



Metropolitan Transportation Authority

December 2013

MTA Board Action Items



MEETING AGENDA
METROPOLITAN TRANSPORTATION AUTHORITY BOARD
December 18, 2013 10:00 a.m.

347 Madison Avenue
Fifth Floor Board Room
New York, NY

AGENDA ITEMS

Page

1. PUBLIC COMMENTS PERIOD	
2. APPROVAL OF MINUTES	
MTA Regular Board Meeting of November 13, 2013	1
NYCT/MaBSTOA/SIR/Bus Company Regular Board Meeting of November 13, 2013	6
MTA Metro-North Railroad Regular Board Meeting of November 13, 2013	10
MTA Long Island Rail Road Regular Board Meeting of November 13, 2013	14
Triborough Bridge & Tunnel Authority Regular Board Meeting of November 13, 2013	18
MTA Capital Construction Regular Board Meeting of November 13, 2013	30
3. COMMITTEE ON FINANCE	
Action Items	
Executive Order 88 Energy Audits and Retrocommissioning Studies	33
Authorization to Issue Transportation Revenue Bonds, Dedicated Tax Fund Bonds, TBTA General Revenue Bonds, and TBTA Subordinate Revenue Bonds	35
Authorization of Supplemental Resolutions Authorizing Refunding Bonds	80
Authorization to Increase the Authorized Amount of Open Market Purchases of MTA, TBTA, DTF Bonds and 2 Broadway Certificates of Participation	142
Authorization to Amend Existing Fuel Hedge Swap Agreements to Conform Rating Downgrade Termination Events to MTA Board Approved Swap Guidelines	146
Authorization to Approve Financial Advisor and Swap Advisor	149
MTA and TBTA Reimbursement Resolutions for Federal Tax Purposes	151
Approval of Environmental Liaison Counsel	154
Procurements	156
Non-Competitive	158
Competitive	160
Ratifications (no items)	--
Real Estate Items	163
4. COMMITTEE ON NYCT & BUS	
Action Item	
TAB Senior Hearing Officers Retainer Agreement	203
Procurements	206
Non-Competitive	209
Competitive	211
Ratifications	213

5. COMMITTEES ON METRO-NORTH RAILROAD	
Procurements	228
Non-Competitive	231
Competitive	235
Ratifications	243
6. COMMITTEES ON LONG ISLAND RAIL ROAD	
Action Item	
Project Labor Agreement	245
Procurements	
LIRR	249
Non-Competitive	252
Competitive	253
Ratifications	264
MTACC	267
Non-Competitive (no items)	--
Competitive	269
Ratifications (no items)	--
7. COMMITTEE ON MTA BRIDGES & TUNNELS OPERATIONS	
Procurements	276
Non-Competitive (no items)	--
Competitive	278
Ratifications (no items)	
8. FIRST MUTUAL TRANSPORTATION ASSURANCE CO (FMTAC) (No Items)	
9. MTA 2014 BUDGET ADOPTION MATERIALS (action items)	
(materials distributed separately)	
10. EXECUTIVE SESSION	

Date of next MTA Board meeting: Wednesday, January 29, 2014 at 10:00 a.m.

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

**Wednesday, November 13, 2013
10:00 a.m.**

The following members were present:

**Hon. Thomas F. Prendergast, Chairman & CEO
Hon. Fernando Ferrer, Vice Chairman
Hon. Andrew Albert
Hon. Jonathan A. Ballan
Hon. Robert C. Bickford
Hon. Allen P. Cappelli
Hon. Jeffrey A. Kay
Hon. Mark D. Lebow
Hon. Susan Metzger
Hon. Charles G. Moerdler
Hon. John J. Molloy
Hon. Mark Page
Hon. Mitchell H. Pally
Hon. Andrew M. Saul
Hon. James L. Sedore, Jr.
Hon. Carl V. Wortendyke**

The following members were absent:

**Hon. John H. Banks, III
Hon. Norman Brown
Hon. David A. Paterson**

Nuria Fernandez, Chief Operating Officer, Catherine Rinaldi, Chief of Staff, James B. Henly, MTA General Counsel, Stephen J. Morello, Counselor to the Chairman, Board Member James Blair, Board Member Ira R. Greenberg, Board Member Vincent Tessitore, Jr., Carmen Bianco, President, NYCTA, Helena Williams, President, Long Island Rail Road, Howard Permut, President, Metro-North Railroad, James Ferrara, President, TBTA, Darryl Irick, President/SVP, MTA Bus Operations and Michael Horodniceanu, President, MTA Capital Construction, also attended the meeting. Board member Jonathan Ballan was not present at the meeting during the board actions on matters listed under items #3 and 4 of the agenda below.

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

Triborough Bridge and Tunnel Authority, the Long Island Rail Road, the Metro-North Commuter Railroad Company, the MTA Capital Construction Company, the MTA Bus Company, and the First Mutual Transportation Assurance Company.

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

1. **PUBLIC SPEAKERS.** There were twelve (12) public speakers. None of the speakers addressed matters relating to MTA agenda items. Refer to the video recording of the meeting produced by the MTA and maintained in MTA records, and to the other agencies' minutes of this date, for a list of the speakers and the content of speakers' statements.
2. **CHAIRMAN'S OPENING COMMENTS.**

Chairman Prendergast acknowledged the passing of MTA Bridges and Tunnels employee Cindy Dugan in June of this year. The Chairman stated that Ms. Dugan worked for the MTA for almost twenty years, most recently in the MTA Bridges and Tunnels Law Department serving as Executive Assistant General Counsel. Chairman Prendergast stated that Ms. Dugan was also responsible for preparing B&T's Board and Committee minutes, and he noted Ms. Dugan's contributions to the MTA.

Chairman Prendergast also acknowledged the passing of New York City Transit Authority employee Rosa Eubanks in October, who was killed in a tragic car accident while driving to work at the Flatbush depot.

Chairman Prendergast, on behalf of the MTA and its agencies, extended condolences to Ms. Dugan's daughter Abigail and to the Eubanks family.

Chairman Prendergast announced that in October, MTA Bridges and Tunnels Officer Thomas Choi, a ten-year MTA veteran, was critically injured on the job when he was hit by a car on the Verrazano-Narrows Bridge. The Chairman stated that Officer Choi remains in critical condition, and on behalf of the MTA family, Chairman Prendergast wished Officer Choi a speedy recovery.

Chairman Prendergast acknowledged the MTA Police Department for a successful investigation that resulted in the arrest of four people in November for using hidden cameras and bank card skimmers on Long Island Rail Road and Metro-North Railroad ticket vending machines. The Chairman said that the MTAPD worked closely with the District Attorney's Office in Nassau County, the District Attorney's Office in Queens and the Nassau County Police Department to stop the fraud. Since then, MTA has launched a customer education campaign, using video, posters and pamphlets, urging customers to safeguard their personal information when using ticket-vending machines. The Chairman urged people who used a LIRR or MNR ticket-vending machine in the past three months to immediately check for unauthorized activity. Chairman Prendergast congratulated Chief

Coan, as well as five other MTAPD Officers: Inspector Joseph Martelli, Detective Sargent James Flanagan, Detective Brian Longaro, Detective Edward Russell, and Lieutenant Michael Vicente, for a job well done.

Chairman Prendergast stated that this is the last MTA Board meeting for Chief Operating Officer Nuria Fernandez, who will take over as General Manager of the Santa Clara Valley Transportation Authority in California in December. The Chairman thanked Ms. Fernandez for a job well done and wished her success in her new role.

3. **MINUTES.** Upon motion duly made and seconded, the Board approved the minutes of the regular Board meeting held on September 18, 2013 and the minutes of the Special Board meeting held October 1, 2013.

4. **COMMITTEE ON FINANCE.**

- A. **Action Item.** Upon motion duly made and seconded, the Board approved the following action item, described in further detail in the staff summary and documentation filed with the meeting materials.

1. **TBTA Bonds Series Authorization.** Authorized the 2001 Subordinate Revenue Refunding Bond Supplemental Resolution, Series 2013D, the issuance of the 2013D Bonds and the refunding of the 2002E Bonds (including by public tender offer), as well as all actions related to the public tender and the issuance of the refunding bonds described in the staff summary, including without limitation, the dissemination of tender documents and the completion of any purchase of the 2002E Bonds pursuant thereto, the payment of legal and advisor fees related to the public tender, if any, and other costs of issuance and transaction costs, from time-to-time deemed necessary or desirable in connection therewith; and the issuance of the 2013D Bonds, the refunding of the Defeased Bonds and such other related actions hereunder, which authorizations shall continue in effect without any further action by the Board until May 1, 2014, unless modified or repealed prior to that date.

- B. **Information Item.**

2012-2013 Station Maintenance Receivable. The Board was provided information relating to the monies billed and received by MTA for Station Maintenance as of October 31, 2013

- C. **Procurement Items.** Upon motion duly made and seconded, the Board approved the following procurement items. The specifics are set forth in the staff summaries and documentation filed with the meeting materials.

1. **Port Authority of New York and New Jersey – Expert Services on Federal Matters – No. 13253-0100.** Approved a non-competitive contract with the Port

Authority of New York and New Jersey to continue to engage its employee, Mr. David Garten, to provide expert services on federal matters.

2. Various Contractors - AFT Projects. Approved competitively negotiated contracts with Vik Muniz Studio, Inc. and Jenna Lucente to provide technical design, fabrication, crating, storage, delivery and oversight of the installation of materials at the 72nd Street, Second Avenue Line and at the Arthur Kill station, Staten Island Railway, respectively.
3. Corvel Healthcare Corporation – All-Agency Medical Bill Review and Payment Sys. – No. 08341-0100. Approved a competitively negotiated contract to provide Medical Bill Review and Payment Services to MTAHQ and its agencies.

D. Real Estate Items. Upon motion duly made and seconded, the Board approved the following real estate items. The specifics are set forth in the staff summaries and documentation filed with the meeting materials.

New York City Transit Authority

1. Surrender of the East Gun Hill Road Property, located in the Baychester section of the Bronx, from the NYCT master lease with New York, to the City of New York to facilitate the sale described in the staff summary.
2. Lease agreement with Consul International, Inc. for the operation of a newsstand located at 14th Street, Eighth Avenue Line, Unit 01B, Manhattan, N.Y.
3. Lease agreement with Mohammed E. Khan for the operation of a newsstand located at 14th Street, Seventh Avenue/Broadway Line, Unit 01, Manhattan, N.Y.
4. Lease agreement with Farhana Corp. for the operation of a newsstand located at Westchester Square, East Tremont Avenue, Pelham Line, Unit 01, the Bronx, N.Y.
5. Master lease with Columbus LLC d/b/a Drop By at Columbus Circle for the operation of retail center under the master lease at NYCT's 59th Street-Columbus Circle station, Manhattan, N.Y.

Metropolitan Transportation Authority

6. Proposal to modify certain existing policies and approve new policies to regulate the process MTA Real Estate follows to enter into certain agreements.
7. Lease with SLG Graybar LLC, an affiliate of SL Green Realty Corp, for office space located at 420 Lexington Avenue for MTA Police Department administrative facilities and backup dispatch, Manhattan, N.Y.

MTA Manhattan and Bronx Surface Transit Operating Authority

8. Lease agreement with 16 Westchester LLC for a swing room located at 16 Westchester Square, Bronx, N.Y.

5. CHIEF FINANCIAL OFFICER PRESENTATION ON MTA 2014 FINAL PROPOSED BUDGET AND NOVEMBER FINANCIAL PLAN 2014-2017.

Chairman Prendergast introduced MTA Chief Financial Officer Robert Foran, who presented the MTA 2014 Final Proposed Budget and November Financial Plan for 2014-2017. Chairman Prendergast noted that the November presentation was for informational purposes and that the Board would vote on the Budget materials at its meeting on December 18, 2013.

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

Following the presentation made by the Chief Financial Officer, Chairman Prendergast thanked Mr. Foran and invited Board discussion concerning the proposed budget and the financial plan.

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

6. **EXECUTIVE SESSION.** Upon motion duly made and seconded, the Board voted to convene an executive session in accordance with Section 105(1)(e) of the New York State Public Officers Law to discuss matters relating to collective negotiations. Thereafter, upon motion duly made and seconded, the Board voted to resume proceedings in public session.
7. **ADJOURNMENT.** Upon motion duly made and seconded, the Board voted to adjourn the meeting at 12:15 p.m.

Respectively submitted,

Victoria Clement
Assistant Secretary

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

**Wednesday, November 13, 2013
10:00 a.m.**

The following members were present:

**Hon. Thomas F. Prendergast, Chairman & CEO
Hon. Fernando Ferrer, Vice Chairman
Hon. Andrew Albert
Hon. Jonathan A. Ballan
Hon. Robert C. Bickford
Hon. Allen P. Cappelli
Hon. Jeffrey A. Kay
Hon. Mark D. Lebow
Hon. Susan Metzger
Hon. Charles G. Moerdler
Hon. John J. Molloy
Hon. Mark Page
Hon. Mitchell H. Pally
Hon. Andrew M. Saul
Hon. James L. Sedore, Jr.
Hon. Carl V. Wortendyke**

The following members were absent:

**Hon. John H. Banks, III
Hon. Norman Brown
Hon. David A. Paterson**

Nuria Fernandez, Chief Operating Officer, Catherine Rinaldi, Chief of Staff, James B. Henly, MTA General Counsel, Stephen J. Morello, Counselor to the Chairman, Board Member James Blair, Board Member Ira R. Greenberg, Board Member Vincent Tessitore, Jr., Carmen Bianco, President, NYCTA, Helena Williams, President, Long Island Rail Road, Howard Permut, President, Metro-North Rail Road, James Ferrara, President, TBTA, Darryl Irick, President/SVP, MTA Bus Operations and Michael Horodniceanu, President, MTA Capital Construction, also attended the meeting. Board Member Ballan was not present for the votes on the minutes, Finance and the other committees; he was present for the vote on the Executive Session.

1. **CHAIRMAN PRENDERGAST CALLED THE MEETING TO ORDER**

2. **PUBLIC COMMENT PERIOD**

Twelve (12) public speakers addressed NYC Transit/MTA Bus issues.

Marty Goodman protested net zeroes and asked the Board for raises for transit workers.

John Dennie expressed concerns over a new contract for TWU members.

Matthew Shotkin discussed issues with signage in subway stations.

Violetta Mya asked the Board to approve the complete and not partial restoration of B37 bus service.

Beverly Corbin urged the Board to extend the B37 to Court Street.

Dancis Tamares opposed the partial restoration of the B37 and asked the Board to extend the service to Court Street.

Harriet Hughes asked the Board to completely restore the B37.

Barbara Moody discussed the importance of extending the B37 to Court Street.

Jordan David spoke about the community's need for full restoration of the B37.

Alice Anderson asked the Board to fully restore the B37.

Sabine Aronowsky discussed the impact of the current B37 service on the Brooklyn community and asked for full restoration of the service.

George Kaufer discussed issues with transit service in Staten Island.

3. **CHAIRMAN PRENDERGAST'S COMMENTS**

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

4. **MINUTES**

Upon motion duly made and seconded, the Board unanimously approved the minutes of the regular board meeting of MTA NYC Transit, the Manhattan and Bronx Surface Transit Operating Authority, the Staten Island Railway Transit Operating Authority, and MTA Bus Company held on September 18, 2013.

5. COMMITTEE ON FINANCE

Real Estate Item(s):

MTA NYC Transit: Upon motion duly made and seconded, the Board approved: (i) the surrender of the East Gun Hill Road property from the NYC/NYCT Master Lease; (ii) a Lease Agreement with Consul International, Inc. for the operation of a newsstand at the 14th Street, Eighth Avenue Line, Mezzanine, Unit 01B, Manhattan; (iii) a Lease Agreement with Mohammed E. Khan for the operation of a newsstand at the 14th Street, Seventh Avenue/Broadway Line, Mezzanine, Unit 01, Manhattan; (iv) a Lease Agreement with Farhana Corp. for the operation of a newsstand at Westchester Square – East Tremont Avenue, Street Level, Unit 01, Bronx (note: this will be a newsstand+ since they can sell coffee/food); and (v) a Master Lease with Columbus LLC for the retail concourse at 59 St – Columbus Circle Station.

There were two corrections made with respect to the first real estate action item concerning the Columbus LLC Master Lease Agreement (pages 66-67 in the Board book). Exhibit A (referred to on page 66) was inadvertently omitted from the book but was distributed separately to Board members. A correction was also made on page 67 in the “Security” section. It was noted that the guarantee of completion from a creditworthy Tenant principal or a letter of credit will be in the amount of “120%”, not “125%”, of the projected construction cost.

6. COMMITTEE ON TRANSIT & BUS OPERATIONS **NYC Transit & MTA Bus Company**

Procurements:

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

Board Member Moerdler recused himself from the vote on procurement items 10-13 of the Agenda (pages 99-100).

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

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

7. **CFO PRESENTATION TO A JOINT SESSION OF THE BOARD & FINANCE COMMITTEE**

In accordance with Board policy governing financial planning and the budget process, Chairman Prendergast and Chief Financial Officer Robert E. Foran presented to the Board the MTA's 2014 Budget and November Financial Plan for 2014-2017 ("Financial Plan") for adoption in December, 2013. Copies of the proposed budget and plan were distributed to Board members at the meeting.

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

8. **EXECUTIVE SESSION**

Upon motion duly made and seconded, the Board voted to convene an executive session pursuant to Section 105(1)(e) of the New York State Public Officers Law to discuss matters relating to collective bargaining negotiations. Upon motion duly made and seconded, the Board reconvened in public session.

9. **ADJOURNMENT**

Upon motion duly made and seconded, the Board voted to adjourn the meeting at 12:15 p.m.

Respectfully submitted,



Mariel A. Thompson
Assistant Secretary

Minutes of the Regular Meeting
Metro-North Commuter Railroad Company
Wednesday, November 13, 2013
10:00 a.m.

The following members were present:

Hon. Thomas F. Prendergast, Chairman & CEO
Hon. Fernando Ferrer, Vice Chairman
Hon. Andrew Albert
Hon. Jonathan A. Ballan
Hon. Robert C. Bickford
Hon. Allen P. Cappelli
Hon. Jeffrey A. Kay
Hon. Mark D. Lebow
Hon. Susan Metzger
Hon. Charles G. Moerdler
Hon. John J. Molloy
Hon. Mark Page
Hon. Mitchell H. Pally
Hon. Andrew M. Saul
Hon. James L. Sedore, Jr.
Hon. Carl V. Wortendyke

The following members were absent:

Hon. John H. Banks, III
Hon. Norman Brown
Hon. David A. Paterson

Nuria Fernandez, Chief Operating Officer, Catherine Rinaldi, Chief of Staff, James B. Henly, MTA General Counsel, Stephen J. Morello, Counselor to the Chairman, Board Member James Blair, Board Member Ira R. Greenberg, Board Member Vincent Tessitore, Jr., Carmen Bianco, President, NYCTA, Helena Williams, President, Long Island Rail Road, Howard Permut, President, Metro-North Railroad, James Ferrara, President, TBTA, Darryl Irick, President/SVP, MTA Bus Operations and Michael Horodniceanu, President, MTA Capital Construction, also attended the meeting. Board Member Ballan was not present for the votes on the minutes, Finance and the other committees; he was present for the vote on the Executive Session.

Chairman Prendergast called the meeting to order.

1. **Public Speakers:** There were twelve public speakers, none of whom spoke on matters relating to Metro-North. The subject matter of the public speakers' comments is contained in the video recording of the meeting, produced by the MTA and maintained in MTA records.

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

Chairman Prendergast noted regretfully the passing of several former MTA employees. He congratulated the MTA Police Department on the arrests that were made in connection with criminal activity where individuals were using hidden cameras in an attempt to steal customer information at Railroad Ticket Vending Machines. He issued an advisory to customers who may have used these machines to check their statements to ensure that they were not victims of fraud. Chairman Prendergast extended best wishes to departing COO Nuria Fernandez, who is leaving to become the Chief Operating Officer at the Valley Transportation Authority in California.

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

3. **Approval of Minutes:**

Upon motion duly made and seconded the minutes of the Regular Board Meeting of September 18, 2013 and the Special Board Meeting of October 1, 2013 were approved.

4. **Committee on Finance:**

Information Item:

- 2012-2013 Station Maintenance Receivable.

A staff summary setting forth the details of the above item is filed with the minutes of the meeting of the Board of the Metropolitan Transportation Authority held this day.

Procurements:

The Board voted on headquarters procurements. Among the items approved was a modification to the contract with Corvel Healthcare Corporation for All-Agency Medical Bill Review and Payment Services. A staff summary setting forth the details of the above item is filed with the minutes of the meeting of the Board of the Metropolitan Transportation Authority held this day.

5. **Committee on NYCT and Bus:**

The Board voted on New York City Transit Authority procurements. Among the items approved was a multi-agency contract with Quest Diagnostics Clinical Laboratories, Inc. for laboratory drug and alcohol screening services for NYC Transit, MTA Bus Company, Metro-North Railroad and Bridges & Tunnels. A staff summary and report setting forth the details of the above item are filed with the minutes of the meeting of the New York City Transit Authority held this day.

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

Procurements:

MTA Metro-North Railroad

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

- Request to use the Request for Proposal (“RFP”) process to solicit and evaluate proposals from a prospective team of Architects/Engineers/Contractors to design and construct improvements as part of the Harmon Shop Replacement Program.

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

- A miscellaneous service contract with Loram Rail Services, LLC (“LORAM”) for track rail vacuuming machines to excavate ballast along Metro-North’s east-of-Hudson Rights-of-Way to ensure that any fouled ballast in poor drainage areas in the track bed is corrected.
- A contract for the use of a LORAM rail vacuuming operations trainer to instruct Metro-North employees in the operation of rail vacuuming equipment to ensure adequate and qualified Metro-North operators.
- A negotiated long-term agreement with LORAM to ensure continued access to a rail vacuuming machine for up to a five-year period (three-year base plus two optional years) with the same contractual terms and conditions as the recently Board-approved Long Island Rail Road agreement with LORAM.

Long Island Rail Road

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

- A competitive contract to a joint venture of Bombardier Transportation/Siemens Rail (formerly known as Invensys Rail) to design, integrate and furnish Positive Train Control (“PTC”) systems necessary to comply with the railroads’ obligations under the Federal Rail Safety Improvement Act and implementing FRA regulations and to authorize the railroads to exercise respective phases and options consistent with approved capital funding in 2015-2019.
- A competitively negotiated public works contract to Nouveau Elevator Industries, Inc. (Nouveau) to provide full-time, on-site maintenance teams.

MTA Metro-North Railroad

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

- A three-year purchase agreement with Oldcastle Enclosure Solutions, an original equipment manufacturer (OEM) and sole supplier of various high density/heavy duty, fire resistant, polymer concrete trays used by Metro-North's Communication and Signals Department throughout Metro North's operating territory.
- A four-month, miscellaneous service contract with New York State Industries for the Disabled (NYSID), a preferred source, funded through a records management improvement grant provided by the New York State Education Department, to perform Document Scanning Services.
- A three-year, negotiated contract extension, funded by MTA Headquarters Office of Security, with Smiths Detection, the original equipment manufacturer (OEM) and original software developer to provide comprehensive maintenance and support of the Chemical Detection Systems presently installed in both Grand Central Terminal and Penn Station.

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

7. **CFO Presentation on MTA 2014 Final Proposed Budget and November Financial Plan 2014-2017:**

MTA Chief Financial Officer Robert Foran made a presentation, for informational purposes, of the MTA 2014 Final Proposed Budget and November Financial Plan for 2014-2017. The presentation and related materials are filed with the minutes of the meeting of the Board of the Metropolitan Transportation Authority held this day.


8. **Executive Session:**

Upon motion duly made and seconded, the Board voted to convene in Executive Session pursuant to Section 105(1)(e) of the NYS Public Officers Law to discuss matter relating to collective bargaining negotiations. Thereafter, upon motion duly made and seconded, the Board voted to reconvene in public session.

9. **Adjournment:**

Upon motion duly made and seconded, the members of the Board present voted to adjourn the meeting at 12:15 p.m.

Respectfully submitted,


Linda Montanino
Assistant Secretary

Minutes of the Regular Meeting
Long Island Rail Road Company
347 Madison Avenue
New York, NY 10017

Wednesday, November 13, 2013
10:00 a.m.

The following members were present:

Hon. Thomas F. Prendergast, Chairman & CEO
Hon. Fernando Ferrer, Vice Chairman
Hon. Jonathan A. Ballan
Hon. Robert C. Bickford
Hon. Norman Brown
Hon. Allen P. Cappelli
Hon. Jeffrey A. Kay
Hon. Mark D. Lebow
Hon. Susan Metzger
Hon. Charles G. Moerdler
Hon. John J. Molloy
Hon. Mark Page
Hon. Mitchell H. Pally
Hon. Andrew M. Saul
Hon. James L. Sedore, Jr.
Hon. Carl V. Wortendyke

The following member was absent:

Hon. John H. Banks, III
Hon. Norman Brown
Hon. David A. Paterson

Nuria Fernandez, Chief Operating Officer, Catherine Rinaldi, Chief of Staff, James B. Henly, MTA General Counsel, Stephen J. Morello, Counselor to the Chairman, Board Member James Blair, Board Member Ira R. Greenberg, Board Member Vincent Tessitore, Jr., Carmen Bianco, President, NYCTA, Helena Williams, President, Long Island Rail Road, Howard Permut, President, Metro-North Railroad, James Ferrara, President, TBTA, Darryl Irick, President/SVP, MTA Bus Operations and Michael Horodniceanu, President, MTA Capital Construction, also attended the meeting. Board Member Ballan was not present for the votes on the minutes, Finance and the other committees; he was present for the vote on the Executive Session.

Chairman Prendergast called the meeting to order.

1. **Public Speakers:**

There were twelve public speakers, none of whom spoke on matters relating to LIRR. The subject matter of the public speakers' comments is contained in the video recording of the meeting, produced by the MTA and maintained in MTA records.

2. **Opening Remarks:**

Chairman Prendergast noted regretfully the passing of several former MTA employees. He extended congratulations to the MTA Police Department concerning arrests that were made in connection with criminal activity where individuals were using hidden cameras to attempt to steal customer information at Railroad Ticket Vending Machines. He issued an advisory to customers who may have used these machines to check their statements to ensure that they were not victims of fraud. Finally, Chairman Prendergast extended best wishes to departing COO Nuria Fernandez, who is leaving to become the Chief Operating Officer at the Valley Transportation Authority in California.

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

3. **Approval of Minutes:**

Upon motion duly made and seconded, the minutes of the Regular Board Meeting of September 18, 2013 and the Special Board Meeting of October 1, 2013 were unanimously approved.

4. **Committee on Finance:**

Action Items:

The Board approved authorization for actions with respect to certain TBTA Bond issuances, as enumerated in the Staff Summary.

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

Information Item:

- 2012-2013 Station Maintenance Receivable.

A staff summary setting forth the details of the above item is filed with the minutes of the meeting of the Board of the Metropolitan Transportation Authority held this day.

Procurement Items:

Among the procurement items approved was a \$4,200,000 modification to the contract with Corvel Healthcare Corporation for All-Agency Medical Bill Review and Payment Services.

5. **Long Island Rail Road Committee:**

Procurements:

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

- Request to use the RFP process for design/build contracts for Colonial Road Improvement Project/Great Neck Pocket Extension and Massapequa Pocket Track Project.
- Request to use the RFP process to solicit various design/build and other contracts in connection with Super Storm Sandy restoration, mitigation and resiliency initiatives.
- Approval to (i) award contracts for LIRR and MNR to a joint venture of Bombardier Transportation/Siemens Rail Automation in the not to exceed amount, inclusive of phases and options, of \$218,015,977 for LIRR and \$210,461,270 for MNR to design, integrate and furnish Positive Train Control Systems and (ii) authorize LIRR and MNR to exercise respective phases and options consistent with approved capital funding in 2015-2019.
- Approval to award a contract to Ansaldo STS USA in the amount of \$20,825,093 to design and furnish a new Vital Microprocessor-based Interlocking Control System between Speonk and Montauk.
- Approval to award contracts for LIRR and MNR to Nouveau Elevator Industries, Inc. in the not-to-exceed amounts of \$5,950,196 for LIRR and \$4,944,913 for MNR for scheduled and unscheduled, on-call maintenance and repair of escalators.
- Approval to award a three-year miscellaneous services contract, with two one-year options, to National Waste Services for the on-call container services in Nassau and Suffolk counties, in the amount of \$1,783,310.

Board Member Moerdler voted against the awards to Bombardier Transportation-Siemens Rail Automation and Nouveau Elevator Industries. Staff summaries and reports setting forth the details of the above items are filed with the minutes of the meeting of the Metropolitan Transportation Authority held this day.

MTA Capital Construction Procurements:

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

- Modification to Contract No. CM014A to include repairs to existing building supports that penetrate GCT train shed and into the future LIRR concourse below in an amount of \$2,190,000.

- Ratification of a modification to Contract No. CH053 for the civil work associated with the furnishing and installation of two Motor Generator (MG) Sets at Harold Interlocking and Woodside Station in the amount of \$5,700,000.

- Ratification of a modification to Contract No. CM014A to transfer scope from future Contract CM014B for the installation of utilities and associated work within the new LIRR Concourse in the amount of \$4,275,000.

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

6. **CFO Presentation on MTA 2014 Final Proposed Budget and November Financial Plan 2014-2017:**

MTA Chief Financial Officer Robert Foran made a presentation, for informational purposes, of the MTA 2014 Final Proposed Budget and November Financial Plan for 2014-17. The presentation and related materials are filed with the minutes of the meeting of the Board of the Metropolitan Transportation Authority held this day.

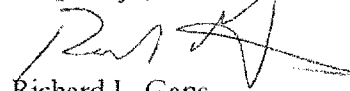
7. **Executive Session:**

Upon motion duly made and seconded, the Board voted to convene in Executive Session pursuant to Section 105(1)(e) of the NYS Public Officers Law to discuss matters relating to collective negotiations. The Board thereafter voted to reconvene in public session.

8. **Adjournment:**

Upon motion duly made and seconded, the Board voted to adjourn the meeting at 12:15 p.m.

Respectfully submitted,



Richard L. Gans
Secretary

Minutes of the Regular Meeting
Triborough Bridge and Tunnel Authority
November 13, 2013

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

10:00 a.m.

The following members were present:

Hon. Thomas F. Prendergast, Chairman & CEO, MTA
Hon. Fernando Ferrer, Vice Chairman, MTA
Hon. Andrew Albert
Hon. Jonathan A. Ballan
Hon. Robert C. Bickford
Hon. Allen P. Cappelli
Hon. Jeffrey A. Kay
Hon. Mark D. LeBow
Hon. Susan Metzger
Hon. Charles G. Moerdler
Hon. John J. Molloy
Hon. Mark Page
Hon. Mitchell H. Pally
Hon. Andrew M. Saul
Hon. James L. Sedore, Jr.
Hon. Carl V. Wortendyke

Not Present:

Hon. John H. Banks, III
Hon. Norman Brown
Hon. David A. Paterson

Nuria Fernandez, Chief Operating Officer; Catherine Rinaldi, Chief of Staff; James B. Henly, MTA General Counsel; Stephen J. Morello, Counselor to the Chairman; Board Member James Blair; Board Member Ira R. Greenberg; Board Member Vincent Tessitore, Jr., Carmen Bianco, President, New York City Transit; Helena Williams, President, Long Island Rail Road; Howard Permut, President, Metro-North Railroad; James Ferrara, President, Triborough Bridge and Tunnel Authority; Darryl Irick, President/SVP, MTA Bus Operations; and Michael Horodniceanu, President, MTA Capital Construction, also attended the meeting. Board Member Jonathan Ballan was not present for the vote on items 3, 4 and 5 of the agenda listed below.

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

Chairman and Chief Executive Officer Prendergast called the meeting to order.

1. Public Speakers

There were 12 public speakers. None of the speakers specifically commented on issues regarding the Triborough Bridge and Tunnel Authority. Refer to the video recording of the meeting produced by the MTA and maintained in MTA records, and the MTA's and other agencies' minutes of the meeting of this date, for the content of the speakers' statements.

2. Chairman and Chief Executive Officer Prendergast's Opening Comments

Chairman and CEO Prendergast opened his remarks with some sad news, including a few recent tragedies that have touched the MTA family. First, Triborough Bridge and Tunnel Authority (TBTA) Executive Assistant General Counsel Cindy Dugan passed away in June. He stated that Cindy, who prepared TBTA's Board and Committee minutes, was a wonderful person who was known for her devotion to her job and her daughter Abigail, who attended the meeting and was so recognized. Second, MTA Bus Operator Rosa Eubanks was killed in a tragic automobile accident while driving to work. Third, TBTA Bridge and Tunnel Officer Thomas Choi was critically injured when he was struck by a vehicle while working at the Verrazano Narrows Bridge.

Chairman and CEO Prendergast also reported that the MTA Police, in conjunction with other law enforcement agencies, had arrested four people for allegedly using hidden cameras and bank card skimmers at Long Island Rail Road and Metro North Railroad ticket vending machines to steal credit card and banking information. The MTA has launched a customer education campaign urging customers to safeguard their personal information while using any of the ticket vending machines.

Finally, Chairman and CEO Prendergast announced that Chief Operating Officer Nuria Fernandez has accepted a position as General Manager for the Santa Clara Valley Transportation Authority in San Jose, California. He recognized that she had been a key member of the MTA leadership team over the past two years and expressed his heartfelt congratulations to her and success in her future endeavors.

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

3. Approval of the Minutes of the Regular Meeting September 18, 2013

Upon a motion duly made and seconded, the minutes of the Regular Board Meeting held on September 18, 2013 and the Special Board Meeting held on October 1, 2013 were approved.

4. **Committee on Finance**

Upon motions duly made and seconded, the Board approved the following recommended to it by the Committee on Finance:

(a) Action Items:

- Authorize the issuance of a Subordinate Revenue Refunding Bond Supplemental Resolution, Series 2013D, and to undertake a defeasance through the issuance of a public tender offer for a portion of the remaining non-callable 2002E Bonds.

(b) Procurements:

- 4 procurement actions in the amount of \$5.327 million,
- 1 non-competitive procurement in the amount of \$52,000,
- 3 competitive procurements in the amount of \$5.275 million,
- No ratifications.

(c) Real Estate Items:

- 8 real estate action items.

A copy of the staff summaries, supplemental resolution and documents setting forth the details of the above items, as well as discussion with regard to same, are filed with the minutes of the meeting of the Board of the Metropolitan Transportation Authority held this day.

5. **Committee on MTA Bridges and Tunnels Operations**

Procurements

Commissioner Cappelli stated that there were 12 procurements totaling \$44.484 million.

Non-Competitive Procurements

Commissioner Cappelli stated that there were no non-competitive procurements.

Competitive Procurements

Commissioner Cappelli stated that there were nine (9) competitive procurements totaling \$27.819 million.

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

Personal Service Contracts

Contract Nos. PSC-13-2923A – G and A-F through G-F	\$18,000,000.00
Provide construction administration, inspection and support services on an	(aggregate not to exceed amount)

as-needed basis.

A) Ammann & Whitney Consulting Engineers, Inc.	PSC-13-2923A /A-F
B) Gannett Fleming Engineers and Architects, PC	PSC-13-2923B /B-F
C) Hardesty & Hanover Construction Services, LLC	PSC-13-2923C /C-F
D) Haks Engineers, Architects and Land Surveyors, PC	PSC-13-2923D /D-F
E) LiRo Engineers, Inc.	PSC-13-2923E /E-F
F) Michael Baker Engineering, Inc.	PSC-12-2923F /F-F
G) Parsons Brinckerhoff, Inc.	PSC-13-2923G /G-F

Ammann & Whitney Consulting Engineers, P.C.	Contract No. PSC-13-2929 Provide Design and Design Support Services during construction for Project HH-89, Retrofit/Repair of Skewbacks, Approach Concrete Piers and North Abutment at the Henry Hudson Bridge.	\$4,075,700.00
---	--	----------------

URS Corporation – New York	Contract No. PSC-13-2932 Provide construction management and inspection services for Project VN-87, Design and Construction of a New 5kv Electrical Switchgear Substation at the Verrazano-Narrows Bridge.	\$2,182,300.00
----------------------------	---	----------------

Environmental Planning and Management, Inc.	Contract Nos. PSC-12-2907A, B, D PSC-12-2907A	\$750,000.00 (aggregate not to exceed amount)
ATC Group Services d/b/a Cardno ATC	PSC-12-2907B	
Creative Environment Solutions Corp.	PSC-12-2907D	

B&T requires the services of several multi-disciplined environmental firms to provide design, supervision and air monitoring services for asbestos and

incidental lead abatement projects on an as-needed basis. The required services will be assigned to the firms on a rotating basis through the issuance of work orders. Each work order will be negotiated separately based on the labor, overhead and profit rates in each contract.

The service requirements were publicly advertised. Eleven (11) firms submitted proposals for review and evaluation by the selection committee. The proposals were evaluated against established criteria set forth in the RFP including cost, record of performance of the firm, qualifications of the firm/personnel, and depth of understanding of project scope. The committee recommended four firms that were determined to be in the competitive range: Environmental Planning and Management, Inc. (EPM), ATC Group Services, Inc. d/b/a Cardno ATC (ATC), and Creative Environment Solutions Corp. (CES). The fourth firm's (Louis Berger Group's) proposal is currently under evaluation. B&T anticipates that this contract will be presented to the Board for approval at a later date.

A Fully Loaded Rate ("FLR"), comprised of direct labor, overhead and profit, was developed. The FLR, which is based on seven job classifications for each consultant, is \$73.68 (ATC), \$102.85 (EPM) and \$106.42 (CES) per hour. The FLR under our current contracts with ATC, Louis Berger Group and EPM, which takes into

account six job classifications, is \$80.06, \$81.68 and \$84.52 per hour, respectively. The average FLR for the prospective contracts with ATC, EPM and CES represents an increase of 14.9% compared with the average FLR under the current contracts. The average FLR estimated by the user reflected substantially higher labor rates. The rates are considered fair and reasonable. EPM, ATC and CES are deemed to be responsible consultants.

The MTA DDCR has established M/WBE goals of 10% and 10%, respectively, for these contracts. Such contracts will not be awarded without approval of MTA DDCR. No goals were assigned under the prior solicitation for these services.

Miscellaneous Service Contracts

Triport International A.G.E.R.,
Inc.

Contract No. 12-MNT-2900 \$828,300.00
In May 2013 B&T issued a solicitation for a Contractor to maintain and repair our heavy-duty vehicles. The service requirements were publicly advertised. The solicitation notice was sent to 160 firms and four firms requested a copy of the solicitation. On June 25, 2013 two bids were submitted as follows:

<u>Bidders</u>	<u>Bid Amount</u>
Triport International A.G.E.R. Inc.	\$828,300.00
A to Z Automotive, Inc. d/b/a Reaction Auto Service Center	\$990,600.00

The scope of services for the first three

years of the five year prospective contract with Triport for the maintenance and repair work is the same as that compared with the current contract. The labor rate over the initial three year period is 11.4% higher than the current rate. This increase is consistent with that projected by the user for such three year period and will remain fixed through the five year duration of the contract. After evaluation of the bids, it was determined that Triport is a responsive, responsible bidder. Based on competition, the price is considered fair and reasonable. The MTA Department of Diversity and Civil Rights has established goals of 10% MBE and 10% WBE for this contract. The contract will not be awarded until the M/WBE requirements are satisfied.

Lund Fire Products Co., Inc.

Contract No. 12-MNT-2896Y

\$232,540.00 – MTA B&T

In June 2013 B&T issued a solicitation for a contractor(s) to provide inspection, maintenance and repair of fire suppressant systems located at various B&T, MTA Bus Company (MTABC) and Department of Buses (DOB) facilities since the agencies do not have the equipment, personnel or professional certifications required to perform this work. The service requirements were publicly advertised. The solicitation notice was sent to 107 firms and one firm requested a copy of the solicitation. On July 17 one bid was submitted as follows:

\$ 84,628.00 – MTABC

\$ 97,068.00 – DOB

\$414,236.00 – Total

<u>Bidders</u>	<u>Bid Amount</u>			<u>Total</u>
	<u>B&T</u>	<u>MTABC</u>	<u>DOB</u>	
Lund Fire Products Co., Inc.	\$232,540.00	\$84,628.00	\$97,068.00	\$414,236.00

Our market survey disclosed that two

other firms initially expressed interest in submitting bids, however after further consideration each elected not to participate. Given that one responsive bid was received, negotiations were initiated with Lund, however, the contractor declined to offer any price reductions. The scope of services under the prospective contract differs from that compared with the current contract. This is based on the addition of five locations at B&T; both MTABC and DOB had no prior contract for these services. The term of the contract has increased from three to five years and rates for the services are fixed for the five year period. The user's estimates are \$213,000, \$65,560 and \$75,160 for each agency, respectively. Lund's bid is 9.2% higher compared to B&T's estimate. However, the contractor's overall bid price is 17.1% higher than the agencies' total estimate of \$353,720. The disparity with the total estimate may, in part, be attributed to an unanticipated increase in the contractor's indirect expenses. After evaluation of Lund's bid, it was determined that this firm is a responsive, responsible bidder. Since award of the original contract in October 2006 the CPI adjusted over a five year period equates to a 13% increase. The overall price is therefore considered fair and reasonable.

Blackler Air Compressor Corp.	Contract No. 13-MNT-2912 In July 2013 B&T issued a solicitation for a Contractor to provide hydrostatic testing, preventive maintenance and repair to air compressors located at various facility garages. The air compressor equipment is used to power air-driven	\$185,575.00
-------------------------------	--	--------------

tools, for example those used to remove lug nuts from tire wheels. The service requirements were publicly advertised. The solicitation notice was sent to thirty (30) firms. Five (5) firms requested copies of the solicitation. On August 9, 2013 two bids were submitted as follows:

<u>Bidders</u>	<u>Bid Amount</u>
Blackler Air Compressor Corp	\$185,575.00
Scales Industrial Technologies, Inc.	\$273,070.00

The scope of services for the first three years of the prospective five year contract differs from that compared with the current three year contract. The estimated quantities for preventive maintenance and repair hours as well as the number of units serviced (mobile air compressors were excluded) for the initial three year period under the prospective contract compared with the same period under the current contract reflects a 14.6% decrease. Blackler's overall bid is 11.3% lower than the user's estimate of \$209,265.80. The rates are fixed over the five year period. After evaluation of bids, it was determined that Blackler Air Compressor Corp. is a responsive, responsible bidder. Based on competition, the price is considered fair and reasonable.

Integrated Power Services, LLC	Contract No. 13-MNT-2915 On July 15, 2013 B&T issued a solicitation for a Contractor to overhaul, refurbish and rewind electrical induction fan motors located at the Hugh L. Carey and Queens Midtown Tunnels. This contract is structured so that services will be performed only on an as- needed basis. The service requirements were publicly	\$168,176.00
--------------------------------	---	--------------

advertised. The solicitation notice was sent to 420 firms. Twelve (12) firms requested copies of the solicitation. On August 23 four bids were submitted as follows:

<u>Bidders</u>	<u>Bid Amount</u>
Integrated Power Services, LLC	\$168,176.00
Waco Electrical Company	\$458,083.63
Longo Electrical-Mechanical, Inc.	\$532,489.49
Precision Electric Motor Works, Inc.	\$559,040.00

The scope of services for the first three years of the five year prospective contract is the same as that compared with the current contract. The rates under the prospective contract have not increased and are fixed over the five year period. Integrated Power Services, LLC's overall bid is 8.4% lower than the user's estimate of \$183,657.26. After evaluation of the bids, it was determined that Integrated Power Services, LLC is a responsive, responsible bidder. Based on competition, the price is considered fair and reasonable.

Modifications to Purchase & Public Works Contracts

TAP Electrical Contracting Services, Inc.	Contract No. BB-45 Reconcile quantities of cable and conductors required to complete Contract BB-45, Replacement of Switchgear and Power Distribution System at the Hugh L. Carey Tunnel (formerly Brooklyn Battery Tunnel).	\$1,214,807.00
---	---	----------------

Ratifications

Commissioner Cappelli stated that there were three (3) ratifications totaling \$16.665 million.

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

Ratification of Completed Procurement Actions

Hellman Electric Corp.	Contract No. TN Task 26 Furnish and installation of an Integrated Electronic Security System at the Throgs Neck Bridge.	\$13,943,467.30
Schiavone Construction Co., LLC	Contract No. QMM-342S Provide labor, materials, equipment, superintendence and the project management required to complete the emergency de-watering and cleaning of the Queens Midtown Tunnel damaged as a result of Superstorm Sandy.	\$1,321,951.86
John P. Picone, Inc.	Contract No. CB-09 Amendment for recovery and restoration work at the Queens Midtown and Hugh L. Carey Tunnels as a result of Superstorm Sandy. John P. Picone, Inc. was already mobilized at the Cross Bay Veterans Memorial Bridge under Contract CB-09 and deemed the most qualified source to perform the Work.	\$450,000.00 (QMT) \$950,000.00 (HCT)

6. MTA 2014 Final Proposed Budget and November Financial Plan 2014-2017

MTA Chief Financial Officer Robert Foran presented and discussed the MTA's 2014 Final Proposed Budget and November Financial Plan for 2014 through 2017. The details of Mr. Foran's presentation and the discussions with regard to same are contained in the minutes of the meeting of the Board of the Metropolitan Transportation Authority.

7. Executive Session

Upon a motion duly made and seconded, the Board unanimously voted to convene in Executive Session pursuant to Public Officers Law §105(1)(e) to discuss matters relating to collective negotiations.

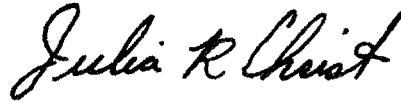
8. Public Session

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

9. Adjournment

Upon a motion duly made and seconded, the Board unanimously voted to adjourn the meeting at 12:15 p.m.

Respectfully submitted,

A handwritten signature in cursive script, reading "Julia R. Christ".

Julia R. Christ
Acting Assistant Secretary

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

**Wednesday, November 13, 2013
10:00 a.m.**

The following members were present:

Hon. Thomas F. Prendergast, Chairman & Chief Executive Officer
Hon. Fernando Ferrer, Vice Chairman
Hon. Andrew Albert
Hon. Jonathan A. Ballan
Hon. Robert C. Bickford
Hon. Allen P. Cappelli
Hon. Jeffrey A. Kay
Hon. Mark D. Lebow
Hon. Susan Metzger
Hon. Charles G. Moerdler
Hon. John J. Molloy
Hon. Mark Page
Hon. Mitchell H. Pally
Hon. Andrew M. Saul
Hon. James L. Sedore, Jr.
Hon. Carl V. Wortendyke

The following member was absent:

Hon. John H. Banks, III
Hon. Norman Brown
Hon. David A. Paterson

Nuria Fernandez, Chief Operating Officer, Catherine Rinaldi, Chief of Staff, James B. Henly, MTA General Counsel, Stephen J. Morello, Counselor to the Chairman, Board Member James Blair, Board Member Ira R. Greenberg, Board Member Vincent Tessitore, Jr., Carmen Bianco, President, NYCTA, Helena Williams, President, Long Island Rail Road, Howard Permut, President, Metro-North Railroad, James Ferrara, President, TBTA, Darryl Irick, President/SVP, MTA Bus Operations and Michael Horodniceanu, President, MTA Capital Construction, also attended the meeting. The Honorable Jonathan A. Ballan was not present for the votes on the Minutes, the New York City Transit and Bus, Long Island Rail Road, Finance and other Committees; he was present for the vote on the Executive Session.

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

Chairman and Chief Executive Officer ("CEO") Prendergast called the meeting to order.

Public Comment Period

There were twelve public speakers. None of the speakers spoke on MTA Capital Construction Company matters. The names of the speakers are contained in the minutes of the meeting of the Board of the Metropolitan Transportation Authority held on November 13, 2013. Refer to the video recording of the meeting produced by the Metropolitan Transportation Authority and maintained in its records for the content of the speaker's statement.

Chairman and Chief Executive Officer Opening Remarks

The Chairman and CEO's made no remarks on MTA Capital Construction matters. Refer to the video recording of the meeting produced by the Metropolitan Transportation Authority and maintained in its records for the content of the Chairman and Chief Executive Officer's remarks.

Approval of Minutes

Upon motion duly made and seconded, the Board approved the minutes of the regular meeting of the Board of the Metropolitan Transportation Authority held on September 18, 2013.

Procurement Items

Upon motion duly made and seconded, the Board approved a competitive procurement item, a modification to the East Side Access Project's GCT Concourse and Facilities Fit-Out contract for repairs to existing building supports.

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

1. A modification to the East Side Access Project's Harold Structures Part I contract for the civil work associated with the furnishing and installation of two Motor Generator (MG) Sets at Harold Interlocking and Woodside Station.
2. A modification to the East Side Access Project's GCT Concourse and Facilities Fit-Out contract to transfer scope from future Contract CM014B for the installation of utilities.

A copy of the resolutions, Staff Summaries and details of the above items are filed with the records of the meeting of the Board of the Metropolitan Transportation Authority held on November 13, 2013.

Executive Session

Upon motion duly made and seconded, the Board voted to convene into Executive Session pursuant to Section 105(1)(e) of the New York State Public Officers Law to discuss matters relating to collective bargaining negotiations.

Thereafter, upon motion duly made and seconded, the Board voted to resume proceedings in public session.

