$7.0) (13.3%)
<u>Unscheduled Maintenance</u>	2,368	\$0.2	9,199	\$0.5	(6,830) -288.4% (\$0.3) -190.4%	12,066	\$0.9	25,401	\$1.4	(13,334) -110.5% (\$0.6) -65.5%
<u>Vacancy/Absentee Coverage</u>	100,028	\$4.9	108,016	\$5.9	(6,988) -6.0% (\$1.1) -22.0%	475,401	\$23.3	496,500	\$30.9	(21,099) -4.4% (\$7.6) -32.6%
<u>Weather Emergencies</u>	10,517	\$0.5	13,201	\$3.4	(2,684) -25.5% (\$2.9) -561.2%	192,452	\$8.2	194,200	\$33.4	(1,747) -0.9% (\$25.2) -307.8%
<u>Safety/Security/Law Enforcement</u>	22,397	\$0.8	31,620	\$1.6	(9,224) -41.2% (\$0.8) -89.5%	110,039	\$4.2	123,491	\$6.9	(13,452) -12.2% (\$2.8) -66.2%
<u>Other</u>	17,282	\$0.9	9,082	\$1.1	8,200 47.4% (\$0.1) (14.5%)	85,200	\$4.8	41,199	\$5.7	44,001 51.6% (\$0.9) (19.0%)
Subtotal	1,175,125	\$41.7	397,820	\$51.0	777,305 66.1% (\$9.2) (22.1%)	5,867,766	\$210.4	1,975,953	\$254.4	3,891,814 66.3% (\$43.9) (20.9%)
REIMBURSABLE OVERTIME	235,017	\$8.7	63,977	\$12.4	171,039 (42.8%) (\$3.7)	1,074,889	\$38.8	254,072	\$54.8	820,817 (41.1%) (\$16.0)
TOTAL OVERTIME	1,410,142	\$50.4	461,797	\$63.4	948,345 (25.7%) (\$12.9)	6,942,656	\$249.3	2,230,025	\$309.2	4,712,631 (24.0%) (\$59.9)

* Exceeds 100%

NOTES: Totals may not add due to rounding.

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

NYCT Overtime hours data unavailable

SIR Overtime data is included in "Other"

METROPOLITAN TRANSPORTATION AUTHORITY
2013 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 tomadoes), 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, and miscellaneous 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
February Financial Plan - 2013 Adopted Budget
Consolidated Accrual Subsidy Detail
May 2013
(\$ in millions)

	Current Month			Year-to-Date		
	Adopted Budget	Actual	Variance	Adopted Budget	Actual	Variance
Accrued Subsidies:						
Dedicated Taxes						
Mass Transportation Operating Assistance Fund (MTOA)	\$0.0	-	-	\$1,488.2	1,514.3	26.1
Petroleum Business Tax	51.6	44.3	(7.4)	250.9	223.1	(27.8)
MRT 1 (Gross)	17.8	21.4	3.6	89.1	98.8	9.7
MRT 2 (Gross)	9.1	9.4	0.3	45.7	41.6	(4.1)
Urban Tax	36.0	34.1	(1.9)	179.9	223.5	43.6
Investment Income	-	-	-	0.3	-	(0.3)
	\$114.7	\$109.2	(\$5.5)	\$2,065.0	\$2,100.3	\$35.3
New State Taxes and Fees						
Payroll Mobility Taxes	169.3	144.2	(25.2)	660.3	665.8	5.5
Payroll Mobility Tax Replacement Funds	62.0	-	(62.0)	62.0	-	(62.0)
MTA Aid Taxes ¹	0.0	-	-	64.0	55.4	(8.6)
	\$231.3	\$144.2	(\$87.2)	\$786.3	\$721.2	(\$65.1)
State and Local Subsidies						
NYS Operating Assistance	-	-	-	187.9	187.9	-
NYC and Local 18b:						
New York City	-	-	-	1.9	1.9	-
Nassau County	-	-	-	11.8	11.8	-
Suffolk County	-	-	-	7.5	7.5	-
Westchester County	-	-	-	7.3	7.3	-
Putnam County	-	-	-	0.4	0.4	-
Dutchess County	-	-	-	0.4	0.4	-
Orange County	-	-	-	0.1	0.1	-
Rockland County	-	-	-	0.0	0.0	-
CDOT Subsidies	7.8	4.1	(3.5)	42.5	33.6	(9.0)
Station Maintenance	13.3	16.5	3.2	66.7	68.9	2.2
	\$21.0	\$20.6	(\$0.3)	\$326.4	\$319.7	(\$6.7)
Sub-total Dedicated Taxes & State and Local Subsidies	\$387.0	\$274.0	(\$113.0)	\$3,164.7	\$3,141.2	(\$23.5)
City Subsidy to MTA Bus	36.3	31.3	(5.0)	145.6	107.5	(38.2)
Total Dedicated Taxes & State and Local Subsidies	\$403.3	\$305.3	(\$98.0)	\$3,310.3	\$3,248.8	(\$61.7)
Inter-Agency Subsidy Transactions						
B&T Operating Surplus Transfer	58.6	49.8	(8.8)	205.6	215.2	9.6
	\$58.6	\$49.8	(\$8.8)	\$205.6	\$215.2	\$9.6
Total Accrued Subsidies	\$461.9	\$355.1	(\$106.8)	\$3,515.9	\$3,463.9	(\$52.0)

¹ License, Vehicle Registration, Taxi and Auto Rental Fees
Note: Differences are due to rounding.

METROPOLITAN TRANSPORTATION AUTHORITY
February Financial Plan - 2013 Adopted Budget
Consolidated Accrual Subsidy Detail
Explanation of Variances
(\$ in millions)

May 2013			
Accrued Subsidies	Variance \$	Variance %	Explanations
Petroleum Business Tax	(7.4)	(14.3%)	The unfavorable accrual variance for May was primarily due to timing delays in booking accruals by MTA Accounting.
MRT(b) 1 (Gross)	3.8	20.1%	MRT-1 transactions were favorable for the month due to better than expected MRT-1 transactions. Year-to-date transactions are also favorable.
MRT(b) 2 (Gross)	0.3	2.8%	MRT-2 transactions were slightly higher than budget for the month due to better than expected MRT-2 activity. Year-to-date transactions remain slightly below the budget.
Urban Tax	(1.9)	(5.3%)	Urban tax accruals were unfavorable for the month due to slightly lower than expected real estate activity in New York City in May however, year-to-date transactions continued to show a strong favorable variance.
Payroll Mobility Taxes	(25.2)	(14.9%)	The unfavorable variance was primarily due to timing of booking accrual. YTD transactions were slightly favorable.
Payroll Mobility Taxes Replacement Funds	(62.0)	(100.0%)	The unfavorable variance is due to the timing of accruals. Accruals will be booked in June.
CDOT Subsidies	(3.5)	(45.6%)	The unfavorable variance for the month was due primarily to timing. Year-to-date variance remained unfavorable.
Station Maintenance	3.2	23.7%	The favorable variance is due primarily to timing.
City Subsidy to MTA Bus	(5.0)	(24.0%)	Variance was mostly timing related. Drawdowns are related to the timing of cash obligations for MTA Bus.
B&T Operating Surplus Transfer	(6.8)	(15.0%)	Variance was due to timing of booking accruals.

Year-to-Date			
Accrued Subsidies	Variance \$	Variance %	Explanations
Mass Transportation Operating Assistance Fund (MMTOA)	28.1	1.8%	The favorable YTD variance was due to slightly higher appropriation in NYS 2013-14 Enacted Budget than was anticipated in the February Plan; the February Plan forecast was based on the State's Executive Budget forecast which was subsequently revised. The MTA July Plan incorporates this change.
Petroleum Business Tax	(27.8)	(11.1%)	The unfavorable YTD variance was due to a combination of real and timing differences. Some of the variance, approximately \$5 million, was due to the State's reforecast of revenues that was used the final appropriation.
MRT(b) 1 (Gross)	9.7	10.9%	Year-to-date transactions were favorable due to stronger than expected MRT-1 activity for the year.
MRT(b) 2 (Gross)	(4.1)	(2.0%)	Year-to-date transactions were unfavorable due to lower MRT-2 activity than anticipated.
Urban Tax	42.6	23.7%	Year-to-date Urban Tax transactions were favorable due to strong commercial real estate activity in New York City.
Payroll Mobility Taxes	5.5	0.8%	See explanation for the month.
MTA Aid Taxes	(6.8)	(13.4%)	Year-to-date MTA Aid transactions were unfavorable due to timing. The variance will be reversed with the next quarterly reconciliation.
CDOT Subsidies	(9.0)	(21.1%)	Year-to-date results were unfavorable primarily due to timing.
Station Maintenance	2.2	3.4%	See explanation for the month.
City Subsidy to MTA Bus	(38.2)	(11.7%)	Year-to-date variance was mostly timing related. Drawdowns are related to the timing of cash obligations for MTA Bus.
B&T Operating Surplus Transfer	9.6	4.7%	Year-to-date favorable variance was due primarily to timing.

METROPOLITAN TRANSPORTATION AUTHORITY
FEBRUARY FINANCIAL PLAN - 2013 ADOPTED BUDGET
DEBT SERVICE
(\$ in millions)

May 2013

	Adopted Budget	Actual	Variance	% Variance	Explanation
Dedicated Tax Fund:					
NYC Transit	\$12.1	\$11.9	\$0.3		
Commuter Railroads	2.4	2.6	(0.2)		
<i>Dedicated Tax Fund Subtotal</i>	\$14.5	\$14.4	\$0.1	0.4%	
MTA Transportation Revenue:					
NYC Transit	\$45.7	\$20.2	\$25.5		Lower than budgeted BAB subsidy receipt offset by the reversal of the prior period timing variance.
Commuter Railroads	29.0	\$12.6	16.4		
MTA Bus	1.2	\$1.3	(0.1)		
<i>MTA Transportation Subtotal</i>	\$75.9	\$34.0	\$41.9	55.2%	
Commercial Paper:					
NYC Transit	\$1.8	\$0.1	\$1.8		Lower than budgeted rates.
Commuter Railroads	1.1	\$0.0	1.1		
MTA Bus	0.0	\$0.0	0.0		
<i>Commercial Paper Subtotal</i>	\$3.0	\$0.1	\$2.9	96.9%	
2 Broadway COPs:					
NYC Transit	\$1.4	\$1.1	\$0.3		Timing related to the release of the debt service reserve fund and open market purchase in 12/2012.
Bridges & Tunnels	0.2	\$0.2	0.0		
MTA HQ	0.2	\$0.2	0.0		
<i>2 Broadway COPs Subtotal</i>	\$1.8	\$1.4	\$0.3	19.1%	
TBTA General Resolution (2)					
NYC Transit	\$15.1	\$16.3	(\$1.1)		Lower than budgeted variable rates offset by the timing of BAB subsidy receipt.
Commuter Railroads	7.1	\$7.3	(0.2)		
Bridges & Tunnels	12.7	\$13.5	(0.7)		
<i>TBTA General Resolution Subtotal</i>	\$35.0	\$37.0	(\$2.1)	-5.9%	
TBTA Subordinate (2)					
NYC Transit	\$6.5	\$6.0	\$0.5		Lower than budgeted variable rates; lower debt service due to refunding.
Commuter Railroads	2.9	\$2.6	0.2		
Bridges & Tunnels	2.6	\$2.4	0.2		
<i>TBTA Subordinate Subtotal</i>	\$11.9	\$11.0	\$1.0	8.0%	
Total Debt Service	\$142.1	\$98.0	\$44.1	31.0%	
Debt Service by Agency:					
NYC Transit	\$82.7	\$55.5	\$27.2		
Commuter Railroads	42.5	25.1	17.4		
MTA Bus	1.3	1.3	(0.1)		
Bridges & Tunnels	15.5	16.0	(0.5)		
MTAHQ	0.2	0.2	0.0		
Total Debt Service	\$142.1	\$98.0	\$44.1	31.0%	

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
FEBRUARY FINANCIAL PLAN - 2013 ADOPTED BUDGET
DEBT SERVICE
(\$ in millions)

May 2013 Year-to-Date

	Adopted Budget	Actual	Variance	% Variance	Explanation
Dedicated Tax Fund:					
NYC Transit	\$134.6	\$128.3	\$6.3		
Commuter Railroads	27.3	\$27.7	(0.4)		
<i>Dedicated Tax Fund Subtotal</i>	\$161.9	\$156.0	\$5.9	3.6%	
MTA Transportation Revenue:					
NYC Transit	\$298.8	\$293.5	\$5.3		
Commuter Railroads	189.8	\$184.1	5.7		
MTA Bus	8.2	\$11.6	(3.3)		
<i>MTA Transportation Subtotal</i>	\$496.8	\$489.1	\$7.7	1.6%	
Commercial Paper:					
NYC Transit	\$9.2	\$0.3	\$8.8		
Commuter Railroads	5.7	\$0.2	5.5		
MTA Bus	0.1	\$0.1	0.0		Lower than budgeted rates.
<i>Commercial Paper Subtotal</i>	\$15.0	\$0.6	\$14.4	95.9%	
2 Broadway COPs:					
NYC Transit	\$7.0	\$4.5	\$2.5		
Bridges & Tunnels	1.0	\$0.6	0.4		
MTA HQ	1.0	\$0.6	0.3		
<i>2 Broadway COPs Subtotal</i>	\$8.9	\$5.7	\$3.2	36.0%	Timing related to the release of the debt service reserve fund and open market purchase in 12/2012.
TBTA General Resolution (2)					
NYC Transit	\$75.7	\$80.4	(\$4.7)		
Commuter Railroads	35.6	\$36.0	(0.4)		
Bridges & Tunnels	81.7	\$66.5	15.2		
<i>TBTA General Resolution Subtotal</i>	\$193.0	\$182.9	\$10.1	5.2%	Lower than budgeted variable rates; lower debt service due to refunding; timing of new money bond issuance; above explanations offset by timing of BAB subsidy.
TBTA Subordinate (2)					
NYC Transit	\$32.6	\$29.4	\$3.1		
Commuter Railroads	14.3	\$12.9	1.4		
Bridges & Tunnels	12.9	\$11.6	1.2		
<i>TBTA Subordinate Subtotal</i>	\$59.7	\$54.0	\$5.7	9.6%	Lower than budgeted variable rates; lower debt service due to refunding.
Total Debt Service	\$935.3	\$888.3	\$47.0	5.0%	
Debt Service by Agency:					
NYC Transit	\$557.8	\$536.4	\$21.4		
Commuter Railroads	272.7	260.9	11.8		
MTA Bus	8.4	11.6	(3.3)		
Bridges & Tunnels	95.5	78.7	16.8		
MTAHQ	1.0	0.6	0.3		
Total Debt Service	\$935.3	\$888.3	\$47.0	5.0%	

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
February Financial Plan - 2013 Adopted Budget
Cash Subsidy Detail by Agency
(\$ in millions)

May 2013

	NYC Transit			Commuter Railroads			SSB			MTA Bus			MTAHC			TOTAL		
	Adopted Budget	Actual	Variance	Adopted Budget	Actual	Variance	Adopted Budget	Actual	Variance	Adopted Budget	Actual	Variance	Adopted Budget	Actual	Variance	Adopted Budget	Actual	Variance
Cash Subsidies:																		
Dedicated Taxes																		
AMTGA ¹	\$90.2	\$100.0	\$9.8	\$51.8	\$48.0	(\$3.9)	\$0.3	\$0.0	(\$0.3)	\$0.8	\$0.0	\$0.8	\$0.0	\$0.0	\$0.0	\$142.5	\$148.0	\$5.5
Petroleum Business Tax	42.8	37.7	(4.9)	7.5	6.6	(0.9)	-	-	-	-	-	-	-	-	-	50.1	44.3	(5.8)
MRT ² 1 (Gross)	-	-	-	-	-	-	-	-	-	-	-	-	17.8	18.1	0.3	17.8	18.1	0.3
MRT ² 2 (Gross)	-	-	-	-	-	-	-	-	-	-	-	-	8.1	8.1	(1.0)	8.1	8.1	(1.0)
Other MRT ² Adjustments	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	0.0	0.0	0.0
Urban Tax	36.0	26.2	(9.8)	-	-	-	-	-	-	-	-	-	-	-	-	36.0	26.2	(9.8)
Investment Income	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	0.0	0.0	0.0
	\$169.8	\$163.8	(\$6.0)	\$59.4	\$54.6	(\$4.8)	\$0.3	\$0.0	(\$0.3)	\$0.8	\$0.0	\$0.8	\$27.9	\$26.2	(\$1.7)	\$268.5	\$264.7	(\$3.8)
New State Taxes and Fees																		
Payroll Mobility Tax	122.0	104.5	(17.5)	48.6	39.6	(8.9)	-	-	-	-	-	-	-	-	-	169.3	144.2	(25.2)
Payroll Mobility Tax Replacement Funds	45.0	-	(45.0)	17.1	-	(17.1)	-	-	-	-	-	-	-	-	-	62.0	0.0	(62.0)
MTA Aid ³	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	0.0	0.0	0.0
	\$167.0	\$104.5	(\$62.5)	\$65.7	\$39.6	(\$26.1)	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$231.3	\$144.2	(\$87.3)
State and Local Subsidies																		
NYS Operating Assistance	39.5	39.5	-	7.3	7.3	-	0.1	0.1	-	-	-	-	-	-	-	47.0	47.0	0.0
NYC and Local 18c																		
New York City	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	0.0	0.0	0.0
Nassau County	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	0.0	0.0	0.0
Suffolk County	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	0.0	0.0	0.0
Westchester County	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	0.0	0.0	0.0
Putnam County	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	0.0	0.0	0.0
Dutchess County	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	0.0	0.0	0.0
Orange County	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	0.0	0.0	0.0
Rockland County	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	0.0	0.0	0.0
CDOT Subsidies	-	-	-	7.8	2.0	(5.7)	-	-	-	-	-	-	-	-	-	7.8	2.0	(5.7)
Station Maintenance	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	0.0	0.0	0.0
	\$39.5	\$39.5	\$0.0	\$15.1	\$9.3	(\$5.7)	\$0.1	\$0.1	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$54.8	\$48.8	(\$6.0)
Sub-total Dedicated Taxes & State and Local Subsidies	\$306.8	\$307.9	(\$1.1)	\$124.2	\$103.5	(\$20.7)	\$0.4	\$0.1	(\$0.3)	\$0.8	\$0.0	\$0.8	\$27.9	\$26.2	(\$1.7)	\$541.4	\$437.8	(\$103.6)
City Subsidy to MTA Bus	-	-	-	-	-	-	-	-	-	\$27.1	18.5	(8.6)	-	-	-	27.1	18.5	(8.6)
Total Dedicated Taxes & State and Local Subsidies	\$306.8	\$307.9	(\$1.1)	\$124.2	\$103.5	(\$20.7)	\$0.4	\$0.1	(\$0.3)	\$27.1	\$18.5	(\$8.6)	\$27.9	\$26.2	(\$1.7)	\$568.5	\$456.3	(\$112.2)
Inter-Agency Subsidy Transactions																		
B&T Operating Surplus Transfer	18.0	20.5	2.5	37.3	28.3	(9.0)	-	-	-	-	-	-	-	-	-	45.3	48.8	3.5
	\$18.0	\$20.5	\$2.5	\$37.3	\$28.3	(\$9.0)	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$63.3	\$69.8	\$6.5
Total Cash Subsidies	\$324.8	\$328.4	(\$3.6)	\$161.5	\$131.8	(\$29.7)	\$0.4	\$0.1	(\$0.3)	\$27.1	\$18.5	(\$8.6)	\$27.9	\$26.2	(\$1.7)	\$631.8	\$526.1	(\$105.7)

¹ Metropolitan Mass Transportation Operating Assistance Fund
² License, Vehicle Registration, Taxi and Auto Rental Fees
Note: Differences are due to rounding.

METROPOLITAN TRANSPORTATION AUTHORITY
February Financial Plan - 2013 Adopted Budget
Cash Subsidy Detail by Agency
(\$ in millions)

Cash Subsidies:	Year-to-Date																	
	NYC Transit			Commuter Railroads			SPR			MTA Bus			MTAHOV			TOTAL		
	Adopted Budget	Actual	Variance	Adopted Budget	Actual	Variance	Adopted Budget	Actual	Variance	Adopted Budget	Actual	Variance	Adopted Budget	Actual	Variance	Adopted Budget	Actual	Variance
Dedicated Taxes																		
MIFTOA ¹	\$90.2	100.0	9.8	\$51.0	48.0	(3.0)	\$0.3	0.0	(0.3)	\$0.0	0.0	0.0	\$0.0	0.0	0.0	\$142.5	\$149.0	6.5
Petroleum Business Tax	212.7	169.6	(23.2)	37.5	37.5	(4.1)	-	0.0	-	-	0.0	-	-	-	-	250.3	223.0	(27.3)
MTA ² 1 (Gross)	-	-	-	-	-	-	-	-	-	-	-	-	82.1	97.9	8.8	80.1	97.9	8.8
MTA ² 2 (Gross)	-	-	-	-	-	-	-	-	-	-	-	-	45.7	40.1	(5.6)	45.7	40.1	(5.6)
Other MTA ² Adjustments	-	-	-	-	-	-	-	-	-	-	-	-	(1.3)	-	1.3	(1.3)	-	1.3
Urban Tax	179.9	251.6	71.9	-	-	-	-	-	-	-	-	-	-	-	-	179.9	251.6	71.9
Investment Income	\$0.0	-	-	0.3	-	(0.3)	\$0.0	-	-	\$0.0	-	-	\$0.0	-	-	0.3	-	(0.3)
	\$482.9	\$541.6	\$58.6	\$88.7	\$85.5	(\$3.2)	\$0.3	\$0.0	(\$0.3)	\$0.0	\$0.0	\$0.0	\$133.8	\$138.0	\$4.4	\$786.5	\$794.6	\$8.3
New State Taxes and Fees																		
Payroll Mobility Tax	476.7	454.2	(24.5)	181.6	172.3	(9.3)	-	-	-	-	-	-	-	-	-	690.3	626.5	(33.6)
Payroll Mobility Tax Replacement Funds	45.0	-	(45.0)	17.1	-	(17.1)	-	-	-	-	-	-	-	-	-	62.0	-	(62.0)
MTA Aid ³	40.3	34.9	(5.4)	23.7	20.6	(3.2)	-	-	-	-	-	-	-	-	-	64.0	55.4	(8.6)
	\$562.0	\$489.1	(\$72.9)	\$222.4	\$192.9	(\$29.5)	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$716.3	\$681.9	(34.4)
State and Local Subsidies																		
NYS Operating Assistance	39.5	39.5	-	7.3	7.3	-	0.1	0.1	-	-	-	-	-	-	-	47.0	47.0	0.0
NYC and Local 18b	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
New York City	-	-	-	0.5	0.5	(0.0)	-	-	-	-	-	-	-	-	-	0.5	0.5	(0.0)
Nassau County	-	-	-	2.9	2.9	0.0	-	-	-	-	-	-	-	-	-	2.9	2.9	0.0
Suffolk County	-	1.9	1.9	1.9	1.9	(0.0)	-	-	-	-	-	-	-	-	-	1.9	3.8	1.9
Westchester County	-	1.8	1.8	1.8	1.8	0.0	-	-	-	-	-	-	-	-	-	1.8	3.7	1.9
Putnam County	-	-	-	0.1	0.1	(0.0)	-	-	-	-	-	-	-	-	-	0.1	0.1	(0.0)
Dutchess County	-	-	-	0.1	0.1	(0.0)	-	-	-	-	-	-	-	-	-	0.1	0.1	(0.0)
Orange County	-	-	-	0.0	0.1	0.1	-	-	-	-	-	-	-	-	-	0.0	0.1	0.1
Rockland County	-	-	-	0.0	0.0	(0.0)	-	-	-	-	-	-	-	-	-	0.0	0.0	(0.0)
CDOT Subsidies	-	-	-	42.5	30.9	(11.6)	-	-	-	-	-	-	-	-	-	42.5	30.9	(11.6)
Station Maintenance	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	\$39.5	\$42.2	\$2.7	\$57.2	\$45.8	(\$11.4)	\$0.1	\$0.1	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$84.8	\$68.8	(16.0)
Sub-total Dedicated Taxes & State and Local Subsidies	\$1,044.4	\$1,072.7	(\$28.2)	\$349.2	\$338.7	(\$10.5)	\$0.5	\$0.1	(\$0.3)	\$0.0	\$0.0	\$0.0	\$133.8	\$138.0	\$4.4	\$1,569.7	\$1,531.8	(\$37.9)
City Subsidy to MTA Bus	-	-	-	-	-	-	-	-	-	145.1	92.5	(52.6)	-	-	-	145.1	92.5	(52.6)
Total Dedicated Taxes & State and Local Subsidies	\$1,044.4	\$1,072.7	(\$28.2)	\$349.2	\$338.7	(\$10.5)	\$0.5	\$0.1	(\$0.3)	\$145.1	\$92.5	(\$52.6)	\$133.8	\$138.0	\$4.4	\$1,734.6	\$1,624.3	(\$110.3)
Inter-Agency Subsidy Transactions																		
B&T Operating Surplus Transfer	64.9	80.9	16.0	112.0	73.9	(22.9)	-	-	-	-	-	-	-	-	-	176.9	215.8	38.9
	\$64.9	\$80.9	\$16.0	\$112.0	\$73.9	(\$22.9)	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$176.9	\$215.8	\$38.9
Total Cash Subsidies	\$1,109.3	\$1,153.6	\$44.3	\$461.2	\$412.6	(\$48.6)	\$0.5	\$0.1	(\$0.3)	\$145.1	\$92.5	(\$52.6)	\$133.8	\$138.0	\$4.4	\$1,911.5	\$1,840.1	(\$71.4)

¹ Metropolitan Mass Transportation Operating Assistance Fund

² License, Vehicle Registration, Tax and Auto Rental Fee

Note: Differences are due to rounding.

METROPOLITAN TRANSPORTATION AUTHORITY
February Financial Plan - 2013 Adopted Budget
Consolidated Subsidy Cash
Explanation of Variances
(\$ in millions)

May 2013			
Cash Subsidies	Variance \$	Variance %	Explanations
MMTOA ⁽¹⁾	5.5	3.9%	The slightly favorable variances for the month and year-to-date were due to slightly higher appropriation in NYS 2013-14 Enacted Budget than were anticipated in the February Plan. This slightly increased each of the nine monthly payments. The MTA July Plan incorporates this change.
Petroleum Business Tax	(5.6)	-11.6%	The unfavorable variances for the month and year-to-date were partially due to timing delays and to a lower-than-expected revenues in the State's latest reforecast compared to the MTA February Plan.
MRT ⁽²⁾ 2 (Gross)	(1.0)	-11.4%	MRT-2 cash receipts were below the budget for the month and YTD due to lower-than-expected MRT-2 activity.
Urban Tax	(9.6)	-27.2%	The unfavorable variance for the month was due to lower-than-expected real estate activity in New York City. Year-to-date results remained strongly favorable.
Payroll Mobility Tax	(25.2)	(14.9%)	The unfavorable variance for the month primarily reflected lower collections than were forecasted and did not appear to be timing-related.
Payroll Mobility Tax Replacement Funds	(62.0)	(100.0%)	The unfavorable variance is due to the timing of accruals. Accruals will be booked in June.
CDOT Subsidies	(5.7)	(74.2%)	The unfavorable variances for the month and year-to-date were primarily due to timing.
City Subsidy to MTA Bus	(6.6)	(31.7%)	The unfavorable variance was mostly timing related. Drawdowns are related to the timing of cash obligations for MTA Bus.
B&T Operating Surplus Transfer	0.9	6.8%	The favorable variance was due mostly to timing of transfers.
Year-to-Date			
Cash Subsidies	Variance \$	Variance %	Explanations
MMTOA ⁽¹⁾	5.5	3.9%	See explanation for the month.
Petroleum Business Tax	(27.3)	-10.9%	See explanation for the month.
MRT ⁽²⁾ 1 (Gross)	8.8	9.9%	Year-to-date receipts were favorable due to better-than-expected MRT-1 activity.
MRT ⁽²⁾ 2 (Gross)	(5.6)	-12.3%	See explanation for the month.
Urban Tax	71.9	39.9%	Urban Tax continued to show a strong favorable year-to-date variance.
Payroll Mobility Tax	(33.8)	(5.1%)	The year-to-date variance was slightly unfavorable to the budget and appeared to be due primarily to lower collections than forecasted in the February Plan.
Payroll Mobility Tax Replacement Funds	(62.0)	(100.0%)	See explanation for the month.
MTA Aid ⁽³⁾	(9.5)	(13.4%)	The unfavorable YTD variance was due primarily to timing of payment. The first quarter payment in March was made ahead of schedule. First quarter payments received after the payment was made will be included with the next quarterly payment to the MTA in June.
Suffolk County	1.9	100.0%	The favorable YTD variance was due to the timing of payment.
Westchester County	1.8	> 100%	The favorable YTD variance was due to the timing of payment.
Orange County	0.1	> 100%	The favorable YTD variance was primarily due to the timing of payment.
Rockland County	(0.0)	(4.3%)	The unfavorable YTD variance was due primarily to timing of payment.
CDOT Subsidies	(11.6)	(27.2%)	See explanation for the month.
City Subsidy to MTA Bus	(52.6)	(36.2%)	See explanation for the month.
B&T Operating Surplus Transfer	38.9	22.0%	See explanation for the month.

METROPOLITAN TRANSPORTATION AUTHORITY
February Financial Plan - 2013 Adopted Budget
Total Positions by Function and Agency
May 2013

Category	Adopted Budget	Actual	Favorable/ (Unfavorable)
Total Positions	66,343	65,579	763
NYC Transit	46,000	45,768	232
Long Island Rail Road	6,736	6,592	144
Metro-North Railroad	6,215	6,035	179
Bridges & Tunnels	1,652	1,537	115
Headquarters	1,732	1,624	108
Staten Island Railway	271	277	(6)
Capital Construction Company	138	131	7
Bus Company	3,589	3,616	(17)
Non-reimbursable	59,945	59,782	163
NYC Transit	41,594	41,462	132
Long Island Rail Road	5,777	5,876	(98)
Metro-North Railroad	5,481	5,536	(55)
Bridges & Tunnels	1,608	1,493	115
Headquarters	1,682	1,583	99
Staten Island Railway	268	274	(6)
Capital Construction Company	-	-	-
Bus Company	3,535	3,559	(24)
Reimbursable	6,398	5,798	600
NYC Transit	4,406	4,306	100
Long Island Rail Road	959	716	243
Metro-North Railroad	734	500	234
Bridges & Tunnels	44	44	-
Headquarters	50	41	9
Staten Island Railway	3	3	-
Capital Construction Company	138	131	7
Bus Company	64	57	7
Total Full Time	66,167	65,354	813
NYC Transit	45,840	45,560	280
Long Island Rail Road	6,736	6,592	144
Metro-North Railroad	6,214	6,034	179
Bridges & Tunnels	1,652	1,537	115
Headquarters	1,732	1,624	108
Staten Island Railway	271	277	(6)
Capital Construction Company	138	131	7
Bus Company	3,584	3,599	(15)
Total Full-Time Equivalents	176	226	(50)
NYC Transit	160	208	(48)
Long Island Rail Road	-	-	-
Metro-North Railroad	1	1	-
Bridges & Tunnels	-	-	-
Headquarters	-	-	-
Staten Island Railway	-	-	-
Capital Construction Company	-	-	-
Bus Company	15	17	(2)

Note: Totals may differ due to rounding

METROPOLITAN TRANSPORTATION AUTHORITY
February Financial Plan - 2013 Adopted Budget
Total Positions by Function and Agency
May 2013

Function/Agency	Adopted Budget	Actual	Favorable/ (Unfavorable)
Administration	4,250	3,999	251
NYC Transit	1,879	1,783	96
Long Island Rail Road	628	633	(5)
Metro-North Railroad	521	474	47
Bridges & Tunnels	52	77	(25)
Headquarters	939	868	71
Staten Island Railway	28	31	(3)
Capital Construction Company	17	15	2
Bus Company	186	119	67
Operations	29,331	29,341	(10)
NYC Transit	21,784	21,853	(69)
Long Island Rail Road	2,230	2,213	17
Metro-North Railroad	2,153	2,091	62
Bridges & Tunnels	768	653	115
Headquarters	-	-	-
Staten Island Railway	91	98	(7)
Capital Construction Company	-	-	-
Bus Company	2,305	2,433	(128)
Maintenance	29,349	28,972	378
NYC Transit	20,551	20,394	157
Long Island Rail Road	3,734	3,633	101
Metro-North Railroad	3,441	3,379	62
Bridges & Tunnels	415	401	14
Headquarters	-	-	-
Staten Island Railway	152	148	4
Capital Construction Company	-	-	-
Bus Company	1,056	1,017	39
Engineering/Capital	1,767	1,671	96
NYC Transit	1,218	1,180	38
Long Island Rail Road	143	113	30
Metro-North Railroad	100	92	8
Bridges & Tunnels	147	138	9
Headquarters	-	-	-
Staten Island Railway	-	-	-
Capital Construction Company	121	116	5
Bus Company	38	32	6
Public Safety	1,645	1,597	48
NYC Transit	568	558	10
Long Island Rail Road	-	-	-
Metro-North Railroad	-	-	-
Bridges & Tunnels	270	268	2
Headquarters	793	756	37
Staten Island Railway	-	-	-
Capital Construction Company	-	-	-
Bus Company	14	15	(1)
Total Positions	66,343	65,579	763

METROPOLITAN TRANSPORTATION AUTHORITY
February Financial Plan - 2013 Adopted Budget
Total Positions by Function and Occupational Group
May 2013

FUNCTION/OCCUPATIONAL GROUP	Adopted Budget	Actual	Variance Favorable/ (Unfavorable)
Administration	4,250	3,999	251
Managers/Supervisors	1,662	1,543	119
Professional, Technical, Clerical	2,410	2,432	(22)
Operational Hourlies	178	24	155
Operations	29,331	29,341	(10)
Managers/Supervisors	3,347	3,298	49
Professional, Technical, Clerical	893	936	(43)
Operational Hourlies	25,091	25,107	(16)
Maintenance	29,349	28,972	378
Managers/Supervisors	5,216	5,009	208
Professional, Technical, Clerical	1,854	1,757	98
Operational Hourlies	22,279	22,206	72
Engineering/Capital	1,767	1,671	96
Managers/Supervisors	465	434	31
Professional, Technical, Clerical	1,280	1,235	46
Operational Hourlies	2	2	-
Public Safety	1,645	1,597	48
Managers/Supervisors	251	243	8
Professional, Technical, Clerical	143	125	18
Operational Hourlies	1,251	1,229	22
Total Positions	66,343	65,579	763
Managers/Supervisors	10,961	10,527	434
Professional, Technical, Clerical	6,580	6,484	96
Operational Hourlies	48,802	48,568	234

(millions)

Current Month Stabilization Fund				Year to Date Stabilization Fund		
	Commuter (General Fd)	Transit (TA Stab)	Total	Commuter (General Fd)	Transit (TA Stab)	Total
From Date.	05/01/13	05/01/13	05/01/13	01/01/13	01/01/13	01/01/13
To Date.	05/31/13	05/31/13	05/31/13	05/31/13	05/31/13	05/31/13
Opening Balance	\$140.872	\$122.043	\$262.915	\$220.736	\$115.183	\$335.919
RECEIPTS						
Interest Earnings	0.013	0.018	0.031	0.092	0.132	0.224
New York State						
State and regional mass transit taxes - MMTOA	48.000	100.000	148.000	48.000	100.000	148.000
MTIF	6.645	37.655	44.300	33.454	189.575	223.030
Total Dedicated Taxes Received	54.645	137.655	192.300	81.454	289.575	371.030
Less DTF Debt Service	2.561	11.858	14.419	27.709	128.274	155.983
Net Dedicated Taxes for Operations	52.084	125.797	177.881	53.745	161.301	215.047
Payroll Mobility Tax	0.000	2.206	2.206	216.229	634.684	850.913
MTA Aid Trust Taxes	0.000	0.000	0.000	46.370	122.248	168.618
Operating Assistance - 18b	7.313	39.668	46.981	7.313	39.668	46.981
NYS School Fares	0.000	0.000	0.000	0.000	0.000	0.000
Additional Mass Transp Operating Assistance	0.000	n/a	0.000	0.000	n/a	0.000
Total - New York State	\$59.397	\$167.671	\$227.068	\$323.658	\$957.901	\$1,281.558
Local						
Dutchess County						
Operating Assistance - 18b	\$0.000	n/a	\$0.000	\$0.095	n/a	\$0.095
Station Maintenance	0.000	n/a	0.000	0.000	n/a	0.000
Nassau County						
Operating Assistance - 18b	0.000	n/a	0.000	2.896	n/a	2.896
Station Maintenance	0.000	n/a	0.000	0.000	n/a	0.000
New York City						
Operating Assistance - 18b	0.000	0.000	0.000	0.468	0.000	0.468
Urban - Real Property & Mortgage Recording Tax	n/a	26.194	26.194	n/a	251.826	251.826
Additional Assistance New York City	n/a	0.000	0.000	n/a	0.000	0.000
Station Maintenance	0.000	n/a	0.000	0.000	n/a	0.000
Orange County						
Operating Assistance - 18b	0.000	n/a	0.000	0.073	n/a	0.073
Station Maintenance	0.000	n/a	0.000	0.000	n/a	0.000
Putnam County						
Operating Assistance - 18b	0.000	n/a	0.000	0.190	n/a	0.190
Station Maintenance	0.000	n/a	0.000	0.000	n/a	0.000
Rockland County						
Operating Assistance - 18b	0.000	n/a	0.000	0.007	n/a	0.007
Station Maintenance	0.000	n/a	0.000	0.000	n/a	0.000
Suffolk County						
Operating Assistance - 18b	0.000	n/a	0.000	3.759	n/a	3.759
Station Maintenance	0.000	n/a	0.000	0.000	n/a	0.000
Westchester County						
Operating Assistance - 18b	0.000	n/a	0.000	3.671	n/a	3.671
Station Maintenance	0.000	n/a	0.000	0.000	n/a	0.000
Total - Local	\$0.000	\$26.194	\$26.194	\$11.160	\$251.826	\$262.985

X-23

	<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>	
	<u>From Date:</u>	<u>05/01/13</u>	<u>05/01/13</u>	<u>01/01/13</u>	<u>01/01/13</u>	<u>01/01/13</u>
	<u>To Date:</u>	<u>05/31/13</u>	<u>05/31/13</u>	<u>05/31/13</u>	<u>05/31/13</u>	<u>05/31/13</u>
<u>MTA Bridges and Tunnels- Surplus Transfers</u>	29.335	20.479	49.814	134.919	80.857	215.777
Total Subsidy and Other Receipts	\$88.732	\$214.344	\$303.076	\$469.736	\$1,290.584	\$1,760.320
<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	0.000	0.000	0.000	0.000	0.000	0.000
MRT-2 Corporate Account	0.000	0.000	0.000	0.000	0.000	0.000
2012 OPEB Loan	0.000	0.000	0.000	23.000	0.000	23.000
Total Loans	\$0.000	\$0.000	\$0.000	\$23.000	\$0.000	\$23.000
Total Receipts and Loans Received	\$88.745	\$214.362	\$303.107	\$492.829	\$1,290.716	\$1,783.545

Continued on Next Page

Continued on Next Page

(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:	05/01/13	05/01/13	05/01/13	01/01/13	01/01/13	01/01/13
To Date:	05/31/13	05/31/13	05/31/13	05/31/13	05/31/13	05/31/13
<u>Brought forward from prior page</u>						
Opening Balance	\$140.872	\$122.043	\$262.915	\$220.736	\$115.183	\$335.919
Total Receipts and Loans Received	88.745	214.362	303.107	492.829	1,290.716	1,783.545
Total Cash and Receipts Available	\$229.617	\$336.405	\$566.022	\$713.564	\$1,405.900	\$2,119.464
<u>DISBURSEMENTS</u>						
<u>Revenue Supported Debt Service</u>	12.585	21.333	33.917	187.920	305.408	493.328
<u>Agency Operations</u>						
MTA Long Island Railroad	45.690	0.000	45.690	274.070	0.000	274.070
MTA Metro-North Rail Road	2.974	0.000	2.974	83.206	0.000	83.206
MTA New York City Transit	0.000	2.206	2.206	0.000	764.625	764.625
MTA NYCT for SIRTQA	0.000	0.000	0.000	0.000	0.000	0.000
Capital Program Contribution	0.000	0.000	0.000	0.000	0.000	0.000
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
Total Debt Service and Operations	\$61.249	\$23.539	\$84.788	\$545.196	\$1,070.033	\$1,615.229
<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	0.000	0.000	0.000	0.000	0.000	0.000
MRT-2 Corporate Account	0.000	0.000	0.000	0.000	0.000	0.000
2012 OPEB Loan	23.000	52.000	75.000	23.000	75.000	98.000 *
Total Loans Payback	\$23.000	\$52.000	\$75.000	\$23.000	\$75.000	\$98.000
Total Disbursements	\$84.249	\$75.539	\$159.788	\$568.196	\$1,145.033	\$1,713.229
<u>STABILIZATION FUND BALANCE</u>	<u>\$145.368</u>	<u>\$260.866</u>	<u>\$406.235</u>	<u>\$145.368</u>	<u>\$260.866</u>	<u>\$406.235</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
2012 OPEB Loan	0.000	0.000	0.000	0.000	0.000	0.000
	<u>\$122.000</u>	<u>\$278.000</u>	<u>\$400.000</u>	<u>\$122.000</u>	<u>\$278.000</u>	<u>\$400.000</u>
<u>End of Month NYCT Operating Fund borrowing from MTA Invest Pool not included in Ending Loan Balances above</u>	n/a	\$806.420	\$806.420	n/a	\$806.420	\$806.420
<u>Total Loan Balances (including negative Operating and Stabilization Fund Balances)</u>				\$122.000	\$1,084.420	\$1,206.420

* Note: 2012 OPEB Loan was corrected for Transit/Commuter split in January 2013

**METROPOLITAN TRANSPORTATION AUTHORITY
FAREBOX RECOVERY AND FAREBOX OPERATING RATIOS
2013 ADOPTED BUDGET AND ACTUALS
May-13**

FAREBOX RECOVERY RATIOS		
	2013 <u>Adopted Budget</u>	2013 <u>YTD Actual</u>
New York City Transit	38.2%	43.3%
Staten Island Railway	10.9%	12.1%
Long Island Rail Road	31.6%	30.9%
Metro-North Railroad	41.6%	44.3%
Bus Company	<u>30.8%</u>	<u>31.1%</u>
MTA Agency Average	37.2%	40.8%

FAREBOX OPERATING RATIOS		
	2013 <u>Adopted Budget</u>	2013 <u>YTD Actual</u>
New York City Transit	58.2%	64.5%
Staten Island Railway	18.1%	18.1%
Long Island Rail Road	47.2%	48.0%
Metro-North Railroad	61.9%	60.8%
Bus Company	<u>36.8%</u>	<u>38.2%</u>
MTA Agency Average	55.8%	59.9%

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.



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 May, 2013

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

Friday July 05, 2013

Metropolitan Transportation Authority

May

Revenue Passengers	2011	2012	Percent Change	2013	Percent Change
MTA New York City Transit	201,322,443	209,359,911	3.99%	210,626,093	0.60%
MTA New York City Subway	141,880,529	148,496,485	4.66%	150,551,849	1.38%
MTA New York City Bus	59,441,914	60,863,426	2.39%	60,074,244	-1.30%
MTA Staten Island Railway	406,054	410,031	0.98%	381,021	-7.08%
MTA Long Island Rail Road	6,739,212	7,172,588	6.43%	7,112,429	-0.84%
MTA Metro-North Railroad	6,948,660	7,242,998	4.24%	7,198,299	-0.62%
East of Hudson	6,788,759	7,094,282	4.50%	7,061,066	-0.47%
Harlem Line	2,223,927	2,318,904	4.27%	2,326,618	0.33%
Hudson Line	1,349,153	1,399,291	3.72%	1,396,805	-0.18%
New Haven Line	3,215,679	3,376,087	4.99%	3,337,643	-1.14%
West of Hudson	159,901	148,716	-6.99%	137,233	-7.72%
Port Jervis Line	111,096	93,989	-15.40%	85,089	-9.47%
Pascack Valley Line	48,805	54,727	12.13%	52,144	-4.72%
MTA Bus Company	10,676,556	10,957,840	2.63%	11,238,702	2.56%
MTA Bridges & Tunnels	25,144,889	25,192,764	0.19%	25,038,486	-0.61%
Total All Agencies	226,092,925	235,143,368	4.00%	236,556,544	0.60%
(Excludes Bridges & Tunnels)					
Weekdays:	21	22		22	
Holidays:	1	1		1	
Weekend Days:	9	8		8	
Days	31	31		31	

Monday, July 08, 2013

Metropolitan Transportation Authority

May

Revenue Passengers Year to Date	2011	2012	Percent Change	2013	Percent Change
MTA New York City Transit	954,070,197	986,698,228	3.42%	990,372,344	0.37%
MTA New York City Subway	676,297,165	700,171,894	3.53%	704,777,607	0.66%
MTA New York City Bus	277,773,032	286,526,334	3.15%	285,594,738	-0.33%
MTA Staten Island Railway	1,890,647	1,943,130	2.78%	1,770,866	-8.87%
MTA Long Island Rail Road	32,150,030	33,937,782	5.56%	33,620,912	-0.93%
MTA Metro-North Railroad	32,702,783	34,293,701	4.86%	33,939,041	-1.03%
<i>East of Hudson</i>	31,935,977	33,593,638	5.19%	33,305,522	-0.86%
Harlem Line	10,605,068	11,078,258	4.46%	11,037,976	-0.36%
Hudson Line	6,270,399	6,507,803	3.79%	6,470,376	-0.58%
New Haven Line	15,060,510	16,007,577	6.29%	15,797,170	-1.31%
<i>West of Hudson</i>	766,806	700,063	-8.70%	633,519	-9.51%
Port Jervis Line	528,083	439,055	-16.86%	393,238	-10.44%
Pascack Valley Line	238,723	261,008	9.34%	240,281	-7.94%
MTA Bus Company	49,226,847	51,488,118	4.59%	52,750,563	2.45%
MTA Bridges & Tunnels	113,251,360	115,828,526	2.28%	114,190,364	-1.41%
Total All Agencies	1,070,040,504	1,108,360,959	3.58%	1,112,453,726	0.37%
(Excludes Bridges & Tunnels)					
Weekdays:	103	105		106	
Holidays:	3	4		4	
Weekend Days:	45	43		41	
Days	151	152		151	

Monday, July 08, 2013

Metropolitan Transportation Authority

May

12 Month Averages	2011	2012	Percent Change	2013	Percent Change
MTA New York City Transit	192,001,343	194,864,729	1.49%	193,847,250	-0.52%
MTA New York City Subway	135,274,649	138,692,450	2.53%	138,265,665	-0.31%
MTA New York City Bus	56,726,694	56,172,279	-0.98%	55,581,585	-1.05%
MTA Staten Island Railway	371,839	386,328	3.90%	356,076	-7.83%
MTA Long Island Rail Road	6,747,027	6,897,563	2.23%	6,786,393	-1.61%
MTA Metro-North Railroad	6,795,528	6,969,059	2.55%	6,883,247	-1.23%
<i>East of Hudson</i>	6,637,299	6,835,170	2.98%	6,754,425	-1.18%
Harlem Line	2,190,778	2,236,445	2.08%	2,217,299	-0.86%
Hudson Line	1,310,054	1,333,125	1.76%	1,317,972	-1.14%
New Haven Line	3,136,467	3,265,600	4.12%	3,219,154	-1.42%
<i>West of Hudson</i>	158,230	133,889	-15.38%	128,822	-3.78%
Port Jervis Line	109,578	83,350	-23.94%	81,148	-2.64%
Pascack Valley Line	48,652	50,539	3.88%	47,675	-5.67%
MTA Bus Company	9,960,571	10,136,859	1.77%	10,178,354	0.41%
MTA Bridges & Tunnels	24,037,229	23,840,229	-0.82%	23,414,429	-1.79%
Total All Agencies	215,876,308	219,254,537	1.56%	218,051,320	-0.55%
(Excludes Bridges & Tunnels)					
Weekdays:	21	22		22	
Holidays:	1	1		1	
Weekend Days:	9	8		8	
Days	31	31		31	

Monday, July 08, 2013

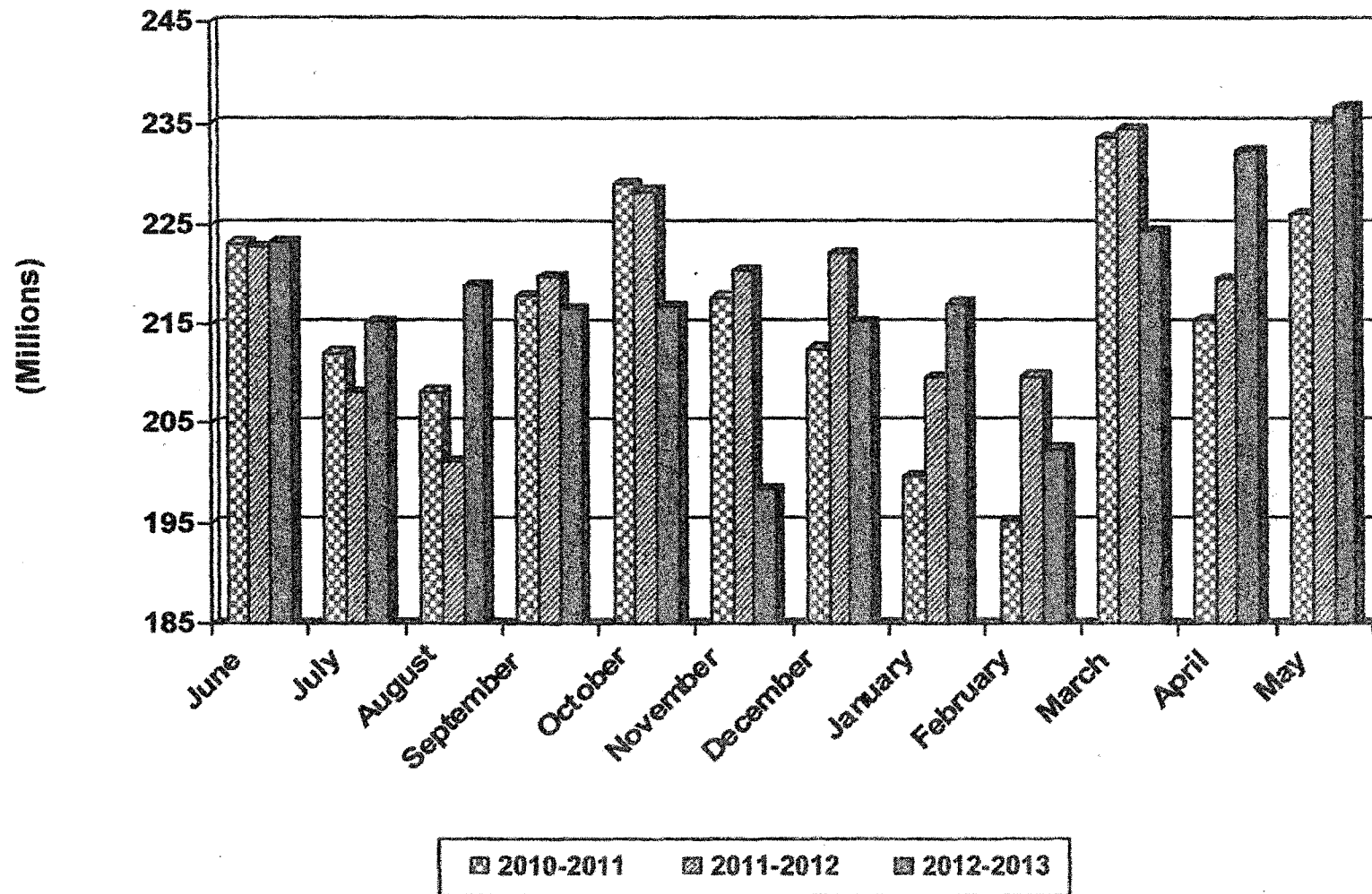
Metropolitan Transportation Authority

May

Average Weekday Passengers	2011	2012	Percent Change	2013	Percent Change
MTA New York City Transit	7,728,432	7,839,588	1.44%	7,917,649	1.00%
MTA New York City Subway	5,450,246	5,557,889	1.97%	5,655,497	1.76%
MTA New York City Bus	2,278,186	2,281,700	0.15%	2,262,152	-0.86%
MTA Staten Island Railway	17,127	16,842	-1.67%	15,781	-6.30%
MTA Long Island Rail Road	280,553	288,384	2.79%	286,442	-0.67%
MTA Metro-North Railroad	283,162	285,774	0.92%	284,942	-0.29%
<i>East of Hudson</i>	275,544	279,003	1.26%	278,696	-0.11%
Harlem Line	90,818	91,782	1.06%	92,294	0.56%
Hudson Line	54,625	54,880	0.47%	54,884	0.01%
New Haven Line	130,101	132,341	1.72%	131,518	-0.62%
<i>West of Hudson</i>	7,618	6,771	-11.12%	6,246	-7.75%
Port Jervis Line	5,293	4,280	-19.14%	3,874	-9.49%
Pascack Valley Line	2,325	2,491	7.14%	2,372	-4.78%
MTA Bus Company	420,342	418,369	-0.47%	431,551	3.15%
MTA Bridges & Tunnels	833,621	831,734	-0.23%	834,864	0.38%
Total All Agencies	8,729,617	8,848,957	1.37%	8,936,366	0.99%
(Excludes Bridges & Tunnels)					
Weekdays:	21	22		22	
Holidays:	1	1		1	
Weekend Days:	9	8		8	
Days	31	31		31	

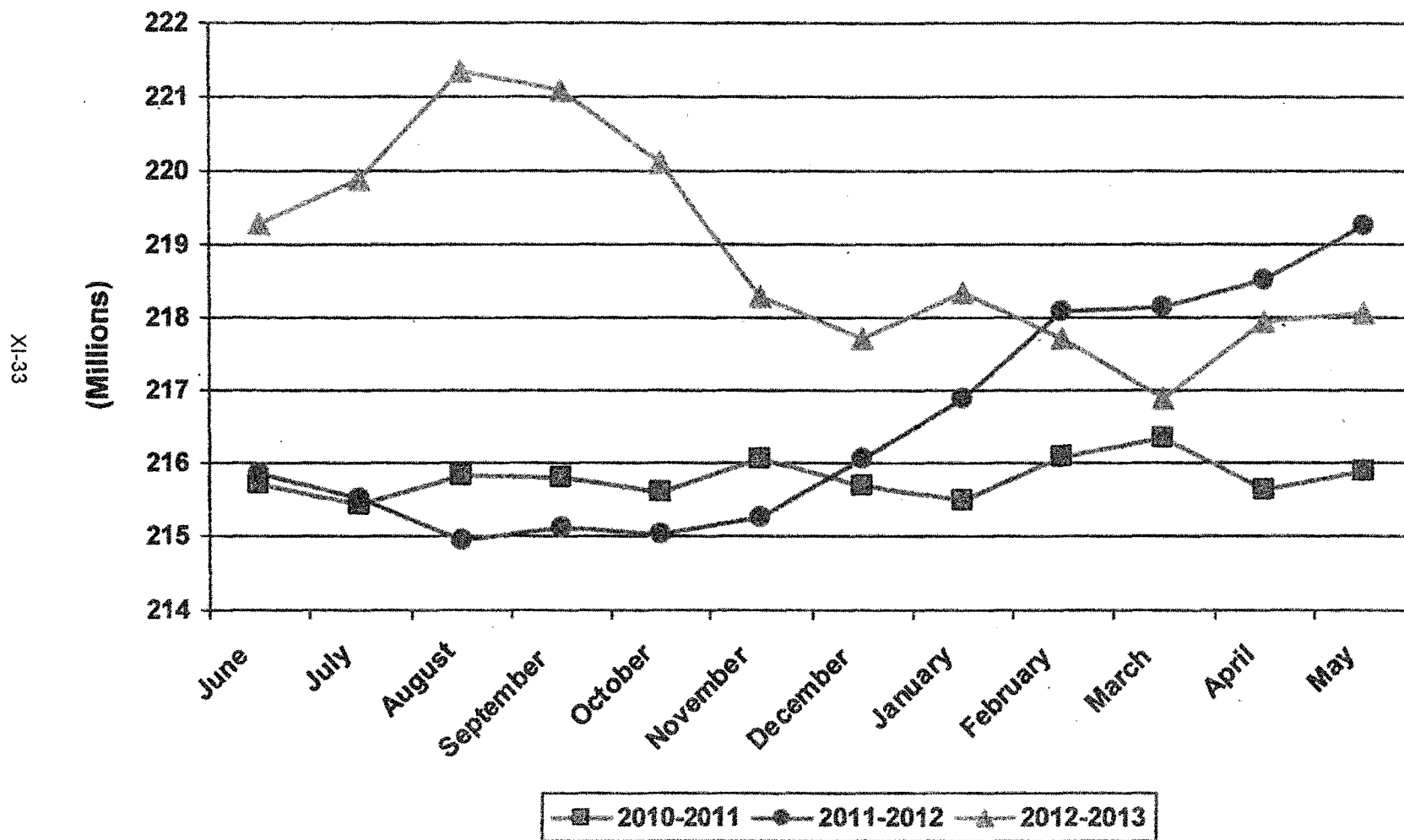
Monday, July 08, 2013

Metropolitan Transportation Authority Revenue Passengers

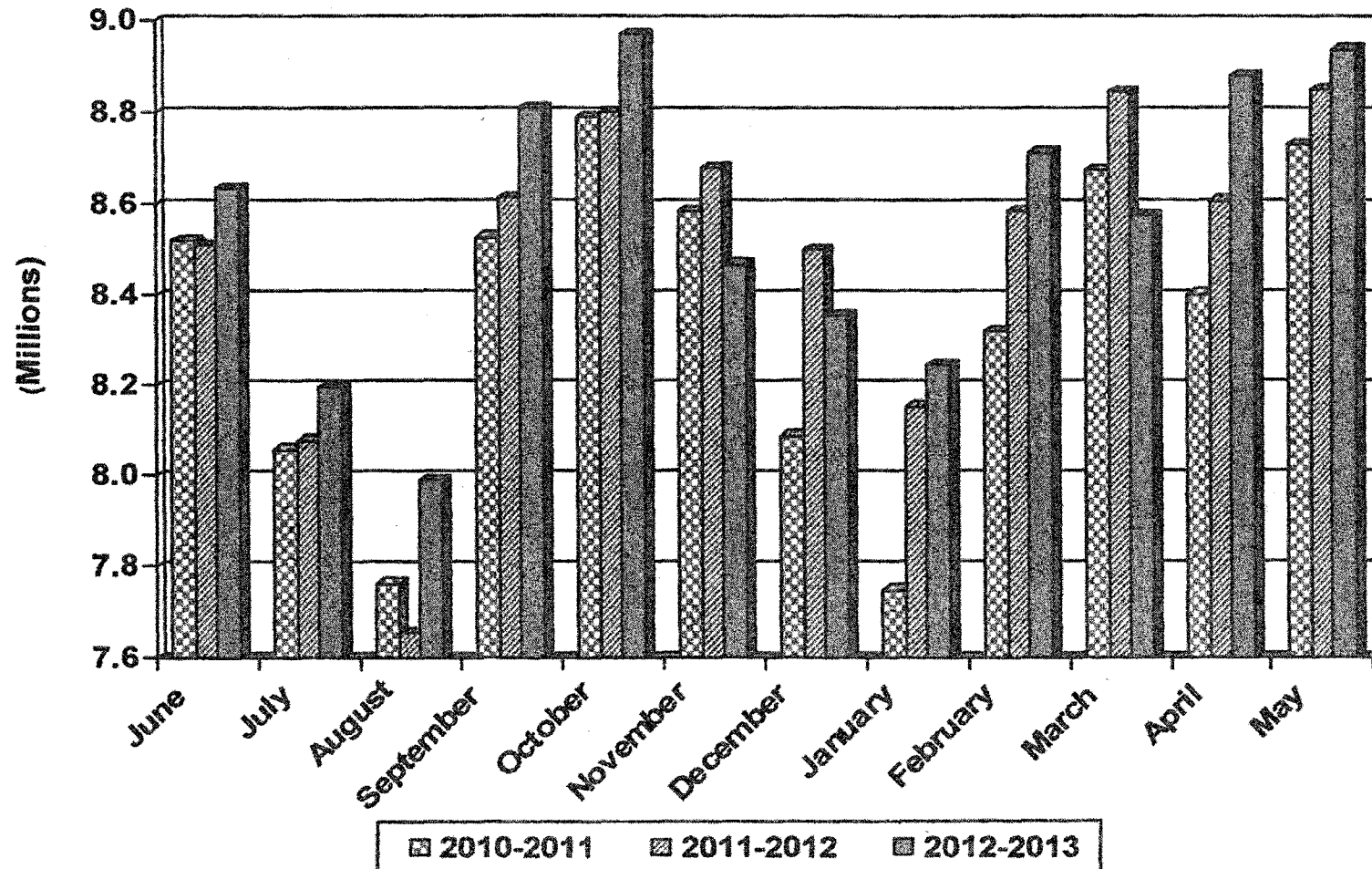


XI-32

Metropolitan Transportation Authority 12 Month Averages



Metropolitan Transportation Authority Average Weekday Passengers



XI-34

Metropolitan Transportation Authority

May

Metropolitan Transportation Authority

Revenue Passengers					
Service Month	2010-2011	2011-2012	Percentage Change	2012-2013	Percentage Change
June	223,103,562	222,851,516	-0.11%	223,139,032	0.13%
July	212,066,298	208,081,667	-1.88%	215,272,302	3.46%
August	208,201,086	201,253,463	-3.34%	218,936,858	8.79%
September	217,861,963	219,746,517	0.87%	216,478,722	-1.49%
October	229,020,391	228,305,740	-0.31%	216,776,585	-5.05%
November	217,697,861	220,397,845	1.24%	198,318,886	-10.02%
December	212,524,052	222,056,739	4.49%	215,239,725	-3.07%
January	199,676,573	209,555,965	4.95%	217,053,048	3.58%
February	195,192,206	209,694,883	7.43%	202,336,902	-3.51%
March	233,627,402	234,372,981	0.32%	224,234,643	-4.33%
April	215,451,398	219,593,763	1.92%	232,272,589	5.77%
May	228,092,925	235,143,368	4.00%	236,556,544	0.60%
12 Month Ave	215,876,308	219,254,537	1.56%	218,051,320	-0.55%
Year-to-Date	1,070,040,504	1,108,360,959	3.58%	1,112,453,726	0.37%

12 Month Averages					
Service Month	2010-2011	2011-2012	Percentage Change	2012-2013	Percentage Change
June	215,716,640	215,855,304	0.06%	219,278,497	1.59%
July	215,424,334	215,523,252	0.05%	219,877,716	2.02%
August	215,837,119	214,944,285	-0.41%	221,351,333	2.98%
September	215,801,488	215,101,331	-0.32%	221,079,016	2.78%
October	215,602,102	215,041,777	-0.26%	220,118,253	2.36%
November	216,045,507	215,266,775	-0.36%	218,278,340	1.40%
December	215,697,497	216,061,166	0.17%	217,710,256	0.76%
January	215,495,745	216,884,449	0.64%	218,335,013	0.67%
February	216,082,439	218,093,005	0.93%	217,721,848	-0.17%
March	216,337,247	218,155,137	0.84%	216,876,986	-0.59%
April	215,630,241	218,500,334	1.33%	217,933,555	-0.28%
May	215,876,308	219,254,537	1.56%	218,051,320	-0.55%

Average Weekday Passengers					
Service Month	2010-2011	2011-2012	Percentage Change	2012-2013	Percentage Change
June	8,518,239	8,510,576	-0.09%	8,635,867	1.47%
July	8,057,781	8,078,450	0.26%	8,196,028	1.46%
August	7,764,501	7,658,394	-1.37%	7,988,999	4.32%
September	8,527,032	8,616,006	1.04%	8,806,848	2.21%
October	8,789,906	8,797,407	0.09%	8,967,293	1.93%
November	8,586,114	8,677,409	1.06%	8,467,584	-2.42%
December	8,088,436	8,498,027	5.06%	8,354,545	-1.69%
January	7,748,500	8,152,931	5.22%	8,243,727	1.11%
February	8,318,587	8,584,526	3.20%	8,711,277	1.48%
March	8,673,184	8,842,851	1.96%	8,574,988	-3.03%
April	8,402,125	8,607,145	2.44%	8,877,126	3.14%
May	8,729,617	8,848,957	1.37%	8,936,366	0.99%

MTA New York City Transit

Revenue Passengers					
Service Month	2010-2011	2011-2012	Percentage Change	2012-2013	Percentage Change
June	197,916,536	197,684,348	-0.12%	198,122,467	0.22%
July	187,797,149	184,243,874	-1.89%	190,765,785	3.54%
August	184,255,087	178,166,924	-3.30%	193,724,876	8.73%
September	193,582,215	195,244,293	0.86%	192,555,771	-1.38%
October	204,007,806	203,261,681	-0.37%	192,892,768	-5.10%
November	193,742,558	195,963,623	1.15%	176,579,235	-8.89%
December	188,644,573	197,113,772	4.49%	191,153,756	-3.02%
January	178,374,136	186,528,933	4.57%	193,074,487	3.51%
February	174,315,460	186,804,379	7.16%	180,355,395	-3.45%
March	208,218,803	208,660,641	0.21%	199,522,827	-4.38%
April	191,839,355	195,344,365	1.83%	206,793,544	5.86%
May	201,322,443	209,359,911	3.99%	210,626,093	0.60%
12 Month Ave	192,001,343	194,864,729	1.49%	193,847,250	-0.52%
Year-to-Date	954,070,197	986,698,228	3.42%	990,372,344	0.37%

12 Month Averages					
Service Month	2010-2011	2011-2012	Percentage Change	2012-2013	Percentage Change
June	191,843,219	191,981,994	0.07%	194,901,239	1.52%
July	191,551,415	191,685,888	0.07%	195,444,731	1.96%
August	191,902,428	191,178,541	-0.38%	196,741,227	2.91%
September	191,860,730	191,317,048	-0.28%	196,517,184	2.72%
October	191,686,043	191,254,871	-0.22%	195,853,107	2.30%
November	192,084,649	191,439,959	-0.34%	194,037,742	1.38%
December	191,760,118	192,145,726	0.20%	193,541,074	0.73%
January	191,617,723	192,825,292	0.63%	194,088,537	0.65%
February	192,168,785	193,866,036	0.88%	193,549,121	-0.16%
March	192,406,788	193,902,856	0.78%	192,787,637	-0.58%
April	191,787,395	194,194,940	1.26%	193,741,735	-0.23%
May	192,001,343	194,864,729	1.49%	193,847,250	-0.52%

Average Weekday Passengers					
Service Month	2010-2011	2011-2012	Percentage Change	2012-2013	Percentage Change
June	7,523,882	7,516,270	-0.10%	7,626,923	1.47%
July	7,092,619	7,104,704	0.17%	7,220,613	1.63%
August	6,837,402	6,758,450	-1.15%	7,040,545	4.17%
September	7,535,550	7,616,195	1.07%	7,776,340	2.10%
October	7,778,563	7,785,087	0.08%	7,993,039	2.67%
November	7,582,993	7,658,485	1.00%	7,535,216	-1.61%
December	7,144,832	7,497,041	4.93%	7,364,350	-1.77%
January	6,844,588	7,196,614	5.15%	7,279,536	1.15%
February	7,381,871	7,604,864	3.02%	7,720,408	1.52%
March	7,898,602	7,833,237	1.75%	7,581,771	-3.21%
April	7,440,152	7,618,738	2.40%	7,867,207	3.26%
May	7,728,432	7,839,588	1.44%	7,917,649	1.09%

MTA New York City Subway

Revenue Passengers					
Service Month	2010-2011	2011-2012	Percentage Change	2012-2013	Percentage Change
June	137,818,880	140,586,973	2.01%	141,986,322	1.00%
July	131,521,063	131,263,668	-0.20%	137,228,468	4.54%
August	129,371,938	127,893,199	-1.14%	139,253,563	8.88%
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%	124,309,325	-11.00%
December	135,836,148	142,068,824	4.59%	137,471,991	-3.24%
January	127,637,258	132,812,778	4.05%	137,079,095	3.21%
February	124,055,125	132,381,109	6.71%	127,900,426	-3.38%
March	146,487,199	147,401,147	0.62%	142,325,996	-3.44%
April	136,237,054	139,080,375	2.09%	146,920,240	5.64%
May	141,880,529	148,496,485	4.66%	150,551,849	1.38%
12 Month Ave	135,274,649	138,692,450	2.53%	138,265,665	-0.31%
Year-to-Date	676,297,165	700,171,894	3.53%	704,777,607	0.66%

12 Month Averages					
Service Month	2010-2011	2011-2012	Percentage Change	2012-2013	Percentage Change
June	132,478,393	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	135,360,646	1.92%	140,252,826	3.61%
September	132,965,404	135,673,673	2.04%	140,120,487	3.28%
October	133,064,425	135,851,291	2.09%	139,544,894	2.72%
November	133,579,398	136,183,500	1.95%	138,264,925	1.53%
December	133,683,168	136,702,889	2.26%	137,881,855	0.86%
January	133,940,485	137,134,183	2.38%	138,237,382	0.80%
February	134,556,374	137,828,015	2.43%	137,863,992	0.03%
March	134,958,434	137,904,177	2.18%	137,441,082	-0.34%
April	134,853,150	138,141,120	2.44%	138,094,384	-0.03%
May	135,274,649	138,692,450	2.53%	138,265,665	-0.31%

Average Weekday Passengers					
Service Month	2010-2011	2011-2012	Percentage Change	2012-2013	Percentage Change
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	4,826,516	4,863,820	0.77%	5,081,510	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%	5,323,238	-2.44%
December	5,137,850	5,392,467	4.96%	5,274,755	-2.18%
January	4,892,799	5,113,166	4.50%	5,160,819	0.93%
February	5,260,405	5,391,274	2.49%	5,466,124	1.39%
March	5,423,118	5,530,836	1.99%	5,415,928	-2.08%
April	5,295,535	5,427,522	2.49%	5,569,663	2.99%
May	5,450,246	5,557,889	1.97%	5,655,497	1.75%

MTA New York City Bus

Revenue Passengers					
Service Month	2010-2011	2011-2012	Percentage Change	2012-2013	Percentage Change
June	60,097,655	57,097,375	-4.99%	56,136,145	-1.66%
July	56,276,086	52,980,206	-5.86%	53,537,317	1.05%
August	54,883,150	50,273,725	-8.40%	54,471,313	8.35%
September	58,849,229	56,754,980	-3.56%	55,654,524	-1.94%
October	61,972,651	59,095,103	-4.64%	55,633,313	-5.86%
November	58,060,105	56,294,671	-3.04%	52,289,910	-7.15%
December	52,808,425	55,044,948	4.24%	53,681,765	-2.48%
January	50,736,878	53,716,155	5.87%	55,995,392	4.24%
February	50,260,335	54,423,270	8.28%	52,454,969	-3.62%
March	61,731,605	61,259,494	-0.76%	57,196,830	-6.63%
April	55,602,301	56,263,980	1.19%	59,873,303	6.41%
May	59,441,914	60,863,426	2.39%	60,074,244	-1.30%
12 Month Ave	56,726,694	56,172,279	-0.98%	55,581,585	-1.05%
Year-to-Date	277,773,032	286,526,334	3.15%	285,594,738	-0.33%

12 Month Averages					
Service Month	2010-2011	2011-2012	Percentage Change	2012-2013	Percentage Change
June	59,364,826	56,476,671	-4.87%	56,092,178	-0.68%
July	59,173,280	56,202,014	-5.02%	56,138,602	-0.11%
August	59,085,333	55,817,896	-5.55%	56,488,401	1.20%
September	58,895,326	55,643,375	-5.52%	56,396,696	1.35%
October	58,621,619	55,403,579	-5.49%	56,108,214	1.27%
November	58,505,251	55,256,460	-5.55%	55,772,817	0.93%
December	58,076,949	55,442,837	-4.54%	55,659,218	0.39%
January	57,677,238	55,691,110	-3.44%	55,849,155	0.28%
February	57,612,411	56,038,021	-2.73%	55,685,130	-0.63%
March	57,448,352	55,998,679	-2.52%	55,346,674	-1.16%
April	56,934,245	56,053,819	-1.55%	55,647,350	-0.73%
May	56,726,694	56,172,279	-0.98%	55,581,585	-1.05%

Average Weekday Passengers					
Service Month	2010-2011	2011-2012	Percentage Change	2012-2013	Percentage Change
June	2,274,201	2,160,956	-4.98%	2,151,540	-0.44%
July	2,093,872	2,006,784	-4.16%	2,009,014	0.11%
August	2,010,886	1,894,630	-5.78%	1,959,035	3.40%
September	2,278,952	2,200,250	-3.45%	2,249,296	2.23%
October	2,359,451	2,265,112	-4.00%	2,313,933	2.16%
November	2,276,616	2,202,189	-3.23%	2,211,980	0.44%
December	2,007,182	2,104,574	4.85%	2,089,596	-0.71%
January	1,951,788	2,083,648	6.76%	2,118,717	1.68%
February	2,121,466	2,213,590	4.34%	2,254,283	1.84%
March	2,275,464	2,302,401	1.18%	2,165,845	-5.93%
April	2,144,618	2,191,216	2.17%	2,277,545	3.94%
May	2,278,186	2,281,700	0.15%	2,262,162	-0.86%

MTA Bus Company

Revenue Passengers					
Service Month	2010-2011	2011-2012	Percentage Change	2012-2013	Percentage Change
June	10,362,337	10,256,893	-1.02%	10,122,902	-1.31%
July	9,709,091	9,455,791	-2.61%	9,674,026	2.31%
August	9,598,938	9,211,190	-4.04%	10,027,841	8.87%
September	10,213,437	10,248,737	0.35%	10,068,914	-1.75%
October	10,772,444	10,672,062	-0.93%	10,081,508	-5.53%
November	10,188,423	10,264,991	0.65%	9,520,500	-7.25%
December	9,445,337	10,044,527	6.34%	9,893,990	-1.50%
January	8,996,811	9,672,158	7.51%	10,307,130	6.56%
February	8,882,694	9,754,429	9.81%	9,649,044	-1.08%
March	10,881,785	11,049,329	1.54%	10,509,736	-4.88%
April	9,789,001	10,054,382	2.71%	11,045,951	9.86%
May	10,676,556	10,957,840	2.63%	11,238,702	2.56%
12 Month Ave	9,960,571	10,136,859	1.77%	10,178,354	0.41%
Year-to-Date	49,226,847	51,488,118	4.59%	52,750,563	2.45%

12 Month Averages					
Service Month	2010-2011	2011-2012	Percentage Change	2012-2013	Percentage Change
June	10,026,747	9,951,784	-0.75%	10,125,893	1.75%
July	10,030,373	9,930,676	-0.99%	10,143,879	2.15%
August	10,062,799	9,898,364	-1.63%	10,211,934	3.17%
September	10,060,099	9,901,305	-1.58%	10,196,948	2.99%
October	10,043,515	9,892,940	-1.50%	10,147,736	2.58%
November	10,056,139	9,898,487	-1.57%	10,085,695	1.89%
December	10,018,906	9,948,420	-0.70%	10,073,150	1.25%
January	9,987,712	10,004,699	0.17%	10,128,084	1.21%
February	10,007,959	10,077,343	0.69%	10,117,282	0.40%
March	10,009,451	10,091,305	0.82%	10,072,316	-0.19%
April	9,948,040	10,113,419	1.65%	10,154,949	0.41%
May	9,960,571	10,136,859	1.77%	10,178,354	0.41%

Average Weekday Passengers					
Service Month	2010-2011	2011-2012	Percentage Change	2012-2013	Percentage Change
June	399,709	396,548	-0.79%	395,623	-0.23%
July	371,177	369,348	-0.49%	370,696	0.36%
August	360,375	353,624	-1.87%	367,817	4.01%
September	405,532	407,480	0.48%	416,264	2.16%
October	421,441	419,192	-0.53%	427,130	1.89%
November	409,255	409,829	0.14%	409,797	-0.01%
December	388,375	393,111	6.71%	394,582	0.37%
January	354,998	363,881	8.14%	397,021	3.42%
February	386,055	405,847	5.13%	424,297	4.55%
March	410,460	423,988	3.30%	408,385	-3.88%
April	387,521	400,164	3.26%	427,969	6.95%
May	420,342	418,369	-0.47%	431,551	3.15%

MTA Staten Island Railway

Revenue Passengers					
Service Month	2010-2011	2011-2012	Percentage Change	2012-2013	Percentage Change
June	388,819	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%	352,063	5.60%
September	379,483	405,022	6.73%	379,807	-6.23%
October	408,020	425,857	4.37%	401,614	-5.69%
November	383,064	405,710	5.91%	328,542	-19.02%
December	359,753	391,429	8.80%	323,327	-17.40%
January	356,386	385,644	8.21%	366,031	-5.09%
February	333,719	367,154	10.02%	315,778	-13.99%
March	427,999	415,419	-2.94%	342,829	-17.47%
April	368,489	364,882	-0.44%	365,207	0.09%
May	406,054	410,031	0.98%	381,021	-7.08%
12 Month Ave	371,839	386,328	3.90%	356,076	-7.83%
Year-to-Date	1,890,647	1,943,130	2.78%	1,770,866	-8.87%

12 Month Averages					
Service Month	2010-2011	2011-2012	Percentage Change	2012-2013	Percentage Change
June	353,259	373,277	5.67%	385,003	3.14%
July	353,800	373,146	5.47%	385,103	3.20%
August	356,855	373,613	4.75%	386,658	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	378,315	4.53%	376,106	-0.85%
December	364,190	381,954	4.88%	370,431	-3.02%
January	365,701	384,393	5.11%	368,797	-4.06%
February	367,683	387,179	5.30%	364,515	-5.85%
March	370,210	386,130	4.30%	358,466	-7.16%
April	369,005	385,997	4.60%	358,493	-7.13%
May	371,839	386,328	3.90%	356,076	-7.83%

Average Weekday Passengers					
Service Month	2010-2011	2011-2012	Percentage Change	2012-2013	Percentage Change
June	15,922	16,810	4.32%	16,434	-1.06%
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%	14,427	-12.71%
January	15,224	16,557	8.75%	15,203	-8.17%
February	15,698	16,578	5.60%	15,075	-9.07%
March	17,125	16,934	-1.12%	14,523	-14.23%
April	15,562	15,800	1.53%	15,520	-1.77%
May	17,127	16,842	-1.67%	15,781	-6.30%

MTA Long Island Rail Road

Revenue Passengers					
Service Month	2010-2011	2011-2012	Percentage Change	2012-2013	Percentage Change
June	7,279,744	7,178,901	-1.39%	7,235,529	0.79%
July	7,238,718	7,042,470	-2.71%	7,289,683	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%	5,607,406	-17.72%
December	6,985,089	7,167,781	2.62%	6,859,040	-4.31%
January	5,890,855	6,431,658	9.18%	6,828,268	3.06%
February	5,836,491	6,373,028	9.19%	6,020,679	-5.53%
March	7,031,512	7,102,378	1.01%	6,897,877	-2.88%
April	6,651,960	6,858,130	3.10%	6,961,659	1.51%
May	6,739,212	7,172,568	6.43%	7,112,429	-0.84%
12 Month Ave	6,747,027	6,897,563	2.23%	6,786,393	-1.61%
Year-to-Date	32,150,030	33,937,782	5.56%	33,620,912	-0.93%

12 Month Averages					
Service Month	2010-2011	2011-2012	Percentage Change	2012-2013	Percentage Change
June	6,827,208	6,738,823	-1.30%	6,902,282	2.43%
July	6,823,244	6,722,269	-1.48%	6,922,883	2.98%
August	6,818,437	6,699,646	-1.78%	6,976,695	4.14%
September	6,811,276	6,704,129	-1.57%	6,962,633	3.66%
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%	6,812,799	0.95%
January	6,768,575	6,793,651	0.40%	6,829,183	0.52%
February	6,768,653	6,838,362	1.03%	6,789,820	-0.56%
March	6,770,683	6,844,267	1.09%	6,782,779	-0.90%
April	6,747,406	6,861,448	1.69%	6,791,406	-1.02%
May	6,747,027	6,897,563	2.23%	6,786,393	-1.61%

Average Weekday Passengers					
Service Month	2010-2011	2011-2012	Percentage Change	2012-2013	Percentage Change
June	290,508	287,735	-0.95%	300,269	4.36%
July	296,549	300,068	1.19%	300,228	0.05%
August	280,172	266,920	-4.73%	286,121	7.19%
September	285,944	288,504	0.90%	304,976	5.71%
October	285,328	288,682	1.18%	268,456	-7.01%
November	287,221	298,001	3.75%	243,193	-18.39%
December	279,299	296,869	6.29%	293,968	-0.98%
January	269,444	281,448	4.46%	279,154	-0.82%
February	270,350	281,543	4.14%	280,121	-0.51%
March	273,253	286,263	4.76%	287,601	0.47%
April	278,587	286,139	2.71%	281,100	-1.76%
May	280,553	288,384	2.79%	286,442	-0.67%

MTA Metro-North Railroad

Revenue Passengers

Service Month	2010-2011	2011-2012	Percentage Change	2012-2013	Percentage Change
June	7,158,126	7,327,291	2.36%	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	7,042,872	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%
January	6,058,385	6,537,572	7.91%	6,677,132	2.13%
February	5,823,842	6,395,893	9.82%	5,996,007	-6.25%
March	7,067,303	7,145,214	1.10%	6,961,374	-2.57%
April	6,804,593	6,972,024	2.46%	7,106,229	1.92%
May	6,948,660	7,242,998	4.24%	7,198,299	-0.62%
12 Month Ave	6,795,528	6,969,059	2.55%	6,883,247	-1.23%
Year-to-Date	32,702,783	34,293,701	4.86%	33,939,041	-1.03%

12 Month Averages

Service Month	2010-2011	2011-2012	Percentage Change	2012-2013	Percentage Change
June	6,666,207	6,809,625	2.15%	6,964,280	2.27%
July	6,665,502	6,811,272	2.19%	6,981,120	2.49%
August	6,695,600	6,793,922	1.47%	7,034,818	3.55%
September	6,710,814	6,802,908	1.37%	7,017,894	3.16%
October	6,717,049	6,804,181	1.30%	6,995,683	2.81%
November	6,744,108	6,815,655	1.06%	6,940,270	1.83%
December	6,757,974	6,836,482	1.16%	6,912,802	1.12%
January	6,758,035	6,876,414	1.75%	6,924,432	0.70%
February	6,768,359	6,924,085	2.29%	6,891,108	-0.48%
March	6,780,117	6,930,578	2.22%	6,875,788	-0.79%
April	6,777,395	6,944,531	2.47%	6,886,972	-0.83%
May	6,795,528	6,969,059	2.55%	6,883,247	-1.23%

Average Weekday Passengers

Service Month	2010-2011	2011-2012	Percentage Change	2012-2013	Percentage Change
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	266,109	-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%
January	264,246	274,231	3.78%	272,812	-0.52%
February	264,614	275,694	4.19%	271,377	-1.57%
March	273,743	282,429	3.17%	282,707	0.10%
April	280,302	286,303	2.14%	285,330	-0.34%
May	283,162	285,774	0.92%	284,942	-0.29%

East of Hudson

Revenue Passengers

Service Month	2010-2011	2011-2012	Percentage Change	2012-2013	Percentage Change
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	6,860,460	2.49%	6,618,194	-3.53%
October	6,867,305	6,945,233	1.13%	6,639,905	-4.40%
November	6,854,086	6,851,079	2.96%	6,211,788	-9.33%
December	6,924,466	7,201,122	4.00%	6,901,054	-4.17%
January	5,916,958	6,407,976	8.30%	6,559,572	2.37%
February	5,685,834	6,265,036	10.19%	5,883,759	-6.09%
March	6,896,269	6,994,606	1.43%	6,627,779	-2.39%
April	6,648,157	6,831,738	2.76%	6,973,346	2.07%
May	6,788,759	7,094,282	4.50%	7,061,066	-0.47%
12 Month Ave	6,637,299	6,835,170	2.98%	6,754,425	-1.18%
Year-to-Date	31,935,977	33,593,638	5.19%	33,305,522	-0.86%

12 Month Averages

Service Month	2010-2011	2011-2012	Percentage Change	2012-2013	Percentage Change
June	6,509,511	6,651,644	2.18%	6,831,555	2.70%
July	6,509,653	6,653,465	2.21%	6,848,940	2.94%
August	6,538,204	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%	6,778,435	1.22%
January	6,600,865	6,737,950	2.08%	6,791,068	0.79%
February	6,611,670	6,786,217	2.64%	6,759,295	-0.40%
March	6,622,223	6,794,411	2.60%	6,745,393	-0.72%
April	6,619,966	6,809,710	2.87%	6,757,193	-0.77%
May	6,637,299	6,835,170	2.98%	6,754,425	-1.18%

Average Weekday Passengers

Service Month	2010-2011	2011-2012	Percentage Change	2012-2013	Percentage Change
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	5.83%
September	276,296	281,839	2.01%	284,787	1.05%
October	279,708	281,728	0.72%	253,501	-10.02%
November	282,409	288,938	2.31%	260,337	-9.90%
December	273,395	287,900	5.31%	281,798	-2.12%
January	256,610	267,746	4.26%	267,204	-0.20%
February	257,367	269,157	4.58%	265,484	-1.36%
March	266,296	275,580	3.49%	276,352	0.28%
April	272,859	279,630	2.48%	279,287	-0.12%
May	275,544	279,003	1.26%	276,696	-0.11%

Harlem Line

Revenue Passengers

Service Month	2010-2011	2011-2012	Percentage Change	2012-2013	Percentage Change
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	2,179,584	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	2,283,643	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%
January	1,975,045	2,127,333	7.71%	2,182,967	2.62%
February	1,913,040	2,075,606	8.50%	1,979,285	-4.64%
March	2,304,100	2,321,334	0.75%	2,262,610	-2.53%
April	2,188,956	2,235,081	2.11%	2,286,516	2.30%
May	2,223,927	2,318,904	4.27%	2,326,618	0.33%
12 Month Ave	2,190,778	2,236,445	2.08%	2,217,299	-0.86%
Year-to-Date	10,605,088	11,078,258	4.46%	11,037,976	-0.36%

12 Month Averages

Service Month	2010-2011	2011-2012	Percentage Change	2012-2013	Percentage Change
June	2,166,318	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%	2,259,258	3.42%
September	2,174,882	2,188,431	0.62%	2,251,618	2.89%
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	2,185,928	2,197,013	0.51%	2,220,656	1.08%
January	2,184,137	2,209,703	1.17%	2,225,292	0.71%
February	2,187,699	2,223,250	1.63%	2,217,264	-0.27%
March	2,189,099	2,224,687	1.63%	2,212,370	-0.55%
April	2,185,807	2,228,530	1.95%	2,216,656	-0.53%
May	2,190,778	2,236,445	2.08%	2,217,299	-0.86%

Average Weekday Passengers

Service Month	2010-2011	2011-2012	Percentage Change	2012-2013	Percentage Change
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	91,552	93,133	1.73%	93,799	0.72%
October	93,240	93,197	-0.05%	83,661	-10.23%
November	93,893	95,500	1.71%	87,177	-8.72%
December	91,183	94,527	3.67%	92,943	-1.68%
January	86,168	89,422	3.78%	89,356	-0.07%
February	86,918	89,675	3.17%	89,601	-0.08%
March	89,288	91,890	2.92%	92,083	0.21%
April	90,375	92,081	1.89%	92,051	-0.03%
May	90,818	91,782	1.06%	92,294	0.58%