Adjournment

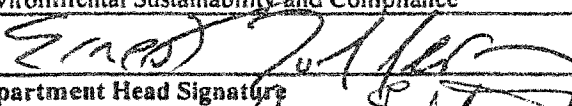
Upon motion duly made and seconded, the Board voted to adjourn the public meeting at 12:15PM.

Respectfully submitted,

A handwritten signature in cursive script, appearing to read "David K. Cannon".

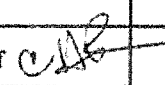


David K. Cannon
Assistant Secretary

Staff Summary

Subject NYPA Energy Audits and Retrocommissioning Studies
Department Environmental Sustainability and Compliance

Department Head Signature Ernest Tollerson
Division Head Name Peter Bass

Date December 5, 2013
Vendor Name New York Power Authority
Contract Number NA
Contract Manager Name NA
Table of Contents Ref #

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance	12/16/13			
2	Board	12/18/13			

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

I. Purpose

To obtain Board approval to have energy audits and retrocommissioning studies performed in MTA facilities utilizing the services of the New York Power Authority (NYPA), consistent with the MTA/NYPA Energy Services Program Agreement approved by the Board in December 2005 and in furtherance of the objectives of Executive Order 88, governing the improvement of energy efficiency in State buildings.

II. Discussion

Under the terms of the Board-approved Energy Services Program Agreement with NYPA, the MTA and its affiliated agencies undertake energy-efficiency projects that are financed and managed by NYPA and paid back through a surcharge to the subject agency's electrical bill that is equal to, or less than, the value of the project's energy savings. Utilizing this method, energy-efficiency projects can be developed and executed without negatively impacting operating or capital budgets. Over one hundred energy-efficiency projects have been completed under this program, replacing such items as lighting, compressors, motors, pumps and boilers, with new energy-efficient equipment.

Executive Order 88 targets state agency and state authority buildings greater than 20,000 square feet for 20% energy use reductions by April 2020. To help accomplish this reduction, subject buildings are to receive either an ASHRAE (American Society of Heating, Refrigeration and Air-Conditioning Engineers) Level II Energy Audit, which identifies and prioritizes the replacement of inefficient equipment based on return on investment, or a retrocommissioning study, which measures the energy performance of existing equipment and provides recommendations for returning the subject equipment to maximum efficiency.

Utilizing the services of NYPA, the MTA intends to perform energy audits or retrocommissioning studies in 53 buildings. This staff summary seeks Board authorization of the Phase I work, which will consist of 7 energy audits and 6 retrocommissioning studies, the services for which have been competitively procured by NYPA, at a cost of \$904,176.37. Subsequent to MTA Board approval, the MTA intends to execute a Customer Installation Commitment (CIC) with NYPA, which set forth the terms of the audits and retrocommissioning studies, including the scope of services, schedule, cost (including fees and interest) and payment.

Under the terms of the Board approval for the 2005 Energy Services Program Agreement, projects conducted pursuant to that Agreement that result in net energy savings are not required to be presented to the Board. Projects for which there are no net savings are presented to the Board for approval. Although it is anticipated that both the energy audits and retrocommissioning studies will lead to energy-efficiency projects and actions, the studies in and of themselves cannot be said to produce energy savings and thus are presented for Board approval.

III. Impact on Funding

The total not-to-exceed cost of \$904,176.37 for the work is chargeable to the Environmental Sustainability and Compliance Department budget for Outside Audit Services.



IV. Alternative

A scope of work and contract for energy audits and retrocommissioning studies could be developed and procured directly by the MTA. However, the MTA lacks energy audit and retrocommissioning experience. NYPA has the necessary experience and expertise to implement and manage this work at a cost structure similar to, or less than, the MTA. In addition, the schedule to complete the work under EO 88 is aggressive and would be difficult to achieve under standard procurement timelines. NYPA already has the necessary services in place to execute the work.

V. Recommendation

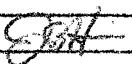

It is recommended that the Board approve NYPA to perform Phase I of the ASHRAE Level II Energy Audits and Retrocommissioning studies at MTA buildings, and authorize the MTA to enter into a Customer Installation Commitment with NYPA for these Phase I audits and studies.

Staff Summary

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

Date December 18, 2013
Vendor Name
Contract Number
Contract Manager Name
Table of Contents Ref #

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance Comm.	12/16	X		
2	Board	12/18	X		

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

PURPOSE:

The MTA Finance Department is seeking MTA and TBTA Board authorization and approval of the necessary documentation to issue new money bonds to finance up to \$2.0 billion of capital projects set forth in existing approved transit and commuter capital programs, and up to \$330 million to finance capital projects set forth in existing approved bridges and tunnels capital programs. The MTA Finance Department will report to the Board on the status of the proposed debt issuance schedule, the results of each bond issue and planned bond issues.

DISCUSSION:

MTA and TBTA Board approval is sought of the following resolutions, documents and activities in connection with the issuance of bonds in an aggregate principal amount necessary to finance up to \$2.330 billion of capital projects of the transit and commuter systems and Bridges & Tunnels set forth in existing approved capital programs:

- Multiple 2014 Series Supplemental Resolution authorizing Metropolitan Transportation Authority Transportation Revenue Obligations, including providing for the issuance of the following:
 - o An aggregate principal amount of up to \$2.0 billion of Transportation Revenue Bonds (reduced by any bonds issued under the Dedicated Tax Fund Resolution) in one or more series necessary to finance capital projects of the transit and commuter systems, plus applicable issuance costs and any original issue discount, and
 - o Parity Reimbursement Obligations and Parity Debt in an amount sufficient to secure any Credit Facilities entered into in connection with the issuance of the Transportation Revenue Bonds.
- Multiple 2014 Series Supplemental Resolution authorizing Metropolitan Transportation Authority Dedicated Tax Fund Revenue Obligations, including providing for the issuance of the following:
 - o An aggregate principal amount of up to \$2.0 billion of Dedicated Tax Fund Bonds (reduced by any bonds issued under the Transportation Revenue Bond Resolution) in one or more series necessary to finance capital projects of the transit and commuter systems, plus applicable issuance costs and any original issue discount, and
 - o Parity Reimbursement Obligations and Parity Debt in an amount sufficient to secure any Credit Facilities entered into in connection with the issuance of the Transportation Revenue Bonds.
- Multiple 2014 Series Supplemental Resolution authorizing Triborough Bridge and Tunnel Authority General Revenue Obligations, including providing for the issuance of the following:
 - o An aggregate principal amount of up to \$330 million of Triborough Bridge and Tunnel Authority General Revenue Obligations (reduced by any bonds issued under the Triborough Bridge and Tunnel Authority Subordinate

- Resolution) in one or more series necessary to finance capital projects of TBTA, plus applicable issuance costs and any original issue discount, and
- o Parity Reimbursement Obligations and other Parity Debt in an amount sufficient to secure any Credit Facilities entered into in connection with the issuance of the General Revenue Obligations.
 - Multiple Series 2001 Subordinate Revenue Bond Supplemental Resolution authorizing Triborough Bridge and Tunnel Authority Subordinate Revenue Obligations, including providing for the issuance of the following:
 - o An aggregate principal amount of up to \$330 million of Triborough Bridge and Tunnel Authority Subordinate Revenue Obligations (reduced by any bonds issued under the Triborough Bridge and Tunnel Authority General Revenue Bond Resolution) in one or more series necessary to finance capital projects of TBTA, plus applicable issuance costs and any original issue discount, and
 - o Parity Reimbursement Obligations and other Parity Debt in an amount sufficient to secure any Credit Facilities entered into in connection with the issuance of the General Revenue Obligations.

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

(a) delegating authority to the Chairman, Vice Chairman, the Chief Executive Officer and/or Executive Director of MTA, the Chair of the Finance Committee, the Chief Financial Officer of MTA, and the Director, Finance to award the obligations either pursuant to competitive bid or to members (or entities related to such firms) of the Board-approved MTA underwriting syndicate and to execute and/or deliver in each case, where appropriate:

- o Notices of Sale and bid forms,
- o Purchase Agreements with underwriters,
- o Official Statements and other disclosure documents,
- o Continuing Disclosure Agreements and related filings,
- o Remarketing Agreements,
- o Dealer and Broker/Dealer Agreements,
- o Issuing and Paying Agent Agreements,
- o Credit Facilities and related Parity Reimbursement Obligations and Parity Debt, and
- o Related Subordinated Contract Obligations.

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

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

ALTERNATIVES:

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

RECOMMENDATION:

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

METROPOLITAN TRANSPORTATION AUTHORITY

**MULTIPLE SERIES 2014
TRANSPORTATION REVENUE BOND
SUPPLEMENTAL RESOLUTION**

Adopted December 18, 2013

Table of Contents

Page

ARTICLE I

DEFINITIONS AND STATUTORY AUTHORITY

Section 1.01. Supplemental Resolution.....	1
Section 1.02. Definitions.....	1
Section 1.03. Authority for this Supplemental Resolution.....	1

ARTICLE II

AUTHORIZATION OF SERIES 2014 BONDS

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 of Series 2014 Bonds.....	6
Section 2.11. Forms of Series 2014 Bonds and Trustee's Authentication Certificate	8
Section 2.12. Appointment of Trustee and Paying Agent.....	8

ARTICLE III

DISPOSITION OF SERIES 2014 BOND PROCEEDS

Section 3.01. Disposition of Series 2014 Bond Proceeds.....	8
---	---

ARTICLE IV

TAX COVENANTS AND DEFEASANCE

Section 4.01. Tax Covenants Relating to the Series 2014 Bonds.....	8
Section 4.02. Defeasance.....	9

**MULTIPLE SERIES 2014
TRANSPORTATION REVENUE FUND BOND
SUPPLEMENTAL RESOLUTION**

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

ARTICLE I

DEFINITIONS AND STATUTORY AUTHORITY

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

Section 1.02. Definitions.

1. All capitalized terms which are used but not otherwise defined in this Multiple Series 2014 Transportation Revenue Bond Supplemental Resolution (the "Supplemental Resolution") shall have the same meanings, respectively, as such terms are given by Section 102 of the Resolution.

2. In this Supplemental Resolution:

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

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

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

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

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

ARTICLE II

AUTHORIZATION OF SERIES 2014 BONDS

Section 2.01. Authorized Principal Amount, Designation and Series. Pursuant to the provisions of the Resolution and in order to finance Capital Costs, multiple Series of Transportation Revenue Obligations (which may be issued at one time or from time to time and in any number of Series or subseries, which for purposes of this Supplemental Resolution shall collectively be referred to herein as the "Series 2014 Bonds", constituting Capital Cost Obligations, subject to redesignation as hereinafter provided) entitled to the benefit, protection and security of such provisions are hereby authorized to be issued in an aggregate principal amount not exceeding the principal amount necessary so that, after giving effect to any net original issue discount and underwriters' discount from the principal amount, the amount to be deposited in the Proceeds Account pursuant to, or otherwise applied to effectuate the purposes of, Section 2.02 and Section 3.01 of this Supplemental Resolution (exclusive of the amount so deposited therein determined in the related Certificate of Determination as estimated to be necessary to pay capitalized interest or to pay any Costs of Issuance of the Series 2014 Bonds), shall not exceed the amount or amounts determined in a Certificate of Determination to be necessary to effectuate the purposes set forth in Section 2.02 hereof; provided, however, that the Series 2014 Bonds issued to finance Capital Costs shall not exceed \$2.0 billion reduced by the amount of bonds then Outstanding issued under the Metropolitan Transportation Authority Multiple Series 2014 Dedicated Tax Fund Bond Supplemental Resolution, adopted December 18, 2013 (excluding all amounts excluded above, such as net original issue discount, underwriters' discount, capitalized interest and Costs of Issuance). For all purposes of this Section 2.01, net original issue premium as determined to be advisable by an Authorized Officer in connection with the marketing of the Series 2014 Bonds shall not be counted.

Series 2014 Bonds shall be designated as, and shall be distinguished from the Obligations of all other Series by the title, "Transportation Revenue Bonds, Series 2014" or such other title or titles set forth in one or more Certificates of Determination.

The authority to issue Obligations and take related actions granted under previous resolutions of the Issuer shall continue in full force and effect. The authorization to issue the Series 2014 Bonds shall continue in effect until the adoption in 2015 by the MTA Board of a subsequent new money bond issuance supplemental resolution.

Section 2.02. Purposes. The purposes for which the Series 2014 Bonds are issued shall be set forth in one or more Certificates of Determination and may include the payment of all or any part of the Capital Costs, all to the extent and in the manner provided in this Supplemental Resolution.

Section 2.03. Dates, Maturities, Principal Amounts and Interest. The Series 2014 Bonds, except as otherwise provided in the Resolution, shall be dated the date or dates determined in the related Certificate of Determination. The Series 2014 Bonds shall mature on the date or dates and in the year or years and principal amount or amounts, and shall bear interest at the rate or rates per annum, if any, specified in or determined in the manner provided in the related Certificate of Determination.

Section 2.04. Interest Payments. The Series 2014 Bonds shall bear interest from their date or dates and be payable on such date or dates as may be determined pursuant to the related Certificate of Determination. Except as otherwise provided in the related Certificate of Determination, interest on the Series 2014 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 2014 Bonds shall be issued in fully registered form without coupons in the denomination of \$5,000 or any integral multiple thereof

The Series 2014 Bonds shall be lettered and numbered as provided in the related Certificate of Determination.

Section 2.06. Places of Payment and Paying Agent. Except as otherwise provided in the related Certificate of Determination, principal and Redemption Price of the Series 2014 Bonds shall be payable to the registered owner of each Series 2014 Bond when due upon presentation of such Series 2014 Bond at the principal corporate trust office of the Trustee. Except, as otherwise provided in the related Certificate of Determination, interest on the registered Series 2014 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 2014 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 2014 Bonds, if any, determined in the related Certificate of Determination shall be subject to redemption in part, by lot, or otherwise as determined in accordance with Section A-404 of the Resolution, on each date in the year or years determined in the related Certificate of Determination at the principal amount thereof plus accrued interest up to but not including the date of redemption thereof, from mandatory Sinking Fund Installments which are required to be made in amounts sufficient to redeem on each such date the principal amount of such Series 2014 Bonds.

Section 2.08. Redemption Prices and Terms. The Series 2014 Bonds may also be subject to redemption prior to maturity, at the option of the Issuer, upon notice as provided in Article A-IV of the Resolution, at any time as a whole or in part (and by lot within a maturity, or otherwise as determined in accordance with Section A-404 of the Resolution, if less than all of a maturity is to be redeemed), from maturities designated by the Issuer on and after the date and in the years and at the Redemption Prices (expressed as a percentage of principal amount as determined pursuant to Section 2.09.1(f) or in the case of Taxable Obligations as otherwise provided in the related Certificate of Determination) determined in the related Certificate of Determination, plus accrued interest up to but not including the redemption date.

Section 2.09. Delegation to an Authorized Officer. 1. There is hereby delegated to each Authorized Officer, subject to the limitations contained in this Supplemental Resolution, the following powers with respect to the Series 2014 Bonds:

(a) to determine whether and when to issue any Series 2014 Bonds constituting Capital Cost Obligations, the amount of the Series 2014 Bonds to be applied to finance Capital Costs, and the amount of the proceeds of the Series 2014 Bonds estimated to be necessary to pay the Costs of Issuance of the Series 2014 Bonds and capitalized interest, if any;

(b) to determine the purpose or purposes for which the Series 2014 Bonds are being issued, which shall be one or more of the purposes set forth in Section 2.02 of this Supplemental Resolution;

(c) to determine the principal amounts of the Series 2014 Bonds to be issued for the purposes set forth in Section 2.02 of this Supplemental Resolution and whether such principal amounts constitute a separate Series or a subseries of Series 2014 Bonds, which principal amounts (and the aggregate of all such Series and subseries) shall not exceed the principal amounts permitted by Section 2.01 of this Supplemental Resolution, and to determine Accreted Values and Appreciated Values, if applicable;

(d) to determine the maturity date and principal amount of each maturity of the Series 2014 Bonds and the amount and due date of each Sinking Fund Installment, if any;

(e) to determine the date or dates which the Series 2014 Bonds shall be dated and the interest rate or rates of the Series 2014 Bonds or the manner of determining such interest rate or rates; provided, however, that any Series 2014 Bonds issued as fixed rate Tax-Exempt Obligations shall be subject to a maximum interest rate of not greater than 10% per annum, any Series 2014 Bonds issued as fixed rate Taxable Obligations shall be subject to a maximum interest rate of not greater than 12% per annum, any Variable Interest Rate Obligations issued as Tax-Exempt Obligations shall be subject to a maximum interest rate of not greater than 15% per annum, any Variable Interest Rate Obligations issued as Taxable Obligations shall be subject to a maximum interest rate of not greater than 18% per annum and any Parity Reimbursement Obligations shall be subject to a maximum interest rate of not greater than 25% per annum, or, in each such case, such higher rate or rates as determined by the Issuer's Board;

(f) to determine the Redemption Price or Redemption Prices, if any, and the redemption terms, if any, for the Series 2014 Bonds; provided, however, that if the Series 2014 Bonds are to be redeemable at the election of the Issuer, the Redemption Price for Series 2014 Bonds issued as Tax-Exempt Obligations shall not be greater than one hundred three percent (103%) of the principal amount of the Series 2014 Bonds to be redeemed, plus accrued interest thereon up to but not including the date of redemption;

(g) to determine whether the sale of the Series 2014 Bonds shall be conducted on either a negotiated or competitive bid basis and, as applicable, to determine the purchase price for the Series 2014 Bonds to be paid by the purchaser or purchasers referred to in one or more Purchase Agreements or a bank direct purchase agreement or the purchase price for the Series 2014 Bonds to be paid by the winning bidder, if such sale is conducted by competitive bid

pursuant to a Notice of Sale (as hereinafter defined), in either case as such document is described in Section 2.10 of this Supplemental Resolution, which may include such original issue discount and original issue premium as shall be determined in the related Certificate of Determination; provided, however, that, in the case of Series 2014 Bonds sold on a negotiated basis, the underwriters' discount reflected in such purchase price shall not exceed \$10.00 for each one thousand dollars (\$1,000) principal amount of the Series 2014 Bonds;

(h) to take all actions required for the Series 2014 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 2014 Bonds issuable in fully registered form;

(i) to determine whether to issue all or any portion of the Series 2014 Bonds as Tax Exempt Obligations, Taxable Obligations, Put Obligations, Variable Interest Rate Obligations or as any other form of Obligations permitted by the Resolution and any matters related thereto, including (i) the terms and provisions of any such Series 2014 Bonds, (ii) the selection of remarketing agents, tender agents, calculation agents, auction agents, dealers, bidding agents or any other agents or parties to ancillary arrangements and the terms of any such arrangements, and (iii) the methods for determining the accrual of Debt Service;

(j) to determine the advisability, as compared to an unenhanced transaction, of obtaining one or more Credit Facilities, to select a provider or providers thereof and to determine and accept the terms and provisions and price thereof, to determine such other matters related thereto as in the opinion of the officer executing the related Certificate of Determination shall be considered necessary or appropriate and to effect such determinations by making any changes in or additions to this Supplemental Resolution required by Credit Facility providers, if any, or required by a Rating Agency in order to attain or maintain specific ratings on the Series 2014 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 2014 Bonds, and to make any changes in connection therewith;

(k) to make such changes in or from the form of this Supplemental Resolution as may be required by a Rating Agency in order to attain or maintain specific ratings on the Series 2014 Bonds;

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

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

2. Any Authorized Officer shall execute one or more Certificates of Determination evidencing the determinations made pursuant to this Supplemental Resolution and any such Certificate of Determination shall be conclusive evidence of the determinations of such Authorized Officer, as stated therein. More than one Certificate of Determination may be delivered to the extent more than one Series or subseries of Series 2014 Bonds are delivered from time to time, or other authority is exercised under this Supplemental Resolution from time to time and each such Certificate of Determination shall be delivered to the Trustee prior to the authentication and delivery of the respective Series or subseries of Series 2014 Bonds by the Trustee or other documentation. Determinations set forth in the related Certificate of Determination shall have the same effect as if set forth in this Supplemental Resolution. Any such Authorized Officer may exercise any authority delegated under this Supplemental Resolution from time to time following issuance of any Series 2014 Bonds, as appropriate for any purposes, including, in order to change interest rate modes or auction periods, obtain a substitute or additional Credit Facility, enter into a bank direct purchase agreement or similar instrument, or to appoint new or additional agents or other parties deemed appropriate to a particular form or mode of Obligation or manner of sale.

Section 2.10. Sale of Series 2014 Bonds. If it is determined that any sale of Series 2014 Bonds shall be conducted on a negotiated basis, each Authorized Officer is hereby authorized to sell and award the Series 2014 Bonds to the purchasers who shall be on the list of underwriters then approved by the Issuer and shall be referred to in the Purchase Agreement or Agreements, which Purchase Agreement or Agreements shall be substantially in the form most recently executed or delivered by the Issuer in connection with the sale or remarketing of Obligations, with such revisions to reflect the terms and provisions of the Series 2014 Bonds as may be approved by the officer executing the Purchase Agreement (each, a "Purchase Agreement"). Each Authorized Officer is hereby authorized to agree to the selection of the representative of the underwriters as referred to in the Purchase Agreement or Agreements and to execute and deliver the Purchase Agreement or Agreements for and on behalf and in the name of the Issuer with such changes, omissions, insertions and revisions as may be approved by the officer executing the Purchase Agreement or Agreements, said execution being conclusive evidence of such approval and concurrence in the selection of the representative of the underwriters.

If it is determined that any sale of Series 2014 Bonds shall be conducted on a competitive bid basis, each Authorized Officer is hereby further authorized to conduct the sale and award of the Series 2014 Bonds on the basis of a competitive bid, pursuant to the terms of a notice of sale, including bid form (the "Notice of Sale"), in a form, including any limitations on permitted bidders and a description of the basis for determining the winning bidder or bidders, determined by such Authorized Officer. Each Authorized Officer is hereby authorized to conduct such competitive sale of the Series 2014 Bonds in a manner consistent with this Supplemental Resolution and to utilize the services of the Authority's financial advisor and the services of an electronic bidding service, as such Authorized Officer shall determine, and the execution by such Authorized Officer of a letter of award shall be conclusive evidence of such award.

Each Authorized Officer is hereby authorized to make public and to authorize the use and distribution by said purchasers or other appropriate parties of a preliminary official statement, offering circular, or other disclosure document (the "Preliminary Official Statement")

in connection with each public offering or any direct or private placement of the Series 2014 Bonds, in substantially the form most recently executed or delivered by the Issuer in connection with the sale of Obligations, with such changes, omissions, insertions and revisions as such officer shall deem advisable. The Issuer authorizes any of said officers to deliver a certification to the effect that such Preliminary Official Statement or Official Statement, if deemed necessary or appropriate, together with such other documents, if any, described in such certificate, was deemed final as of its date for purposes of Rule 15c2-12 of the Securities and Exchange Commission as applicable.

Each Authorized Officer is hereby authorized to make public and to authorize distribution of a final Official Statement in substantially the form of each Preliminary Official Statement or the most recently executed and delivered Official Statement if there is not a Preliminary Official Statement, with such changes, omissions, insertions and revisions as such officer shall deem advisable, to sign such Official Statement and to deliver such Official Statement to the purchasers of such issue of the Series 2014 Bonds, such execution being conclusive evidence of the approval of such changes, omissions, insertions and revisions.

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

The proceeds of each good faith check, if any, received by the Issuer from the purchasers of each issue of the Series 2014 Bonds under the terms of the related Purchase Agreement or Notice of Sale may be invested by the Issuer pending application of the proceeds of such good faith check for the purposes provided in Section 2.02 of this Supplemental Resolution at the time of the issuance and delivery of such Series 2014 Bonds.

Each Authorized Officer (including any Assistant Secretary of the Issuer) is hereby authorized and directed to execute, deliver, amend, replace or terminate any and all documents and instruments (including any remarketing agreements, tender agency agreements, dealer agreements, broker dealer agreements, tender agent agreements, or auction agency agreements, any investment agreements or arrangements, or any reimbursement agreements or documents or instruments relating to a Credit Facility deemed appropriate to a given form or mode of an Obligation) and to do and cause to be done any and all acts necessary or proper for carrying out each Purchase Agreement or Notice of Sale, the Continuing Disclosure Agreement, the terms of any Credit Facility or other such agreement or arrangement, and the issuance, sale and delivery of each issue of the Series 2014 Bonds and for implementing the terms of each issue of the Series 2014 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 2014 Bonds and Trustee's Authentication Certificate. Subject to the provisions of the Resolution, the form of registered Series 2014 Bonds, and the Trustee's certificate of authentication, shall be substantially in the form set forth in Exhibit One to the Resolution including, if necessary, any changes to comply with the requirements of DTC or the provisions of this Supplemental Resolution or the related Certificate of Determination.

Section 2.12. Appointment of Trustee and Paying Agent. Unless otherwise provided by Certificate of Determination, The Bank of New York Mellon, as successor in interest to JPMorgan Chase Bank, N.A., shall be the Trustee under the Resolution and the Paying Agent for the Series 2014 Bonds.

ARTICLE III

DISPOSITION OF SERIES 2014 BOND PROCEEDS

Section 3.01. Disposition of Series 2014 Bond Proceeds. Any proceeds of the sale of the Series 2014 Bonds, other than accrued interest and capitalized interest, if any, shall be deposited, simultaneously with the issuance and delivery of the Series 2014 Bonds, at one time or from time to time in one or more Series or subseries, in the Proceeds Account which is deemed to be established for each Series in the Proceeds Fund to be applied, or shall otherwise be applied pursuant to the related Certificate of Determination to:

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

Unless otherwise provided in the related Certificate of Determination, the accrued interest and any capitalized interest, if any, received on the sale of the Series 2014 Bonds shall be deposited in the Debt Service Fund.

ARTICLE IV

TAX COVENANTS AND DEFEASANCE

Section 4.01. Tax Covenants Relating to the Series 2014 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 2014 Bonds issued as Tax Exempt Obligations, the Issuer will satisfy, or take such actions as are necessary to cause to be satisfied, each provision of the Code necessary to maintain such exclusion. In furtherance of this covenant, the Issuer agrees to comply with such written instructions as may be provided by Bond Counsel. In furtherance of the covenant contained in the preceding sentence, the Issuer agrees to continually comply with the provisions of any "Arbitrage and Use of Proceeds Certificate" or "Tax Certificate" to be executed by the Issuer in connection with the execution and delivery of any Series 2014 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 2014 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 2014 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 2014 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 2014 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-X1 of the Resolution, the Series 2014 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 2014 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 2014 Bonds issued as Tax Exempt Obligations in determining gross income for Federal income tax purposes.

METROPOLITAN TRANSPORTATION AUTHORITY

**MULTIPLE SERIES 2014
DEDICATED TAX FUND BOND SUPPLEMENTAL RESOLUTION**

Adopted December 18, 2013

1307298.3 016950 RSIND

**MULTIPLE SERIES 2014
DEDICATED TAX FUND REVENUE BOND
SUPPLEMENTAL RESOLUTION**

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

ARTICLE I

DEFINITIONS AND STATUTORY AUTHORITY

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

SECTION 1.02. Definitions.

1. All terms which are defined in Section 101 of the Resolution shall have the same meanings, respectively, in this Multiple Series 2014 Dedicated Tax Fund Bond Supplemental Resolution (hereinafter referred to as the "Supplemental Resolution") as such terms are given in said Section 101 of the Resolution.

2. In this Supplemental Resolution:

"Authorized Officer" shall include the officers designated as such in the Resolution, and the Chairman and Chief Executive Officer, the Vice Chairman, the Chair of the Finance Committee, the Chief Financial Officer or the Director, Finance of the MTA, as well as any officer duly designated as "Acting" in said officer's capacity, except that, for the purposes of any delegation set forth herein that does not expressly include any Assistant Secretary, "Authorized Officer" shall not include any Assistant Secretary of the Issuer.

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

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

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

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 2014 BONDS

SECTION 2.01. Principal Amount, Designation and Series. Pursuant to the provisions of the Resolution and in order to finance Capital Costs, a Series of Dedicated Tax Fund Bonds (which may be issued in one or more Series or subseries and from time to time, which for purposes of this Supplemental Resolution shall collectively be referred to herein as the "Series 2014 Bonds", subject to redesignation as hereinafter provided) entitled to the benefit, protection and security of such provisions are hereby authorized to be issued in an aggregate principal amount not exceeding the principal amount necessary so that, after giving effect to any net original issue discount and underwriters' discount from the principal amount, the amount to be deposited in the Proceeds Account pursuant to, or otherwise applied to effectuate the purposes of, Section 2.02 and Section 3.01 of this Supplemental Resolution (exclusive of the amount so deposited therein determined in any Certificate of Determination as estimated to be necessary to pay capitalized interest or to pay any Costs of Issuance of the Series 2014 Bonds), shall not exceed the amount or amounts determined in a Certificate of Determination to be necessary to effectuate the purposes set forth in Section 2.02 hereof; provided, however, that the Series 2014 Bonds issued to finance Capital Costs shall not exceed \$2.0 billion, reduced by the amount of bonds then Outstanding issued under the Metropolitan Transportation Authority Series 2014 Transportation Revenue Bond Supplemental Resolution, adopted December 18, 2013 (excluding all amounts excluded above, such as net original issue discount, underwriters' discount, capitalized interest and Costs of Issuance). For all purposes of this Section 2.01, net original issue premium as determined to be advisable by an Authorized Officer in connection with the marketing of the Series 2014 Bonds also shall be excluded.

Series 2014 Bonds shall be designated as, and shall be distinguished from the Obligations of all other Series by the title "Dedicated Tax Fund Bonds, Series 2014" or such other title or titles set forth in one or more Certificates of Determination.

The authority to issue Obligations and take related actions granted under previous resolutions of the Issuer shall continue in full force and effect. The authorization to issue the Series 2014 Bonds shall continue in effect until the adoption in 2015 by the MTA Board of a subsequent new money bond issuance supplemental resolution.

SECTION 2.02. Purposes. The purposes for which the Series 2014 Bonds are issued are to fund a portion of the Capital Costs, all to the extent and in the manner provided in this Supplemental Resolution.

SECTION 2.03. Date, Maturity and Interest for Series 2014 Bonds. The Series 2014 Bonds, except as otherwise provided in the Resolution, shall be dated the date or dates determined in any Certificate of Determination. The Series 2014 Bonds shall mature on January 1 of each year, in the year or years and principal amount or amounts, and shall bear interest at the rate or rates per annum, if any, determined in any Certificate of Determination.

SECTION 2.04. Interest Payments. The Series 2014 Bonds shall bear interest from their date or dates and be payable on such date or dates as may be determined

pursuant to any Certificate of Determination. Except as otherwise provided in any Certificate of Determination, interest on the Series 2014 Bonds shall be computed on the basis of twelve 30-day months and a 360-day year.

SECTION 2.05. Denominations, Numbers and Letters. Unless otherwise provided in any Certificate of Determination, the Series 2014 Bonds shall be issuable in fully registered form without coupons in the denomination of \$5,000 or any integral multiple thereof. The Series 2014 Bonds shall be numbered as provided in any Certificate of Determination.

SECTION 2.06. Places of Payment and Paying Agents. Except as otherwise provided in any Certificate of Determination, principal and Redemption Price of the Series 2014 Bonds shall be payable to the registered owner of each Series 2014 Bond when due upon presentation of such Series 2014 Bond at the principal corporate trust office of the Trustee. Except as otherwise provided in any Certificate of Determination, interest on the registered Series 2014 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 2014 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 2014 Bonds, if any, determined in any Certificate of Determination shall be subject to redemption in part, by lot, or otherwise as determined in accordance with Section A-404 of the Resolution, on each date in the year or years determined in any Certificate of Determination at the principal amount thereof plus accrued interest up to but not including the date of redemption thereof, from mandatory Sinking Fund Installments which are required to be made in amounts sufficient to redeem on each such date the principal amount of such Series 2014 Bonds.

SECTION 2.08. Redemption Prices and Terms. The Series 2014 Bonds may also be subject to redemption prior to maturity, at the option of the Issuer, upon notice as provided in Article A-IV of the Resolution, at any time as a whole or in part (and by lot within a maturity, or otherwise as determined in accordance with Section A-404 of the Resolution, if less than all of a maturity is to be redeemed), from maturities designated by the Issuer on and after the date and in the years and at the Redemption Prices (expressed as a percentage of principal amount as determined pursuant to Section 2.09.1(f) or in the case of Taxable Obligations as otherwise provided in any Certificate of Determination) determined in any Certificate of Determination, plus accrued interest up to but not including the redemption date.

SECTION 2.09. Delegation to an Authorized Officer. 1. There is hereby delegated to each Authorized Officer, subject to the limitations contained in this Supplemental Resolution, the following powers with respect to the Series 2014 Bonds:

(a) to determine whether and when to issue any Series 2014 Bonds constituting Capital Cost Obligations, the amount of the Series 2014 Bonds to be applied to finance Capital Costs, and the amount of the proceeds of the Series 2014 Bonds estimated to be necessary to pay the Costs of Issuance of the Series 2014 Bonds and capitalized interest, if any;

(b) to determine the purpose or purposes for which the Series 2014 Bonds are being issued, which shall be one or more of the purposes set forth in Section 2.02 of this Supplemental Resolution;

(c) to determine the principal amounts of the Series 2014 Bonds to be issued for the purposes set forth in Section 2.02 of this Supplemental Resolution and whether such principal amounts constitute a separate Series or a subseries of Series 2014 Bonds, which principal amounts (and the aggregate of all such Series and subseries) shall not exceed the principal amounts permitted by Section 2.01 of this Supplemental Resolution, and to determine Accreted Values and Appreciated Values, if applicable;

(d) to determine the maturity date and principal amount of each maturity of the Series 2014 Bonds and the amount and due date of each Sinking Fund Installment, if any;

(e) to determine the date or dates which the Series 2014 Bonds shall be dated and the interest rate or rates of the Series 2014 Bonds or the manner of determining such interest rate or rates; provided, however, that any Series 2014 Bonds issued as fixed rate Tax-Exempt Obligations shall be subject to a maximum interest rate of not greater than 10% per annum, any Series 2014 Bonds issued as fixed rate Taxable Obligations shall be subject to a maximum interest rate of not greater than 12% per annum, any Variable Interest Rate Obligations issued as Tax-Exempt Obligations shall be subject to a maximum interest rate of not greater than 15% per annum, any Variable Interest Rate Obligations issued as Taxable Obligations shall be subject to a maximum interest rate of not greater than 18% per annum and any Parity Reimbursement Obligations shall be subject to a maximum interest rate of not greater than 25% per annum, or, in each such case, such higher rate or rates as determined by the Issuer's Board;

(f) to determine the Redemption Price or Redemption Prices, if any, and the redemption terms, if any, for the Series 2014 Bonds; provided, however, that if the Series 2014 Bonds are to be redeemable at the election of the Issuer, the Redemption Price for Series 2014 Bonds issued as Tax-Exempt Obligations shall not be greater than one hundred three percent (103%) of the principal amount of the Series 2014 Bonds to be redeemed, plus accrued interest thereon up to but not including the date of redemption;

(g) to determine whether the sale of the Series 2014 Bonds shall be conducted on either a negotiated or competitive bid basis and, as applicable, to determine the purchase price for the Series 2014 Bonds to be paid by the purchasers referred to in one or more Purchase Agreements or a bank direct purchase agreement or the purchase price for the Series 2014 Bonds to be paid by the winning bidder, if such sale is conducted by competitive bid pursuant to a Notice of Sale (as hereinafter defined), in either case as such document is described in Section 2.10 of this Supplemental Resolution, which may include such original issue discount and original issue premium as shall be determined in any Certificate of Determination; provided, however, that, in the case of Series 2014 Bonds sold on a negotiated basis, the underwriters'

discount reflected in such purchase price shall not exceed \$10.00 for each one thousand dollars (\$1,000) principal amount of the Series 2014 Bonds;

(h) to take all actions required for the Series 2014 Bonds to be eligible under the rules and regulations of The Depository Trust Company ("DTC") for investment and trading as uncertificated securities, to execute and deliver a standard form of letter of representation with DTC and, notwithstanding any provisions to the contrary contained in this Supplemental Resolution, to include in any Certificate of Determination such terms and provisions as may be appropriate or necessary to provide for uncertificated securities in lieu of Series 2014 Bonds issuable in fully registered form;

(i) to determine whether to issue all or any portion of the Series 2014 Bonds as Tax Exempt Obligations, Taxable Obligations, Put Obligations, Variable Interest Rate Obligations or as any other form of Obligations permitted by the Resolution and any matters related thereto, including (i) the terms and provisions of any such Series 2014 Bonds, (ii) the selection of remarketing agents, tender agents, calculation agents, auction agents, dealers, bidding agents or any other agents or parties to ancillary arrangements and the terms of any such arrangements, and (iii) the methods for determining the accrual of Debt Service;

(j) to determine the advisability, as compared to an unenhanced transaction, of obtaining one or more Credit Facilities, to select a provider or providers thereof and to determine and accept the terms and provisions and price thereof, to determine such other matters related thereto as in the opinion of the officer executing any Certificate of Determination shall be considered necessary or appropriate and to effect such determinations by making any changes in or additions to this Supplemental Resolution required by Credit Facility providers, if any, or required by a Rating Agency in order to attain or maintain specific ratings on the Series 2014 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 2014 Bonds, and to make any changes in connection therewith;

(k) to make such changes in or from the form of this Supplemental Resolution as may be required by a Rating Agency in order to attain or maintain specific ratings on the Series 2014 Bonds;

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

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

2. Any Authorized Officer shall execute any Certificate of Determination evidencing the determinations made pursuant to this Supplemental Resolution and such Certificate of Determination shall be conclusive evidence of the determinations of such

Authorized Officer, as stated therein. More than one Certificate of Determination may be delivered to the extent more than one Series or subseries of Series 2014 Bonds are delivered, or other authority is exercised under this Supplemental Resolution from time to time and each such Certificate of Determination shall be delivered to the Trustee prior to the authentication and delivery of the respective Series or subseries of Series 2014 Bonds by the Trustee or other documentation. Determinations set forth in any Certificate of Determination shall have the same effect as if set forth in this Supplemental Resolution. Any such Authorized Officer may exercise any authority delegated under this Supplemental Resolution from time to time following issuance of any Series 2014 Bonds, as appropriate for any purposes, including, in order to change interest rate modes or auction periods, obtain a substitute or additional Credit Facility, enter into a bank direct purchase agreement or similar instrument, or to appoint new or additional agents or other parties deemed appropriate to a particular form or mode of Obligation or manner of sale.

SECTION 2.10. Sale of Series 2014 Bonds. If it is determined that any sale of Bonds shall be conducted on a negotiated basis, each Authorized Officer is hereby authorized to sell and award the Series 2014 Bonds to the purchasers who shall be on the list of underwriters then approved by the Issuer and shall be referred to in the Purchase Agreement or Agreements, which Purchase Agreement or Agreements shall be substantially in the form most recently executed or delivered by the Issuer in connection with the sale of Obligations, with such revisions to reflect the terms and provisions of the Series 2014 Bonds as may be approved by the officer executing the Purchase Agreement (each, a "Purchase Agreement"). Each Authorized Officer is hereby authorized to agree to the selection of the representative of the underwriters as referred to in the Purchase Agreement or Agreements and to execute and deliver the Purchase Agreement or Agreements for and on behalf and in the name of the Issuer with such changes, omissions, insertions and revisions as may be approved by the officer executing the Purchase Agreement or Agreements, said execution being conclusive evidence of such approval and concurrence in the selection of the representative of the underwriters.

If it is determined that any sale of Series 2014 Bonds shall be conducted on a competitive bid basis, each Authorized Officer is hereby further authorized to conduct the sale and award of the Series 2014 Bonds on the basis of a competitive bid, pursuant to the terms of a notice of sale, including bid form (the "Notice of Sale"), in a form, including any limitations on permitted bidders and a description of the basis for determining the winning bidder or bidders, determined by such Authorized Officer. Each Authorized Officer is hereby authorized to conduct such competitive sale of the Series 2014 Bonds in a manner consistent with this Supplemental Resolution and to utilize the services of the Authority's financial advisor and the services of an electronic bidding service, as such Authorized Officer shall determine, and the execution by such Authorized Officer of a letter of award shall be conclusive evidence of such award.

Each Authorized Officer is hereby authorized to make public and to authorize the use and distribution by said purchasers or other appropriate parties of a preliminary official statement, offering circular, or other disclosure document (the "Preliminary Official Statement") in connection with each public offering or any direct placement of the Series 2014 Bonds, in substantially the form most recently executed or delivered by the Issuer in connection with the sale of Obligations, with such changes, omissions, insertions and revisions as such officer shall

deem advisable. The Issuer authorizes any of said officers to deliver a certification to the effect that such Preliminary Official Statement or Official Statement, if deemed necessary or appropriate, together with such other documents, if any, described in such certificate, was deemed final as of its date for purposes of Rule 15c2-12 of the Securities and Exchange Commission as applicable.

Each Authorized Officer is hereby authorized to make public and to authorize distribution of a final Official Statement in substantially the form of each Preliminary Official Statement or the most recently executed and delivered Official Statement if there is not a Preliminary Official Statement, with such changes, omissions, insertions and revisions as such officer shall deem advisable, to sign such Official Statement and to deliver such Official Statement to the purchasers of the Series 2014 Bonds, such execution being conclusive evidence of the approval of such changes, omissions, insertions and revisions.

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

The proceeds of a good faith check, if any, received by the Issuer from the purchasers of the Series 2014 Bonds under the terms of the related Purchase Agreement or Notice of Sale may be invested by the Issuer pending application of the proceeds of such good faith check for the purposes provided in Section 2.02 of this Supplemental Resolution at the time of the issuance and delivery of such Series 2014 Bonds.

Each Authorized Officer (including any Assistant Secretary of the Issuer) is hereby authorized and directed to execute, deliver, amend, replace or terminate any and all documents and instruments (including any remarketing agreements, tender agency agreements, dealer agreements, broker dealer agreements, tender agent agreements, or auction agency agreements, any investment agreements or arrangements, or any reimbursement agreements or documents or instruments relating to a Credit Facility deemed appropriate to a given form or mode of an Obligation) and to do and cause to be done any and all acts necessary or proper for carrying out each Purchase Agreement or Notice of Sale, the Continuing Disclosure Agreement, the terms of any Credit Facility or other such agreement or arrangement, and the issuance, sale and delivery of the Series 2014 Bonds and for implementing the terms of the Series 2014 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 2014 Bonds and Trustee's Authentication Certificate. Subject to the provisions of the Resolution, the form of registered Series 2014 Bonds, and the Trustee's certificate of authentication, shall be substantially in the

form set forth in Exhibit One to the Resolution including, if necessary, any changes to comply with the requirements of DTC or the provisions of this Supplemental Resolution or any Certificate of Determination.

SECTION 2.12. Appointment of Trustee and Paying Agent. Unless otherwise provided by Certificate of Determination, The Bank of New York Mellon, as successor in interest to JPMorgan Chase Bank, N.A., shall be the Trustee under the Resolution and the Paying Agent for the Series 2014 Bonds.

ARTICLE III

DISPOSITION OF SERIES 2014 BONDS PROCEEDS

SECTION 3.01. Disposition of Series 2014 Bond Proceeds. Any proceeds of the sale of the Series 2014 Bonds, other than accrued interest and capitalized interest, if any, shall be deposited, simultaneously with the issuance and delivery of the Series 2014 Bonds, at one time or from time to time in one or more Series or subseries, in the Proceeds Account which is deemed to be established for each Series in the Proceeds Fund to be applied, or shall otherwise be applied pursuant to the related Certificate of Determination to:

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

Unless otherwise provided in the related Certificate of Determination, the accrued interest and any capitalized interest, if any, received on the sale of the Series 2014 Bonds shall be deposited in the Debt Service Fund.

SECTION 3.02. Application of Series 2014 Bond Proceeds Account. All of the proceeds (or such lesser amount as may be determined in any Certificate of Determination) on deposit in the Series 2014 Bond Proceeds Account shall be applied to pay all or any part of the Costs of Issuance relating to the Series 2014 Bonds or to any other Capital Costs.

ARTICLE IV

TAX COVENANT PROVISIONS AND DEFEASANCE

SECTION 4.01. Tax Covenants Relating to the Series 2014 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 2014 Bonds issued as Tax Exempt Obligations, the Issuer will satisfy, or take such actions as are necessary to cause to be satisfied, each provision of the Code necessary to maintain such exclusion. In furtherance of this covenant, the Issuer agrees to comply with such written instructions as may be provided by Bond Counsel. In furtherance of the covenant contained in the preceding sentence, the Issuer agrees to continually comply with

the provisions of any "Arbitrage and Use of Proceeds Certificate" or "Tax Certificate" to be executed by the Issuer in connection with the execution and delivery of any Series 2014 Bonds issued as Tax Exempt Obligations, as amended from time to time.

Notwithstanding any other provision of the Resolution to the contrary, upon the Issuer's failure to observe, or refusal to comply with, the above covenant (a) the Holders of the Series 2014 Bonds, or the Trustee acting on their behalf, shall be entitled to the rights and remedies provided to Bondholders under Section 1002 of the Resolution, other than the right (which is hereby abrogated solely as to the Issuer's failure to observe, or refusal to comply with, the above covenant) to declare the principal of all Bonds then Outstanding, and the interest accrued thereon, to be due and payable pursuant to Section 567 of the Act, and (b) neither the Holders of the Bonds of any Series (other than the Series 2014 Bonds) nor the Trustee acting on their behalf, shall be entitled to exercise any right or remedy provided to Bondholders under the Resolution based upon the Issuer's failure to observe, or refusal to comply with, the above covenant.

SECTION 4.02. Defeasance. In the event the Issuer shall seek, prior to the maturity or redemption date thereof, to pay or cause to be paid, within the meaning and with the effect expressed in the Resolution, all or less than all Outstanding Series 2014 Bonds and the provisions of Section 4.01 hereof shall then be of any force or effect, then, notwithstanding the provisions of Article A-XI of the Resolution, the Series 2014 Bonds which the Issuer then seeks to pay or cause to be paid shall not be deemed to have been paid within the meaning and with the effect expressed in Section A-1001 of the Resolution unless (i) the Issuer has confirmed in writing that the Holders of the Series 2014 Bonds which the Issuer then seeks to pay or cause to be paid will continue, after such action, to have the benefit of a covenant of the Issuer to the effect of the covenant contained in Section 4.01 hereof or (ii) there shall have been delivered to the Trustee an opinion of Bond Counsel to the effect that non-compliance thereafter with the applicable provisions of the Code will not affect the then current treatment of interest on the Series 2014 Bonds issued as Tax Exempt Obligations in determining gross income for Federal income tax purposes.

TRIBOROUGH BRIDGE AND TUNNEL AUTHORITY

**MULTIPLE SERIES 2014
GENERAL REVENUE BOND
SUPPLEMENTAL RESOLUTION**

Adopted December 18, 2013

TABLE OF CONTENTS

Page

ARTICLE I

DEFINITIONS AND STATUTORY AUTHORITY

Section 1.01.	Supplemental Resolution.....	1
Section 1.02.	Definitions.....	1
Section 1.03.	Authority for this Supplemental Resolution.....	1

ARTICLE II

AUTHORIZATION OF SERIES 2014 BONDS

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 of Series 2014 Bonds.....	6
Section 2.11.	Forms of Series 2014 Bonds and Trustee's Authentication Certificate.....	7
Section 2.12.	Appointment of Trustee and Paying Agent.....	8

ARTICLE III

DISPOSITION OF SERIES 2014 BOND PROCEEDS

Section 3.01.	Disposition of Series 2014 Bond Proceeds.....	8
---------------	---	---

ARTICLE IV

TAX COVENANTS AND DEFEASANCE

Section 4.01.	Tax Covenants Relating to the Series 2014 Bonds.....	8
Section 4.02.	Defeasance.....	9

**MULTIPLE SERIES 2014
GENERAL REVENUE BOND
SUPPLEMENTAL RESOLUTION**

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

ARTICLE I

DEFINITIONS AND STATUTORY AUTHORITY

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

Section 1.02. Definitions.

1. All capitalized terms which are used but not otherwise defined in this Multiple Series 2014 General Revenue Bond Supplemental Resolution (the "Supplemental Resolution") shall have the same meanings, respectively, as such terms are given by Section 102 of the Resolution.

2. In this Supplemental Resolution:

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

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

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

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

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

ARTICLE II

AUTHORIZATION OF SERIES 2014 BONDS

Section 2.01. Authorized Principal Amount, Designation and Series. Pursuant to the provisions of the Resolution and in order to finance Capital Costs, multiple Series of General Revenue Obligations (which may be issued at one time or from time to time in any number of Series or subseries, which for purposes of this Supplemental Resolution shall collectively be referred to herein as the "Series 2014 Bonds", constituting Capital Cost Obligations, subject to redesignation as hereinafter provided) entitled to the benefit, protection and security of such provisions are hereby authorized to be issued in an aggregate principal amount not exceeding the principal amount necessary so that, after giving effect to any net original issue discount and underwriters' discount from the principal amount, the amount to be deposited in the Proceeds Account pursuant to, or otherwise applied to effectuate the purposes of, Section 2.02 and Section 3.01 of this Supplemental Resolution (exclusive of the amount so deposited therein determined in the related Certificate of Determination as estimated to be necessary to pay capitalized interest or to pay any Costs of Issuance of the Series 2014 Bonds) shall not exceed the amount or amounts determined in one or more Certificates of Determination to be necessary to effectuate the purposes set forth in Section 2.02 hereof; provided, however, that the Series 2014 Bonds issued to finance Capital Costs shall not exceed \$330 million reduced by the amount of bonds then Outstanding issued under the Triborough Bridge and Tunnel Authority Multiple Series 2001 Subordinate Revenue Bond Supplemental Resolution, adopted December 18, 2013 (excluding all amounts excluded above, such as net original issue discount, underwriters' discounts, capitalized interest and Costs of Issuance). For all purposes of this Section 2.01, net original issue premium as determined to be advisable by an Authorized Officer in connection with the marketing of the Series 2014 Bonds, shall not be counted.

Series 2014 Bonds shall be designated as, and shall be distinguished from the Obligations of all other Series by the title, "General Revenue Bonds, Series 2014" or such other title or titles set forth in one or more Certificates of Determination.

The authority to issue Obligations and take related actions granted under previous resolutions of the Issuer shall continue in full force and effect. The authorization to issue the Series 2014 Bonds shall continue in effect until the adoption in 2015 by the MTA Board of a subsequent new money bond issuance supplemental resolution.

Section 2.02. Purposes. The purposes for which the Series 2014 Bonds are issued shall be set forth in one or more Certificates of Determination and shall include the payment of all or any part of the Capital Costs, all to the extent and in the manner provided in this Supplemental Resolution.

Section 2.03. Dates, Maturities, Principal Amounts and Interest. The Series 2014 Bonds, except as otherwise provided in the Resolution, shall be dated the date or dates determined in the related Certificate of Determination. The Series 2014 Bonds shall mature on the date or dates and in the year or years and principal amount or amounts, and shall bear interest at the rate or rates per annum, if any, specified in or determined in the manner provided in the related Certificate of Determination.

Section 2.04. Interest Payments. The Series 2014 Bonds shall bear interest from their date or dates and be payable on such date or dates as may be determined pursuant to the related Certificate of Determination. Except as otherwise provided in the related Certificate of Determination, interest on the Series 2014 Bonds shall be computed on the basis of twelve (12) 30-day months and a 360-day year.

Section 2.05. Denominations, Numbers and Letters. Unless otherwise provided in the related Certificate of Determination, the Series 2014 Bonds shall be issued in fully registered form without coupons in the denomination of \$5,000 or any integral multiple thereof.

The Series 2014 Bonds shall be lettered and numbered as provided in the related Certificate of Determination.

Section 2.06. Places of Payment and Paying Agent. Except as otherwise provided in the related Certificate of Determination, principal and Redemption Price of the Series 2014 Bonds shall be payable to the registered owner of each Series 2014 Bond when due upon presentation of such Series 2014 Bond at the principal corporate trust office of the Trustee. Except as otherwise provided in the related Certificate of Determination, interest on the registered Series 2014 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 2014 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 2014 Bonds, if any, determined in the related Certificate of Determination shall be subject to redemption in part, by lot, or otherwise as determined in accordance with Section A-404 of the Resolution, on each date in the year or years determined in the related Certificate of Determination at the principal amount thereof plus accrued interest up to but not including the date of redemption thereof, from mandatory Sinking Fund Installments which are required to be made in amounts sufficient to redeem on each such date the principal amount of such Series 2014 Bonds.

Section 2.08. Redemption Prices and Terms. The Series 2014 Bonds may also be subject to redemption prior to maturity, at the option of the Issuer, upon notice as provided in Article A-IV of the Resolution, at any time as a whole or in part (and by lot within a maturity, or otherwise as determined in accordance with Section A-404 of the Resolution, if less than all of a maturity is to be redeemed), from maturities designated by the Issuer on and after the date and in the years and at the Redemption Prices (expressed as a percentage of principal amount or otherwise as determined pursuant to Section 2.09.1(f) or in the case of Taxable Obligations as otherwise provided in the related Certificate of Determination) determined in the related Certificate of Determination, plus accrued interest up to but not including the redemption date.

Section 2.09. Delegation to an Authorized Officer. 1. There is hereby delegated to each Authorized Officer, subject to the limitations contained in this Supplemental Resolution, the following powers with respect to the Series 2014 Bonds:

(a) to determine whether and when to issue any Series 2014 Bonds constituting Capital Cost Obligations, the amount of the Series 2014 Bonds to be applied to finance Capital Costs, and the amount of the proceeds of the Series 2014 Bonds, estimated to be necessary to pay the Costs of Issuance of the Series 2014 Bonds and capitalized interest, if any;

(b) to determine the purpose or purposes for which the Series 2014 Bonds are being issued, which shall be one or more of the purposes set forth in Section 2.02 of this Supplemental Resolution;

(c) to determine the principal amounts of the Series 2014 Bonds to be issued for the purposes set forth in Section 2.02 of this Supplemental Resolution and whether such principal amounts constitute a separate Series or a subseries of Series 2014 Bonds, which principal amounts (and the aggregate of all such Series and subseries) shall not exceed the principal amounts permitted by Section 2.01 of this Supplemental Resolution, and to determine Accreted Values and Appreciated Values, if applicable;

(d) to determine the maturity date and principal amount of each maturity of the Series 2014 Bonds and the amount and due date of each Sinking Fund Installment, if any;

(e) to determine the date or dates which the Series 2014 Bonds shall be dated and the interest rate or rates of the Series 2014 Bonds or the manner of determining such interest rate or rates; provided, however, that any Series 2014 Bonds issued as Tax-Exempt Obligations shall be subject to a maximum interest rate of not greater than 10% per annum, any Series 2014 Bonds issued as Taxable Obligations shall be subject to a maximum interest rate of not greater than 12% per annum, any Variable Interest Rate Obligations issued as Tax-Exempt Obligations shall be subject to a maximum interest rate of not greater than 15% per annum, any Variable Interest Rate Obligations issued as Taxable Obligations shall be subject to a maximum interest rate of not greater than 18% per annum and any Parity Reimbursement Obligations shall be subject to a maximum interest rate of not greater than 25% per annum, or, in each such case, such higher rate or rates as determined by the Issuer's Board;

(f) to determine the Redemption Price or Redemption Prices, if any and the redemption terms, if any, for the Series 2014 Bonds; provided, however, that if the Series 2014 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 2014 Bonds to be redeemed, plus accrued interest thereon up to but not including the date of redemption;

(g) to determine whether the sale of the Series 2014 Bonds shall be conducted on either a negotiated or competitive bid basis and, as applicable, to determine the purchase price for the Series 2014 Bonds to be paid by the purchaser or purchasers referred to in one or more Purchase Agreements or a bank direct purchase agreement or the purchase price for the Series 2014 Bonds to be paid by the winning bidder, if such sale is conducted by competitive bid pursuant to a Notice of Sale (as hereinafter defined), in either case as such document is described

in Section 2.10 of this Supplemental Resolution, which may include such original issue discount and original issue premium as shall be determined in the related Certificate of Determination; provided, however, that the underwriters' discount reflected in such purchase price shall not exceed \$10.00 for each one thousand dollars (\$1,000) principal amount of the Series 2014 Bonds;

(h) to take all actions required for the Series 2014 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 2014 Bonds issuable in fully registered form;

(i) to determine whether to issue all or any portion of the Series 2014 Bonds as Tax-Exempt Obligations, Taxable Obligations, Put Obligations, Variable Interest Rate Obligations or as any other form of Obligations permitted by the Resolution and any matters related thereto, including (i) the terms and provisions of any such Series 2014 Bonds, (ii) the selection of remarketing agents, tender agents, calculation agents, auction agents, dealers, bidding, agents or any other agents or parties to ancillary arrangements and the terms of any such arrangements, and (iii) the methods for determining the accrual of Debt Service;

(j) to determine the advisability, as compared to an unenhanced transaction, of obtaining one or more Credit Facilities, to select a provider or providers thereof and to determine and accept the terms and provisions and price thereof, to determine such other matters related thereto as in the opinion of the officer executing the related Certificate of Determination shall be considered necessary or appropriate and to effect such determinations by making any changes in or additions to this Supplemental Resolution required by Credit Facility providers, if any, or required by a Rating Agency in order to attain or maintain specific ratings on the Series 2014 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 2014 Bonds, and to make any changes in connection therewith;

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

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

2. Any Authorized Officer shall execute one or more Certificate of Determination evidencing the determinations made pursuant to this Supplemental Resolution and such Certificate of Determination shall be conclusive evidence of the determinations of such Authorized Officer, as stated therein. More than one Certificate of Determination may be

delivered to the extent more than one Series or subseries of Series 2014 Bonds are delivered from time to time, or other authority is exercised under this Supplemental Resolution from time to time and each such Certificate of Determination shall be delivered to the Trustee prior to the authentication and delivery of the respective Series or subseries of Series 2014 Bonds by the Trustee or other documentation. Determinations set forth in the related Certificate of Determination shall have the same effect as if set forth in this Supplemental Resolution. Any such Authorized Officer may exercise any authority delegated under this Supplemental Resolution from time to time following issuance of any Series 2014 Bonds, as appropriate for any purposes, including, in order to change interest rate modes or auction periods, obtain a substitute or additional Credit Facility, enter into a bank direct purchase agreement or similar instrument,] or to appoint new or additional agents or other parties deemed appropriate to a particular form or mode of Obligation or manner of sale.

Section 2.10. Sale of Series 2014 Bonds. If it is determined that any sale of Bonds shall be conducted on a negotiated basis, each Authorized Officer is hereby authorized to sell and award the Series 2014 Bonds to the purchasers who shall be on the list of underwriters then approved by the Issuer and shall be referred to in the Purchase Agreement or Agreements, which Purchase Agreement or Agreements shall be substantially in the form most recently executed or delivered by the Issuer in connection with the sale or remarketing of Obligations, with such revisions to reflect the terms and provisions of the Series 2014 Bonds as may be approved by the officer executing the Purchase Agreement (each, a "Purchase Agreement"). Each Authorized Officer is hereby authorized to agree to the selection of the representative of the underwriters as referred to in the Purchase Agreement or Agreements and to execute and deliver the Purchase Agreement or Agreements for and on behalf and in the name of the Issuer with such changes, omissions, insertions and revisions as may be approved by the officer executing the Purchase Agreement or Agreements, said execution being conclusive evidence of such approval and concurrence in the selection of the representative of the underwriters.

If it is determined that any sale of Series 2014 Bonds shall be conducted on a competitive bid basis each Authorized Officer is hereby further authorized to conduct the sale and award of the Series 2014 Bonds on the basis of a competitive bid, pursuant to the terms of a notice of sale, including bid form (the "Notice of Sale"), in a form, including any limitations on permitted bidders and a description of the basis for determining the winning bidder or bidders, determined by such Authorized Officer. Each Authorized Officer is hereby authorized to conduct such competitive sale of the Series 2014 Bonds in a manner consistent with this Supplemental Resolution and to utilize the services of the Authority's financial advisor and the services of an electronic bidding service, as such Authorized Officer shall determine, and the execution by such Authorized Officer of a letter of award shall be conclusive evidence of such award.

Each Authorized Officer is hereby authorized to make public and to authorize the use and distribution by said purchasers or other appropriate parties of a preliminary official statement, offering circular, or other disclosure document (the "Preliminary Official Statement") in connection with each public offering or any private placement of the Series 2014 Bonds, in substantially the form most recently executed or delivered by the Issuer in connection with the sale of Obligations, with such changes, omissions, insertions and revisions as such officer shall deem advisable. The Issuer authorizes any of said officers to deliver a certification to the effect

that such Preliminary Official Statement or Official Statement, if deemed necessary or appropriate, together with such other documents, if any, described in such certificate, was deemed final as of its date for purposes of Rule 15c2-12 of the Securities and Exchange Commission as applicable.

Each Authorized Officer is hereby authorized to make public and to authorize distribution of a final Official Statement in substantially the form of each Preliminary Official Statement or the most recently executed and delivered Official Statement if there is not a Preliminary Official Statement, with such changes, omissions, insertions and revisions as such officer shall deem advisable, to sign such Official Statement and to deliver such Official Statement to the purchasers of such issue of the Series 2014 Bonds, such execution being conclusive evidence of the approval of such changes, omissions, insertions and revisions.

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

The proceeds of each good faith check, if any, received by the Issuer from the purchasers of each issue of the Series 2014 Bonds under the terms of the related Purchase Agreement or Notice of Sale may be invested by the Issuer pending application of the proceeds of such good faith check for the purposes provided in Section 2.02 of this Supplemental Resolution at the time of the issuance and delivery of such Series 2014 Bonds.

Each Authorized Officer (including any Assistant Secretary of the Issuer) is hereby authorized and directed to execute, deliver, amend, replace or terminate any and all documents and instruments (including any remarketing agreements, tender agency agreements, dealer agreements, broker-dealer agreements, tender agent agreements, or auction agency agreements, any investment agreements or arrangements, or any reimbursement agreements or documents or instruments relating to a Credit Facility deemed appropriate to a given form or mode of an Obligation) and to do and cause to be done any and all acts necessary or proper for carrying out each Purchase Agreement or Notice of Sale, each Continuing Disclosure Agreement, the terms of any Credit Facility or other such agreement or arrangement, and the issuance, sale and delivery of each issue of the Series 2014 Bonds and for implementing the terms of each issue of the Series 2014 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 2014 Bonds and Trustee's Authentication Certificate. Subject to the provisions of the Resolution, the form of registered Series 2014 Bonds, and the Trustee's certificate of authentication, shall be substantially in the form set forth

in Exhibit One to the Resolution including, if necessary, any changes to comply with the requirements of DTC or the provisions of this Supplemental Resolution or the related Certificate of Determination.

Section 2.12. Appointment of Trustee and Paying Agent. Unless otherwise provided by Certificate of Determination, U.S. Bank Trust National Association shall be the Trustee under the Resolution and the Paying Agent for the Series 2014 Bonds.

ARTICLE III

DISPOSITION OF SERIES 2014 BOND PROCEEDS

Section 3.01. Disposition of Series 2014 Bond Proceeds. Any proceeds of the sale of the Series 2014 Bonds, other than accrued interest, if any, shall be deposited, simultaneously with the issuance and delivery of the Series 2014 Bonds, at one time or from time to time in one or more Series or subseries, in the Proceeds Account which is deemed to be established for each Series in the Proceeds Fund to be applied, or shall otherwise be applied pursuant to a Certificate of Determination to:

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

Unless otherwise provided in a Certificate of Determination, the accrued interest, if any and any capitalized interest, received on the sale of the Series 2014 Bonds shall be deposited in the Debt Service Fund.

ARTICLE IV

TAX COVENANTS AND DEFEASANCE

Section 4.01. Tax Covenants Relating to the Series 2014 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 2014 Bonds issued as Tax-Exempt Obligations, the Issuer will satisfy, or take such actions as are necessary to cause to be satisfied, each provision of the Code necessary to maintain such exclusion. In furtherance of this covenant, the Issuer agrees to comply with such written instructions as may be provided by Bond Counsel. In furtherance of the covenant contained in the preceding sentence, the Issuer agrees to continually comply with the provisions of any "Arbitrage and Use of Proceeds Certificate" or "Tax Certificate" to be executed by the Issuer in connection with the execution and delivery of any Series 2014 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 2014 Bonds, or the Trustee acting on their behalf, shall be entitled to the rights and remedies provided to Owners or the Trustee under Section 702 of the Resolution, other than the

right (which is hereby abrogated solely as to the Issuer's failure to observe, or refusal to comply with the above covenant) to declare the principal of all Obligations then Outstanding, and the interest accrued thereon, to be due and payable pursuant to Section 567 of the Issuer Act, and (b) neither the Owners of the Obligations of any Series or holders of any Parity Debt (other than the Series 2014 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 2014 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 2014 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 2014 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 2014 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 2014 Bonds issued as Tax-Exempt Obligations in determining gross income for Federal income tax purposes.

TRIBOROUGH BRIDGE AND TUNNEL AUTHORITY

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

Adopted December 18, 2013

TABLE OF CONTENTS

Page

ARTICLE I

DEFINITIONS AND STATUTORY AUTHORITY

Section 1.01.	Supplemental Resolution.....	1
Section 1.02.	Definitions.	1
Section 1.03.	Authority for this Supplemental Resolution.....	1

ARTICLE II

AUTHORIZATION OF SERIES 2014 BONDS

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 of Series 2014 Bonds	6
Section 2.11.	Forms of Series 2014 Bonds and Trustee's Authentication Certificate	8
Section 2.12.	Appointment of Trustee and Paying Agent	8

ARTICLE III

DISPOSITION OF SERIES 2014 BOND PROCEEDS

Section 3.01.	Disposition of Series 2014 Bond Proceeds.....	8
---------------	---	---

ARTICLE IV

TAX COVENANTS AND DEFEASANCE

Section 4.01.	Tax Covenants Relating to the Series 2014 Bonds.....	8
Section 4.02.	Defeasance.....	9

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

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

ARTICLE I

DEFINITIONS AND STATUTORY AUTHORITY

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

Section 1.02. Definitions.

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

2. In this Supplemental Resolution:

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

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

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

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

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

ARTICLE II

AUTHORIZATION OF SERIES 2014 BONDS

Section 2.01. Authorized Principal Amount, Designation and Series. Pursuant to the provisions of the Resolution and in order to finance Capital Costs, multiple Series of Subordinate Revenue Obligations (which may be issued at one time or from time to time in any number of Series or subseries, which for purposes of this Supplemental Resolution shall collectively be referred to herein as the "Series 2014 Bonds", constituting Capital Cost Subordinate Revenue Obligations, subject to redesignation as hereinafter provided) entitled to the benefit, protection and security of such provisions are hereby authorized to be issued in an aggregate principal amount not exceeding the principal amount necessary so that, after giving effect to any net original issue discount and underwriters' discount from the principal amount, the amount to be deposited in the Proceeds Account pursuant to, or otherwise applied to effectuate the purposes of, Section 2.02 and Section 3.01 of this Supplemental Resolution (exclusive of the amount so deposited therein determined in the related Certificate of Determination as estimated to be necessary to pay capitalized interest or to pay any Costs of Issuance of the Series 2014 Bonds) shall not exceed the amount or amounts determined in one or more Certificates of Determination to be necessary to effectuate the purposes set forth in Section 2.02 hereof; provided, however, that the Series 2014 Bonds issued to finance Capital Costs shall not exceed \$330 million, reduced by the amount of bonds then Outstanding issued under the Triborough Bridge and Tunnel Authority Multiple Series 2014 General Revenue Bond Supplemental Resolution, adopted December 18, 2013 (excluding all amounts excluded above, such as net original issue discount, underwriters' discounts, capitalized interest and Costs of Issuance). For all purposes of this Section 2.01, net original issue premium as determined to be advisable by an Authorized Officer in connection with the marketing of the Series 2014 Bonds, shall not be counted.

Series 2014 Bonds shall be designated as, and shall be distinguished from the Obligations of all other Series by the title, "Subordinate Revenue Bonds, Series 2014" or such other title or titles set forth in one or more Certificates of Determination.

The authority to issue Obligations and take related actions granted under previous resolutions of the Issuer shall continue in full force and effect. The authorization to issue the Series 2014 Bonds shall continue in effect until the adoption in 2015 by the MTA Board of a subsequent new money bond issuance supplemental resolution.

Section 2.02. Purposes. The purposes for which the Series 2014 Bonds are issued shall be set forth in one or more Certificates of Determination and may include the payment of all or any part of the Capital Costs, all to the extent and in the manner provided in this Supplemental Resolution.

Section 2.03. Dates, Maturities, Principal Amounts and Interest. The Series 2014 Bonds, except as otherwise provided in the Resolution, shall be dated the date or dates determined in the related Certificate of Determination. The Series 2014 Bonds shall mature on the date or dates and in the year or years and principal amount or amounts, and shall bear interest

at the rate or rates per annum, if any, specified in or determined in the manner provided in the related Certificate of Determination.

Section 2.04. Interest Payments. The Series 2014 Bonds shall bear interest from their date or dates and be payable on such date or dates as may be determined pursuant to the related Certificate of Determination. Except as otherwise provided in the related Certificate of Determination, interest on the Series 2014 Bonds shall be computed on the basis of twelve (12) 30-day months and a 360-day year.

Section 2.05. Denominations, Numbers and Letters. Unless otherwise provided in the related Certificate of Determination, the Series 2014 Bonds shall be issued in fully registered form without coupons in the denomination of \$5,000 or any integral multiple thereof.

The Series 2014 Bonds shall be lettered and numbered as provided in the related Certificate of Determination.

Section 2.06. Places of Payment and Paying Agent. Except as otherwise provided in the related Certificate of Determination, principal and Redemption Price of the Series 2014 Bonds shall be payable to the registered owner of each Series 2014 Bond when due upon presentation of such Series 2014 Bond at the principal corporate trust office of the Trustee. Except as otherwise provided in the related Certificate of Determination, interest on the registered Series 2014 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 2014 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 2014 Bonds, if any, determined in the related Certificate of Determination shall be subject to redemption in part, by lot, or otherwise as determined in accordance with Section A-404 of the Resolution, on each date in the year or years determined in the related Certificate of Determination at the principal amount thereof plus accrued interest up to but not including the date of redemption thereof, from mandatory Sinking Fund Installments which are required to be made in amounts sufficient to redeem on each such date the principal amount of such Series 2014 Bonds.

Section 2.08. Redemption Prices and Terms. The Series 2014 Bonds may also be subject to redemption prior to maturity, at the option of the Issuer, upon notice as provided in Article A-IV of the Resolution, at any time as a whole or in part (and by lot within a maturity, or otherwise as determined in accordance with Section A-404 of the Resolution, if less than all of a maturity is to be redeemed), from maturities designated by the Issuer on and after the date and in the years and at the Redemption Prices (expressed as a percentage of principal amount or otherwise as determined pursuant to Section 2.09.1(f) or in the case of Taxable Obligations as

otherwise provided in the related Certificate of Determination) determined in the related Certificate of Determination, plus accrued interest up to but not including the redemption date.

Section 2.09. Delegation to an Authorized Officer. 1. There is hereby delegated to each Authorized Officer, subject to the limitations contained in this Supplemental Resolution, the following powers with respect to the Series 2014 Bonds:

(a) to determine whether and when to issue any Series 2014 Bonds constituting Capital Cost Subordinate Revenue Obligations, the amount of the Series 2014 Bonds to be applied to finance Capital Costs, and the amount of the proceeds of the Series 2014 Bonds, estimated to be necessary to pay the Costs of Issuance of the Series 2014 Bonds and capitalized interest, if any;

(b) to determine the purpose or purposes for which the Series 2014 Bonds are being issued, which shall be one or more of the purposes set forth in Section 2.02 of this Supplemental Resolution;

(c) to determine the principal amounts of the Series 2014 Bonds to be issued for the purposes set forth in Section 2.02 of this Supplemental Resolution and whether such principal amounts constitute a separate Series or a subseries of Series 2014 Bonds, which principal amounts (and the aggregate of all such Series and subseries) shall not exceed the principal amounts permitted by Section 2.01 of this Supplemental Resolution, and to determine Accreted Values and Appreciated Values, if applicable;

(d) to determine the maturity date and principal amount of each maturity of the Series 2014 Bonds and the amount and due date of each Sinking Fund Installment, if any;

(e) to determine the date or dates which the Series 2014 Bonds shall be dated and the interest rate or rates of the Series 2014 Bonds or the manner of determining such interest rate or rates; provided, however, that any Series 2014 Bonds issued as Tax-Exempt Obligations shall be subject to a maximum interest rate of not greater than 10% per annum, any Series 2014 Bonds issued as Taxable Obligations shall be subject to a maximum interest rate of not greater than 12% per annum, any Variable Interest Rate Obligations issued as Tax-Exempt Obligations shall be subject to a maximum interest rate of not greater than 15% per annum, any Variable Interest Rate Obligations issued as Taxable Obligations shall be subject to a maximum interest rate of not greater than 18% per annum and any Parity Reimbursement Obligations shall be subject to a maximum interest rate of not greater than 25% per annum, or, in each such case, such higher rate or rates as determined by the Issuer's Board;

(f) to determine the Redemption Price or Redemption Prices, if any and the redemption terms, if any, for the Series 2014 Bonds; provided, however, that if the Series 2014 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 2014 Bonds to be redeemed, plus accrued interest thereon up to but not including the date of redemption;

(g) to determine whether the sale of the Series 2014 Bonds shall be conducted on either a negotiated or competitive bid basis and, as applicable, to determine the purchase price for the Series 2014 Bonds to be paid by the purchaser or purchasers referred to in one or more

Purchase Agreements or a bank direct purchase agreement or the purchase price for the Series 2014 Bonds to be paid by the winning bidder, if such sale is conducted by competitive bid pursuant to a Notice of Sale (as hereinafter defined), in either case as such document is described in Section 2.10 of this Supplemental Resolution, which may include such original issue discount and original issue premium as shall be determined in the related Certificate of Determination; provided, however, that the underwriters' discount reflected in such purchase price shall not exceed \$10.00 for each one thousand dollars (\$1,000) principal amount of the Series 2014 Bonds;

(h) to take all actions required for the Series 2014 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 2014 Bonds issuable in fully registered form;

(i) to determine whether to issue all or any portion of the Series 2014 Bonds as Tax-Exempt Obligations, Taxable Obligations, Put Obligations, Variable Interest Rate Obligations or as any other form of Obligations permitted by the Resolution and any matters related thereto, including (i) the terms and provisions of any such Series 2014 Bonds, (ii) the selection of remarketing agents, tender agents, calculation agents, auction agents, dealers, bidding, agents or any other agents or parties to ancillary arrangements and the terms of any such arrangements, and (iii) the methods for determining the accrual of Debt Service;

(j) to determine the advisability, as compared to an unenhanced transaction, of obtaining one or more Credit Facilities, to select a provider or providers thereof and to determine and accept the terms and provisions and price thereof, to determine such other matters related thereto as in the opinion of the officer executing the related Certificate of Determination shall be considered necessary or appropriate and to effect such determinations by making any changes in or additions to this Supplemental Resolution required by Credit Facility providers, if any, or required by a Rating Agency in order to attain or maintain specific ratings on the Series 2014 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 2014 Bonds, and to make any changes in connection therewith;

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

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

2. Any Authorized Officer shall execute one or more Certificates of Determination evidencing the determinations made pursuant to this Supplemental Resolution and such Certificate of Determination shall be conclusive evidence of the determinations of such Authorized Officer, as stated therein. More than one Certificate of Determination may be delivered to the extent more than one Series or subseries of Series 2014 Bonds are delivered from time to time, or other authority is exercised under this Supplemental Resolution from time to time and each such Certificate of Determination shall be delivered to the Trustee prior to the authentication and delivery of the respective Series or subseries of Series 2014 Bonds by the Trustee or other documentation. Determinations set forth in the related Certificate of Determination shall have the same effect as if set forth in this Supplemental Resolution. Any such Authorized Officer may exercise any authority delegated under this Supplemental Resolution from time to time following issuance of any Series 2014 Bonds, as appropriate for any purposes, including, in order to change interest rate modes or auction periods, obtain a substitute or additional Credit Facility , enter into a bank direct purchase agreement or similar instrument,] or to appoint new or additional agents or other parties deemed appropriate to a particular form or mode of Obligation or manner of sale.

Section 2.10. Sale of Series 2014 Bonds. If it is determined that any sale of Bonds shall be conducted on a negotiated basis, each Authorized Officer is hereby authorized to sell and award the Series 2014 Bonds to the purchasers who shall be on the list of underwriters then approved by the Issuer and shall be referred to in the Purchase Agreement or Agreements, which Purchase Agreement or Agreements shall be substantially in the form most recently executed or delivered by the Issuer in connection with the sale or remarketing of Obligations, with such revisions to reflect the terms and provisions of the Series 2014 Bonds as may be approved by the officer executing the Purchase Agreement (each, a "Purchase Agreement"). Each Authorized Officer is hereby authorized to agree to the selection of the representative of the underwriters as referred to in the Purchase Agreement or Agreements and to execute and deliver the Purchase Agreement or Agreements for and on behalf and in the name of the Issuer with such changes, omissions, insertions and revisions as may be approved by the officer executing the Purchase Agreement or Agreements, said execution being conclusive evidence of such approval and concurrence in the selection of the representative of the underwriters.

If it is determined that any sale of Series 2014 Bonds shall be conducted on a competitive bid basis each Authorized Officer is hereby further authorized to conduct the sale and award of the Series 2014 Bonds on the basis of a competitive bid, pursuant to the terms of a notice of sale, including bid form (the "Notice of Sale"), in a form, including any limitations on permitted bidders and a description of the basis for determining the winning bidder or bidders, determined by such Authorized Officer. Each Authorized Officer is hereby authorized to conduct such competitive sale of the Series 2014 Bonds in a manner consistent with this Supplemental Resolution and to utilize the services of the Authority's financial advisor and the services of an electronic bidding service, as such Authorized Officer shall determine, and the execution by such Authorized Officer of a letter of award shall be conclusive evidence of such award.

Each Authorized Officer is hereby authorized to make public and to authorize the use and distribution by said purchasers or other appropriate parties of a preliminary official statement, offering circular, or other disclosure document (the "Preliminary Official Statement")

in connection with each public offering or any private placement of the Series 2014 Bonds, in substantially the form most recently executed or delivered by the Issuer in connection with the sale of Obligations, with such changes, omissions, insertions and revisions as such officer shall deem advisable. The Issuer authorizes any of said officers to deliver a certification to the effect that such Preliminary Official Statement or Official Statement, if deemed necessary or appropriate, together with such other documents, if any, described in such certificate, was deemed final as of its date for purposes of Rule 15c2-12 of the Securities and Exchange Commission as applicable.

Each Authorized Officer is hereby authorized to make public and to authorize distribution of a final Official Statement in substantially the form of each Preliminary Official Statement or the most recently executed and delivered Official Statement if there is not a Preliminary Official Statement, with such changes, omissions, insertions and revisions as such officer shall deem advisable, to sign such Official Statement and to deliver such Official Statement to the purchasers of such issue of the Series 2014 Bonds, such execution being conclusive evidence of the approval of such changes, omissions, insertions and revisions.

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

The proceeds of each good faith check, if any, received by the Issuer from the purchasers of each issue of the Series 2014 Bonds under the terms of the related Purchase Agreement or Notice of Sale may be invested by the Issuer pending application of the proceeds of such good faith check for the purposes provided in Section 2.02 of this Supplemental Resolution at the time of the issuance and delivery of such Series 2014 Bonds.

Each Authorized Officer (including any Assistant Secretary of the Issuer) is hereby authorized and directed to execute, deliver, amend, replace or terminate any and all documents and instruments (including any remarketing agreements, tender agency agreements, dealer agreements, broker-dealer agreements, tender agent agreements, or auction agency agreements, any investment agreements or arrangements, or any reimbursement agreements or documents or instruments relating to a Credit Facility deemed appropriate to a given form or mode of an Obligation) and to do and cause to be done any and all acts necessary or proper for carrying out each Purchase Agreement or Notice of Sale, each Continuing Disclosure Agreement, the terms of any Credit Facility or other such agreement or arrangement, and the issuance, sale and delivery of each issue of the Series 2014 Bonds and for implementing the terms of each issue of the Series 2014 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 2014 Bonds and Trustee's Authentication Certificate. Subject to the provisions of the Resolution, the form of registered Series 2014 Bonds, and the Trustee's certificate of authentication, shall be substantially in the form set forth in Exhibit One to the Resolution including, if necessary, any changes to comply with the requirements of DTC or the provisions of this Supplemental Resolution or the related Certificate of Determination.

Section 2.12. Appointment of Trustee and Paying Agent. Unless otherwise provided by Certificate of Determination, The Bank of New York Mellon, as successor in interest to JPMorgan Chase Bank, N.A., shall be the Trustee under the Resolution and the Paying Agent for the Series 2014 Bonds.

ARTICLE III

DISPOSITION OF SERIES 2014 BOND PROCEEDS

Section 3.01. Disposition of Series 2014 Bond Proceeds. Any proceeds of the sale of the Series 2014 Bonds, other than accrued interest, if any, shall be deposited, simultaneously with the issuance and delivery of the Series 2014 Bonds, at one time or from time to time in one or more Series or subseries, in the Proceeds Account which is deemed to be established for each Series in the Proceeds Fund to be applied, or shall otherwise be applied pursuant to a Certificate of Determination to:

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

Unless otherwise provided in a Certificate of Determination, the accrued interest, if any and any capitalized interest, received on the sale of the Series 2014 Bonds shall be deposited in the Debt Service Fund.

ARTICLE IV

TAX COVENANTS AND DEFEASANCE



Section 4.01. Tax Covenants Relating to the Series 2014 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 2014 Bonds issued as Tax-Exempt Obligations, the Issuer will satisfy, or take such actions as are necessary to cause to be satisfied, each provision of the Code necessary to maintain such exclusion. In furtherance of this covenant, the Issuer agrees to comply with such written instructions as may be provided by Bond Counsel. In furtherance of the covenant contained in the preceding sentence, the Issuer agrees to continually comply with the provisions of any "Arbitrage and Use of Proceeds Certificate" or "Tax Certificate" to be executed by the Issuer in connection with the execution and delivery of any Series 2014 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 2014 Bonds, or the Trustee acting on their behalf, shall be entitled to the rights and remedies provided to Owners or the Trustee under Section 702 of the Resolution, other than the right (which is hereby abrogated solely as to the Issuer's failure to observe, or refusal to comply with the above covenant) to declare the principal of all Obligations then Outstanding, and the interest accrued thereon, to be due and payable pursuant to Section 567 of the Issuer Act, and (b) neither the Owners of the Obligations of any Series or holders of any Parity Debt (other than the Series 2014 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 2014 Bonds, including any subseries thereof, which the Issuer determines pursuant to the applicable Certificate of Determination to issue as Taxable Obligations.

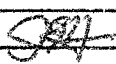

Section 4.02. Defeasance. In the event the Issuer shall seek, prior to the maturity or redemption date thereof, to pay or cause to be paid, within the meaning and with the effect expressed in the Resolution, all or less than all Outstanding Series 2014 Bonds issued as Tax-Exempt Obligations and the provisions 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 2014 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 2014 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 2014 Bonds issued as Tax-Exempt Obligations in determining gross income for Federal income tax purposes.

Staff Summary

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

Date December 18, 2013
Vendor Name N/A
Contract Number
Contract Manager Name
Table of Contents Ref #

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance Comm.	12/16	X		
2	Board	12/18	X		

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

PURPOSE:

The MTA Finance Department is seeking MTA and TBTA Board approval of the attached supplemental resolutions authorizing the issuance of refunding bonds, from time to time, subject, if applicable, to the refunding policy attached hereto adopted by the Board in May, 2010, as amended from time to time, and provided that the MTA Chief Financial Officer or the MTA Director of Finance makes a determination that the refunding of such bonds or other obligations will be beneficial to the obligors thereof and/or their affiliates and subsidiaries.

DISCUSSION:

MTA's portfolio of outstanding indebtedness is \$33 billion (exclusive of State Service Contract Bonds on which debt service is paid by the State). If market conditions are beneficial, refunding of any of the outstanding debt could potentially result in significant debt service savings. These previously issued bonds, together with bonds anticipated to be issued to fund approved Capital Programs, require the use of increasing amounts of pledged revenues under the various resolutions authorizing the original debt. As the MTA desires to achieve the lowest possible cost associated with this debt, refunding authority is desirable to enable the refunding of such debt obligations and bonds from time to time when market opportunities arise.

With respect to the above-referenced financial transactions, the MTA Finance Department is seeking MTA and TBTA Board approval, as applicable, of the attached supplemental resolutions authorizing the issuance of refunding bonds and delegating authority to the Chairman and Chief Executive Officer, the Vice Chairman, the Chair of the Finance Committee, the Chief Financial Officer of MTA, and the Director, Finance of MTA to award the underwriting of the refunding bonds either pursuant to competitive bidding process or to members (or entities related to such firms) of the MTA underwriting syndicate, and to execute and/or deliver in each case, where appropriate:

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

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

ALTERNATIVES:

The MTA and TBTA Boards could determine that staff seeks specific approval for each refunding contemplated in advance of undertaking such refunding. This alternative is not advised as the timing of the MTA and TBTA Board cycles could result in missed market opportunities.

RECOMMENDATION:

The MTA and TBTA Boards approve the above-referenced supplemental resolutions and documents and all other actions described above, including the execution and delivery of such other documents, and the taking of all other actions, from time to time deemed necessary or desirable by one or more of the foregoing officers in connection therewith. The authorization to issue the refunding bonds and take other related actions hereunder shall continue in effect without any further action by the MTA and TBTA Boards until February 28, 2015, unless (a) the Boards shall have confirmed the effectiveness of this authorization for an additional period, or (b) the MTA and TBTA Boards shall have modified or repealed this authorization.

Adopted May 26, 2010

BOND AND OTHER DEBT OBLIGATIONS REFUNDING POLICY

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

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

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

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

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

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

Metropolitan Transportation Authority and Triborough Bridge and Tunnel Authority Bond and Other Debt Obligations Refunding Policy

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

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

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

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

Additional Criteria and Instructions

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

METROPOLITAN TRANSPORTATION AUTHORITY

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

Adopted December 18, 2013

TABLE OF CONTENTS

Page

ARTICLE I

DEFINITIONS AND STATUTORY AUTHORITY

Section 1.01.	Supplemental Resolution.....	1
Section 1.02.	Definitions.	1
Section 1.03.	Authority for this Supplemental Resolution.....	2

ARTICLE II

AUTHORIZATION OF REFUNDING BONDS

Section 2.01.	Authorized Principal Amount, Designation and Series.....	3
Section 2.02.	Purposes.....	3
Section 2.03.	Dates, Maturities, Principal Amounts and Interest.....	4
Section 2.04.	Interest Payments.....	4
Section 2.05.	Denominations, Numbers and Letters	4
Section 2.06.	Places of Payment and Paying Agent	4
Section 2.07.	Sinking Fund Installments.....	4
Section 2.08.	Redemption Prices and Terms.....	4
Section 2.09.	Delegation to an Authorized Officer	5
Section 2.10.	Sale of Refunding Bonds.....	7
Section 2.11.	Forms of Refunding Bonds and Trustee's Authentication Certificate	9
Section 2.12.	Appointment of Trustee and Paying Agent	9

ARTICLE III

DISPOSITION OF REFUNDING BOND PROCEEDS

Section 3.01.	Disposition of Refunding Bond Proceeds	10
---------------	--	----

ARTICLE IV

TAX COVENANTS AND DEFEASANCE

Section 4.01.	Tax Covenants Relating to the Refunding Bonds	11
Section 4.02.	Defeasance.....	11

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

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

ARTICLE I

DEFINITIONS AND STATUTORY AUTHORITY

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

Section 1.02. Definitions.

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

2. In this Supplemental Resolution:

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

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

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

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

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

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

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

ARTICLE II

AUTHORIZATION OF REFUNDING BONDS

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

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

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

The authority to issue Obligations and take related actions granted under previous resolutions of the Issuer shall continue in full force and effect. The authorization to issue the Refunding Bonds and take other related actions hereunder shall continue in effect without any further action by the Issuer until the adoption in 2015 by the MTA Board of a subsequent refunding bond supplemental resolution.

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

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

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

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

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

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

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

Section 2.08. Redemption Prices and Terms. The Refunding Bonds may also be subject to redemption prior to maturity, at the option of the Issuer, upon notice as provided in Article A-IV of the Resolution, at any time as a whole or in part (and by lot within a maturity, or

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

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

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

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

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

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

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

(f) to determine the Redemption Price or Redemption Prices, if any, and the redemption terms, if any, for the Refunding Bonds; provided, however, that if the Refunding Bonds are to be redeemable at the election of the Issuer, the Redemption Price (except in the case

of taxable Refunding Bonds) shall not be greater than one hundred three percent (103%) of the principal amount of the Refunding Bonds to be redeemed, plus accrued interest thereon up to but not including the date of redemption and in the case of taxable Refunding Bonds any provisions relating to pro rata redemption and/or make-whole redemption;

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

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

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

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

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

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

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

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

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

Section 2.10. Sale of Refunding Bonds. If it is determined that any sale of Bonds shall be conducted on a negotiated basis, each Authorized Officer is hereby authorized to sell and award the Refunding Bonds to the purchasers who shall be on the list of underwriters then approved by the Issuer and shall be referred to in the Purchase Agreement or Agreements, which Purchase Agreement or Agreements shall be substantially in the form most recently executed or delivered by the Issuer in connection with the sale or remarketing of Obligations, with such revisions to reflect the terms and provisions of the Refunding Bonds as may be approved by the officer executing the Purchase Agreement (each, a "Purchase Agreement").

Each Authorized Officer is hereby authorized to agree to the selection of the representative of the underwriters as referred to in the Purchase Agreement or Agreements and to execute and deliver the Purchase Agreement or Agreements for and on behalf and in the name of the Issuer with such changes, omissions, insertions and revisions as may be approved by the officer executing the Purchase Agreement or Agreements, said execution being conclusive evidence of such approval and concurrence in the selection of the representative of the underwriters.

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

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

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

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

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

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

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

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

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

ARTICLE III

DISPOSITION OF REFUNDING BOND PROCEEDS

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

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

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

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

ARTICLE IV

TAX COVENANTS AND DEFEASANCE

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

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

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

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

METROPOLITAN TRANSPORTATION AUTHORITY

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

Adopted December 18, 2013

TABLE OF CONTENTS

Page

ARTICLE I

DEFINITIONS AND STATUTORY AUTHORITY

Section 1.01.	Supplemental Resolution.....	1
Section 1.02.	Definitions.....	1
Section 1.03.	Authority for this Supplemental Resolution.....	1

ARTICLE II

AUTHORIZATION OF REFUNDING BONDS

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.....	2
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.....	3
Section 2.10.	Sale of Refunding Bonds.....	6
Section 2.11.	Forms of Refunding Bonds and Trustee's Authentication Certificate.....	7
Section 2.12.	Appointment of Trustee and Paying Agent.....	7

ARTICLE III

DISPOSITION OF REFUNDING BOND PROCEEDS

Section 3.01.	Disposition of Refunding Bond Proceeds.....	8
---------------	---	---

ARTICLE IV

TAX COVENANTS AND DEFEASANCE

Section 4.01.	Tax Covenants Relating to the Refunding Bonds.....	9
Section 4.02.	Defeasance.....	9

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

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

ARTICLE I

DEFINITIONS AND STATUTORY AUTHORITY

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

Section 1.02. Definitions.

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

2. In this Supplemental Resolution:

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

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

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

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

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

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

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

ARTICLE II

AUTHORIZATION OF REFUNDING BONDS

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

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

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

The authority to issue Obligations and take related actions granted under previous resolutions of the Issuer shall continue in full force and effect. The authorization to issue the Refunding Bonds and take other related actions hereunder shall continue in effect without any further action by the Issuer until the adoption in 2015 by the MTA Board of a subsequent refunding bond supplemental resolution.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

to time following issuance of any Refunding Bonds, as appropriate for any purposes, including, in order to change interest rate modes or auction periods, if any Refunding Bonds shall consist of multiple subseries, to change the principal amounts and number of the individual subseries or to combine all subseries into a single Series, if any Refunding Bonds consist of a single Series, to divide such Series into two or more subseries and to determine the principal amount of such subseries, obtain a substitute or additional Credit Facility, enter into a bank direct purchase agreement or similar instrument or to appoint new or additional agents or other parties deemed appropriate to a particular form or mode of Obligation or manner of sale.

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

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

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

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

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

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

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

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

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

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

ARTICLE III

DISPOSITION OF REFUNDING BOND PROCEEDS

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

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

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

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

ARTICLE IV

TAX COVENANTS AND DEFEASANCE

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

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

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

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

TRIBOROUGH BRIDGE AND TUNNEL AUTHORITY

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

Adopted December 18, 2013

1302905.3 016950 RSIND

TABLE OF CONTENTS

Page

ARTICLE I

DEFINITIONS AND STATUTORY AUTHORITY

Section 1.01.	Supplemental Resolution.....	1
Section 1.02.	Definitions.....	1
Section 1.03.	Authority for this Supplemental Resolution.....	1

ARTICLE II

AUTHORIZATION OF REFUNDING BONDS

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.....	2
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.....	3
Section 2.10.	Sale of Refunding Bonds.....	6
Section 2.11.	Forms of Refunding Bonds and Trustee's Authentication Certificate.....	7
Section 2.12.	Appointment of Trustee and Paying Agent.....	7

ARTICLE III

DISPOSITION OF REFUNDING BOND PROCEEDS

Section 3.01.	Disposition of Refunding Bond Proceeds.....	8
---------------	---	---

ARTICLE IV

TAX COVENANTS AND DEFEASANCE

Section 4.01.	Tax Covenants Relating to the Refunding Bonds.....	9
Section 4.02.	Defeasance.....	9

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

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

ARTICLE I

DEFINITIONS AND STATUTORY AUTHORITY

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

Section 1.02. Definitions.

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

2. In this Supplemental Resolution:

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

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

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

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

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

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

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

ARTICLE II

AUTHORIZATION OF REFUNDING BONDS

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

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

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

The authority to issue Obligations and take related actions granted under previous resolutions of the Issuer shall continue in full force and effect. The authorization to issue the Refunding Bonds and take other related actions hereunder shall continue in effect without any further action by the Issuer until the adoption in 2015 by the MTA Board of a subsequent refunding bond supplemental resolution.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

to time following issuance of any Refunding Bonds, as appropriate for any purposes, including, in order to change interest rate modes or auction periods, if any Refunding Bonds shall consist of multiple subseries, to change the principal amounts and number of the individual subseries or to combine all subseries into a single Series, if any Refunding Bonds consist of a single Series, to divide such Series into two or more subseries and to determine the principal amount of such subseries, obtain a substitute or additional Credit Facility, enter into a bank direct purchase agreement or similar instrument or to appoint new or additional agents or other parties deemed appropriate to a particular form or mode of Obligation or manner of sale.

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

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

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

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

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

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

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

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

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

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

ARTICLE III

DISPOSITION OF REFUNDING BOND PROCEEDS

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

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

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

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

ARTICLE IV

TAX COVENANTS AND DEFEASANCE

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

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

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

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

TRIBOROUGH BRIDGE AND TUNNEL AUTHORITY

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

Adopted December 18, 2013

TABLE OF CONTENTS

Page

ARTICLE I

DEFINITIONS AND STATUTORY AUTHORITY

Section 1.01.	Supplemental Resolution.....	1
Section 1.02.	Definitions.....	1
Section 1.03.	Authority for this Supplemental Resolution.....	2

ARTICLE II

AUTHORIZATION OF REFUNDING BONDS

Section 2.01.	Authorized Principal Amount, Designation and Series.....	3
Section 2.02.	Purposes.....	3
Section 2.03.	Dates, Maturities, Principal Amounts and Interest.....	3
Section 2.04.	Interest Payments.....	3
Section 2.05.	Denominations, Numbers and Letters.....	4
Section 2.06.	Places of Payment and Paying Agent.....	4
Section 2.07.	Sinking Fund Installments.....	4
Section 2.08.	Redemption Prices and Terms.....	4
Section 2.09.	Delegation to an Authorized Officer.....	4
Section 2.10.	Sale of Refunding Bonds.....	7
Section 2.11.	Forms of Refunding Bonds and Trustee's Authentication Certificate.....	8
Section 2.12.	Appointment of Trustee and Paying Agent.....	8

ARTICLE III

DISPOSITION OF REFUNDING BOND PROCEEDS

Section 3.01.	Disposition of Refunding Bond Proceeds	8
---------------	--	---

ARTICLE IV

TAX COVENANTS AND DEFEASANCE

Section 4.01.	Tax Covenants Relating to the Refunding Bonds.....	9
Section 4.02.	Additional Covenants	9
Section 4.03.	Defeasance.....	10

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

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

ARTICLE I

DEFINITIONS AND STATUTORY AUTHORITY

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

Section 1.02. Definitions.

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

2. In this Supplemental Resolution:

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

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

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

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

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

"Refunding Bonds" shall mean the 2001 Subordinate Revenue Bonds authorized by Article II of this Supplemental Resolution in one or more Series or subseries.

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

ARTICLE II

AUTHORIZATION OF REFUNDING BONDS

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

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

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

The authority to issue Obligations and take related actions granted under previous resolutions of the Issuer shall continue in full force and effect. The authorization to issue the Refunding Bonds and take other related actions hereunder shall continue in effect without any further action by the Issuer until the adoption in 2015 by the MTA Board of a subsequent refunding bond supplemental resolution.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

to time following issuance of any Refunding Bonds, as appropriate for any purposes, including, in order to change interest rate modes or auction periods, if any Refunding Bonds shall consist of multiple subseries, to change the principal amounts and number of the individual subseries or to combine all subseries into a single Series, if any Refunding Bonds consist of a single Series, to divide such Series into two or more subseries and to determine the principal amount of such subseries, obtain a substitute or additional Credit Facility, enter into a bank direct purchase agreement or similar instrument or to appoint new or additional agents or other parties deemed appropriate to a particular form or mode of Obligation or manner of sale.