Hudson Line

Revenue Passengers

Service Month	2010-2011	2011-2012	Percentage Change	2012-2013	Percentage Change
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	1,360,653	1,297,903	-4.61%	1,433,031	10.41%
September	1,331,091	1,358,616	2.07%	1,300,945	-4.24%
October	1,361,131	1,359,385	-0.13%	1,304,322	-4.05%
November	1,303,840	1,332,264	2.18%	1,190,123	-10.67%
December	1,350,557	1,374,684	1.78%	1,321,710	-3.85%
January	1,159,493	1,228,283	5.93%	1,250,870	1.84%
February	1,108,812	1,201,829	8.39%	1,151,020	-4.23%
March	1,340,022	1,343,474	0.26%	1,316,583	-2.00%
April	1,312,919	1,334,926	1.66%	1,355,099	1.51%
May	1,349,153	1,399,291	3.72%	1,396,605	-0.18%
12 Month Ave	1,310,054	1,333,125	1.76%	1,317,972	-1.14%
Year-to-Date	6,270,399	6,507,803	3.79%	6,470,376	-0.58%

12 Month Averages

Service Month	2010-2011	2011-2012	Percentage Change	2012-2013	Percentage Change
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%	1,346,743	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%	1,337,349	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%
January	1,305,064	1,319,074	1.07%	1,322,973	0.30%
February	1,307,108	1,326,825	1.51%	1,318,739	-0.61%
March	1,308,056	1,327,113	1.46%	1,316,498	-0.80%
April	1,307,797	1,328,947	1.62%	1,318,179	-0.81%
May	1,310,054	1,333,125	1.76%	1,317,972	-1.14%

Average Weekday Passengers

Service Month	2010-2011	2011-2012	Percentage Change	2012-2013	Percentage Change
June	55,395	56,110	1.29%	56,479	0.66%
July	54,811	55,677	1.58%	55,874	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%
January	50,319	51,340	2.03%	51,024	-0.62%
February	50,296	51,721	2.83%	51,876	0.30%
March	51,763	52,943	2.28%	53,273	0.62%
April	53,787	54,535	1.39%	54,194	-0.63%
May	54,625	54,880	0.47%	54,884	0.01%

New Haven Line

Revenue Passengers					
Service Month	2010-2011	2011-2012	Percentage Change	2012-2013	Percentage Change
June	3,310,131	3,435,549	3.79%	3,408,848	-0.78%
July	3,245,106	3,297,444	1.61%	3,367,830	2.74%
August	3,207,026	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%
January	2,782,420	3,052,360	9.70%	3,125,736	2.40%
February	2,663,982	2,987,601	12.15%	2,753,474	-7.84%
March	3,252,147	3,329,798	2.39%	3,248,585	-2.44%
April	3,146,282	3,261,731	3.67%	3,331,732	2.15%
May	3,215,679	3,376,087	4.99%	3,337,643	-1.14%
12 Month Ave	3,136,467	3,265,600	4.12%	3,219,154	-1.42%
Year-to-Date	15,060,510	16,007,577	6.29%	15,797,170	-1.31%

12 Month Averages					
Service Month	2010-2011	2011-2012	Percentage Change	2012-2013	Percentage Change
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%
January	3,111,664	3,209,173	3.13%	3,242,803	1.05%
February	3,116,863	3,236,141	3.83%	3,223,292	-0.40%
March	3,125,067	3,242,612	3.76%	3,216,525	-0.80%
April	3,126,362	3,252,233	4.03%	3,222,358	-0.92%
May	3,136,467	3,265,600	4.12%	3,219,154	-1.42%

Average Weekday Passengers					
Service Month	2010-2011	2011-2012	Percentage Change	2012-2013	Percentage Change
June	132,400	136,864	3.22%	138,101	1.05%
July	130,711	135,361	3.56%	135,335	-0.02%
August	126,012	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%
January	120,323	126,986	5.54%	126,825	-0.13%
February	120,153	127,761	6.33%	124,008	-2.94%
March	125,247	130,747	4.39%	130,996	0.19%
April	128,697	133,014	3.35%	133,042	0.02%
May	130,101	132,341	1.72%	131,518	-0.62%

West of Hudson

Revenue Passengers					
Service Month	2010-2011	2011-2012	Percentage Change	2012-2013	Percentage Change
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	153,116	-7.61%	156,609	2.28%
September	158,985	100,010	-37.09%	136,788	36.77%
October	160,291	97,539	-39.09%	138,828	42.18%
November	156,381	97,068	-37.93%	71,414	-28.43%
December	164,834	138,108	-16.21%	108,559	-21.40%
January	141,427	129,596	-8.37%	117,560	-9.29%
February	138,008	130,857	-5.18%	112,248	-14.22%
March	171,034	150,608	-11.94%	133,595	-11.30%
April	156,436	140,286	-10.32%	132,883	-5.28%
May	159,901	148,716	-6.99%	137,233	-7.72%
12 Month Ave	158,230	133,889	-15.38%	128,822	-3.78%
Year-to-Date	766,806	700,063	-8.70%	633,519	-9.51%

12 Month Averages					
Service Month	2010-2011	2011-2012	Percentage Change	2012-2013	Percentage Change
June	156,696	157,982	0.82%	132,726	-15.99%
July	155,849	157,807	1.26%	132,179	-16.24%
August	156,396	156,756	0.23%	132,470	-15.49%
September	158,447	151,842	-2.94%	135,535	-10.74%
October	156,156	146,821	-6.11%	138,968	-5.22%
November	156,764	141,678	-9.62%	136,830	-3.42%
December	157,082	139,451	-11.21%	134,367	-3.65%
January	157,170	138,465	-11.90%	133,364	-3.68%
February	157,689	137,869	-12.57%	131,814	-4.39%
March	157,894	136,167	-13.76%	130,396	-4.24%
April	157,429	134,821	-14.38%	129,779	-3.74%
May	158,230	133,889	-15.38%	128,822	-3.78%

Average Weekday Passengers					
Service Month	2010-2011	2011-2012	Percentage Change	2012-2013	Percentage Change
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	-4.06%	6,824	-5.64%
September	7,574	4,764	-37.10%	7,180	50.71%
October	7,625	4,645	-39.08%	6,942	49.45%
November	7,823	4,855	-37.94%	3,675	-24.30%
December	7,505	6,578	-12.34%	5,421	-17.60%
January	7,436	6,483	-12.82%	5,608	-13.50%
February	7,247	6,537	-9.80%	5,893	-9.85%
March	7,447	6,849	-8.03%	6,355	-7.21%
April	7,443	6,673	-10.35%	6,043	-9.44%
May	7,618	6,771	-11.12%	6,246	-7.75%

Port Jervis Line

Revenue Passengers					
Service Month	2010-2011	2011-2012	Percentage Change	2012-2013	Percentage Change
June	115,518	116,786	1.10%	94,452	-19.12%
July	111,651	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	-58.29%	87,075	88.91%
November	107,453	46,692	-56.55%	47,813	1.97%
December	114,571	85,576	-25.31%	67,755	-20.82%
January	96,984	80,570	-16.92%	73,570	-8.69%
February	94,908	81,766	-13.85%	69,549	-14.94%
March	117,095	93,911	-19.80%	82,466	-12.19%
April	108,000	88,819	-17.76%	82,564	-7.04%
May	111,086	93,989	-15.40%	85,089	-9.47%
12 Month Ave	109,578	83,350	-23.94%	81,148	-2.64%
Year-to-Date	528,083	439,055	-16.86%	393,238	-10.44%

12 Month Averages					
Service Month	2010-2011	2011-2012	Percentage Change	2012-2013	Percentage Change
June	111,010	109,883	-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	-14.99%	86,451	-7.23%
December	109,583	90,769	-17.17%	84,966	-6.39%
January	109,435	89,401	-18.31%	84,382	-5.61%
February	109,659	88,306	-19.47%	83,364	-5.60%
March	109,614	86,374	-21.20%	82,410	-4.59%
April	109,134	84,775	-22.32%	81,889	-3.40%
May	109,578	83,350	-23.94%	81,148	-2.64%

Average Weekday Passengers					
Service Month	2010-2011	2011-2012	Percentage Change	2012-2013	Percentage Change
June	5,254	5,311	1.09%	4,493	-15.40%
July	5,320	5,531	3.96%	4,630	-16.29%
August	5,310	5,037	-5.14%	4,396	-12.73%
September	5,261	2,409	-54.21%	4,491	86.43%
October	5,256	2,192	-58.29%	4,354	98.63%
November	5,376	2,336	-56.54%	2,455	5.09%
December	5,218	4,077	-21.86%	3,383	-17.02%
January	5,098	4,031	-20.93%	3,511	-12.90%
February	4,961	4,084	-18.01%	3,648	-10.68%
March	5,100	4,271	-16.25%	3,922	-8.17%
April	5,136	4,224	-17.79%	3,755	-11.10%
May	5,293	4,280	-19.14%	3,874	-9.49%

Pascack Valley Line

Revenue Passengers

Service Month	2010-2011	2011-2012	Percentage Change	2012-2013	Percentage Change
June	50,236	45,996	-8.44%	54,373	18.21%
July	49,322	47,106	-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%	40,804	-22.33%
January	44,443	49,026	10.31%	43,990	-10.27%
February	43,100	49,091	13.90%	42,699	-13.02%
March	53,939	56,687	5.11%	51,129	-9.82%
April	48,436	51,467	6.26%	50,319	-2.23%
May	48,805	54,727	12.13%	52,144	-4.72%
12 Month Ave	48,652	50,539	3.88%	47,675	-5.67%
Year-to-Date	238,723	261,008	9.34%	240,281	-7.94%

12 Month Averages

Service Month	2010-2011	2011-2012	Percentage Change	2012-2013	Percentage Change
June	45,886	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	46,894	48,372	3.59%	52,594	8.73%
November	47,143	48,493	2.86%	50,379	3.89%
December	47,479	48,882	2.53%	49,402	1.48%
January	47,736	49,064	2.78%	48,982	-0.17%
February	48,030	49,563	3.19%	48,449	-2.25%
March	48,280	49,793	3.13%	47,985	-3.63%
April	48,295	50,046	3.63%	47,890	-4.31%
May	48,652	50,539	3.88%	47,675	-5.67%

Average Weekday Passengers

Service Month	2010-2011	2011-2012	Percentage Change	2012-2013	Percentage Change
June	2,284	2,091	-8.46%	2,587	23.72%
July	2,302	2,353	2.22%	2,579	9.80%
August	2,228	2,195	-1.50%	2,428	10.62%
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	-18.55%
January	2,338	2,452	4.88%	2,097	-14.48%
February	2,266	2,453	8.25%	2,245	-8.48%
March	2,347	2,578	9.84%	2,433	-5.62%
April	2,305	2,449	6.25%	2,288	-6.57%
May	2,325	2,491	7.14%	2,372	-4.78%

MTA Bridges & Tunnels

Revenue Passengers					
Service Month	2010-2011	2011-2012	Percentage Change	2012-2013	Percentage Change
June	25,937,063	25,289,003	-2.50%	25,233,383	-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%	25,668,824	5.84%
September	24,617,701	23,976,096	-2.61%	23,763,047	-0.89%
October	25,470,647	24,135,980	-5.24%	22,928,321	-5.00%
November	24,016,670	23,443,442	-2.39%	20,945,342	-10.66%
December	22,969,330	23,665,382	3.03%	23,355,262	-1.31%
January	20,408,730	21,776,550	6.70%	22,290,223	2.36%
February	20,176,144	21,280,142	5.47%	19,831,970	-6.81%
March	23,928,232	23,927,645	0.00%	23,380,587	-2.29%
April	23,593,365	23,651,425	0.25%	23,649,098	-0.01%
May	25,144,889	25,192,764	0.19%	25,038,486	-0.61%
12 Month Ave	24,037,229	23,840,229	-0.82%	23,414,429	-1.79%
Year-to-Date	113,251,360	115,828,526	2.28%	114,190,364	-1.41%

12 Month Averages					
Service Month	2010-2011	2011-2012	Percentage Change	2012-2013	Percentage Change
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	24,276,190	23,779,919	-2.04%	23,903,353	0.52%
September	24,282,335	23,726,452	-2.29%	23,885,599	0.67%
October	24,321,186	23,615,230	-2.90%	23,784,961	0.72%
November	24,353,452	23,567,461	-3.23%	23,576,786	0.04%
December	24,309,519	23,625,465	-2.81%	23,550,942	-0.32%
January	24,149,337	23,739,450	-1.70%	23,593,748	-0.61%
February	24,235,073	23,831,450	-1.67%	23,473,067	-1.50%
March	24,186,313	23,831,401	-1.48%	23,427,479	-1.69%
April	24,106,894	23,836,239	-1.12%	23,427,285	-1.72%
May	24,037,229	23,840,229	-0.82%	23,414,429	-1.79%

Average Weekday Passengers					
Service Month	2010-2011	2011-2012	Percentage Change	2012-2013	Percentage Change
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	839,296	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	-9.51%
December	764,702	793,943	3.82%	802,287	1.05%
January	682,304	748,115	9.65%	755,080	0.93%
February	750,861	768,649	2.37%	765,137	-0.46%
March	788,941	797,238	1.05%	777,536	-2.47%
April	812,864	808,640	-0.52%	802,359	-0.78%
May	833,621	831,734	-0.23%	834,864	0.38%

Fuel Hedge Program

Current Hedge Activity

Ultra Low Sulfur Diesel Hedges				Natural Gas Hedge				
		Lock In	Gallons			Lock In	MMBtus	
Start	End	Price/Gal	Hedged/Mn		Start	End	Price/MMBtu	Hedged/Mn
Jan-2012	Jun-2013	\$2.889	1,115,342					
Mar-2012	Aug-2013	\$3.121	356,011					
Apr-2012	Sep-2013	\$3.213	207,523					
May-2012	Oct-2013	\$3.161	193,328					
Jun-2012	Nov-2013	\$2.995	176,219					
Jun-2012	Nov-2013	\$2.767	200,779					
Aug-2012	Jan-2014	\$2.696	154,550					
Sep-2012	Feb-2014	\$2.915	127,692					
Oct-2012	Mar-2014	\$3.057	129,030					
Dec-2012	Oct-2014	\$2.890	367,758					
Jun-2013	Nov-2014	\$2.942	543,934	*				
Dec-2013	Dec-2014	\$2.871	428,273	*				
Jan-2014	Jan-2015	\$2.899	381,159	*				
Jan-2014	Jan-2015	\$2.940	288,280	*				
Mar-2014	Mar-2015	\$2.883	259,403	*				
May-2013	Mar-2015	\$2.770	180,270	*				
May-2014	Apr-2015	\$2.814	228,094	*				
					Currently no active Natural Gas hedges			

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

Commodity Prices Assumed in Financial Plan						
	Diesel Fuel			Natural Gas		
	2013	2014	2015	2013	2014	2015
2013 February Plan	\$2.93	\$2.85	\$2.75	\$3.38	\$3.80	\$4.03

Annual Impact as of July 2, 2013

	(\$ in millions)		
	<u>2013</u>	<u>2014</u>	<u>2015</u>
<u>Ultra Low Sulfur Diesel</u>			
Current Prices vs. February Plan	(\$3.401)	(\$2.142)	(\$2.177)
Impact of Hedge	<u>0.361</u>	<u>(0.029)</u>	<u>(0.043)</u>
Net Impact: Fav/(Unfav)	(\$3.040)	(\$2.171)	(\$2.220)
 <u>Compressed Natural Gas</u>			
Current Prices vs. February Plan	(\$5.789)	(\$0.271)	\$0.649
Impact of Hedge	<u>0.000</u>	<u>0.000</u>	<u>0.000</u>
Net Impact: Fav/(Unfav)	(\$5.789)	(\$0.271)	\$0.649
 <u>Summary</u>			
Current Prices vs. February Plan	(\$9.190)	(\$2.413)	(\$1.529)
Impact of Hedge	<u>0.361</u>	<u>(0.029)</u>	<u>(0.043)</u>
Net Impact: Fav/(Unfav)	(\$8.829)	(\$2.442)	(\$1.572)

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

**METROPOLITAN TRANSPORTATION AUTHORITY
FEBRUARY FINANCIAL PLAN - 2013 ADOPTED BUDGET
Consolidated Accrual Statement of Operations by Category**

April 2013

(\$ in millions)

	Nonreimbursable				Reimbursable				Total			
	Adopted Budget	Actual	Favorable (Unfavorable)		Adopted Budget	Actual	Favorable (Unfavorable)		Adopted Budget	Actual	Favorable (Unfavorable)	
			Variance	Percent			Variance	Percent			Variance	Percent
Revenue												
Farebox Revenue	\$464.1	\$466.1	\$2.0	0.4	\$0.0	\$0.0	\$0.0	-	\$464.1	\$466.1	\$2.0	0.4
Vehicle Toll Revenue	133.3	139.0	5.8	4.3	0.0	0.0	0.0	-	133.3	139.0	5.8	4.3
Other Operating Revenue	50.9	63.2	12.2	24.0	0.0	0.0	0.0	-	50.9	63.2	12.2	24.0
Capital & Other Reimbursements	0.0	0.0	0.0	-	122.3	125.7	3.4	2.8	122.3	125.7	3.4	2.8
Total Revenue	\$648.3	\$668.3	\$20.0	3.1	\$122.3	\$125.7	\$3.4	2.8	\$770.5	\$794.0	\$23.5	3.0
Expenses												
Labor:												
Payroll	\$345.4	\$345.1	\$0.3	0.1	\$44.5	\$39.5	\$5.0	11.3	\$389.9	\$384.6	\$5.3	1.4
Overtime	42.0	49.2	(7.1)	(17.0)	8.4	15.7	(7.3)	(87.1)	50.4	64.9	(14.5)	(28.7)
Health and Welfare	80.3	79.2	1.1	1.3	5.5	5.3	0.2	2.9	85.8	84.5	1.2	1.4
OPEB Current Payment	38.8	30.1	8.7	22.4	0.0	0.0	0.0	-	38.8	30.1	8.7	22.4
Pensions	52.6	50.2	2.4	4.5	3.3	3.2	0.1	1.7	55.9	53.4	2.4	4.3
Other Fringe Benefits	46.6	48.6	(2.0)	(4.3)	12.5	11.8	0.7	5.6	59.1	60.4	(1.3)	(2.2)
Reimbursable Overhead	(26.6)	(31.7)	5.2	19.4	26.5	31.7	(5.2)	(19.5)	(0.0)	(0.0)	(0.0)	(14.7)
Total Labor Expenses	\$679.1	\$670.7	\$8.5	1.5	\$100.7	\$107.2	(\$6.6)	(6.6)	\$679.8	\$677.9	\$1.9	0.3
Non-Labor:												
Electric Power	\$44.5	\$42.9	\$1.6	3.6	\$0.0	\$0.1	(\$0.1)	-	\$44.5	\$43.0	\$1.5	3.5
Fuel	24.8	25.2	(0.4)	(1.6)	0.0	0.0	0.0	33.3	24.8	25.2	(0.4)	(1.6)
Insurance	2.2	1.0	1.2	55.0	1.1	0.7	0.4	39.6	3.3	1.7	1.6	49.8
Claims	16.4	15.9	0.5	3.3	0.0	0.0	0.0	-	16.4	15.9	0.5	3.3
Paratransit Service Contracts	34.6	32.9	1.7	4.9	0.0	0.0	0.0	-	34.6	32.9	1.7	4.9
Maintenance and Other Operating Contracts	41.1	40.9	0.2	0.4	4.8	5.0	(0.3)	(5.9)	45.8	46.0	(0.1)	(0.3)
Professional Service Contracts	21.7	28.9	(7.2)	(33.2)	4.0	3.0	1.0	25.2	25.8	32.0	(6.2)	(24.0)
Materials & Supplies	40.3	39.8	0.5	1.2	10.8	9.2	1.6	15.2	51.2	49.0	2.1	4.2
Other Business Expenses	17.3	(0.2)	17.5	-	0.8	0.4	0.4	50.5	18.1	0.2	17.9	98.9
Total Non-Labor Expenses	\$242.9	\$227.3	\$15.6	6.4	\$21.6	\$18.4	\$3.2	14.7	\$264.5	\$245.7	\$18.8	7.1
Other Expense Adjustments:												
Other	3.4	2.9	0.5	14.9	0.0	0.0	0.0	-	3.4	2.9	0.5	14.9
General Reserve	0.0	0.0	0.0	-	0.0	0.0	0.0	-	0.0	0.0	0.0	-
Total Other Expense Adjustments	\$3.4	\$2.9	\$0.5	14.9	\$0.0	\$0.0	\$0.0	-	\$3.4	\$2.9	\$0.5	14.9
Total Expenses before Non-Cash Liability Adjs.	\$825.4	\$800.8	\$24.6	3.0	\$122.3	\$125.7	(\$3.4)	(2.8)	\$947.7	\$926.5	\$21.2	2.2
Depreciation	182.3	186.2	(3.9)	(2.1)	0.0	0.0	0.0	-	182.3	186.2	(3.9)	(2.1)
OPEB Obligation	30.7	32.1	(1.5)	(4.7)	0.0	0.0	0.0	-	30.7	32.1	(1.5)	(4.7)
Environmental Remediation	0.2	1.8	(1.6)	-	0.0	0.0	0.0	-	0.2	1.8	(1.6)	-
Total Expenses	\$1,038.5	\$1,020.9	\$17.6	1.7	\$122.3	\$125.7	(\$3.4)	(2.8)	\$1,160.8	\$1,146.6	\$14.2	1.2
Net Surplus/(Deficit) excluding Subsidies and Debt Service	(\$390.3)	(\$352.7)	\$37.6	9.6	\$0.0	\$0.1	\$0.1	-	(\$390.3)	(\$352.6)	\$37.7	9.6
Subsidies	1,966.6	1,789.5	(177.1)	(9.0)	0.0	0.0	0.0	-	1,966.6	1,789.5	(177.1)	(9.0)
Debt Service	190.1	230.7	(40.6)	(21.4)	0.0	0.0	0.0	-	201.0	230.7	(29.7)	(14.8)

-- Results are preliminary and subject to audit review.

-- Differences are due to rounding.

* Variance exceeds 100%.

METROPOLITAN TRANSPORTATION AUTHORITY
FEBRUARY FINANCIAL PLAN - 2013 ADOPTED BUDGET
Consolidated Accrual Statement of Operations by Category
April Year-to-Date
(\$ in millions)

	Nonreimbursable				Reimbursable				Total			
	Adopted Budget	Actual	Favorable (Unfavorable)		Adopted Budget	Actual	Favorable (Unfavorable)		Adopted Budget	Actual	Favorable (Unfavorable)	
			Variance	Percent			Variance	Percent			Variance	Percent
Revenue												
Farebox Revenue	\$1,721.6	\$1,716.8	(\$4.7)	(0.3)	\$0.0	\$0.0	\$0.0	-	\$1,721.6	\$1,716.8	(\$4.7)	(0.3)
Vehicle Toll Revenue	483.9	496.3	12.4	2.6	0.0	0.0	0.0	-	483.9	496.3	12.4	2.6
Other Operating Revenue	198.5	215.4	16.9	8.5	0.0	0.0	0.0	-	198.5	215.4	16.9	8.5
Capital & Other Reimbursements	0.0	0.0	0.0	-	445.2	417.8	(27.5)	(6.2)	445.2	417.8	(27.5)	(6.2)
Total Revenue	\$2,404.0	\$2,428.6	\$24.6	1.0	\$445.2	\$417.8	(\$27.5)	(6.2)	\$2,849.3	\$2,846.3	(\$3.0)	(0.1)
Expenses												
Labor												
Payroll	\$1,396.8	\$1,386.0	\$10.8	0.8	\$166.2	\$146.6	\$19.6	11.8	\$1,562.9	\$1,532.6	\$30.3	1.9
Overtime	168.7	203.4	(34.7)	(20.6)	30.1	42.4	(12.3)	(40.7)	198.9	245.8	(47.0)	(23.6)
Health and Welfare	324.0	298.5	25.5	7.9	19.4	17.2	2.2	11.4	343.5	315.7	27.7	8.1
OPEB Current Payment	157.7	131.3	26.3	16.7	0.0	0.0	0.0	-	157.7	131.3	26.3	16.7
Pensions	213.0	208.5	4.5	2.1	10.7	9.8	0.9	7.8	223.7	218.3	5.3	2.4
Other Fringe Benefits	188.4	193.3	(4.9)	(2.6)	47.0	44.1	2.9	6.3	235.4	237.4	(2.0)	(0.8)
Reimbursable Overhead	(97.7)	(97.4)	(0.2)	(0.2)	97.5	97.2	0.3	0.3	(0.2)	(0.3)	0.1	52.8
Total Labor Expenses	\$2,350.9	\$2,323.6	\$27.3	1.2	\$370.9	\$357.4	\$13.6	3.7	\$2,721.8	\$2,680.9	\$40.9	1.5
Non-Labor												
Electric Power	\$184.4	\$174.4	\$10.0	5.4	\$0.1	\$0.2	(\$0.1)	(71.8)	\$184.5	\$174.6	\$10.0	5.4
Fuel	96.8	92.8	3.9	4.1	0.0	0.0	0.0	13.0	96.8	92.8	3.9	4.1
Insurance	9.6	5.7	3.9	41.0	3.1	1.9	1.3	40.7	12.7	7.5	5.2	40.9
Claims	65.9	78.4	(12.4)	(18.9)	0.0	0.0	0.0	-	65.9	78.4	(12.4)	(18.9)
Paratransit Service Contracts	136.7	122.3	14.3	10.5	0.0	0.0	0.0	-	136.7	122.3	14.3	10.5
Maintenance and Other Operating Contracts	162.3	141.4	20.9	12.9	16.5	19.9	(3.4)	(20.5)	178.8	161.2	17.5	9.8
Professional Service Contracts	82.1	80.5	1.6	2.0	13.0	11.0	1.9	15.0	95.1	91.5	3.6	3.8
Materials & Supplies	160.9	155.4	5.5	3.5	40.3	26.1	14.3	35.4	201.3	181.4	19.8	9.9
Other Business Expenses	63.2	34.6	28.6	45.2	1.3	1.4	(0.2)	(12.8)	64.5	36.0	28.4	44.1
Total Non-Labor Expenses	\$961.9	\$865.4	\$96.5	8.0	\$74.3	\$60.4	\$13.9	18.7	\$1,036.2	\$945.8	\$90.4	8.7
Other Expense Adjustments:												
Other	13.1	9.7	3.4	26.2	0.0	0.0	0.0	-	13.1	9.7	3.4	26.2
General Reserve	0.0	0.0	0.0	-	0.0	0.0	0.0	-	0.0	0.0	0.0	-
Total Other Expense Adjustments	\$13.1	\$9.7	\$3.4	26.2	\$0.0	\$0.0	\$0.0	-	\$13.1	\$9.7	\$3.4	26.2
Total Expenses before Non-Cash Liability Adjs.	\$3,325.9	\$3,218.7	\$107.3	3.2	\$445.2	\$417.8	\$27.5	6.2	\$3,771.1	\$3,636.4	\$134.7	3.6
Depreciation	717.2	718.4	(1.1)	(0.2)	0.0	0.0	0.0	-	717.2	718.4	(1.1)	(0.2)
OPEB Obligation	474.0	475.1	(1.1)	(0.2)	0.0	0.0	0.0	-	474.0	475.1	(1.1)	(0.2)
Environmental Remediation	1.7	2.7	(1.1)	(64.2)	0.0	0.0	0.0	-	1.7	2.7	(1.1)	(64.2)
Total Expenses	\$4,518.8	\$4,414.8	\$104.0	2.3	\$445.2	\$417.8	\$27.5	6.2	\$4,864.0	\$4,832.6	\$31.4	2.6
Net Surplus/(Deficit) excluding Subsidies and Debt Service	(\$2,114.7)	(\$1,986.3)	\$128.5	6.1	\$0.0	\$0.0	(\$0.0)	-	(\$2,114.7)	(\$1,986.3)	\$128.5	6.1
Subsidies	2,907.0	2,943.4	36.4	1.3	0.0	0.0	0.0	-	2,907.0	2,943.4	36.4	1.3
Debt Service	793.3	790.3	3.0	0.4	0.0	0.0	0.0	-	803.1	790.3	(127.2)	(31.0)

-- Results are preliminary and subject to audit review.
-- Differences are due to rounding.
* Variance exceeds 100%.

METROPOLITAN TRANSPORTATION AUTHORITY
FEBRUARY FINANCIAL PLAN - 2013 ADOPTED BUDGET
EXPLANATION OF VARIANCES BETWEEN ADOPTED BUDGET AND ACTUAL ACCRUAL BASIS
April 2013
(\$ in millions)

Generic Revenue or Expense Category	Nonreimb or Reimb	April		Reasons for Variance	YEAR-TO-DATE		Reasons for Variance
		Favorable (Unfavorable)	%		Favorable (Unfavorable)	%	
Farebox Revenue	NR	\$ 2.0	0.4	NYCT had a favorable variance of \$3.7M due to higher-than-forecasted ridership and higher average fares. MTA Bus was \$0.6M favorable due to higher ridership. These results were partially offset by unfavorable variances of (\$1.7M) and (\$0.6M) at MNR and the LIRR respectively, due to lower-than-forecasted ridership.	\$ (4.7)	(0.3)	MNR and NYCT had unfavorable variances of (\$5.6M) and (\$0.6M) respectively, due to lower-than-forecasted ridership mostly attributable to unfavorable weather, and a slower rate of recovery in NYCT ridership following Tropical Storm Sandy. These results were partially offset by a favorable variance of \$1.9M at MTA Bus due to higher ridership.
Vehicle Toll Revenue	NR	5.8	4.3	The favorable variance was due to higher traffic volume.	12.4	2.6	The favorable variance resulted from higher traffic volume attributable to favorable weather and an improving economy.
Other Operating Revenue	NR	12.2	24.0	The favorable outcome largely reflects the timing of Tropical Storm Sandy Emergency Relief Grants at MNR - \$11.0M, a positive shift in the market value of the invested asset portfolio at FMTAC - \$0.9M, higher revenues from the Battery Parking Garage and higher E-ZPass administrative fees at B&T - \$0.6M, and higher rental revenue at the LIRR - \$0.6M. Partially offsetting these results was an unfavorable variance of (\$0.7M) at MTA Bus primarily due to the timing of Tropical Storm Sandy/Irene recoveries, and student fare reimbursements.	16.9	8.5	Year-to-date favorable results reflect the timing of Tropical Storm Sandy Emergency Relief Grants at MNR - \$11.6M, higher Paratransit Urban Tax receipts and MetroCard surcharge "green" fees at NYCT - \$4.8M, higher revenues primarily due to the timing of a FEMA reimbursement at B&T - \$4.1M, higher rental revenue at the LIRR - \$1.8M, and the timing of sales revenue at the Transit Museum at MTA HQ - \$0.4M. Partially offsetting these results were unfavorable variances of (\$3.3M) at FMTAC due to a negative shift in the market value of the invested asset portfolio, and (\$2.6M) at MTA Bus due to the timing of Tropical Storm Sandy/Irene recoveries, and student fare reimbursements.
Payroll	NR	0.3	0.1	Vacancies were primarily responsible for favorable variances of \$1.6M at MTAHQ, \$0.8M at MNR, and \$0.3M at the LIRR. Partially offsetting these results were unfavorable variances of (\$1.3M) at MTA Bus due to excess Bus Operators and (\$1.1M) at NYCT in part due to higher employee separation costs.	10.8	0.8	Vacancies were primarily responsible for favorable variances of \$3.8M at MTA HQ, \$3.2M at the LIRR, \$2.9M at MNR, \$2.2M at B&T, and \$1.8M at NYCT. Partially offsetting these results was an unfavorable variance of (\$3.0M) at MTA Bus due to the residual impact of Tropical Storm Sandy activities and excess Bus Operators.
Overtime	NR	(7.1)	(17.0)	The unfavorable result largely reflects the impact of vacancy coverage and continued Sandy-related work - (\$3.7M) at NYCT; higher vacancy/absentee coverage and maintenance-related overtime - (\$1.8M) at the LIRR; the timing of grant-related work and higher coverage requirements for various events - (\$0.9M) at MTA HQ; higher service coverage requirements - (\$0.6M) at MNR; the residual impacts of Tropical Storm Sandy activities and accelerated scheduled operations repairs - (\$0.3M) at MTA Bus. These results were partially offset by a favorable outcome of \$0.4M at B&T primarily due to lower requirements for vacancy/absentee coverage. (See Overtime Decomposition Report for more details)	(34.7)	(20.6)	The unfavorable result largely reflects the impact of adverse weather, continued Sandy-related work, and payments to represented employees for 2012 "banked" overtime - (\$24.4M) at NYCT; higher weather-related, maintenance, and vacancy/absentee coverage, in addition to higher rates - (\$8.0M) at the LIRR; higher weather and grant-related work, and coverage requirements for various events - (\$2.2M) at MTA HQ; and higher weather, vacancy coverage, Sandy-related work, and timing - (\$0.8M) at SIR. These results were partially offset by a favorable outcome of \$1.3M at B&T due to lower requirements across a number of OT categories, mainly for vacancy/absentee coverage and safety/security/law enforcement. (See Overtime Decomposition Report for more details)
Health and Welfare	NR	1.1	1.3	The LIRR and NYCT had favorable variances of \$1.0M, and \$0.3M, respectively, mostly due to higher vacancies and lower rates. MTA Bus was \$0.6M favorable primarily due to timing. Partially offsetting these results were unfavorable variances at MNR of (\$0.5M) due to an accrual adjustment, and (\$0.3M) at MTA HQ due to timing.	25.5	7.9	NYCT, the LIRR, MTA Bus, MNR, B&T and SIR had favorable variances of \$16.8M, \$3.5M, \$2.5M, \$1.8M, \$0.5M, and \$0.3M respectively, mostly due to higher vacancies, lower rates, and timing.

METROPOLITAN TRANSPORTATION AUTHORITY
FEBRUARY FINANCIAL PLAN - 2013 ADOPTED BUDGET
EXPLANATION OF VARIANCES BETWEEN ADOPTED BUDGET AND ACTUAL ACCRUAL BASIS

April 2013
(\$ in millions)

Generic Revenue or Expense Category	Nonreimb or Reimb	April		Reasons for Variance	YEAR-TO-DATE		Reasons for Variance
		Favorable (Unfavorable)			Favorable (Unfavorable)		
		\$	%		\$	%	
OPEB - Current Payment	NR	8.7	22.4	Lower rates and fewer retirees were responsible for favorable variances of \$7.7M at NYCT and \$1.1M at the LIRR.	26.3	16.7	Lower rates and fewer retirees were responsible for favorable variances of \$22.0M at NYCT and \$3.3M at the LIRR. Favorable variances of \$0.5M at MTAHQ and \$0.4M at B&T were primarily due to timing.
Pensions	NR	2.4	4.5	MTAHQ was \$2.8M favorable due to the timing of accruals for MTA Police pensions. This result was partially offset by an unfavorable variance of (\$0.7M) at MNR due to an accrual adjustment of fringe costs.	4.5	2.1	MTAHQ was \$2.7M favorable due to the timing of accruals for MTA Police pensions. MTA Bus and SIR were favorable by \$1.5M and \$0.4M, respectively, also due to timing.
Other Fringe Benefits	NR	(2.0)	(4.3)	NYCT had an unfavorable variance of (\$1.5M) due to reduced overhead credits resulting from reimbursable underruns and higher FICA charges. MTA Bus was unfavorable by (\$0.5M) primarily due to the reclassification of Workers Compensation expenses to Other Fringe Benefits from Insurance, resulting in a zero net impact on total expenses.	(4.9)	(2.6)	NYCT had an unfavorable variance of (\$4.3M) primarily due to reduced overhead credits resulting from reimbursable underruns and higher FICA charges. MTA Bus was (\$1.8M) unfavorable mainly due to the reclassification of Workers Compensation expenses to Other Fringe Benefits from Insurance -- this has a zero net impact on total expenses. The LIRR was (\$0.4M) unfavorable primarily due to higher Railroad Retirement tax rates. MTA HQ had an unfavorable variance of (\$0.4M) mostly due to timing. Partially offsetting these results were favorable variances of \$1.1M at MNR primarily due to lower employee claims and \$0.8M at B&T due to lower premium reimbursements.
Reimbursable Overhead	NR	5.2	19.4	Timing was responsible for favorable variances of \$2.9M at MTAHQ and \$2.2M at NYCT.	(0.2)	(0.2)	Timing was responsible for unfavorable variances of (\$3.6M) at MTAHQ, (\$0.5M) at MNR, and (\$0.4M) at B&T, and a favorable variance of \$4.1M at NYCT.
Electric Power	NR	1.6	3.6	The overall favorable variance reflects lower rates, consumption, and timing -- \$0.6M at MNR, \$0.3M at NYCT, and \$0.3M at MTA HQ (due to the timing of billings for the Madison Avenue buildings, 2 Broadway and Police facilities). Other agency variances were minor.	10.0	5.4	The favorable variance reflects the impact of lower rates, consumption, and timing -- \$5.3M at NYCT, \$2.5M at MNR, \$1.7M at MTA HQ (due to the timing of billings for the Madison Avenue buildings, 2 Broadway and Police facilities), \$0.8M at the LIRR, and \$0.3M at SIR. Partially offsetting these results was an unfavorable variance of (\$0.4M) at B&T due to timing.
Fuel	NR	(0.4)	(1.6)	MNR was (\$0.8M) unfavorable primarily due to higher heating oil prices. Partially offsetting this result were favorable variances of \$0.3M at both NYCT and the LIRR primarily due to lower consumption and timing.	3.9	4.1	Lower consumption and timing accounts for most of the favorable variance: \$2.9M at NYCT and \$0.6M at the LIRR. Additionally, MTA Bus was \$0.8M favorable due to lower rates.
Insurance	NR	1.2	55.0	MTA Bus was \$1.2M favorable mostly due to the reclassification of Workers Compensation expenses to Other Fringe Benefits from Insurance -- this has a zero net impact on total expenses. NYCT had a favorable variance of \$0.5M primarily due to timing. Partially offsetting these results was an unfavorable variance at FMTAC of (\$0.5M), mainly due to timing.	3.9	41.0	MTA Bus was \$5.0M favorable mostly due to the reclassification of Workers Compensation expenses to Other Fringe Benefits from Insurance -- this has a zero net impact on total expenses. Timing was responsible for favorable variances of \$1.2M at MTA HQ and \$1.1M at NYCT, and an unfavorable variance of (\$3.8M) at FMTAC.

METROPOLITAN TRANSPORTATION AUTHORITY
FEBRUARY FINANCIAL PLAN - 2013 ADOPTED BUDGET
EXPLANATION OF VARIANCES BETWEEN ADOPTED BUDGET AND ACTUAL ACCRUAL BASIS
April 2013
(\$ in millions)

Generic Revenue or Expense Category	Nonreimb or Reimb	April		Reasons for Variance	YEAR-TO-DATE		Reasons for Variance
		Favorable (Unfavorable)	%		Favorable (Unfavorable)	%	
Claims	NR	\$ 0.5	3.3	FMTAC was favorable by \$0.5M due to a decrease in claim activity for the month.	\$ (12.4)	(18.9)	FMTAC was unfavorable by (\$14.8M) due to an increase in payouts and required reserves. This result was partially offset by favorable variances of \$1.9M at the LIRR due to a decrease in non-employee indemnity payments and lower public liability expenses. MNR was \$0.3M favorable due to timing.
Paratransit Service Contracts	NR	1.7	4.9	NYCT was \$1.7M favorable, mainly due to fewer trips and reduced call center activity.	14.3	10.5	NYCT was \$14.3M favorable, mainly due to fewer trips, reduced call center activity, and fewer major repairs required on the fleet.
Maintenance and Other Operating Contracts	NR	0.2	0.4	The overall favorable result was largely attributable to timing and lower spending: \$4.2M at MTA HQ for the timing of 2 Broadway maintenance contracts; \$0.9M at MNR primarily for GCT utilities, waste removal services and safety equipment and supplies; and \$0.4M at MTA Bus primarily for timing. Partially offsetting these results was an unfavorable variance of (\$3.6M) at NYCT for auto purchases, fire expenses and building related expenses; and (\$1.6M) at B&T primarily for major maintenance, painting, E-ZPass tag purchases and the E-ZPass customer service center.	20.9	12.9	The overall favorable result was largely attributable to timing and repressed spending efforts: \$6.6M at MNR primarily for GCT utilities, revenue vehicle repairs, MTA Police services, and a reclassification of expenses for GCT escalator repairs to operating capital; \$6.2M at NYCT for building-related expenses, uniforms and painting; \$5.4M at the LIRR for emergency busing, IESS, security, parking facility maintenance, elevator & escalator maintenance, communications, and vegetation management; \$3.4M at MTA Bus mostly for facility maintenance; and \$2.6M at MTA HQ primarily due to the timing of IESS and 2 Broadway expenses. Partially offsetting these results was an unfavorable variance of (\$3.3M) at B&T due to higher expenses for E-ZPass tag purchases, major maintenance, painting and the E-ZPass customer service center.
Professional Service Contracts	NR	(7.2)	(33.2)	The overall unfavorable result was primarily attributable to timing and higher expenses, specifically: (\$7.5M) at NYCT primarily for bond services, professional services and office-related account expenses; (\$3.4M) at B&T primarily for bond issuance services; and (\$0.3M) at the LIRR for emergency bridge inspections and engineering services. Partially offsetting these results was a favorable variance of \$3.0M at MTA HQ mostly due to the timing of hardware/software expenses; and \$1.0M at MNR reflecting the timing of IT expenses, legal services, bridge inspections and training.	1.6	2.0	The overall favorable result was primarily attributable to timing and curbed spending: \$9.3M at MTA HQ mostly for hardware/software expenses; \$3.9M at MNR primarily for IT expenses, legal services, advertising, bridge inspections, temporary services, medical, and training; \$3.7M at the LIRR primarily for IT software expenses and MTA chargebacks; and \$0.4M at MTA Bus mostly for interagency billings. These favorable results were mostly negated by unfavorable timing differences of (\$12.6M) at NYCT mostly due to the timing of bond services, IT hardware expenses and office-related account expenses; and (\$2.1M) at B&T mostly for bond issuance services and planning studies.
Materials & Supplies	NR	0.5	1.2	The favorable outcome reflects timing differences in the purchase of GCT elevator and escalator monitoring equipment and lower usage of rolling stock parts and supplies -- \$1.5M at MNR and lower expenses across a variety of small equipment and supply categories -- \$0.3M at B&T. These results were partially offset by unfavorable variances attributable to higher pool material charge-outs than reclaims, higher usage of running repair material in the Support Shops, and the timing of maintenance material requirements -- (\$0.8M) at the LIRR, and timing -- (\$0.4M) at NYCT.	5.6	3.5	Results reflect the overall favorable impact of lower usage of running repair material in the Support Shops, and the timing of project activity and payments for material -- \$2.5M at the LIRR, and increased scrap sales and the timing of vehicle maintenance material requirements -- \$1.5M at NYCT, timing differences in the purchase of GCT elevator and escalator monitoring equipment and lower usage of rolling stock parts and supplies -- \$1.1M at MNR, and lower expenses across a variety of small equipment and supply categories -- \$0.3M at B&T.

METROPOLITAN TRANSPORTATION AUTHORITY
FEBRUARY FINANCIAL PLAN - 2013 ADOPTED BUDGET
EXPLANATION OF VARIANCES BETWEEN ADOPTED BUDGET AND ACTUAL ACCRUAL BASIS
April 2013
(\$ in millions)

XI-59

Generic Revenue or Expense Category	Nonreimb or Reimb	Favorable (Unfavorable)		Reasons for Variance	Favorable (Unfavorable)		Reasons for Variance
		\$	%		\$	%	
Other Business Expenses	NR	17.5	*	The LIRR was \$14.3M favorable due to the misclassification of a FEMA credit for Superstorm Sandy budgeted in Other Operating Revenue which will be corrected in May. MTAHQ was favorable by \$4.8M due to the timing of Headquarters' relocation costs. These results were partially offset by unfavorable variances of (\$0.5M) at MNR due to a billing error to CDOT. FMTAC was (\$0.4M) unfavorable due to higher general & administrative and safety loss expenses. B&T was (\$0.3M) unfavorable due to the timing of credit/debit card fees.	28.6	45.2	The LIRR was \$15.6M favorable due to the misclassification of a FEMA credit for Superstorm Sandy budgeted in Other Operating Revenue which will be corrected in May. MTAHQ was \$9.5M favorable mostly due to the timing of Headquarters relocation expenses. NYCT was \$3.0M favorable due to the timing of reimbursable job closing adjustments and underruns in MVM debit/credit card charges. B&T was \$0.4M favorable due to lower credit/debit card fees and timing.
Other Expense Adjustments	NR	0.5	14.9	Variance due to timing differences in project completions.	3.4	26.2	Variance due to timing differences in project completions.
Depreciation	NR	(3.9)	(2.1)	Timing differences in project completions and assets reaching beneficial use resulted in unfavorable variances of (\$6.4M) at the LIRR, (\$1.7M) at MTAHQ, and (\$0.6M) at MTA Bus, and favorable variances of \$2.9M at NYCT and \$1.7M at MNR.	(1.1)	(0.2)	Timing differences in project completions and assets reaching beneficial use resulted in unfavorable variances of (\$6.7M) at MTAHQ, (\$4.5M) at the LIRR and (\$2.3M) at MTA Bus, and favorable variances of \$6.7M at MNR, \$4.8M at NYCT, and \$0.7M at B&T.
Other Post-Employment Benefits	NR	(1.5)	(4.7)	The GASB adjustment reflects the value associated with the unfunded accrued liability for post employment benefits.	(1.1)	(0.2)	The GASB adjustment reflects the value associated with the unfunded accrued liability for post employment benefits.
Environmental Remediation	NR	(1.6)	*	Unfavorable variance reflects overall higher remediation efforts of (\$1.6M) at MTA Bus.	(1.1)	(64.2)	Unfavorable variance reflects overall higher remediation efforts of (\$1.6M) at MTA Bus partially offset by lower remediation efforts of \$0.6M at MNR.
Capital & Other Reimbursements	R	3.4	2.8	NYCT was \$5.6M favorable due to higher project activity and MTAHQ was \$2.8M favorable due to the timing of recoverable expenses. These results were partially offset by unfavorable variances of (\$3.3M) at the LIRR, (\$0.7M) at MNR, (\$0.5M) at MTACC and (\$0.4M) at MTABus due to schedule changes in project activity.	(27.5)	(6.2)	Schedule changes in project activity were responsible for unfavorable variances of (\$16.2M) at the LIRR, (\$10.9M) at MNR, (\$3.3M) at MTACC, (\$0.9M) at MTA Bus, and (\$0.5M) at B&T. MTAHQ was (\$4.6M) unfavorable due to the timing of recoverable expenses. These results were partially offset by a favorable variance of \$8.8M at NYCT due to higher project activity.
Payroll	R	5.0	11.3	The overall favorable variance was primarily due to the timing of project activity and vacancies: \$3.2M at NYCT, and \$1.5M at the LIRR.	19.6	11.8	The overall favorable variance was primarily due to the timing of project activity and vacancies: \$11.8M at NYCT; \$5.2M at the LIRR; \$1.3M at MNR; \$0.7M at MTA Bus; and \$0.5M at MTACC.
Overtime	R	(7.3)	(87.1)	The unfavorable outcome reflects the impact of higher track work, infrastructure, and station environment requirements -- (\$5.8M) at NYCT and higher project activity -- (\$1.0M) at the LIRR and (\$0.5M) at MNR.	(12.3)	(40.7)	The unfavorable outcome reflects the impact of higher track work, infrastructure, and station environment requirements -- (\$11.5M) at NYCT, and higher project activity -- (\$0.8M) at MNR.
Health and Welfare	R	0.2	2.9	Agency variances were minor.	2.2	11.4	NYCT, MNR and the LIRR had favorable variances of \$0.8M, \$0.6M and \$0.3M, respectively, due to the timing of project activity. MTACC was \$0.4M favorable mainly due to lower rates.

METROPOLITAN TRANSPORTATION AUTHORITY
FEBRUARY FINANCIAL PLAN - 2013 ADOPTED BUDGET
EXPLANATION OF VARIANCES BETWEEN ADOPTED BUDGET AND ACTUAL ACCRUAL BASIS
April 2013
(\$ in millions)

09-X

Generic Revenue or Expense Category	Nonreimb or Reimb	April		Reasons for Variance	YEAR-TO-DATE		Reasons for Variance
		Favorable (Unfavorable)			Favorable (Unfavorable)		
		\$	%		\$	%	
Pensions	R	0.1	1.7	Minor variance.	0.8	7.8	MNR was \$0.6M favorable due to lower project activity. Other Agency variances were minor.
Other Fringe Benefits	R	0.7	5.6	NYCT had a favorable variance of \$0.7M consistent with reimbursable project and payroll undermuns.	2.9	6.3	NYCT had a favorable variance of \$2.0M, consistent with reimbursable project and payroll undermuns. The LIRR was \$1.1M favorable primarily due to timing. MTACC was \$0.4M favorable mostly due to lower overhead rates.
Reimbursable Overhead	R	(5.2)	(19.5)	Timing was responsible for unfavorable variances of (\$2.9M) at MTA HQ and (\$2.2M) at NYCT.	0.3	0.3	Timing was responsible for favorable variances of \$3.6M at MTA HQ, \$0.6M at MNR, and \$0.4M at B&T, and an unfavorable variance of (\$4.1M) at NYCT.
Electric Power	R	(0.1)	*	Minor variance.	(0.1)	(71.8)	Minor variance.
Insurance	R	0.4	39.6	The LIRR was \$0.4M favorable due to lower project activity.	1.3	40.7	The LIRR and MNR had favorable variances of \$1.0M and \$0.3M, respectively, due to lower project activity.
Maintenance and Other Operating Contracts	R	(0.3)	(5.9)	NYCT was unfavorable by (\$0.8M) largely due to the timing of maintenance services, equipment rentals, facility maintenance and repair expenses. Partially offsetting this result was a favorable variance of \$0.4M at MNR due to delays in the Positive Train Control project.	(3.4)	(20.5)	NYCT was unfavorable by (\$6.6M) largely due to the timing of maintenance services, equipment rentals, facility maintenance and repair expenses. Partially offsetting this result were favorable variances of \$2.3M at MNR and \$0.8M at the LIRR due to the timing of project activity.
Professional Service Contracts	R	1.0	25.2	The overall favorable variance reflects timing changes in project activity: \$0.9M at MNR; and \$0.5M at the LIRR. Partially offsetting these results was an unfavorable variance of (\$0.3M) at NYCT mostly due to the timing of data center expenses.	1.9	15.0	The overall favorable variance was primarily due to timing changes in project activity resulting in underspending of: \$1.3M at MNR and \$0.7M at the LIRR. Additionally, MTA CC was \$0.5M favorable due to the timing of expenses for MTA chargebacks, legal services, engineering and consultants. Partially offsetting these results was an unfavorable variance of (\$1.2M) at NYCT mostly due to the timing of IT hardware expenses.
Materials & Supplies	R	1.6	15.2	The timing of project activity and payments for project material was responsible for a favorable variance of \$1.8M at the LIRR. This result was partially offset by an unfavorable outcome of (\$0.4M) at NYCT due to the timing of construction material requirements.	14.3	35.4	Results reflect the overall favorable timing impact of rescheduled project activity and payments for material -- \$7.4M at the LIRR, \$5.3M at MNR, and \$1.5M at NYCT.
Other Business Expenses	R	0.4	50.5	Timing was responsible for a favorable variance of \$0.3M at MTACC.	(0.2)	(12.8)	Timing was responsible for an unfavorable variance of (\$1.5M) at NYCT and a favorable variance of \$1.2M at MTACC.

METROPOLITAN TRANSPORTATION AUTHORITY
FEBRUARY FINANCIAL PLAN - 2013 ADOPTED BUDGET
EXPLANATION OF VARIANCES BETWEEN ADOPTED BUDGET AND ACTUAL ACCRUAL BASIS
April 2013
(\$ in millions)

				April	YEAR-TO-DATE			
Generic Revenue or Expense Category	Nonreimb or Reimb	Favorable (Unfavorable)		Reasons for Variance	Favorable (Unfavorable)		Reasons for Variance	
		\$	%		\$	%		
Subsidies	NR	(177.1)	(9.0)	The unfavorable variance of \$177.1 million for the month was due primarily to the timing of accruals for NYS Operating Assistance 18-b (\$187.9 million) and Local Operating Assistance 18-b (\$29.3 million), which were budgeted in April but accrued in the prior month, and is now correctly captured in the year-to-date results. Also contributing to the unfavorable variance were lower Urban Tax (\$9.6 million) due to weaker-than-expected commercial real estate transactions in New York City for the month, and lower PBT (\$8.2 million) due partially to timing delays and to the State's reforecast of revenues. This was offset by higher PMT (\$36.2 million) due to timing, and MMTOA (\$26 million) due to NYS' reforecast of revenues in its Enacted Budget.	36.4	1.3	The favorable year-to-date variance of \$36.4 million reflects mostly higher Urban Tax (\$44.5 million), PMT (\$30.6 million) due to timing of booking accruals, and MMTOA (\$26.0 million) due to NYS' revenue increase in its Enacted Budget appropriation. This was offset by lower accruals for City Subsidy for MTA Bus (\$33.1 million), PBT (\$20.4 million) and CDOT (\$5.5 million) mostly due to timing.	
Debt Service	NR	(40.6)	(21.4)	The unfavorable variance is due primarily to the funding of debt service deposits through to May 15 for Transportation Revenue Bonds. This will be reversed in May.	3.0	0.4	The overrun caused by funding of debt service deposits through to May 15 for Transportation Revenue Bonds is offset by lower than budgeted variable rates and lower debt service costs due to refunding.	

METROPOLITAN TRANSPORTATION AUTHORITY
2013 February Financial Plan - Adopted Budget
Overtime Reporting
April 2013

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 April 2013 (year-to-date).

2013 OVERTIME REPORTING - PRELIMINARY APRIL RESULTS (NON-REIMBURSABLE)

Month

Total overtime was (\$7.1M), or (17%), unfavorable to budget.

Weather Emergencies was (\$5.2M) unfavorable, primarily due to continued Super Storm Sandy-related work.

Vacancy/Absentee Coverage was (\$2.3M) unfavorable, reflecting higher vacancies and on-going availability issues at NYCT and the LIRR.

Safety/Security/Law Enforcement had an unfavorable variance of (\$0.8M), mostly due to coverage requirements of MTA Police.

Unscheduled Service was \$1.2M favorable, most of which was attributable to NYCT and resulted from an adjustment which properly reclassified prior year Non-Reimbursable overtime to Reimbursable overtime.

Year-to-Date

Total overtime was (\$34.7M), or (21%), unfavorable to budget.

Weather Emergencies was (\$22.2M) unfavorable, primarily due to winter snowstorms and continued Super Storm Sandy related work.

Vacancy/Absentee Coverage was (\$6.4M) unfavorable, reflecting higher vacancies and on-going availability issues at NYCT and the LIRR.

Programmatic/Routine Maintenance was (\$4.3M) unfavorable, primarily due to payments to represented employees of 2012 "banked" overtime, overtime incurred to address the maintenance backlogs caused by Super Storm Sandy and Bus maintenance efforts to improve fleet reliability at NYCT. The LIRR had higher costs due to Sperry rail testing needs and Manhasset timber bridge replacement.

METROPOLITAN TRANSPORTATION AUTHORITY
2013 February Financial Plan - Adopted Budget
Overtime Reporting
April 2013

Safety/Security/Law Enforcement was (\$2.0M) unfavorable, mostly due to coverage requirements of MTA Police.

Unscheduled Service was (\$1.1M) unfavorable, mostly attributable to payments to represented employees of 2012 "banked" overtime and bus traffic delays, diversions and extra trips at NYCT.

Other was (\$1.1M) unfavorable, mostly due to higher-than-forecasted rates (including double-time payments) at the LIRR and timing at MNR & B&T. These results were partially offset by a favorable variance of \$1.5M at NYCT.

Scheduled Service had a favorable variance of \$2.8M, mostly due to fewer scheduled service disruptions at MTA Bus, NYCT and MNR.

Metropolitan Transportation Authority
2013 February Financial Plan
Non-Reimbursable/Reimbursable Overtime
(\$ in millions)

	April						April Year-to-Date					
	Adopted Budget		Actuals		Var. - Fav./(Unfav)		Adopted Budget		Actuals		Var. - Fav./(Unfav)	
	Hours	\$	Hours	\$	Hours	\$	Hours	\$	Hours	\$	Hours	\$
NON-REIMBURSABLE OVERTIME												
Scheduled Service	463,283	\$15.8	128,589	\$15.8	334,694	\$0.0	1,847,671	\$63.9	481,387	\$61.2	1,366,284	\$2.8
					72.2%	.3%					73.9%	4.3%
Unscheduled Service	250,016	\$7.7	20,503	\$6.5	229,513	\$1.2	933,360	\$28.6	66,859	\$29.7	866,501	(\$1.1)
					91.8%	16.0%					92.8%	(3.8%)
Programmatic/Routine Maintenance	311,605	\$11.0	94,928	\$10.9	216,678	\$0.1	1,193,103	\$42.1	322,351	\$46.5	870,751	(\$4.3)
					69.5%	1.0%					73.0%	(10.3%)
Unscheduled Maintenance	2,360	\$0.2	2,452	\$0.2	(91)	(\$0.0)	9,698	\$0.7	18,494	\$0.9	(8,796)	(\$0.3)
					-3.9%	-4.9%					-90.7%	-36.8%
Vacancy/Absentee Coverage	102,162	\$5.0	110,318	\$7.3	(8,156)	(\$2.3)	377,920	\$18.4	407,323	\$24.8	(29,403)	(\$6.4)
					-8.0%	-46.4%					-7.8%	-34.7%
Weather Emergencies	12,147	\$0.6	15,827	\$5.7	(3,680)	(\$5.2)	184,265	\$7.7	184,073	\$29.9	192	(\$22.2)
					-30.3%	-894.9%					0.1%	-289.8%
Safety/Security/Law Enforcement	21,747	\$0.8	29,067	\$1.6	(7,320)	(\$0.8)	87,642	\$3.3	98,677	\$5.3	(11,035)	(\$2.0)
					-33.7%	-95.0%					-12.6%	-60.1%
Other	17,831	\$0.9	9,300	\$1.2	8,531	(\$0.3)	67,917	\$3.9	40,548	\$5.0	27,370	(\$1.1)
					47.8%	(28.9%)					40.3%	(29.5%)
Subtotal	1,181,151	\$42.0	410,983	\$49.2	770,168	(\$7.1)	4,701,576	\$168.7	1,619,711	\$203.4	3,081,865	(\$34.7)
					65.2%	(17.0%)					65.5%	(20.6%)
REIMBURSABLE OVERTIME	226,896	\$8.4	87,337	\$15.7	139,559	(\$7.3)	839,873	\$30.1	190,095	\$42.4	649,778	(\$12.3)
TOTAL OVERTIME	1,408,047	\$50.4	498,320	\$64.9	909,727	(\$14.5)	5,541,449	\$198.9	1,809,806	\$245.8	3,731,642	(\$46.9)

* Exceeds 100%

NOTES: Totals may not add due to rounding.
Percentages are based on each type of Overtime and not on Total Overtime.
NYCT Overtime hours data unavailable
SIR Overtime data is included in "Other"

METROPOLITAN TRANSPORTATION AUTHORITY
2013 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, and miscellaneous 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
February Financial Plan - 2013 Adopted Budget
Consolidated Accrual Subsidy Detail
April 2013
(\$ in millions)

	Current Month			Year-to-Date		
	Adopted Budget	Actual	Variance	Adopted Budget	Actual	Variance
Accrued Subsidies:						
<i>Dedicated Taxes</i>						
Mass Transportation Operating Assistance Fund (MMTOA)	\$1,488.2	1,514.3	26.1	\$1,488.2	1,514.3	26.1
Petroleum Business Tax	50.1	41.9	(8.2)	199.1	178.7	(20.4)
MRT 1 (Gross)	17.8	18.1	0.3	71.3	77.4	6.1
MRT 2 (Gross)	9.1	8.1	(1.0)	36.5	32.2	(4.4)
Urban Tax	36.0	28.4	(7.6)	144.0	188.4	44.5
Investment Income	-	-	-	0.3	-	(0.3)
	\$1,601.2	\$1,608.7	\$7.5	\$1,937.2	\$1,891.1	\$46.1
<i>New State Taxes and Fees</i>						
Payroll Mobility Taxes	101.5	137.7	36.2	491.0	521.8	30.6
MTA Aid Taxes ¹	-	-	-	64.0	55.4	(8.6)
	\$101.5	\$137.7	\$36.2	\$555.0	\$577.0	\$22.0
<i>State and Local Subsidies</i>						
NYS Operating Assistance	187.9	-	(187.9)	187.9	167.9	-
NYC and Local 18b						
New York City	1.9	-	(1.9)	1.9	1.9	-
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	6.7	8.2	1.5	34.9	29.4	(5.5)
Station Maintenance	13.3	13.1	(0.2)	53.3	52.4	(0.9)
	\$237.2	\$21.3	(\$215.9)	\$305.4	\$299.0	(\$6.4)
Sub-total Dedicated Taxes & State and Local Subsidies	\$1,939.9	\$1,767.7	(\$172.3)	\$2,797.7	\$2,867.2	\$69.5
City Subsidy to MTA Bus	25.7	21.8	(4.9)	109.3	76.2	(33.1)
Total Dedicated Taxes & State and Local Subsidies	\$1,866.6	\$1,789.5	(\$177.1)	\$2,907.0	\$2,943.4	\$36.4
<i>Inter-Agency Subsidy Transactions</i>						
B&T Operating Surplus Transfer	51.0	47.3	(3.7)	148.9	165.3	16.4
	\$51.0	\$47.25	(\$3.7)	\$148.9	\$165.3	\$16.4
Total Accrued Subsidies	\$2,017.6	\$1,836.8	(\$180.8)	\$3,055.9	\$3,108.7	\$52.8

¹ License, Vehicle Registration, Taxi and Auto Rental Fees
Note: Differences are due to rounding.

METROPOLITAN TRANSPORTATION AUTHORITY
February Financial Plan - 2013 Adopted Budget
Consolidated Accrual Subsidy Detail
Explanation of Variances
(\$ in millions)

April 2013

Accrued Subsidies	Variance \$	Variance %	Explanations
Mass Transportation Operating Assistance Fund (MMTOA)	26.1	1.8%	The favorable variance was due to slightly higher appropriation in NYS 2013-14 Enacted Budget than was anticipated in the February Plan; the February Plan forecast was based on the State's Executive Budget forecast which was subsequently revised. The MTA July Plan will reflect this change.
Petroleum Business Tax	(8.2)	(16.4%)	The unfavorable accrual variance was partially due to timing delays in booking accruals by MTA Accounting. However, as noted last month, approximately \$5M of this variance is real due to downward revision of estimates in the State's latest forecast. This was also reflected in the YTD variance.
MRT(b) 2 (Gross)	(1.0)	(11.4%)	MRT-2 transactions were below budget for the month due to lower than expected MRT-2 activity. Year-to-date transactions are also below the budget.
Urban Tax	(9.6)	(26.8%)	Urban tax accruals were unfavorable for the month due to lower than expected real estate activity in New York City in April, however, year-to-date transactions continued to show a strong favorable variance.
Payroll Mobility Taxes	36.2	35.6%	The favorable variance is primarily due to timing of booking accrual.
NYS Operating Assistance	(187.9)	> 100%	The unfavorable variance was due to the timing of booking accruals by MTA Accounting. The accruals were booked in March, one month ahead of the date anticipated in the MTA Plan. Year-to-date results were on target.
New York City	(1.9)	> 100%	Same as explanation above.
Nassau County	(11.8)	> 100%	Same as explanation above.
Suffolk County	(7.5)	> 100%	Same as explanation above.
Westchester County	(7.3)	> 100%	Same as explanation above.
Putnam County	(0.4)	> 100%	Same as explanation above.
Dutchess County	(0.4)	> 100%	Same as explanation above.
Orange County	(0.1)	> 100%	Same as explanation above.
Rockland County	(0.0)	> 100%	Same as explanation above.
CDOT Subsidies	1.5	22.5%	The favorable variance for the month was due primarily to timing. Year-to-date variance remained unfavorable.
B&T Operating Surplus Transfer	(3.7)	(7.3%)	Variance is due to timing of booking accruals.

Year-to-Date

Accrued Subsidies	Variance \$	Variance %	Explanations
Petroleum Business Tax	(20.4)	(10.2%)	See explanation for the month.
MRT(b) 1 (Gross)	6.1	8.6%	Year-to-date transactions are favorable due to stronger than expected MRT-1 activity for the year.
MRT(b) 2 (Gross)	(4.4)	(12.0%)	Year-to-date transactions are unfavorable due to lower MRT-2 activity than anticipated.
Urban Tax	44.5	30.9%	Year-to-date Urban Tax transactions are favorable due to strong commercial real estate activity in New York City.
Payroll Mobility Taxes	30.6	6.2%	See explanation for the month.
MTA Aid Taxes	(8.6)	(13.4%)	Year-to-date MTA Aid transactions were unfavorable due to timing. The variance will be reversed with the next quarterly reconciliation.
NYS Operating Assistance	-	0.0%	See explanation for the month.
New York City	-	0.0%	See explanation for the month.
Nassau County	-	0.0%	See explanation for the month.
Suffolk County	-	0.0%	See explanation for the month.
Westchester County	-	0.0%	See explanation for the month.
Putnam County	-	0.0%	See explanation for the month.
Dutchess County	-	0.0%	See explanation for the month.
Orange County	-	0.0%	See explanation for the month.
Rockland County	-	0.0%	See explanation for the month.
CDOT Subsidies	(5.5)	(15.7%)	Year-to-date results are unfavorable primarily due to timing.
City Subsidy to MTA Bus	(33.1)	(10.8%)	Year-to-date variance is mostly timing related. Drawdowns are related to the timing of cash obligations for MTA Bus.
B&T Operating Surplus Transfer	18.4	12.5%	Year-to-date favorable variance is due primarily to timing.

METROPOLITAN TRANSPORTATION AUTHORITY
FEBRUARY FINANCIAL PLAN - 2013 ADOPTED BUDGET
DEBT SERVICE
(\$ in millions)

April 2013

	Adopted Budget	Actual	Variance	% Variance	Explanation
Dedicated Tax Fund:					
NYC Transit	\$23.8	\$21.7	\$2.2		
Commuter Railroads	4.8	5.6	(0.8)		
<i>Dedicated Tax Fund Subtotal</i>	\$28.7	\$27.3	\$1.4	4.9%	
MTA Transportation Revenue:					
NYC Transit	\$63.3	\$91.9	(\$28.6)		
Commuter Railroads	40.2	57.1	(16.9)		
MTA Bus	1.8	3.4	(1.7)		
<i>MTA Transportation Subtotal</i>	\$105.2	\$152.5	(\$47.3)	-44.9%	Timing of debt service deposits.
Commercial Paper:					
NYC Transit	\$1.8	\$0.1	\$1.8		
Commuter Railroads	1.1	0.0	1.1		
MTA Bus	0.0	0.0	0.0		
<i>Commercial Paper Subtotal</i>	\$3.0	\$0.1	\$2.9	95.2%	Lower than budgeted rates.
2 Broadway COPs:					
NYC Transit	\$1.4	\$1.1	\$0.3		
Bridges & Tunnels	0.2	0.2	0.0		
MTA HQ	0.2	0.2	0.0		
<i>2 Broadway COPs Subtotal</i>	\$1.8	\$1.4	\$0.3	19.3%	Timing related to the release of the debt service reserve fund and open market purchase in 12/2012.
TBTA General Resolution (2)					
NYC Transit	\$15.1	\$16.8	(\$1.7)		
Commuter Railroads	7.1	7.5	(0.4)		
Bridges & Tunnels	17.2	13.9	3.3		
<i>TBTA General Resolution Subtotal</i>	\$39.5	\$38.3	\$1.2	3.1%	
TBTA Subordinate (2)					
NYC Transit	\$6.5	\$6.0	\$0.5		
Commuter Railroads	2.9	2.7	0.2		
Bridges & Tunnels	2.6	2.4	0.2		
<i>TBTA Subordinate Subtotal</i>	\$11.9	\$11.1	\$0.8	7.1%	Lower than budgeted variable rates; lower debt service due to refunding.
Total Debt Service	\$190.1	\$230.7	(\$40.6)	-21.4%	
Debt Service by Agency:					
NYC Transit	\$112.0	\$137.7	(\$25.7)		
Commuter Railroads	56.1	73.0	(16.8)		
MTA Bus	1.8	3.4	(1.7)		
Bridges & Tunnels	20.0	16.5	3.5		
MTA HQ	0.2	0.2	0.0		
Total Debt Service	\$190.1	\$230.7	(\$40.6)	-21.4%	

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
FEBRUARY FINANCIAL PLAN - 2013 ADOPTED BUDGET
DEBT SERVICE
(\$ in millions)

April 2013 Year-to-Date

	Adopted Budget	Actual	Variance	% Variance	Explanation
Dedicated Tax Fund:					
NYC Transit	\$122.5	\$116.4	\$6.0		
Commuter Railroads	25.0	25.1	(0.2)		
<i>Dedicated Tax Fund Subtotal</i>	<i>\$147.4</i>	<i>\$141.6</i>	<i>\$5.8</i>	<i>4.0%</i>	
MTA Transportation Revenue:					
NYC Transit	\$253.2	\$273.3	(\$20.2)		
Commuter Railroads	160.8	171.5	(10.7)		
MTA Bus	7.0	10.2	(3.2)		Timing of debt service deposits.
<i>MTA Transportation Subtotal</i>	<i>\$421.0</i>	<i>\$455.1</i>	<i>(\$34.1)</i>	<i>-8.1%</i>	
Commercial Paper:					
NYC Transit	\$7.3	\$0.3	\$7.0		
Commuter Railroads	4.6	0.2	4.4		
MTA Bus	0.1	0.1	0.0		Lower than budgeted rates.
<i>Commercial Paper Subtotal</i>	<i>\$12.0</i>	<i>\$0.5</i>	<i>\$11.5</i>	<i>95.7%</i>	
2 Broadway COPs:					
NYC Transit	\$5.6	\$3.3	\$2.2		
Bridges & Tunnels	0.8	0.5	0.3		Timing related to the release of
MTA HQ	0.8	0.5	0.3		the debt service reserve fund and
<i>2 Broadway COPs Subtotal</i>	<i>\$7.1</i>	<i>\$4.3</i>	<i>\$2.9</i>	<i>40.2%</i>	open market purchase in 12/2012.
TBTA General Resolution (2)					
NYC Transit	\$60.6	\$64.1	(\$3.6)		
Commuter Railroads	28.5	28.7	(0.2)		Lower than budgeted variable rates;
Bridges & Tunnels	69.0	53.0	15.9		lower debt service due to refunding;
<i>TBTA General Resolution Subtotal</i>	<i>\$158.0</i>	<i>\$145.9</i>	<i>\$12.1</i>	<i>7.7%</i>	timing of new money bond issuance;
TBTA Subordinate (2)					
NYC Transit	\$26.0	\$23.4	\$2.6		
Commuter Railroads	11.4	10.3	1.1		Lower than budgeted variable rates;
Bridges & Tunnels	10.3	9.3	1.0		lower debt service due to refunding.
<i>TBTA Subordinate Subtotal</i>	<i>\$47.8</i>	<i>\$43.0</i>	<i>\$4.8</i>	<i>10.0%</i>	
Total Debt Service	\$793.3	\$790.3	\$3.0	0.4%	
Debt Service by Agency:					
NYC Transit	\$475.1	\$480.9	(\$5.8)		
Commuter Railroads	230.2	235.8	(5.6)		
MTA Bus	7.1	10.3	(3.2)		
Bridges & Tunnels	80.0	62.8	17.3		
MTAHQ	0.8	0.5	0.3		
Total Debt Service	\$793.3	\$790.3	\$3.0	0.4%	

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
February Financial Plan - 2013 Adopted Budget
Cash Subsidy Detail by Agency
(\$ in millions)

April 2013

	NYC Transit			Commuter Railroads			SPR			MTA Bus			MTA Metro-North			TOTAL		
	Adopted Budget	Actual	Variance	Adopted Budget	Actual	Variance	Adopted Budget	Actual	Variance	Adopted Budget	Actual	Variance	Adopted Budget	Actual	Variance	Adopted Budget	Actual	Variance
Cash Subsidies																		
Dedicated Taxes																		
UNTAQ ¹	\$9.0	\$9.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$9.0	\$9.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0
Petroleum Business Tax	48.7	35.5	(11.1)	8.2	6.3	(2.0)	-	-	-	-	-	-	-	-	-	55.0	41.9	(13.1)
MRT ² 1 (Gross)	-	-	-	-	-	-	-	-	-	-	-	-	17.6	18.7	0.9	17.6	18.7	0.9
MRT ² 2 (Gross)	-	-	-	-	-	-	-	-	-	-	-	-	8.1	7.9	(1.2)	8.1	7.9	(1.2)
Other MRT ² Adjustments	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	0.0	0.0	0.0
Urban Tax	36.0	57.2	21.2	-	-	-	-	-	-	-	-	-	-	-	-	36.0	57.2	21.2
Investment Income	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	0.0	0.0	0.0
	\$142.7	\$99.8	\$10.1	\$8.2	\$6.3	(\$2.0)	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$27.0	\$26.9	(\$0.4)	\$117.9	\$125.7	\$7.7
New State Taxes and Fees																		
Payroll Mobility Tax	73.6	99.5	26.2	27.9	37.9	9.9	-	-	-	-	-	-	-	-	-	101.5	137.7	36.2
Payroll Mobility Tax Replacement Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	0.0	0.0	0.0
MTA Aid ¹	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	0.0	0.0	0.0
	\$73.6	\$99.5	\$26.2	\$27.9	\$37.9	\$9.9	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$101.5	\$137.7	\$36.2
State and Local Subsidies																		
NYS Operating Assistance	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	0.0	0.0	0.0
NYC and Local 18b																		
New York City	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	0.0	0.0	0.0
Nassau County	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	0.0	0.0	0.0
Suffolk County	-	1.9	1.9	-	-	-	-	-	-	-	-	-	-	-	-	0.0	1.9	1.9
Westchester County	-	1.8	1.8	-	-	-	-	-	-	-	-	-	-	-	-	0.0	1.8	1.8
Putnam County	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	0.0	0.0	0.0
Dutchess County	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	0.0	0.0	0.0
Orange County	-	-	-	-	0.0	0.0	-	-	-	-	-	-	-	-	-	0.0	0.0	0.0
Rockland County	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	0.0	0.0	0.0
CDOT Subsidies	-	-	-	6.7	21.3	14.6	-	-	-	-	-	-	-	-	-	6.7	21.3	14.6
Station Maintenance	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	0.0	0.0	0.0
	\$0.0	\$3.7	\$3.7	\$6.7	\$21.3	\$14.6	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$6.7	\$26.0	\$19.4
Sub-total Dedicated Taxes & State and Local Subsidies	\$156.3	\$196.3	\$40.0	\$42.8	\$65.5	\$22.6	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$27.0	\$26.9	(\$0.4)	\$128.1	\$288.6	\$162.2
City Subsidy to MTA Bus	-	-	-	-	-	-	-	-	-	\$36.3	18.5	(17.8)	-	-	-	36.3	18.5	(17.8)
Total Dedicated Taxes & State and Local Subsidies	\$156.3	\$196.3	\$40.0	\$42.8	\$65.5	\$22.6	\$0.0	\$0.0	\$0.0	\$36.3	\$18.5	(\$17.8)	\$27.0	\$26.9	(\$0.4)	\$264.4	\$307.1	\$144.4
Inter-Agency Subsidy Transactions																		
B&T Operating Surplus Transfer	15.5	10.2	3.7	26.2	28.1	3.9	-	-	-	-	-	-	-	-	-	36.7	47.3	7.6
	\$15.5	\$10.2	\$3.7	\$26.2	\$28.1	\$3.9	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$36.7	\$47.3	\$7.6
Total Cash Subsidies	\$171.8	\$216.5	\$43.7	\$69.0	\$93.6	\$26.5	\$0.0	\$0.0	\$0.0	\$36.3	\$18.5	(\$17.8)	\$27.0	\$26.9	(\$0.4)	\$301.1	\$354.4	\$152.0

¹ Metropolitan Mass Transportation Operating Assistance Fund
² License, Vehicle Registration, Tax and Auto Rental Time
Note: Differences are due to rounding

METROPOLITAN TRANSPORTATION AUTHORITY
February Financial Plan - 2013 Adopted Budget
Cash Subsidy Detail by Agency
(\$ in millions)

Year-to-Date

	NYCTA			Customer Refunds			MTA			MTA Bus			MTA Commuter			TOTAL		
	Adopted Budget	Actual	Variance	Adopted Budget	Actual	Variance	Adopted Budget	Actual	Variance	Adopted Budget	Actual	Variance	Adopted Budget	Actual	Variance	Adopted Budget	Actual	Variance
Cash Subsidies:																		
Dedicated Taxes																		
NYCTA	\$2.0	0.0	0.0	\$2.0	0.0	0.0	\$2.0	0.0	0.0	\$2.0	0.0	0.0	\$2.0	0.0	0.0	\$2.0	0.0	0.0
Petroleum Business Tax	170.2	151.9	(18.2)	30.0	26.8	(3.2)	-	0.0	-	-	0.0	-	-	0.0	-	200.2	178.7	(21.5)
MRT ¹ 1 (Gross)	-	-	-	-	-	-	-	-	-	-	-	-	71.3	79.8	8.5	71.3	79.8	8.5
MRT ¹ 2 (Gross)	-	-	-	-	-	-	-	-	-	-	-	-	36.6	32.0	(4.6)	36.6	32.0	(4.6)
Other MRT ¹ Adjustments	-	-	-	-	-	-	-	-	-	-	-	-	(1.3)	-	1.3	(1.3)	-	1.3
Urban Tax	144.0	225.8	81.7	-	-	-	-	-	-	-	-	-	-	-	-	144.0	225.8	81.7
Investment Income	\$0.0	-	-	0.3	-	(0.3)	\$0.0	-	-	\$0.0	-	-	\$0.0	-	-	0.3	-	(0.3)
	\$314.1	\$377.8	\$63.7	\$30.3	\$26.8	(\$3.5)	\$2.0	\$0.0	\$0.0	\$2.0	\$0.0	\$0.0	\$106.6	\$111.8	\$5.2	\$481.0	\$516.2	\$35.2
New State Taxes and Fees																		
Payroll Mobility Tax	356.0	348.7	(7.3)	155.0	132.8	(22.2)	-	-	-	-	-	-	-	-	-	491.0	482.3	(8.7)
Payroll Mobility Tax Replacement Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
MTA Auto ¹	40.3	34.8	(5.5)	23.7	20.8	(2.9)	-	-	-	-	-	-	-	-	-	64.0	55.4	(8.6)
	\$396.2	\$383.5	(\$12.7)	\$178.7	\$153.6	(\$25.1)	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$555.0	\$537.7	(\$17.3)
State and Local Subsidies																		
NYCTA Operating Assistance	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	0.0
NYCTA and Local 18b	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
New York City	-	-	-	0.5	0.5	(0.0)	-	-	-	-	-	-	-	-	-	0.5	0.5	(0.0)
Nassau County	-	-	-	2.9	2.9	0.0	-	-	-	-	-	-	-	-	-	2.9	2.9	0.0
Suffolk County	-	1.8	1.8	1.8	1.8	(0.0)	-	-	-	-	-	-	-	-	-	1.8	3.7	1.9
Westchester County	-	1.8	1.8	1.8	1.8	0.0	-	-	-	-	-	-	-	-	-	1.8	3.7	1.9
Putnam County	-	-	-	0.1	0.1	(0.0)	-	-	-	-	-	-	-	-	-	0.1	0.1	(0.0)
Dutchess County	-	-	-	0.1	0.1	(0.0)	-	-	-	-	-	-	-	-	-	0.1	0.1	(0.0)
Orange County	-	-	-	0.0	0.1	0.1	-	-	-	-	-	-	-	-	-	0.0	0.1	0.1
Rockland County	-	-	-	0.0	0.0	(0.0)	-	-	-	-	-	-	-	-	-	0.0	0.0	(0.0)
CDOT Subsidies	-	-	-	34.9	29.0	(5.9)	-	-	-	-	-	-	-	-	-	34.9	29.0	(5.9)
Station Maintenance	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	0.0
	\$0.0	\$5.7	\$5.7	\$42.3	\$36.4	(\$5.9)	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$42.3	\$40.1	(\$2.2)
Sub-total Dedicated Taxes & State and Local Subsidies	\$710.3	\$768.8	\$58.5	\$331.3	\$216.4	(\$114.9)	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$106.6	\$111.8	\$5.2	\$1,048.3	\$1,096.0	\$47.7
City Subsidy to MTA Bus	-	-	-	-	-	-	-	-	-	118.0	74.0	(44.0)	-	-	-	118.0	74.0	(44.0)
Total Dedicated Taxes & State and Local Subsidies	\$710.3	\$768.8	\$58.5	\$331.3	\$216.4	(\$114.9)	\$0.0	\$0.0	\$0.0	\$118.0	\$74.0	(\$44.0)	\$106.6	\$111.8	\$5.2	\$1,166.3	\$1,170.0	\$3.7
Inter-Agency Subsidy Transactions																		
B&T Operating Surplus Transfer	46.3	80.4	34.1	\$4.7	105.6	100.9	-	-	-	-	-	-	-	-	-	131.0	186.0	155.0
	\$46.3	\$80.4	\$34.1	\$4.7	\$105.6	\$100.9	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$131.0	\$186.0	\$155.0
Total Cash Subsidies	\$756.6	\$849.2	\$92.6	\$336.0	\$322.0	(\$14.0)	\$0.0	\$0.0	\$0.0	\$118.0	\$74.0	(\$44.0)	\$106.6	\$111.8	\$5.2	\$1,297.3	\$1,356.0	\$158.7

¹ Metropolitan Mass Transportation Operating Assistance Fund
² License, Vehicle Registration, Tax and Auto Rental Fees
Note: Differences are due to rounding.

METROPOLITAN TRANSPORTATION AUTHORITY
February Financial Plan - 2013 Adopted Budget
Consolidated Subsidy Cash
Explanation of Variances
(\$ in millions)

April 2013

Cash Subsidies	Variance \$	Variance %	Explanations
Petroleum Business Tax	(13.1)	-23.8%	The unfavorable variances for the month and year-to-date were partially due to timing delays and to a lower-than-expected revenues in the State's latest reforecast compared to the MTA February Plan.
MRT ^{RA} 1 (Gross)	0.9	4.0%	MRT-1 cash receipts were slightly higher than the budget for the month, due to stronger than expected MRT-1 activity. YTD receipts were also favorable.
MRT ^{RA} 2 (Gross)	(1.2)	-13.6%	MRT-2 cash receipts were below the budget for the month and YTD due to lower-than-expected MRT-2 activity.
Urban Tax	21.2	58.9%	The favorable variance for the month was due to higher-than-expected real estate activity in New York City. Year-to-date results continued to be favorable.
Payroll Mobility Tax	38.2	35.8%	The positive variance for the month primarily reflected a timing reversal of the unfavorable March result. The State made the March payment early in order to complete its fiscal-year end reconciliation, so collections made after the March close were remitted with the April payment. This was also reflected in the year-to-date results.
Suffolk County	1.9	> 100%	The favorable variance was due to the timing of payment. The MTA Plan anticipated the payment in a later month.
Westchester County	1.8	> 100%	Same as explanation above.
CDOT Subsidies	14.8	> 100%	The favorable variance for the month was primarily due to timing. The YTD variance remained unfavorable.
City Subsidy to MTA Bus	(17.8)	(49.0%)	The unfavorable variance was mostly timing related. Drawdowns are related to the timing of cash obligations for MTA Bus.
B&T Operating Surplus Transfer	7.5	19.2%	The favorable variance was due mostly to timing of transfer.

Year-to-Date

Cash Subsidies	Variance \$	Variance %	Explanations
Petroleum Business Tax	(21.5)	-10.7%	See explanation for the month.
MRT ^{RA} 1 (Gross)	8.5	11.9%	See explanation for the month.
MRT ^{RA} 2 (Gross)	(4.8)	-12.5%	See explanation for the month.
Urban Tax	81.7	58.7%	Urban Tax continued to show strong favorable year-to-date variance.
Payroll Mobility Tax	(8.7)	(1.8%)	The year-to-date variance was slightly unfavorable to the budget.
MTA Aid ^{RA}	(8.8)	(13.4%)	The unfavorable YTD variance was due primarily to timing of payment. The first quarter payment in March was made ahead of schedule. First quarter payments received after the payment was made will be included with the next quarterly payment to the MTA in June.
Suffolk County	1.9	>100%	The favorable YTD variance was due to the timing of payment.
Westchester County	1.8	>100%	The favorable YTD variance was due to the timing of payment.
Orange County	0.1	>100%	The favorable YTD variance was primarily due to the timing of payment.
Rockland County	(0.0)	(4.3%)	The unfavorable YTD variance was due primarily to timing of payment.
CDOT Subsidies	(5.9)	(17.0%)	See explanation for the month.
City Subsidy to MTA Bus	(44.8)	(37.3%)	See explanation for the month.
B&T Operating Surplus Transfer	35.0	28.7%	See explanation for the month.