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

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

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

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

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

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

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

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

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

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

ARTICLE III

DISPOSITION OF REFUNDING BOND PROCEEDS

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

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

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

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

ARTICLE IV

TAX COVENANTS AND DEFEASANCE

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

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

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

Section 4.02. Additional Covenants. 1. The Issuer covenants and agrees that it will not issue any Senior Obligations under the Senior Resolution (other than pursuant to Section 205 thereof) unless in addition to satisfying the requirements of the Senior Resolution, an Authorized Officer delivers to the trustee under the Senior Resolution a certificate demonstrating that for any period of 12 consecutive calendar months out of the 18 complete calendar months next preceding the date of authentication and delivery such issue of Senior Obligations, Net Revenues are at least equal to 1.10 times the Combined Maximum Annual Calculated Debt Service for all Subordinate Revenue Obligations, Parity Debt, Senior Obligations and Senior Parity Debt.

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

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

Section 4.03. Defeasance. In the event the Issuer shall seek, prior to the maturity or redemption date thereof, to pay or cause to be paid, within the meaning and with the effect expressed in the Resolution, all or less than all Outstanding Refunding Bonds issued as Tax-Exempt Obligations and the provisions of Section 4.01 hereof shall then be of any force or effect, then, notwithstanding the provisions of Article A-XI of the Resolution, the Refunding Bonds issued as Tax-Exempt Obligations which the Issuer then seeks to pay or cause to be paid shall not be deemed to have been paid within the meaning and with the effect expressed in Section A-1101 of the Resolution unless (i) the Issuer has confirmed in writing that the Owners of the Refunding Bonds issued as Tax-Exempt Obligations which the Issuer then seeks to pay or cause to be paid will continue, after such action, to have the benefit of a covenant to the effect of the covenant of the Issuer contained in Section 4.01 hereof or (ii) there shall have been delivered to the Trustee an Opinion of Bond Counsel to the effect that non-compliance thereafter with the applicable provisions of the Code will not affect the then current treatment of interest on the Refunding Bonds issued as Tax-Exempt Obligations in determining gross income for Federal income tax purposes.

METROPOLITAN TRANSPORTATION AUTHORITY

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

Adopted December 18, 2013

TABLE OF CONTENTS

Page

ARTICLE I

DEFINITIONS AND STATUTORY AUTHORITY

Section 1.01.	Supplemental Resolution.....	1
Section 1.02.	Definitions.....	1
Section 1.03.	Authority for this Supplemental Resolution.....	1

ARTICLE II

AUTHORIZATION OF REFUNDING BONDS

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	3
Section 2.10.	Sale of Refunding Bonds.....	6
Section 2.11.	Forms of Refunding Bonds and Trustee's Authentication Certificate	7
Section 2.12.	Appointment of Trustee and Paying Agent	7

ARTICLE III

DISPOSITION OF REFUNDING BOND PROCEEDS

Section 3.01.	Disposition of Refunding Bond Proceeds	8
---------------	--	---

ARTICLE IV

TAX COVENANTS AND DEFEASANCE

Section 4.01.	Tax Covenants Relating to the Refunding Bonds.....	9
Section 4.02.	Defeasance.....	9

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

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

ARTICLE I

DEFINITIONS AND STATUTORY AUTHORITY

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

Section 1.02. Definitions.

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

2. In this Supplemental Resolution:

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

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

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

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

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

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

ARTICLE II

AUTHORIZATION OF REFUNDING BONDS

Section 2.01. Authorized Principal Amount, Designation and Series. 1. Pursuant to the provisions of the Resolution and Section 3.9 of the State Service Contract, and in order to issue Obligations for the purpose of refunding Outstanding Obligations (which may be issued at one time or from time to time in any number of Series or subseries, which for purposes of this Supplemental Resolution shall collectively be referred to herein as the "Refunding Bonds", subject to redesignation as hereinafter provided) entitled to the benefit, protection and security of such provisions are hereby authorized to be issued in an aggregate principal amount not exceeding the principal amount necessary so that, after giving effect to any net original issue discount or premium and underwriters' discount from the principal amount, the amount to be deposited in the Proceeds Account pursuant to, or otherwise applied to effectuate the purposes of, Section 2.02 and Section 3.01 of this Supplemental Resolution (exclusive of the amount so deposited therein determined in any Certificate of Determination as estimated to be necessary to pay any Costs of Issuance of the Refunding Bonds payable from such Proceeds Account or otherwise applied to pay such Costs of Issuance), shall not exceed the amount or amounts determined in one or more Certificates of Determination to be necessary to effectuate the purposes set forth in Section 2.02 hereof; provided, however, that any Refunding Bonds issued pursuant to this Supplemental Resolution shall be issued in compliance with any Board policies relating to the issuance of refunding bonds as may be in effect from time to time.

2. Nothing in this Supplemental Resolution is intended to preclude the issuance of Refunding Bonds for the purpose of refunding Outstanding Obligations in accordance with Section 202 of the Resolution. In no event shall the amount of Obligations, upon the issuance of the Refunding Bonds, exceed the amount of Obligations authorized pursuant to the terms of the State Service Contracts, nor shall the aggregate amount of debt service on all State Service Contract Obligations exceed the limitations for such debt service under State law at the time of issuance thereof.

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

The authority to issue Obligations and take related actions granted under previous resolutions of the Issuer shall continue in full force and effect. The authorization to issue the Refunding Bonds and take other related actions hereunder shall continue in effect without any further action by the Issuer until the adoption in 2015 by the MTA Board of a subsequent refunding bond supplemental resolution.

Section 2.02. Purposes. The purposes for which the Refunding Bonds are issued shall be set forth in one or more Certificates of Determination and may include the refunding, restructuring or payment, including by purchasing, exchanging or tendering therefor, of all or any portion of any Outstanding Obligations deemed advisable by an Authorized Officer in accordance with Section 202 or 203 of the Resolution, as applicable.

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

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

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

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

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

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

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

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

(a) to determine whether and when to issue any Refunding Bonds and to determine the amount of the proceeds of the Refunding Bonds to be applied to refunding purposes as well as the specific Obligations or portions of either to be refunded and the date or dates, if any, on which such refunded obligations shall be redeemed, and the amount of the proceeds of the Refunding Bonds estimated to be necessary to pay the Costs of Issuance of the Refunding Bonds;

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

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

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

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

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

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

(h) to take all actions required for the Refunding Bonds to be eligible under the rules and regulations of The Depository Trust Company ("DTC") for investment and trading as uncertificated securities, to execute and deliver a standard form of letter of representation with DTC and,

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

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

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

(k) to make such changes in or from the form of this Supplemental Resolution as may be necessary or desirable in order to cure any ambiguities, inconsistencies or other defects; or to enter into any new or amended State Service Contract necessary or advisable to effectuate the purposes of this Supplemental Resolution.

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

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

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

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

Authorized Officer may exercise any authority delegated under this Supplemental Resolution from time to time following issuance of any Refunding Bonds, as appropriate for any purposes, including, in order to change interest rate modes or auction periods; if any Refunding Bonds shall consist of multiple subseries, to change the principal amounts and numbers of the individual subseries or to combine all subseries into a single Series, if any Refunding Bonds consist of a single Series, to divide such Series into two or more subseries and to determine the principal amount of each such subseries, obtain a substitute or additional Credit Facility, enter into a bank direct purchase agreement or similar instrument or to appoint new or additional agents or other parties deemed appropriate to a particular form or mode of Obligation or manner of sale.

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

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

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

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

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

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

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

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

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

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

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

ARTICLE III

DISPOSITION OF REFUNDING BOND PROCEEDS

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

- (a) the refunding of any Obligations in accordance with Section 2.02 hereof; and
- (b) the balance of such proceeds, exclusive of accrued interest, shall be deposited in the Costs of Issuance Account and applied to the payment of Costs of Issuance or otherwise applied to the payment of Costs of Issuance.

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

ARTICLE IV

TAX COVENANTS AND DEFEASANCE


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

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

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

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

Staff Summary

Subject Authorization to increase the authorized amount of open market purchases of MTA, TBTA, DTF bonds and 2 Broadway Certificates of Participation.
Finance
Department Head Name Robert E. Foran, Chief Financial Officer
Department Head Signature 
Project Manager Name Patrick J. McCoy, Director of Finance <i>PSM</i>

Date December 18, 2013
Vendor Name
Contract Number
Contract Manager Name
Table of Contents Ref #

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance Comm.	12/16	X		
2	Board	12/18	X		

Internal Approvals			
Order	Approval	Order	Approval
1	Legal <i>JMT</i>	2	Chief of Staff <i>CAG</i>

PURPOSE:

To obtain MTA and TBTA Board approvals to increase the authorized amount of open market purchases of MTA Transportation Revenue Bonds, Dedicated Tax Fund Bonds, TBTA General Revenue Bonds, TBTA Subordinate Revenue Bonds and 2 Broadway Certificates of Participation ("MTA Bonds") from \$25 million to \$50 million.

DISCUSSION:

Occasionally, MTA Bonds are available for purchase for less than 100% of their par amount (plus accrued interest) either on the open market or as a result of holders approaching MTA or TBTA with an unsolicited offer to sell MTA Bonds. Making selective purchases of such MTA Bonds is an efficient strategy in managing MTA's debt portfolio that will enable MTA to retire bonds at less than their par amount and eliminate remaining interest payments on the purchased bonds. Such purchases are made with operating revenues or with bond proceeds to be reimbursed with operating revenues.

On September 27, 2012, the MTA and TBTA Boards authorized the purchase of MTA Bonds in unsolicited transactions in the open market including unsolicited offers to sell, from holders, at prices not to exceed 100% plus accrued interest in an amount not to exceed \$25 million.

To date MTA has purchased \$13.075 million par amount of securities for a total of \$12,671,500 plus accrued interest resulting in savings of \$403,500, plus avoided future interest.

Such purchases are conditioned upon the MTA Chief Financial Officer, the Director, Finance, or Treasurer of the MTA determining that the discounted purchase price of the bonds purchased through open market purchases are the lowest price available being offered on an unsolicited basis in the market. Any such open market purchases have not and would not be subject to the existing refunding guidelines approved by the MTA Board. Additionally, prior to any open



market purchases the Director, Finance will consult with Bond Counsel to ensure that any purchase will comply with all laws and regulations governing the issuance of tax-exempt debt.

RECOMMENDATION:

The MTA and TBTA Boards authorize an increase in the amount of MTA bonds the MTA Chief Financial Officer, the Director, Finance, or Treasurer may purchase in the open market pursuant to the original board authorization of September 27, 2012, to an amount not to exceed \$50 million (in total) from the date of such original authorization, to apply amounts from operating revenues or from bond proceeds to be reimbursed with operating revenues and related debt service fund to the payment of purchase price, to execute the purchase of MTA Bonds and to retire the MTA Bonds purchased and, if required, to determine the sinking fund installment against which such purchased MTA Bonds will be applied.

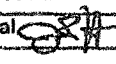

A copy of the September 27, 2012 Board approved Staff summary is attached hereto.

Staff Summary

Subject	Authorization to purchase MTA, TBTA,DTF bonds and 2 Broadway Certificates of Participation on the open market
Finance	
Department Head Name	Robert E. Foran, Chief Financial Officer
Department Head Signature	
Project Manager Name	Patrick J. McCoy, Director of Finance 

Date	September 2, 2001
Vendor Name	
Contract Number	
Contract Manager Name	
Table of Contents Ref #	

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance Comm.	9/24	X		
2	Board	9/27	X		

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

PURPOSE:

To obtain MTA and TBTA Board approvals to purchase MTA Transportation Revenue Bonds, Dedicated Tax Fund Bonds, TBTA General Revenue Bonds, TBTA Subordinate Revenue Bonds and 2 Broadway Certificates of Participation ("MTA Bonds") from time to time, in unsolicited transactions in the open market including unsolicited offers to sell, from holders ("open market purchases"), at prices not to exceed 100% plus accrued interest.

DISCUSSION:

Occasionally, MTA Bonds are available for purchase for less than 100% of their par amount (plus accrued interest) either on the open market or as a result of holders approaching MTA or TBTA with an unsolicited offer to sell MTA Bonds. Making selective purchases of such MTA Bonds is an efficient strategy in managing MTA's debt portfolio that will enable MTA to retire bonds at less than their par amount and eliminate remaining interest payments on the purchased bonds. Such purchases would be made with operating revenues or with bond proceeds to be reimbursed with reimbursable operating revenues. Such purchases may not exceed \$25 million.



Such purchases would be conditioned upon the MTA Chief Financial Officer, the Director, Finance, or Treasurer determining that the discounted purchase price of the bonds purchased through open market purchases are the lowest prices available being offered on an unsolicited basis in the market. Additionally, prior to any open market purchases the Director of Finance will consult with Bond Counsel to ensure that any purchase will comply with all laws and regulations governing the issuance of tax-exempt debt.

RECOMMENDATION:

The MTA and TBTA Boards authorize the MTA Chief Financial Officer, the Director, Finance, or Treasurer to determine whether and when to execute any open market purchases of MTA Bonds not to exceed \$25 million, to apply amounts from operating revenues or from bond proceeds to be reimbursed with reimbursable operating revenues to the payment of purchase price, to execute the purchase of MTA Bonds and to retire the MTA Bonds purchased and, if required, to determine the sinking fund installment against which such purchased MTA Bonds will be applied.



**FOR REFERENCE
PURPOSES
ONLY**

Staff Summary

Subject Authorization to amend existing fuel hedge swap agreements to conform rating downgrade termination events to MTA Board approved Swap Guidelines.
Department Finance
Department Head Name Robert E. Foran, Chief Financial Officer
Department Head Signature 
Project Manager Name Patrick J. McCoy, Director of Finance 

Date December 18, 2013
Vendor Name
Contract Number
Contract Manager Name
Table of Contents Ref #

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance Comm.	12/16			
2	Board	12/18			

Internal Approvals			
Order	Approval	Order	Approval
1	Legal 		Chief of Staff 

Purpose

To obtain Board approval of the annexed resolution to authorize MTA to amend the definition of Additional Termination Event ("ATE") in existing fuel hedge swap agreements ("Master Swap Agreements") with respect to swap counterparties, so that the definition is consistent with Board approved Swap Guidelines ("Swap Guidelines").

Background

The Swap Guidelines were amended and approved by the Board on March 13, 2013. The amended Swap Guidelines includes a provision that states that any swap counterparty ("Counterparty"), at the time it enters into an agreement, must have a long term senior, unsecured debt credit rating of at least "A3" or "A-" from two of the nationally recognized statistical rating organizations, as recognized by the Securities and Exchange Commission. The ATE provision in three (3) of the existing Master Swap Agreements requires each Counterparty to maintain ratings of "A3" and "A-" by both Moody's Investors Service Inc. ("Moody's") and Standard and Poor's Ratings Group, a division of the McGraw-Hill Companies, Inc., ("S&P"), respectively. The definition of ATE in each existing Master Swap Agreement will be amended to require each Counterparty to maintain two ratings in the "A" category from S&P, Moody's or Fitch Ratings and in so doing will be more consistent with the requirements of the amended Swap Guidelines.

Discussion

MTA executes fuel hedge swaps on a monthly basis which are procured through a competitive bid process and reported to the Board. MTA has Master Swap Agreements with Deutsche Bank AG, J. Aron and Company, J.P. Morgan Ventures Energy Corporation and Merrill Lynch Commodities Inc. ("Counterparties"). The ATE provisions in the Master Swap Agreements have not been amended to conform to the revised Swap Guidelines. As a consequence, pursuant to the terms of the existing documentation, although all four Counterparties qualify as eligible counterparties pursuant to the Swap Guidelines, MTA is currently unable to obtain bids on fuel hedge transactions from two of its four existing fuel hedge counterparties (Deutsche Bank

Staff Summary

AG and J. Aron and Company). It is in MTA's interest to amend the ATE clauses in the Master Swap Agreements to ensure a more competitive fuel hedge bidding process.

Alternatives

Should the amendments not be approved, MTA will conduct a less competitive bidding process until it is able to identify additional counterparties.

Recommendation

That the Board approve the annexed resolution that authorizes (a) the amendment of all existing Master Swap Agreements to include the amended ATE clause; (b) MTA to negotiate additional master swap agreements which will contain the amended ATE clause; and (c) designates staff to execute any and all necessary, desirable or appropriate agreements to effectuate such amendments.

RESOLUTION

WHEREAS, the Metropolitan Transportation Authority (the "MTA") has entered into fuel hedge swap agreements ("ISDA Master Agreements") with four counterparties, for the purpose of entering into fuel hedge swap transactions; and

WHEREAS, MTA has determined that it is in its best interests from time to time to amend all such ISDA Master Agreements to amend the definition of Additional Termination Event ("ATE") such that the definition is consistent with swap guidelines approved by the MTA Board on March 13, 2013 (the "Swap Guidelines");

WHEREAS, the Swap Guidelines include a provision that states that any swap counterparty ("Counterparty") must, at the time it enters into an agreement, have a long term senior, unsecured debt credit rating of at least "A3" or "A-" from two of the nationally recognized statistical rating organizations, as recognized by the Securities and Exchange Commission, warranting amendment of the definition of ATE in each existing Master Swap Agreement to conform to such standard so that a termination event will occur if Counterparty's ratings fall below this initial rating requirement;

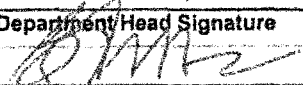
NOW, THEREFORE, BE IT:

RESOLVED, that MTA, is hereby authorized to amend all existing ISDA Master Agreements and to take any other required actions for the purposes described above, on the terms and conditions approved by the Chairman and Chief Executive Officer, Vice Chairman, the Chair of the Finance Committee, the Chief Financial Officer or the Director, Finance;

RESOLVED, that each of the Chairman and Chief Executive Officer, Vice Chairman, 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 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 amendment of the definition of ATE in such ISDA Master Agreements such that the definition is consistent with the Swap Guidelines.

Staff Summary

Subject Approval of Financial and Swap Advisors/Contract Authorization
Department Finance
Department Head Name Robert E. Foran, Chief Financial Officer
Department Head Signature 
Project Manager Name Patrick McCoy, Director of Finance <i>PCM</i>

Date December 18, 2013
Vendor Name The PFM Group, and Mohanty Gargiulo LLC
Contract Number
Contract Manager Name
Table of Contents Ref #

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance Comm.	12/16	X		
2	Board	12/18	X		

Internal Approvals			
Order	Approval	Order	Approval
1	Legal <i>[Signature]</i>		
2	Chief of Staff <i>[Signature]</i>		

PURPOSE:

To obtain MTA and TBTA Board approval of a contract with The PFM Group ("PFM") for financial advisory services in connection with the issuance of MTA and TBTA bonds and other obligations ("Financial Advisor").

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

DISCUSSION:

The Financial Advisor is responsible for providing expert market advice on the timing, structure, and execution of capital market activity by MTA and TBTA. PFM specializes in advising governmental entities and public benefit corporations on capital market activities.

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

The incumbent Financial Advisor is Lamont Financial Services Corporation which has served as Financial Advisor since August of 2010. The incumbent Swap Advisor is Swap Financial Group, LLC which has served as Swap Advisor since August of 2010.

BACKGROUND:

The Finance Department issued a formal Request for Proposals from qualified firms to serve as Financial and/or Swap Advisor to the MTA and TBTA on October 11, 2013.

A total of 11 proposals (10 individual proposals and 1 joint proposal) were received by the submission deadline of November 4, 2013. Proposals were received from the following 12 firms:

1. A.C. Advisory, Inc. (Financial and Swap Advisor)
2. Acacia Financial Group LLC (Financial Advisor)
3. Estrada Hinojosa & Company, Inc. (Financial Advisor)
4. Lamont Financial Services Corporation (Financial Advisor) together with Mohanty Gargiulo LLC (Swap Advisor) (joint proposal)
5. Linwood Capital LLC (Fuel Hedge Advisor)
6. First Southwest Co. (Financial and Swap Advisor)
7. Frasca & Associates, L.L.C. (Financial Advisor)
8. The PFM Group (Financial Advisor)

9. PFMAM Asset Management LLC (Swap Advisor)
10. Public Resources Advisory Group (Financial Advisor)
11. Swap Financial Group, LLC (Swap Advisor)

After initial screening and review by the selection committee, eight firms were invited to participate in oral interviews for further evaluation. These interviews provided the selection committee the opportunity to ask questions about the written submissions, and to meet the key advisory team members that would be assigned to the MTA account.

The selection committee was unanimous in its recommendation of the PFM Group as financial advisor. PFM is the number one financial advisor overall, and has a deep knowledge of New York finance, and specifically is the top advisor to transportation and transit agencies nationally. Upon inquiry by the selection committee, the joint proposal of Lamont and Mohanty Gargiulo could be separated. Based on this information, and the review of the written proposal and oral interview, the selection committee unanimously recommended Mohanty Gargiulo for swap advisor services. Mohanty Gargiulo specializes in advising governmental municipalities and public benefit corporations on structuring and managing derivatives exposure. In addition, Mohanty Gargiulo is a State certified Women Business Enterprise (WBE), as well as a Minority Business Enterprise (MBE).

The recommendations are based upon the quality of the written proposals, the oral interviews, the experience and expertise of the key members of the respective advisory teams, and the fee proposals.

PFM proposed a sliding scale per bond fee of \$0.35 per \$1,000 of bonds issued for the first \$1.5 billion of bonds in a year, reducing to \$0.25 per \$1,000 of bonds for amounts above \$1.5 billion in the same year. Such compensation would be subject to a cap of \$700,000 per year. This proposal was the second lowest cost proposal received. Mohanty Gargiulo proposed a flat annual fee of \$175,000 for all services. This was the third lowest cost proposal received for swap advisory services. The fee proposals described above are subject to further negotiation. However, the agreed upon compensation is not to exceed for the first year of the contract, \$700,000 per year for the PFM Group, and \$175,000 per year for Mohanty Gargiulo.



ALTERNATIVES:

MTA and TBTA could opt to not use a Financial Advisor or Swap Advisor.

RECOMMENDATION:



After considering each firm's qualifications and price proposal, the selection committee recommends the appointment of The PFM Group as strategic financial advisor relating to the issuance of bonds and other obligations and Mohanty Gargiulo LLC to serve as an advisor on interest rate swap transactions for a period of three years each. Recommendation is also made to include up to two annual renewals for each of the contracts. Such Board approval is contingent upon successful price negotiations as discussed above.

Staff Summary

Subject MTA and TBTA Reimbursement Resolution for Federal Tax purposes
Department Chief Financial Officer
Department Head Name Robert E. Foran, Chief Financial Officer
Department Head Signature 
Project Manager Name Vinay Dayal, Director of Treasury 

Date December 18, 2013
Vendor Name
Contract Number
Contract Manager Name
Table of Contents Ref #

Board Action					
Order	To	Date	Approval	Info	Other
	Finance Comm.	12/16	X		
	Board	12/18	X		

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

PURPOSE:

To obtain MTA and TBTA adoption of the annexed reimbursement resolutions, which are required by Federal tax law to preserve the ability to finance certain capital projects on a tax exempt basis.

DISCUSSION:

As it has in the past, the Metropolitan Transportation Authority (the "MTA") intends to finance the MTA's transit and commuter capital improvement program, including MTA Bus Company, and Triborough Bridge and Tunnel Authority ("TBTA" or "MTA Bridges and Tunnels") intends to finance the MTA Bridges and Tunnels' bridge and tunnel capital improvement program.

It is important that MTA and MTA Bridges and Tunnels preserve the ability to finance capital projects in these capital improvement programs on a tax exempt basis. To maintain the ability of MTA and MTA Bridges and Tunnels to finance capital projects in the capital improvement programs on such tax exempt basis, consistent with Federal tax law, the MTA and TBTA Boards periodically adopt reimbursement resolutions. Federal tax law requires that official action that sets forth the issuer's intent to spend tax exempt bond proceeds on a project must be taken by an issuer that wants to reimburse itself from tax exempt bond proceeds for capital project costs that were funded from another source of revenue. Copies of the 2014 reimbursement resolutions submitted for Board adoption are attached hereto.

For purposes of the attached reimbursement resolutions, (i) in the case of MTA, the Project refers to the capital programs approved by the Metropolitan Transportation Authority Capital Program Review Board, including, particularly the 2000-2004 Transit and Commuter Capital Program, the 2005-2009 Transit and Commuter Capital Program and the 2010-2014 Transit and Commuter Capital Program, and (ii) in the case of TBTA, the Project refers to the capital programs approved by the TBTA Board, including, particularly, the 2000-2004 TBTA Capital Program, the 2005-2009 TBTA Capital Program, the 2010-2014 TBTA Capital Program, and the security projects authorized to be constructed and/or installed at the TBTA bridges and tunnels.

ALTERNATIVES:

There is no alternative to preserve the ability to finance certain capital projects on a tax-exempt basis under Federal tax law.

RECOMMENDATION:

The MTA and TBTA Boards approve the above-referenced resolutions. This authorization shall continue in effect until the adoption in 2014 by the MTA and TBTA Boards of subsequent reimbursement resolutions.

RESOLUTION

WHEREAS, Triborough Bridge and Tunnel Authority ("MTA Bridge and Tunnels") intends to finance the MTA Bridges and Tunnels' bridge and tunnel capital improvement program, as more fully described in the accompanying staff summary and capital program documents referenced therein (the "Project");

WHEREAS, MTA Bridge and Tunnels desires to finance the Project through the issuance of tax-exempt debt;

NOW THEREFORE, BE IT:

RESOLVED, that the statements contained in this Resolution with respect to the reimbursement of the expenditures described in this resolution are intended to be statements of official intent as required by, and in conformance with, the provisions of Treasury Regulation Section 1.150-2(e); and

RESOLVED, that the expenditures in connection with the Project to be reimbursed pursuant to this Resolution have been incurred and paid not more than 60 days prior to the date hereof or will be incurred and paid after the date hereof in connection with the Project; and

RESOLVED, that MTA Bridge and Tunnels reasonably expects that the maximum principal amount of tax-exempt debt (including bonds, tax-exempt commercial paper and bond anticipation notes) to be issued by MTA Bridge and Tunnels subsequent to the date hereof to pay MTA Bridge and Tunnels Project expenditures in 2014 (whether directly or as a reimbursement) is \$166 million (plus associated financing costs); and

RESOLVED, that this Resolution shall take effect immediately.

December 18, 2013

RESOLUTION

WHEREAS, Metropolitan Transportation Authority ("MTA") intends to finance the MTA's transit and commuter capital improvement program, including MTA Bus Company, as more fully described in the accompanying staff summary and capital program documents referenced therein (the "MTA Project");

WHEREAS, MTA desires to finance the MTA Project through the issuance of tax-exempt debt and other sources as described in the approved capital programs;

NOW THEREFORE, BE IT:

RESOLVED, that the statements contained in this Resolution with respect to the reimbursement of the expenditures described in this resolution are intended to be statements of official intent as required by, and in conformance with, the provisions of Treasury Regulation Section 1.150-2(e); and

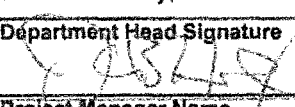
RESOLVED, that the expenditures in connection with the MTA Project to be reimbursed pursuant to this Resolution have been incurred and paid not more than 60 days prior to the date hereof or will be incurred and paid after the date hereof in connection with the MTA Project; and

RESOLVED, that the MTA reasonably expects that the maximum principal amount of tax-exempt debt (including bonds, tax-exempt commercial paper and bond anticipation notes) to be issued by MTA subsequent to the date hereof to pay MTA Project expenditures in 2014 (whether directly or as a reimbursement) is \$1,793 million (plus associated financing costs); and

RESOLVED, that this Resolution shall take effect immediately.



December 18, 2013

Staff Summary

Subject Approval of Environmental Liaison Counsel
Department Office of General Counsel
Department Head Name James B. Henly, General Counsel
Department Head Signature 
Project Manager Name Gordon Johnson, Deputy General Counsel

Date December 16, 2013
Vendor Name
Contract Number
Contract Manager Name
Table of Contents Ref #

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance Comm.	12/16			
2	Board	12/18			

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

Purpose

To authorize MTA agency use of a law firm serving as environmental liaison counsel for a group of defendants, including MTA New York City Transit, in federal court contribution lawsuits brought to recover environmental remediation costs.

Discussion

Several related federal environmental lawsuits brought in the Eastern District of New York name a number of companies and governmental agencies, including MTA New York City Transit, as defendants against whom contribution is sought to recover remedial costs of a contaminated site, previously utilized as an oil re-refining facility in Queens along Newtown Creek. NYCT, and various other firms that in the past had oil delivered for recycling to a company formerly operating a facility at the site, are alleged to be "generators" of waste materials and thereby liable under the federal "Superfund" law for contribution to remediation costs.

In Superfund cases such as this, groups of similarly situated defendants frequently join forces, forming "potentially responsible parties" (PRP) groups, in order to reduce overall litigation costs and more effectively conduct the litigation and/or reach settlement. In this instance, a sub-group of nine defendants (the "G-9") has coalesced to coordinate agreed upon common strategies such as document discovery and the filing of motions on behalf of group members, engaging as liaison counsel the Gibbons law firm of Newark, New Jersey ("Gibbons"), which has an environmental practice group with extensive experience in the defense of potentially responsible parties in environmental contamination cases. MTA's Office of General Counsel, as lead counsel for NYCT in these contribution litigations, seeks authorization to participate in legal fee /expense sharing with the G-9 group for liaison counsel, above the \$20,000 threshold level requiring Board approval.

The members of the G-9 PRP group anticipate incurring legal expenses from liaison counsel of approximately \$12,000/quarter per member, although the amount of quarterly payments may vary depending upon the level and intensity of the litigation (including the discovery phase). The law firm will continue to provide a detailed billing statement of time spent by each attorney or support staff member on each task. The 4th Quarter 2013 Assessment for the G-9 PRP group is \$15,000 per party, a somewhat higher assessment for this quarter because it includes, among other expenses, fees for retaining two expert firms to perform forensics analysis and environmental engineering tasks.

MTA's Office of General Counsel's environmental law unit will continue to serve as lead counsel for NYCT in the litigation. Continued participation of NYCT as a G-9 group member and continuing MTA Office of General Counsel's relationship with liaison counsel for the G-9 group is in the best interests of MTA and NYCT. This joint defense group has been more effective and efficient than nine entities working alone. In addition, the Magistrate Judge has issued orders establishing time-frames applicable to all defendants as well as the plaintiffs in the case with regard to actions required to conduct discovery procedures, file motions, etc., which can best be met through the use of liaison counsel to manage the case (and the actions of the entire group) in coordination with each member's lead counsel.



Alternatives

MTA NYCT and MTA Office of General Counsel could cease participation in the cooperative efforts of the G-9 group and liaison counsel. That course of action is not recommended, as it would likely multiply the costs to NYCT of the overall litigation and weaken NYCT's ability to reach an appropriate resolution of claims at the least cost.

Recommendation



The Board authorize continued participation in legal fee /expense sharing with a sub-group of nine companies (the "G-9") that is utilizing the services of the Gibbons law firm of Newark, New Jersey ("Gibbons"), to coordinate agreed upon common strategies such as document discovery and the filing of motions on behalf of group members.

Staff Summary

Subject	Request for Authorization to Award Various Procurements
Department	Executive
Department Head Name	Bob Foran
Department Head Signature	
Division Head Name	Angel Barbosa
Division Head Signature	

Date	December 6, 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	12/16/13			
2	Board	12/18/13			

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

PURPOSE:

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

DISCUSSION:

of Actions \$ Amount

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

Schedule H: Modification to Personal Services Contracts & Misc. Service Contracts

- Texas Engineering Extension Service

1 \$ 500,000.00

SUBTOTAL 1 \$ 500,000.00

MTAHQ proposes to award Competitive procurements in the following categories:

Schedules Requiring Majority Vote

Schedule F: Personal Service Contracts

3 \$ 580,000.00

Schedule G: Miscellaneous Service Contracts

1 \$ 2,400,000.00

SUBTOTAL 4 \$ 2,980,000.00

MTAHQ presents the following procurement actions for Ratification:

None None

TOTAL 5 \$3,480,000.00

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, DECEMBER 2013
NON-COMPETITIVE PROCUREMENTS

METROPOLITAN TRANSPORTATION AUTHORITY

Procurements Requiring Majority Vote:

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

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

- | | | | |
|----|---|------------------------------|-------------------------------|
| 1. | Texas Engineering Extension Service
Jurisdictional Crisis Incident Management
Contract No. 11174-0100 | \$500,000
(not-to-exceed) | <u>Staff Summary Attached</u> |
|----|---|------------------------------|-------------------------------|

Base Amount = \$1,200,000

To recommend that the Board approve an amendment to a Board-approved, non-competitive federally-funded, contract with Texas Engineering Extension Service to provide additional first responders incident management and decision making training to approximately 100 MTA/Regional transit operational and police personnel in the amount of \$500,000 and extend the contract from December 31, 2013 to August 31, 2015. The Department of Homeland Security has designated only Texas Engineering Extension Service to provide these services for recipients of this funding. In 2011 the Board approved \$1.2 million contract to train MTA employees under a federal homeland security grant. The objective of this training was centered on protocols germane to consequence management. The command incident management training addressed a number of priorities and capabilities that the Department of Homeland Security is encouraging State and local jurisdictions to establish. The Department of Homeland Security Transit Security Program awarded MTA the additional \$500,000 for this training.

Staff Summary

Schedule H: Modifications to Personal Service & Miscellaneous Service Contracts



Item Number:

Page 1 of 1

Vendor Name (& Location): Texas Engineering Extension Service - Texas A&M University		Contract Number: 11174-0100	AWO/Modifica
Description: Jurisdictional Crisis Incident Management		Original Amount: \$1,200,000	
Contract Term (Including Options, if any): December 31, 2013 - August 31, 2015		Prior Modifications: \$0.00	
Option(s) included in Total Amount? <input type="checkbox"/> Yes <input type="checkbox"/> No		Prior Budgetary Increases: \$0.00	
Procurement Type: <input type="checkbox"/> Competitive <input checked="" type="checkbox"/> Non-competitive		Current Amount: \$1,200,000	
Solicitation Type: <input type="checkbox"/> RFP <input type="checkbox"/> Bid <input type="checkbox"/> Other:		This Request: \$500,000	
Funding Source: <input type="checkbox"/> Operating <input type="checkbox"/> Capital <input checked="" type="checkbox"/> Federal <input type="checkbox"/> Other:		% of This Request to Current Amount: 42%	
Requesting Dept/Div & Dept/Div Head Name: Office of Security/Anthony Mercogliano		% of Modifications (Including This Request) to Original Amount:	

DISCUSSION:

To recommend that the Board: (i) approve an amendment to a Board-approved non-competitive federally-funded, contract with Texas Engineering Extension Service to provide additional first responders incident management and decision making training to approximately 100 MTA/Regional transit operational and police personnel in the amount of \$500,000 and (ii) to extend the contract from December 31, 2013 to August 31, 2015. The Department of Homeland Security has designated only Texas Engineering Extension Service to provide these services for recipients of this funding.

In 2011 the Board approved \$1.2 million contract to train MTA employees under a federal homeland security grant. The objective of this training was centered on protocols germane to consequence management. The command incident management training addressed a number of priorities and capabilities that the Department of Homeland Security is encouraging State and local jurisdictions to establish. This training course assisted with establishing priorities for the National Planning Scenarios, National Preparedness Goals, the Universal Task List, and the Target Capabilities List. This course used a multidiscipline, jurisdictional team building approach focused on the Incident Command Post critical decision-making requirements within the command and control nodes. The course exercised incident management skills, staff responsibilities, and related decision-making requirements.

The Department of Homeland Security Transit Security Program awarded MTA the additional \$500,000 for this training.

LIST OF PROCUREMENTS FOR BOARD APPROVAL, DECEMBER 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. **Ultramar Travel Bureau Inc.** **\$100,000**
All-Agency/Inspector General Travel Agent Services (not-to-exceed)
Contract No. 13092-0100
Competitively negotiated – 2 proposals – 36 months
The travel agent will book air, ground and hotel domestic and international travel for the MTA and its affiliated agencies including the MTA Inspector General Office, as well as coordinate, monitor and report on financial and administrative travel arrangements. On an annual basis, approximately 900 travel bookings are expected to be made in 2014 by all of the agencies. Under the current contract the booking fees are \$29 per transaction by travel agent for airline bookings and \$25 per transaction for Rail reservations (\$10 for online). As a result of negotiations, the fees under this contract will remain the same as under the current three-year contract. Based on the above, the negotiated hourly rates are considered fair and reasonable.

2. **AFT Project at NYCT Facility-** AFT to provide technical design, fabrication, crating, storage, delivery, installation and oversight of installation of materials at the facility specified below.
Competitively negotiated- 33 proposals – 24 months, MTACC/LIRR East Side Access
Diana Cooper, Roosevelt Island Ventilation Facility (\$130,000)

3. **PRGX USA Inc.** **\$350,000**
Audit of All-Agency Vendor Records (not-to-exceed)
Contract No. 13157-0100
Competitively Negotiated – 3 proposals – 12 months
To recommend that the Board approve the award of a competitively negotiated, personal services agreement to PRGX USA Inc. to review, correct and update the All-Agency PeopleSoft vendor database. In 2010, vendor records were extracted from various MTA legacy databases for nine MTA Agencies, and were loaded into the MTA Business Service Center ("BSC") PeopleSoft system. Currently, there are approximately 50,000 vendors in this database who currently do business or have done business with MTA and its agencies. This contract seeks to ensure that all of the records are up-to-date, complete, and accurate. Contractor will: (i) gather for each vendor an accurate name and contact information for both Remit-to and Procurement purposes including email, mailing address, and billing address, (ii) confirm that the City/Zip code pairing has been validated against US Postal Service database for vendors located within the United States, (iii) gather the accurate Federal Employer Identification Number (FEIN) for each vendor, etc. After undertaking a thorough analysis, the MTA's Department of Diversity and Civil Rights determined not to assign any goals to this contract due to the highly specialized nature of the work and the unavailability of MWBE subconsultants to perform the work. As a result of negotiations, the proposed cost of \$445,000 was negotiated down to \$350,000 for a savings of \$95,000, or 21.3%. There are no prior contracts for these services with which this cost can be compared; however, the total negotiated cost of \$350,000 is deemed fair and reasonable.

METROPOLITAN TRANSPORTATION AUTHORITY
COMPETITIVE PROCUREMENTS

G. Miscellaneous Service Contracts

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

- | | | |
|--|---|---|
| <p>4. Routine Preventative Maintenance Services
For MTAPD & Inspector General Vehicles
Contract No. 13104-0100 thru 0800</p> <ul style="list-style-type: none">a. The Goodyear Tire & Rubber Companyb. First Star Auto Repair Inc. D/B/A DaimneFleet Corporationc. 54th Street Auto Care Inc.d. Tony's Long Warf Transport LLC.e. Southshore Motors D/B/A Sayville Fordf. Robert H. Bruneau, D/B/A Robert's Service Centerg. Bright Bay Lincoln Inc.h. 1811 Auto Repair Corp <p>Competitively negotiated – 9 proposals – 36 months
Vendors to provide as-needed preventative maintenance services (i.e., oil changes, rotation of tires, replacing brakes, etc.) for MTAPD and the Office of the Inspector General's vehicles. The proposed new hourly rates ranging from \$45 to \$86 are the same rates as under the current three-year contract; and thus are considered fair and reasonable.</p> | <p>\$2,400,000
(not-to-exceed)</p> | <p><u>Staff Summary Attached</u></p> |
|--|---|---|

Staff Summary

Schedule G: Miscellaneous Service Contracts

Page 1 of 1

Item Number:

Vendor Name (& Location): Various
Description: Routine Preventative Maintenance Services for MTAPD & Inspector General Vehicles
Contract Term (Including Options, if any): January 1, 2014 through December 31, 2017
Option(s) Included in Total Amount? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
Procurement Type: <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive
Solicitation Type: <input checked="" type="checkbox"/> RFP <input type="checkbox"/> Bid <input type="checkbox"/> Other:

Contract Number: 13104-0100 thru 0800	Renewal? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
Total Amount: \$2,400,000	
Funding Source: <input checked="" type="checkbox"/> Operating <input type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other:	
Requesting Dept/Div & Dept/Div Head Name: MTA Police, IG / M. Coan, B. Kluger	
Contract Manager: Amedeo Bruno	

DISCUSSION:

To recommend that the Board approve the award of the below eight (8) competitively negotiated, miscellaneous services contracts to provide preventative maintenance services (i.e., oil changes, rotation of tires, replacing brakes, etc.) for MTAPD and the Office of the Inspector General's vehicles on an as-needed basis for a period of three (3) years from January 1, 2014 through December 31, 2017 for a combined total amount of \$2,400,000.

- | | |
|--|---|
| 1. The Goodyear Tire & Rubber Company | 5. Southshore Motors D/B/A Sayville Ford |
| 2. First Star Auto Repair Inc. D/B/A DaimneFleet Corporation | 6. Robert H. Bruneau, D/B/A Robert's Service Center |
| 3. 54 th Street Auto Care Inc. | 7. Bright Bay Lincoln Inc. |
| 4. Tony's Long Warf Transport LLC. | 8. 1811 Auto Repair Corp |

The prior Board-approved contracts for this competitively awarded service will expire on December 31, 2013. In order to continue these services, a Request for Proposals (RFP) was publicly advertised and copies of the RFP were mailed to 53 vendors of which fourteen (14) were D/M/WBE firms. The Office of Diversity and Civil Rights established 0% MBE and 0% WBE goals under this contract. Nine (9) proposals were received of which eight contracts are being awarded, three of which are D/M/WBEs. The firms were evaluated based on: i) responsiveness and demonstration of a clear understanding of the MTA's requirements; ii) ability to provide the required services including but not limited to turn-around time and days and hours of operation; iii) comparable experience on similar projects in nature and size; iv) reasonableness of manpower estimates; and v) cost. The Selection Committee consisting of representatives from MTAPD Fleet determined that the eight (8) firms listed above were most technically qualified and best suited to perform the services identified by the RFP.

The proposed new hourly rates ranging from \$45 to \$86 are the same rates as under the current three-year contract; and thus are considered fair and reasonable.

DECEMBER 2013
MTA REAL ESTATE
LIST OF REAL ESTATE ACTION ITEMS FOR BOARD APPROVAL

ACTION ITEMS

MTA NEW YORK CITY TRANSIT

Authorization to confirm fee title by condemnation to facilitate parapet wall repairs along the Sea Beach Subway Line in Brooklyn, New York

Master Lease with an entity to be format by Westfield Americas Limited Partnership, relating to portions of the Fulton Center in Lower Manhattan

MTA LONG ISLAND RAIL ROAD

Lease agreement with W.F. McCoy Petroleum Products, Inc. for property located at 52 Foster Avenue, Bridgehampton, New York

License agreement with Bayside Village Business Improvement District, Inc., for the beautification of lawn area at Bayside Station, Bayside, New York

MTA METRO-NORTH RAILROAD

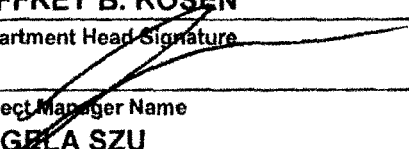
Conveyance of property to WB Pinebrook Associates LLC for use as an access road in Larchmont, New York

Grant of easement to 20 North Realty, LLC for use of an access road in Larchmont, New York

Lease with Jacques Torres Adventures, LLC dba Jacques Torres Chocolate, for the retail sale of Jacques Torres chocolate products in Retail Space MC-86 at Grand Central Terminal


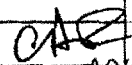

Lease agreement with Jin Suk Han (d/b/a, Embassy Shoe Repair) for a retail space at 188 North Main Street, Port Chester, Westchester County, New York

Staff Summary

Subject Approval to Confirm Title by Eminent Domain
Department REAL ESTATE
Department Head Name JEFFREY B. ROSEN
Department Head Signature 
Project Manager Name ANGELA SZU

Date DECEMBER 16, 2013
Vendor Name
Contract Number
Contract Manager Name
Table of Contents Ref. #

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance Committee	12/16/13	X		
2	Board	12/18/13	X		

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

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

LOCATIONS: Approximately 276 properties adjacent to 6 stations on NYCT's Sea Beach (N) Subway Line in Brooklyn, NY

ACTIVITY: Confirmation of fee title in order to repair or replace damaged sections of the parapet walls at the following 6 stations along the Sea Beach Line:

- 18th Avenue Station (Brooklyn Block 5539, Lot 4)
- 20th Avenue Station (Brooklyn Block 5541, Lot 4, and Block 5542, Lot 4)
- Bay Parkway Station (Brooklyn Block 6577, Lot 6)
- Kings Highway Station (Brooklyn Block 6649, Lot 21)
- Avenue U Station (Brooklyn Block 7098, Lot 5)
- 86th Street Station (Brooklyn Block 7143, Lot 5)

ACTION REQUESTED: Authorization to proceed with eminent domain proceeding to facilitate construction

COMMENTS:

As part of a proposed contract to rehabilitate various stations and right of way structures on NYCT's Sea Beach (N) Subway Line in Brooklyn (the "Project"), NYCT intends to remediate damaged sections of the parapet walls along the dividing line between NYCT's property and adjacent private properties. At the station locations specified above, the Sea Beach Line and associated stations are situated in a deep cut and the parapet walls, which are needed for security and safety purposes, are located on both sides of NYCT's right-of-way, atop the cut.

The adjacent private properties consist of 248 residential, 12 mixed use residential and commercial, 12 commercial, and 4 institutional (religious and cultural) properties. These privately-owned areas, adjacent to the parapet walls, typically are used as rear yards, side yards or driveways. Some of the adjacent areas are vacant but others have improvements ranging from gardens to miscellaneous yard equipment, to structures such as sheds, patios, garages, and building extensions.

Over time, parts of the parapet walls have been damaged by vegetation growth and exposure to weather conditions. There are several instances where privately-owned trees, vegetation, equipment, or structures are physically encroaching into the parapet walls. In order for NYCT to perform the parapet wall repair work, some of these encroachments may need to be altered or removed.

Staff Summary

FINANCE COMMITTEE MEETING

Confirmation of Fee Title, Sea Beach Line Rehabilitation (Cont'd.)

NYCT has determined that the required parapet wall repair work can be staged and performed from NYCT's right-of-way and NYCT will endeavor to perform the remediation work with minimal impact to private properties. However, to comprehensively address encroachments from certain private properties into the parapet walls, and in a manner that will minimize the potential for Project delays associated with resolving any legal disputes with adjacent private owners, the MTA Legal Department has advised, and MTA Real Estate concurs, that the appropriate course of action is for MTA to obtain a court order under the Eminent Domain Procedure Law ("EDPL"). This limited condemnation proceeding will entail requesting the court to issue an order of condemnation that will allow NYCT's work on the parapet wall, including removal, modification or relocation of encroachments that interfere with those repairs, to proceed. The condemnation proceeding will confirm NYCT's rights in the existing parapet walls and create a mechanism for resolving any damage and adverse possession claims for privately-owned encroachments, while allowing the parapet wall repair work to proceed without delay to the Project.

Listed below are the properties that NYCT has identified thus far for possible parapet wall repairs:

18th Avenue Station – 48 adjacent properties

<u>Block</u>	<u>Lot</u>	<u>Address</u>	<u>Block</u>	<u>Lot</u>	<u>Address</u>	<u>Block</u>	<u>Lot</u>	<u>Address</u>
5539	3	6319 17 Ave	5539	33	1744 63 St	5539	60	1771 64 St
5539	8	6307 17 Ave	5539	34	1748 63 St	5539	62	1769 64 St
5539	13	1714 63 St	5539	35	1750 63 St	5539	64	1767 64 St
5539	14	1716 63 St	5539	36	1754 63 St	5539	66	1765 64 St
5539	15	1718 63 St	5539	37	1756 63 St	5539	68	1763 64 St
5539	16	1720 63 St	5539	38	1760 63 St	5539	70	1761 64 St
5539	17	1722 63 St	5539	39	1762 63 St	5539	72	1759 64 St
5539	18	1724 63 St	5539	40	1766 63 St	5539	74	1757 64 St
5539	20	1728 63 St	5539	41	1768 63 St	5539	76	1755 64 St
5539	21	1730 63 St	5539	42	1770 63 St	5539	78	1753 64 St
5539	22	1732 63 St	5539	43	1774 63 St	5539	80	1751 64 St
5539	23	1734 63 St	5539	44	1778 63 St	5539	82	1749 64 St
5539	25	1736 63 St	5539	48	6308 18 Ave	5539	83	1747 64 St
5539	27	1738 63 St	5539	53	6318 18 Ave	5539	84	1745 64 St
5539	28	1740 63 St	5539	56	1775 64 St	5539	86	1743 64 St
5539	29	1742 63 St	5539	58	1773 64 St	5539	88	1741 64 St

20th Avenue Station – 36 adjacent properties

<u>Block</u>	<u>Lot</u>	<u>Address</u>	<u>Block</u>	<u>Lot</u>	<u>Address</u>	<u>Block</u>	<u>Lot</u>	<u>Address</u>
5541	29	1950 63 St	5541	53	1955 64 St	5542	8	6309 20 Ave
5541	30	1952 63 St	5541	54	1953 64 St	5542	11	2012 63 St
5541	31	1954 63 St	5541	55	1951 64 St	5542	12	2016 63 St
5541	32	1956 63 St	5541	56	1949 64 St	5542	13	2018 63 St
5541	33	1958 63 St	5541	57	1947 64 St	5542	14	2022 63 St
5541	34	1960 63 St	5541	58	1945 64 St	5542	15	2024 63 St
5541	35	1962 63 St	5541	59	1943 64 St	5542	18	2028 63 St
5541	36	1964 63 St	5541	60	1941 64 St	5542	19	2030 63 St
5541	37	1966 63 St	5541	61	1939 64 St	5542	20	2034 63 St
5541	42	6310 20 Ave	5541	62	1937 64 St	5542	21	2036 63 St
5541	47	6322 20 Ave	5541	63	1935 64 St	5542	72	2015 64 St

Staff Summary

FINANCE COMMITTEE MEETING

Confirmation of Fee Title, Sea Beach Line Rehabilitation (Cont'd.)