METROPOLITAN TRANSPORTATION AUTHORITY
February Financial Plan - 2013 Adopted Budget
Total Positions by Function and Agency
April 2013

Category	Adopted Budget	Actual	Favorable/ (Unfavorable)
Total Positions	66,281	65,121	1,159
NYC Transit	45,949	45,371	578
Long Island Rail Road	6,728	6,525	203
Metro-North Railroad	6,214	6,062	151
Bridges & Tunnels	1,652	1,540	112
Headquarters	1,732	1,632	100
Staten Island Railway	271	275	(4)
Capital Construction Company	136	131	5
Bus Company	3,599	3,585	14
Non-reimbursable	60,007	59,686	322
NYC Transit	41,527	41,341	186
Long Island Rail Road	5,885	5,867	18
Metro-North Railroad	5,502	5,590	(88)
Bridges & Tunnels	1,608	1,496	112
Headquarters	1,682	1,591	91
Staten Island Railway	268	272	(4)
Capital Construction Company	-	-	-
Bus Company	3,535	3,528	7
Reimbursable	6,274	5,436	838
NYC Transit	4,422	4,030	392
Long Island Rail Road	843	658	185
Metro-North Railroad	712	472	240
Bridges & Tunnels	44	44	-
Headquarters	50	41	9
Staten Island Railway	3	3	-
Capital Construction Company	136	131	5
Bus Company	64	57	7
Total Full Time	66,105	64,892	1,212
NYC Transit	45,789	45,165	624
Long Island Rail Road	6,728	6,525	203
Metro-North Railroad	6,213	6,061	151
Bridges & Tunnels	1,652	1,540	112
Headquarters	1,732	1,632	100
Staten Island Railway	271	275	(4)
Capital Construction Company	136	131	5
Bus Company	3,584	3,563	21
Total Full-Time Equivalents	176	229	(53)
NYC Transit	160	206	(46)
Long Island Rail Road	-	-	-
Metro-North Railroad	1	1	-
Bridges & Tunnels	-	-	-
Headquarters	-	-	-
Staten Island Railway	-	-	-
Capital Construction Company	-	-	-
Bus Company	15	22	(7)

Note: Totals may differ due to rounding

METROPOLITAN TRANSPORTATION AUTHORITY
February Financial Plan - 2013 Adopted Budget
Total Positions by Function and Agency
April 2013

Function/Agency	Adopted Budget	Actual	Favorable/ (Unfavorable)
Administration	4,251	3,962	289
NYC Transit	1,879	1,778	101
Long Island Rail Road	629	598	31
Metro-North Railroad	521	470	51
Bridges & Tunnels	52	76	(24)
Headquarters	939	875	64
Staten Island Railway	28	31	(3)
Capital Construction Company	17	15	2
Bus Company	186	119	67
Operations	29,240	29,098	142
NYC Transit	21,729	21,634	95
Long Island Rail Road	2,198	2,199	(1)
Metro-North Railroad	2,149	2,103	46
Bridges & Tunnels	758	655	113
Headquarters	-	-	-
Staten Island Railway	91	96	(5)
Capital Construction Company	-	-	-
Bus Company	2,305	2,411	(106)
Maintenance	29,380	28,803	577
NYC Transit	20,555	20,230	325
Long Island Rail Road	3,758	3,615	143
Metro-North Railroad	3,444	3,397	47
Bridges & Tunnels	415	405	10
Headquarters	-	-	-
Staten Island Railway	152	148	4
Capital Construction Company	-	-	-
Bus Company	1,056	1,008	48
Engineering/Capital	1,766	1,670	96
NYC Transit	1,218	1,181	37
Long Island Rail Road	143	113	30
Metro-North Railroad	100	92	8
Bridges & Tunnels	147	136	11
Headquarters	-	-	-
Staten Island Railway	-	-	-
Capital Construction Company	119	116	3
Bus Company	38	32	6
Public Safety	1,845	1,588	257
NYC Transit	568	548	20
Long Island Rail Road	-	-	-
Metro-North Railroad	-	-	-
Bridges & Tunnels	270	268	2
Headquarters	793	757	36
Staten Island Railway	-	-	-
Capital Construction Company	-	-	-
Bus Company	14	15	(1)
Total Positions	66,281	65,121	1,160

METROPOLITAN TRANSPORTATION AUTHORITY
February Financial Plan - 2013 Adopted Budget
Total Positions by Function and Occupational Group
April 2013

FUNCTION/OCCUPATIONAL GROUP	Adopted Budget	Actual	Variance Favorable/ (Unfavorable)
Administration	4,281	3,962	289
Managers/Supervisors	1,661	1,513	148
Professional, Technical, Clerical	2,411	2,425	(14)
Operational Hourlies	179	24	155
Operations	29,240	29,098	142
Managers/Supervisors	3,347	3,298	49
Professional, Technical, Clerical	890	930	(39)
Operational Hourlies	25,003	24,870	132
Maintenance	29,380	28,803	577
Managers/Supervisors	5,219	4,951	268
Professional, Technical, Clerical	1,855	1,768	86
Operational Hourlies	22,307	22,084	223
Engineering/Capital	1,765	1,670	95
Managers/Supervisors	485	436	49
Professional, Technical, Clerical	1,278	1,232	46
Operational Hourlies	2	2	-
Public Safety	1,645	1,588	57
Managers/Supervisors	251	231	20
Professional, Technical, Clerical	143	125	18
Operational Hourlies	1,251	1,232	19
Total Positions	68,281	66,121	1,159
Managers/Supervisors	10,962	10,429	533
Professional, Technical, Clerical	6,576	6,480	96
Operational Hourlies	48,742	48,212	530

X1-76

		(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:	04/01/13	04/01/13	04/01/13	04/01/13	01/01/13	01/01/13	01/01/13
To Date:	04/30/13	04/30/13	04/30/13	04/30/13	04/30/13	04/30/13	04/30/13
Opening Balance	\$91.897	\$59.018	\$150.914		\$220.736	\$115.183	\$335.919
RECEIPTS							
Interest Earnings	0.015	0.016	0.031		0.079	0.115	0.193
New York State							
State and regional mass transit taxes - MMTOA	0.000	0.000	0.000		0.000	0.000	0.000
MTTF	6.281	35.593	41.874		26.810	151.921	178.730
Total Dedicated Taxes Received	6.281	35.593	41.874		26.810	151.921	178.730
Less DTF Debt Service	5.602	21.674	27.276		25.148	116.417	141.564
Net Dedicated Taxes for Operations	0.679	13.919	14.599		1.662	35.504	37.166
Payroll Mobility Tax	93.782	247.920	341.702		216.229	632.478	848.707
MTA Aid Trust Taxes	46.370	122.248	168.618		46.370	122.248	168.618
Operating Assistance - 18b	0.000	0.000	0.000		0.000	0.000	0.000
NYS School Fares	0.000	0.000	0.000		0.000	0.000	0.000
Additional Mass Transp Operating Assistance	0.000	n/a	0.000		0.000	n/a	0.000
Total - New York State	\$140.831	\$384.087	\$524.919		\$264.261	\$790.230	\$1,054.491
Local							
Dutchess County							
Operating Assistance - 18b	\$0.000	n/a	\$0.000		\$0.095	n/a	\$0.095
Station Maintenance	0.000	n/a	0.000		0.000	n/a	0.000
Nassau County							
Operating Assistance - 18b	0.000	n/a	0.000		2.896	n/a	2.896
Station Maintenance	0.000	n/a	0.000		0.000	n/a	0.000
New York City							
Operating Assistance - 18b	0.000	0.000	0.000		0.468	0.000	0.468
Urban - Real Property & Mortgage Recording Tax	n/a	57.179	57.179		n/a	225.631	225.631
Additional Assistance New York City	n/a	0.000	0.000		n/a	0.000	0.000
Station Maintenance	0.000	n/a	0.000		0.000	n/a	0.000
Orange County							
Operating Assistance - 18b	0.000	n/a	0.000		0.073	n/a	0.073
Station Maintenance	0.000	n/a	0.000		0.000	n/a	0.000
Putnam County							
Operating Assistance - 18b	0.095	n/a	0.095		0.190	n/a	0.190
Station Maintenance	0.000	n/a	0.000		0.000	n/a	0.000
Rockland County							
Operating Assistance - 18b	0.000	n/a	0.000		0.007	n/a	0.007
Station Maintenance	0.000	n/a	0.000		0.000	n/a	0.000
Suffolk County							
Operating Assistance - 18b	1.879	n/a	1.879		3.759	n/a	3.759
Station Maintenance	0.000	n/a	0.000		0.000	n/a	0.000
Westchester County							
Operating Assistance - 18b	1.836	n/a	1.836		3.671	n/a	3.671
Station Maintenance	0.000	n/a	0.000		0.000	n/a	0.000
Total - Local	\$3.810	\$57.179	\$60.989		\$11.160	\$225.631	\$236.791

	(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:	04/01/13	04/01/13	04/01/13	01/01/13	01/01/13	01/01/13
To Date:	04/30/13	04/30/13	04/30/13	04/30/13	04/30/13	04/30/13
<u>MTA Bridges and Tunnels- Surplus Transfers</u>	28.093	19.169	47.262	105.584	60.378	165.963
Total Subsidy and Other Receipts	\$172.735	\$460.435	\$633.170	\$381.005	\$1,076.240	\$1,457.245
<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	0.000	0.000	0.000	0.000	0.000	0.000
MRT-2 Corporate Account	0.000	0.000	0.000	0.000	0.000	0.000
2012 OPEB Loan	0.000	0.000	0.000	23.000	0.000	23.000
Total Loans	\$0.000	\$0.000	\$0.000	\$23.000	\$0.000	\$23.000
Total Receipts and Loans Received	\$172.749	\$460.451	\$633.200	\$404.084	\$1,076.354	\$1,480.438

Continued on Next Page

Continued on Next Page

(millions)						
Current Month Stabilization Fund			Year to Date Stabilization Fund			
Commuter (General Fd)	Transit (TA Stab)	Total	Commuter (General Fd)	Transit (TA Stab)	Total	
From Date: 04/01/13	04/01/13	04/01/13	01/01/13	01/01/13	01/01/13	
To Date: 04/30/13	04/30/13	04/30/13	04/30/13	04/30/13	04/30/13	
Brought forward from prior page						
Opening Balance	\$91,897	\$59,018	\$150,914	\$220,736	\$115,183	\$335,919
Total Receipts and Loans Received	172,749	460,451	633,200	404,084	1,076,354	1,480,438
Total Cash and Receipts Available	\$264,646	\$519,469	\$784,115	\$624,820	\$1,191,538	\$1,816,357
DISBURSEMENTS						
Revenue Supported Debt Service	59,070	96,750	155,820	175,335	284,075	459,411
Agency Operations						
MTA Long Island Railroad	55,630	0,000	55,630	228,380	0,000	228,380
MTA Metro-North Rail Road	9,074	0,000	9,074	80,232	0,000	80,232
MTA New York City Transit	0,000	300,675	300,675	0,000	762,419	762,419
MTA NYCT for SIRTQA	0,000	0,000	0,000	0,000	0,000	0,000
Capital Program Contribution	0,000	0,000	0,000	0,000	0,000	0,000
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
Total Debt Service and Operations	\$123,774	\$397,426	\$521,199	\$483,947	\$1,046,494	\$1,530,442
Repayment of Interagency Loans						
B&T Necessary Reconstruction Reserve	0,000	0,000	0,000	0,000	0,000	0,000
MTA Capital Program - Non-Resolution Funds	0,000	0,000	0,000	0,000	0,000	0,000
MRT-2 Corporate Account	0,000	0,000	0,000	0,000	0,000	0,000
2012 OPEB Loan	0,000	0,000	0,000	0,000	23,000	23,000
Total Loans Payback	\$0,000	\$0,000	\$0,000	\$0,000	\$23,000	\$23,000
Total Disbursements	\$123,774	\$397,426	\$521,199	\$483,947	\$1,069,494	\$1,553,442
STABILIZATION FUND BALANCE	\$140,872	\$122,043	\$262,915	\$140,872	\$122,043	\$262,915
Ending Loan Balances						
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
2012 OPEB Loan	23,000	52,000	75,000	23,000	52,000	75,000
	\$145,000	\$330,000	\$475,000	\$145,000	\$330,000	\$475,000
End of Month NYCT Operating Fund borrowing from MTA Invest Pool not included in Ending Loan Balances above						
	n/a	\$853,547	\$853,547	n/a	\$853,547	\$853,547
Total Loan Balances (including negative Operating and Stabilization Fund Balances)				\$145,000	\$1,183,547	\$1,328,547

Note: 2012 OPEB Loan was corrected for Transit/Commuter split in January 2013

**METROPOLITAN TRANSPORTATION AUTHORITY
FAREBOX RECOVERY AND FAREBOX OPERATING RATIOS
2013 ADOPTED BUDGET AND ACTUALS
APRIL 2013**

FAREBOX RECOVERY RATIOS		
	2013 <u>Adopted Budget</u>	2013 <u>YTD Actual</u>
New York City Transit	38.2%	41.3%
Staten Island Railway	10.9%	11.6%
Long Island Rail Road	31.6%	31.0%
Metro-North Railroad	41.6%	44.4%
Bus Company	<u>30.8%</u>	<u>31.0%</u>
MTA Agency Average	37.2%	39.5%

FAREBOX OPERATING RATIOS		
	2013 <u>Adopted Budget</u>	2013 <u>YTD Actual</u>
New York City Transit	58.2%	63.0%
Staten Island Railway	18.1%	17.4%
Long Island Rail Road	47.2%	47.3%
Metro-North Railroad	61.9%	61.6%
Bus Company	<u>36.8%</u>	<u>38.3%</u>
MTA Agency Average	55.8%	59.0%

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.



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 April, 2013

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**

Friday May 31, 2013

Metropolitan Transportation Authority

April

Revenue Passengers	2011	2012	Percent Change	2013	Percent Change
MTA New York City Transit	191,839,355	195,344,365	1.83%	206,793,544	5.86%
MTA New York City Subway	136,237,054	139,080,375	2.09%	146,920,240	5.64%
MTA New York City Bus	55,602,301	56,263,990	1.19%	59,873,303	6.41%
MTA Staten Island Railway	366,489	364,882	-0.44%	365,173	0.08%
MTA Long Island Rail Road	6,651,960	6,858,130	3.10%	6,961,659	1.51%
MTA Metro-North Railroad	6,804,593	6,972,024	2.46%	7,106,229	1.92%
<i>East of Hudson</i>	6,648,157	6,831,738	2.76%	6,973,346	2.07%
Harlem Line	2,188,956	2,235,081	2.11%	2,286,516	2.30%
Hudson Line	1,312,919	1,334,926	1.68%	1,355,099	1.51%
New Haven Line	3,146,282	3,261,731	3.67%	3,331,732	2.15%
<i>West of Hudson</i>	156,436	140,286	-10.32%	132,883	-5.28%
Port Jervis Line	108,000	88,819	-17.76%	82,564	-7.04%
Pascack Valley Line	48,436	51,467	6.26%	50,319	-2.23%
MTA Bus Company	9,789,001	10,054,362	2.71%	11,045,900	9.86%
MTA Bridges & Tunnels	23,593,365	23,651,425	0.25%	23,649,098	-0.01%
Total All Agencies	215,451,398	219,593,763	1.92%	232,272,504	5.77%
(Excludes Bridges & Tunnels)					
Weekdays:	21	21		22	
Holidays:	0	0		0	
Weekend Days:	9	9		8	
Days	30	30		30	

Thursday, June 20, 2013

Metropolitan Transportation Authority

April

Revenue Passengers Year to Date	2011	2012	Percent Change	2013	Percent Change
MTA New York City Transit	752,747,754	777,338,318	3.27%	779,746,251	0.31%
MTA New York City Subway	534,416,636	551,675,409	3.23%	554,225,758	0.46%
MTA New York City Bus	218,331,119	225,662,909	3.36%	225,520,494	-0.06%
MTA Staten Island Railway	1,484,593	1,533,099	3.27%	1,389,811	-9.35%
MTA Long Island Rail Road	25,410,818	26,765,194	5.33%	26,508,483	-0.96%
MTA Metro-North Railroad	25,754,123	27,050,703	5.03%	26,740,742	-1.15%
<i>East of Hudson</i>	25,147,218	26,499,356	5.38%	26,244,456	-0.96%
Harlem Line	8,381,141	8,759,354	4.51%	8,711,358	-0.55%
Hudson Line	4,921,246	5,108,512	3.81%	5,073,571	-0.68%
New Haven Line	11,844,831	12,631,490	6.64%	12,459,527	-1.36%
<i>West of Hudson</i>	606,905	551,347	-9.15%	496,286	-9.99%
Port Jervis Line	416,987	345,066	-17.25%	308,149	-10.70%
Pascack Valley Line	189,918	206,281	8.62%	188,137	-8.80%
MTA Bus Company	38,550,291	40,530,278	5.14%	41,511,810	2.42%
MTA Bridges & Tunnels	88,106,471	90,635,762	2.87%	89,151,878	-1.64%
Total All Agencies	843,947,579	873,217,592	3.47%	875,897,097	0.31%
(Excludes Bridges & Tunnels)					
Weekdays:	82	83		84	
Holidays:	2	3		3	
Weekend Days:	36	35		33	
Days	120	121		120	

Thursday, June 20, 2013

Metropolitan Transportation Authority

April

12 Month Averages	2011	2012	Percent Change	2013	Percent Change
MTA New York City Transit	191,787,395	194,194,940	1.26%	193,741,735	-0.23%
MTA New York City Subway	134,853,150	138,141,120	2.44%	138,094,384	-0.03%
MTA New York City Bus	56,934,245	56,053,819	-1.55%	55,647,350	-0.73%
MTA Staten Island Railway	369,005	385,997	4.60%	358,490	-7.13%
MTA Long Island Rail Road	6,747,406	6,861,448	1.69%	6,791,406	-1.02%
MTA Metro-North Railroad	6,777,395	6,944,531	2.47%	6,886,972	-0.83%
<i>East of Hudson</i>	6,619,966	6,809,710	2.87%	6,757,193	-0.77%
Harlem Line	2,185,807	2,228,530	1.95%	2,216,656	-0.53%
Hudson Line	1,307,797	1,328,947	1.62%	1,318,179	-0.81%
New Haven Line	3,126,362	3,252,233	4.03%	3,222,358	-0.92%
<i>West of Hudson</i>	157,429	134,821	-14.36%	129,779	-3.74%
Port Jervis Line	109,134	84,775	-22.32%	81,889	-3.40%
Pascack Valley Line	48,295	50,046	3.63%	47,890	-4.31%
MTA Bus Company	9,949,040	10,113,419	1.65%	10,154,944	0.41%
MTA Bridges & Tunnels	24,106,894	23,836,239	-1.12%	23,427,285	-1.72%
Total All Agencies	215,630,241	218,500,334	1.33%	217,933,548	-0.26%
(Excludes Bridges & Tunnels)					
Weekdays:	21	21		22	
Holidays:	0	0		0	
Weekend Days:	9	9		8	
Days	30	30		30	

Thursday, June 20, 2013

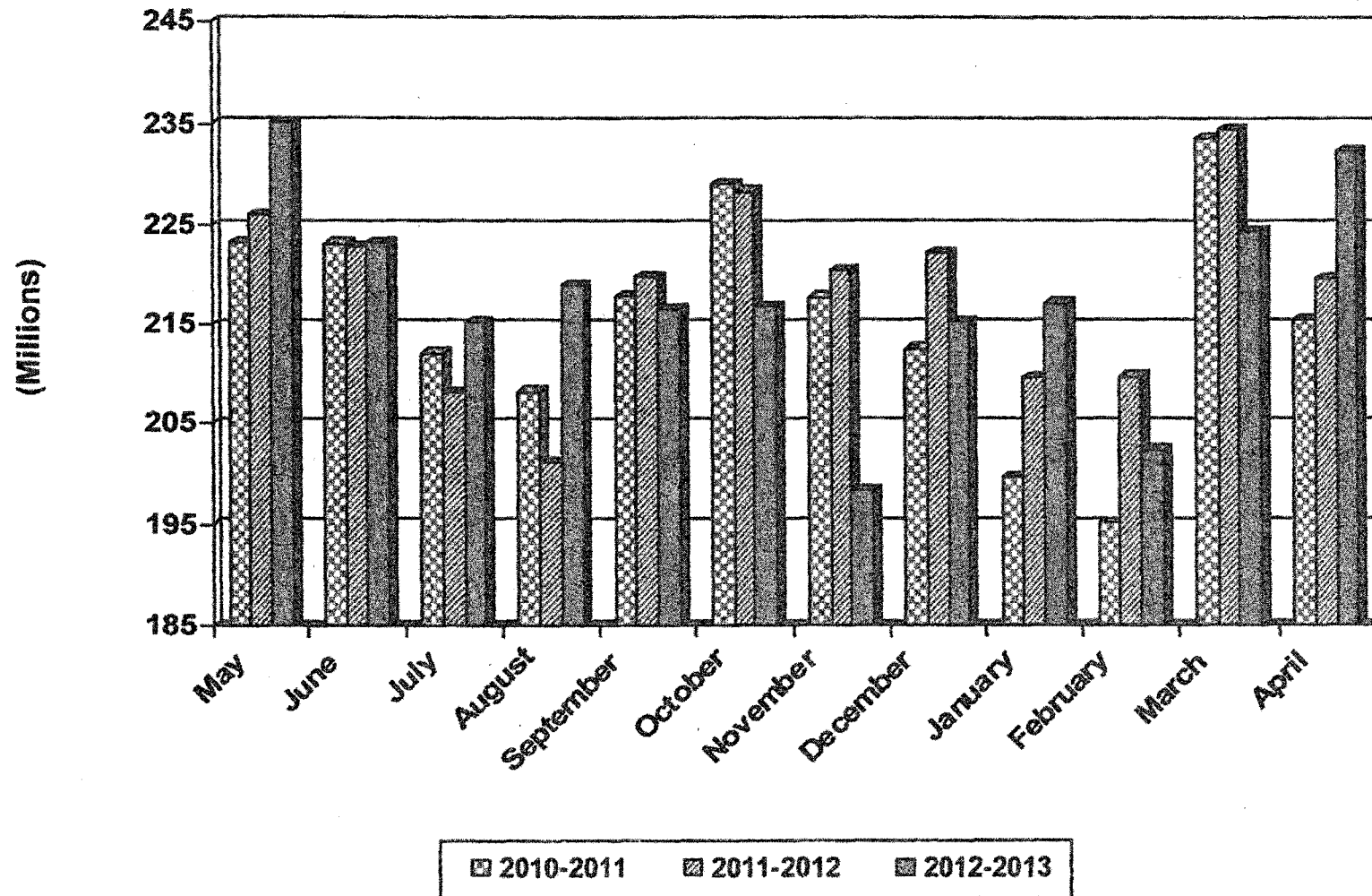
Metropolitan Transportation Authority

April

Average Weekday Passengers	2011	2012	Percent Change	2013	Percent Change
MTA New York City Transit	7,440,152	7,618,738	2.40%	7,866,031	3.25%
MTA New York City Subway	5,295,535	5,427,522	2.49%	5,589,915	2.99%
MTA New York City Bus	2,144,618	2,191,216	2.17%	2,276,117	3.87%
MTA Staten Island Railway	15,562	15,800	1.53%	15,519	-1.78%
MTA Long Island Rail Road	278,587	286,139	2.71%	281,100	-1.76%
MTA Metro-North Railroad	280,302	286,303	2.14%	285,330	-0.34%
<i>East of Hudson</i>	272,859	279,630	2.48%	279,287	-0.12%
Harlem Line	90,375	92,081	1.89%	92,051	-0.03%
Hudson Line	53,787	54,535	1.39%	54,194	-0.63%
New Haven Line	128,697	133,014	3.35%	133,042	0.02%
<i>West of Hudson</i>	7,443	6,673	-10.35%	6,043	-9.44%
Port Jervis Line	5,138	4,224	-17.79%	3,755	-11.10%
Pascack Valley Line	2,305	2,449	6.25%	2,288	-6.57%
MTA Bus Company	387,521	400,164	3.26%	427,967	6.95%
MTA Bridges & Tunnels	812,864	808,640	-0.52%	802,359	-0.78%
Total All Agencies	8,402,125	8,607,145	2.44%	8,875,948	3.12%
(Excludes Bridges & Tunnels)					
Weekdays:	21	21		22	
Holidays:	0	0		0	
Weekend Days:	9	9		8	
Days	30	30		30	

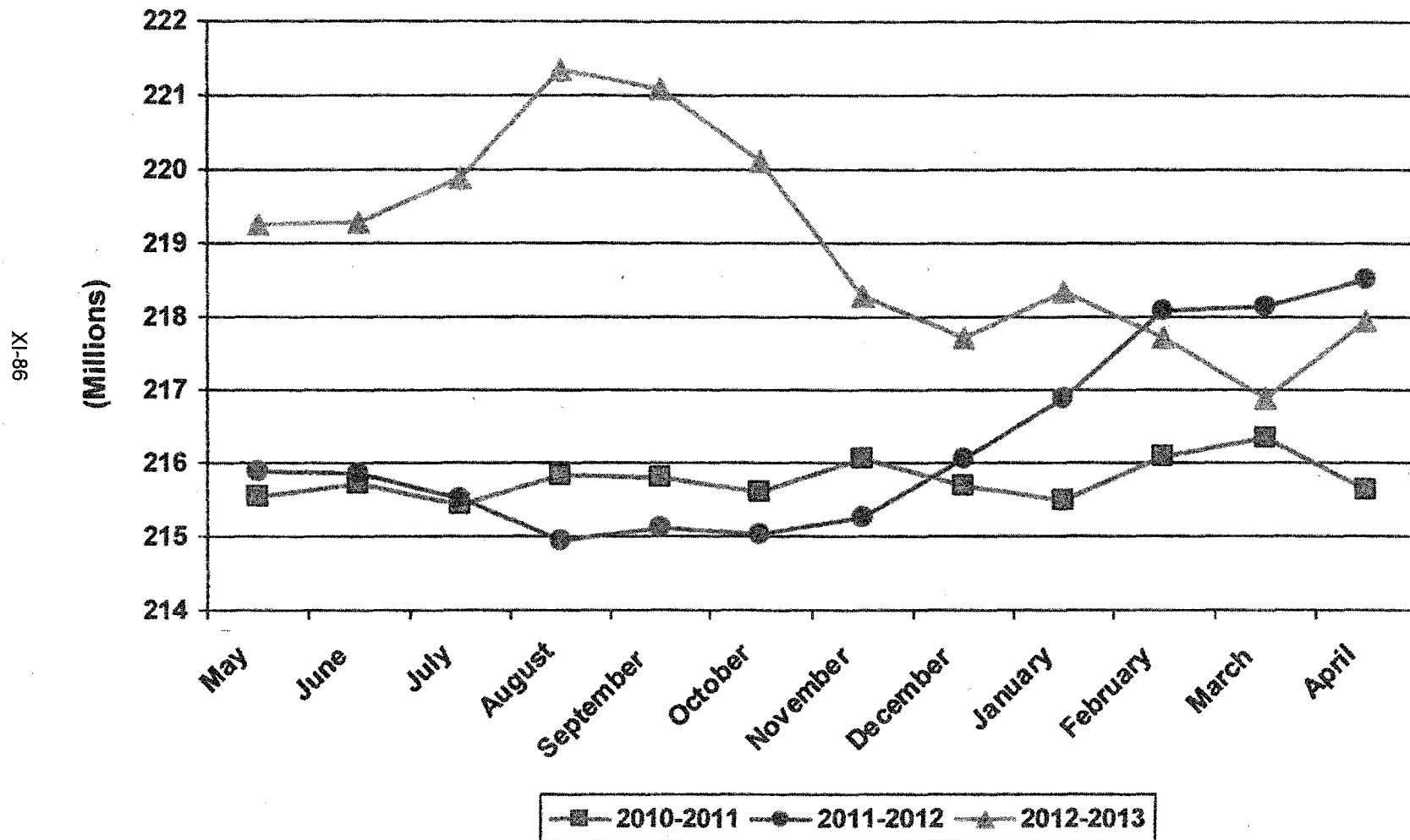
Thursday, June 20, 2013

Metropolitan Transportation Authority Revenue Passengers

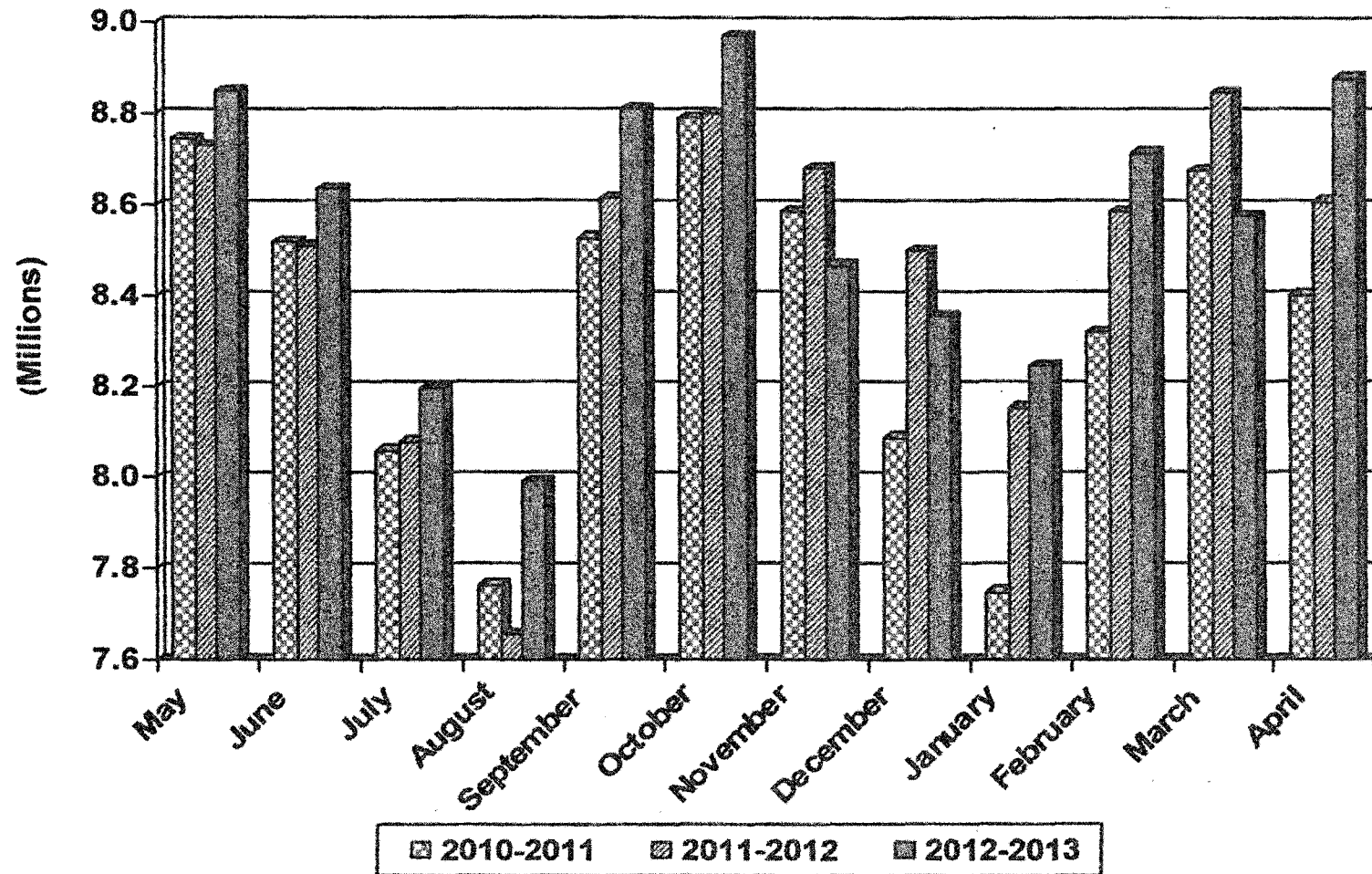


98-IX

Metropolitan Transportation Authority 12 Month Averages



Metropolitan Transportation Authority Average Weekday Passengers



XI-87

Metropolitan Transportation Authority

April

Metropolitan Transportation Authority

Revenue Passengers					
Service Month	2010-2011	2011-2012	Percentage Change	2012-2013	Percentage Change
May	223,140,121	226,082,925	1.32%	235,143,368	4.00%
June	223,103,562	222,851,516	-0.11%	223,139,032	0.13%
July	212,066,298	208,081,667	-1.88%	215,272,302	3.46%
August	208,201,066	201,253,463	-3.34%	218,936,858	8.79%
September	217,861,963	219,746,517	0.87%	216,478,722	-1.49%
October	229,020,391	228,305,740	-0.31%	216,776,585	-5.05%
November	217,697,861	220,397,845	1.24%	198,318,886	-10.02%
December	212,524,052	222,056,739	4.49%	215,239,725	-3.07%
January	199,676,573	209,555,965	4.95%	217,053,048	3.58%
February	195,192,206	209,694,883	7.43%	202,336,902	-3.51%
March	233,627,402	234,372,981	0.32%	224,234,643	-4.33%
April	215,451,398	219,593,763	1.92%	232,272,504	5.77%
12 Month Ave	215,630,241	218,500,334	1.33%	217,933,548	-0.26%
Year-to-Date	843,947,579	873,217,592	3.47%	875,897,097	0.31%

12 Month Averages					
Service Month	2010-2011	2011-2012	Percentage Change	2012-2013	Percentage Change
May	215,554,882	215,876,308	0.15%	219,254,537	1.56%
June	215,716,640	215,855,304	0.06%	219,278,497	1.59%
July	215,424,334	215,523,252	0.05%	219,877,716	2.02%
August	215,837,119	214,944,285	-0.41%	221,351,333	2.98%
September	215,801,488	215,101,331	-0.32%	221,079,016	2.78%
October	215,602,102	215,041,777	-0.26%	220,118,253	2.36%
November	216,045,507	215,266,775	-0.36%	218,278,340	1.40%
December	215,697,497	216,061,166	0.17%	217,710,256	0.76%
January	215,495,745	216,884,449	0.64%	218,335,013	0.67%
February	216,082,439	218,093,005	0.93%	217,721,848	-0.17%
March	216,337,247	218,155,137	0.84%	216,876,986	-0.59%
April	215,630,241	218,500,334	1.33%	217,933,548	-0.26%

Average Weekday Passengers					
Service Month	2010-2011	2011-2012	Percentage Change	2012-2013	Percentage Change
May	8,743,836	8,729,617	-0.16%	8,848,957	1.37%
June	8,518,239	8,510,576	-0.09%	8,635,867	1.47%
July	8,057,781	8,078,450	0.26%	8,196,028	1.46%
August	7,764,501	7,658,394	-1.37%	7,988,999	4.32%
September	8,527,032	8,616,006	1.04%	8,806,848	2.21%
October	8,789,906	8,797,407	0.09%	8,967,293	1.93%
November	8,586,114	8,677,409	1.06%	8,467,584	-2.42%
December	8,088,436	8,498,027	5.06%	8,354,545	-1.69%
January	7,748,500	8,152,931	5.22%	8,243,727	1.11%
February	8,318,587	8,584,526	3.20%	8,711,277	1.48%
March	8,673,184	8,842,851	1.96%	8,574,988	-3.03%
April	8,402,125	8,607,145	2.44%	8,875,948	3.12%

MTA New York City Transit

Revenue Passengers					
Service Month	2010-2011	2011-2012	Percentage Change	2012-2013	Percentage Change
May	198,755,061	201,322,443	1.29%	209,359,911	3.99%
June	197,916,536	197,684,348	-0.12%	198,122,467	0.22%
July	187,797,149	184,243,674	-1.89%	190,765,785	3.54%
August	184,255,067	178,166,924	-3.30%	193,724,876	8.73%
September	193,582,215	195,244,293	0.86%	192,555,771	-1.38%
October	204,007,806	203,261,681	-0.37%	192,892,768	-5.10%
November	193,742,558	195,963,623	1.15%	176,579,235	-9.89%
December	188,644,573	197,113,772	4.49%	191,153,756	-3.02%
January	178,374,136	186,528,933	4.57%	193,074,467	3.51%
February	174,315,460	186,804,379	7.16%	180,355,395	-3.45%
March	208,218,603	208,660,641	0.21%	199,522,827	-4.38%
April	191,839,355	195,344,365	1.83%	206,793,544	5.86%
12 Month Ave	191,787,395	194,194,940	1.26%	193,741,735	-0.23%
Year-to-Date	752,747,754	777,338,318	3.27%	779,746,251	0.31%

12 Month Averages					
Service Month	2010-2011	2011-2012	Percentage Change	2012-2013	Percentage Change
May	191,692,882	192,001,343	0.16%	194,664,729	1.49%
June	191,843,219	191,981,994	0.07%	194,901,239	1.52%
July	191,551,415	191,685,888	0.07%	195,444,731	1.96%
August	191,902,428	191,176,541	-0.38%	196,741,227	2.91%
September	191,860,730	191,317,048	-0.28%	196,517,184	2.72%
October	191,686,043	191,254,871	-0.22%	195,653,107	2.30%
November	192,084,849	191,439,959	-0.34%	194,037,742	1.36%
December	191,760,118	192,145,726	0.20%	193,541,074	0.73%
January	191,617,723	192,825,292	0.63%	194,086,537	0.65%
February	192,168,785	193,866,036	0.88%	193,549,121	-0.16%
March	192,406,786	193,902,856	0.78%	192,787,637	-0.58%
April	191,787,395	194,194,940	1.26%	193,741,735	-0.23%

Average Weekday Passengers					
Service Month	2010-2011	2011-2012	Percentage Change	2012-2013	Percentage Change
May	7,734,333	7,728,432	-0.08%	7,839,588	1.44%
June	7,523,882	7,516,270	-0.10%	7,626,923	1.47%
July	7,092,619	7,104,704	0.17%	7,220,613	1.63%
August	6,837,402	6,758,450	-1.15%	7,040,545	4.17%
September	7,535,550	7,616,195	1.07%	7,776,340	2.10%
October	7,778,563	7,785,087	0.08%	7,993,039	2.67%
November	7,582,993	7,658,485	1.00%	7,535,218	-1.61%
December	7,144,832	7,497,041	4.93%	7,364,350	-1.77%
January	6,844,588	7,196,814	5.15%	7,279,536	1.15%
February	7,381,671	7,604,864	3.02%	7,720,408	1.52%
March	7,698,602	7,833,237	1.75%	7,581,771	-3.21%
April	7,440,152	7,618,738	2.40%	7,866,031	3.25%

MTA New York City Subway

Revenue Passengers					
Service Month	2010-2011	2011-2012	Percentage Change	2012-2013	Percentage Change
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%	137,228,468	4.54%
August	129,371,938	127,893,199	-1.14%	139,253,563	8.88%
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%	124,309,325	-11.00%
December	135,836,148	142,068,824	4.59%	137,471,991	-3.24%
January	127,637,258	132,812,778	4.05%	137,079,095	3.21%
February	124,055,125	132,381,109	6.71%	127,900,426	-3.38%
March	146,487,199	147,401,147	0.62%	142,325,996	-3.44%
April	136,237,054	139,080,375	2.09%	146,920,240	5.64%
12 Month Ave	134,853,150	138,141,120	2.44%	138,094,384	-0.03%
Year-to-Date	534,416,636	551,675,409	3.23%	554,225,758	0.46%

12 Month Averages					
Service Month	2010-2011	2011-2012	Percentage Change	2012-2013	Percentage Change
May	132,214,165	135,274,649	2.31%	138,692,450	2.53%
June	132,478,393	135,505,323	2.28%	138,808,063	2.44%
July	132,378,135	135,483,874	2.35%	139,308,129	2.82%
August	132,807,095	135,360,646	1.92%	140,252,826	3.61%
September	132,965,404	135,673,673	2.04%	140,120,487	3.28%
October	133,064,425	135,851,291	2.09%	139,544,894	2.72%
November	133,579,398	136,183,500	1.95%	138,264,925	1.53%
December	133,683,168	138,702,889	2.26%	137,881,855	0.86%
January	133,940,485	137,134,183	2.38%	138,237,382	0.80%
February	134,556,374	137,828,015	2.43%	137,863,992	0.03%
March	134,858,434	137,904,177	2.18%	137,441,062	-0.34%
April	134,853,150	138,141,120	2.44%	138,094,384	-0.03%

Average Weekday Passengers					
Service Month	2010-2011	2011-2012	Percentage Change	2012-2013	Percentage Change
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	4,826,516	4,863,820	0.77%	5,081,510	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	5,458,286	2.81%	5,323,238	-2.44%
December	5,137,850	5,392,467	4.96%	5,274,755	-2.18%
January	4,892,799	5,113,166	4.50%	5,160,819	0.93%
February	5,260,405	5,391,274	2.49%	5,466,124	1.39%
March	5,423,118	5,530,836	1.99%	5,415,926	-2.08%
April	5,295,535	5,427,522	2.49%	5,589,915	2.99%

Metropolitan Transportation Authority

April

MTA New York City Bus

Revenue Passengers					
Service Month	2010-2011	2011-2012	Percentage Change	2012-2013	Percentage Change
May	61,932,523	59,441,914	-4.02%	60,863,426	2.39%
June	60,097,655	57,097,375	-4.99%	56,136,145	-1.68%
July	56,276,086	52,980,206	-5.86%	53,537,317	1.05%
August	54,883,150	50,273,725	-8.40%	54,471,313	8.35%
September	58,849,229	56,754,980	-3.56%	55,654,524	-1.94%
October	61,972,651	59,095,103	-4.64%	55,833,313	-5.86%
November	58,080,105	56,294,671	-3.04%	52,269,910	-7.15%
December	52,808,425	55,044,948	4.24%	53,681,765	-2.48%
January	50,736,878	53,716,155	5.87%	55,995,392	4.24%
February	50,260,335	54,423,270	8.28%	52,454,969	-3.62%
March	61,731,605	61,259,494	-0.76%	57,186,830	-6.63%
April	55,602,301	56,263,990	1.19%	59,873,303	6.41%
12 Month Ave	56,934,245	56,053,819	-1.55%	55,647,350	-0.73%
Year-to-Date	218,331,119	225,662,909	3.36%	225,520,494	-0.06%

12 Month Averages					
Service Month	2010-2011	2011-2012	Percentage Change	2012-2013	Percentage Change
May	59,478,717	56,726,694	-4.63%	56,172,279	-0.98%
June	59,364,826	56,476,671	-4.87%	56,092,176	-0.68%
July	59,173,280	56,202,014	-5.02%	56,138,602	-0.11%
August	59,095,333	55,817,896	-5.55%	56,488,401	1.20%
September	58,895,326	55,643,375	-5.52%	56,396,696	1.35%
October	58,621,619	55,403,579	-5.49%	56,108,214	1.27%
November	58,505,251	55,256,480	-5.55%	55,772,817	0.93%
December	58,078,949	55,442,837	-4.54%	55,659,218	0.39%
January	57,677,238	55,691,110	-3.44%	55,849,155	0.28%
February	57,612,411	56,038,021	-2.73%	55,685,130	-0.63%
March	57,448,352	55,998,679	-2.52%	55,346,574	-1.16%
April	56,934,245	56,053,819	-1.55%	55,647,350	-0.73%

Average Weekday Passengers					
Service Month	2010-2011	2011-2012	Percentage Change	2012-2013	Percentage Change
May	2,401,392	2,276,186	-5.13%	2,281,700	0.15%
June	2,274,201	2,160,958	-4.98%	2,151,540	-0.44%
July	2,093,872	2,006,784	-4.16%	2,009,014	0.11%
August	2,010,886	1,894,630	-5.78%	1,959,035	3.40%
September	2,278,952	2,200,250	-3.45%	2,249,296	2.23%
October	2,359,451	2,265,112	-4.00%	2,313,933	2.16%
November	2,275,616	2,202,199	-3.23%	2,211,980	0.44%
December	2,007,182	2,104,574	4.85%	2,089,596	-0.71%
January	1,951,788	2,083,648	6.76%	2,118,717	1.68%
February	2,121,466	2,213,590	4.34%	2,254,283	1.84%
March	2,275,464	2,302,401	1.18%	2,165,845	-5.93%
April	2,144,618	2,191,216	2.17%	2,276,117	3.87%

MTA Bus Company

Revenue Passengers					
Service Month	2010-2011	2011-2012	Percentage Change	2012-2013	Percentage Change
May	10,538,187	10,678,558	1.31%	10,957,840	2.63%
June	10,362,337	10,256,893	-1.02%	10,122,902	-1.31%
July	9,709,091	9,455,791	-2.61%	9,874,026	2.31%
August	9,598,938	9,211,190	-4.04%	10,027,841	8.87%
September	10,213,437	10,248,737	0.35%	10,068,914	-1.75%
October	10,772,444	10,672,062	-0.93%	10,081,508	-5.53%
November	10,198,423	10,264,991	0.65%	9,520,500	-7.25%
December	9,445,337	10,044,527	6.34%	9,893,990	-1.50%
January	8,996,811	9,672,158	7.51%	10,307,130	6.58%
February	8,882,694	9,754,429	9.81%	9,649,044	-1.08%
March	10,881,785	11,049,329	1.54%	10,509,738	-4.88%
April	9,789,001	10,054,362	2.71%	11,045,900	9.86%
12 Month Ave	9,949,040	10,113,419	1.65%	10,154,944	0.41%
Year-to-Date	38,550,291	40,530,278	5.14%	41,511,810	2.42%

12 Month Averages					
Service Month	2010-2011	2011-2012	Percentage Change	2012-2013	Percentage Change
May	10,011,372	9,960,571	-0.51%	10,136,859	1.77%
June	10,026,747	9,951,784	-0.75%	10,125,693	1.75%
July	10,030,373	9,930,876	-0.99%	10,143,879	2.15%
August	10,062,799	9,898,364	-1.63%	10,211,934	3.17%
September	10,060,099	9,901,305	-1.58%	10,196,948	2.99%
October	10,043,515	9,892,940	-1.50%	10,147,736	2.58%
November	10,056,139	9,898,487	-1.57%	10,085,695	1.89%
December	10,018,906	9,948,420	-0.70%	10,073,150	1.25%
January	9,987,712	10,004,699	0.17%	10,126,064	1.21%
February	10,007,959	10,077,343	0.69%	10,117,282	0.40%
March	10,009,451	10,091,305	0.82%	10,072,316	-0.19%
April	9,949,040	10,113,419	1.65%	10,154,944	0.41%

Average Weekday Passengers					
Service Month	2010-2011	2011-2012	Percentage Change	2012-2013	Percentage Change
May	419,911	420,342	0.10%	418,369	-0.47%
June	399,709	396,548	-0.79%	395,623	-0.23%
July	371,177	369,348	-0.49%	370,696	0.36%
August	360,375	353,624	-1.87%	367,817	4.01%
September	405,532	407,460	0.48%	416,264	2.16%
October	421,441	418,192	-0.53%	427,130	1.89%
November	409,255	409,829	0.14%	409,797	-0.01%
December	368,375	383,111	6.71%	394,582	0.37%
January	354,998	383,881	8.14%	397,021	3.42%
February	386,055	405,847	5.13%	424,297	4.55%
March	410,460	423,588	3.30%	408,385	-3.68%
April	387,521	400,164	3.26%	427,967	6.95%

MTA Staten Island Railway

Revenue Passengers

Service Month	2010-2011	2011-2012	Percentage Change	2012-2013	Percentage Change
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%	352,063	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%	323,327	-17.40%
January	356,386	385,644	8.21%	366,031	-5.09%
February	333,719	367,154	10.02%	315,778	-13.99%
March	427,999	415,419	-2.94%	342,829	-17.47%
April	366,489	364,882	-0.44%	365,173	0.08%
12 Month Ave	369,005	385,997	4.60%	358,490	-7.13%
Year-to-Date	1,484,593	1,533,099	3.27%	1,389,811	-9.35%

12 Month Averages

Service Month	2010-2011	2011-2012	Percentage Change	2012-2013	Percentage Change
May	350,936	371,839	5.96%	386,328	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	356,855	373,813	4.75%	386,658	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%	376,106	-0.85%
December	364,190	381,954	4.88%	370,431	-3.02%
January	365,701	384,393	5.11%	368,797	-4.06%
February	367,683	387,179	5.30%	364,515	-5.85%
March	370,210	386,130	4.30%	358,466	-7.16%
April	369,005	385,997	4.60%	358,490	-7.13%

Average Weekday Passengers

Service Month	2010-2011	2011-2012	Percentage Change	2012-2013	Percentage Change
May	16,238	17,127	5.48%	16,842	-1.67%
June	15,922	16,610	4.32%	16,434	-1.06%
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%	14,427	-12.71%
January	15,224	16,557	8.75%	15,203	-8.17%
February	15,698	16,578	5.60%	15,075	-9.07%
March	17,125	16,934	-1.12%	14,523	-14.23%
April	15,562	15,800	1.53%	15,519	-1.78%

MTA Long Island Rail Road

Revenue Passengers						
Service Month	2010-2011	2011-2012	Percentage Change	2012-2013	Percentage Change	
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	0.79%	
July	7,238,718	7,042,470	-2.71%	7,289,683	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%	5,607,406	-17.72%	
December	6,985,089	7,167,781	2.62%	6,859,040	-4.31%	
January	6,890,855	6,431,658	9.18%	6,628,268	3.06%	
February	5,836,491	6,373,028	9.19%	6,020,679	-5.53%	
March	7,031,512	7,102,378	1.01%	6,897,877	-2.86%	
April	6,651,960	6,858,130	3.10%	6,961,669	1.51%	
12 Month Ave	6,747,406	6,861,448	1.69%	6,791,406	-1.02%	
Year-to-Date	25,410,818	26,765,194	5.33%	26,508,483	-0.96%	

12 Month Averages						
Service Month	2010-2011	2011-2012	Percentage Change	2012-2013	Percentage Change	
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	6,899,646	-1.76%	6,976,995	4.14%	
September	6,811,276	6,704,129	-1.57%	6,962,633	3.96%	
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%	6,812,789	0.95%	
January	6,766,575	6,793,651	0.40%	6,829,183	0.52%	
February	6,768,653	6,838,362	1.03%	6,799,820	-0.56%	
March	6,770,883	6,844,267	1.09%	6,782,779	-0.90%	
April	6,747,406	6,861,448	1.69%	6,791,406	-1.02%	

Average Weekday Passengers						
Service Month	2010-2011	2011-2012	Percentage Change	2012-2013	Percentage Change	
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	300,068	1.19%	300,228	0.05%	
August	280,172	266,920	-4.73%	286,121	7.19%	
September	285,944	288,504	0.90%	304,976	5.71%	
October	285,328	288,692	1.18%	288,456	-7.01%	
November	287,221	298,001	3.75%	243,193	-18.39%	
December	279,299	296,889	6.29%	293,968	-0.98%	
January	269,444	281,448	4.46%	279,154	-0.82%	
February	270,350	281,543	4.14%	280,121	-0.51%	
March	273,253	286,263	4.76%	287,801	0.47%	
April	278,587	286,139	2.71%	281,100	-1.76%	

Metropolitan Transportation Authority

April

MTA Metro-North Railroad

Revenue Passengers

Service Month	2010-2011	2011-2012	Percentage Change	2012-2013	Percentage Change
May	6,731,056	6,948,660	3.23%	7,242,698	4.24%
June	7,158,128	7,327,291	2.36%	7,269,950	-0.78%
July	6,992,466	7,012,229	0.28%	7,214,301	2.86%
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	7,042,872	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%
January	6,058,385	6,537,572	7.91%	6,677,132	2.13%
February	5,823,842	6,395,893	9.82%	5,996,007	-6.25%
March	7,067,303	7,145,214	1.10%	6,961,374	-2.57%
April	6,804,593	6,972,024	2.46%	7,106,229	1.92%
12 Month Ave	6,777,395	6,944,531	2.47%	6,886,972	-0.83%
Year-to-Date	25,754,123	27,050,703	5.03%	26,740,742	-1.15%

12 Month Averages

Service Month	2010-2011	2011-2012	Percentage Change	2012-2013	Percentage Change
May	6,655,928	6,795,528	2.10%	6,969,059	2.55%
June	6,666,207	6,809,625	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	6,793,922	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%	6,995,683	2.61%
November	6,744,108	6,815,655	1.06%	6,940,270	1.83%
December	6,757,974	6,836,482	1.16%	6,912,802	1.12%
January	6,758,035	6,876,414	1.75%	6,924,432	0.70%
February	6,769,359	6,924,085	2.29%	6,891,108	-0.48%
March	6,780,117	6,930,578	2.22%	6,875,788	-0.79%
April	6,777,395	6,944,531	2.47%	6,886,972	-0.83%

Average Weekday Passengers

Service Month	2010-2011	2011-2012	Percentage Change	2012-2013	Percentage Change
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	266,109	-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%
January	264,246	274,231	3.78%	272,812	-0.52%
February	264,614	275,694	4.19%	271,377	-1.57%
March	273,743	282,429	3.17%	282,707	0.10%
April	280,302	286,303	2.14%	285,330	-0.34%

Thursday, June 20, 2013

East of Hudson

Revenue Passengers

Service Month	2010-2011	2011-2012	Percentage Change	2012-2013	Percentage Change
May	6,580,782	6,788,759	3.16%	7,094,282	4.50%
June	6,992,372	7,184,509	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	6,893,644	6,860,460	2.49%	6,618,194	-3.53%
October	6,867,305	6,945,233	1.13%	6,639,905	-4.40%
November	6,654,086	6,851,079	2.96%	6,211,788	-9.33%
December	6,924,466	7,201,122	4.00%	6,901,054	-4.17%
January	5,916,958	6,407,976	8.30%	6,559,572	2.37%
February	5,685,834	6,265,036	10.19%	5,883,759	-6.09%
March	6,896,269	6,994,806	1.43%	6,827,779	-2.39%
April	6,648,157	6,831,738	2.76%	6,973,346	2.07%
12 Month Ave	6,619,966	6,809,710	2.87%	6,757,193	-0.77%
Year-to-Date	25,147,218	26,499,356	5.38%	26,244,456	-0.96%

12 Month Averages

Service Month	2010-2011	2011-2012	Percentage Change	2012-2013	Percentage Change
May	6,498,836	6,837,299	2.13%	6,835,170	2.98%
June	6,508,511	6,651,644	2.18%	6,831,555	2.70%
July	6,509,653	6,653,485	2.21%	6,848,940	2.94%
August	6,539,204	6,637,186	1.50%	6,902,348	4.00%
September	6,554,367	6,651,067	1.48%	6,882,159	3.47%
October	6,580,893	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%	6,778,435	1.22%
January	6,600,865	6,737,950	2.08%	6,791,068	0.79%
February	6,611,670	6,786,217	2.64%	6,750,295	-0.40%
March	6,622,223	6,794,411	2.60%	6,745,393	-0.72%
April	6,619,966	6,809,710	2.87%	6,757,193	-0.77%

Average Weekday Passengers

Service Month	2010-2011	2011-2012	Percentage Change	2012-2013	Percentage Change
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	256,877	-2.66%	273,982	5.83%
September	276,296	281,839	2.01%	284,787	1.05%
October	279,708	281,728	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%
January	256,810	267,748	4.26%	267,204	-0.20%
February	257,367	269,157	4.58%	265,484	-1.36%
March	266,296	275,580	3.49%	276,352	0.28%
April	272,859	279,630	2.48%	279,287	-0.12%

Harlem Line

Revenue Passengers						
Service Month	2010-2011	2011-2012	Percentage Change	2012-2013	Percentage Change	
May	2,164,271	2,223,927	2.76%	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	2,283,643	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%	
January	1,975,045	2,127,333	7.71%	2,182,967	2.62%	
February	1,913,040	2,075,606	8.50%	1,979,265	-4.64%	
March	2,304,100	2,321,334	0.75%	2,262,610	-2.53%	
April	2,188,956	2,235,081	2.11%	2,286,516	2.30%	
12 Month Ave	2,185,807	2,228,530	1.95%	2,216,656	-0.53%	
Year-to-Date	8,381,141	8,759,354	4.51%	8,711,358	-0.55%	

12 Month Averages						
Service Month	2010-2011	2011-2012	Percentage Change	2012-2013	Percentage Change	
May	2,166,905	2,190,778	1.10%	2,236,445	2.08%	
June	2,166,318	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%	2,259,258	3.42%	
September	2,174,882	2,188,431	0.62%	2,251,618	2.89%	
October	2,175,102	2,189,101	0.64%	2,243,010	2.48%	
November	2,162,304	2,193,125	0.50%	2,228,129	1.60%	
December	2,165,926	2,197,013	0.51%	2,220,656	1.08%	
January	2,164,137	2,209,703	1.17%	2,225,292	0.71%	
February	2,167,699	2,223,250	1.63%	2,217,264	-0.27%	
March	2,169,099	2,224,687	1.63%	2,212,370	-0.55%	
April	2,165,807	2,228,530	1.95%	2,216,656	-0.53%	

Average Weekday Passengers						
Service Month	2010-2011	2011-2012	Percentage Change	2012-2013	Percentage Change	
May	91,128	90,818	-0.34%	91,762	1.06%	
June	92,886	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	91,552	93,133	1.73%	93,799	0.72%	
October	93,240	93,197	-0.05%	83,661	-10.23%	
November	93,893	95,500	1.71%	87,177	-8.72%	
December	91,183	94,527	3.67%	92,943	-1.68%	
January	86,168	89,422	3.78%	89,356	-0.07%	
February	86,918	89,675	3.17%	89,601	-0.08%	
March	89,286	91,890	2.92%	92,083	0.21%	
April	90,375	92,081	1.89%	92,051	-0.03%	

Hudson Line

Revenue Passengers					
Service Month	2010-2011	2011-2012	Percentage Change	2012-2013	Percentage Change
May	1,322,076	1,349,153	2.05%	1,399,291	3.72%
June	1,382,018	1,408,063	1.86%	1,394,023	-1.00%
July	1,360,853	1,358,800	-0.16%	1,401,131	3.12%
August	1,360,653	1,297,903	-4.61%	1,433,031	10.41%
September	1,331,091	1,358,616	2.07%	1,300,945	-4.24%
October	1,361,131	1,359,385	-0.13%	1,304,322	-4.05%
November	1,303,840	1,332,264	2.18%	1,190,123	-10.67%
December	1,350,557	1,374,864	1.78%	1,321,710	-3.85%
January	1,159,493	1,228,283	5.93%	1,250,870	1.84%
February	1,108,812	1,201,829	8.39%	1,151,020	-4.23%
March	1,340,022	1,343,474	0.26%	1,316,583	-2.00%
April	1,312,919	1,334,926	1.68%	1,355,099	1.51%
12 Month Ave	1,307,797	1,328,947	1.62%	1,318,179	-0.81%
Year-to-Date	4,921,246	5,108,512	3.81%	5,073,571	-0.68%

12 Month Averages					
Service Month	2010-2011	2011-2012	Percentage Change	2012-2013	Percentage Change
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	1,305,815	1.09%	1,346,743	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%	1,337,349	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%
January	1,305,064	1,319,074	1.07%	1,322,973	0.30%
February	1,307,108	1,326,825	1.51%	1,318,739	-0.61%
March	1,308,056	1,327,113	1.46%	1,316,498	-0.80%
April	1,307,797	1,328,947	1.62%	1,318,179	-0.81%

Average Weekday Passengers					
Service Month	2010-2011	2011-2012	Percentage Change	2012-2013	Percentage Change
May	55,015	54,625	-0.71%	54,880	0.47%
June	55,395	56,110	1.29%	56,479	0.66%
July	54,811	55,677	1.58%	55,874	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%
January	50,319	51,340	2.03%	51,024	-0.62%
February	50,296	51,721	2.83%	51,876	0.30%
March	51,763	52,943	2.28%	53,273	0.62%
April	53,787	54,535	1.39%	54,194	-0.63%

New Haven Line

Revenue Passengers					
Service Month	2010-2011	2011-2012	Percentage Change	2012-2013	Percentage Change
May	3,094,415	3,215,679	3.92%	3,376,087	4.99%
June	3,310,131	3,436,549	3.79%	3,408,846	-0.78%
July	3,245,106	3,297,444	1.61%	3,387,830	2.74%
August	3,207,026	3,142,289	-2.02%	3,447,562	9.71%
September	3,156,370	3,248,068	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%
January	2,782,420	3,052,360	9.70%	3,125,736	2.40%
February	2,863,982	2,987,601	12.15%	2,753,474	-7.84%
March	3,252,147	3,329,798	2.38%	3,248,585	-2.44%
April	3,146,282	3,261,731	3.67%	3,331,732	2.15%
12 Month Ave	3,126,362	3,252,233	4.03%	3,222,358	-0.92%
Year-to-Date	11,844,831	12,631,490	6.64%	12,459,527	-1.36%

12 Month Averages					
Service Month	2010-2011	2011-2012	Percentage Change	2012-2013	Percentage Change
May	3,044,564	3,138,467	3.02%	3,265,600	4.12%
June	3,054,585	3,146,818	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%	3,288,504	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	3,188,678	2.46%	3,236,688	1.57%
January	3,111,664	3,209,173	3.13%	3,242,803	1.05%
February	3,116,863	3,236,141	3.83%	3,223,292	-0.40%
March	3,125,067	3,242,612	3.76%	3,216,525	-0.80%
April	3,126,362	3,252,233	4.03%	3,222,358	-0.92%

Average Weekday Passengers					
Service Month	2010-2011	2011-2012	Percentage Change	2012-2013	Percentage Change
May	128,631	130,101	1.14%	132,341	1.72%
June	132,400	136,664	3.22%	138,101	1.05%
July	130,711	135,361	3.56%	135,335	-0.02%
August	126,012	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%
January	120,323	126,986	5.54%	126,825	-0.13%
February	120,153	127,761	6.33%	124,008	-2.94%
March	125,247	130,747	4.39%	130,996	0.19%
April	128,697	133,014	3.35%	133,042	0.02%

West of Hudson

Revenue Passengers

Service Month	2010-2011	2011-2012	Percentage Change	2012-2013	Percentage Change
May	150,294	159,901	6.39%	148,716	-8.99%
June	165,754	162,762	-1.79%	148,825	-8.57%
July	159,973	157,878	-1.31%	151,322	-4.15%
August	165,730	153,116	-7.61%	156,609	2.28%
September	158,985	100,010	-37.09%	136,768	36.77%
October	160,291	97,639	-39.09%	138,628	42.18%
November	156,381	97,068	-37.93%	71,414	-26.43%
December	164,834	138,108	-16.21%	108,559	-21.40%
January	141,427	129,596	-8.37%	117,560	-9.29%
February	138,008	130,857	-5.18%	112,246	-14.22%
March	171,034	150,608	-11.94%	133,595	-11.30%
April	156,436	140,286	-10.32%	132,883	-8.28%
12 Month Ave	157,429	134,821	-14.36%	129,779	-3.74%
Year-to-Date	606,905	551,347	-9.15%	496,286	-9.99%

12 Month Averages

Service Month	2010-2011	2011-2012	Percentage Change	2012-2013	Percentage Change
May	157,092	158,230	0.72%	133,889	-15.38%
June	156,696	157,982	0.82%	132,726	-15.99%
July	155,849	157,807	1.26%	132,179	-16.24%
August	156,396	156,756	0.23%	132,470	-15.48%
September	156,447	151,842	-2.94%	135,535	-10.74%
October	156,156	146,621	-6.11%	138,968	-5.22%
November	156,764	141,678	-9.62%	136,830	-3.42%
December	157,062	139,451	-11.21%	134,367	-3.65%
January	157,170	138,465	-11.90%	133,364	-3.68%
February	157,689	137,869	-12.57%	131,814	-4.39%
March	157,894	136,167	-13.76%	130,396	-4.24%
April	157,429	134,821	-14.36%	129,779	-3.74%

Average Weekday Passengers

Service Month	2010-2011	2011-2012	Percentage Change	2012-2013	Percentage Change
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	-4.06%	6,824	-5.64%
September	7,574	4,764	-37.10%	7,180	50.71%
October	7,625	4,646	-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%
January	7,436	6,483	-12.82%	5,608	-13.50%
February	7,247	6,537	-9.80%	5,893	-9.85%
March	7,447	6,849	-8.03%	6,355	-7.21%
April	7,443	6,673	-10.35%	6,043	-9.44%

Port Jervis Line

Revenue Passengers

Service Month	2010-2011	2011-2012	Percentage Change	2012-2013	Percentage Change
May	105,774	111,096	5.03%	93,989	-15.40%
June	115,518	116,786	1.10%	94,452	-19.12%
July	111,651	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%	85,804	69.24%
October	110,500	46,093	-58.29%	87,075	88.91%
November	107,453	46,892	-56.55%	47,613	1.97%
December	114,571	85,576	-25.31%	67,755	-20.82%
January	96,984	80,570	-16.92%	73,570	-8.69%
February	94,908	81,766	-13.85%	69,549	-14.94%
March	117,095	93,911	-19.80%	82,466	-12.19%
April	108,000	88,819	-17.76%	82,564	-7.04%
12 Month Ave	109,134	84,775	-22.32%	81,889	-3.40%
Year-to-Date	416,987	345,066	-17.25%	308,149	-10.70%

12 Month Averages

Service Month	2010-2011	2011-2012	Percentage Change	2012-2013	Percentage Change
May	111,499	109,578	-1.72%	83,350	-23.94%
June	111,010	109,683	-1.19%	81,489	-25.71%
July	110,081	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	109,483	98,246	-10.24%	86,374	-12.99%
November	109,821	93,185	-14.99%	86,451	-7.23%
December	109,583	90,769	-17.17%	84,966	-6.39%
January	109,435	89,401	-18.31%	84,382	-5.61%
February	109,659	88,306	-19.47%	83,364	-5.60%
March	109,614	86,374	-21.20%	82,410	-4.59%
April	109,134	84,775	-22.32%	81,889	-3.40%

Average Weekday Passengers

Service Month	2010-2011	2011-2012	Percentage Change	2012-2013	Percentage Change
May	5,282	5,293	0.20%	4,280	-19.14%
June	5,254	5,311	1.09%	4,493	-15.40%
July	5,320	5,531	3.96%	4,630	-16.29%
August	5,310	5,037	-5.14%	4,396	-12.73%
September	5,261	2,409	-54.21%	4,491	86.43%
October	5,256	2,192	-58.29%	4,354	98.63%
November	5,376	2,336	-56.54%	2,455	5.09%
December	5,218	4,077	-21.86%	3,383	-17.02%
January	5,098	4,031	-20.93%	3,511	-12.90%
February	4,981	4,084	-18.01%	3,648	-10.68%
March	5,100	4,271	-16.25%	3,922	-8.17%
April	5,138	4,224	-17.79%	3,755	-11.10%

Pascack Valley Line

Revenue Passengers

Service Month	2010-2011	2011-2012	Percentage Change	2012-2013	Percentage Change
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	47,106	-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	50,378	2.96%	23,801	-52.75%
December	50,263	52,532	4.51%	40,804	-22.33%
January	44,443	49,026	10.31%	43,990	-10.27%
February	43,100	49,091	13.90%	42,699	-13.02%
March	53,939	56,697	5.11%	51,129	-9.82%
April	48,436	51,467	6.26%	50,319	-2.23%
12 Month Ave	48,295	50,046	3.63%	47,890	-4.31%
Year-to-Date	189,918	206,281	8.62%	188,137	-8.80%

12 Month Averages

Service Month	2010-2011	2011-2012	Percentage Change	2012-2013	Percentage Change
May	45,593	48,652	6.71%	50,539	3.88%
June	45,688	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	48,228	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%
January	47,736	49,064	2.78%	48,982	-0.17%
February	48,030	49,583	3.19%	48,449	-2.25%
March	48,280	49,793	3.13%	47,985	-3.63%
April	48,295	50,046	3.63%	47,890	-4.31%

Average Weekday Passengers

Service Month	2010-2011	2011-2012	Percentage Change	2012-2013	Percentage Change
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	-18.55%
January	2,338	2,452	4.88%	2,097	-14.48%
February	2,266	2,453	8.25%	2,245	-8.48%
March	2,347	2,578	9.84%	2,433	-5.62%
April	2,305	2,449	6.25%	2,288	-6.57%

Metropolitan Transportation Authority

April

MTA Bridges & Tunnels

Revenue Passengers					
Service Month	2010-2011	2011-2012	Percentage Change	2012-2013	Percentage Change
May	25,980,868	25,144,889	-3.22%	25,192,764	0.19%
June	25,937,063	25,289,003	-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	24,617,701	23,976,096	-2.61%	23,783,047	-0.89%
October	25,470,647	24,135,980	-5.24%	22,928,321	-5.00%
November	24,016,670	23,443,442	-2.39%	20,945,342	-10.66%
December	22,969,330	23,665,382	3.03%	23,355,262	-1.31%
January	20,408,730	21,776,550	6.70%	22,290,223	2.36%
February	20,176,144	21,280,142	5.47%	19,831,970	-6.81%
March	23,928,232	23,927,645	0.00%	23,380,587	-2.29%
April	23,593,365	23,651,425	0.25%	23,649,098	-0.01%
12 Month Ave	24,106,894	23,836,239	-1.12%	23,427,285	-1.72%
Year-to-Date	88,106,471	90,635,762	2.87%	89,151,878	-1.64%

12 Month Averages					
Service Month	2010-2011	2011-2012	Percentage Change	2012-2013	Percentage Change
May	24,201,331	24,037,229	-0.68%	23,840,229	-0.82%
June	24,233,298	23,983,224	-1.03%	23,835,582	-0.62%
July	24,243,422	23,842,313	-1.24%	23,785,328	-0.66%
August	24,276,190	23,779,919	-2.04%	23,903,353	0.52%
September	24,282,335	23,728,452	-2.29%	23,885,599	0.67%
October	24,321,186	23,615,230	-2.90%	23,784,961	0.72%
November	24,353,452	23,567,461	-3.23%	23,576,786	0.04%
December	24,309,519	23,625,465	-2.81%	23,550,942	-0.32%
January	24,149,337	23,739,450	-1.70%	23,593,748	-0.61%
February	24,235,073	23,831,450	-1.67%	23,473,067	-1.50%
March	24,188,313	23,831,401	-1.48%	23,427,479	-1.69%
April	24,106,894	23,836,239	-1.12%	23,427,285	-1.72%

Average Weekday Passengers					
Service Month	2010-2011	2011-2012	Percentage Change	2012-2013	Percentage Change
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	-9.51%
December	764,702	793,943	3.82%	802,287	1.05%
January	682,304	748,115	9.65%	755,080	0.93%
February	750,861	768,649	2.37%	765,137	-0.46%
March	788,941	797,238	1.05%	777,536	-2.47%
April	812,864	808,640	-0.52%	802,359	-0.78%

Thursday, June 20, 2013

Fuel Hedge Program

Current Hedge Activity

Ultra Low Sulfur Diesel Hedges				Natural Gas Hedge			
Start	End	Lock in Price/Gal	Gallons Hedged/Mn	Start	End	Lock in Price/MMBtu	MMBtus Hedged/Mn
Jan-2012	Jun-2013	\$2.889	1,115,342	<i>Currently no active Natural Gas hedges</i>			
Mar-2012	Aug-2013	\$3.121	356,011				
Apr-2012	Sep-2013	\$3.213	207,523				
May-2012	Oct-2013	\$3.161	193,328				
Jun-2012	Nov-2013	\$2.995	176,219				
Jun-2012	Nov-2013	\$2.767	200,779				
Aug-2012	Jan-2014	\$2.696	154,550				
Sep-2012	Feb-2014	\$2.915	127,692				
Oct-2012	Mar-2014	\$3.057	129,030				
Dec-2012	Oct-2014	\$2.890	367,758				
Jun-2013	Nov-2014	\$2.942	543,934				
Dec-2013	Dec-2014	\$2.871	428,273				
Jan-2014	Jan-2015	\$2.899	381,159				
Jan-2014	Jan-2015	\$2.940	288,280				
Mar-2014	Mar-2015	\$2.883	259,403				
May-2013	Mar-2015	\$2.770	180,270				
May-2014	Apr-2015	\$2.814	228,094				

* 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 June 17, 2013

	(\$ in millions)		
	<u>2013</u>	<u>2014</u>	<u>2015</u>
<u>Ultra Low Sulfur Diesel</u>			
Current Prices vs. February Plan	(\$2.044)	(\$2.142)	(\$2.177)
Impact of Hedge	<u>(0.890)</u>	<u>(1.455)</u>	<u>(0.065)</u>
Net Impact: Fav/(Unfav)	(\$2.934)	(\$3.597)	(\$2.242)
 <u>Compressed Natural Gas</u>			
Current Prices vs. February Plan	(\$7.476)	(\$2.026)	(\$0.181)
Impact of Hedge	<u>0.000</u>	<u>0.000</u>	<u>0.000</u>
Net Impact: Fav/(Unfav)	(\$7.476)	(\$2.026)	(\$0.181)
 <u>Summary</u>			
Current Prices vs. November Plan	(\$9.520)	(\$4.168)	(\$2.358)
Impact of Hedge	<u>(0.890)</u>	<u>(1.455)</u>	<u>(0.065)</u>
Net Impact: Fav/(Unfav)	(\$10.410)	(\$5.623)	(\$2.422)

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

JULY 2013
MTA REAL ESTATE
FINANCE COMMITTEE AGENDA ITEMS

1. ACTION ITEMS

MTA NEW YORK CITY TRANSIT

- a. Lease with Deck 18-6309, LLC for a restaurant at 6309-6311 18th Avenue, Brooklyn, NY
- b. Temporary permit to stage NYCT construction on property at 239th Street, Bronx, NY
- c. Release of 19 East Houston Street (Block 511, Lot 19), New York, NY from master lease with City of New York
- d. Short-term lease at One Pierrepont Plaza, Brooklyn to address emergency Sandy-related needs of NYCT Capital Program Management

MTA METRO-NORTH RAILROAD

- e. Lease with The Stearn Company dba The Beverage Bar for Retail Space NEA-1 at Grand Central Terminal
- f. Lease with A Ceriello Corp dba Ceriello Fine Foods for Retail Space MKT-08,09,10,11 at Grand Central Terminal
- g. Lease with Café Grumpy Holdings LLC dba Café Grumpy ("Café Grumpy") for Retail Space MC-72 at Grand Central Terminal
- h. Lease with Westchester Consumer Empowerment Center for retail concession at Mount Vernon East Station
- i. Lease with Whitehall Café, Inc. for coffee concession at North White Plains Station
- j. License agreement with AJ Taxi Service for 5 taxi parking spaces at Metro-North's Beacon Station
- k. License agreement with Perfect Car & Limo Service for 2 taxi parking spaces at Metro-North's Yonkers Station
- l. License agreement with Manor Car Service, Inc. for 3 taxi parking spaces at Metro-North's Pelham Station
- m. License agreement with 83 Calvert Realty for use of property along Metro-North's New Haven Line in Harrison, NY
- n. License agreement with New York State Office of Parks and Historic Preservation for use of property along Metro-North's Hudson Line in the Bronx, NY

MTA LONG ISLAND RAIL ROAD

- o. License Agreement with NGK Realty Inc., d/b/a K.E.D. Food Service Corporation for access and parking, Lynbrook, New York
- p. Acquisition of 40-36 Main Street, Flushing, Queens, Block 5037, Lot 57, New York

METROPOLITAN TRANSPORTATION AUTHORITY

- q. Revocable Consent Agreement with the City of New York Department of Transportation for the installation and maintenance of security bollards at Grand Central Terminal
- r. Lease with Salmar Properties, LLC for warehouse space facility at 850 Third Avenue Brooklyn, NY
- s. Permit with the State University of New York for Chairman's Safety Award

2. INFORMATION ITEMS

- a. Status report on month-to-month licenses
- b. Status report on Grand Central Terminal Vanderbilt Hall events
- c. Status report on Grand Central Terminal Graybar Passage retail kiosks
- d. Report on protective leasing of properties to be acquired for Second Avenue Subway
- e. Permit to allow Riverkeeper, Inc., to use a portion of New York City Transit's Ninth Ave. Unit Shop parking area at Ninth Avenue and 208th Street in Manhattan, NY
- f. Permit with Dia Art Foundation to allow use of a portion of Metro-North's Beacon parking facility
- g. Permit with Northern Star Quilters' Guild, Ltd to allow use of a portion of Metro-North's Goldens Bridge parking facility
- h. Permit with Pamal Broadcasting, Ltd., to allow use of a portion of Metro-North's Beacon parking facility
- i. Surrender and release to The City of New York of a pedestrian bridge adjacent to West 8th Street/NY Aquarium Subway Station, Brooklyn
- j. Status report on MTA LIRR retail development at Penn Station
- k. Status report on retail development at Grand Central Terminal

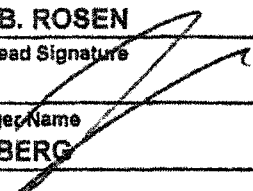
<u>Legal Name</u>	<u>Popular Name</u>	<u>Abbreviation</u>
New York City Transit Authority	MTA New York City Transit	NYC Transit
The Long Island Rail Road Company	MTA Long Island Rail Road	LIRR
Metropolitan Suburban Bus Authority	MTA Long Island Bus	LI Bus
Metro-North Commuter Railroad Company	MTA Metro-North 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).

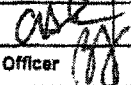
MTA NEW YORK CITY TRANSIT

Staff Summary

Subject LEASE AGREEMENT
Department REAL ESTATE
Department Head Name JEFFREY B. ROSEN
Department Head Signature 
Project Manager Name IAN SALSBERG

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

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance Committee	07/22/13	X		
2	Board	07/24/13	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: Deck 18-6309, LLC ("Deck")
 LOCATION: 6309-6311 18th Avenue, Brooklyn, NY
 ACTIVITY: Operation of a "Dunkin Donuts" franchise
 ACTION REQUESTED: Approval of terms
 TERM: Ten years
 SPACE: Approximately 1,590 square feet

COMPENSATION:	Year	Annual	Monthly	% Increase	Per Sq. Ft.
	1	\$42,000.00	\$3,500.00	N/A	\$26.42
	2	\$42,000.00	\$3,500.00	0%	\$26.42
	3	\$42,000.00	\$3,500.00	0%	\$26.42
	4	\$42,000.00	\$3,500.00	0%	\$26.42
	5	\$42,000.00	\$3,500.00	0%	\$26.42
	6	\$48,300.00	\$4,025.00	15%	\$30.38
	7	\$48,300.00	\$4,025.00	0%	\$30.38
	8	\$48,300.00	\$4,025.00	0%	\$30.38
	9	\$48,300.00	\$4,025.00	0%	\$30.38
	10	\$48,300.00	\$4,025.00	0%	\$30.38

COMMENTS:

This street-level location adjacent to the 18th Avenue Station entrance on NYCT's Sea Beach Line was recently offered via a request for proposals ("RFP"). Deck, the incumbent, was the sole respondent despite initial interest from other prospective tenants. Deck proposes to continue to operate a "Dunkin Donuts" franchise in the subject space. The rent proposed (calculated on a present value basis using a discount rate of 9%) is \$285,486.06. Such rent approximates the fair market rental value of between \$43,725 – \$45,315 per annum for the space, as estimated by MTA Real Estate's independent consultant and is 20% more than the current compensation.

Staff Summary

FINANCE COMMITTEE MEETING
Deck 18-6309, LLC (Cont'd.)

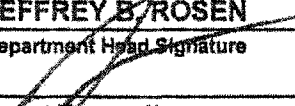


Page 2 of 2

Deck has occupied this location for the past ten plus years and is considered to be in good standing, having paid rent promptly and maintained the space satisfactorily.

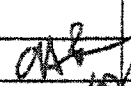
Based on the foregoing, MTA Real Estate requests authorization to enter into a lease with Deck on the above-described terms and conditions.

Staff Summary

Subject ACCESS PERMIT
Department REAL ESTATE
Department Head Name JEFFREY B. ROSEN
Department Head Signature 
Project Manager Name FRANK PHILLIPS

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

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance Committee	07/22/13	X		
2	Board	07/24/13	X		

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

AGENCY: MTA New York City Transit ("NYCT")
 PERMITTOR: 239th Street Realty Corp.
 LOCATION: 4600 White Plains Road (Block 5087, lot 40), Bronx, NY
 ACTIVITY: Construction staging for overhead track work
 ACTION REQUESTED: Approval of terms
 TERM: 16 consecutive days
 SPACE: Portion of lot 40 - approximately 2,400 sq. ft (the "Property")
 COMPENSATION: \$27,429 (\$12,000 per week, prorated)

COMMENTS:

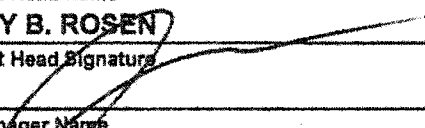
Between midnight Friday, August 2 and Sunday, August 18, 2013, NYCT Track Construction will replace 5 elevated switches and 11 track panels between the Nereid Avenue and Wakefield/241st Street Stations on NYCT's White Plains Road Line (the "Work"). Due to the nature of the Work and the physical location and type of switches that will be changed, such stations will be totally shut down during this period.

To insure that the Work is completed on time, cost effectively, and without a Con Edison power shutdown (estimated to cost NYCT \$1 million), MTA Real Estate surveyed the neighborhood and located the Property to use as a staging area which will provide sufficient clearance through the electric wires to allow track construction crews safe access to overhead tracks without the necessity of a Con Edison power shutdown. The Property is also large enough to accommodate breakdown and reassembly of 39' long track panels and 27' wide switch panels, allowing these panels to be readied for installation in much less time and at much lower cost than were they to be assembled elsewhere and transported to the tracks. Additionally, without the availability of the Property, the Work for this stretch of the White Plains Road Line could have taken up to a year with periodic service outages and disruptions to businesses along White Plains Road.

The compensation negotiated with the owner of the Property is small relative to the significant savings in time, money, and reduced impact to the neighborhood that will be realized by virtue of the permit.

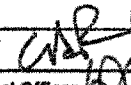
Based on the foregoing, MTA Real Estate requests authorization to enter into an access agreement with 239th Street Realty Corp. on the above-described term and conditions.

Staff Summary

Subject PROPERTY DISPOSITION
Department REAL ESTATE
Department Head Name JEFFREY B. ROSEN
Department Head Signature 
Project Manager Name JOSEPH C. CHAN

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

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance Committee	07/22/13	X		
2	Board	07/24/13	X		

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

AGENCY: MTA New York City Transit ("NYCT")
LANDLORD: The City of New York (the "City")
LOCATION: 19 East Houston Street (Block 511, Lot 19), New York, NY (the "Property")
ACTIVITY: Release of property from master lease
ACTION REQUESTED: Approval of terms
COMPENSATION: Contribution of \$25,825,000 to MTA's 2010-2014 capital program
SUMMARY:

The Property is an approximately 6,190 square foot paved lot located in the historic SoHo Cast Iron District between Crosby Street and Broadway. Currently, the Property is used by the NYCT's Emergency Response Unit for parking of emergency response vehicles (the "NYCT Equipment"). A portion of the Property contains ventilation shafts and an entrance for the subway below. The Property was acquired by the City of New York in the mid-1980's and thereupon incorporated into the 1953 master lease between the City and NYCT (as amended, the "Master Lease"). At the time of the City's acquisition of the Property, the MTA reimbursed the City for the acquisition cost of \$300,000.

The Master Lease provides for surrender of master-leased property to the City when NYCT determines that it no longer requires such property for transportation purposes. In March 2012, as part of a real property value capture initiative first presented to the MTA Board in September of 2011, the MTA entered into an arrangement whereby (a) the Property and six other Master Lease properties (collectively the "Master Lease Properties") would be marketed through a request for proposals ("RFP") process to be undertaken by the New York City Economic Development Corporation ("EDC"), (b) following the selection of a purchaser for any such property and requisite City and MTA Board approvals, NYCT would surrender such property to the City for conveyance through EDC to the successful proposer, and (c) amounts equal to the net proceeds from such sales (after reimbursement to MTA for pre-funded marketing costs, and, in the case of the Property and one other Master Lease Property, MTA's site acquisition costs), would be contributed by the City to the MTA's 2010-2014 capital program and credited against an incremental \$250 million contribution that the City has undertaken to make toward such capital program.

In March 2012, EDC issued an RFP for the Property. The RFP required that the selected respondent identify and convey to the MTA a suitable replacement site for the NYCT Equipment, and preserve the existing ventilation shafts and subway entrance on the Property.

Staff Summary

FINANCE COMMITTEE MEETING Property Disposition



Page 2 of 2

The RFP generated vigorous competition and EDC received a total of nine proposals, the most advantageous of which to the MTA was made by MC19 East Houston LLC, an affiliate of Madison Capital (the "Developer"). The Developer is a real estate investment and operating company with a portfolio of assets under management of some \$1.75 billion.

The Developer has proposed:

- a) to pay to EDC a purchase price of \$25,825,000 (to be applied as described above);
- b) to provide to NYCT, without cost to NYCT, fee ownership of a relocation site for the NYCT Equipment at 6-8 East 20th Street (the "20th Street Site") which the Developer has contracted to purchase for a purchase price of \$13 million; and
- c) to widen the existing subway entrance on the Property, and relocate the vent easements, if feasible, at the Developer's cost.

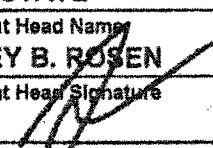
Two other proposers offered purchase prices that would have been marginally higher than the \$25,825,000 offered by the Developer; specifically, Macklowe Investment Properties offered \$26,750,000 and Aurora Capital offered \$27,000,000. However, NYCT judged the relocation sites proposed by such proposers to be significantly inferior to the 20th Street Site from the stand point of its Emergency Response Unit's operations; and (as evidenced by the prices for which such proposers had arranged to acquire such alternative relocation sites, \$4.4 million and \$6 million respectively), the combined value of the offer of the Developer (purchase price of the Property plus the \$13 million price of the 20th Street Site) substantially exceeds the combined value of the of the proposed purchase prices for the Property and alternative relocation sites offered by the other two proposers.

Under the EDC RFP process, the final purchase price for the Property will be the higher of the applicable price set forth above or the appraised value as determined by an independent appraisal, to be commissioned by EDC and paid for by the Developer and delivered prior to closing. If the appraised value exceeds the price offered by the Developer, the Developer will have the ability to cancel the EDC contract.

The EDC process for disposition of this City-owned property will require approval of the Landmarks Preservation Commission (due to the Property being situated in the SoHo Historic Cast Iron District), City Environmental Quality Review, compliance with the Uniform Land Use Review Procedure and City Charter 384(b)(4) approvals and authorizations. MTA's surrender of the Property will occur only when and if such City approvals are in hand (and concurrently with the closing of the contract between EDC and the Developer), which is expected to be no later than August 2014.

Based on the foregoing, MTA Real Estate requests authorization to surrender the Property to the City to permit the sale of the Property as described above.

Staff Summary

Subject CLARIFICATION OF LEASE TERMS
Department REAL ESTATE
Department Head Name JEFFREY B. ROSEN
Department Head Signature 
Project Manager Name ANDREW GREENBERG

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

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance Committee	07/22/13	X		
2	Board	07/24/13	X		

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

AGENCY: MTA New York City Transit

LANDLORD: Forest City Pierrepont Associates ("FCPA")

LOCATION: One Pierrepont Plaza, Brooklyn, New York

ACTION REQUESTED: Approval of terms

COMMENTS

The attached staff summary, which was presented at the June 3, 2013 meeting of the Finance Committee, inadvertently failed to make reference to \$82,770.76 (\$1.88 per rentable square foot) of additional rent per annum that FCPA had required in consideration of FCPA's agreement to perform certain extra fit-out work, relating to a security system that was not contemplated by the tenant improvement allowance that is described in the June staff summary.

The proposed transaction remains beneficial to the MTA, for all the reasons that are set forth in the June staff summary, and authorization is hereby requested to proceed with the transaction as if the June staff summary had referenced such additional rent.

FOR REFERENCE PURPOSES ONLY

Staff Summary

MTA Metropolitan Transportation Authority

Page 1 of 2

Subject LEASE AGREEMENT						Date JUNE 3, 2013	
Department REAL ESTATE						Lessor Name	
Department Head Name JEFFREY B. ROSEN						Contract Number	
Department Head Signature						Contract Manager Name	
Project Manager Name ANDREW GREENBERG						Table of Contents Ref. #	

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance Committee	6/3/13	X		
2	Board	6/5/13	X		

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

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

LANDLORD: Forest City Pierrepont Associates

LOCATION: One Pierrepont Plaza, Brooklyn, New York

ACTIVITY: Lease of temporary office space

ACTION REQUESTED: Approval of terms

TERM: Three years

SPACE: Entire 6th floor - approx. 44,027 rentable square feet (approx. 34,341 usable sq. ft.)

COMPENSATION: \$35.00 per rentable sq. ft. (\$1,540,945.00 per year, \$128,412.08 per month) commencing three months following Possession.

LANDLORD WORK: The space is to be provided fully built and furnished. Landlord will provide specified base building alterations and improvements at its sole cost and expense, and make additional improvements to "fit-out" the space and contribute up to \$770,472.50 towards the cost. The additional improvements are estimated to cost \$668,443, well within the Landlord's contribution based on current scope.

POSSESSION: Upon substantial completion of Landlord's Work

RENEWAL OPTION: Two one- year renewal options, as follows:
 1st Option Year - \$40.00 per rentable sq. ft. (\$1,761,080.00 per year, \$146,756.66 per month), on 12 months' prior notice;
 2nd Option Year - \$41.00 per rentable sq. ft. (\$1,805,107.00 per year, \$150,425.58 per month), on 9 months' prior notice.

OPERATING EXPENSE ESCALATION: Proportionate share of increases over a calendar 2013 base year with no increase during the initial 12 months from the possession date.

REAL ESTATE TAX ESCALATION: Tenant to pay proportionate share of increases over a fiscal 2013/14 base tax year.

UTILITIES: Tenant to pay for actual cost of submetered electrical consumption. Cost of all other utilities included in the base rent.

SERVICES: Cleaning, HVAC service during normal building hours and building security will be provided at no extra cost to Tenant. Chilled water for Tenant's supplemental air-conditioning will be provided at cost.

Staff Summary

FINANCE COMMITTEE MEETING

Lease Agreement (Cont'd)

**REPAIRS AND
MAINTENANCE:**

Landlord will be responsible for repairs and maintenance of building common areas and common building systems and structural components.

Tenant will be responsible for maintenance and repair of any supplemental air-conditioning and for non-structural repairs within the space.

SECURITY DEPOSIT:

None.

COMMENTS

The Capital Project Management group of NYCT requires suitable furnished, move-in-condition, downtown Manhattan or Brooklyn offices to house approximately 140 engineers (and associated support staff) on a short-term basis to accommodate emergency hiring and procurements necessitated by reason of NYCT's need to repair and enhance systems damaged during Hurricane Sandy. Following a comprehensive survey of available pre-built space within the specified areas, Cushman & Wakefield identified four downtown Manhattan facilities and three downtown Brooklyn facilities, all in close proximity to public transportation. All seven were inspected and two buildings - 1 Liberty Plaza in downtown Manhattan and 1 Pierrepont Plaza in downtown Brooklyn - were identified as potentially suitable. Requests for proposals were sent to the owners of these properties and following negotiations with such owners it was determined that the least costly alternative was 1 Pierrepont Plaza.