5541	51	1957 64 St	5542	3	6317 20 Ave	5542	8900	Shared Driveway
------	----	------------	------	---	-------------	------	------	-----------------

Bay Parkway Station – 53 adjacent properties

<u>Block</u>	<u>Lot</u>	<u>Address</u>	<u>Block</u>	<u>Lot</u>	<u>Address</u>	<u>Block</u>	<u>Lot</u>	<u>Address</u>
6577	5	6625 Bay Pkwy	6577	41	1388 W 7 St	6577	73	1461 W 8 St
6577	9	6601 Bay Pkwy	6577	42	1390 W 7 St	6577	74	1459 W 8 St
6577	16	1328 W 7 St	6577	43	1392 W 7 St	6577	75	1455 W 8 St
6577	20	1338 W 7 St	6577	44	1394 W 7 St	6577	76	1453 W 8 St
6577	22	1342 W 7 St	6577	46	1400 W 7 St	6577	78	1449 W 8 St
6577	24	1346 W 7 St	6577	47	1402 W 7 St	6577	79	1447 W 8 St
6577	25	1350 W 7 St	6577	48	1404 W 7 St	6577	80	1443 W 8 St
6577	26	1354 W 7 St	6577	49	1408 W 7 St	6577	81	1441 W 8 St
6577	28	1356 W 7 St	6577	50	1410 W 7 St	6577	82	1437 W 8 St
6577	30	1362 W 7 St	6577	51	1412 W 7 St	6577	83	1435 W 8 St
6577	32	1366 W 7 St	6577	53	97 Ave O	6577	84	1431 W 8 St
6577	33	1370 W 7 St	6577	59	89 Ave O	6577	86	1429 W 8 St
6577	35	1372 W 7 St	6577	64	1477 W 8 St	6577	87	1425 W 8 St
6577	36	1376 W 7 St	6577	67	1473 W 8 St	6577	88	1423 W 8 St
6577	37	1378 W 7 St	6577	68	1471 W 8 St	6577	89	1421 W 8 St
6577	38	1380 W 7 St	6577	69	1469 W 8 St	6577	90	1415 W 8 St
6577	39	1382 W 7 St	6577	70	1467 W 8 St	6577	93	1407 W 8 St
6577	40	1386 W 7 St	6577	71	1465 W 8 St			

Kings Highway Station – 54 adjacent properties

<u>Block</u>	<u>Lot</u>	<u>Address</u>	<u>Block</u>	<u>Lot</u>	<u>Address</u>	<u>Block</u>	<u>Lot</u>	<u>Address</u>
6649	20	276 King Hwy	6649	43	1792 W 7 St	6649	65	1763 W 7 St
6649	22	1740 W 7 St	6649	44	1794 W 7 St	6649	66	1759 W 7 St
6649	24	1742 W 7 St	6649	45	1798 W 7 St	6649	67	1757 W 7 St
6649	25	1746 W 7 St	6649	46	1800 W 7 St	6649	69	1755 W 7 St
6649	26	1748 W 7 St	6649	51	143 W 8 St	6649	70	1753 W 7 St
6649	27	1752 W 7 St	6649	52	1793 W 7 St	6649	71	1751 W 7 St
6649	28	1754 W 7 St	6649	53	1791 W 7 St	6649	72	1747 W 7 St
6649	29	1756 W 7 St	6649	54	1789 W 7 St	6649	73	1745 W 7 St
6649	31	1762 W 7 St	6649	55	1787 W 7 St	6649	74	1743 W 7 St
6649	32	1764 W 7 St	6649	56	1783 W 7 St	6649	75	1739 W 7 St
6649	34	1768 W 7 St	6649	57	1781 W 7 St	6649	76	1737 W 7 St
6649	35	1772 W 7 St	6649	58	1779 W 7 St	6649	77	1735 W 7 St
6649	37	1776 W 7 St	6649	59	1777 W 7 St	6649	78	1733 W 8 St
6649	38	1778 W 7 St	6649	60	1775 W 7 St	6649	83	268 King Hwy
6649	39	1782 W 7 St	6649	61	1773 W 7 St	6673	1	152 Highlawn Ave
6649	40	1784 W 7 St	6649	62	1769 W 7 St	6673	9	1806 W 7 St
6649	41	1786 W 7 St	6649	63	1767 W 7 St	6673	11	1810 W 7 St
6649	42	1790 W 7 St	6649	64	1765 W 7 St	6673	84	1813 W 8 St

Staff Summary

FINANCE COMMITTEE MEETING

Confirmation of Fee Title, Sea Beach Line Rehabilitation (Cont'd.)

Avenue U Station – 54 adjacent properties

<u>Block</u>	<u>Lot</u>	<u>Address</u>	<u>Block</u>	<u>Lot</u>	<u>Address</u>	<u>Block</u>	<u>Lot</u>	<u>Address</u>
7098	1	148 Ave T	7098	29	2058 W 7 St	7098	60	2059 W 8 St
7098	8	162 Ave T	7098	32	2060 W 7 St	7098	61	2057 W 8 St
7098	11	2014 W 7 St	7098	33	2062 W 7 St	7098	63	2053 W 8 St
7098	12	2018 W 7 St	7098	35	2066 W 7 St	7098	64	2051 W 8 St
7098	13	2020 W 7 St	7098	37	2070 W 7 St	7098	65	2047 W 8 St
7098	14	2022 W 7 St	7098	38	2072 W 7 St	7098	67	2045 W 8 St
7098	15	2024 W 7 St	7098	39	2076 W 7 St	7098	68	2043 W 8 St
7098	16	2028 W 7 St	7098	43	151 Ave U	7098	69	2039 W 8 St
7098	17	2030 W 7 St	7098	46	137 Ave U	7098	70	2037 W 8 St
7098	18	2032 W 7 St	7098	50	2079 W 8 St	7098	71	2033 W 8 St
7098	19	2034 W 7 St	7098	51	2077 W 8 St	7098	72	2029 W 8 St
7098	20	2038 W 7 St	7098	52	2075 W 8 St	7098	73	2027 W 8 St
7098	23	2040 W 7 St	7098	53	2073 W 8 St	7098	74	N/A
7098	24	2042 W 7 St	7098	54	2071 W 8 St	7098	76	2023 W 8 St
7098	25	2044 W 7 St	7098	55	2069 W 8 St	7098	77	2019 W 8 St
7098	26	2046 W 7 St	7098	56	2067 W 8 St	7098	78	2017 W 8 St
7098	27	2050 W 7 St	7098	57	2065 W 8 St	7098	79	2013 W 8 St
7098	28	2052 W 7 St	7098	59	2061 W 8 St	7098	80	2011 W 8 St

86th Street Station – 31 adjacent properties

<u>Block</u>	<u>Lot</u>	<u>Address</u>	<u>Block</u>	<u>Lot</u>	<u>Address</u>	<u>Block</u>	<u>Lot</u>	<u>Address</u>
7143	17	2224 W 7 St	7143	122	2242 W 7 St	7143	31	2260A W 7 St
7143	117	2226 W 7 St	7143	23	2244 W 7 St	7143	32	2262 W 7 St
7143	18	2228 W 7 St	7143	123	2246 W 7 St	7143	50	2813 86 St
7143	118	2230 W 7 St	7143	24	2248 W 7 St	7143	53	2235 W 8 St
7143	19	Private Driveway	7143	124	2250 W 7 St	7143	54	2233 W 8 St
7143	119	2232 W 7 St	7143	25	2250A W 7 St	7143	55	2231 W 8 St
7143	20	2234 W 7 St	7143	26	2252 W 7 St	7143	56	2229 W 8 St
7143	120	2236 W 7 St	7143	27	2254 W 7 St	7143	57	2227 W 8 St
7143	21	2238 W 7 St	7143	28	2256 W 7 St	7143	59	2221 W 7 St
7143	121	2240 W 7 St	7143	29	2258 W 7 St			
7143	22	2240A W 7 St	7143	30	2260 W 7 St			

Board approval is requested to initiate an eminent domain proceeding for the purposes described above. A resolution authorizing eminent domain for the Project is attached. MTA Legal has advised that such a proceeding would be exempt from public hearing requirements under the EDPL because the condemnation would be *de minimis* in nature (i.e., without major impacts to private property rights). NYCT's Department of Government and Community Relations has briefed the affected Community Boards about the Project, and they have expressed their support for the Project.

BOARD RESOLUTION

WHEREAS, as part of the Sea Beach Line station and Line Structure Rehabilitation Project (the "Project"), MTA New York City Transit ("NYCT") intends to remediate damaged sections of the existing parapet walls located atop both sides of the following stations: the 18th Avenue Station (Brooklyn Block 5539, Lot 4); the 20th Avenue Station (Brooklyn Block 5541, Lot 4, and Block 5542, Lot 4); the Bay Parkway Station (Brooklyn Block 6577, Lot 6); the Kings Highway Station (Brooklyn Block 6649, Lot 21); the Avenue U Station (Brooklyn Block 7098, Lot 5); and the 86th Street Station (Brooklyn Block 7143, Lot 5); and

WHEREAS, in the course of evaluating existing conditions, NYCT has identified approximately 276 private properties adjacent to the parapet walls, some containing encroachments that may need to be altered or removed in order for NYCT to perform the parapet wall repair work; and

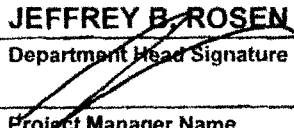
WHEREAS, MTA will initiate condemnation proceedings under the Eminent Domain Procedure Law ("EDPL") to confirm NYCT's rights in the existing parapet walls and create a mechanism for resolving any damage and adverse possession claims for privately owned encroachments that may be asserted against NYCT by adjacent owners, while allowing the parapet wall repair work to proceed without delay to the Project.

NOW, THEREFORE BE IT

RESOLVED, that in accordance with the EDPL and Section 1267 of the Public Authorities Law, MTA hereby is authorized to initiate condemnation proceedings for the purposes and with respect to the property interests described above. Such proceedings will be exempt from a public hearing under the EDPL because the actions associated with NYCT's repairs to the parapet walls at the above-reference locations are *de minimis* in nature.

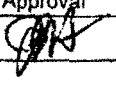
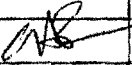

This Resolution shall take effect immediately upon its adoption.

Staff Summary

Subject FULTON CENTER MASTER LEASE
Department REAL ESTATE
Department Head Name JEFFREY B. ROSEN
Department Head Signature 
Project Manager Name EVE MICHEL

Date December 16, 2013
Vendor Name
Contract Number
Contract Manager Name
Table of Contents Ref. #

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance Committee	12/16/13	X		
2	Board	12/18/13	X		

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

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

ACTION REQUESTED: Authorization to enter into a master lease as described below (the "Master Lease").

MASTER LESSEE: A wholly-owned, single-purpose subsidiary of Westfield America Limited Partnership ("Westfield").

GUARANTOR OF MASTER LESSEE'S OBLIGATIONS: Westfield.

ASSIGNMENT AND SUBLETTING: The Master Lease will not be assignable (directly or indirectly), except in connection with corporate reorganizations of Westfield. Subletting of the Commercial Usage Area (as defined below) will be permitted, but only consistent with a retail standard, to be elaborated in the Master Lease, that will reference the quality of retail at Grand Central Terminal and selected, recently developed airline terminals (the "Retail Standard").

MASTER LEASE PREMISES: Portions of the new "Fulton Center" that is currently being constructed by MTA Capital Construction ("MTACC"), as shown in yellow on the "Lease Demarcation Plans" that are attached hereto as Exhibit A (the "Demarcation Plans"). Such areas encompass the following premises identified on the Demarcation Plans (including the structural and exterior elements thereof): (i) the Fulton Building, (ii) the Corbin Building, (ii) the Dey Street Headhouse, (iii) the Dey Street Concourse, (iv) the R Line Underpass and (v) the 4/5 Underpass. The Master Lease Premises will include (in addition to signage reserved for use by NYCT) a network of digital signs that will be available for commercial advertising to be programmed by the Master Lessee (the "Commercial Signage"), some of which (the "Initial Commercial Signage") will have been installed by MTACC before the Master Lessee takes possession and some of which ("Additional Commercial Signage") will be added by the Master Lessee at its own cost.

As shown on the "Usage Plans" that are attached hereto as Exhibit B, the interior spaces within the Master Lease Premises will contain approximately 181,300 square feet, including approximately 63,200 square feet of space suitable for subletting by the Master Lessee to commercial subtenants (the "Commercial Usage Areas"), approximately 61,400 square feet of public circulation space (the "Public Circulation Areas") – partially inside and partially outside of NYCT's "paid zone" and designated portions of which will also be

Staff Summary

FINANCE COMMITTEE MEETING

Fulton Center Master Lease (Cont'd)

available for limited commercial use -- and approximately 56,700 square feet of mechanical and other back-of-the-house space (the "Back-of-House Space").

The Master Lease Premises will exclude (so that the Master Lessee will have no rights or obligations with respect to, and NYCT will be solely responsible for) the portions of the Fulton Center that are shown in blue on the Demarcation Plans and Usage Plans, which include (a) the complex's various subway platforms, (b) the A/C Mezzanine, except for the Commercial Signage therein, and (b) a small number of rooms within the Fulton Building, Dey Street Headhouse and R Line Underpass that are to be occupied exclusively by NYCT for operational purposes. The Master Lease Premises will also exclude certain transit-related equipment in the Public Circulation Areas -- including subway turnstiles, associated doors and gates, NYCT signage, ticket vending machines, public address equipment and security cameras -- and the Consolidated Edison transformer room on the sixth floor of the Fulton Building that is shown in green on the Usage Plans.

INITIAL TERM: From the opening of the Public Circulation Areas to the public (scheduled for mid-2014) until 20 years after the earlier of (a) the second anniversary of the opening of the Fulton Building to the public (with the Initial Commercial Signage installed and Commercial Usage Areas ready for subtenant installations) and (b) the date on which at least 80% of floor area of the Commercial Usage Areas is occupied for operations by subtenants of the Master Lessee.

EXTENSION OPTIONS: The Master Lessee will have options to extend the term of the Master Lease for two successive periods of 10 years each ("Extension Terms"), to be exercised at least 24 months in advance, contingent on the Master Lessee having maintained the Master Lease Premises in good condition and in accordance with the Retail Standard and otherwise complied with all its material obligations under the Master Lease.

NET LEASE: Except as described under "Owner Obligations" below, the Master Lease will be a net lease in all respects and the Master Lessee will be responsible, at its own cost and expense, for the maintenance, repair and operation (consistently with the Retail Standard and in accordance with detailed standards and protocols to be set forth in attachments to the Master Lease) of the entire Master Lease Premises (including the exterior and structural elements thereof and all mechanical systems, whether located in or serving the Public Circulation Areas, the Commercial Usage Areas or the Back-of-House Space). The Master Lessee will also be responsible for the leasing-up and improvement of the Commercial Usage Areas (in accordance with the Retail Standard and stipulated design guidelines) and for the licensing to advertisers of the Commercial Signage.

OWNER OBLIGATIONS: Owner will retain responsibility for (a) arranging for the provision of security-related services, including the manning and maintenance of security cameras, exclusive of security-related services required with respect to subtenant operations in the Commercial Usage Areas; (b) maintaining and operating fire life safety equipment in the Master Lease Premises, (c) carrying insurance or else self-insuring, for the benefit of the Master Lessee as well as Owner, with respect to damage to the Master Lease Premises caused by structural failures, fires or other "casualties", exclusive of (i) damage to subtenant property in the Commercial Usage Areas, (ii) damage to the Commercial Signage and (iii) business interruption coverage; (d) restoring the Master Lease Premises (exclusive of subtenant property and Commercial Signage) following any such casualty, unless Owner or the Master Lessee elects to terminate the Master Lease by reason thereof, (e) enforcing MTACC's rights against its designers and contractors with respect to design and/or construction defects, and (f) paying for the utilities consumed in the operation of the Master Lease Premises, except for utilities consumed in the Commercial Usage Areas.

REAL PROPERTY TAXES:

Not applicable.

Staff Summary

FINANCE COMMITTEE MEETING

Fulton Center Master Lease (Cont'd)

FIXED RENT: Not applicable during the Initial Term. During each Extension Term, 80% of the average total Participation Rent for the last two years of the preceding term (subject to adjustments to account for non-recurring deductions and offsets described below).

PARTICIPATION RENT: Commercial Usage Areas -- Level 1 Participation. For each lease year, 50% of the "Commercial Net Revenues" (as defined below) for such year in excess of \$3.5 million, capped at \$625,000 (such breakpoint and cap to increase by 3% per year).

Commercial Usage Areas -- Level 2 Participation. For each lease year, 60% of the "Commercial Net Revenues" for such year in excess of \$4.75 million (such breakpoint likewise to increase by 3% per year).

Advertising. 70% of the Master Lessee's gross revenues from the Initial Commercial Signage and 65% of the Master Lessee's gross revenues from the Additional Commercial Signage, after the Master Lessee recoups from such revenues capital expenditures made by the Master Lessee to install Additional Commercial Signage or replace and/or upgrade the Initial Commercial Signage, in each case with interest at the rate of 10% per annum on the as yet un-recouped balance thereof.

Miscellaneous Income. 50% of gross revenues from sponsorship activities in the Public Circulation Areas, to the extent, if any, authorized by NYCT.

During the Extension Terms, such Participation Rent will be payable only to the extent it exceeds the stipulated Fixed Rent.

Such Participation Rent (and during the Extension Terms, also the Fixed Rent) will be subject to off-sets as follows:

- (a) by amounts equal to 85% of the premiums paid by the Master Lessee for liability insurance coverage with respect to the Master Lease Premises, and approved deductibles incurred with respect to claims payable under such liability insurance to the extent neither (i) attributable to gross negligence or willful default of the Master Lessee nor (ii) recoverable, despite diligent efforts, from responsible subtenants and/or contractors of the Master Lessee;
- (b) by (i) the product of (1) the cost to the Master Lessee of making necessary capital replacements/repairs during the last seven years of the term of the Master Lease, multiplied by (2) a fraction the denominator of which will be 10 and the numerator of which will be 10 minus the number of years left in such term, and/or (ii) any cost to the Master Lessee of remedying design and/or construction defects not covered by MTACC contractors; provided, however, that (x) such capital cost off-sets will not be permitted without the MTA's consent to exceed an annual cap that will start at \$2 million and increase by 3% per year (in the absence of which consent the Master Lessee will have certain termination rights), and (y) in order to exercise the Extension Options, the Master Lessee will be required to pay additional rent in the amounts of any such offsets previously made; and
- (c) by the amounts of any Operating Deficits the Master Lessee incurs during the "Stabilization Period", with interest on the as-yet un-recouped balance thereof at 10% per annum.

The "Stabilization Period" will commence at the beginning of the Initial Term and end on the earlier of (i) the second anniversary of the opening of the Fulton Building to the public (with the Initial Commercial Signage installed and Commercial Usage Areas ready for tenant installations) and (ii) the date as of which the Master Lessee is no longer incurring Operating Deficits.

For purposes of the foregoing, (1) "Operating Deficits" will mean operating expenses (but not capital costs) in excess of gross revenues, and (2) "Commercial Net Revenues" will mean gross revenues net of (i) operating expenses and (ii) unreimbursed capital expenditures incurred following the Stabilization Period, to the extent such capital

Staff Summary

FINANCE COMMITTEE MEETING

Fulton Center Master Lease (Cont'd)

expenditures exceed \$250,000 per annum (such threshold to increase by 3% per year), in each case exclusive of costs, expenses and revenues attributable to the Commercial Signage and/or the aforementioned sponsorship activities.

COMMENTS:

MTACC's Fulton Center project (the "FC Project") is scheduled for completion in June of next year. It encompasses the renovation of eight different NYCT subway platforms (serving nine different lines) located between William Street and the eastern edge of the World Trade Center project site; the reconfiguration and improvement of the connections among such platforms; and provision for a connection to the Trade Center site at the intersection of Dey and Church Streets. The FC Project has also entailed the interior and exterior restoration of the historic Corbin Building and the creation from the ground up of the architecturally distinctive Fulton Building, which contains a substantial amount of commercial space organized around a soaring glass-topped atrium.

The request for proposals pursuant to which the Master Lessee has been selected (the "RFP") was prepared with the assistance of a team of financial, technical and legal advisors led by HR&A Advisors, Inc. and included, among other things, drafts of a form of lease and detailed design guidelines and maintenance and operation standards and protocols. The RFP was issued in August, 2012, following extensive outreach to prospective master lessees, and it was further publicized by means of newspaper advertising and a press release that was picked up by several widely-read newspapers.

The RFP initially contemplated a November 2, 2012 deadline for the submission of proposals. However, in light of the disruption caused by Superstorm Sandy, such deadline was extended until November 16, 2012 insofar as statements of qualifications were concerned, and until December 7, 2012 insofar as financial proposals were concerned.

Ultimately, four firms submitted qualifications -- Thor Equities, Osmington, Inc., Ashkenazy Acquisition Corp and Westfield -- of which two -- Westfield and Ashkenazy -- submitted full proposals. Such firms were interviewed by a selection committee consisting of the MTA's Director of Real Estate, the Executive Vice President of MTACC and the Executive Vice President of NYCT; and, following evaluation of their respective proposals by the committee members with the assistance of the HR&A advisory team, invited to submit successive revisions to their respective proposals. Both firms were deemed to possess sufficient experience, expertise, institutional capacity and financial resources to perform the various obligations of the master lessee under the proposed master lease. However, the selection committee determined that the financial terms offered by Westfield were significantly more advantageous to the MTA than those offered by Ashkenazy.

In consideration of the opportunity being afforded to the Master Lessee to generate revenues by subletting the Commercial Usage Areas and licensing the Commercial Signage, the Master Lessee will (a) subject to offset only to the limited extent set forth above, share the gross revenues generated by the Commercial Signage on terms that are commensurate with the revenue-sharing arrangements under the MTA's existing agreements with CBS Outdoor, Inc. and Van Wagner Communications, LLC, (b) share Commercial Net Revenues to the extent they exceed the above-described breakpoints, and (c) most importantly, absorb substantial risks, and relieve the MTA of substantial capital costs and expenses, associated with the operation, maintenance and repair of the entire Master Lease Premises, including the Public Circulation Areas. Based on the Master Lessee's current budget, the costs and expenses that the proposed master lease structure will enable the MTA to avoid -- leaving aside costs and expenses relating to the Commercial Signage, and excluding costs that the Master Lessee will incur but be permitted to offset against Participation Rent relating to the Commercial Signage -- equate to initial average annual rents of roughly \$100 per square foot of space contained in the Commercial Usage Areas, which compares favorably to the gross initial average annual rental value the MTA's independent appraiser recently ascribed to such areas.

As noted above, Westfield has committed to retaining control, and responsibility for the performance, of the Master Lessee for the entire term of the Master Lease, and the proposed transaction has been designed to ensure that the MTA will be able to depend not only on its enforcement rights but also on the capability and self-interest of Westfield to ensure that the Master Lessee operates and maintains the Master Lease Premises in a manner befitting the substantial capital investment the public has made in the Fulton Center. Westfield and its international affiliates comprise one of the largest retail real estate property groups in the world and operate more than 100 shopping centers encompassing more than 100

FINANCE COMMITTEE MEETING
Fulton Center Master Lease (Cont'd)

million square feet of leasable area, many of which are integrated with public transportation facilities. Most significantly, its assets include a long-term leasehold interest in 365,000 square feet of retail space at the World Trade Center – scheduled to open in 2015 – that will be directly connected to the Corbin Building and Fulton Building via the Dey Street Concourse. Thus, Westfield will have an additional motivation, apart from making good on its up-front capital investment in the Master Lease Premises, to take good care of the Master Lease Premises in general and the Dey Street Concourse in particular.

Westfield has proposed to occupy a portion of the upstairs of the Corbin Building for its regional administrative offices. Any such occupancy will be conditioned upon the payment by Westfield to the Master Lessee of fair market rent, as verified by MTA Real Estate.

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

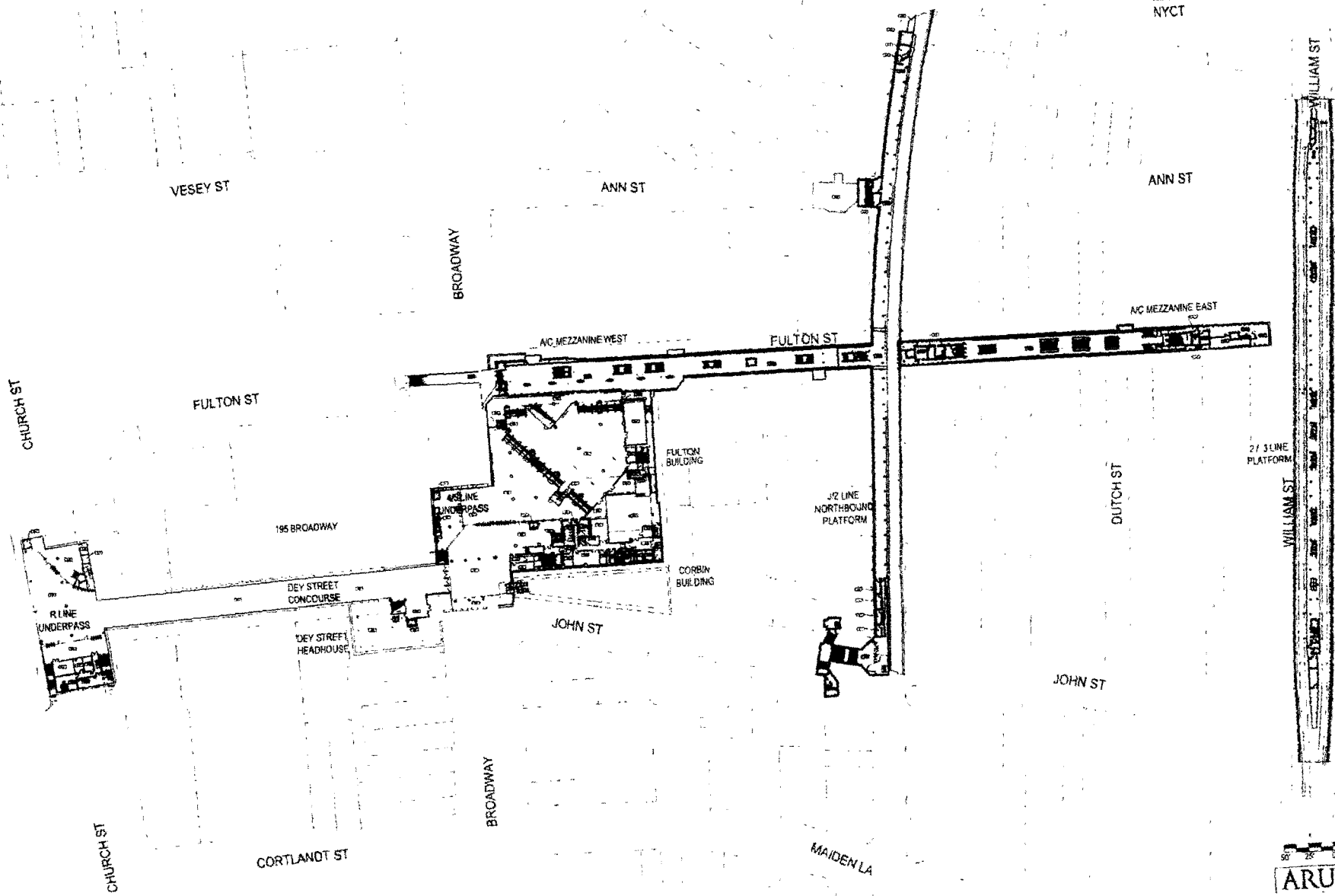
Exhibit A

Lease Demarcation Plans

LEASE DEMARCATION PLANS CONCOURSE LEVEL

LEGEND

MASTER LEASE PREMISES
NYCT



- 175 -

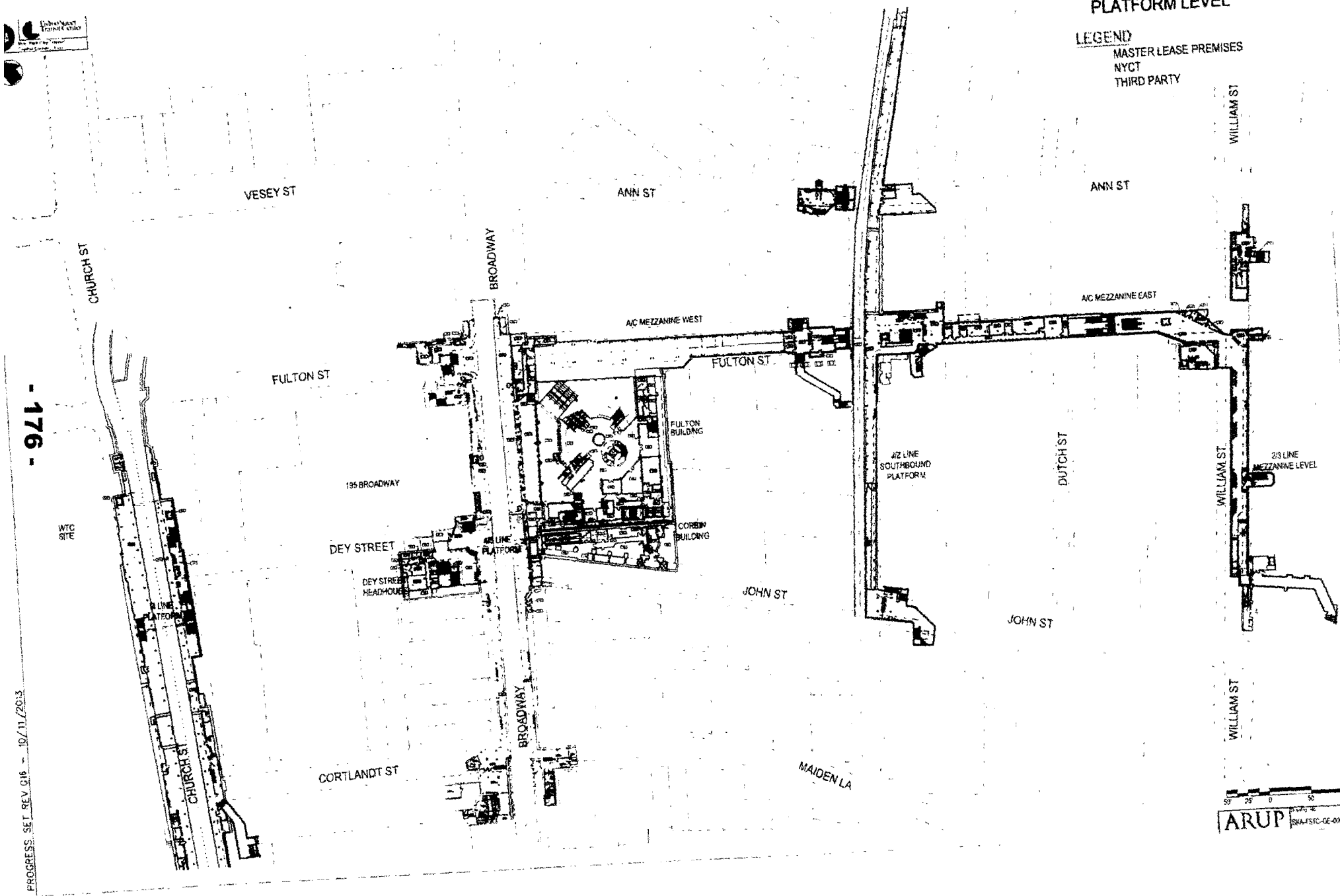
PROGRESS SET REV 01/17/00 - 910 910/2013



LEASE DEMARCATION PLANS PLATFORM LEVEL

LEGEND

- MASTER LEASE PREMISES
- NYCT
- THIRD PARTY



- 176 -

PROGRESS SET REV 11/7/01 - 910 A/B



LEASE DEMARCATION PLANS STREET LEVEL

LEGEND

- MASTER LEASE PREMISES
- NYCT
- THIRD PARTY

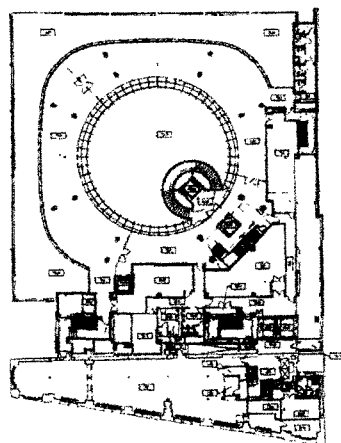


- 177 -

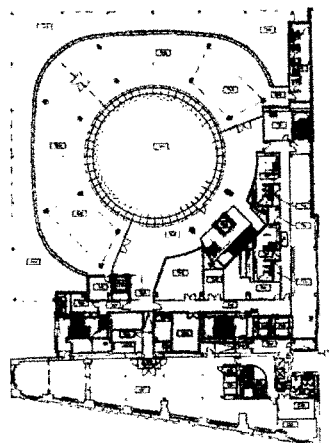
LEASE DEMARCATION PLANS LEVELS 2-9

LEGEND

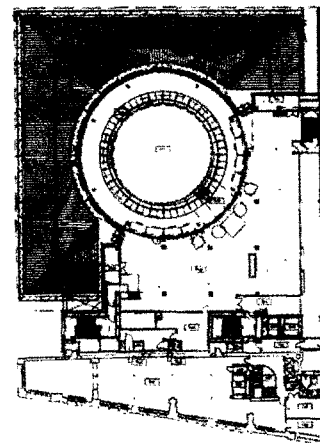
MASTER LEASE PREMISES
 NYCT
 THIRD PARTY



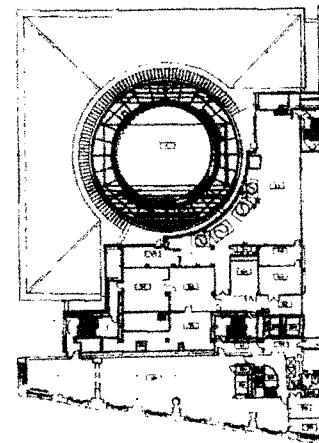
2nd LEVEL



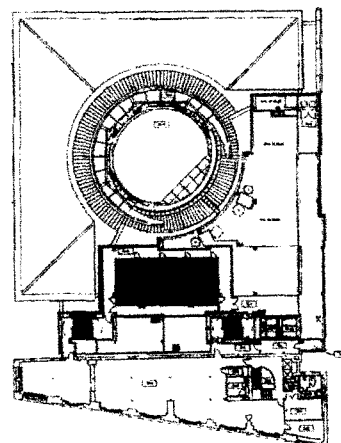
3rd LEVEL



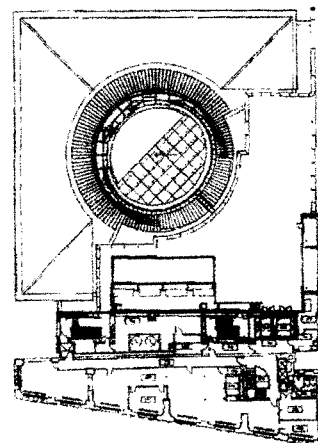
4th LEVEL



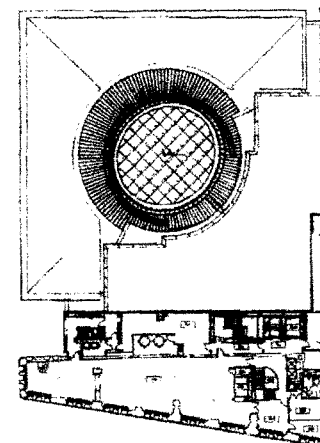
5th LEVEL



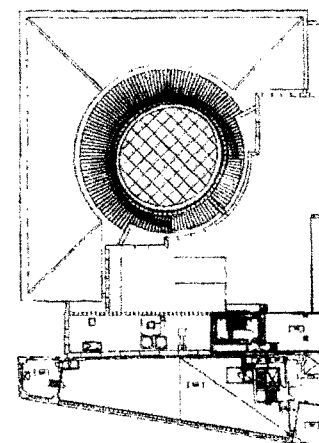
6th LEVEL



7th LEVEL



8th LEVEL



9th LEVEL

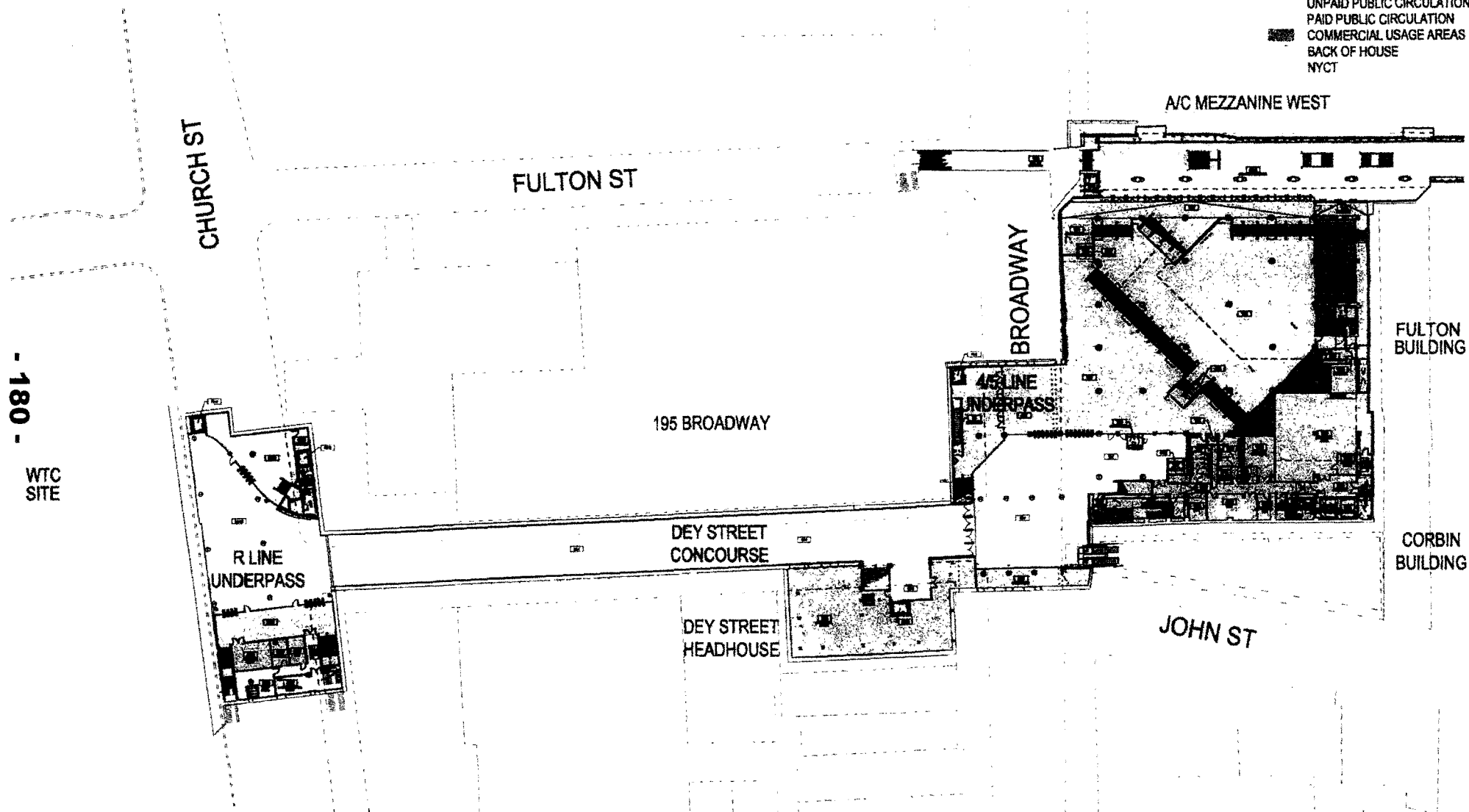
Exhibit B

Usage Plans



USAGE PLANS CONCOURSE LEVEL

- LEGEND**
- UNPAID PUBLIC CIRCULATION
 - PAID PUBLIC CIRCULATION
 - COMMERCIAL USAGE AREAS
 - BACK OF HOUSE
 - NYCT



0 10 20 30

ARUP
SKA FSTC-08-0001 12



USAGE PLANS PLATFORM LEVEL

LEGEND

- UNPAID PUBLIC CIRCULATION
- PAID PUBLIC CIRCULATION
- COMMERCIAL USAGE AREAS
- BACK OF HOUSE
- NYCT

A/C MEZZANINE WEST

FULTON ST

- 181 -

WTC
SITE

195 BROADWAY

BROADWAY

FULTON
BUILDING

DEY STREET

4/5 LINE
PLATFORM

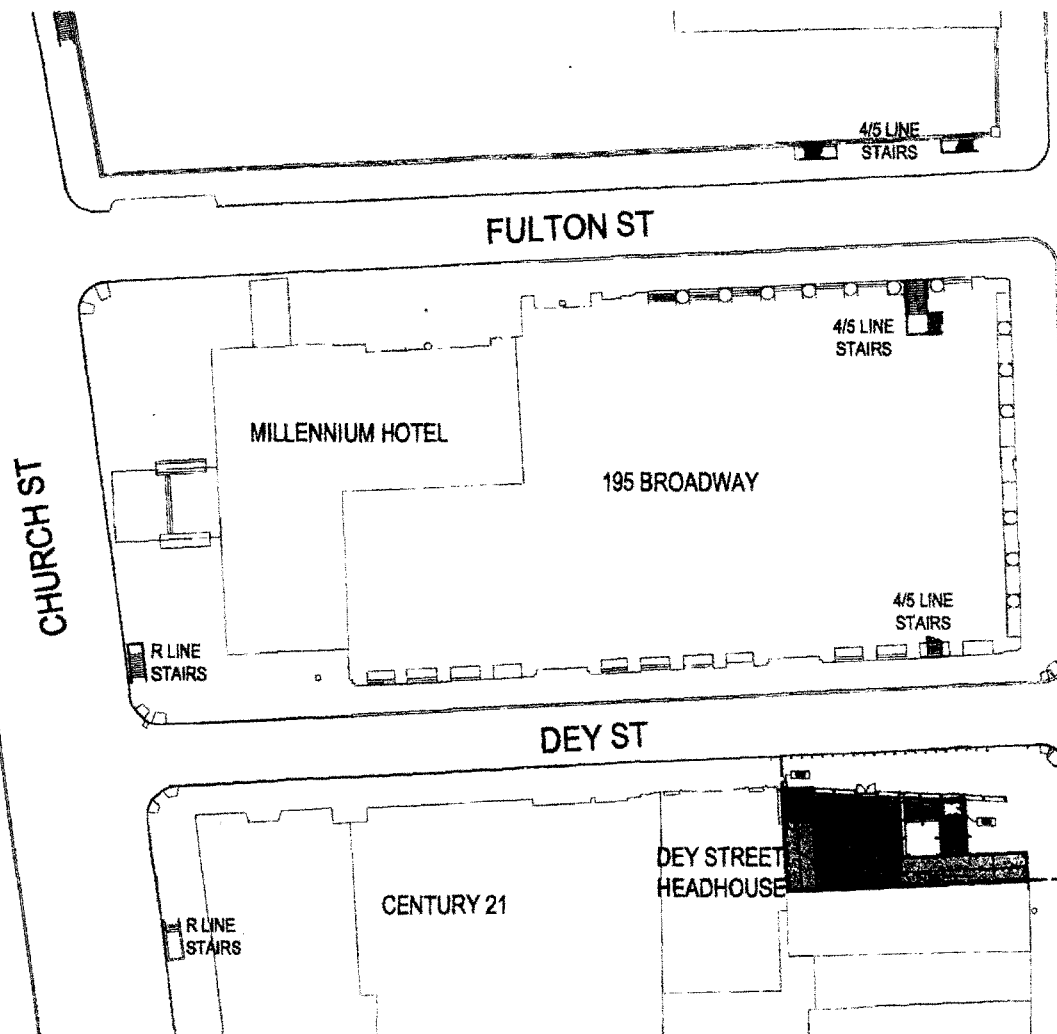
CORBIN
BUILDING

R LINE
PLATFORM

DEY STREET
HEADHOUSE

20 10 0 10 20 40

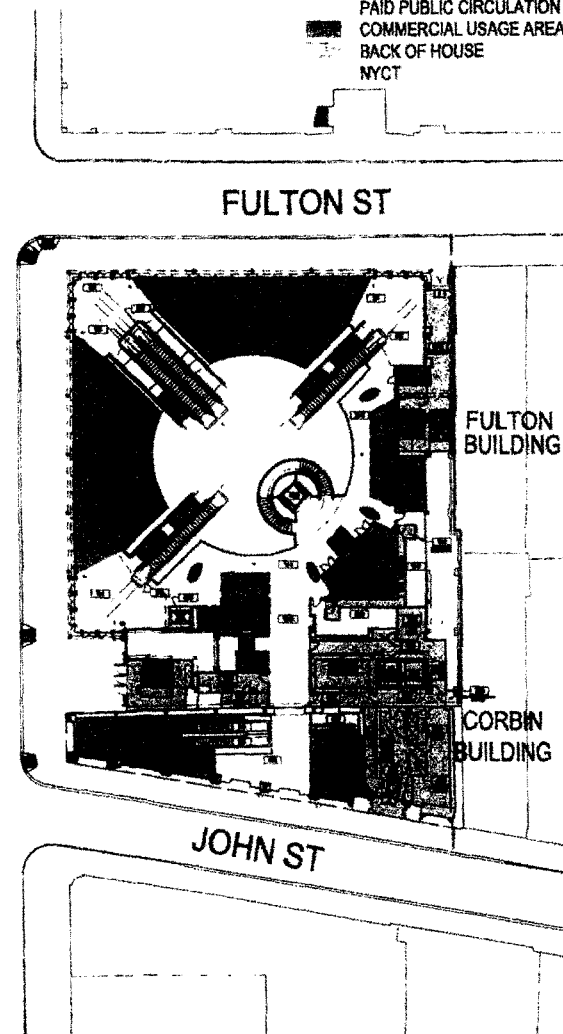
ARUP
SNA-RSTC-02-0002 12



USAGE PLANS STREET LEVEL

LEGEND

- UNPAID PUBLIC CIRCULATION
- PAID PUBLIC CIRCULATION
- COMMERCIAL USAGE AREAS
- BACK OF HOUSE
- NYCT

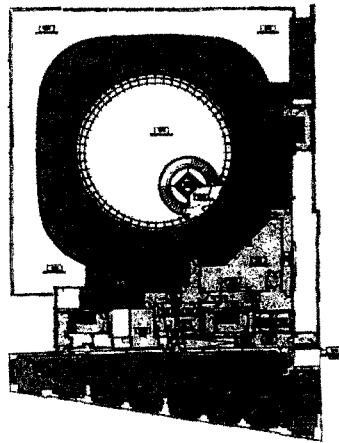


USAGE PLANS

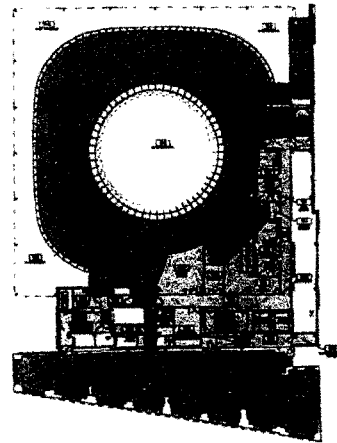
LEVELS 2-9

LEGEND

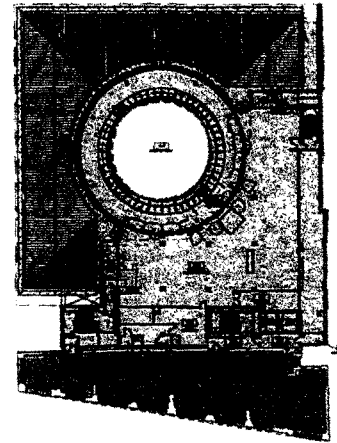
- UNPAID PUBLIC CIRCULATION
- PAID PUBLIC CIRCULATION
- COMMERCIAL USAGE AREAS
- BACK OF HOUSE
- NYCT
- ConEd ACCESS ONLY



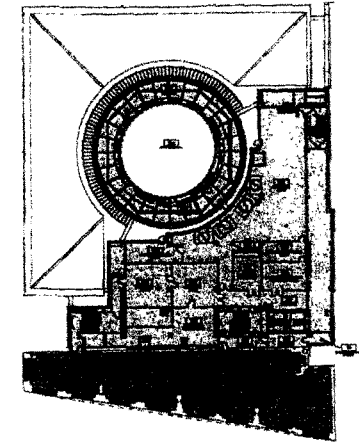
2nd LEVEL



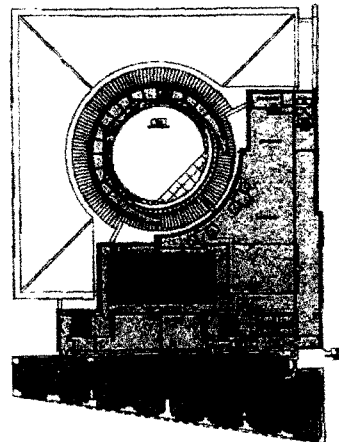
3rd LEVEL



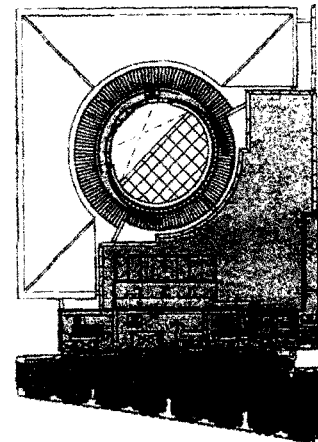
4th LEVEL



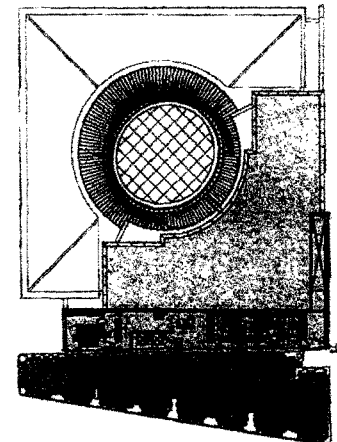
5th LEVEL



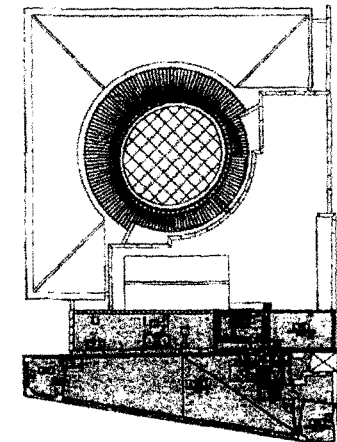
6th LEVEL



7th LEVEL



8th LEVEL



9th LEVEL

MTA LONG ISLAND RAIL ROAD

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 JOHN COYNE

Date DECEMBER 16, 2013
Vendor Name
Contract Number
Contract Manager Name
Table of Contents Ref. #

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance Committee	12/16/13	X		
2	Board	12/18/13	X		

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

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

LESSEE: W.F. McCoy Petroleum Products, Inc. ("W.F. McCoy")

LOCATION: 52 Foster Avenue, Bridgehampton, New York (the "Subject Property")

ACTIVITY: Propane gas distribution

ACTION REQUESTED: Approval of terms

TERM: 10 years with two 10-year options, terminable for corporate purposes on 120 days' notice

SPACE: Approximately 43,781 square feet

COMPENSATION:	Year	Annually	Monthly	% Increase
<u>Base term:</u>	1	\$26,400.00	\$2,200.00	
	2	\$26,400.00	\$2,200.00	0%
	3	\$27,192.00	\$2,266.00	3%
	4	\$27,192.00	\$2,266.00	0%
	5	\$28,007.76	\$2,333.98	3%
	6	\$28,007.76	\$2,333.98	0%
	7	\$28,847.99	\$2,404.00	3%
	8	\$28,847.99	\$2,404.00	0%
	9	\$29,713.43	\$2,476.12	3%
	10	\$29,713.43	\$2,476.12	0%
<u>Option period 1:</u>	11	\$30,604.83	\$2,550.40	3%
	12	\$30,604.83	\$2,550.39	0%
	13	\$31,522.97	\$2,626.91	3%
	14	\$31,522.97	\$2,626.91	0%
	15	\$32,468.66	\$2,705.72	3%
	16	\$32,468.66	\$2,705.72	0%
	17	\$33,442.72	\$2,786.89	3%
	18	\$33,442.72	\$2,786.89	0%
	19	\$34,446.00	\$2,870.50	3%

Staff Summary

FINANCE COMMITTEE MEETING

Lease -52 Foster Ave, Bridgehampton (Cont'd)

	20	\$34,446.00	\$2,870.50	0%
<u>Option period 2:</u>	21	\$35,479.38	\$2,956.62	3%
	22	\$35,479.38	\$2,956.62	0%
	23	\$36,543.76	\$3,045.31	3%
	24	\$36,543.76	\$3,045.31	0%
	25	\$37,640.07	\$3,136.67	3%
	26	\$37,640.07	\$3,136.67	0%
	27	\$38,769.27	\$3,230.77	3%
	28	\$38,769.27	\$3,230.77	0%
	29	\$39,932.35	\$3,327.70	3%
	30	\$39,932.35	\$3,327.70	0%

COMMENTS:

MTA Real Estate offered the Subject Property for lease via a request for proposals ("RFP"). The Subject Property is a portion of an unused right-of-way owned by the LIRR currently not required for operational purposes. One proposal was received from W.F. McCoy, a nearby fuel oil business, which proposed to use the Subject Property for propane gas storage. LIRR has reviewed the proposal and has no objection to the proposed use.