Based on the foregoing, MTA Real Estate requests authorization to enter into a lease with Forest City Pierrepont Associates on the above described terms and conditions.

**FOR REFERENCE
PURPOSES
ONLY**

MTA METRO NORTH RAILROAD

Staff Summary



Metropolitan Transportation Authority

Page 1 of 3

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

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

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance Committee	07/22/13	X		
2	Board	07/24/13	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: The Stearn Company dba The Beverage Bar

LOCATION: North End Passage at Grand Central Terminal (NEA-1)

ACTIVITY: The retail sale of coffee, non-alcoholic beverages, candy and snack items, and a limited selection of pre-packaged sandwiches and salads

ACTION REQUESTED: Approval of terms

TERM: 10 years

SPACE: Approximately 222 sq. ft.

COMPENSATION: Annual base rent plus 14% of gross sales over a breakpoint, as follows:

Year	Annual Base Rent	PSF	Breakpoint
1	\$40,000	\$180.18	\$285,714
2	\$41,200	\$185.58	\$294,286
3	\$42,436	\$191.15	\$303,114
4	\$43,709	\$196.88	\$312,207
5	\$45,020	\$202.79	\$321,571
6	\$46,371	\$208.87	\$331,221
7	\$47,762	\$215.14	\$341,157
8	\$49,195	\$221.60	\$351,393
9	\$50,671	\$228.24	\$361,936
10	\$52,191	\$235.09	\$372,793

SECURITY: Three months base rent

INSURANCE: Standard

CONSTRUCTION PERIOD: 60 days

Staff Summary

FINANCE COMMITTEE MEETING

The Stearn Company dba The Beverage Bar (Cont'd)

COMMENTS:

In response to a recent MTA Request for Proposals ("RFP") for Retail Space NEA-1 in North End Passage of Grand Central Terminal, two proposals were received. Such proposals were submitted by The Stearn Company dba The Beverage Bar and ABP Corporation dba Au Bon Pain.

Per the Guidelines for Selection of Tenants for Grand Central Terminal approved by the MTA Board in November 2009, such proposals 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 proposal's indirect economic 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 The Stearn Company were both higher than the Unadjusted Guaranteed Rent Amount and the Total Selection Criteria Scores for the other proposer; consequently a selection committee was not convened. The rent proposed by The Stearn Company exceeds the estimated fair market rental value of the subject space, as determined by Williams Jackson Ewing.

The RFP was issued with the intent of attracting a quality convenience retailer to the North End Passage to improve services for MNR customers and generate revenue. The Stearn Company is a seasoned retail operator of "grab-and-go" convenience stores located in transportation venues, including train stations, airports and Thruway locations. This will be a second operation for The Stearn Company's Beverage Bar at Grand Central. The current operation is in space MC-15 in the Shuttle Passageway. The operation in the North End Passage will be devoted primarily to snacks and beverages. During the morning hours, the store will feature coffee, assorted pastries, juices, fresh fruit and yogurts. During the afternoon hours, the emphasis will be on sweet and salty snacks, candy, an assortment of carbonated and non-carbonated drinks, prepackaged sandwiches and salads. The Stearn Company has been a reliable tenant and is expected to provide a first class amenity at the subject location.

Based on the foregoing, MTA Real Estate requests authorization to enter into a lease agreement with The Stearn Company dba The Beverage Bar on the above-described terms and conditions.

Staff Summary

Scoring	A	B	C	D	E	F	G	H	I	J
	<u>Unadjusted Guaranteed Rent Amount</u>	<u>Guaranteed Rent Adjustment Factor*</u>	<u>Adjusted Guaranteed Rent Amount (A x B)</u>	<u>Unadjusted Percentage Rent Amount</u>	<u>Percentage Rent Adjustment Factor**</u>	<u>Adjusted Percentage Rent Amount (D x E)</u>	<u>Adjusted Total Rent Amount (C + F)</u>	<u>Selection Criterion A Score *** (0-70)</u>	<u>Selection Criterion B Score (0-30)</u>	<u>Total Selection Criterion Score (H + I)</u>
The Steam Company dba The Beverage Bar	\$332,752.57	1	\$332,752.57	\$109,333.02	0	0	\$332,752.57	70.0	20	90
ABP Corporation dba Au Bon Pain	\$115,122.89	1	\$115,122.89	0	0	0	\$115,122.89	24.2	30	54.2
* Guaranteed Rent Adjustment Factor: from 1.00 (no uncertainty about A) to as low as 0.50 (great uncertainty about A); however may be as low as 0.00 per guidelines										
** Percentage Rent Adjustment Factor: as high as 0.50 (no uncertainty about D) to as low as zero (great uncertainty about D)										
*** Selection Criterion A Score: 70 multiplied by the ratio of the Adjusted Total Rent Amount for the proposer to the highest Adjusted Total Rent Amount (from column G)										

XII-16

Staff Summary



Metropolitan Transportation Authority

Page 1 of 3

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

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

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance Committee	07/22/13	X		
2	Board	07/24/13	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: A Ceriello Corp dba Ceriello Fine Foods ("Ceriello")
LOCATION: Retail Space MKT-08, 09, 10 and 11 and Storage Space BS-05, Grand Central Terminal
ACTIVITY: The retail operation of a high quality butcher shop, including the sale of specialty Italian food products and tenant-prepared Italian side dishes
ACTION REQUESTED: Approval of terms
TERM: 10 years
SPACE: Approximately 850 sq. ft. and 108 sq. ft. of storage space
COMPENSATION: Annual Base Rent plus 8% of gross sales over a Breakpoint, as follows:

<u>Year</u>	<u>Annual Base Rent</u>	<u>PSF</u>	<u>Breakpoint</u>
1	\$340,000.00	\$400.00	\$4,250,000.00
2	\$351,050.00	\$413.00	\$4,388,125.00
3	\$362,459.13	\$426.42	\$4,530,739.06
4	\$374,239.05	\$440.28	\$4,677,988.08
5	\$386,401.82	\$454.60	\$4,830,022.69
6	\$398,959.87	\$469.36	\$4,986,998.43
7	\$411,926.07	\$484.61	\$5,149,075.88
8	\$426,313.87	\$500.36	\$5,316,420.85
9	\$439,136.36	\$516.63	\$5,489,204.53
10	\$453,408.29	\$533.42	\$5,667,603.67

STORAGE RENT: \$82.00 per sq. ft. per year, increasing annually by 3%
MARKETING: \$10.61 per sq. ft. per year increasing annually by 3%
TRASH: \$12.00 per sq. ft. per year increasing annually by 3%
SECURITY: Three months' minimum rent, plus a guaranty of Andrea Ceriello (limited to six months' rent after vacating of premises)
INSURANCE: Standard

Staff Summary

FINANCE COMMITTEE MEETING

A Ceriello Corp dba Ceriello Fine Food (Cont'd.)

CONSTRUCTION

PERIOD: 60 days

COMMENTS:

In response to a recent MTA Request for Proposals ("RFP") for Retail Space MKT-08, 09, 10 and 11, Grand Central Terminal, three proposals were received. After issuance of a request for best and final offers ("BAFO"), one of the initial proposers, Fleisher's Grass-Fed and Organic Meats dba Fleisher's, withdrew its proposal. The two remaining proposals were received from Ceriello and Tom's Meat Market dba Tom's Meat Market.

Per the *Guidelines for Selection of Tenants for Grand Central Terminal* approved by the MTA Board in November 2009, the proposals 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 proposal's indirect economic 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 Ceriello were both higher than the Unadjusted Guaranteed Rent Amount and the Total Selection Criteria Scores for the other proposer; consequently a selection committee was not convened. The rent proposed by Ceriello exceeds the estimated fair market rental value of the subject space, as determined by Williams Jackson Ewing.

Ceriello has been a successful tenant in the Grand Central Market since first opening in 1998. It is a high quality butcher and purveyor of Italian grocery items and an assortment of tenant-produced Italian entrée and side dishes, and has earned great customer loyalty for its products. Ceriello has proposed a significant renovation, which will include the installation of new equipment and other fixtures throughout the store.

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

Staff Summary



Metropolitan Transportation Authority

Page 3 of 3

Grand Central Terminal Retail Leasing Evaluation Sheet

Evaluator: Nancy Marshall, Director GCT Development

Space: MKT- 08-11 (currently Ceriallo)

Date: June 24, 2013

Scoring	A	B	C	D	E	F	G	H	I	J
	<u>Unadjusted Guaranteed Rent Amount</u>	<u>Guaranteed Rent Adjustment Factor*</u>	<u>Adjusted Guaranteed Rent Amount (A x B)</u>	<u>Unadjusted Percentage Rent Amount</u>	<u>Percentage Rent Adjustment Factor**</u>	<u>Adjusted Percentage Rent Amount (D x E)</u>	<u>Adjusted Total Rent Amount (C + F)</u>	<u>Selection Criterion A Score *** (0-70)</u>	<u>Selection Criterion B Score (0-30)</u>	<u>Total Selection Criterion Score (H + I)</u>
Ceriallo Fine Foods	\$ 2,857,847	1	\$ 2,857,847	0	0	0	\$ 2,857,847	70	20	90
Tom's Meat Market	\$ 2,056,756	1	\$ 2,056,756	0	0	0	\$ 2,056,756	50	15	65
* Guaranteed Rent Adjustment Factor: from 1.00 (no uncertainty about A) to as low as 0.50 (great uncertainty about A); however may be as low as 0.00 per guidelines										
** Percentage Rent Adjustment Factor: as high as 0.50 (no uncertainty about D) to as low as zero (great uncertainty about D)										
*** Selection Criterion A Score: 70 multiplied by the ratio of the Adjusted Total Rent Amount for the proposer to the highest Adjusted Total Rent Amount (from column G)										

XII-19

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 NANCY MARSHALL

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

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance Committee	07/22/13	X		
2	Board	07/24/13	X		

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

AGENCY: MTA Metro-North Railroad ("Metro-North")
 LICENSOR: Café Grumpy Holdings LLC dba Café Grumpy ("Café Grumpy")
 LOCATION: Retail Space MC-72
 ACTIVITY: The retail sale of tenant-branded coffee, coffee beverages and related menu items
 ACTION REQUESTED: Approval of terms
 TERM: Ten years
 SPACE: Approximately 759 sq. ft.
 COMPENSATION: Annual Base Rent plus 10% of gross sales over Breakpoint, as follows:

Year	Annual Base Rent	PSF	Breakpoint
1	\$379,500.00	\$500.00	\$2,000,000.00
2	\$390,885.00	\$515.00	\$2,060,000.00
3	\$402,611.55	\$530.45	\$2,121,800.00
4	\$414,689.90	\$546.36	\$2,185,454.00
5	\$427,130.59	\$562.75	\$2,251,017.62
6	\$439,944.51	\$579.64	\$2,318,548.15
7	\$453,142.85	\$597.03	\$2,388,104.59
8	\$466,737.13	\$614.94	\$2,459,747.73
9	\$480,739.25	\$633.39	\$2,533,540.16
10	\$495,161.42	\$652.39	\$2,609,546.37

MARKETING: \$10.61 per sq. ft. per year increasing annually by 3%
 TRASH: \$12.00 per sq. ft. per year increasing annually by 3%
 SECURITY: Three months minimum rent plus a guaranty from a Café Grumpy principal (limited to six months' rent after vacating of premises)
 INSURANCE: Standard
 CONSTRUCTION: 60 days

Staff Summary

FINANCE COMMITTEE MEETING

Café Grumpy Holdings LLC dba Café Grumpy (Cont'd.)



Metropolitan Transportation Authority

Page 2 of 2

PERIOD:

COMMENTS

In response to a recent MTA Request for Proposals ("RFP") for Retail Space MC-72, Grand Central Terminal, proposals were received from eleven firms. Proposals were received from Café Grumpy, Pachanga Inc dba FIKA, CaffèFino, LLC dba Caffè Fino, JAGR LLC dba Joe, Fresh Juice and Ice Cream Delights Inc dba Organic 3, Oren's GCT, LLC dba Oren's Daily Roast, Irving Farm Coffee Roasters dba Irving Farm, New Amsterdam Coffee & Tea Depot LLC dba NACT- Depot, LDV Restaurant Group dba Corso Coffee, Starbucks Corp dba Starbucks, and Argo Tea, Inc dba Argo Tea.

Per the Guidelines for Selection of Tenants for Grand Central Terminal approved by the MTA Board in November 2009, such proposals 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 a proposal's indirect economic benefit to the MTA.

The RFP for this Lexington Passage space (1) required tenants to engage in the sale of tenant-branded coffee, (2) precluded national chains, (3) precluded the sale of soups, salads, sandwiches or fast food entrée items, and (4) disfavored tenants who proposed to sell similar products using the same brand name at both the subject location and another location in the Terminal. In spite of these requirements, two national chains — Starbucks Corp and Argo Tea, Inc. — submitted proposals, which were deemed unresponsive and thus eliminated by the Director of GCT Development. Though Starbucks proposed a slightly higher Unadjusted Guaranteed Rent Amount than that proposed by Café Grumpy (Starbucks' Unadjusted Guaranteed Rent Amount was \$3.47 million; Café Grumpy's was \$3.15 million, approximately 10 percent lower), Starbucks is indisputably a national chain, with more than 11,000 stores in the United States. Moreover, Starbucks already has a location in GCT — in the "Shuttle Passage" — and the RFP expressly disfavored a tenant that would be selling similar products elsewhere in GCT using the same brand name. Argo Tea (which in any event proposed Unadjusted Guaranteed Rent Amount substantially lower than that proposed by Café Grumpy) is also a national chain, with over 25 United States stores as well as overseas stores.

As illustrated in the attached chart, Café Grumpy's Unadjusted Guaranteed Rent Amount (i.e. the proposed guaranteed minimum rent, on a present value basis determined using a discount rate of 6%) and its Total Selection Criteria Score were both higher than those for the eight responsive proposers; and consequently a selection committee was not convened. The rent proposed by Café Grumpy exceeds the estimated fair market rental value of the subject space, as determined by Williams Jackson Ewing.

Café Grumpy is an independently owned specialty coffee company founded in Greenpoint, Brooklyn in 2005. Café Grumpy has five retail locations, an in-house coffee roasting and coffee wholesaling program and an in-house artisanal bakery. Café Grumpy plans to completely renovate the subject space, placing emphasis on streamlining the current coffee and pastry service. The preliminary design provides for two points of ordering and service, and opening up the Lexington Avenue entrance and alcoves where visibility from Lexington Avenue would be greatly improved.

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

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 ALICIA BIGGS

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

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance Committee	07/22/13	X		
2	Board	07/24/13	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: Westchester Consumer Empowerment Center (the "Empowerment Center")

LOCATION: Mount Vernon East Station on Metro-North's New Haven Line

ACTIVITY: Retail sale of coffee, teas, non-alcoholic beverages, breakfast bakery items, newspapers and magazines.

ACTION REQUESTED: Approval of terms

TERM: Five years with one five-year option

SPACE: Approximately 165 sq. ft. concession space and 84 sq. ft. of storage space

COMPENSATION: Fixed Rent as follows:

Year	Annual	Monthly	% Increase	Per Sq. Ft.
1	\$4,500.00	\$375.00	3%	\$18.07
2	\$4,635.00	\$386.25	3%	\$18.61
3	\$4,774.05	\$397.84	3%	\$19.17
4	\$4,917.27	\$409.77	3%	\$19.75
5	\$5,064.78	\$422.07	3%	\$20.34
6	\$5,216.72	\$434.73	3%	\$20.95
7	\$5,373.22	\$447.77	3%	\$21.58
8	\$5,534.41	\$461.20	3%	\$22.23
9	\$5,700.44	\$475.04	3%	\$22.89
10	\$5,871.45	\$489.29	3%	\$23.58

COMMENTS:

In response to a recent MTA request for proposals for retail space at Metro-North's Mount Vernon East Station, two proposals were received. The highest rent proposal was from the Empowerment Center, which offered \$4,500 for the initial year with 3% annual increases over the term of the lease. Such rent exceeds the fair market rental value of \$4,200 per annum, as estimated by MTA Real Estate's independent consultant. Over the 10-year term, the present value of such proposed rent, using a 9% discount rate, is \$32,423.58. The second proposal was from business partners Jacqueline Walcott and May Young, who submitted a proposal with a present value of \$30,262.21.

Staff Summary

FINANCE COMMITTEE MEETING

Westchester Consumer Empowerment Center (Cont'd.)



Metropolitan Transportation Authority

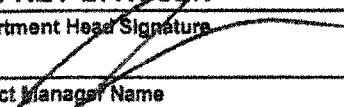
Page 2 of 2

The Empowerment Center is a nonprofit organization that provides support to and advocates on behalf of individuals who are socially disadvantaged by providing training and employment in supportive environments. The Empowerment Center has operated a soup kitchen in New Rochelle for the past 15 years, and is working to establish an institute, located only several blocks from the Mount Vernon East Station at the Empowerment Center's headquarters, to train clients in culinary skills.

In addition to coffee, tea and breakfast bakery items, the concession will be used to showcase different food items from the culinary institute and will employ institute students. To ensure that all commuters at the station are served in a convenient and timely manner, in addition to the existing concession space, a rolling coffee cart will be placed in the station overpass across from the ticket agent. The cart will be stored within the concession space during off hours. The organization has the necessary funding to build out and operate the concession.

Based on the foregoing, MTA Real Estate requests authorization to enter into a lease agreement with the Empowerment Center 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 ALICIA BIGGS

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

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance Committee	07/22/13	X		
2	Board	07/24/13	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: Whitehall Café, Inc.
 LOCATION: North White Plains Station on Metro-North's Harlem Line
 ACTIVITY: Retail sale of coffee, teas, non-alcoholic beverages, breakfast bakery items, newspapers and magazines.
 ACTION REQUESTED: Approval of terms
 TERM: Ten years
 SPACE: Approximately 80 sq. ft.
 COMPENSATION: Fixed Rent as follows:

Year	Annual	Monthly	% Increase	Per Sq. Ft.
1	\$15,000.00	\$1,250.00	3%	\$187.50
2	\$15,450.00	\$1,287.50	3%	\$193.13
3	\$15,913.50	\$1,326.13	3%	\$198.92
4	\$16,390.00	\$1,365.83	3%	\$204.88
5	\$16,882.63	\$1,406.89	3%	\$211.03
6	\$17,389.11	\$1,449.09	3%	\$217.36
7	\$17,910.78	\$1,492.57	3%	\$223.88
8	\$18,448.11	\$1,537.34	3%	\$230.60
9	\$19,001.55	\$1,583.46	3%	\$237.52
10	\$19,571.60	\$1,630.97	3%	\$244.65

COMMENTS:

In response to a recent MTA request for proposals for the coffee concession in the overpass at Metro-North's North White Plains Station, four proposals were received. The highest rent proposal was from Whitehall Café, Inc., which offered \$15,000 for the initial year with 3% annual increases over the term of the lease. Such rent exceeds the fair market rental value of \$10,620 per annum, as estimated by MTA Real Estate's independent consultant. Over the 10-year term, the present value of such proposed rent, using a 9% discount rate, is \$108,078.16. The remaining proposals were from Station Café, LLC, which submitted a proposal with a present value of \$103,753.36; Alauddin Quraishi, whose proposal had a present value of \$81,929.01; and Java Hut, the incumbent licensee, which submitted a proposal with a present value of \$59,225.90.

Staff Summary

FINANCE COMMITTEE MEETING Whitehall Café, Inc. (Cont'd.)

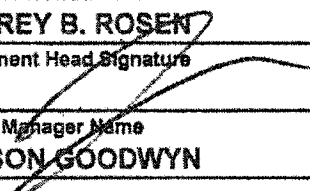


Page 2 of 2

The owner of Whitehall Café, Inc., Mrs. Reshma Shah, has successfully operated the Whitehall Pretzels and Ice Cream shop at the Staten Island Ferry Terminal in Manhattan since 2009. At North White Plains, she plans to offer coffee, tea, pastries, fruits, snacks and newspapers/magazines. She has a good credit rating and the financial capacity, verified in her credit report, to renovate and operate the concession. Mrs. Shah has agreed to personally guarantee the obligations of the corporate lessee under the lease.

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

Staff Summary

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

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

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance Committee	07/22/13	X		
2	Board	07/24/13	X		

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

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

LICENSEE: Alfonso Quinones-Sanchez D/B/A AJ Taxi Service ("AJ")

LOCATION: Metro-North's Beacon Station parking facility

ACTIVITY: Operation of taxi parking spaces

ACTION REQUESTED: Approval of terms

TERM: 5 years, subject to termination at will by MTA on 60 days' notice.

SPACE: 5 taxi spaces

COMPENSATION	YEAR	ANNUAL	MONTHLY	% INCREASE
	1	\$17,500.00	\$1,458.33	
	2	\$18,025.00	\$1,502.08	3%
	3	\$18,565.75	\$1,547.15	3%
	4	\$19,122.70	\$1,593.55	3%
	5	\$19,696.45	\$1,641.37	3%

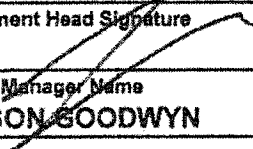
COMMENTS

In response to a recent MTA request for proposals relating to taxi parking spaces at various Metro-North Stations, three proposals were received with respect to spaces at the Beacon Station. AJ submitted the highest proposal of \$3,500 per space for each of the available five spaces during the initial year, with annual increases of 3% over the term of the license agreement, which exceeded the asking compensation in the RFP. Over the 5-year term, the net present value of such compensation, using a 9% discount rate, is \$71,910.84. A second proposal came from Roger Pauletta D/B/A NBelite Taxi, who submitted a proposal for all five spaces with a net present value of \$61,900.29. The third proposal was from Jesse Williams, who submitted a proposal for one space with a net present value of \$6,163.93.

Alfonso Quinones-Sanchez, an experienced taxi driver, went into business for himself in 2010. He has sufficient financial resources and experience to operate under the proposed license agreement, is in compliance with the City of Beacon's registration requirements and has agreed to participate in Metro-North's Guaranteed Ride Home Program as a condition of his license.

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

Staff Summary

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

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

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance Committee	07/22/13	X		
2	Board	07/24/13	X		

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

AGENCY: MTA Metro-North Railroad ("Metro-North")
 LICENSEE: Shahnaz Kausar D/B/A Perfect Car and Limo, Inc. ("Perfect Car")
 LOCATION: Metro-North's Yonkers Station
 ACTIVITY: Operation of taxi parking spaces
 ACTION REQUESTED: Approval of terms
 TERM: 5 years, subject to termination at will by MTA on 60 days' notice.
 SPACE: 2 taxi spaces located in front of the Yonkers Station building
 COMPENSATION:

YEAR	ANNUAL	MONTHLY	% INCREASE
1	\$4,500.00	\$375.00	
2	\$4,800.00	\$400.00	6.6%
3	\$5,200.00	\$433.33	8.3%
4	\$5,600.00	\$466.66	7.7%
5	\$6,020.00	\$501.66	7.5%

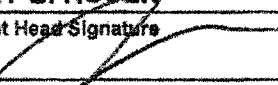
COMMENTS

In response to a recent MTA request for proposals relating to taxi parking spaces at various Metro-North Stations, two proposals were received with respect to space at the Yonkers Station. Perfect Car submitted the highest proposal of \$2,250 per space for the initial year with annual increases as shown above, which exceeded the asking compensation in the RFP. Over the 5-year term, the net present value of such proposed compensation, using a 9% discount rate is \$20,063.72. The second proposal, with a net present value of \$16,436.73, was submitted by Matrix Car & Limo.

Perfect Car has operated successfully in the Yonkers area and is in compliance with licensing requirements of the City of Yonkers.

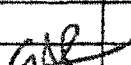
Based on the foregoing, MTA Real Estate requests authorization to enter into a license agreement with Perfect Car on the above-described terms and conditions.

Staff Summary

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

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

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance Committee	07/22/13	X		
2	Board	07/24/13	X		

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

AGENCY: MTA Metro-North Railroad ("Metro-North")
 LICENSEE: Manor Car Service, Inc. ("Manor Taxi")
 LOCATION: Metro-North's Pelham Station parking facility
 ACTIVITY: Operation of taxi parking spaces
 ACTION REQUESTED: Approval of terms
 TERM: 5 years, subject to termination at will by MTA on 60 days' notice.
 SPACE: 3 taxi spaces

COMPENSATION:	YEAR	ANNUAL	MONTHLY	% INCREASE
	1	\$2,850.00	\$237.50	
	2	\$2,935.55	\$244.62	3%
	3	\$3,023.55	\$251.96	3%
	4	\$3,114.27	\$259.52	3%
	5	\$3,207.69	\$267.30	3%

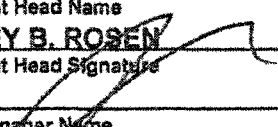
COMMENTS

Recently MTA issued an RFP for taxi parking spaces at various Metro-North Stations, which included 3 spaces at the Pelham Station. No proposals were received with respect to such spaces at Pelham Station pursuant to such RFP. However, subsequent to the RFP due date, Manor Taxi contacted MTA Real Estate and inquired about providing taxi service at the Pelham Station. MTA Real Estate negotiated compensation of \$950.00 per space per annum with Manor Taxi, which exceeds the asking compensation that was set forth in the RFP. The net present value of such proposed compensation is \$11,734.34, using a discount rate of 9%.

Manor Taxi has been operating in the Town of Pelham area since 2004 and is in compliance with the local registration requirements to operate in the Town of Pelham.

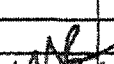
Based on the foregoing, MTA Real Estate requests authorization to enter into a license agreement with Manor Taxi on the above-described terms and conditions.

Staff Summary

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

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

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance Committee	07/22/13	X		
2	Board	07/24/13	X		

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

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

LICENSEE: 83 Calvert Street Realty LLC ("Calvert Realty")

LOCATION: Metro-North's New Haven Line adjacent to 83 Calvert Street, Harrison, New York

ACTIVITY: Access and parking

ACTION REQUESTED: Approval of terms

TERM: 5 years, subject to termination at will by MTA on 60 days' notice

SPACE: 14,000 square feet

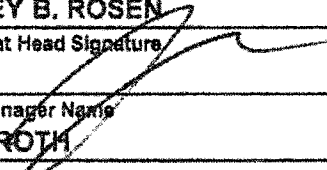
COMPENSATION:	<u>Year</u>	<u>Annual</u>	<u>Monthly</u>	<u>% Increase</u>
	1	\$8,250.00	\$687.50	
	2	\$8,642.50	\$720.20	4.75
	3	\$9,039.27	\$753.27	4.59
	4	\$9,440.45	\$786.70	4.46
	5	\$9,981.17	\$831.76	5.72

COMMENTS

The subject property, located in Harrison on Metro-North's New Haven Line right of way, is a landlocked parcel which is burdened by Metro-North's catenary structures and unable to be developed for any use other than parking. The property has been utilized for parking by successive owners of the adjacent office building, 83 Calvert Street, since 1981 under a lease, currently month-to-month, which was assigned to Calvert Realty in April of 2001, as part of Calvert's acquisition of properties located at 83 and 93 Calvert Street. Calvert Realty is the only adjacent land owner to this portion of the right of way. Based on conversations with area brokers, MTA Real Estate believes the negotiated license fee, a 28% increase over the current fee, to be consistent with fair market value, given the use limitation and termination provisions that will be contained in the license agreement.

Based on the foregoing, MTA Real Estate requests authorization to enter into a license agreement with 83 Calvert Realty on the above terms and conditions.

Staff Summary

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

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

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance Committee	07/22/13	X		
2	Board	07/24/13	X		

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

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

LICENSEE: New York State Office of Parks, Recreation and Historic Preservation ("OPRHP")

LOCATION: Right-of-way north of the Morris Heights station, Hudson Line, adjacent to Roberto Clemente State Park, Bronx, NY

ACTIVITY: License of portion of right-of-way for park use

ACTION REQUESTED: Approval of terms

TERM: One year with automatic annual renewals thereafter, subject to termination at will by MTA on 60 days' notice

SPACE: Approximately 16,648 square feet of unimproved land

COMPENSATION: \$1.00, fee waived

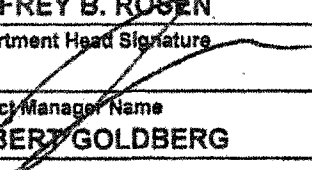
COMMENTS

OPRHP has requested the use of a portion of Metro-North's Hudson Line right-of-way to allow for the expansion of an athletic field in Roberto Clemente State Park, which lies between the Hudson Line and the Harlem River between Metro-North's Morris Heights and University Heights stations. Metro-North has analyzed the area, which is the location of an unused rail spur, and has confirmed that licensing this parcel to OPRHP will have no impact on current or planned operations. OPRHP will install fencing to Metro-North specifications. Should Metro-North require the licensed area in the future, it will have the ability to terminate the agreement on 60 days' notice. Licensing this unused portion of right-of-way to OPRHP will allow it to construct a football field.

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

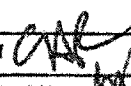
MTA LONG ISLAND RAIL ROAD

Staff Summary

Subject LICENSE AGREEMENT
Department REAL ESTATE
Department Head Name JEFFREY B. ROSEN
Department Head Signature 
Project Manager Name ROBERT GOLDBERG

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

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance Committee	07/22/13	X		
2	Board	07/24/13	X		

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

AGENCY: MTA Long Island Rail Road ("LIRR")
 LICENSEE: NGK Realty Inc., d/b/a K.E.D. Food Service Corporation ("K.E.D.")
 LOCATION: Portion of unused right-of-way adjacent to 150 Denton Avenue, Lynbrook, New York
 ACTIVITY: Access and parking for adjacent business
 ACTION REQUESTED: Approval of terms
 TERM: 10 years, subject to termination at will by MTA on 60 days notice
 SPACE: Approximately 3,720 square feet

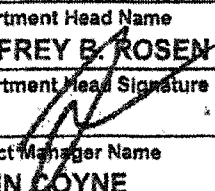
COMPENSATION:	Year	Annual	Monthly	% Increase
	1	\$6,000.00	\$500.00	
	2	\$6,300.00	\$525.00	5%
	3	\$6,615.00	\$551.25	5%
	4	\$6,945.75	\$578.82	5%
	5	\$7,293.04	\$607.76	5%
	6	\$7,657.69	\$638.15	5%
	7	\$8,040.57	\$670.05	5%
	8	\$8,442.60	\$703.55	5%
	9	\$8,864.73	\$738.73	5%
	10	\$9,307.97	\$775.67	5%

COMMENTS

MTA Real Estate received a request from K.E.D. to expand the footprint of its existing 1,750 sq. ft. license agreement with the LIRR on a strip of LIRR's unused right-of-way adjacent to the Babylon Branch adjacent to K.E.D.'s property at 150 Denton Avenue in Lynbrook. The property is just east of the Lynbrook station at the bottom of an embankment below the operating tracks. K.E.D. proposes to expand the area covered by its license agreement to 3,720 sq. ft., to continue to use the subject property as a driveway and access way to the back of its own property, and also park work vehicles on the subject property. Based on conversations with area brokers, the proposed compensation, which is 59% higher than the current compensation, is within the range of market value for similar use in the area of the subject property given the license's use restrictions and termination provisions.

Based on the foregoing, MTA Real Estate requests authorization to enter into a license agreement with K.E.D. Inc. 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 JOHN DOYNE

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

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance Committee	07/22/13	X		
2	Board	07/24/13	X		

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

AGENCY: MTA Long Island Rail Road
 PROPERTY: 40-36 Main Street (Queens Block 5037, Lot 57)
 OWNER: Aron Forem
 ACTIVITY: Acquisition of property
 ACTION REQUESTED: Authorization to commence steps for acquisition
 LOT SIZE: Approximately 2,550 square feet

COMMENTS

In connection with capital improvements to the LIRR Flushing-Main Street Station, it is necessary to acquire the property known as 40-36 Main Street, Flushing, New York, a/k/a Queens County Block 5037, Lot 57 (the "Property"). The Property is improved with a small, one-story commercial building that presently is vacant, although the owner claims to have signed a new lease. LIRR requires the Property in order to demolish the existing building and install a new elevator to the Station platform, a machine room and a LIRR ticket office. Acquisition of the Property for this purpose also would enhance LIRR's presence on busy Main Street and provide a safer, more visible entry point for westbound customers than the current entrance in an alley off of 40th Road.

MTA Real Estate will endeavor to acquire the Property via negotiation. If a negotiated agreement is not reached, MTA may be compelled to acquire the Property by eminent domain. Therefore, we must begin taking steps to satisfy the requirements of the Eminent Domain Procedure Law in order to preserve MTA's rights and lessen the potential for future delays to the project. The property acquisition will be subject to satisfactory completion of any necessary environmental reviews.

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

BOARD RESOLUTION

WHEREAS, acquisition of the property located at 40-36 Main Street, Flushing, New York, a/k/a Queens Block 5037, Lot 57 (the "Property") to construct a new elevator to LIRR's Flushing-Main Street Station platform, a machine room and a LIRR ticket office will allow LIRR to expand the Flushing-Main Street Station to improve customer safety, service, and convenience; and

WHEREAS, MTA Real Estate will seek to acquire the Property at a reasonable price through a negotiated agreement; and

WHEREAS, if such a negotiated agreement cannot be concluded in a timely manner, acquisition of the Property by eminent domain will allow LIRR 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 the fee interest in the Property 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.

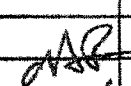
METROPOLITAN TRANSPORTATION AUTHORITY

Staff Summary

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

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

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance Committee	7/22/13	X		
2	Board	7/24/13	X		

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

GRANTEE: Metropolitan Transportation Authority ("MTA")

GRANTOR: Department Of Transportation ("DOT") of the City of New York (the "City"),

LOCATION: Sidewalks adjacent to Grand Central Terminal ("GCT")

ACTIVITY: Installation and maintenance of sidewalk bollards

ACTION REQUESTED: Approval of terms

TERM: Ten years

COMPENSATION: None

COMMENTS

Over the years, Metro-North has installed 213 security bollards in the sidewalks around the perimeter and in the vicinity of Grand Central Terminal.

Permission to construct improvements in the sidewalks must be granted by DOT. In order to formalize the occupancy of the sidewalks by Metro-North's bollards, to permit Metro-North to install an additional 10 bollards on the north side of 42nd Street near Lexington Avenue, and to permit the reconstruction and replacement of existing bollards as needed, the City has requested that MTA enter into a revocable consent agreement in the standard form used by the City for such occupancies. The 10-year agreement can be renewed for additional terms. MTA will enter into such agreement on behalf of Metro-North, as MTA is the lessee under the Harlem-Hudson Lease which includes GCT.

Based upon the foregoing, MTA Real Estate requests permission to enter into a revocable consent agreement with DOT as described above,

Staff Summary



Metropolitan Transportation Authority

Page 1 of 4

Subject LEASE AGREEMENT
Department REAL ESTATE
Department Head Name JEFFREY B. ROSEN
Department Head Signature
Project Manager Name ANDREW GREENBERG

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

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance Committee	07/22/13	X		
2	Board	07/24/13	X		

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

AGENCY: New York City Transit Museum ("Museum") & New York City Transit ("NYCT").

LANDLORD: Salmar Properties, LLC ("Salmar").

LOCATION: Liberty View Industrial Plaza – 850 Third Avenue, Brooklyn, NY (the "Building").

ACTIVITY: New lease for warehouse and archival storage space to be used by Museum and various NYCT departments.

ACTION REQUESTED: Approval of terms.

LEASED PREMISES: Approximately 49,341 rentable square feet ("RSF") comprising a portion of the fifth floor of the Building, to be allocated as follows:

User	RSF
-Museum	20,900
-NYCT Operations Planning	9,437
-NYCT Electronic Maintenance and Automatic Fare Collection	11,125
-NYCT Capital Programs	<u>7,879</u>
Total	49,341

LANDLORD WORK: Landlord to provide at its own cost a turnkey installation, encompassing required "tenant improvements" as well as improvements to base building, based on final construction and engineering drawings that are to be prepared by Landlord at Landlord's cost and expense and consistent with preliminary plans and specifications heretofore provided to Landlord by NYCT.

POSSESSION/RENT COMMENCEMENT: Possession upon substantial completion of Landlord's Work. Rent commencement two months following Possession.

INITIAL TERM: 10 years from Rent Commencement.

Staff Summary

FINANCE COMMITTEE MEETING Liberty View (Cont'd.)



Page 2 of 4

RENEWAL TERMS: Two 5-year extensions at Tenant's option.

ANNUAL BASE RENT:

	<u>Annual Rent</u>	<u>Rent per RSF</u>
<u>Initial Term</u>		
Years 1-5	\$1,084,515.18	\$21.98
Years 6-10	\$1,171,848.75	\$23.75
<u>Renewal Terms*</u>		
Years 11-15	\$820,474.31	\$16.63
Years 16-20	\$933,456.04	\$18.92

*To be the greater of the escalated rent or 90% of fair market value, taking into account tax and operating expense escalations and all other relevant factors.

REAL PROPERTY TAX ESCALATION:

Currently, there are no taxes payable with respect to the property (by virtue of incentives provided to Landlord through the New York City Industrial Development Agency) and therefore no tax escalation is called for. At such time as such exemption ends and the property is assessed taxes, whether or not under a special tax incentive program, the full taxes that would then be payable in the absence of any such tax incentive program will become the "base taxes" for purposes of a tax escalation provision and Tenant will pay additional rent equal to Tenant's proportionate share of any subsequent increases in the property's taxes over such base taxes.

OPERATING EXPENSE ESCALATION:

Tenant to pay its proportionate share of increases in base building operating expenses over a calendar 2014 base year, for which purpose operating expenses will be deemed to be \$2.50 per RSF in 2014 and deemed to increase thereafter at the rate of 3% per annum.

UTILITIES:

Tenant will be responsible for the cost of the electricity it uses in the Leased Premises as measured by direct meter.

SERVICES:

Building central HVAC service during normal business hours, building security and automatic freight elevator services will be provided by Landlord at no extra cost. (After-hours HVAC will be provided at Tenant's own expense by means of supplemental units installed as part of Landlord's Work). At Tenant's option, Landlord will, at Tenant's expense (but at Landlord's actual cost without mark-up), provide cleaning services for the Leased Premises in accordance with Tenant's specifications. Tenant will be entitled to lease up to ten parking spaces for \$180 per space per month.

MAINTENANCE & REPAIR:

At its sole cost and expense, Landlord will be responsible for maintenance and repair of building common areas, common building systems and structural components.

Tenant will be responsible for maintenance and repair of supplemental air conditioning equipment, rooftop equipment and emergency power generating equipment installed at Tenant's behest, and for non-structural repairs within the Leased Premises.

SECURITY DEPOSIT:

None

COMMENTS:

As previously reported to and discussed with the Finance Committee (and for the reasons set forth at length in a written report presented to the Finance Committee at its April 2011 meeting, as updated by a progress report presented to the Finance Committee at its March 2013 meeting), MTA Real Estate, with the assistance of Cushman & Wakefield ("C&W"), TPG Architecture ("TPG") and various other departments of the MTA and its operating agencies, has devised, and been working to refine and implement, a plan to relocate MNR, MTA Police Department and MTA headquarters personnel and equipment from the MTA's properties at 341-347 Madison Avenue (the "Madison Avenue Properties"), and then dispose

Staff Summary

FINANCE COMMITTEE MEETING Liberty View (Cont'd.)



Page 3 of 4

of the Madison Avenue Properties for redevelopment, so as to avoid the costs of remedying years of deferred maintenance there while unlocking the asset value of the underlying development site. MTA management has targeted the second half of next year for the delivery of vacant possession of the Madison Avenue Properties to a developer.

The plan envisions that MTA headquarters personnel will be relocated to the MTA's office building at 2 Broadway, following a re-stacking and densification of that building. However, to accomplish such re-stacking it will first be necessary to relocate the Museum's archival storage space, which is currently located on the 20th floor at 2 Broadway.

With C&W's help, the Museum and MTA Real Estate developed an initial space program (which set forth various adjacency, security and environmental requirements with respect to the various elements of the Museum's collection) and then considered a variety of potential solutions, including leasing space in a specialized fine art storage facility and adapting existing warehouse facilities within the MTA portfolio. However, it became evident that the cost of maintaining the collection in available commercial fine art storage facilities would be prohibitive and that, due to the specific environmental requirements for archival storage, there was nothing suitable within the MTA portfolio. Accordingly, it was determined that renting and upgrading new space in a suitably secure conventional warehouse facility would be the most cost-effective solution.

Given the Museum's need to locate its archives within reasonably close proximity to the Museum's exhibition facility and additional storage facilities in downtown Brooklyn, considerations relating to employee safety and the need for good access to public transportation to facilitate employee and visitor access to the facility, it was determined that a location in Brooklyn would be most suitable, although Long Island City would also be considered. Following a comprehensive survey by C&W of available space, encompassing in excess of 40 properties in Brooklyn and Long Island City, two potentially suitable buildings were identified in Sunset Park -- 882 Third Avenue (a.k.a. "Bush Terminal") and 630 Flushing Avenue -- and a detailed request for proposals was thereupon sent to the owners of such buildings. As only the owner of Bush Terminal responded to such RFP, negotiations with such owner were initiated. Subsequently, however, it became necessary to revise the aforementioned space program to include storage for the Museum's gift shop inventories, which had been housed in a facility at 58 Second Avenue in Brooklyn that was heavily damaged by Superstorm Sandy ("58 Second Avenue"); and MTA Real Estate, having also been charged with identifying suitably "hardened" facilities to house NYCT equipment and materiel that had been stored at 58 Second Avenue and in the basement at 2 Broadway, saw that an opportunity was at hand to address such NYCT requirement and the Museum requirement in a single, cost-effective transaction. Accordingly, MTA communicated such combined space need to the owner of Bush Terminal, as well as to the owner of 630 Flushing Avenue, which remained unresponsive, and to Salmar, which had previously indicated that it was unwilling to subdivide any of its floors to accommodate the Museum requirement but proved amenable to doing so in light of the combined Museum/NYCT requirement.

MTA Real Estate recommends co-locating the above-described Museum and NYCT operations at the Building, based on the following considerations:

a. Although, the 58 Second Avenue facility has been repaired and NYCT has reoccupied it on a temporary basis, NYCT inventories there remain at significant risk of being damaged by a recurrence of the flooding that occurred there during Superstorm Sandy. The 58 Second Avenue lease is not scheduled to expire until December 2014, but it is terminable on 90 days notice without penalty. The MTA has no alternative leased or owned space within its existing inventory to house these operations; and NYCT projects that it will save some \$124,000 per year in rent and other operating expenses by relocating from 58 Second Avenue to the Building.

b. The owner of Bush Terminal, unlike Salmar, is unwilling to take on the risk of undertaking to alter its facility to meet the Museum's fit-out requirements on a turnkey basis.

c. The Building is newly renovated with all new infrastructure, and all of its electrical and mechanical systems are either on the roof or sufficiently raised to protect against risk of future flood damage.

d. Exclusive of the portion of the rent to be paid by the MTA at the Building that is attributable to the MTA's fit-out requirements, such rent is \$1.15 per RSF lower than the rent per RSF that the owner of Bush Terminal would require.

The stipulated rent shown above (which, for MTA's internal accounting purposes, will be apportioned among the various MTA users based on their respective fit-out requirements and not just the amount of space they occupy) is based on a guaranteed maximum cost of \$3,529,543 for Landlord's Work, including contingency, that has been developed by

Staff Summary

FINANCE COMMITTEE MEETING Liberty View (Cont'd.)



Page 4 of 4

Landlord based on preliminary plans and specifications that have been prepared by NYCT. When the final construction plans and specifications for Landlord's Work have been completed, Landlord's Work will be competitively bid out on an open-book basis; and, following the completion of Landlord's Work, if the final actual documented out-of-pocket cost to Landlord of Landlord's Work (exclusive of base building work) has been less than \$3,529,543, Tenant will be entitled to a rent credit equal to 80% of the amount of such savings. The rent will *not* be subject to increase by reason of any cost overruns with respect to Landlord's Work.

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

Staff Summary



Metropolitan Transportation Authority

Page 1 of 1

Subject PERMIT
Department REAL ESTATE
Department Head Name JEFFREY B. ROSEN
Department Head Signature
Project Manager Name MALINDA FOX

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

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance Committee	07/22/13	X		
2	Board	07/24/13	X		

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

AGENCY: Metropolitan Transportation Authority
 PERMITOR: State University of New York
 LOCATION: SUNY Global Center at 116 East 55th Street, New York, NY 10022
 ACTIVITY: Chairman's Safety Awards
 ACTION REQUESTED: Approval of Terms
 TERM: Four Hours
 SPACE: Classroom and Reception Area
 COMPENSATION: \$1875.00

COMMENTS

The MTA is seeking to enter a revocable permit with SUNY Global Center at 116 East 55th Street for the purpose of holding the Chairman's Safety Awards on July 30, 2013 from 7:30 AM to 11:30 AM. The MTA needs an appropriate space to hold the awards ceremony.

Based on the foregoing, MTA requests authorization to enter into a revocable permit with the State University of New York on the above-described terms and conditions.

INFORMATION ITEMS

Memorandum



Metropolitan Transportation Authority

State of New York

Date July 22, 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: JULY 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	\$155.14	Special site conditions will require interim tenancy until there is a station rehab.
2. NYCT	179 th Street Station (F train), Queens	Bachubhai Mehta/Newsstand	180	January 2008	\$1,786.80	To be publicly offered Summer 2013.
3. NYCT	Metropolitan Ave-Lorimer St Station, Brooklyn	All Day Everyday, LLC/Gift Shop	100	May 2013	\$4,000	To be publicly offered Summer 2013.
4. LIRR	Bellmore Station, Bellmore, NY	Newsstation, Inc./Newsstand	120	March 2009	\$300	To be publicly offered Summer 2013.
5. LIRR	Wantagh Station, Wantagh, NY	Newsstation, Inc./Newsstand	121	March 2009	\$300	To be publicly offered Summer 2013.
6. LIRR	Massapequa Station, Massapequa, NY	Newsstation, Inc./Newsstand	120	September 2009	\$150	To be publicly offered Summer 2013.
7. NYCT	34 th St-Penn Station, Broadway 7 th Ave. Line	IRT News, Inc. / Newsstands (4)	720	February 2010	\$13,891.51	To be publicly offered Summer 2013.
8. 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 July 22, 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.

June/July 2013 Event Forecast

Event	Date	Description	Space	Use
Bose	June 1 - 6	Private product launch event for press	Vanderbilt Hall	Private
Belmont Stakes Fan Fest	June 7, 2013	Fan Fest to celebrate the Belmont Stakes, hosted by NY Racing Association	Vanderbilt Hall	Public
Celebrity Cruises	June 10 - 11	Lawn Club Experience with music, croquet, and other elements found onboard the ship	Vanderbilt Hall	Public
MAS Gala	June 13, 2013	Private Gala Dinner for Municipal Art Society	Vanderbilt Hall	Private
K9 Unit Graduation	June 14, 2013	K-9 officers and their dogs graduate from training in a private ceremony	Vanderbilt Hall	Private
Beijing Tourism	June 17, 2013	Kung Fu demonstrations and dance performances to promote Beijing	Vanderbilt Hall	Public
AECOM Blood Drive	July 9, 2013	In partnership with American Red Cross: a blood drive open to the public	Vanderbilt Hall	Public
Chairman Safety Awards	July 30, 2013	As per MNR	Vanderbilt Hall	Private

Memorandum



Metropolitan Transportation Authority

State of New York

Date July 22, 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 July 2013

Licensee	License Dates	Use	Monthly Compensation
Ronni NYC	7/1/2013-9/30/13	Licensee Produced Jewelry	7/2013 \$2500
			8/2013 \$2500
			9/2013 \$2500
Rifle & Radford	7/1/2013-9/30/2013	Licensee Produced Jewelry	7/2013 \$2500
			8/2013 \$2500
			9/2013 \$2500
Ella Vickers	7/1/2013-8/31/2013	Licensee produced bags from recycled materials	7/2013 \$2500
			8/2013 \$2500
Transit Museum Shop	7/1/2013-8/31/2013	MTA Licensed merchandise	7/2013 \$0
			8/2013 \$0

Memorandum



Metropolitan Transportation Authority

State of New York

Date: July 22, 2013
To: Members of the MTA Planning/Real Estate Committee
From: Jeffrey B. Rosen
Re: Protective Leasing of Properties to be acquired for Second Avenue Subway

In March 2007, the MTA Real Estate Department requested and received authorization from the MTA Board to negotiate and enter into lease agreements directly with landlords to secure vacant units within properties to be acquired for the Second Avenue Subway (SAS) Project and also to secure and hold vacant apartment which can be offered to residents displaced by SAS construction. Attached is a status report of the units within such properties for which the Real Estate has entered into protective lease agreements.

**REPORT ON PROTECTIVE LEASE AGREEMENTS ENTERED INTO BY THE REAL ESTATE DEPARTMENT
IN SUPPORT OF SECOND AVENUE SUBWAY
PURSUANT TO BOARD POLICY**

July 22, 2013

Agency / Proj Manager	Address	Use	Size	Owner	Lease Start Date	Term	Monthly Rent	Projected financial exposure
MTA-CC H. Cinque	200 East 63 rd St.	Support of SAS 63 rd St. entrance construction	Approx. 750sf street level and 1,000sf bsmt	63 Company L.L.C.	June 1, 2013	2 Years	16,878.58	\$500,000

Staff Summary



Metropolitan Transportation Authority

Page 1 of 1

Subject EVENT PERMIT
Department REAL ESTATE
Department Head Name JEFFREY B. ROSEN
Department Head Signature
Project Manager Name IAN SALSBERG

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

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance Committee	07/22/13		X	

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

AGENCY: MTA New York City Transit ("NYCT")
 PERMITTEE: Riverkeeper, Inc. ("Riverkeeper")
 LOCATION: Parking Area at the NYCT Ninth Ave Unit Shop (9th Avenue and 208th Street)
 ACTIVITY: Vehicle parking and permission to cross property
 TERM: Saturday, May 11, 2013 from 7:00 am to 8:00 pm
 COMPENSATION: One dollar, payment waived

COMMENTS

Pursuant to Board policy governing short-term licensing of agency property for municipal and not-for-profit activities, Riverkeeper was granted permission to use a portion of the NYCT Ninth Ave Unit Shop's parking lot and for access across the parking lot to the adjacent waterfront. Parking and access was needed to accommodate the 2nd annual "Riverkeeper Sweep" waterfront clean-up event.

The NYCT Ninth Ave Unit Shop is located just south of the NYCT 207th Street Shop & Yard complex in Upper Manhattan. Riverkeeper was granted permission to use approximately 20 parking spaces for vehicle parking for volunteers at the event, as well as permission to cross over the property to access the adjacent North Cove waterfront area. (The waterfront is not owned by MTA, its affiliates, or subsidiaries.)

MTA-Legal approved the Permit to Enter as to form and Riverkeeper provided the appropriate insurance coverage and indemnities.

Staff Summary

Subject DIA ART FOUNDATION
Department REAL ESTATE
Department Head Name JEFFREY B. ROSEN
Department Head Signature
Project Manager Name DAVID ROTH

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

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance Committee	7/22/13		X	

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

Narrative

AGENCY: MTA Metro-North Railroad ("Metro-North")
 PERMITTEE: Dia Art Foundation ("Dia")
 LOCATION: Beacon Station Parking Facility, Beacon, New York
 ACTIVITY: Parking of guests' vehicle with shuttle bus service access
 TERM: Sunday, May 19, 2013, from 10:00 am to 7:00 pm
 SPACE: Lot 1 of the Beacon Station Parking Facility
 COMPENSATION: One dollar, payment waived

COMMENTS:

Pursuant to Board policy governing short-term licensing of railroad facilities for municipal and not-for-profit activities, Dia was granted permission to utilize part of Beacon Station Parking Facility, from 10:00 am to 7:00 pm on Sunday, May 19, 2013, for overflow parking in connection with Dia's one-day event at its Beacon facility. The event permit also allowed Dia's shuttle bus to access the lot and bring guests to and from the event. Dia had use of approximately 100 parking spaces.

MTA-Legal approved the permit as to form, and Dia provided the appropriate insurance coverages and indemnification.

Staff Summary

Subject EVENT PERMIT
Department REAL ESTATE
Department Head Name JEFFREY B. ROSEN
Department Head Signature
Project Manager Name DAVID ROTH

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

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance Committee	7/22/13		X	

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

Narrative

AGENCY: MTA Metro-North Railroad ("Metro-North")
PERMITTEE: Northern Star Quilters' Guild, LTD ("Northern Star")
LOCATION: A portion of Goldens Bridge Parking Facility
ACTIVITY: Parking of guests' vehicles with and shuttle service
TERM: Saturday, May 4, 2013, 9:00 am to 5:00 pm, and
 Sunday, May 5, 2013, 9:00 am to 5:00 pm
COMPENSATION: One dollar payment waived

COMMENTS:

Pursuant to Board policy governing short-term licensing of railroad facilities for municipal and not-for-profit activities, Northern Star was granted permission to utilize the Goldens Bridge Parking Facility, from Saturday, May 4, 2013, 9:00 am to 5:00 pm, and Sunday, May 5, 2013, 9:00 am to 5:00 pm, in connection with its event. Northern Star used approximately 78 spaces for vehicle parking in the North Lot and 34 spaces in Main Lot for its guests and shuttle services access.

MTA-Legal approved the permit as to form, and Northern Star provided the appropriate insurance coverage and indemnities.

Staff Summary

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

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

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance Committee	7/22/13		X	

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

Narrative

AGENCY: MTA Metro-North Railroad ("Metro-North")
PERMITTEE: Pamal Broadcasting, Ltd. ("Pamal")
LOCATION: Beacon Station parking facility, Beacon, New York
ACTIVITY: Overflow parking for guests of Pamal's one-day event
TERM: Sunday, June 2, 2013, from 10:00 a.m. to 9:00 p.m.
SPACE: 100 parking spaces in Lot 6 of the Beacon Station parking facility
COMPENSATION: \$283.00 lump sum payment

COMMENTS:

Pursuant to the 2011 Board policy governing use of railroad facilities by for-profit corporations for temporary access to Metro-North Railroad parking facilities in connection with short-term commercial activities, Pamal was granted permission to utilize part of Lot 6 in Metro-North's Beacon Station parking facility, from 10:00 a.m. to 9:00 p.m. on Sunday, June 3, in connection with Pamal's concert at Dutchess Stadium in Wappingers Falls, New York. The event permit also allowed Pamal's shuttle bus to access the lot and bring guests to and from the event. Pamal had use of 100 parking spaces. The compensation was calculated pursuant to the aforementioned Board policy.

MTA Legal approved the Permit as to form, and Pamal provided the appropriate insurance coverages and indemnification.

Staff Summary

Subject QUITCLAIM SURRENDER AND RELEASE
Department REAL ESTATE
Department Head Name JEFFREY B. ROSEN
Department Head Signature
Project Manager Name PRESCOTT VANN

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

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance Committee	07/22/13		X	

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

AGENCY: MTA New York City Transit ("NYCT")
RELEASEE: The City of New York (the "City")
LOCATION: West 8th Street/NY Aquarium subway station, Coney Island, Brooklyn (the "Station")
ACTIVITY: Release of any interest of NYCT in a pedestrian bridge (the "Bridge") attaching to the Station
COMPENSATION: None
COMMENTS:

In the mid-1950's, with funds from the City, NYCT built the Bridge from the elevated Station connecting said Station to the aquarium and boardwalk in Coney Island, Brooklyn.

The City wishes to promote the economic development of Coney Island waterfront property and related transportation facilities, including the operation of the Coney Island Amusement Park, boardwalk and associated area improvements ("the Coney Island Project"). As part of the Coney Island Project, the City intends to demolish the Bridge and have City agencies arrange for the construction and funding for: (i) a new stairwell to provide access to the Station, covered by a canopy; (ii) a new pedestrian ramp to provide access to the Station in compliance with ADA requirements; (iii) a scenic outlook upper platform landing; and (iv) replacement of the ancillary lighting for the Station.

However, questions have arisen as to whether NYCT has any rights to the Bridge which should be released and discharged before the demolition. The City has requested NYCT to execute a Quitclaim Surrender and Release of any interest it may have in the Bridge so that its demolition may go forward;

Therefore, NYCT will execute a release and surrender of any rights it may have to the Bridge.



Long Island Rail Road

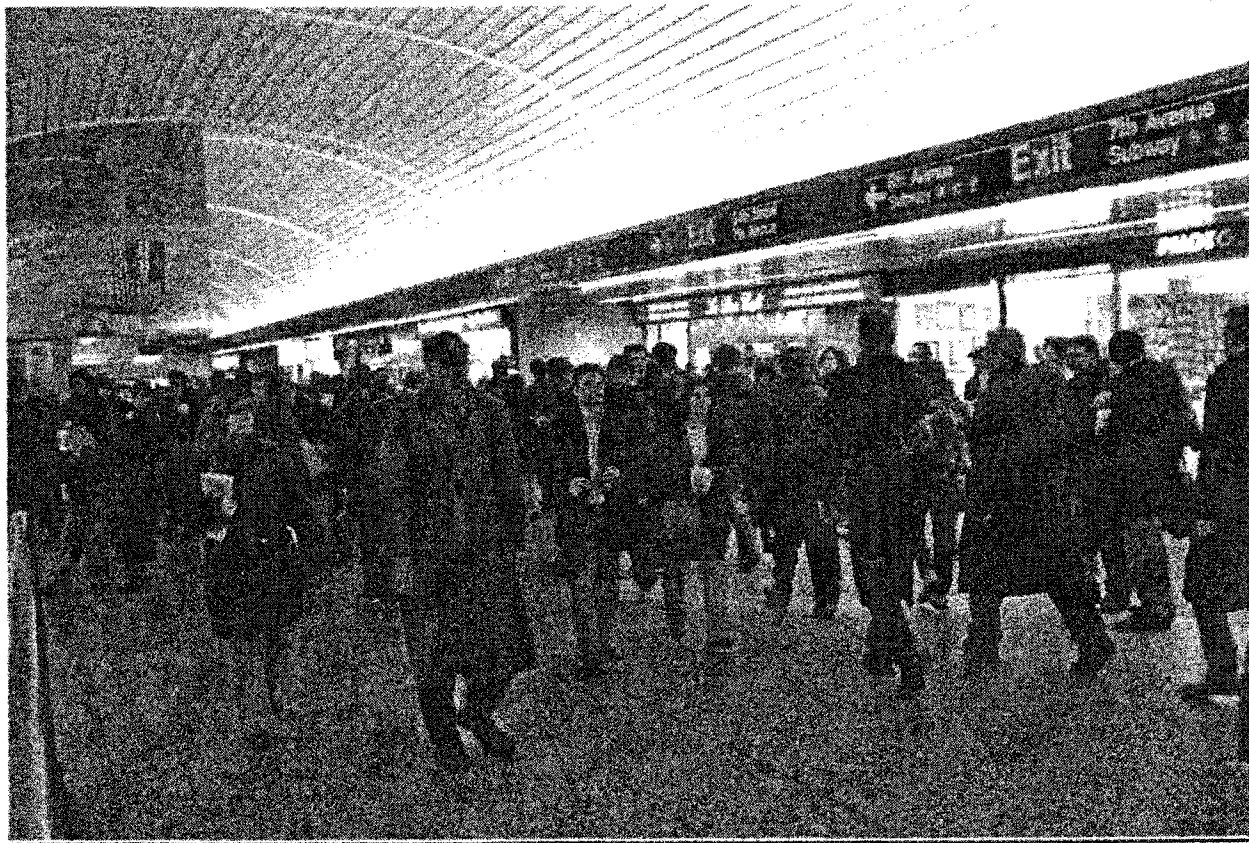
RETAIL DEVELOPMENT

AT

PENN STATION

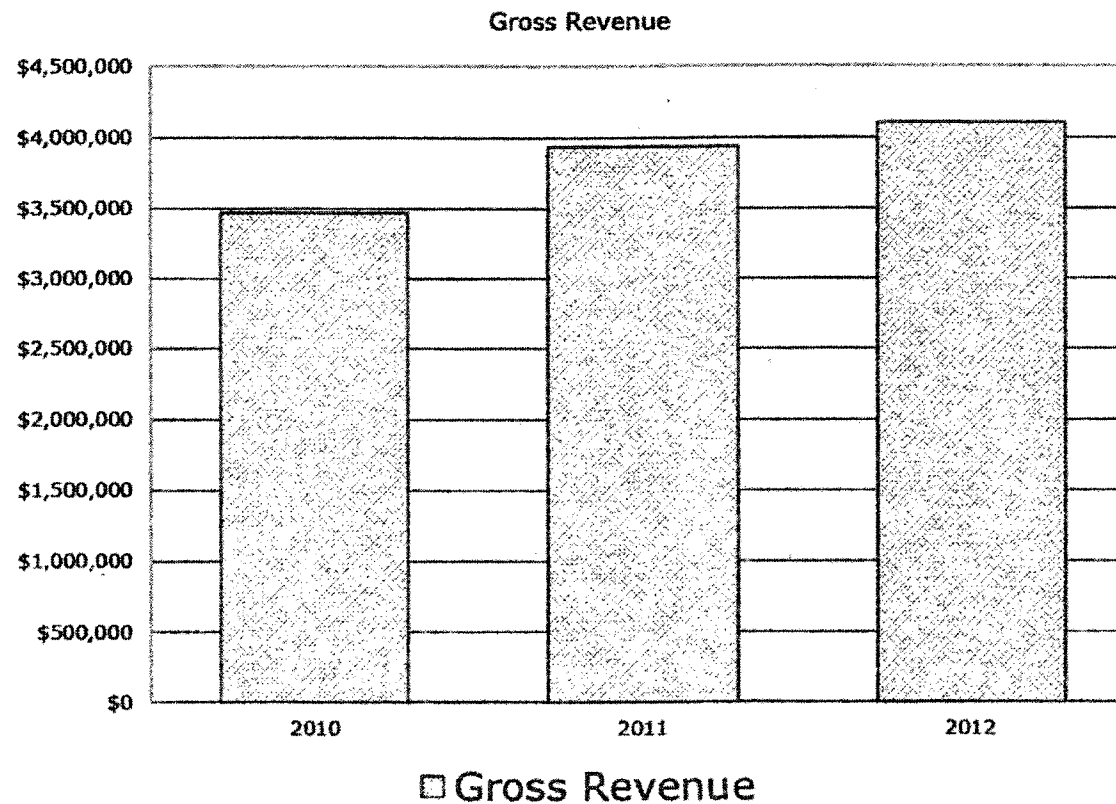
JULY 2013





The MTA LIRR manages 15 retail spaces at Penn Station, of which all but two are leased (approximately 21,310 square feet total). Existing retail tenants provide a mix of customer amenities, mostly food and beverage services and periodical sales. The two vacant spaces are located on the Exit Corridor and were vacated by the former tenants earlier this year after their leases expired. One focus for 2013 is to sign three new tenants for three retail spaces in the Exit Corridor, including the two vacated spaces and a space currently leased to Hudson News. All three locations were offered for lease through the Request for Proposals process earlier this year, and proposals have been received and are under review.

I. PROPERTY PERFORMANCE



Financial Summary: 2010 - 2012 Tenant Revenue

In 2012 gross revenue passed the \$4 million threshold for the first time, increasing 4.3% over 2011, as all 15 stores were

				1Q YTD	1Q YTD	Variance			
	Actual 2010	Actual 2011	Actual 2012	Budget 2013	Actual 2013	<u>Actual '12 v</u> <u>Actual '11</u>		<u>YTD 1st Q</u> <u>Actual v Budget</u>	
						Amount	%	Amount	%
Tenant Revenue	3,451,695	3,932,176	4,099,348	1,008,913	1,053,835	167,172	4.3%	44,922	1.1%

occupied for the entire calendar year.

II. LEASING ACTIVITY (2012 – 2013 1st quarter)

There were no leases signed during the period.

A Request for Proposals was issued for three retail spaces in the Exit Corridor, and proposals are being reviewed.

III. TENANT SALES PERFORMANCE

Please note that only three of 15 leases have lease payments based upon sales volume. They are reported below.

Average Sales per Square Foot by Retail Area

	<u>2011</u>	<u>2012</u>	<u>Q1 2013</u>	<u>Q1 2012</u>
Connecting Concourse	\$1,896	\$1,838	\$265	\$264
Exit Corridor	\$976	\$965	\$463	\$444
West End Concourse	n/a	n/a		n/a
All Penn	\$1,290	\$1,264	\$333	\$323

2012 YEAR END SALES PERFORMANCE

Total reported retail sales for 2012 equaled \$6,311,639 among the three reporting tenants, a 2% decrease. The decrease is attributable to slight decreases in sales at Tracks in the Connecting Concourse and Penn Wine & Spirits in the Exit Corridor, partially offset by a small increase in sales by Auntie Anne's pretzels. First quarter 2013 sales per square foot, as indicated above, show small increases over the same period last year.

IV. MARKETING

Several events throughout the year were held at Penn Station to promote new LIRR ridership growth. These events were promoted through a communications media mix including press releases/advisories, station announcements, electronic customer messages, TrainTalk (the LIRR customer newsletter) articles, webpages, email alerts, social media and print advertising.

Events included:

- MSG Tennis Event – Customers were invited to attend the BNP Paribas Showdown at MSG – a LIRR ride free campaign. Event tickets were raffled off and a fun photo promotion ensued – take your picture with a giant tennis ball.
- Banners – Arch banners were installed in order to promote LIRR programs, such as the Barclays Bethpage Black Golf Tournament and the LIRR Autoshow package. Other banners were installed to promote LIRR promotional Getaways and Packages.
- Electronic Message Boards included messages for promotional events at Penn Station. Getaway Brochure Ads promote LIRR packages and Penn station vendors. NYC Brochure ads were included for several participating vendors.
- LIRR Station Posters – 22x36 posters promoting LIRR ride free packages
- Meet the Managers: Representatives from several LIRR departments are present including Transportation, Station Operations, Service Planning, Government Affairs, Market Development, Mail & Ride, and Public Affairs.
- Mail & Ride Customer Loyalty Program – 37th Anniversary: The Long Island Rail Road honored two of the program Charter members since the Mail & Ride was first introduced in 1975, along with one of the most recent

Mail & Ride customers. The Customer Loyalty Program honors current Mail & Ride customers with special coupons, discounts, and savings to various venues.

- New Customer Mail & Ride Sign-Up Program: Customers are invited to join Mail & Ride with exciting promotions and joint ventures with our partners. Customers who signed up received various incentives. The Sign-Up Program will continue with events at Penn Station throughout the year.
- Transit Transit Magazine: It is done periodically throughout the year to spotlight vendors in Penn Station, as well as new LIRR Promotions. The segments cover some of the Penn Station vendors.
- New Penn Station HD Digital Screens: CBS, MTA and Long Island Rail Road reached an agreement to install new digital screens throughout Penn Station to offer digital advertising and the ability to communicate with customers on real-time train information and customer messaging, as well as the ability to override advertising with emergency information.
- Press Conferences: Several press conferences were held throughout the year to communicate with our customers and the media.

V. ON -GOING CAPITAL PROJECTS

- 1st Avenue Ventilation Plant

The Manhattan 1st Avenue ERT ventilation plant is in the process of being totally rebuilt and modernized including reconstructing the emergency stairs with a lift for Emergency Personnel's Equipment. The Project is forecast for completion in the 4th quarter of 2013.

- ERT Total Track Rehabilitation

In all four ERT's the project to replace the rail and ballast and clean out all the drains is ongoing.

- ERT Tunnel Standpipe

In all four ERT's, the project to modify/augment the existing tunnel standpipe system to provide for remote monitoring of the system for integrity and allow remote filling of discrete legs of the system with water prior to arrival of FDNY in the event of a tunnel emergency achieved substantial completion. Remaining work at 1st Avenue will commence after completion of the 1st Avenue Ventilation Plant Project.

- ERT and Harold 3rd Rail Replacement

A project started in 2010 to replace all the 3rd rail in the ERT and in Harold Interlocking. ERT Third rail work is being coordinated with the Total Track Replacement Project and Harold third rail Replacement is being coordinated with ESA Harold Replacement work.

- **Penn Station HVAC and Escalator Replacement**

A new project will provide for engineering assessment, design and replacement of the LIRR HVAC System and replacement of the 34th Street escalators. This project will ensure LIRR concourses and offices in Penn Station are properly conditioned for the comfort of customers, employees and concessionaires and, provide state of the art escalators to ensure safe uninterrupted access/egress for LIRR customers entering Penn Station through the 34th Street entrance.

- **Penn Station Customer Service Office**

Improvements continued to be made in the Customer Service office at its new location on the Connecting Corridor. Additional electronic signs are expected to provide additional information to customers who visit the office.

- **Penn Station Kiosk**

A new electronic interactive kiosk "On-The-Go" was added as part of a pilot program to provide additional customer information.

VI. Penn Station Vision Project

The Long Island Rail Road, Amtrak and New Jersey Transit (NJT) are in the process of collaborating on a landmark study to develop a vision for the transformation of Penn Station. The goal is for a 2035 vision to transform the station into a world-class rail facility with improved functionality, customer amenities and convenience.

Toward that end, the vision is to develop a long term master plan for improving Penn Station and provide a method to transform the existing Station through a set of interim, short, and long term enhancements to implement the Vision. This incremental approach will ultimately serve as building blocks to creating a renewed and world-class Penn Station complex. Ultimately, by 2035 Penn Station will transform into a station that is passenger-friendly, easy to traverse, iconic in appearance, and meets the future needs of the region for additional passenger capacity and accommodating the influx of new visitors, employees, and residents to midtown Manhattan.

VII. The Moynihan Station Project

The Moynihan Station Project is divided into two phases. Phase 2 relocates Amtrak's ticketing, waiting room and train boarding areas from Penn Station to a new train hall in the Farley Post Office to be called Moynihan Station. Phase 2

is not yet funded. Phase 1 is divided into the following three elements necessary for Phase 2 to proceed: 1) Expansion of the West End Concourse, 2) Installation of a Platform Ventilation System and 3) widening of the Connecting Corridor that connects Penn Station to West End Concourse. All three elements are to be completed by July 2016. As expansion of the West End Concourse has the longest lead time, it is the first of the three Phase 1 elements construction packages to be awarded. The work scope for expanding the West End Concourse involves widening and extending it from Platform 7 to Platform 3, with elevators to Platforms 3 thru 9. In addition, two new entrances to the West End Concourse are constructed on the west side of 8th Avenue at 31st and 33rd Street; the Platform 3 and Platform 9 elevators, connecting to these entrances. The connecting corridor is about to be awarded and construction will begin in the summer of 2013. The structural work for the Platform Ventilation is under construction but the Platform Ventilation Systems Components have not been funded.



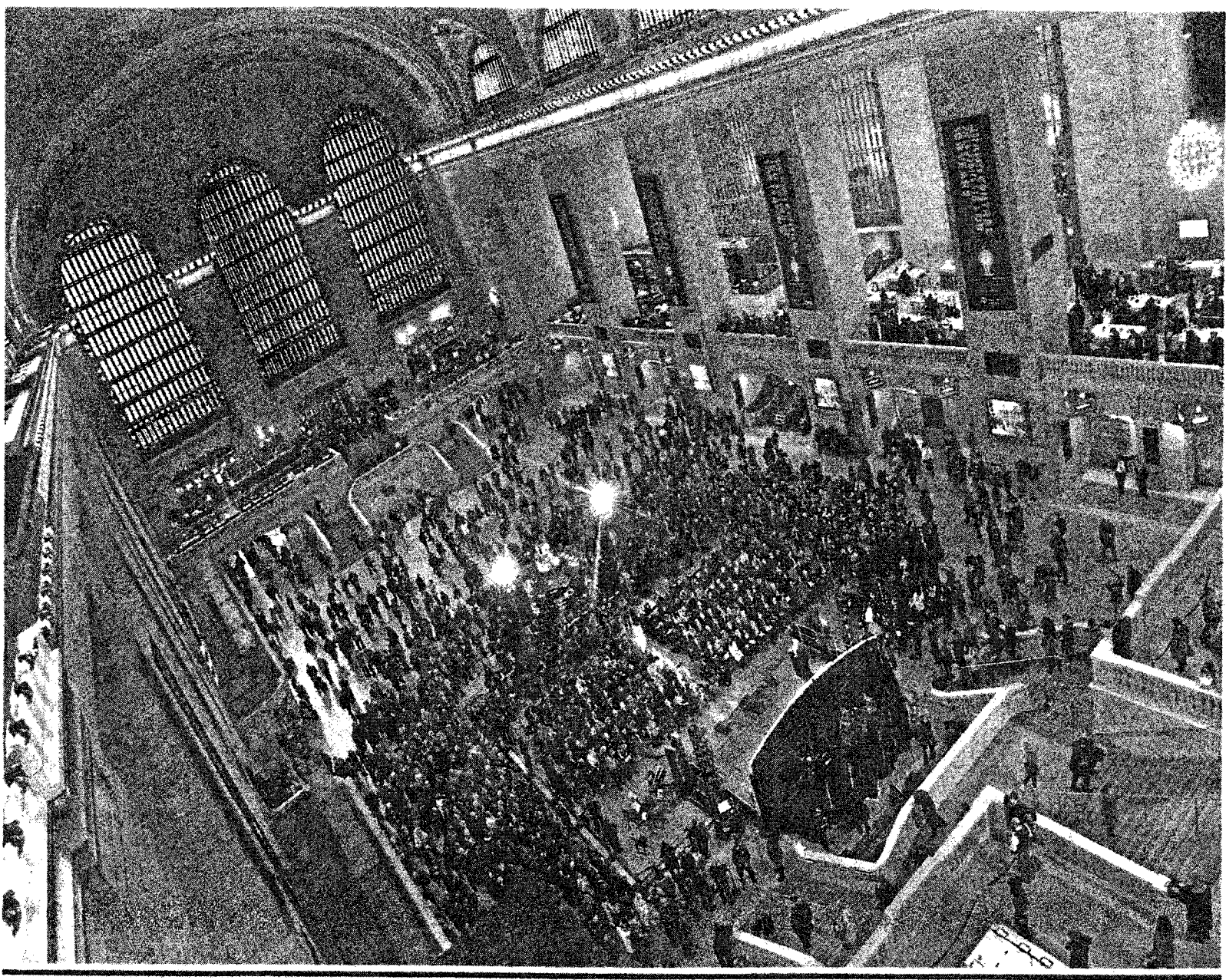
GRAND CENTRAL

100 YEARS

**RETAIL DEVELOPMENT
AT
GRAND CENTRAL TERMINAL**

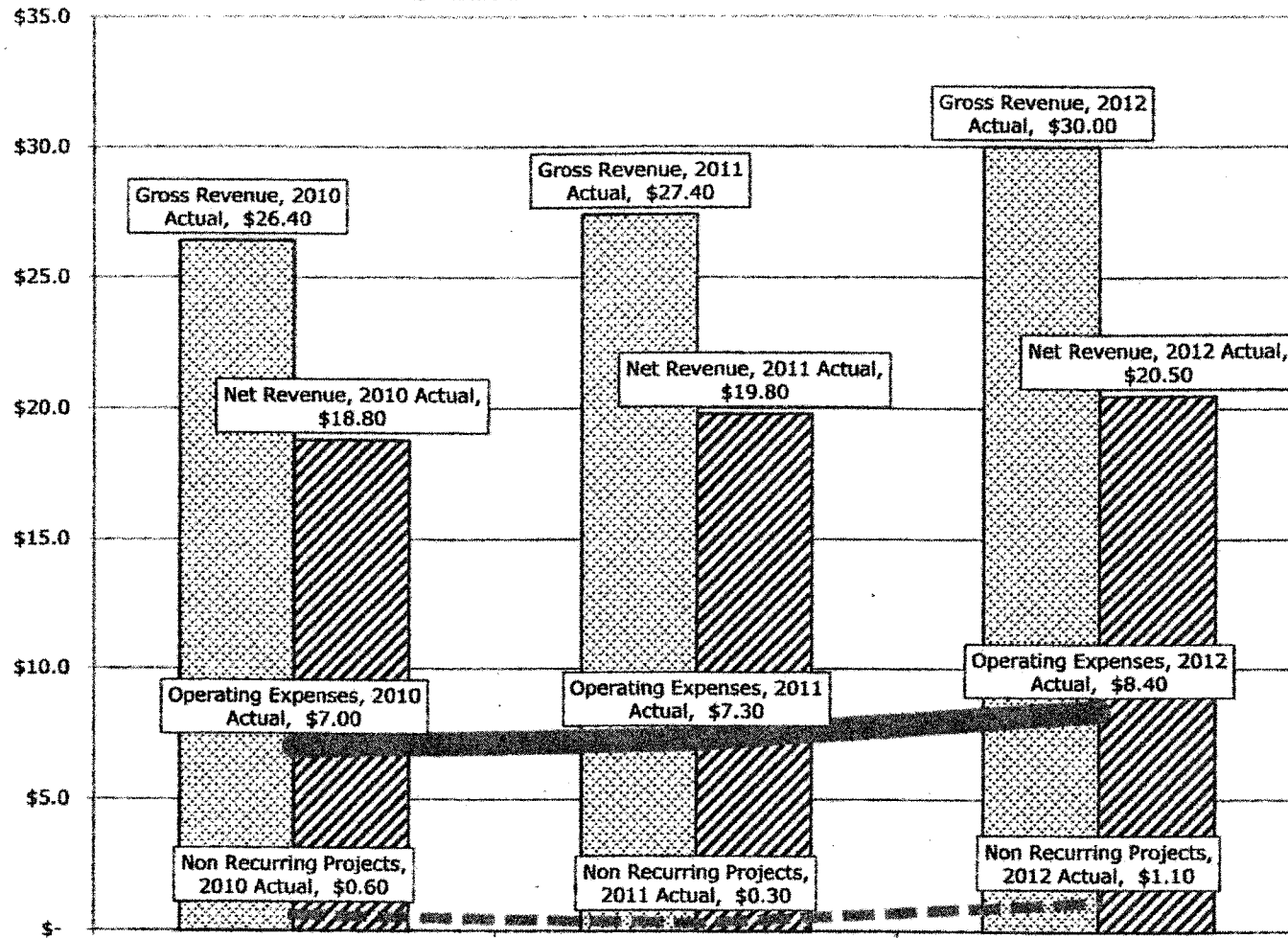
JULY 2013





XII-67

I. PROPERTY PERFORMANCE (in millions)



Financial Summary -- 2010-2013 Income and Expense

	Actual 2010	Actual 2011	Nov Plan 2012	Actual 2012	July Plan 2013	Variance					
						Actual 12 v Nov Plan 12		Actual 12 v Actual 11		July Plan 13 v Actual 12	
						Amount	%	Amount	%	Amount	%
Tenant Revenue*	19,684,759	20,799,131	23,703,558	23,759,834	24,681,058	56,276	0%	2,960,703	14%	921,224	4%
Other Income*	6,665,351	6,642,508	6,528,050	6,266,504	6,331,879	(261,546)	-4%	(376,004)	-6%	65,375	1%
Total Revenue	26,350,110	27,441,639	30,231,608	30,026,338	31,012,937	(205,270)	-1%	2,584,699	9%	986,599	3%
Operating Expenses	7,012,571	7,256,122	8,488,092	8,397,698	9,183,434	90,394	1%	(1,141,576)	-16%	(785,736)	-9%
Non-Recurring Projects	633,160	277,677	1,421,367	1,058,253	1,747,926	363,114	26%	(780,576)	-281%	(689,673)	-39%
Total Expenses	7,645,731	7,533,799	9,909,459	9,455,951	10,931,360	453,508	5%	(1,922,152)	-26%	(1,475,409)	-13%
Net Income	18,704,379	19,907,840	20,322,149	20,570,387	20,081,577	248,238	1%	662,547	3%	(488,810)	-2%

* Tenant Revenue includes minimum, percentage, and storage rent; Other Income includes sponsorships and events, pass-through charges to tenants, etc.

II. LEASING ACTIVITY

LEASES SIGNED

42 nd Street	Banana Republic
Dining Concourse	Central Market New York Hale and Hearty
Shuttle Passage	Starbucks

LEASES IN NEGOTIATION

Grand Central Market	Ceriello Fine Foods
Vanderbilt Hall Café/ Shuttle Passage	TBD
North End Passage	The Beverage Bar

TENANTS IN CONSTRUCTION

Dining Concourse	Shake Shack
------------------	-------------

III. TENANT SALES PERFORMANCE

Average Sales Per Square Foot by Retail Area

	2012	2011	Q1 2013	Q1 2012
42 nd Street	\$927	\$946	\$226	\$200
Main Concourse	\$2994	\$2944	\$668	\$724
Shuttle Passage	\$1254	\$1078	\$316	\$302
42 nd St. Passage	\$2007	\$3357	\$510	\$448
Graybar Passage	\$3377	\$3374	\$852	\$780
Lexington Passage	\$2741	\$2603	\$643	\$617
Grand Central Market	\$3294	\$3050	\$835	\$757
Dining Concourse	\$2569	\$2492	\$649	\$628
Restaurants	\$820	\$744	\$218	\$190
Biltmore Room	\$864	\$825	\$208	\$222
All GCT	\$1528	\$1425	\$389	\$364
All GCT (excluding restaurants)	\$1883	\$1763	\$473	\$449

2012 YEAR END SALES PERFORMANCE

Total reported retail sales for 2012 equaled \$183,977,091, a 3.75% increase from 2011

Total sales for the 75 tenants open for all of 2012 and 2011 increased by 3%

Of these tenants:

48 reported positive comparable sales

5 were flat to last year's sales

22 reported negative comparable sales

Comp sales increased/decreased by retail neighborhood as compared to 2011 as follows:

Restaurants	7%
42 nd St Passage	5%
Graybar Passage	5%
Biltmore Room	4%
Lexington Passage	4%
Market	3%
Main Concourse	2%
Shuttle Passage	1%
Dining Concourse	0%
42 nd Street	-2%

2013 end of Q1 SALES PERFORMANCE

Comp sales for Q1 2013 to Q1 2012 have generally shown a healthy increase by neighborhood

Restaurants	15%
42 nd St Passage	14%
42 nd Street	13%
Graybar Passage	9%
Market	6%
Shuttle Passage	5%
Lexington Passage	5%
Dining Concourse	2%
Biltmore Room	-7%
Main Concourse	-8%

IV. MARKETING

Social Media

Number of Facebook friends continues to grow and has increased over 250% to 24,756 strong.
Number of Twitter followers has also grown over 300% standing at 5,327 followers

E-Blast

Weekly e-blasts go out each Tuesday relevantly themed to promote GCT tenants and events.
This list has swelled to over 22,134 subscribers.

Mobile App

The GCT Mobile App launched May 1st for ios and android. This app contains both full retail information as well as real time MNR train information. There are sections included in the app that focus on the history of the Terminal, upcoming events and current retail offers.

Website

The website underwent a complete overhaul in 2012. The new site took on the new branding that Pentagram established along with an emerging new technology (Parallax Scrolling). The new website is not only photo driven, to take advantage of our setting, but it contains more details including maps, directories, current events and more.

Goodman Media

In 2012 Goodman Media garnered major coverage for the Holiday Fair totaling close to 100 hits, with tens of millions of viewings. In addition to the Holiday Fair, they successfully pitched multiple tenant initiatives and retail offers over the course of the calendar year.

Goodman Media generated well over 1,000 media hits and in the hundreds of millions of views for the February 1st Centennial celebration. They continue to garner publicity for Centennial events, retail events, event rentals and promotions. Goodman continues to ride the wave of publicity surrounding the Centennial garnering hits for additional events such as Grand Central Talks and over 80 hits totaling over 50MM viewings for Parade of Trains.

Connections Magazine

Two issues of Connections were produced in 2012. May (Spring/Summer) and November (Fall/Winter). Both editions boasted retail promotions and interesting retail driven content. Spring/Summer 2013 edition was seat-dropped on trains in May. The magazine included a Centennial section featuring the Parade of Trains event as well as a variety of tenant offers and gift guides for Mother's Day, Father's Day and Graduates.

Retail Promotions

2012 saw the launch of Taste of the Terminal. From May – September, kiosks were positioned in either the Taxi Stand or Vanderbilt Hall for tenant product sampling and handing out of bounce back offers. This was a great opportunity for tenants to expand their footprint beyond their brick and mortar location. The program was so successful it is continuing in 2013. In association with the Centennial, 1913 pricing and 100 free retail promotions have been very successful for the participating tenants increasing their foot traffic and sales. A new retail promotion – Retail Passport – is being developed for September and will include high value giveaways as incentives to shop the entire Terminal.

V. EVENTS

GCT Centennial

Grand Central celebrated its 100th year on February 1, 2013. The public Rededication Ceremony on the Main Concourse included Caroline Kennedy, Mayor Michael Bloomberg, and Cynthia Nixon, with a full day of giveaways, special retail "1913" pricing and public performances. The MTA Transit Museum's Grand by Design exhibit in Vanderbilt Hall was a major success.

The Centennial celebration has made substantial impacts on the revenue-generating activity in the Terminal:

- Retailers are reporting a 5.4% increase in comp sales YTD through May 2013, compared to YTD through May 2012. YTD same store revenue was approximately \$73.7M through May 2013, compared to \$69.9 in YTD 2012.
- GCT Audio Tours are up from last year at this time. The Tour broke all records for monthly sales in May, with 3,342 tours sold. In addition, the Municipal Arts Society's docent-guided tours began in February 2013.

In addition to the Centennial celebration itself, Metro-North conceived, planned and coordinated a series of on-going events in the Terminal. These Centennial events included a Grand Central Talks panel discussion held in April 2013, a Sister Station Agreement with Tokyo Station, the Nick Cave Heard NY public performance in Vanderbilt Hall, and various poets & artists featured throughout the Terminal.

Additionally, Metro-North's Parade of Trains event on May 11 & 12, 2013 brought an estimated 60,000 people into the Terminal, making it one of the most widely attended events in Grand Central's history.

Vanderbilt Hall and Taxi Stand gross event revenue in 2012 was \$2.77 MM reflecting a strong in-house sales effort by JLL.

By the end of May 2013, event contracts totaling \$1,068,000 in revenue have been signed for events throughout 2013. This represents 90% of the 2013 budget of \$1,192,263 for events other than the Holiday Fair.

Fashion Week

JLL has contracted with Fern Mallis, the creator of New York Fashion Week, to make Grand Central Terminal an official venue for September's Fashion Week 2013. The plan is to bring five high profile fashion shows to Vanderbilt Hall, along with one show highlighting young designers.

VI. GCT RETAIL REVENUE FUNDED PROJECTS

89E Entrance Foyer

Patch, paint ceiling, power wash the floor, clean polish/repair walls, fabricate and replace all (16) wood entrance doors. Also, cleaned and rebuilt the entrance light fixtures, replaced all bulbs, and replaced the diffusers with new custom made reproduction glass diffusers.

GCT BLOCK RESTORATION

Phase II is ongoing and includes the installation of conduit for future digital advertising/track information on the upper level. New light fixtures and ceiling grids are currently being installed on the upper level and selected areas on the lower level will also be completed.

PROJECTS COMPLETED IN 2012

D Hall/A Hall

Prime and paint the stairwells, ceilings and the entrance lobby ceilings.

42nd Street Taxi Stand

Fabricate a new taxi stand booth to replace the existing booth, replace all glass and trim, polish all brass, and paint all steel.

Hyatt Passage Ceiling

Repair the Hyatt Passage way ceiling and paint completely.

Canopies

Strip the lead paint, patch, prime and paint; replace all glass and all bulbs in the 3 steel canopies on Lexington Ave, the one at 105 E 42nd Street, and the one at the corner of 42nd Street and Vanderbilt Avenue. Also painted the steel lintels over the entrances to the old taxi stand at Vanderbilt Avenue.