W.F. McCoy has been operating a full-service oil heat business since 1928. It serves residential and commercial oil customers from Speonk to Montauk and employs 16 full-time employees. In 2012, it expanded the business to provide propane gas to residential and commercial gas customers from Westhampton Beach to Montauk.

The above-described rent over the total 30 -year period, which represents W.F. McCoy's best and final offer after negotiations with MTA Real Estate, has a present value to LIRR of \$308,013.30, using a 9% discount rate. This amount exceeds estimated fair market value, based on an appraisal of the property.

Based on the foregoing, MTA Real Estate requests authorization to enter into a lease agreement with W.F. McCoy Petroleum Products, Inc. on the above-described terms and conditions.

Staff Summary



Metropolitan Transportation Authority

Page 1 of 1

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

Date DECEMBER 16, 2013
Vendor Name
Contract Number
Contract Manager Name
Table of Contents Ref. #

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance Committee	12/16/13	X		
2	Board	12/18/13	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: Bayside Village Business Improvement District, Inc. (the "Bayside Village BID")
 LOCATION: Lawn at Bayside Station (the "Subject Property")
 ACTIVITY: Landscaping & beautification
 ACTION REQUESTED: Approval of terms
 TERM: 10 years, terminable by LIRR at will on 60 days' notice
 SPACE: Approximately 2,325 square feet
 COMPENSATION: \$1.00 (payment waived)

COMMENTS:

MTA Real Estate received an inquiry from the Bayside Village BID to beautify and maintain the Subject Property. The Bayside Village BID wishes to use this lawn for occasional public gatherings such as small-scale acoustic concerts that would be free and open to the public, and other events designed to raise the profile of the local business corridor. LIRR has approved the Bayside Village BID's proposed use of the Subject Property.

The Bayside Village BID is a 501(c)(3) not-for-profit business improvement district created by the City of New York under its Business Improvement District program and funded by a special assessment paid by property owners within the district.

Based on the foregoing, MTA Real Estate requests authorization to enter into a license agreement with Bayside Village Business Improvement District, Inc., on the above-described terms and conditions.

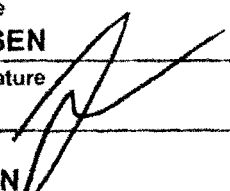
MTA METRO NORTH RAILROAD

Staff Summary




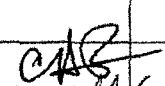

Metropolitan Transportation Authority

Page 1 of 3

Subject DISPOSITION OF PROPERTY
Department REAL ESTATE
Department Head Name JEFFREY B. ROSEN
Department Head Signature 
Project Manager Name CAROLE BRYDEN

Date DECEMBER 16, 2013
Vendor Name
Contract Number
Contract Manager Name
Table of Contents Ref. #

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance Committee	12/16/13	X		
2	Board	12/18/13	X		

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

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

PURCHASER: WB Pinebrook Associates, LLC ("WB")

LOCATION: East side of Metro-North's New Haven Line right-of-way, west of Palmer Avenue and south of North Avenue, Village of Larchmont, Westchester County, New York, ("Subject Property")

ACTIVITY: Disposition of property and reservation of access rights

ACTION REQUESTED: Approval of terms

SPACE: 20,081± square feet

COMPENSATION: \$1.00 (payment waived)

COMMENTS:

WB, the Purchaser, a developer of affordable residential homes for families, is working with New York State and Westchester County to build affordable housing as required by the U.S. Department of Housing and Urban Development and Westchester County. To that end, WB has acquired an approximately 1.5 acre site in Larchmont (the "Village"), New York, located adjacent to Metro-North's right-of-way. WB intends to construct two multi-family buildings containing a total of 51 condominium housing units, which will be affordable to families earning up to eighty percent of the Westchester County median income (the "Project"). The Subject Property is burdened by 3 easements (and a 4th easement is before the Board this month).

At the January 2012 Board meeting, the Board approved three easement actions related to the Project. The three actions involved (1) the termination of an easement that burdened Metro-North's right-of-way, (2) the relocation of an easement that burdens WB's property for the benefit of Metro-North, and (3) the grant of an easement from Metro-North to Westchester County to permit public passage and emergency vehicle access to the rear of WB's property ("Emergency Easement 1"), which was subsequently granted to the Village. The staff summary for these completed transactions is attached.

At the March 2012 Board Meeting, the Board approved an irrevocable easement over MTA property to provide for emergency vehicle access from North Avenue, another public street of the Village (such easement, "Emergency Easement 2"). Emergency Easement 2 obligates WB to improve the easement area by removing existing unused and unneeded sidetrack, grading and paving the area, and installing a new drainage system, guardrail, and curb along part of Metro-North's property; Metro-North will benefit from these installations, as its access to the right-of-way will be improved. The Staff Summary for that transaction, which has also been completed, is also attached.

Staff Summary

FINANCE COMMITTEE MEETING Disposition of Property (Cont'd.)

As a result of pre-construction investigations, WB became aware of contamination from an adjacent property, which has impacted WB's property and the Subject Property, including Emergency Access Easement 1 and Emergency Access Easement 2. With MTA's and Metro-North's consent, WB applied to New York State Department of Environmental Conservation ("NYSDEC") to clean-up WB's property and the a portion of the Subject Property in the DEC Brownfields Cleanup Program ("BCP"). WB agreed to undertake the clean-up, estimated at \$144,000, at its sole cost and expense.

Because the NYSDEC imposes certain reporting and monitoring responsibilities on the owner of the underlying fee for the properties addressed within the BCP if other responsible parties default, WB, MTA and Metro-North have agreed that, upon Board approval, the Subject Property will be conveyed to WB encumbered by the existing easements, and an easement to be granted to 20 North Realty, LLC, which grant is the subject of a separate staff summary in this month's Finance Committee book. WB has agreed to assume all costs and activities required for the subdivision of the subject property from MTA's larger parcel and any transfer tax costs.

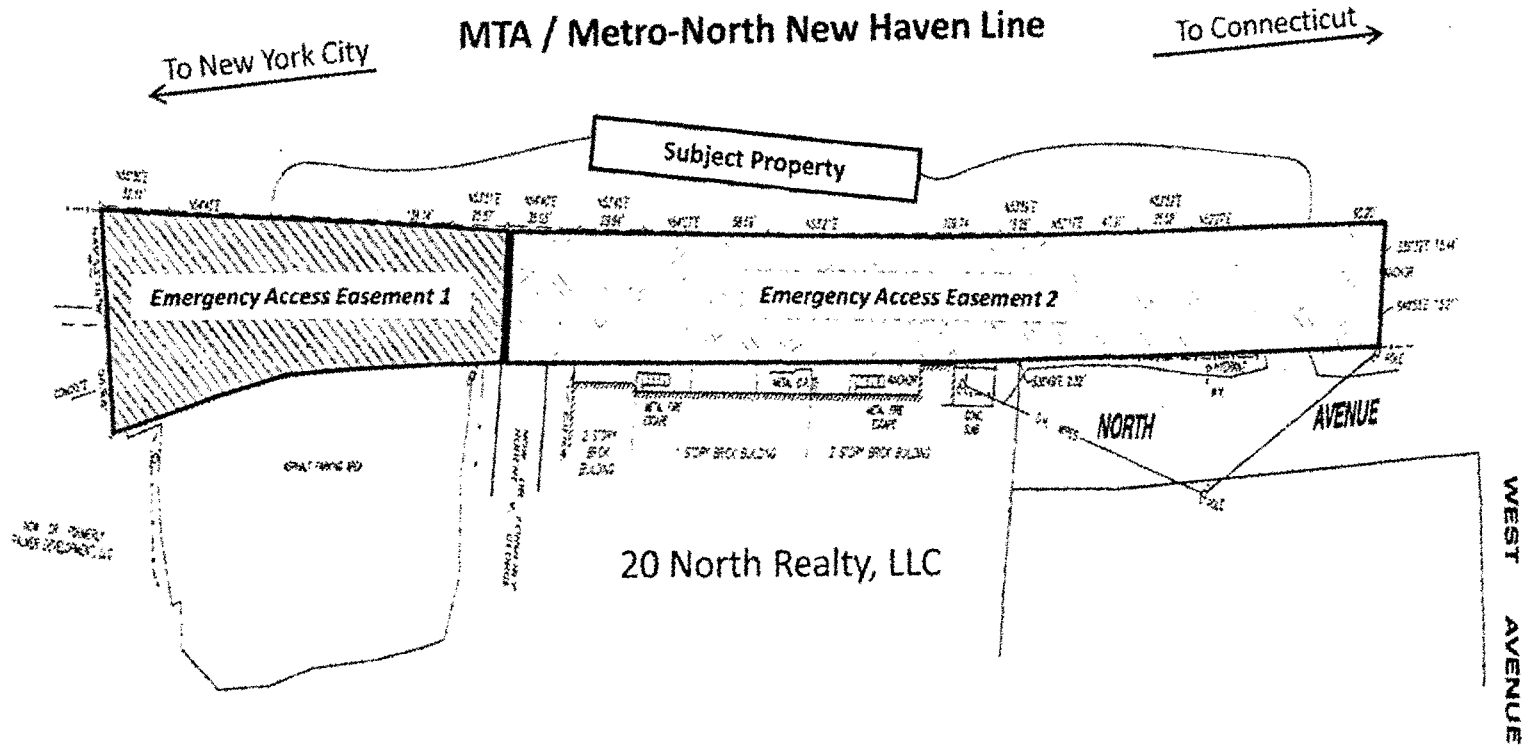
Pursuant to the Public Authorities Law Section 2897, an appraisal was obtained with respect to the fee value of the subject property. The appraiser considered the easements that currently burden the subject property, the Metro-North's easement reservation and the cleanup costs that will be covered by WB, and found that the value of the disposition to Metro-North exceeds estimated market value.

In summary, the result of this transaction Metro-North will not only retain all access rights it requires, but also be relieved of obligations it otherwise might have had associated with the cleanup of the Subject Property.

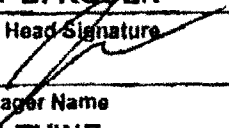
Based on the foregoing, MTA Real Estate requests authorization to dispose of the Subject Property on the terms described herein.

Staff Summary

FINANCE COMMITTEE MEETING
Disposition of Property (Cont'd.)





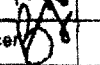
Staff Summary

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

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

**FOR REFERENCE
PURPOSES
ONLY**

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

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

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

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

GRANTEE: Westchester County

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

ACTIVITY: Termination, relocation, and grant of easement rights

ACTION REQUESTED: Approval of terms

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

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

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

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

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

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

COMMENTS:

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

Staff Summary

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

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

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

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

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


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

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

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

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

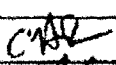


Staff Summary

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

Date MARCH 26, 2012
Vendor Name
Contract Number
Contract Manager Name
Table of Contents Ref. #

**FOR REFERENCE
PURPOSES
ONLY**

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance Committee	3/28/12	X		
2	Board	3/28/12	X		

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

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

GRANTEE: Village of Larchmont

LOCATION: The subject easement parcel is located south of North Avenue, west of Palmer Avenue, and east of Metro-North's New Haven Line tracks, in the Village of Larchmont, Westchester County, New York.

ACTIVITY: Grant of easement to the Village of Larchmont for emergency first responder access.

ACTION REQUESTED: Approval of terms.

TERM: Permanent, non-exclusive

SPACE: 12,756 square feet

COMPENSATION: \$1.00 (payment waived)

COMMENTS:

At its January 2012 meeting, the Board approved three easement actions related to a low-income housing development planned by WB Pinebrook Associates, LLC ("WB") in the Village of Larchmont (the "Village"). The three actions involved (1) the termination of an easement that burdened Metro-North's right-of-way, (2) the relocation of an easement that burdens WB's property for the benefit of Metro-North, and (3) the grant of an easement from Metro-North to Westchester County to permit public passage and emergency vehicle access to the rear of WB's property ("Emergency Easement 1"). The Staff Summary for these actions is attached.

Subsequent to the Board's January approval, the Village advised WB that it requires an additional, irrevocable easement over MTA property to provide emergency vehicle access easement from North Avenue, another public street of the Village (such easement, "Emergency Easement 2"). While WB has a pre-existing terminable, non-exclusive easement for public access over the parcel that will be encumbered by Emergency Easement 2 that was granted in 2005 to a previous developer, this public access easement is terminable and the Village requires an irrevocable easement for emergency purposes. Emergency Easement 2 will be a permanent, non-exclusive easement, granted to the Village and would give first responders emergency access from North Avenue to meet the area covered by Emergency Easement 1, providing continuity of emergency coverage for persons living and working at the WB development.

Additionally, the Village has determined that the Public Access Easement to be granted to the County of Westchester, pursuant to the Board action at its January meeting as indicated in the attached, must be granted instead to the Village of Larchmont. All other aspects of the transactions contemplated in the January staff summary remain unchanged.

Staff Summary

FINANCE COMMITTEE MEETING Easement Grant (Cont'd.)

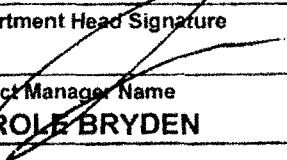
Pursuant to the Public Authorities Law Section 2897, an appraisal of the proposed Emergency Easement 2 was obtained. The easement was valued at \$10,000. No compensation is being required from the Village or Westchester County, as the easement grant is for a public benefit, the easement will continue to be held by the Village only for emergency access purposes, and there is no reasonable alternative to the transfer that would achieve the same purpose.

Granting this easement will not negatively impact Metro-North's interests or day-to-day use of the subject easement area, as the use of the easement will be only for first responder emergencies.

Based on the foregoing, MTA Real Estate requests the Board determine that there is no reasonable alternative to the proposed below market transfer that would achieve the same purpose of such transfer and authorize (a) the execution of the above-described easement agreement with the Village of Larchmont on the terms described above, and (b) execution of the Public Access Easement described in Attachment January 2022 staff summary with the Village of Larchmont instead of the County of Westchester.


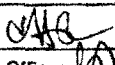

**FOR REFERENCE
PURPOSES
ONLY**

Staff Summary

Subject GRANT OF EASEMENT
Department REAL ESTATE
Department Head Name JEFFREY B. ROSEN
Department Head Signature 
Project Manager Name CAROLE BRYDEN

Date DECEMBER 16, 2013
Vendor Name
Contract Number
Contract Manager Name
Table of Contents Ref. #

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance Committee	12/16/13	X		
2	Board	12/18/13	X		

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

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

GRANTEE: 20 North Realty, LLC

LOCATION: East side of Metro-North's New Haven Line right-of-way, west of Palmer Avenue and south of the Metro-North's Larchmont Station, Village of Larchmont, Westchester County, New York, at mile post 18.2, (the, "Property").

ACTIVITY: Grant of easement

ACTION REQUESTED: Approval of terms

TERM: Permanent

SPACE: 12,756± sf

COMPENSATION: \$10,000.00

COMMENTS:

MTARED discovered, while negotiating access rights with WB Pinebrook Associates, LLC ("WB") for easements in support of WB's Affordable Housing Project (the "WB Housing Project"), that the proposed Grantee, 20 North Realty, LLC ("20 North"), is utilizing the Property for access to the rear of its property at 20 North Avenue. 20 North has access to the front and sides of its property from North Avenue and claims to have been using the Property for access to the rear of its building for the past 16 years. (No record of any written agreement permitting such use has been located in MTA files or provided by 20 North.)

Because the Property is already encumbered by; (i) an easement granted to the Village of Larchmont for emergency access ("Emergency Access Easement 2") in connection with the WB Housing Project, and (ii) an easement for ingress and egress granted in 2006 to the owner of an adjacent property, (now WB, successor in interest), efforts to limit 20 North's access would, as a practical matter, be difficult to enforce.

MTARED determined that, because the Property will, with Board approval, be sold to WB (the subject of a separate staff summary in this committee book) subject to an additional access easement in favor of Metro-North, granting the Proposed 20 North Easement will not negatively impact Metro-North's interests or day-to-day use of the subject easement area. WB has acknowledged that Metro-North intends to grant the Proposed 20 North Easement to 20 North, and that the proposed sale of the Property to WB will be subject to it.

Pursuant to the Public Authorities Law, an appraisal was commissioned, which estimated fair market value of the non-exclusive easement at \$10,000. 20 North has agreed to purchase the interest for this amount.

Staff Summary

FINANCE COMMITTEE MEETING

Grant of Easement (Cont'd.)

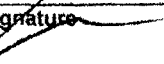
Page 2 of 2



Metropolitan Transportation Authority

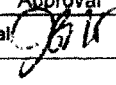


Based on the foregoing, MTARED requests authorization to enter into a non-exclusive easement with 20 North on the terms described above.

Staff Summary

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

Date DECEMBER 16, 2013
Vendor Name
Contract Number
Contract Manager Name
Table of Contents Ref #

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance Committee	12/16/13	X		
2	Board	12/18/13	X		

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

Narrative

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

LESSEE: Jacques Torres Adventures, LLC dba Jacques Torres Chocolate ("Jacques Torres")

LOCATION: Retail Space MC-86

ACTIVITY: The retail sale of Jacques Torres produced chocolate products

ACTION REQUESTED: Approval of terms

TERM: Ten years

SPACE: Approximately 744 sq. ft.

COMPENSATION: Annual Base Rent plus 4% of gross sales over Breakpoint, as follows:

Year	Annual Base Rent	PSF	Breakpoint
1	\$223,200.00	\$300.00	\$1,300,000.00
2	\$229,896.00	\$309.00	\$1,300,000.00
3	\$236,792.88	\$318.27	\$1,300,000.00
4	\$243,896.67	\$327.81	\$1,300,000.00
5	\$251,213.57	\$337.65	\$1,300,000.00
6	\$258,749.98	\$347.78	\$1,300,000.00
7	\$266,512.48	\$358.21	\$1,300,000.00
8	\$274,507.85	\$368.96	\$1,300,000.00
9	\$282,743.09	\$380.03	\$1,300,000.00
10	\$291,225.38	\$391.43	\$1,300,000.00

MARKETING: \$10.61 per sq. ft. per year increasing annually by 3%

TRASH: \$ 6.00 per sq. ft. per year increasing annually by 3%

SECURITY: Three months minimum rent plus a personal guaranty from Jacques Torres (limited to six months' rent after vacating of premises)

INSURANCE: Standard

CONSTRUCTION PERIOD: 60 days

FINANCE COMMITTEE MEETING

Jacques Torres Adventures, LLC dba Jacques Torres Chocolate

COMMENTS:

In response to a recent MTA Request for Proposals ("RFP") for Retail Space MC-86 in the Lexington Passage of Grand Central Terminal, proposals were received from Jacques Torres, Charbonnel & Walker Ltd dba Charbonnel & Walker (also a chocolatier), Pecan Patti, Rituals Cosmetics USA, Inc. dba Rituals, Argo Tea, and Magnifique Parfums and Cosmetics Inc dba Perfumania.

As indicated in the annexed chart, the highest guaranteed minimum rent was proposed by Perfumania however Perfumania's proposal was deemed non-responsive because Perfumania, a retailer of fragrances at discounted prices, does not sell tenant-branded merchandise as required by the RFP. Accordingly, and in compliance with the Guidelines for Selection of Tenants for Grand Central Terminal, Perfumania's proposal was disqualified by the Director of GCT Development.

The five responsive proposals were first independently evaluated by Williams Jackson Ewing and Jones Lang LaSalle, and then separately evaluated by the Director of GCT Development. As provided in the Guidelines for Selection of Tenants for Grand Central Terminal, two evaluation criteria were considered; Selection Criterion A, which accounts for 70% of the score, measures the direct economic value of a proposal, and Selection Criterion B, which accounts for 30% of the score, is the evaluator's estimation of a proposal's indirect economic value to the MTA. The Director of GCT Development's independent evaluation gave Jacques Torres the highest Total Selection Criteria Score. Because Charbonnel & Walker offered a slightly higher guaranteed minimum rent – by a total of about \$10,000 (over ten years, on a present value basis)) - a selection committee was convened.

The selection committee reviewed and scored the five responsive proposals, and as indicated in the annexed chart, awarded Jacques Torres both the highest Selection Criterion A Score and the highest Selection Criterion B Score. The rent to be paid by Jacques Torres is consistent with the estimated fair market rental value of the subject space as determined by Williams Jackson Ewing.

This will be the fifth NYC location for Jacques Torres, an independent specialty chocolatier, established in 2000 in New York City by master pastry chef Jacques Torres. The store's build-out will feature beautiful shelving and other fixtures of dark wood, marble and glass, all showcasing Jacques Torres' signature products, which will complement the quality and mix of foodstuffs on sale in the adjoining Grand Central Market.

Based on the foregoing, MTA Real Estate requests authorization to enter into a lease agreement with Jacques Torres Adventures, LLC dba Jacques Torres Chocolate on the above-described terms and conditions.

Staff Summary



Grand Central Terminal Retail Leasing Evaluation Sheet

Evaluator: SELECTION COMMITTEE

Space: MC-86 (Jacques Torres)

Date: NOVEMBER 14, 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>
Jacques Torres Adventures, LLC dba Jacques Torres	\$1,856,757.03	1	\$1,856,757.03	\$45,843.50	.50	\$22,921.75	\$1,879,678.78	70.0	28.6	98.6
Charbonnel & Walker Limited dba Charbonnel & Walker	\$1,866,352.60	1	\$1,866,352.60	\$67,442.49	0	0	\$1,866,352.60	69.5	19.6	89.1
Pecan Patti dba Pecan Patti	\$1,697,036.03	1	\$1,697,036.03	0	0	0	\$1,697,036.03	63.2	13	76.2
Rituals Cosmetics USA, Inc. dba Rituals	\$1,547,440.29	1	\$1,547,440.29	0	0	0	\$1,547,440.29	57.6	10.6	68.2
Argo Tea, Inc. dba Argo Tea	\$928,375.77	1	\$928,375.77	0	0	0	\$928,375.77	34.6	19	53.6
Magnifique Parfumes and Cosmetics, Inc. dba Perfumania	NOT RESPONSIVE \$2,063,414	0	0	0	0	0	0	0	0	0

* 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)

Staff Summary



Metropolitan Transportation Authority

Page 1 of 1

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

Date DECEMBER 16, 2013
Vendor Name
Contract Number
Contract Manager Name
Table of Contents Ref. #

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance Committee	12/16/13	X		
2	Board	12/18/13	X		

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

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

LESSEE: Jin Suk Han (d/b/a, Embassy Shoe Repair)

LOCATION: 188 North Main Street, Port Chester, Westchester County, New York

ACTIVITY: Shoe repair store

ACTION REQUESTED: Approval of terms

TERM: 5 years with one 5-year option

SPACE: 240 ± square feet

COMPENSATION:	Year	Annual	Monthly	% Increase	Per Sq. Ft.
	1	\$4,800	\$400.00		\$20.00
	2	\$4,944	\$412.00	3%	\$20.60
	3	\$5,092	\$424.15	3%	\$21.22
	4	\$5,245	\$437.08	3%	\$21.85
	5	\$5,402	\$450.17	3%	\$22.51
	6	\$5,565	\$463.75	3%	\$23.19
	7	\$5,731	\$477.58	3%	\$23.88
	8	\$5,903	\$491.92	3%	\$24.60
	9	\$6,080	\$506.67	3%	\$25.33
	10	\$6,263	\$521.92	3%	\$26.10

COMMENTS:

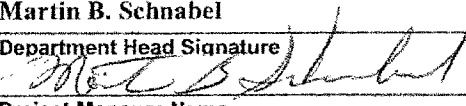
In response to a recent MTA Request for Proposals for retail space at a retail location along Metro-North's New Haven Line right-of-way, Mr. Jin Suk Han, the incumbent, submitted the sole proposal. The rent offered by Mr. Han, as set forth above, is consistent with the fair market value of the premises as estimated by MTA Real Estate's independent consultant.

Mr. Han has operated "Embassy Shoe Repair" at this location since 1992. He is a tenant in good standing, and has the resources to upgrade and repair the storefront.

Based on the foregoing, MTA Real Estate requests authorization to enter into a lease agreement with Jin Suk Han (d/b/a, Embassy Shoe Repair) on the above-described terms and conditions.



6. ACTION ITEMS


Staff Summary

Subject
TAB Senior Hearing Officers
Department
Law Department
Department Head Name
Martin B. Schnabel
Department Head Signature

Project Manager Name
Mary-Ann E. Maloney

Date
November 29, 2013
Vendor Name
Contract Number
Contract Manager Name
Table of Contents Ref #

Board Action					
Order	To	Date	Approval	Info	Other
1	NYCT Committee				
2	MTA Board				

Internal Approvals			
Order	Approval	Order	Approval
3	President 		Assistant to the President
2	Executive VP 		Subways
	Capital Prog. Management		Buses
	Operations Support		Customer Service

Internal Approvals (cont.)							
Order	Approval	Order	Approval	Order	Approval	Order	Approval
1	Law 	12/31/13	Human Resources		Labor Relations		Materiel

Narrative

Purpose

To obtain Board Approval for the renewal of retainer agreement with TAB's current panel of two Senior Hearing Officers in the amounts not to exceed \$70,000.00 and \$55,000.00 for the period of January 1, 2014 – December 31, 2014.

Discussion

In accordance with paragraph Two of Section 1209-a of the Public Authorities Law (PAL), TAB maintains a roster of per diem hearing officers appointed by the President of NYCT. There are currently two Senior Hearing Officers on TAB's roster, who serve under separate retainers.

Appointees to the Senior Hearing Officer position serve on a per diem basis and are paid at an hourly rate. Two attorneys currently serve in this position.

The Senior Hearing Officers are responsible for conducting hearings, training and supervising the panel of hearing officers, reviewing decisions and chairing the TAB Appeals Board, a three-member panel with responsibility to review appeals of hearing officer determinations. Two individuals have served as TAB Senior Hearing Officers for a significant period of time. Debra Siedman DeWan, who was appointed in January 1990, serves approximately three days per week and is paid at an hourly rate of \$56.75 (or \$397.25 for a seven hour day); Rebecca Novak was appointed in July 1995, serves approximately two days per week, and is paid at an hourly rate of \$49.33 (or \$345.31 for a seven hour day).

NYC Transit requests approval to renew its agreement with Ms. Siedman DeWan and Ms. Novak for the period of January 1, 2014 – December 31, 2014. Both have demonstrated themselves to be highly competent attorneys who have served as Senior Hearing Officers for a substantial period of time. Given their demonstrated knowledge and experience with respect to legal issues affecting TAB and their prior performance in this capacity, Ms. Siedman DeWan and Ms. Novak are viewed as the best candidates for the Senior Hearing Officer position at this time. In light of budgetary constraints, it is proposed to maintain their respective hourly rates to those in effect during calendar year 2013. Ms. Siedman DeWan's retainer will be subject to an annual cap of \$70,000 and the retainer for Ms. Novak will be capped at \$55,000.

Impact on Funding

Funding for the per diem Senior Hearing Officers has been included in TAB's 2014 operating budget.

Recommendation

That the Board approves the award of renewal retainer agreements with TAB Senior Hearing Officers Debra Siedman DeWan and Rebecca Novak as described above.

Approved For Submission to the Board:



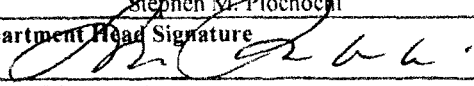
Carmen Bianco, President

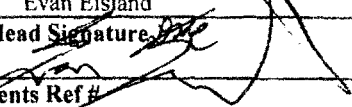



Date: 12.5.13

Report

PROCUREMENTS

The Procurement Agenda this month includes 11 actions for a proposed expenditure of \$360.4M.

Subject Request for Authorization to Award Various Procurements					
Department Materiel Division – NYCT					
Department Head Name Stephen M. Plochocki					
Department Head Signature 					
Project Manager Name Rose Davis					
Board Action					
Order	To	Date	Approval	Info	Other
1	Committee	12/16/13			
2	Board	12/18/13			

December 6, 2013			
Department Law and Procurement – MTACC			
Department Head Name Evan Eisland			
Department Head Signature 			
Table of Contents Ref #			
Internal Approvals			
Approval		Approval	
 President NYCT	 President MTACC		
 Executive VP	 President MTA Bus		
X Capital Prog. Management	X Subways		
Law	X Diversity/Civil Rights		

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

PURPOSE:

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

DISCUSSION:

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

Procurements Requiring Two Thirds Vote:		# of Actions	\$ Amount
Schedule A:	Non-Competitive Purchases and Public Work Contracts	2	\$ 8.2 M
	• Esterline-Leach International \$ 0.2 M		
	• Westcode Incorporated \$ 8.0 M		
<u>Schedules Requiring Majority Vote</u>			
Schedule F:	Personal Service Contracts	1	\$ 12.8 M
	• Siemens Industry, Inc. \$ 12.8M		
SUBTOTAL		3	\$ 21.0 M

MTA Bus Company proposes to award Non-Competitive procurements in the following categories: NONE

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

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

<u>Procurements Requiring Two-Thirds Vote:</u>		<u># of Actions</u>	<u>\$ Amount</u>
Schedule B:	Competitive Requests for Proposals (Solicitation of Purchase and Public Work Contracts)	2	\$ TBD M
Schedule C:	Competitive Requests for Proposals (Award of Purchase and Public Work Contracts)	2	\$ 332.6 M
<u>Schedules Requiring Majority Vote:</u>			
Schedule F:	Personal Service Contracts	1	\$ 4.5 M
Schedule H:	Modifications to Personal/Miscellaneous Service Contracts	1	\$ 0.5 M
Schedule L:	Budget Adjustments to Estimated Quantity Contracts	1	\$ 0.5 M
SUBTOTAL		7	\$ 338.1 M

MTA Bus Company proposes to award Competitive procurements in the following categories: NONE

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

NYC Transit proposes to award Ratifications in the following categories: NONE

MTA Bus Company proposes to award Ratifications in the following categories: NONE

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

Schedules Requiring Majority Vote:

Schedule K:	Ratification of Completed Procurement Actions	1	1.2 M
SUBTOTAL		1	1.2 M
TOTAL		11	\$ 360.4 M

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

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

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

BOARD RESOLUTION

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

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

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

NOW, the Board resolves as follows:

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

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

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

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

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

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

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

DECEMBER 2013

LIST OF NON-COMPETITIVE PROCUREMENTS FOR BOARD APPROVAL

Procurements Requiring Two-Thirds Vote:

A. Non-Competitive Purchases and Public Work Contracts

(Staff Summaries required for all items greater than: \$100K Sole Source; \$250K Other Non-Competitive.) Note -- in the following solicitations, NYC Transit attempted to secure a price reduction. No other substantive negotiations were held except as indicated for individual solicitations.

1. Esterline-Leach International \$230,000
Non-Competitive
RFQ# 63124

It is requested that the Board declare competitive bidding impractical or inappropriate pursuant to Public Authorities Law § 1209, subsection 9(d), and approve the purchase of 2,000 tamper proof relays from Esterline-Leach (Leach) for test and evaluation.

This procurement is for the purchase of 2,000 tamper proof relays by the Division of Car Equipment (DCE). A relay is an electrical device, typically incorporating an electromagnet, that is activated by a current or signal in one circuit to open or close another circuit. This tamper-proof relay is a critical component of the subway car door operating system which enables the opening and closing of the subway car doors. Each subway car contains 50 tamper-proof relays.

The qualification process for tamper proof relays consists of the successful completion and performance evaluation of in-service testing of these relays on a series of subway cars. NYC Transit will install these relays on 40 subway cars and operate those cars in-service for six months. If the test is successful and Leach's relay is approved for use by NYC Transit, the Leach relay will be included on the NYC Transit Qualified Products List (QPL) and future requirements for these relays can be solicited competitively. Currently, this relay is sole-source and can only be purchased from Vapor Stone Rail Systems (VSRS).

In order to determine whether the negotiated price is fair and reasonable, Procurement obtained cost data from Leach. Leach's \$115 unit price is 7.5% higher than the \$107 unit price negotiated with VSRS and is based on a quantity of 2,000 relays, while the VSRS price was based on a quantity of 19,000 relays. Based on the review of the cost data and the price analysis, Leach's price is considered fair and reasonable.

In accordance with Public Authorities Law § 1209, paragraph 9, this contract will not be awarded earlier than 30 days from the date on which the Board declares competitive bidding to be impractical or inappropriate.

DECEMBER 2013

LIST OF NON-COMPETITIVE PROCUREMENTS FOR BOARD APPROVAL

Procurements Requiring Two-Thirds Vote con't:

A. Non-Competitive Purchases and Public Work Contracts

(Staff Summaries required for all items greater than: \$100K Sole Source; \$250K Other Non-Competitive.) Note – in the following solicitations, NYC Transit attempted to secure a price reduction. No other substantive negotiations were held except as indicated for individual solicitations.

- | | | | |
|----|---|---------------------------|--------------------------------------|
| 2. | Westcode Incorporated
Sole Source – Three-year omnibus | \$8,000,000 (Est.) | <u><i>Staff Summary Attached</i></u> |
| | Omnibus approval request for the purchase of inventory and non-inventory replacement air brake, door operator and HVAC parts. | | |

Procurements Requiring Majority Vote:

F. Personal Service Contracts

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

- | | | |
|---|----------------------------|--------------------------------------|
| 3. Siemens Industry, Inc. | \$12,838,471 (Est.) | <u>Staff Summary Attached</u> |
| Thirty-six month contract plus one 2-year option | | |
| RFQ# 63035 | | |
| Provide system software enhancement support for the PA/CIS Phase II system. | | |

DECEMBER 2013

LIST OF COMPETITIVE PROCUREMENTS FOR BOARD APPROVAL

Procurements Requiring Two-Thirds Vote:

B. Competitive Requests for Proposals (Solicitation of Purchase and Public Work Contracts)
(Staff Summaries required for items estimated to be greater than \$1M.)

- | | | |
|--|-------------------------------------|---|
| <p>1. Contractor To Be Determined
 Sixty-one month contract
 Contract# S-48004</p> | <p>Cost To Be Determined</p> | <p><u>Staff Summary Attached</u></p> |
| <p>RFP Authorizing Resolution for Signal System modernization for CBTC on the Queens Boulevard Line.</p> | | |
| <p>2. Contractor To Be Determined
 Thirty-six month contract
 Contract# S-48002</p> | <p>Cost To Be Determined</p> | <p><u>Staff Summary Attached</u></p> |
| <p>RFP Authorizing Resolution for CBTC equipment supplier interoperability.</p> | | |

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

- | | | |
|--|------------------------------------|---|
| <p>3-4. Nova Bus LFS, a Division of Prevost
 Car (US), Inc. and New Flyer of America, Inc.
 Eighty-eight month contract
 Contract# B-40656</p> | <p>\$332,583,617 (Est.)</p> | <p><u>Staff Summary Attached</u></p> |
| <p>Purchase and delivery of 690 low floor 40-foot diesel buses with an option to purchase up to 700 additional buses.</p> | | |

Procurements Requiring Majority Vote:

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

- | | | |
|---|---------------------------|---|
| <p>5. CH2M HILL New York, Inc.
 Fifty-four month contract
 Contract# A-86071</p> | <p>\$4,498,136</p> | <p><u>Staff Summary Attached</u></p> |
| <p>Consulting Services for NYC Transit's New Fare Payment System.</p> | | |

H. Modifications to Personal Service Contracts and Miscellaneous Service Contracts Awarded as Contracts for Services
(Approvals/Staff Summaries required for substantial change orders and change orders that cause the original contract to equal or exceed the monetary or durational threshold required for Board approval.)

- | | | |
|--|--------------------------------|---|
| <p>6. Intertek USA, Inc.
 Contract# 5675.1</p> | <p>\$540,590 (Est.)</p> | <p><u>Staff Summary Attached</u></p> |
| <p>Modification to the contract for chemical and physical testing, in order to cover costs associated with the increased frequency of sample tests of Engine Coolant/Anti-Freeze and to add seven new tests.</p> | | |

DECEMBER 2013

LIST OF COMPETITIVE PROCUREMENTS FOR BOARD APPROVAL

L. Budget Adjustments to Estimated Quantity Contracts

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

7. Cummins Power Systems, LLC 10G0296A May 2011 – May 2014	Original Amount:	\$ 369,000
	Prior Modifications:	\$ 0
	Prior Budgetary Increases:	\$ 49,000
	Current Amount:	\$ 418,000
	This Request:	\$ 480,000
	% of This Request to Current Amount:	114.8%
	% of Mods/Budget Adjustments (including This Request) to Original Amount:	143.4%

Discussion:

This budget adjustment will add additional funding to estimated quantity Contract #10G0296A with Cummins Power Systems, LLC (Cummins) for the repair of Cummins diesel engines used on NYC Transit and MTA Bus Company (MTABC) bus fleets. This three-year estimated value miscellaneous service contract was awarded May 2011 in the amount of \$369,000. A prior budget adjustment added \$49,000 to the contract, bringing the total contract value to \$418,000. However, to complete the work required under this contract term, an additional \$480,000 is required.

The additional funds are predominantly needed to support repairs on the diesel engines in MTABC's fleet of hybrid electric buses and to accommodate the unanticipated work previously performed on MTA Long Island Bus fleet of buses prior to those buses having been transferred to Nassau County.

The original solicitation for this contract took place in 2011 and received two bids, of which Cummins was the lower at \$390,000. Prior to award of the contract, Procurement was able to obtain a price concession of \$21,000 in which Cummins reduced its hourly rate from \$105 to \$102 and increased its parts discount from 20% to 30%. Procurement attempted to secure additional price concessions in connection with this budget adjustment; however, Cummins would only hold its previously reduced pricing. Additionally, Cummins indicated that NYC Transit already receives the best pricing Cummins offers. The pricing for this contract was considered fair and reasonable based on competition at the time of the original solicitation.

DECEMBER 2013**LIST OF RATIFICATIONS FOR BOARD APPROVAL****Procurements Requiring Majority Vote:****K. Ratification of Completed Procurement Actions (Involving Schedule E-J)**

(Staff Summaries required for items requiring Board approval.)

- | | | |
|---|--------------------|--------------------------------------|
| 1. Skanska/Traylor, JV | \$1,200,000 | <u>Staff Summary Attached</u> |
| Contract# C-26008.55 | | |
| Modification to the contract for station cavern mining and heavy civil/structural work for the Second Avenue Subway, 86th Street Station, in order to address changes to the north support of excavation wall for Entrance 2. | | |

Schedule A: Non-Competitive Purchases and Public Work Contracts

Item Number: 2

Vendor Name (& Location) Westcode Incorporated (West Chester, PA)	Contract Number NONE	Renewal? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
Description Purchase of inventory and non-inventory replacement air brake, door operator and HVAC parts	Total Amount: \$8,000,000 (Est.)	
Contract Term (including Options, if any) Three years	Funding Source <input checked="" type="checkbox"/> Operating <input type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other:	
Option(s) included in Total Amount? <input type="checkbox"/> Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> n/a	Requesting Dept/Div & Dept/Div Head Name: Division of Materiel, Stephen M. Plochochi	
Procurement Type <input type="checkbox"/> Competitive <input checked="" type="checkbox"/> Non-competitive		
Solicitation Type <input type="checkbox"/> RFP <input type="checkbox"/> Bid <input checked="" type="checkbox"/> Other: Omnibus Sole Source Approval		

Discussion:

This is an omnibus approval request for items identified as obtainable only from Westcode Incorporated (Westcode) and will eliminate the need to advertise and prepare individual procurement staff summaries for Board approval for each procurement over the \$15,000 small purchase threshold. NYC Transit is not obligated to generate any expenditures pursuant to an omnibus approval. Any purchases made under this approval will be made pursuant to paragraph 9 (b) of PAL §1209, which allows purchases of items that are available from only a single responsible source to be conducted without competitive bidding.

There are approximately 1,622 items covered by this approval for the purchase of Westcode provided subway car air brake, door and HVAC systems parts for various NYC Transit subway cars. These items are identified as obtainable only from Westcode for the following reasons: sole pre-qualified source on the Qualified Products List, and not available from any distributors or other sources; publicly advertised within a twelve month period without an acceptable alternate supplier; or proprietary to Westcode. These items are advertised a minimum of once every twelve months to seek competition. A list of Westcode sole source items, as well as NYC Transit's intention to buy items on the list without competitive bidding, is available for download from the NYC Transit website at any time by any prospective vendor. These sole source parts will be purchased on an as-required basis. NYC Transit's Division of Car Equipment (DCE) will utilize these sole source parts on approximately 3,498 subway cars: 222 R32 cars, 50 R42 cars, 752 R46 cars, 600 R142A cars, 212 R143 cars, and 1,662 R160 cars for Scheduled Maintenance System (SMS) and running repair requirements. The current omnibus approval for \$6,000,000 was approved by the Board in January 2011 and expires on December 30, 2013. There is a remaining balance of \$3,841,081 on the current omnibus approval.

This omnibus approval will be used to obtain sole source material needed for 2014 through 2017. The R46 subway cars will undergo a heavy overhaul of the air brake and door systems starting in 2014 and running through 2016. The R142A subway cars are undergoing a heavy overhaul of the HVAC systems through 2014 and again from 2016 through 2019. R143 subway cars will undergo HVAC systems overhaul from 2015 through 2017. Overhaul of the R160 subway car HVAC systems started in 2013 and will run through 2020.

Procurement has performed a price analysis on the 22 sole source items for which contracts were issued during the term of the current omnibus approval which exceeded the \$15,000 threshold, each of which was deemed fair and reasonable based on a thorough analysis. Of the 22 items, 11 items purchased during the term of the current omnibus approval have a comparative price history. A comparative price analysis of these 11 items revealed an annual weighted average price increase of approximately 0.3% over the past three years. These 11 items amount to a total of \$1,768,925 or 64% of the value of the contracts issued under the current omnibus approval. A review of the Producer Price Index for Transportation Equipment Railroad Car Parts and Accessories, Series ID WPU1442, revealed an annual weighted average price increase of 2.37% over the past three years.

Based on the current forecasts as well as projections for 2014 through 2017 as provided by DCE, it is anticipated that DCE will require approximately \$8,000,000 for sole source items from Westcode during the term of this omnibus approval request. Procurement believes that the amount requested on this omnibus approval is sufficient to procure all sole source materials from Westcode for the next three year period. Procurement and DCE will continue to research alternate sources of supply wherever possible.

Under this omnibus approval, pricing for any procurement is established by requesting a quotation for each item from Westcode on an as-required basis. Each item purchased under this omnibus approval will be subject to a cost and/or price analysis and determination that the negotiated price is found to be fair and reasonable.

Staff Summary

Item Number 3					
Division & Division Head Name: VP Materiel, Stephen M. Plochochi					
Board Reviews					
Order	To	Date	Approval	Info	Other
Internal Approvals					
Order	Approval	Order	Approval		
1	Materiel <i>W</i>	5 X	TIS		
2 X	Law	6 X	CPM		
3 X	Operating Budget	7	Executive VP <i>MS</i>		
4 X	Capital Budget	8 <i>m</i>	President		

SUMMARY INFORMATION	
Vendor Name Siemens Industry, Inc.	Contract Number RFQ No. 63035
Description PA/CIS Phase II System Software & Enhancement Support	
Total Amount \$12,838,471 (Est.)	
Contract Term (including Options, if any) 36 months plus one 2-year option	
Option(s) included in Total Amount? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
Renewal? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
Procurement Type <input type="checkbox"/> Competitive <input checked="" type="checkbox"/> Non-competitive	
Solicitation Type <input type="checkbox"/> RFP <input type="checkbox"/> Bid <input checked="" type="checkbox"/> Other: Non-competitive	
Funding Source <input checked="" type="checkbox"/> Operating <input checked="" type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other:	

PURPOSE:

To obtain approval from the Board to award a non-competitive three-year personal services contract to Siemens Industry, Inc. (SII) to provide software and systems support services for the Public Address/Customer Information Screens Phase II, A Division (PA/CIS II). The contract is comprised of two parts: the first part (software support and emergency response) will provide on-call and remote access software and support services for \$502,842. The second part (software enhancement and new initiative support services) will provide software modifications and upgrades to the PA/CIS II system on an as-needed basis through authorized task orders in the estimated amount of \$2,224,958 (Non-Capital) and \$5,000,000 (Capital). The contract also includes a two-year option for extended software support and emergency response services for \$352,212. Task order software enhancement and new initiative support services for the two-year option are estimated at \$1,558,459 (Non-Capital) and \$3,200,000 (Capital). The combined total estimated contract amount including the option is \$12,838,471. Award of the option will be subject to the approval of the Assistant Chief Procurement Officer, subject to available funding.

DISCUSSION:

In 2003, Contract W-32658 (PA/CIS Phase II) was awarded to Siemens Transit Technologies to furnish and install a public address/customer information screen system. PA/CIS Phase II built upon technology initiatives begun in Phase I and developed and installed real-time train arrival and customer information on the A Division (IRT) line, which included 153 passenger stations plus the operator consoles at the Rail Control Center, the backup command center, and the software test facility. The system is fully operational and was under Siemens warranty support through December 31, 2012. Since January 1, 2013, in-house staff has been performing limited maintenance/enhancement tasks to the system as required. PA/CIS is an integrated system of hardware and software that delivers real-time train arrival as well as service disruption information and public service announcements to NYC Transit's ridership. The software at the heart of the system was developed by Siemens and uses the SNET/ATM Network for its communications backbone. The system delivers audio and visual train location/movement data to platform and control area signs.

Technology and Information Services (TIS) and Capital Program Management (CPM) have requested this three-year contract in support of PA/CIS Phase II, which includes software support and emergency response as well as task orders for the provision of system software enhancements. In-house staff has been trained, but still needs access to updates, patches and telephone support for software issues/assistance from SII's design engineers and software developers in the event of a problem that cannot be rectified by in-house staff.

Based on the following reasons, a non-competitive award to SII is requested:

- SII designed and developed the software system that is configured to NYC Transit signaling procedures and rules.
- SII is uniquely qualified to provide assistance to NYC Transit personnel. As developer and integrator of the system software, SII initiates and issues all software updates and upgrades for which they are the only source.
- PA/CIS Phase II, although not mission critical, has come to be relied upon by the riding public to provide reliable train arrival information and safety messaging.

Under this contract, SII will provide software support and emergency response services generally related to critical system failure. The PA/CIS system requires a vast knowledge base, using engineers located in Vienna, Austria. If the SII New York office cannot restore the system, it will utilize its European resources. Software enhancement and new initiative support services will be handled under separate task orders. The services address the need for corrections, enhancements, and adaptation of changes to the software environment resulting from design and field changes to the signal system. Support services, initiated by TIS or CPM, will be based on labor rates and terms and conditions established in the contract.

Software enhancement and new initiative support services will be handled under separate task orders. The services address the need for corrections, enhancements, and adaptation of changes to the software environment resulting from design and field changes to the signal system. Support services, initiated by TIS or CPM, will be based on labor rates and terms and conditions established in the contract.

SII's initial proposal for software support and emergency response and scheduled software support services was \$4,027,712 for the three years, \$1,437,628 for option year one and \$1,487,945 for option year two for a total of \$6,953,285. After several negotiations focusing on staffing, contract terms and conditions, scope of work and cost factors, SII submitted a BAFO of \$4,638,471 (Non-Capital) as follows:

Software Support and Emergency Response -- Siemens AG (SAG) Resources -- NYC Transit will pay a total of \$855,054 for this standby support to ensure availability of SII's European-based affiliate who is most familiar with the PA/CIS system. The monthly payment includes SAG's response to requests for emergency support.

Software Enhancement and New Initiative Support Services (Operating and Capital Task Orders) -- A pool of 8,016 hours (base contract) valued at \$2,224,958 will be established to ensure availability of third level support resources. NYC Transit will pay SII the full price of all negotiated and awarded task orders. However, upon negotiation and award of a task order, all contract hours for key titles will be deducted from the pool until the pool is reduced to zero. If there is a remaining balance in the pool at the end of the base contract term and again as recalculated after the two-year option, it will be paid by NYC Transit in a lump sum payment. NYC Transit expects to award SII a sufficient amount of task order work to reduce the pool balance to zero, thereby resulting in no final lump sum payment to SII. To achieve this objective, Capital task orders are provided for and estimated at \$5,000,000 for the base term, and \$3,200,000 for the option period. If NYC Transit chooses to exercise its option, a new pool of 5,344 hours valued at \$1,558,459 will be established. The final price of \$12,838,471 is 1.2% above the NYC Transit estimate of \$12,686,030. Pricing is based upon historical negotiated SII rates with annual 2% escalation (reduced from the SII original proposal of 3.5%) and will be maintained for the contract term, including the option period. Based on the results of the negotiations, the overall price was determined to be fair and reasonable by Procurement. CPM and TIS concur and recommend award of the contract. A breakdown of the overall contract amount and its components are detailed in the table below:

Software Enhancement and Emergency Response	\$ 855,054
Software Enhancement and New Initiative Support Services	\$ 3,783,417
Capital Task Orders	\$ 8,200,000
Contract Total	\$ 12,838,471

Background investigations and materials revealed that Siemens had disclosed information that was considered Significant Adverse Information (SAI) within the meaning of the All Agency Responsibility Guidelines. Approval had previously been obtained to find Siemens to be a responsible proposer. That approval extended to future awards, absent the discovery of new SAI. No new SAI was found, therefore Siemens has been determined to be a responsible proposer. This contract is subject to review and approval by the Office of the New York State Comptroller (Comptroller). Award of the contract will not be made until Comptroller approval is obtained.

MBE/WBE PARTICIPATION:

After undertaking a thorough review and based on the scope of work and lack of subcontracting opportunities, the MTA Department of Civil Rights determined the MBE/WBE goals are 0% MBE and 0% WBE for this contract. Siemens Industry has achieved its previous MWDBE goals on previous MTA contracts.

CAPITAL PROGRAM REPORTING:

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

ALTERNATIVES:

There are no alternatives. NYC Transit lacks the requisite staff or expertise to perform the full scope of the requirements.





IMPACT ON FUNDING:

Funding of \$2.25M is available in TIS' Operating Budget for the three year contract under Account No.711557, Responsibility Center No. 7526, Function No. 940 and Job No. W32658. This amount is \$477,800 less than the three year base negotiated amount of \$2,727,800. Since it is anticipated that Capital-Funded task orders will cover this amount, no additional funds will be needed at this time. Capital task orders will be funded by the requestor as task orders are negotiated and approved and no task order will be awarded until a WAR Certificate has been received. Funding for the option period for non-capital work will be sought at the time the option is exercised. Capital funding for the option period will be handled in the same manner as the base contract.

RECOMMENDATION:

It is recommended that the Board approve the award to Siemens Industry, Inc. as described in the "Purpose" section.

Staff Summary

Item Number 1					
Division & Division Head Name: VP Materiel, Stephen M. Plochocki					
<div style="text-align: right;">  </div>					
Board Reviews					
Order	To	Date	Approval	Info	Other
Internal Approvals					
Order	Approval	Order	Approval		
1	Materiel 	5 X	Subways		
2 X	Law	6	EVP 		
3 X	Budget	7 	President		
4 X	CPM				

SUMMARY INFORMATION	
Vendor Name	Contract Number
RFP Authorizing Resolution	S-48004
Description	
Signal System Modernization for CBTC on the Queens Boulevard Line	
Total Amount	
TBD	
Contract Term (including Options, if any)	
61 months	
Option(s) included in Total Amount? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
Renewal? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
Procurement Type	
<input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive	
Solicitation Type	
<input checked="" type="checkbox"/> RFP <input type="checkbox"/> Bid <input type="checkbox"/> Other:	
Funding Source	
<input type="checkbox"/> Operating <input checked="" type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other:	

PURPOSE:

To request that the Board adopt a resolution declaring that competitive bidding is impractical or inappropriate in order to procure a contractor to design, furnish, install, test, integrate and implement a contract for a complete Communications Based Train Control (CBTC) signal system overlay on the Queens Boulevard Line (QBL), including Automatic Train Supervision (ATS); and that it is in the public interest to issue a competitive request for proposals (RFP) pursuant to Subdivision 9(f) of Section 1209 of the Public Authorities Law for award of the contract. There are currently two companies whose systems have been pre-qualified to participate on this project: Siemens Industries Inc. (Siemens) and Thales Transportation Inc. (Thales). Siemens designed, installed and integrated the Canarsie CBTC program and under Phase III of this project, Siemens and Thales successfully demonstrated the feasibility of achieving interoperability between two CBTC systems. Both firms were pre-qualified on the subsequent Flushing CBTC bid, which was awarded to Thales. Under the following Culver Test track project, awarded to Siemens and Thales, both firms are being qualified to provide interoperable CBTC systems and subsystems which, upon successful completion, will make their equipment safety-certified and compliant with the Interoperability Interface Specifications (I2S).

DISCUSSION:

NYC Transit has been moving toward a "state of the art" train control system with the installation of CBTC along with an Auxiliary Wayside Signaling System (AWS) on various subway lines. Since late 2006, CBTC has been operational along the full length of the Canarsie Line (Contract S-32701) from Canarsie Yard and Rockaway Parkway Station in Brooklyn to the 8th Avenue Station in Manhattan. The Flushing CBTC project (Contract S-32723) was awarded in June 2010. The Culver Test Track CBTC project (Contract S-32748) was awarded in September 2011. CBTC operational benefits to NYC Transit include enhanced train control capabilities, improved safety (continuous over speed protection and enforcement of work zone speed restrictions) and shorter headway between trains allowing for more efficient use of the track capacity and car fleet. This will provide for an increase in service and number of trains per hour. Customers will experience improved and more reliable service.

The contractors under the Canarsie and Flushing contracts were not required to achieve full interoperability as these are the only two stand-alone lines in the system. All future CBTC projects, including the QBL project, will be on lines where a train with one manufacturer's equipment could ride on a wayside system installed by another manufacturer, requiring full interoperability. The requirement of the QBL project is to provide a complete CBTC signal system overlay from north of Union Turnpike to north of 47-50th Street Station/6th Avenue Line south of 50th Street/8th Avenue Line. Also included in the work is centralized traffic control through ATS at designated locations and at the Rail Control Center. The new QBL system shall be designed to the latest NYC Transit Interoperability Interface Specifications (I2S) and shall comply with NYC Transit's design, interface, interoperability, maintainability, reliability, availability and safety requirements.

The QBL RFP will include system integration, ATS, Carborne Equipment for a portion of the R160 fleet, Wayside Equipment and Data Communication System (DCS) network and Radio Transponder.

The QBL work will be achieved through separate contracts due to lack of sufficient funds to award all phases of the project simultaneously because the total project will be funded through separate Capital Programs. One contract will be for the designing and furnishing of all CBTC software and hardware for both Carborne and Wayside equipment, System Integration and ATS, while the second contract will be for the installation of the wayside equipment and the AWS, including DCS and Radio Transponder.

This Authorizing Resolution request is for all contracts related to this project; however, NYC Transit may nevertheless solicit the installation contract using competitive sealed bidding if a sufficiently defined scope of work can be developed and NYC Transit determines that sealed bidding would be more advantageous.

In order to achieve project objectives consistent with the objectives of competitive procurement requirements to obtain a fair and reasonable cost, it is advantageous to NYC Transit to have these two CBTC suppliers, whose equipment can fully interoperate while supporting revenue service, compete for these services. Utilizing the RFP process is the best way to solicit this contract as both qualified contractors need to participate in order to achieve those objectives. While it is advantageous for NYC Transit to have multiple CBTC suppliers, it takes approximately three years or more to fully qualify new suppliers. To be fully qualified, a contractor must modify its CBTC system such that it meets all functional and interface requirements as defined in the CBTC I2S specification; successfully test their modified system in their factory and on NYC Transit's Interoperability Test Facility (ITF) and safety certify their modified system and subsystems. ITF testing verifies that the supplier's modified subsystems successfully interoperate with subsystems from the other qualified suppliers. Testing is conducted in accordance with a defined catalog of test scripts that are designed to demonstrate functional interoperability. Currently only Thales and Siemens are qualified under NYC Transit requirements; however, also in this board package is an Authorizing Resolution to utilize the RFP process to qualify an additional CBTC supplier for future CBTC projects.

IMPACT ON FUNDING:

Any additional funding need for Phase I contract will be identified from 2014 sources before the project proceeds. This project will be managed by NYC Transit under the MTA Capital Program.

ALTERNATIVES:

Use of the sealed bid process is not recommended as factors other than cost must be considered in evaluating proposals to achieve interoperability in revenue service. Assessing critical factors, such as safety, can only be accomplished using the RFP process.

RECOMMENDATION:

It is recommended that the Board determine that competitive bidding is impractical or inappropriate and that it is in the public interest to use the competitive RFP process, pursuant to Subdivision 9(f) of Section 1209 of the Public Authorities Law, to award the contract.

Staff Summary

Item Number 2					
Division & Division Head Name: VP Materiel, Stephen M. Plochochi					
Board Reviews					
Order	To	Date	Approval	Info	Other
Internal Approvals					
Order	Approval	Order	Approval		
1	Materiel <i>WP</i>	5 X	Subways		
2 X	Law	6 <i>WP</i>	Executive VP		
3 X	Budget	7 <i>WP</i>	President		
4 X	CPM				

SUMMARY INFORMATION	
Vendor Name	Contract Number
RFP Authorizing Resolution	S-48002
Description	
CBTC Equipment Supplier Interoperability	
Total Amount	
TBD	
Contract Term (including Options, if any)	
36 Months	
Option(s) included in Total Amount?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
Renewal?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
Procurement Type	
<input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive	
Solicitation Type	
<input checked="" type="checkbox"/> RFP <input type="checkbox"/> Bid <input type="checkbox"/> Other:	
Funding Source	
<input type="checkbox"/> Operating <input checked="" type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other:	

PURPOSE:

To request that the Board adopt a resolution declaring that competitive bidding is impractical or inappropriate, and that, pursuant to Subdivision 9(d) of Section 1209 of the Public Authorities Law, the Authority wishes to test a new source for technology to evaluate the reliability of such technology and that it is in the public interest to issue a competitive Request for Proposal (RFP) for the Communication Based Train Control (CBTC) Equipment Supplier Interoperability Project to qualify an additional CBTC supplier. This project will be managed by NYC Transit Capital Program Management (CPM).

DISCUSSION:

The purpose of this project is to qualify and develop an additional CBTC supplier beyond the two suppliers already approved (Siemens and Thales) to increase competition for future CBTC contracts and to insure long-term supply of CBTC systems and subsystems. The selected supplier will develop and demonstrate that their CBTC equipment is interoperable with the existing Siemens and Thales equipment (wayside and on-board). The feasibility of achieving interoperability between two CBTC systems was successfully demonstrated under the Canarsie CBTC Phase III Project (Contract No. S-32701). Under the subsequent Culver Test Track Project (Contract No. S-32748), Siemens and Thales are being qualified to provide interoperable CBTC systems and subsystems and their equipment will be safety-certified and compliant with the Interoperability Interface Specifications (I2S).

This project will utilize the documentation and test facilities developed under the Culver Test Track project to qualify an additional interoperable CBTC supplier. The selected supplier's CBTC systems and subsystems will be tested on the Integrated Test Facility (ITF) developed under the Culver Test Track Project to demonstrate compliance with the requirements.

An Independent Safety Assessor (ISA) will audit the additional CBTC supplier's compliance with the safety program as well as the system development, test processes and safety analysis methods used by the CBTC supplier.

A review of responses to a prior NYC Transit Request for Information (RFI) received in October 2012 to determine the availability of additional interoperable CBTC suppliers identified various alternatives and configurations that meet the requirements of NYC Transit. Compliance with the I2S specifications will be one of the most important requirements. Safety and project schedule will also be key requirements. 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. Since the selected supplier's costs will be partially offset by the use of a stipend, a project schedule that reduces the overall length of the project and minimizes NYC Transit involvement could potentially result in a lower overall cost for the project. Given the complex nature of this project and its safety requirements, 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 opportunity to test the interoperability of systems manufactured by different companies. In addition, the RFP process will allow NYC Transit flexibility to negotiate alternative contract terms and conditions while still achieving NYC Transit's requirements.

Staff Summary

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 method of assessing a proposer's ability to comply with the I2S specifications and provide a system that is interoperable with the approved supplier.





IMPACT ON FUNDING:

The project funding is earmarked from available program savings. This project will be managed by NYC Transit under the MTA Capital Program.

RECOMMENDATION:

It is recommended that the Board determine that competitive bidding is impractical or inappropriate and that it is in the public interest to use the competitive RFP process, pursuant to Subdivision 9(d) of Section 1209 of the Public Authorities Law, to award the contract.

Staff Summary

Item Number 3-4					
Division & Division Head Name: VP Materiel, Stephen M. Plochocki					
					
Board Reviews					
Order	To	Date	Approval	Info	Other
Internal Approvals					
Order	Approval	Order	Approval		
1 	Materiel	5 X	Buses		
2 X	Law	6 	Executive VP		
3 X	Capital Budget	7 	President		
4 X	DDCR				

SUMMARY INFORMATION	
Vendor Name Nova Bus LFS, a Division of Prevost Car (US), Inc. and New Flyer of America, Inc.	Contract Number B-40656
Description Furnish and Deliver 690 Low Floor 40-foot Diesel Buses with an Option to Purchase up to 700 additional Buses	
Total Amount \$332,583,617 (Est.) \$194,452,669 Nova Bus LFS \$138,130,948 New Flyer of America Inc.	
Contract Term (including Options, if any) 88 months from Notice of Award	
Option(s) included in Total Amount? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
Renewal? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
Procurement Type <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive	
Solicitation Type <input checked="" type="checkbox"/> RFP <input type="checkbox"/> Bid <input type="checkbox"/> Other:	
Funding Source <input type="checkbox"/> Operating <input checked="" type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other:	

PURPOSE:

To request that the Board approve the purchase, pursuant to subdivision 9 (g) of Section 1209 of the Public Authorities Law, of 690 Low Floor 40-foot Diesel Buses and related items such as spare parts, special tools and equipment, diagnostic testing, technical documentation and training for 414 buses from Nova Bus LFS (Nova Bus) a Division of Prevost Car (US), Inc. in the amount of \$194,452,669 and 276 buses from New Flyer of America, Inc. (New Flyer) in the amount of \$138,130,948 for NYC Transit for a combined total award amount of \$332,583,617.

DISCUSSION:

On November 28, 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 690 Low Floor 40-foot Diesel Buses with an option to purchase up to 700 additional buses.

The solicitation, which allowed the award to be split, was advertised on January 14, 2013. Additionally, 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. Selection Committee members were drawn from NYC Transit - Department of Buses (DOB), Procurement, and Capital Planning & Budget.

Three low floor 40-foot bus manufacturers; DesignLine Corporation, New Flyer and Nova Bus, attended the pre-proposal conference held on January 28, 2013. Initial proposals were received on April 10, 2013 from New Flyer and Nova Bus.

After the Selection Committee reviewed the initial proposals, both New Flyer and Nova Bus were invited for oral presentations. Oral presentations and negotiations were conducted on a series of dates spanning from June through July 2013. Negotiations centered on the current performance of each bus manufacturer's respective fleet of 90 buses operating in NYC Transit, pricing, alternate proposals, and exceptions/deviations/clarifications to the technical specifications and the terms and conditions.

BAFOs were received from both New Flyer and Nova Bus on August 21, 2013. The Selection Committee reviewed the two BAFOs in accordance with the evaluation criteria and unanimously recommended a split award of 414 buses for Nova Bus and 276 buses for New Flyer because Nova Bus' significantly lower price and greater New York State Content outweighed New Flyer's higher technical evaluation. Subsequent to receipt of BAFOs both proposers offered unilateral price concessions.

Staff Summary

The award to Nova Bus will consist of \$193,508,982 (\$467,413 per bus) for the 414 buses, \$393,609 for qualification testing, diagnostic tools and manuals, \$169,720 for an estimated quantity of training and \$380,358 for capital spares, for a total award amount of \$194,452,669, which is \$8,031,819 or 3.97% below Nova Bus' initial proposal of \$202,484,488.

The award to New Flyer will consist of \$137,169,240 (\$496,990 per bus) for the 276 buses, \$452,143 for qualification testing, diagnostic tools and manuals, \$198,200 for an estimated quantity of training and \$311,365 for capital spares, for a total award amount of \$138,130,948, which is \$6,435,161 or 4.45% below New Flyer's initial proposal of \$144,566,109.

The combined total award amount of \$332,583,617 results in a total savings of \$14,466,980 or 4.17% below the initial pricing received from both bus manufacturers. This final average per bus price of \$482,005 is \$4,731 or 1.0% below DOB's estimate of \$486,736.

Procurement, DOB and the Cost/Price Analysis Unit have determined the final prices to be fair and reasonable.

This split award is anticipated to result in delivery and acceptance of buses in a more expeditious timeframe than from one source, thus enabling NYC Transit to retire over-aged buses sooner while effectively saving on maintenance costs. This split award shortens the delivery schedule by up to 21 weeks versus an award to a single manufacturer. Additionally, a split award will continue to foster price and technological competition and allow DOB to mitigate potential performance and supply risks between two manufacturers instead of relying on only one bus manufacturer for such a large order.

Nova Bus and New Flyer each offered to build four pilot buses in order to accelerate delivery of the production buses. Pilot buses are scheduled to be delivered by New Flyer in August 2014 and Nova Bus in October 2014. One of the pilot buses from each manufacturer will be used for in-service testing while the others will be used for configuration audit and qualification testing. The combined delivery of the production buses manufactured is scheduled to begin in February 2015 and be completed in April 2016, for an overall period of 121 weeks from Notice of Award.

The total New York State Content for this contract will be \$92,835,195, which represents 27.91% of the total award; Nova Bus has committed to meeting a New York State Content of 30.44% and New Flyer has committed to meeting a New York State Content of 24.36%.

Payment Terms: NYC Transit has agreed to make all payments within 10 days after each milestone is completed as a result of incentives offered by both bus manufacturers. The contract with Nova Bus contains provisions for two advance payments of 10% of the value of 414 buses at Notice of Award and 15% of the value of 414 buses upon delivery of the pilot buses; both of these payments will be fully collateralized. The New Flyer contract does not contain any advance payments.

Pricing for option buses, if exercised, will be based on obtaining pricing from both contractors in the form of a "run-off" and will be brought to the Board for approval of award(s). In the event another bus manufacturer is deemed qualified before the "run-off", no option will be exercised and a new RFP will be conducted.

MBE/WBE:

For NYS funded contracts the MTA has established an overall MWBE goal of 20%. However for this procurement, goals of 11% WBE and 1% MBE have been established based upon the availability of MWBE certified suppliers for those areas that can be subcontracted. Both Nova Bus and New Flyer have agreed that they will collaboratively work with NYC Transit in order to maximize the goals attained under this procurement and to establish an expanded MWBE supplier base for future procurements.

IMPACT ON FUNDING:

The contract will be funded with 100% MTA funds. Funds for this procurement have been approved in the MTA 2010-2014 Capital Program. A WAR certificate will be secured prior to award.

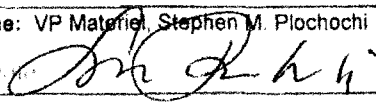
ALTERNATIVES:

Conduct another solicitation. This is not recommended as it will seriously undermine NYC Transit's fleet plan and its ability to retire older buses in a competitive environment.

RECOMMENDATION:

It is recommended that the Board approve the purchase, pursuant to subdivision 9 (g) of Section 1209 of the Public Authorities Law, of Low Floor 40-foot Diesel Buses and related items such as spare parts, special tools and equipment, diagnostic testing, technical documentation and training for 414 buses from Nova Bus in the estimated amount of \$194,452,669 and 276 buses from New Flyer in the estimated amount of \$138,130,948 for NYC Transit for a combined total estimated award amount of \$332,583,617.

Staff Summary

Item Number 5					
Division & Division Head Name: VP Materiel, Stephen M. Plochochi					
					
Board Reviews					
Order	To	Date	Approval	Info	Other
Internal Approvals					
Order	Approval	Order	Approval		
1	Materiel	5 X	Fare Payment Programs		
2 X	Law	6	EVP		
3 X	Capital Budget	7	President		
4 X	DDCR				

SUMMARY INFORMATION	
Vendor Name	Contract Number
CH2M HILL New York, Inc.	A-86071
Description	
Consulting Services for NYC Transit's New Fare Payment System	
Total Amount	
\$4,498,136	
Contract Term (including Options, if any)	
54 months from NOA	
Option(s) included in Total Amount?	
<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
Renewal?	
<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
Procurement Type	
<input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive	
Solicitation Type	
<input checked="" type="checkbox"/> RFP <input type="checkbox"/> Bid <input type="checkbox"/> Other:	
Funding Source	
<input type="checkbox"/> Operating <input checked="" type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other:	

PURPOSE:

To obtain Board approval to award a competitively solicited personal services contract to CH2M HILL New York, Inc. (CH2M HILL) to provide consulting services for the upcoming New Fare Payment System (NFPS) contract at a total price of \$4,498,136 for a period of 54 months.

DISCUSSION:

CH2M HILL will provide consulting services for a period of 54 months by assisting NYC Transit with the development of the technical specification, as well as pre and post-award support for the upcoming NFPS contract. The services include: support in defining the NFPS specification; development of an RFP package to solicit a System Integrator (SI) and provide support in the evaluation of proposals and negotiations; assisting NYC Transit in the selection of a SI who will design, procure, install and test the NFPS and post-award support to assist NYC Transit's oversight of the SI's performance in implementing the NFPS.

The RFP was publicly advertised in August 2013 and notification was sent to 11 firms. Seventeen firms picked up the RFP package. On September 30, 2013 six proposals were received. CH2M HILL, Louis T. Klauder and Associates (LTK), Parsons Transportation Group of New York (PTG), Ove Arup & Partners, PC, PricewaterhouseCoopers LLP and Brissett Associates submitted proposals in the respective amounts of \$4,825,255; \$19,982,035; \$4,988,653; \$5,724,983; \$12,412,133 and \$2,643,212.

After evaluating all six proposals, the Selection Committee determined that three proposers, CH2M HILL, LTK and PTG, were qualified to perform the work. The other three proposers were eliminated from further consideration because they did not meet the experience and personnel requirements set forth in the evaluation criteria. The evaluation was conducted in accordance with the stated evaluation criteria, which included plan of approach; experience in relevant areas; experience of project team; experience of prime and sub-consultant key personnel; current workload of prime and sub-consultants; past performance on similar projects; project organizational chart and description of how the contract will be managed; description of quality assurance plan; pricing and other relevant matters including quality of written proposal, quality of oral presentation and compliance with and acceptance of NYC Transit's terms and conditions.

The Selection Committee voted to invite CH2M HILL, LTK, and PTG to give oral presentations. Oral presentations were held October 14, 2013 and October 16, 2013. The Selection Committee then voted to negotiate with CH2M HILL and PTG, while eliminating LTK from further consideration based on the fact that its proposal, even after clarification, was still out of the competitive range.

Negotiations were held with PTG and CH2M HILL on October 28, 2013 and October 29, 2013, respectively. The negotiations commenced with a line by line review of the scope of work and the proposed level of effort for each of the required deliverables. After the scope of work review, the negotiation team addressed the minor exceptions to the terms and conditions. The pricing negotiations followed with a focus on the proposers' direct hourly labor rates, fixed fees, overhead and out-of-pocket expenses.

On November 8, 2013, NYC Transit requested BAFOs. BAFOs were received on November 14, 2013 as follows:

CH2M HILL

PTG

\$4,498,136

\$4,971,716

CH2M HILL's BAFO is \$173,126 (or 3.7%) lower than the estimate of \$4,671,262 and \$473,580 (or 9.5%) lower than PTG's BAFO. Procurement and the Fare Payment Programs Division (FPP) consider both CH2M HILL's and PTG's BAFO pricing to be fair and reasonable based on the competitive nature of the RFP, as well as a favorable comparison to FPP's in-house estimate.

After review of the BAFOs in accordance with the evaluation criteria, the Selection Committee unanimously chose CH2M HILL for award of this contract. Based on the fact that CH2M HILL was evaluated as being technically superior as well as offering the lower price, its proposal offers the best overall value to NYC Transit.

CH2M HILL has been in business for over 60 years providing specialized engineering consulting services. In 2011, CH2M HILL acquired the portion of Booz Allen Hamilton's (BAH) business that dealt with public transportation. That portion of BAH, now CH2M HILL, has been doing business both directly with NYC Transit and as a subconsultant for over 20 years. CH2M HILL has assisted with many of the largest transit agencies in the US, including pre and post-award support for the implementation of NFPS in Chicago, as well as pre and post-award support and development of the technical specifications for NFPS in Washington, DC, San Diego, Los Angeles, and San Francisco.

Significant Adverse Information was discovered concerning CH2M HILL. An award will not be made until the required approvals are obtained and CH2M HILL has been determined to be a responsible proposer.

M/WBE:

The goals for the project have been established at 10% Minority Business Enterprise (MBE) and 10% Women owned Business Enterprise (WBE). The D/M/WBE Utilization Plan has been approved by DDCR. CH2M HILL has not completed any MTA contracts; therefore no assessment of the firm's D/M/WBE performance can be determined at this time.

IMPACT ON FUNDING:

The funding consisting of 100% MTA funds is available under Planning Number RC03-7423, Project Number A-86071. A WAR certificate will be requested and the contract will not be executed until a WAR certificate has been issued.

ALTERNATIVE:

Perform the work using in-house personnel. FPP does not have the staff to perform specific tasks required under the scope of work for this project.

RECOMMENDATION:

That the Board approve this request to award a competitively solicited personal services contract to CH2M HILL to provide consulting services for the upcoming NFPS contract at a total price of \$4,498,136 for a period of 54 months.

Schedule H: Modifications to Personal Service & Miscellaneous Contracts

Item Number: 6

Vendor Name (& Location) Intertek USA, Inc. (Carteret, NJ)	
Description Chemical and physical testing of engine coolant and anti-freeze	
Contract Term (including Options, if any) July 15, 2013 – July 14, 2018	
Option(s) included in Total Amount? <input type="checkbox"/> Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> n/a	
Procurement Type <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive	
Solicitation Type <input type="checkbox"/> RFP <input type="checkbox"/> Bid <input checked="" type="checkbox"/> Other: Modification	
Funding Source <input checked="" type="checkbox"/> Operating <input type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other:	
Requesting Dept/Div & Dept/Div Head Name: Division of Materiel, Stephen M. Plochochi	

Contract Number 5675	AWO/Modification # 1
Original Amount:	\$ 1,802,365
Prior Modifications:	\$ 0
Prior Budgetary Increases:	\$ 0
Current Amount:	\$ 1,802,365
This Request:	\$ 540,590 (Est.)
% of This Request to Current Amount:	30.0%
% of Modifications (including This Request) to Original Amount:	30.0%

Discussion:

This modification will cover the contract costs associated with the increased frequency of sample tests of Engine Coolant/Anti-Freeze by 60% and the addition of seven new tests for Propylene Glycol Anti-Freeze in the estimated amount of \$540,590.

In June 2013, the Board approved the award of Contract No. 5675 to Intertek USA, Inc. (Intertek) for chemical and physical testing of various materials for a combined estimated amount of \$1,802,365. Categories of substances tested include Oils and Greases, Hydraulic Oils, and Engine Coolant/Anti-Freeze. The cost for the Engine Coolant/Anti-Freeze category is \$835,734.

NYC Transit's Department of Buses (DOB) and MTA Bus Company (MTABC) mandate that every bulk delivery of Engine Coolant/Anti-Freeze be tested for quality. This coolant/anti-freeze is used in revenue buses and non-revenue vehicles. Actual testing over the past several years was less frequent than DOB and MTABC required. The lower volume of tests was used as the basis for estimating the quantity of tests for bidding purposes. As a result, the number of tests and resulting contract cost was understated. In August 2013, DOB and MTABC re-issued a maintenance directive mandating more regular testing of coolant/anti-freeze. This directive resulted in a 60% increase in the volume of testing. In order to comply with this directive and prevent a shortfall in the contract, the Materiel Division's Inspections & Testing Unit (I&T) requested this modification. In addition, as part of this modification, I&T has requested seven new tests for anti-freeze used in boilers located at NYC Transit facilities. These two items combine for an additional \$540,590 to be added to the contract, of which \$46,850 is for the seven new tests.

In light of the increased volume of testing, NYC Transit obtained a reduction of approximately 11% in the unit price for the tests that resulted in a savings of \$60,224. Since this contract is based on estimated quantities the negotiated savings will be maintained in the contract modification as a contingency. Based on the results of the original award that found Intertek's pricing fair and reasonable, and the current reduction, this modification is considered fair and reasonable.

Schedule K: Ratification of Completed Procurement Actions



Item Number: 1

Vendor Name (& Location) Skanska/Traylor, JV (New York, NY)	
Second Avenue Subway Route 132A - 86th Street Station Cavern Mining, and Heavy Civil Structural - Manhattan "B" Division	
Contract Term (including Options, if any) August 4, 2011 – September 4, 2014	
Option(s) included in Total Amount? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> n/a	
Procurement Type <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive	
Solicitation Type <input type="checkbox"/> RFP <input type="checkbox"/> Bid <input checked="" type="checkbox"/> Other: Modification	
Funding Source <input type="checkbox"/> Operating <input checked="" type="checkbox"/> Capital <input checked="" type="checkbox"/> Federal <input type="checkbox"/> Other:	
Requesting Dept/Div & Dept/Div Head Name: MTA Capital Construction, Dr. Michael Horodniceanu	

Contract Number	AWO/Modification #:
C-26008	55
Original Amount:	\$ 294,360,000
Option 1 Amount:	\$ 7,500,000
Total Amount:	\$ 301,860,000
Prior Modifications:	\$ 7,860,276
Prior Budgetary Increases:	\$ 0
Current Amount:	\$ 309,720,276
This Request:	\$ 1,200,000
% of This Request to Current Amount:	0.4%
% of Modifications (including This Request) to Original Amount:	3.0%

Discussion:

This retroactive modification will address additional costs associated with the north Support of Excavation (SOE) wall for Station Entrance 2 construction under this contract for Second Avenue Subway – 86th Street Station – Station Cavern Mining and Heavy Civil/Structural. The contract includes the mining of the 86th Street Station cavern including mine shafts, adits for the entrances, an elevator shaft, electrical shafts, ancillaries, cross passages and underpinning for existing structures.

The contract requires the construction of Station Entrance 2 on the north side of 86th Street just east of 2nd Avenue. In order to adequately support the excavation for Entrance 2, the contractor must construct a SOE wall adjacent to a residential building on East 86th Street. In March 2012, the building owner installed a sidewalk shed on 86th Street between 1st and 2nd Avenue in order to perform building façade repairs. The location of the shed directly conflicted with construction for Station Entrance 2, which is located south of the building's property line. Initially, the owner reported to MTACC that the sidewalk shed would remain in place for six months until September 2012, which was before construction for the SOE wall was slated to begin in November 2012. However, the scope of work for the building's repairs expanded based on façade inspections and the sidewalk shed will now need to remain in place for an additional two years. MTACC's attempts to coordinate with the building owner in order for both projects to be completed concurrently were unsuccessful.

This modification addresses the increased difficulty and costs associated with performing the original scope of work with the conflicting sidewalk shed in place. Work includes approximately 240 linear feet of hand excavation in 6-foot long alternating pits at depths of 10 to 12 feet, including temporary support/shoring of the sidewalk shed posts and re-handling of excavated materials. This modification also includes a credit for the originally planned excavation in 20-foot sections without the head room restrictions of the sidewalk shed and with the use of heavy equipment.

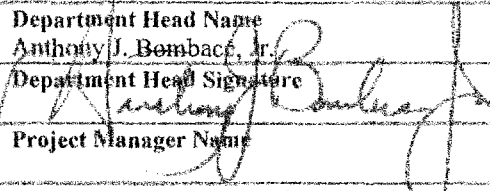
To maintain progress at Station Entrance 2 and mitigate additional costs and delays, it was necessary to process this modification on a retroactive basis prior to Board approval. Retroactive approval was obtained from the MTACC President and the contractor was directed to proceed on April 25, 2013. The schedule impact of this modification as well as mitigation efforts, including acceleration of Entrance 2 work, is still under review and will be addressed in a subsequent modification.

STJV submitted a cost proposal of \$1,650,013. MTACC's revised estimate was \$1,182,656. Negotiations resulted in a lump sum price of \$1,200,000 which was found to be fair and reasonable. Savings of \$450,013 were achieved.



Metro-North Railroad

Procurements December 2013

Subject Request for Authorization to Award Various Procurements						Date December 2, 2013			
Department Procurement and Material Management						Vendor Name Various			
Department Head Name Anthony J. Bombace, Jr.						Contract Number Various			
Department Head Signature 						Contract Manager Name Various			
Project Manager Name						Table of Contents Ref #			
Board Action						Internal Approvals			
Order	To	Date	Approval	Info	Other	Approval		Approval	
1	MNR Comm Mtg	12-16-13	x			x	President	x	General Counsel
2	MTA Board Mtg	12-18-13	x			x	Sr. VP Operations	x	Capital Programs
						x	Sr. VP Administration	x	VP Planning
						x	VP Finance & IT	x	Chief of Staff
Internal Approvals (cont.)									
Order	Approval	Order	Approval	Order	Approval	Order	Approval	Order	Approval
			Government Relations	x	VP GCT & Corp. Dev.				Other
	Press		Safety		Human Resources				

PURPOSE:

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

DISCUSSION:

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

of Actions \$ Amount

Schedules Requiring Two-Thirds Vote (or more, where noted)

NONE

Schedules Requiring Majority Vote

Schedule G: Miscellaneous Service Contracts	2	\$2,950,000
• New York State Industries for the Disabled (NYSID) \$950,000		
• Signature Tech. Inc. dba Com-Net Software \$2,000,000		
SUB TOTAL:	2	\$2,950,000

MNR proposes to award competitive procurements in the following categories:

		<u># of Actions</u>	<u>\$ Amount</u>
<u>Schedules Requiring Two-Thirds Vote (or more, where noted)</u>		NONE	
<u>Schedules Requiring Majority Vote</u>			
Schedule G: Miscellaneous Service Contracts		1	\$435,750
• Technical Elevator Testing, Inc.	\$435,750		
Schedule H: Modifications to Personal/Miscellaneous Service Contracts		2	\$24,154,039
• Louis T. Klauder and Associates	\$6,219,039		
• Various Contractors	\$17,935,000		
Schedule I: Modifications to Purchase and Public Work Contracts		1	\$1,915,524
• Georgetown Rail Equipment Company	\$1,915,524		
SUB TOTAL:		4	\$26,505,313

MNR presents the following procurement actions for Ratification:

<u>Schedules Requiring Two-Thirds Vote (or more, where noted)</u>		NONE	
<u>Schedules Requiring Majority Vote</u>			
Schedule K: Ratification of Completed Procurement Actions		10	\$1,623,695
• Hulcher Services	\$720,000		
• Fred Cook Jr. Inc.	\$225,000		
• Danella Rental Systems	\$105,000		
• TNT Equipment	\$55,000		
• Pandrol USA	\$105,808		
• East Coast Railroad Services	\$164,590		
• MRT Track and Services	\$24,550		
• A&K Railroad Materials	\$75,658		
• Unitrac Railroad Materials	\$61,849		
• North American Rail	\$86,240		
SUB TOTAL:		10	\$1,623,695
TOTAL:		16	\$31,079,008

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

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

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

METROPOLITAN TRANSPORTATION AUTHORITY

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

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

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

NOW, the Board resolves as follows:

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

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

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

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

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

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

DECEMBER 2013

METRO-NORTH RAILROAD

LIST OF NON-COMPETITIVE PROCUREMENTS FOR BOARD APPROVAL

G. Miscellaneous Service Contracts

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

**1. New York State Industries for the Disabled (NYSID) \$950,000 (not-to-exceed) Staff Summary Attached
Document Scanning & Archiving Services**

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 the Document Scanning and Archiving Services for documents located in Metro-North Railroad's Graybar and Madison Avenue buildings as part of the MTA/MNR Relocation Project. The term of this contract shall be March 1, 2014 through September 30, 2014.

To advance special social and economic goals, Section 162 of the New York State 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 scope of services shall include assessing paper records maintained by all Metro-North departments for both locations and dividing them into four categories: (1) items to be packed for the new office space, (2) items to be scanned and indexed to a database, (3) items to be archived to the warehouse, and (4) items to be destroyed. This contract will allow MNR staff to transition to new office space congruent with the document storage capacity allotted for their respective departments and provide a cost-effective method of producing backup copies of records that support mission-critical operations.

The total project cost is not-to-exceed \$950,000. A fixed price schedule has been negotiated which includes \$0.252 per image for scanning and indexing of standard-sized records, and an all-inclusive hourly rate of \$35.02 for archiving, packing and destruction services. All pricing is deemed within 15% of the prevailing market prices as required by the Preferred Source Law. Services are expected to begin in March 2014. This procurement is funded thru the MTA-HQ Madison Avenue Relocation Project.

2. **Signature Tech. Inc. dba Com-Net Software \$2,000,000 (not-to-exceed) Staff Summary Attached**
Grand Central Terminal and New Haven Line VIS Maintenance and Service Agreement

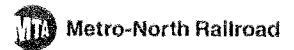
Approval is requested for a non-competitive, five-year miscellaneous service contract with Signature Technologies, Inc., dba Com-Net Software (Com-Net) to provide maintenance and support services for the Grand Central Terminal and New Haven Visual Information System (VIS) and Passenger Information Display (PID) Systems. This is the first stage of a multi-stage effort to maintain the VIS system to the highest possible standard. Also, during the period of this contract, MNR shall be developing a comprehensive evaluation of the technologies that are available to modernize and upgrade the GCT and NH VIS system.

MNR's current VIS in Grand Central Terminal (GCT) has been in service for over 12 years and requires technical assistance to maintain operational requirements. Com-Net, the original developer of software for the GCT "Big Board" is uniquely qualified to maintain and support its proprietary software. Further, CDOT originally secured the services of Com-Net to install new hardware and proprietary software at the New Haven Union Station and State Street Station PID Systems. The new proposed five-year agreement will include maintenance and repair service at GCT and the two New Haven Line stations.

Enhanced services which included reduction in response and repair time for essential repairs, increased on-site presence by a Com-Net technician in GCT, tracking of system status and reliability in Com-Net's Service Event Mgmt. System was negotiated and made part of the new agreement. The new agreement's pricing structure covers all labor and parts associated with the repair of all inventoried hardware components and all software modules for the information display systems. The agreement will also include penalties for non-compliance to response times by Com-Net. Com-Net's proposed hourly rates are equal to or less than rates approved for other MNR vendors supplying maintenance of hardware and software systems. Com-Net's labor rates are fixed for the first three years and will be adjusted for the remaining two years based on the Consumer Price Index. Based on this analysis, Com-Net's pricing is deemed to be fair and reasonable.

In requesting this Board authorization, MNR has complied with PAL§ 1265-a (3) and in conjunction with the MTA all-Agency Procurement Guidelines for the purchase of sole source items or services. After undertaking a thorough analysis, the MTA Department of Diversity and Civil Rights determined not to assign any goals to this contract due to the highly specialized nature of the work and the unavailability of contractors able to perform the work. The total cost of the five year contract is not-to-exceed \$2,000,000 (\$986K for GCT and \$1.014M for the NH locations). This procurement will be funded by the MNR Operating Budget and for the CT locations in accordance with the MNR-CDOT Service Agreement.

Schedule G: Miscellaneous Service Contracts



Item Number: G

Vendor Name (& Location) New York State Industries for the Disabled
Description Document Scanning & Archiving Services
Contract Term (Including Options, if any) Six Months
Option(s) included in Total Amount? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
Procurement Type <input type="checkbox"/> Competitive <input checked="" type="checkbox"/> Non-competitive
Solicitation Type <input type="checkbox"/> RFP <input type="checkbox"/> Bid <input checked="" type="checkbox"/> Other: Preferred Source

Contract Number *TBD	AWO/Modification #
Renewal?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
Total Amount:	\$ 950,000 (not-to-exceed)
Funding Source <input type="checkbox"/> Operating <input type="checkbox"/> Capital <input type="checkbox"/> Federal <input checked="" type="checkbox"/> Other:	
Requesting Dept/Div. & Dept/Div Head Name: Procurement & Material Management, Anthony J. Bombace, Jr.	

Discussion:

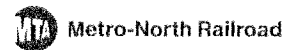
Approval is requested for a New York State Preferred Source, miscellaneous service contract with the New York State Industries for the Disabled (NYSID) to perform the Document Scanning and Archiving Services for documents located in Metro-North Railroad's Graybar and Madison Avenue buildings as part of the MTA/MNR Relocation Project. The term of this contract shall be March 1, 2014 through September 30, 2014.

To advance special social and economic goals, Section 162 of the New York State 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 scope of services shall include assessing paper records maintained by all Metro-North departments for both locations and dividing them into four categories: (1) items to be packed for the new office space, (2) items to be scanned and indexed to a database, (3) items to be archived to the warehouse, and (4) items to be destroyed. This contract will allow MNR staff to transition to new office space congruent with the document storage capacity allotted for their respective departments and provide a cost-effective method of producing backup copies of records that support mission-critical operations.

The total project cost is not-to-exceed \$950,000. A fixed price schedule has been negotiated which includes \$0.252 per image for scanning and indexing of standard-sized records, and an all-inclusive hourly rate of \$35.02 for archiving, packing and destruction services. All pricing is deemed within 15% of the prevailing market prices as required by the Preferred Source Law. Services are expected to begin in March 2014. This procurement is funded thru the MTA-HQ Madison Avenue Relocation Project.

Schedule G: Miscellaneous Service Contracts



Item Number: G

Vendor Name (& Location) Signature Technologies, Inc. dba Com-Net Software	
Description GCT and New Have VIS Maintenance and Service Agreement	
Contract Term (including Options, if any) Five Years	
Option(s) included in Total Amount? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
Procurement Type <input type="checkbox"/> Competitive <input checked="" type="checkbox"/> Non-competitive	
Solicitation Type <input type="checkbox"/> RFP <input type="checkbox"/> Bid <input checked="" type="checkbox"/> Other: Sole Source/Negotiated	

Contract Number 30125	AWO/Modification #
Renewal? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
Total Amount:	\$2,000,000 (not-to-exceed)
Funding Source <input checked="" type="checkbox"/> Operating <input type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other:	
Requesting Dept/Div & Dept/Div Head Name: Procurement & Materials Management, Anthony J. Bombace, Jr.	

Discussion:

Approval is requested for a non-competitive, five-year miscellaneous service contract with Signature Technologies, Inc., dba Com-Net Software (Com-Net) to provide maintenance and support services for the Grand Central Terminal and New Haven Visual Information System (VIS) and Passenger Information Display (PID) Systems. This is the first stage of a multi-stage effort to maintain the VIS system to the highest possible standard. Also, during the period of this contract, MNR shall be developing a comprehensive evaluation of the technologies that are available to modernize and upgrade the GCT and NH VIS system.

MNR's current VIS in Grand Central Terminal (GCT) has been in service for over 12 years and requires technical assistance to maintain operational requirements. Com-Net, the original developer of software for the GCT "Big Board" is uniquely qualified to maintain and support its proprietary software. Further, CDOT originally secured the services of Com-Net to install new hardware and proprietary software at the New Haven Union Station and State Street Station PID Systems. The new proposed five-year agreement will include maintenance and repair service at GCT and the two New Haven Line stations.

Enhanced services which included reduction in response and repair time for essential repairs, increased on-site presence by a Com-Net technician in GCT, tracking of system status and reliability in Com-Net's Service Event Mgmt. System was negotiated and made part of the new agreement. The new agreement's pricing structure covers all labor and parts associated with the repair of all inventoried hardware components and all software modules for the information display systems. The agreement will also include penalties for non-compliance to response times by Com-Net. Com-Net's proposed hourly rates are equal to or less than rates approved for other MNR vendors supplying maintenance of hardware and software systems. Com-Net's labor rates are fixed for the first three years and will be adjusted for the remaining two years based on the Consumer Price Index. Based on this analysis, Com-Net's pricing is deemed to be fair and reasonable.

In requesting this Board authorization, MNR has complied with PAL§ 1265-a (3) and in conjunction with the MTA all-Agency Procurement Guidelines for the purchase of sole source items or services. After undertaking a thorough analysis, the MTA Department of Diversity and Civil Rights determined not to assign any goals to this contract due to the highly specialized nature of the work and the unavailability of contractors able to perform the work. The total cost of the 5 year contract is not-to-exceed \$2,000,000 (\$986K for GCT and \$1.014M for the NH locations). This procurement will be funded by the MNR Operating Budget and for the CT locations in accordance with the MNR-CDOT Service Agreement.

DECEMBER 2013

METRO-NORTH RAILROAD

LIST OF COMPETITIVE PROCUREMENTS FOR BOARD APPROVAL

Schedules Requiring Majority Vote:

G. Miscellaneous Service Contracts

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

**1. Technical Elevator Testing, Inc. \$435,750 (not-to-exceed)
Elevator Safety Inspections and Testing at Various MNR Facilities in NYS and CT**

Approval is requested to award a competitively solicited (six bids received), five year miscellaneous service contract to Technical Elevator Testing, Inc. (TET) to provide safety inspections and testing of 112 elevators at various MNR stations and employee facilities in New York State and Connecticut. MNR maintains elevator equipment throughout its operating territory and is implementing a new inspection and test plan for all elevators to confirm compliance with current codes and to enhance safety. These services have never been provided to Metro-North and are part of a new program. MNR is self-governing and while it is not subject to city and state building codes and regulations it does maintain its elevators to state standards. Under this agreement, TET will provide licensed elevator inspectors to perform quality audits consistent with American Society of Mechanical Engineers' compliant safety inspections and tests and thus confirm MNR's compliance with the States' standards.

In accordance with MTA procurement guidelines, an advertisement for the required services was placed in the New York State Contract Reporter, the New York Post, El Diario and the Daily Challenge and posted on the MNR website. Twenty-one vendors were sent the solicitation. Six vendors submitted a bid.

Omni Elevator Company, Inc. (Omni) submitted the lowest bid in the amount of \$241,740, which was extremely low compared to the other bids. Omni's bid was evaluated by MNR Procurement in conjunction with the MNR Project Manager and deemed nonresponsive due to their confirmed misinterpretation of the workscope requirements. Subsequently, MNR evaluated the 2nd apparent lowest bidder TET, with a bid amount of \$435,750. TET's price is 6.5% lower than the 3rd lowest bid. TET's unit prices will remain firm and fixed for the full five year term of the contract. TET's bid amount is deemed fair and reasonable for the level of testing and inspection services to be provided under this contract. A complete review of their bid package was performed as well as a review of all applicable MTA responsibility databases and no adverse information was found. Additionally, MNR Procurement contacted TET's references as well as their specific safety inspection and testing work and all entities/firms indicated that they have good working relations with TET and are satisfied with their performance. After undertaking a thorough analysis, the MTA Department of Diversity and Civil Rights determined not to assign any goals to this contract due to the highly specialized nature of the work and the unavailability of contractors able to perform the work. The total cost of this contract is not-to-exceed \$435,750, and it is funded by the MNR Operating Budget.

H. Modifications to Personal/Miscellaneous Service Contracts

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

2. **Louis T. Klauder and Associates** **\$6,219,039 (not-to-exceed)** **Staff Summary Attached**
Construction Inspection and Engineering Services to support the M-8 Railcar procurement

To award a contract change for 18 months with additional funding (\$6,219,039) to the firm, Louis T. Klauder and Associates (LTK) for the continuation of construction inspection and engineering services in support of the M-8 Railcar manufacture. In September 2006, the MTA Board approved a personal services contract to LTK in the total not-to-exceed amount of \$15,000,000 to provide Construction Inspection and Engineering Services to support the M-8 railcar procurement. The contract was awarded in two separate actions based upon the funding available at the time of Board approval. The initial award was for \$9.4M and was funded by the MNR 2005-2009 Capital Program and the balance of \$5.6M was funded by MNR 2010-2014 Capital Program. A contract supplement was MTA Board approved in January 2011 and executed in the total not-to-exceed amount of \$12.25M. This supplement was necessary to provide sufficient funds to cover project delays and shortfalls in available person hours.

The scope of services to be performed by LTK includes: general support and administration, detailed design reviews of all the manufacturer's submittals, inspection, quality assurance, quality control and progress monitoring and testing at the manufacturer's plants and at test sites, review of CPM schedule and other general administrative tasks, as well as post M-8 construction performance monitoring.

At this time, and as the production advances and continues on the M-8 railcars, MNR requests that LTK continue to provide the required Inspection and Engineering services, as outlined in the original MTA Board approval, for the balance of the initial 380 M-8 car order and to additionally provide these services for the 25 single-car-option, up to the final M-8 Project quantity of 405 Cars. As many of the additional efforts performed by LTK and MNR are directly associated with the technical issues, delays and inefficiencies solely attributable to the M-8 Car manufacturer, MNR anticipates recouping these costs or equivalent value through the prospective negotiation and assessment of liquidated damages (the Capital Program and CDOT costs shall be reconciled at the conclusion of the project, when the full extent of the contractor's delay is calculated). To date, the manufacturer remains approximately 12 months behind the current project schedule. The MTA Department of Diversity and Civil Rights has established goals of 5% MBE and 5% WBE for the contract. LTK has achieved the goals as set forth on this contract and its goals on previous MTA contracts. The total cost of the contract change is not-to-exceed \$6,219,039 and shall be funded on an interim basis by the 2010-2014 MNR Capital Program and by CDOT, and is allocated as required by the CDOT/MNR Project Agreement (MNR = 35%, CDOT = 65%). The completion date of these services shall be extended to December 31, 2014.

3. **Various Contractors** **\$17,935,000 (estimated)** *Staff Summary Attached*
All-Agency Information Technology Consulting Services

Approval is requested to increase the All-Agency IT Consulting Services contract by \$17,935,000. Pursuant to Board approval received in November 2010, a Metro-North-led, MTA All-Agency, five-year, personal services contract was awarded for \$32,370,000 to retain the services of 38 prequalified vendors in 65 categories to furnish IT Consulting Services on an as-needed basis. IT consulting services are required to support various strategic IT development projects, including but not limited to the expansion of the PeopleSoft Financial System, expansion of the Business Service Center, Kronos Time & Attendance project, enhancements to the MTA website before and after Sandy, as well as other key MTA initiatives to provide timely and effective communications to customers, efficiencies in operations and improving overall customer satisfaction levels.

A combination of initial underfunding and an increase in consolidated IT initiatives as well as expansion of scope and agency understaffing has required a proposed contract modification totaling \$17,935,000 at this time.

In accordance with the MTA IT Restructuring Plan and with the knowledge and concurrence of the MTA's new Chief Information Officer, the proposed contract modification will fully support the newly consolidated IT Department and will provide all Agencies the ability to hire additional project consultants as well as supplement staffing until permanent vacancies can be filled. The additional funds will also ensure sufficient resources to support highly critical projects including the PeopleSoft upgrade from 9.0 to 9.2, Pension Data Conversion from Legacy Systems, new On-Board Ticket Issuing Machines, Electronic Hours of Service, Real-Time Train Status Expansion and other Infrastructure upgrades.

Using the MTA All-Agency prequalified IT consultant listing has proven to be more cost-effective than procuring resources from traditional sources such as Accenture, Microsoft, Oracle, and IBM which provides an average consulting rate of \$200 per hour whereas the average rate on this All-Agency Contract is \$99 per hour. As per the original terms of the agreement, the individual all-inclusive hourly consultant rates are fixed for the final two years of the agreement. All pricing and terms are deemed fair and reasonable by each participating Agency.

This contract will be used on an as-needed basis and does not guarantee any commitment or level of expenditures. Each individual task assignment and funding is approved prior to any consultant request. As a need arises for consulting services in any of the listed categories, the requesting Agency solicits referrals and pricing from each of the firms on the relevant list of prequalified firms, the firm then submits resume and pricing which can be no higher than the rate schedule established in the Master contract. A purchase order or task order is issued to the firm submitting the consultant selected through resume evaluations and interviews conducted by the Agency Project Manager. The MTA Department of Diversity and Civil Rights has established goals of 10% MBE and 10% WBE for the contract. Each Task of Work is reviewed by DDCR and award is not made until DDCR has acknowledged that the IT vendor has met the pre-award requirements.

The additional funding of \$17,935,000 is broken down as follows: MNR=\$3.335M, MTA HQ=\$5M, MTA BSC= \$5.1M, NYCT= \$4M, and B&T= \$500K. This contract change is to be funded by the Agencies' Operating Budgets.

I. Modifications to Purchase and Public Work Contracts

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

**4. Georgetown Rail Equipment Company \$1,915,524 (not-to-exceed) Staff Summary Attached
Self-Propelled Slot Train**

Metro-North requests Board approval to increase funding and 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 MNR Operating Territory. The SPS is an articulated excavator which sits securely on the floor of modified gondola cars moving freely the entire length of the train consist. The work presently performed by GREX is on schedule and within budget. The train's functionality in supporting MNR's infrastructure program and the Loram equipment activities along all of MNR's Rights-of-Way has been effective. The 78 week extension of this contract will ensure availability of the equipment for MNR's use and provide support with future right-of-way cleaning projects.

In consideration of the additional time, GREX increased their pricing by 3% (\$26,343 per week vs. \$24,558 per week) for the extension period to offset increases in the NYSDOL prevailing wage requirement. The extended duration of the Slot Train program was not included under the original competitive solicitation as the need for an extended right-of-way program had not been identified at that time. As there is limited availability for this type of equipment nationally, MNR has elected not to re-advertise for these services as it believes that it would yield no additional savings or efficiencies to the Railroad. All of the original contract's terms and conditions remain the same. MNR may cancel this contract at any time. After undertaking a thorough analysis, the MTA Department of Diversity and Civil Rights determined not to assign any goals to this contract due to the highly specialized nature of the work and the unavailability of contractors able to perform the work. The total cost of the contract change is not-to-exceed \$1,915,524. This contract change is to be funded by the MNR Operating Budget.

Schedule H: Modifications to Personal Service and Miscellaneous Service Contracts

Item Number: H

Vendor Name (& Location) Louis T. Klauder and Associates (LTK)		Contract Number 26911	AWO/Modification # 006
Description Construction Inspection and Engineering Support for the M-8 Railcar Procurement		Original Amount: \$ 9,399,278	
Contract Term (including Options, if any) 12/13- 12/14		Prior Modifications: \$17,849,981	
Option(s) included in Total Amount? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		Prior Budgetary Increases: \$0.00	
Procurement Type <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive		Current Amount: \$27,249,259	
Solicitation Type <input checked="" type="checkbox"/> RFP <input type="checkbox"/> Bid <input type="checkbox"/> Other:		This Request: \$6,219,039 (not-to-exceed)	
Funding Source <input type="checkbox"/> Operating <input checked="" type="checkbox"/> Capital <input type="checkbox"/> Federal <input checked="" type="checkbox"/> Other: CDOT		% of This Request to Current Amount: 23%	
Requesting Dept/Div & Dept/Div Head Name: Procurement & Material Management, Anthony J. Bombace, Jr.		% of Modifications (including This Request) to Original Amount: 280%	

I. PURPOSE/RECOMMENDATION:

To award a contract change for 18 months with additional funding (\$6,219,039) to the firm, Louis T. Klauder (LTK) for the continuation of construction inspection and engineering services in support of the M-8 Railcar manufacture.

II. DISCUSSION:

In September 2006, the MTA Board approved a personal services contract to LTK in the total not-to-exceed amount of \$15,000,000 to provide Construction Inspection and Engineering Services to support the M-8 railcar procurement. The contract was awarded in two separate actions based upon the funding available at the time of Board approval. The initial award was for \$9.4M and was funded by the MNR 2005-2009 Capital Program and the balance of \$5.6M was funded by MNR2010-2014 Capital Program. A contract supplement was MTA Board approved in January 2011 and executed in the total not-to-exceed amount of \$12.25M. This supplement was necessary to provide sufficient funds to cover project delays and shortfalls in available person hours.

The scope of services to be performed by LTK includes: general support and administration, detailed design reviews of all the manufacturer's submittals, inspection, quality assurance, quality control and progress monitoring and testing at the manufacturer's plants and at test sites, review of CPM schedule and other general administrative tasks, as well as post M-8 construction performance monitoring.

At this time, and as the production advances and continues on the M-8 railcars, MNR requests that LTK continue to provide the required Inspection and Engineering services, as outlined in the original MTA Board approval, for the balance of the initial 380 M-8 car order and to additionally provide these services for the 25 single-car-option, up to the final M-8 Project quantity of 405 Cars. As many of the additional efforts performed by LTK and MNR are directly associated with the technical issues, delays and inefficiencies solely attributable to the M-8 Car manufacturer, MNR anticipates recouping these costs or equivalent value through the prospective negotiation and assessment of liquidated damages (the Capital Program and CDOT costs shall be reconciled at the conclusion of the project, when the full extent of the contractor's delay is calculated). To date, the manufacturer remains approximately 12 months behind the current project schedule. The MTA Department of Diversity and Civil Rights has established goals of 5% MBE and 5% WBE for the contract. LTK has achieved the goals as set forth on this contract and its goals on previous MTA contracts. The total cost of the contract change is not-to-exceed \$6,219,039 and shall be funded on an interim basis by the 2010-2014 MNR Capital Program and by CDOT, and is allocated as required by the CDOT/MNR Project Agreement (MNR = 35%, CDOT = 65%). The completion date of these services shall be extended to December 31, 2014.

Item Number: H

Page 1 of 2

Vendor Name (& Location) Various (38 Prequalified Firms)
Description All-Agency IT Consulting Services
Contract Term (including Options, if any) Five Years: January 1, 2011 through December 31, 2015
Option(s) included in Total Amount? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
Procurement Type <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive
Solicitation Type <input checked="" type="checkbox"/> RFP <input type="checkbox"/> Bid <input type="checkbox"/> Other:
Funding Source <input checked="" type="checkbox"/> Operating <input type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other:
Requesting Dept./Div. & Dept./Div. Head Name: Procurement & Material Management Anthony J. Bombace, Jr.

Contract Number 70816	AWO/Modification # 1
Original Amount:	\$ 32,370,000
Prior Modifications:	\$ 0.00
Prior Budgetary Increases:	\$ 0.00
Current Amount:	\$ 32,370,000 (not-to-exceed)
This Request:	\$ 17,935,000 (not-to-exceed)
% of This Request to Current Amount:	55 %
% of Modifications (including This Request) to Original Amount:	55 %

Discussion:**I. PURPOSE/RECOMMENDATION:**

Metro-North Railroad requests MTA Board approval to increase the All-Agency IT Consulting Services contract by \$17,935,000 from \$32,370,000 to \$50,305,000.

Pursuant to Board approval received in November 2007, a Metro-North-led, MTA All-Agency, five-year, personal services contract was awarded to retain the services of 38 prequalified vendors in 65 categories to furnish IT Consulting Services on an as-needed basis. IT consulting services are required to support various strategic IT development projects, including but not limited to the expansion of the PeopleSoft Financial System, expansion of the Business Service Center, Kronos Time & Attendance project, enhancements to the MTA website before and after Sandy, as well as other key MTA initiatives to provide timely and effective communications to customers, efficiencies in operations and improving overall customer satisfaction levels.

II. DISCUSSION:

In accordance with the MTA IT Restructuring Plan and with the knowledge and concurrence of the MTA's new Chief Information Officer, the proposed contract modification will fully support the newly consolidated IT Department and will provide all Agencies the ability to hire additional project consultants as well as supplement staffing until permanent vacancies can be filled. The additional funds will also ensure sufficient resources to support highly critical projects including the PeopleSoft upgrade from 9.0 to 9.2, Pension Data Conversion from Legacy Systems, new On-Board Ticket Issuing Machines, Electronic Hours of Service, Real-Time Train Status Expansion and other Infrastructure upgrades. A combination of initial underfunding and an increase in consolidated IT initiatives as well as expansion of scope and agency understaffing has required a proposed contract modification totaling \$17,935,000 at this time.

Using the MTA All-Agency prequalified IT consultant listing has proven to be more cost-effective than procuring resources from traditional sources such as Accenture, Microsoft, Oracle, and IBM which provides an average consulting rate of \$200 per hour whereas the average rate on this All-Agency Contract is \$99 per hour. As per the original terms of the agreement, the individual all-inclusive hourly consultant rates are fixed for the final two years of the agreement. All pricing and terms are deemed fair and reasonable by each participating Agency.

This contract will be used on an as-needed basis and does not guarantee any commitment or level of expenditures. Each individual task assignment and funding is approved prior to any consultant request. As a need arises for consulting services in any of the listed categories, the requesting Agency solicits referrals and pricing from each of the firms on the relevant list of prequalified firms, the firm then submits resume and pricing which can be no higher than the rate schedule established in the Master contract. A purchase order or task order is issued to the firm submitting the consultant selected through resume evaluations and interviews conducted by the Agency Project Manager. The MTA Department of Diversity and Civil Rights has established goals of 10%MBE and 10%WBE for the contract. Each Task of Work is reviewed by DDCR and award is not made until DDCR has acknowledged that the IT vendor has met the pre-award requirements.

IV. IMPACT ON FUNDING:

This modification will increase each Agency's contract value as follows:

Agency	5 Year Initial Amount	Additional Funds Required	New Contract Amount
New York City Transit	\$ 10,000,000.00	\$ 4,000,000.00	\$ 14,000,000.00
Metro-North Railroad	\$ 6,520,000.00	\$ 3,335,000.00	\$ 9,855,000.00
Long Island Rail Road	\$ 6,300,000.00	\$ -	\$ 6,300,000.00
Bridges & Tunnels	\$ 4,900,000.00	\$ 500,000.00	\$ 5,400,000.00
MTA Headquarters	\$ 4,000,000.00	\$ 5,000,000.00	\$ 9,000,000.00
MTA BSC	\$ 400,000.00	\$ 5,100,000.00	\$ 5,500,000.00
Long Island Bus	\$ 250,000.00	\$ -	\$ 250,000.00
Total	\$ 32,370,000.00	\$ 17,935,000.00	\$ 50,305,000.00

Budgets are based on each Agency's current consulting requirements. Funding will be provided through each Agency's Operating Budget.

Schedule I: Modifications to Purchase and Public Works Contracts

Item Number: I

Vendor Name (& Location) Georgetown Rail Equipment Company, Georgetown, TX		Contract Number 1-25246	AWO/Modification # 2
Description Self-Propelled Slot Train		Original Amount:	\$225,000
Contract Term (including Options, if any) April 8, 2013 through June 30, 2014		Prior Modifications:	\$1,335,208
Option(s) included in Total Amount? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		Prior Budgetary Increases:	\$
Procurement Type <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive		Current Amount:	\$1,560,208
Solicitation Type <input type="checkbox"/> RFP <input checked="" type="checkbox"/> Bid <input type="checkbox"/> Other:		This Request:	\$1,915,524 (not-to-exceed)
Funding Source <input checked="" type="checkbox"/> Operating <input type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other:		% of This Request to Current Amount:	22.7%
Requesting Dept/Div & Dept/Div Head Name Procurement & Material Management, Anthony J. Bombace, Jr.		% of Modifications (including This Request) to Original Amount:	1,186%

Discussion:

Metro-North requests Board approval to increase funding and 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 MNR Operating Territory. The SPS is an articulated excavator which sits securely on the floor of modified gondola cars moving freely the entire length of the train consist. The work presently performed by GREX is on schedule and within budget. The train's functionality in supporting MNR's infrastructure program and the Loram equipment activities along all of MNR's Rights-of-Way has been effective. The 78 week extension of this contract will ensure availability of the equipment for MNR's use and provide support with future right-of-way cleaning projects.

In consideration of the additional time, GREX increased their pricing by 3% (\$26,343 per week vs. \$24,558 per week) for the extension period to offset increases in the NYSDOL prevailing wage requirement. The extended duration of the Slot Train program was not included under the original competitive solicitation as the need for an extended right-of-way program had not been identified at that time. As there is limited availability for this type of equipment nationally, MNR has elected not to re-advertise for these services as it believes that it would yield no additional savings or efficiencies to the Railroad. All of the original contract's terms and conditions remain the same. MNR may cancel this contract at any time. After undertaking a thorough analysis, the MTA Department of Diversity and Civil Rights determined not to assign any goals to this contract due to the highly specialized nature of the work and the unavailability of contractors able to perform the work. The total cost of the contract change is not-to-exceed \$1,915,524. This contract change is to be funded by the MNR Operating Budget.

DECEMBER 2013

METRO-NORTH RAILROAD

LIST OF RATIFICATIONS FOR BOARD APPROVAL

Schedules Requiring Majority Vote:

K. Ratification of Completed Procurement Actions

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

As part of a comprehensive right-of-way improvement program on MNR territory that began in July 2013, MNR expedited various procurement actions in order to implement track and drainage improvements, tie replacement, fencing repairs and general cleanup for the critical six-mile section between Melrose and Woodlawn and in other areas on MNR. Expedited procurement actions were initiated in order to provide for the recovery and efficient operation of MNR services as well as to mitigate risk.

The MNR Procurement Department sought competitive quotes/bids whenever possible, and in cases where contractors had contracts in-place with MNR and their equipment readily available and able to respond to immediate requirements, MNR executed agreements to enable work to begin as soon as possible. Rates and costs were reviewed in accordance with those agreements already in place, and deemed fair and reasonable for the level of equipment and/or services provided. The actions were performed in accordance with PAL §1265-a (4a) and in conjunction with the MTA All-Agency Procurement Guidelines Art. III-A. Ratification is requested for the following procurement actions needed to restore service and perform right-of-way improvements.

A) Hulcher Services Inc.	\$720,000 (not-to-exceed)
Fred Cook Jr. Inc.	\$225,000 (not-to-exceed)
Danella Rental Systems	\$105,000 (not-to-exceed)
TNT Equipment	\$55,000 (not-to-exceed)

MNR employed two Track Bed Surfacing crews which consist of a Hi-Rail Tamper and Regulator, two Rotary dump trucks and two Vacuum trucks per crew. As MNR does not have the sufficient equipment for this undertaking, Hulcher Services Inc. and Fred Cook Jr. Inc. (whom currently have an open contract with MNR) were contracted to provide specialized Hi-Rail vacuum trucks with operators, which are used to excavate fouled ballast via a vacuum method. Rotary dump trucks, which were provided via a lease with Danella Rental Systems and TNT Equipment, provide new ballast to the track bed which is then resurfaced utilizing a Hi-Rail production level tamper and regulator (this equipment was previously approved at the September 2013 Board meeting).

B) Pandrol USA	\$105,808 (not-to-exceed)
East Coast Railroad Services	\$164,590 (not-to-exceed)
MRT Track and Services	\$24,550 (not-to-exceed)
A&K Railroad Materials	\$75,658 (not-to-exceed)
Unitrac Railroad Materials	\$61,849 (not-to-exceed)
North American Rail	\$86,240 (not-to-exceed)

In coordination with the Bronx Right-of-Way project which has necessitated the replacement of ties, MNR needed to procure a large volume of Tie Plates (used to fasten the running rail to the crosstie) to

maintain the project schedule. Procurement was able to secure these large quantities by utilizing various vendors (Pandrol USA, East Coast Railroad Services, MRT Track Services, A&K Railroad, Unitrac and North American Rail) to provide the needed material in a timely fashion. Additionally MNR utilized the services of East Coast Railroad Services to pre-plate crossties at their facility to further advance the Bronx Right-of-Way project.

**Staff Summary**

Subject						Date			
Project Labor Agreement						December 16, 2013			
Department						Vendor Name			
Chief Procurement Officer - DPM						Contract Number			
Department Head Name						Contract Manager Signature			
R. Oakley <i>R.C. Oakley</i>									
Department Head Signature									
Project Manager Name									
Board Action						Internal Approval			
Order	To	Date	Approval	Info	Other	Order	Approval	Order	Approval
1	LI Comm.	12/16				5	President <i>FM</i>		
2	MTA Fin. Comm.	12/16				4	Exec VP <i>acc.</i>		
3	MTA Board	12/18				3	VP Mgmt. & Finance <i>FM</i>		
						2	VP & Genl Counsel <i>FM</i>		
						1	CPLO <i>FM</i>		

Purpose

In conjunction with adoption of the attached Board Resolution, to obtain Board approval of a Project Labor Agreement (PLA), between The Long Island Rail Road and the Buildings and Construction Trades Council of Nassau and Suffolk, and their constituent unions, applicable to the Phase I Mainline Double Track Design-build contract (which is concurrently being presented to the Board for approval) and six other construction projects funded in the 2010-2014 Capital Program.

Discussion

The 2010-2014 Capital Program adopted by the Board requires each of the MTA Agencies to achieve greater efficiencies and savings in their respective programs. Project Labor Agreements are used in both the private and public sectors as an effective means to reduce project labor costs for owners while ensuring a fair and competitive bidding environment. While this is the first PLA to be negotiated by an MTA agency, PLAs have seen widespread use by the Thruway Authority (on past and the current Tappan Zee projects), the State Dormitory Authority, the City of New York and many other state and local entities. Contractors bidding under a PLA must commit to employ only trade workers under the terms of a local collective bargaining agreement, although the contractor is not required to be a union contractor. The trade unions, for their part, provide favorable work rules and financial considerations which the contractors can pass along to the owner, and agree to other terms such as "no strike" provisions for the length of the agreement.

LIRR identified the following seven upcoming Capital Projects as potentially benefiting from inclusion in a PLA:

- Main Line Double Track -- Phase I
- Colonial Road Highway Bridge
- New Mid Suffolk Yard
- Hicksville Station Renovation
- Hicksville North Siding
- Wantagh Station Platform Replacement
- Ellison Avenue Bridge

LIRR retained industry leader Hill International (“Hill”) to perform a study as to the advisability of using a PLA for these projects. Hill also assisted in the negotiations with the Trade Council. In a Report issued on July 23, 2013, Hill concluded that the PLA would assure that LIRR would (1) receive the best work at the lowest price through experienced, highly skilled workers, (2) prevent favoritism, fraud and corruption, as the PLA is open to all bidders equally and provides for non-discrimination in hiring, (3) prevent project delay through the “no strike” provision and the guaranteed supply of skilled labor for the duration of work, and (4) provide substantial, quantifiable estimated cost savings through standardized work rules and increased efficiency.

With respect to such financial benefits, Hill identified an aggregate estimated savings of \$6.5M, or nearly 11% of the total third-party labor costs over the course of the seven projects, based primarily on the following negotiated provisions agreed to by the construction unions:

- Working four 10-hour days Monday-Thursday straight-time (with Friday make-up days)
- A 40 Hour Work Week for all Trades
- Saturday Overtime Capped at Time and a Half Rate
- Eight Annual Holidays
- Maximum percentage Apprenticeship work force allowed by state law.

In addition to such quantifiable savings, the PLA includes other provisions such as the aforementioned ‘no-strike’ provision and a management rights clause which ensures the work proceeds expeditiously with a dependable work force over the full term of the agreement. LIRR and the contractors retain control over the scope and the means and methods employed to perform the work, and project work that ordinarily would be performed by LIRR labor forces is not affected by the PLA.

LIRR executed the PLA with the express requirement that the agreement would be subject to the approval of the MTA Board, which approval would be sought at the time that the Main Line Double Track award is brought to the Board. Notably, the results of the Double Track RFP help to bear out Hills’ projection of tangible cost savings: the lowest proposal is almost \$10M less than the engineer’s estimate for the contract. While there may be many reasons for this low price, the proposed contractor has verified that the PLA terms allowed it to provide a very competitive proposal price.

Minority Contracting/EEO Provisions

With the assistance of Michael Garner, MTA Chief Diversity Officer, the PLA includes numerous Equal Opportunity hiring provisions and promises fair treatment for minority and women contractors. Provisions include enhanced “bring along” opportunities for minority contractors (promoting retention of existing employees); designation of an M/WBE representative to the Labor Management Committee established under the PLA, which will review affirmative action and M/WBE participation goals; terms enhancing the ability of contractors to meet affirmative action hiring goals; and provisions affording minorities, women and economically disadvantaged non-minority males an opportunity for entry into the construction industry through apprentice programs. Veterans are benefitted through utilization of the “Helmets to Hardhats” apprentice program. Finally, the Trade Council has committed to further discussions to accommodate MTA Small Business Mentoring contracts.

Alternatives

These contracts could be solicited without a PLA. However, the economic and other benefits provided by the PLA would not be available.

BOARD RESOLUTION

WHEREAS, the 2010-2014 Capital Program adopted by the Board requires each of the MTA Agencies to achieve greater efficiencies and savings in their respective programs in order to best utilize such funds for the public benefit; and

WHEREAS, in order to effectuate such goals the Long Island Rail Road ("LIRR") commissioned a report from the firm of Hill International ("Hill") to determine whether a Project Labor Agreement ("PLA") applicable to capital projects would contribute to savings; and

WHEREAS, a report dated July 23, 2013, issued by Hill, concluded that such PLA will serve the objectives of:

- Obtaining the best work at the lowest price though experienced, trained highly skilled workers;
- Preventing favoritism, fraud and corruption by treating equally all potential bidders and by providing for non-discrimination in referrals and hiring;
- Avoiding the impact of delays by providing a guaranteed supply of skilled labor for the duration of the work by virtue of the no strike/lockout provisions of the PLA;
- Achieving significant quantifiable and non-quantifiable cost savings through standardization of work rules and increased efficiency; and
- Utilizing the best efforts of the unions and contractors to maximize MBE/WBE participation in the work through apprentice and pre-apprentice programs; and

WHEREAS, the management of LIRR, concurring in the conclusions as stated above, has negotiated a PLA with the Building and Trades Council of Nassau and Suffolk Counties, applicable to seven capital projects funded in the 2010-2014 Capital Program, effectuating the savings and opportunities identified in the Hill report; and thereafter executed such PLA on or about September 17, 2013, the effectiveness of which is conditional upon subsequent approval by the Board; and

WHEREAS, the Board adopts the conclusions as stated above, and determines that it is in the public interest and consistent with applicable laws to approve such PLA;

NOW, THEREFORE IT IS RESOLVED that the Board of LIRR approves the PLA as previously executed by the LIRR and approves the incorporation of such PLA into the terms and conditions of the projects subject to such PLA.

LONG ISLAND COMMITTEE

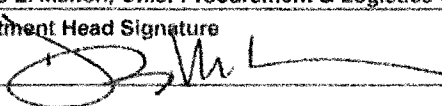

PROCUREMENTS

FOR

BOARD ACTION

December 18, 2013



Subject Request for Authorization to Award Various Procurements						Date December 18, 2013			
Department Procurement & Logistics									
Department Head Name Dennis L. Mahon, Chief Procurement & Logistics Officer									
Department Head Signature 									
Board Action						Internal Approvals			
Order	To	Date	Approval	Info	Other	Order	Approval	Order	Approval
1	LI Committee	12 16 13				X	President 		VP & Chief Financial Officer
2	MTA Board	12 18 13				X	Sr. VP-Administration		VP, General Counsel & Secy
							Sr. VP-Operations		
							Executive VP		

PURPOSE:

To obtain approval of the Board to award various contracts and purchase orders, and to inform the Long Island Rail Road Committee of these procurement actions.

DISCUSSION:

LIRR proposes to award Non-Competitive Procurements in the following categories:

Schedules Requiring Two-Thirds Vote

Schedule A:	Non-Competitive Purchases and Public Work Contracts		<u># of Actions</u>	<u># of Actions</u>
		1		\$175,084
		SUBTOTAL:	1	\$175,084

LIRR proposes to award Competitive Procurements in the following categories:

Schedules Requiring Two-Thirds Vote

Schedule B:	Competitive Requests for Proposals (Solicitation)	1		\$TBD
Schedule C:	Competitive Requests for Proposals (Award)	3		\$57,836,416

Schedules Requiring Majority Vote

Schedule F:	Personal Service Contracts	1		\$385,000
Schedule G:	Miscellaneous Service Contracts	2		\$675,381
		SUBTOTAL:	7	\$58,896,797

LIRR proposes to award Ratifications in the following categories:

Schedules Requiring Two-Thirds Vote

Schedule D:	Ratification of Completed Procurement Actions	1		\$620,000
		SUBTOTAL:	1	\$620,000

TOTAL:	9	\$59,691,881
---------------	---	--------------

BUDGET IMPACT:

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

RECOMMENDATION:

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

METROPOLITAN TRANSPORTATION AUTHORITY

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

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

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

NOW, the Board resolves as follows:

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

DECEMBER 2013

MTA LONG ISLAND RAIL ROAD

LIST OF NON-COMPETITIVE PROCUREMENTS FOR BOARD APPROVAL

Procurements Requiring Two-Thirds Vote

Schedule A: Non-Competitive Purchases and Public Work Contracts)

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

- | | | |
|-----------|--|------------------------------------|
| I. | New York State Industries
For the Disabled (NYSID)
Non-Competitive
Contract No. TBD | \$175,084
Not-to-Exceed |
|-----------|--|------------------------------------|

LIRR requests MTA Board approval to award a three-year contract to the New York State Industries for the Disabled ("NYSID"), beginning January 2014, in a Not-to-Exceed amount of \$175,084, to provide semi-annual window washing services at LIRR's Atlantic Avenue Terminal. This contract is being awarded to NYSID in accordance with Section 162 of the New York State Finance Law ("State Finance Law"), which states that preferred sources shall be granted the right to provide services to New York State Agencies in order to advance social and economic goals. Under the State Finance Law, a preferred source provider, such as NYSID, is expressly exempt from New York State Statutory competitive procurement requirements; provided (i) it is capable of providing the service in the form, function, and utility required by LIRR, and (ii) the price it offers is as close to the prevailing market prices as is practicable, but in no event, greater than 15% above the prevailing market price. NYSID, along with its corporate partner, "Action Window Cleaning, Inc.," has toured the facility and confirmed their ability to perform this service and comply with contract specifications. On average, NYSID's proposed labor rates are 20% less than the estimated rates for these services, and are compliant with the current New York State Prevailing Wage Schedule for years one and two (2014, 2015) of the contract term. Labor rates for year three (2016) are estimated and will be subject to adjustments under the then-current Prevailing Wage Schedule. Equipment rental rates have been reviewed and found to reflect current industry standards. NYSID's three-year proposal, which has been deemed fair and reasonable, has been forwarded to the New York State Office of General Services (OGS) for review and approval. Upon approval, OGS will provide a written certification that the NYSID proposal is compliant with requirements of the State Finance Law, at which time LIRR will issue its contract. Funding for this contract is included in LIRR's Operating Budget.

DECEMBER 2013

MTA LONG ISLAND RAIL ROAD

LIST OF COMPETITIVE PROCUREMENTS FOR BOARD APPROVAL

Procurements Requiring Two-Thirds Vote

Schedule B: Competitive Requests for Proposals (Solicitation of Purchase and Public Work Contracts) (Staff Summaries only required for items estimated to be greater than \$1 million)

- | | | | |
|---|---|--------------|-------------------------------|
| 2. | TBD
Competitive
Contract No. TBD | \$TBD | <u>Staff Summary Attached</u> |
| <p>LIRR, on behalf of itself, and all other MTA Agencies, requests MTA Board approval to adopt a resolution declaring that competitive bidding is impractical or inappropriate and that it is therefore in the public interest to use the Request for Proposal (RFP) process pursuant to Section 1265-a of the Public Authorities Law to award a five-year strategically sourced contract for Industrial Supplies. In September, 2009, the MTA Board approved a multi-year, all-agency contract to W. W. Grainger, Inc. to provide commodities classified as Industrial Supplies to the Agencies. A replacement contract is now required.</p> | | | |

Procurements Requiring Two-Thirds Vote

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

- | | | | |
|--|--|---------------------|-------------------------------|
| 3. | Skanska-Posillico (Joint Venture)
Competitive
Contract No. 6119 | \$34,660,000 | <u>Staff Summary Attached</u> |
| <p>LIRR requests MTA Board approval to award a Public Works contract to Skanska-Posillico (Joint Venture) in the amount of \$34,660,000 to provide Design-Build Services for a new second track to be constructed on the Main Line Ronkonkoma Branch, from Ronkonkoma to west of Central Islip ("Phase I"). Currently, the Main Line east of Farmingdale is mostly single track, with selected passing sidings, and double track sections at the majority of the stations between Farmingdale and Ronkonkoma. Under this project 12.6 miles of double track will be added to the existing 5.3 miles of double tracked sidings along the 17.9 mile corridor from Farmingdale to Ronkonkoma, as well as any required/associated infrastructure needed along the way. This project is to be completed in Phases which are structured in following segments; (i) Phase 1- to provide 5.2 miles of double track from Ronkonkoma to west of Central Islip and (ii) Phase 2- to provide 1.3 miles of double track between Brentwood and Central Islip and 6.1 miles of double track between Farmingdale and Deer Park. At this time and under this contract, only Phase 1 (which is funded under the 2010 -- 2014 Capital Program) is being awarded. The overall goal of this project is to construct a full Second Track to Ronkonkoma which will (i) eliminate the current LIRR operational limitations by increasing service reliability and on-time performance along the Main Line; (ii) provide for faster recovery time following service incidents; and, (iii) provide more service capacity to meet existing and future service and ridership demands.</p> | | | |
| 4. | EW Howell Co., LLC
Competitive
Contract No. 6120 | \$18,807,000 | <u>Staff Summary Attached</u> |
| <p>LIRR requests MTA Board approval to award a Public Works Contract to E W Howell, Co., LLC in the amount of \$18,594,000, plus an option for \$213,000 for a total of \$18,807,000, to design and build a new five level commuter parking facility with an additional 500 parking spaces at the LIRR's Wyandanch Station. The additional parking capacity will remedy the current shortage of</p> | | | |

parking spaces at the station and provide additional parking capacity to support future ridership projections associated with the East Side Access project. This parking facility will also complement the Town of Babylon's Wyandanch Rising initiative by serving as a catalyst for the creation of new public open spaces and plazas, redesigned roadway networks and street scape enhancements in the vicinity of the LIRR's Wyandanch Station.

5. **Power Resources International** **\$4,369,416** *Staff Summary Attached*
Competitive
Contract No. 6123

LIRR requests MTA Board approval to award a Public Works contract to Power Resources International (PRI) in the amount of \$4,369,416 to design and furnish a new supervisory control system at Divide Tower (located immediately east of Hicksville Station) and upgrade the associated remote terminal units (RTUs), inclusive of an option for software and hardware warranties.

Procurements Requiring Majority Vote

Schedule F: Personal Service Contracts

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

6. **Louis Berger & Assoc. PC.** **\$385,000**
Competitive IFB **Not-to-Exceed**
Contract No: 131104GS1-SA-N

LIRR requests approval to award a competitively bid Personal Service contract to Louis Berger & Assoc., PC ("Louis Berger"), for as-needed Industrial Hygienist Consulting and Laboratory Analysis Services, in support of the Railroad's System Safety Department. This contract will be issued for a period of five-years, beginning January 1, 2014, through December 31, 2018, in the total, not-to-exceed amount of \$385,000. Prior to solicitation, the Business Service Center advised that there was no opportunity for a joint solicitation or "piggybacking" of an existing agency contract. The solicitation was advertised on the MTA website, in the NYS Contract Reporter, and in the NY Post. The price schedule was based on the aggregate costs of fixed firm unit prices for various estimated tests over the five-year term. The LIRR received seven bids: Louis Berger (incumbent) - \$384,489.03, Emteque LLC - \$450,865.00, Phase Associates LLC - \$464,498.32, Omega Environmental - \$498,221.00, TRC - \$509,690.90, Airtek Environmental Corp - \$719,798.00, and Kam Wong Cichowski, Precision Environmental Inc. - \$900,526.00. Louis Berger's bid price of \$384,489.03 is \$66,375.97 (14.72%) less than second lowest bidder and \$15,510.97, or \$3.87% less than the Railroad's estimate of \$400,000. Louis Berger's low bid of \$384,489.03 represents an average annual increase of 3.5% over Louis Berger's unit pricing from the current 2008, five-year contract. Based on the above, Louis Berger's price is considered to be fair and reasonable. Funding for the contract is included in LIRR's Operating Budget.

Procurements Requiring Majority Vote

Schedule G: Miscellaneous Service Contracts

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

7. **Alfabet, Inc.** **\$613,462** *Staff Summary Attached*
Competitive
Contract No. 130514IT4-L-Y

LIRR, on behalf of all MTA Operating Agencies, MTA Headquarters and the Business Service Center (BSC), requests MTA Board approval to award a seven-year Miscellaneous Service contract in the Not to Exceed amount of \$613,462 to Alfabet, Inc. for perpetual Software Licenses for Enterprise Architecture (EA) Software, Implementation, Training, Technical Support and Maintenance Services for LIRR, MNR and BSC. This Enterprise Architecture software will provide a central repository of readily available, reusable documents using common technology and standard models among the MTA Agencies. Installation of the software is scheduled to begin in late December 2013 and attain final acceptance by late December 2014.

8. **Industrial Process Measurements, Inc. \$61,919**
Competitive IFB Not-to-Exceed
Contract No: 130723GS1-SA-N

LIRR requests approval to award a competitively bid, Miscellaneous Service contract to Industrial Process Measurements, Inc. ("IPM"), for renewal of as-needed, signal meter calibrations and repairs in support of the Railroad's Signal Dept. This contract will be issued for a period of three-years, from January 1, 2014, through December 31, 2016, in the total, not-to-exceed amount of \$61,919. Prior to solicitation, LIRR reached out to NYCT and MNR to see if other signal meter calibration contracts were available for LIRR to piggyback, or if any of the agencies were interested in joining the procurement. NYCT performs these services in-house, but is not equipped to service additional LIRR meters, and MNR uses different meters than LIRR. The solicitation was advertised in the NYS Contract Reporter, the NY Post and on the MTA website. The price schedule was based on the aggregate costs of fixed unit prices for estimated calibrations, and labor rates for estimated, as-required meter repairs. The LIRR received three bids: IPM (incumbent) - \$61,919, Byram Laboratories ("Byram") - \$94,620, and MCS Calibrations ("MCS") - \$137,140. IPM's bid price is \$32,701, or 34.6% less than second lowest bidder, and \$13,081, or \$17.45% less than the Railroad's estimate of \$75,000. IPM's bid of \$61,919 represents an average annual increase of 3.85% over IPM's current unit prices, which remained firm during the prior three year contract. Based on the above, IPM's price is considered fair & reasonable. Funding for the contract is included in LIRR's Operating budget.

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

Staff Summary



Page 1 of 1

Item Number: 2					
Dept & Dept Head Name: Procurement & Logistics, Dennis Mahon, C.P.O.					
Department Head Signature & Date					
Division & Division Head Name:					
Division Head Signature & Date					
Board Reviews					
Order	To	Date	Approval	Info	Other
1	LI Committee	12.16.13			
2	MTA Board	12.18.13			
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	TBD
Description	
Supply and Delivery of Industrial Supplies(All Agency)	
Total Amount	
\$TBD	
Contract Term (including Options, if any)	
5 years	
Options(s) included in Total Amount: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
Renewal? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
Procurement Type	
<input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-Competitive	
Solicitation Type	
<input checked="" type="checkbox"/> RFP <input type="checkbox"/> Bid <input checked="" type="checkbox"/> Other: E-Bid	
Funding Source	
<input checked="" type="checkbox"/> Operating <input type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other:	

Narrative

I. PURPOSE/RECOMMENDATION:

LIRR, on behalf of itself, and all other MTA Agencies, requests MTA Board approval to adopt a resolution declaring that competitive bidding is impractical or inappropriate and that it is therefore in the public interest to use the Request for Proposal (RFP) process pursuant to Section 1265-a of the Public Authorities Law to award a five-year strategically sourced contract for Industrial Supplies.

II. DISCUSSION:

In September, 2009, the MTA Board approved a multi-year, all-agency contract to a vendor to provide commodities classified as Industrial Supplies to the Agencies. This consolidated procurement has proven to be effective and the Agencies must now solicit a new multi-year contract. The procurement for Industrial Supplies will be strategically sourced via a Request for Proposal to allow for the greatest opportunities for additional cost savings, where feasible and practical, without sacrificing quality and safety. The RFP process is superior to competitive bidding for strategic sourcing as it allows for a multi-variable analysis of offers including price, lead times, delivery performance, order quantity variations and rebate incentives and permits discussions and negotiations with vendors to gain additional insights into service, quality, cost and other factors. Therefore, it is recommended that the Board approve the use of an RFP process rather than competitive bidding, which limits an award to the most responsive and responsible bidder based on low price alone. Further, as information, the Agencies may, as part of the RFP, employ the e-Procurement method via MedPricer, LLC, an e-procurement service provider approved by the MTA Board in January 2013. E-Procurement is a competitive procurement method whereby proposals are electronically solicited, received and negotiated in real-time on-line among qualified vendors competing for the procurement.

III. D/M/WBE INFORMATION:

MTA Department of Diversity & Civil Rights will be asked to assign D/M/WBE goals for this contract.

IV. IMPACT ON FUNDING:

This contract will be funded by the Agencies' Operating budgets.

V. ALTERNATIVES:

Proceed with item by item competitive bidding. This is not the recommended approach since it does not permit negotiation over delivery, pricing and supply strategies that might reduce agency costs.

Staff Summary



Page 1 of 2

Item Number: 3					
Dept & Dept Head Name: Procurement & Logistics, Dennis Mahon					
Department Head Signature & Date: <i>[Signature]</i>					
Division & Division Head Name: Department of Program Management, Richard Oakley					
Division Head Signature & Date: <i>[Signature]</i>					
Board Reviews					
Order	To	Date	Approval	Info	Other
1	LI Committee	12.16.13			
2	MTA Board	12.18.13			
Internal Approvals					
Order	Approval	Order	Approval		
6	President <i>[Signature]</i>	3	VP/CFO <i>[Signature]</i>		
5	Executive VP <i>[Signature]</i>	2	Sr. VP/Operations <i>[Signature]</i>		
4	VP/Gen'l Counsel & Sec'y <i>[Signature]</i>	1	Sr. VP/Administration <i>[Signature]</i>		

SUMMARY INFORMATION	
Vendor Name	Contract Number
Skanska-Posillico (Joint Venture)	6119
Description: New Second Track on the Mainline Ronkonkoma Branch (Phase I) – Design/Build	
Total Amount	
\$34,660,000	
Contract Term (including Options, if any)	
570 consecutive calendar days	
Options(s) included in Total Amount:	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
Renewal?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
Procurement Type	
<input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-Competitive	
Solicitation Type	
<input checked="" type="checkbox"/> RFP <input type="checkbox"/> Bid <input type="checkbox"/> Other:	
Funding Source	
<input type="checkbox"/> Operating <input checked="" type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other:	

I. PURPOSE/RECOMMENDATION:

LIRR requests MTA Board approval to award a Public Works contract to Skanska-Posillico (Joint Venture) in the amount of \$34,660,000 to provide Design-Build Services for a new second track to be constructed on the Main Line Ronkonkoma Branch, from Ronkonkoma to west of Central Islip ("Phase I"). The overall goal of this project, including a subsequent Phase 2, is to construct a full Second Track to Ronkonkoma which will (i) eliminate the current LIRR operational limitations by increasing service reliability and on-time performance along the Main Line from Farmingdale to Ronkonkoma; (ii) provide for faster recovery time following service incidents; and, (iii) allow the LIRR to provide frequent off peak service in both the east and west bound directions. The Double Track between Farmingdale and Ronkonkoma will also support Long Island wide resiliency by enabling the LIRR to provide enhanced Main Line service options in conditions where either the north or south shore branches are compromised due to severe weather events.

II. DISCUSSION:

Currently, the Main Line east of Farmingdale is mostly single track, with selected passing sidings, and double track sections at the majority of the stations between Farmingdale and Ronkonkoma. When the entire Main Line Double Track Project is complete, 12.6 miles of double track will be added to the existing 5.3 miles of double track along the 17.9 mile corridor from Farmingdale to Ronkonkoma, as well as any required/associated infrastructure needed along the way. This project is to be completed in Phases which are structured in the following segments; (i) Phase 1- to provide 5.2 miles of double track from Ronkonkoma to west of Central Islip and (ii) Phase 2- to provide 1.3 miles of double track between Brentwood and Central Islip and 6.1 miles of double track between Farmingdale and Deer Park. At this time, the LIRR seeks approval to award Phase 1 (which is funded under the 2010 – 2014 Capital Program) of the overall project.

The Contract requires Skanska-Posillico to progress the Preliminary Design Drawings developed by LIRR to a Final Design, and to provide engineering and construction services as required to complete construction of the new Main Line Second Track (Phase I) including all surveying, plans, drawings and Technical Specifications in accordance with the Contract Documents. The required engineering services include all structural, civil, soils, utility, roadway, and such other specialties / services as necessary for the successful completion of the Contract Work.

The use of a "Request for Proposals" process for this procurement was approved by the MTA Board at the March 2013 session. On July 8, 2013, LIRR publicly advertised an RFP for this project in the New York State Contract Reporter, N.Y. Post, and on the MTA website. Proposals were submitted by seven (7) firms: Skanska-Posillico (Joint Venture), Scalamandre/KSE/WSP (Joint Venture), Kiewit, Tully, Judlaw/Grace (Joint Venture), ECCO III and Picone/Schiavone/Bove (Joint Venture). By Addendum issued on

September 10, 2013, the terms of the LIRR/Construction Trades Council of Nassau and Suffolk Counties Project Labor Agreement were incorporated into the RFP (the Project Labor Agreement is discussed in detail in a separate Staff Summary).

On October 8, 2013, the LIRR Technical Evaluation Committee ("TEC") met to discuss and evaluate each firm's Technical capability. As a result, five firms were invited to provide oral presentations: Skanska-Posillico (Joint Venture), Scalmandre/KSE/WSP (Joint Venture), Kiewit, Tully, and Judlau/Grace (Joint Venture). At the conclusion of these presentations and based on the evaluation of the written responses as well as the items discussed and presented during the oral presentations, the TEC requested BAFOs from the following short listed firms : Skanska /Posillico (Joint Venture), Tully and Judlau/Grace (Joint Venture).

On November 7, 2013, Skanska /Posillico, Tully and Judlau/Grace were asked to submit Best And Final Offers (BAFOs). BAFO requests required that each firm confirm their proposed accelerated project schedules, and include a contingency of \$750,000, for potential wetland mitigation and additional LIPA utility relocation support. The proposers were advised that the contingency will be authorized at the sole discretion of the Railroad and at the appropriate time. The BAFO evaluation concluded with the finding that the Skanska-Posillico proposal not only demonstrated technical superiority but at the price of \$35,110,000 also offered the most competitive price to the railroad. The Skanska-Posillico proposal is \$5,760,370 less than the next lowest responsive proposer, and \$9,800,576 below LIRR's estimate, and is therefore deemed fair and reasonable. Also included in the award is an option in the credit amount of -\$250,000 which will be exercised in the event that the Town of Islip/Suffolk County approves a construction easement, allowing the contractor temporary access through Lakeland Co. Park over a six month period, resulting in savings.

On November 14, 2013, LIRR project team met with Skanska-Posillico to confirm the understanding of their proposal and to negotiate. As a result of this meeting Skanska-Posillico reduced their cost proposal by \$450,000 and committed to meeting the 10% MBE and 10% WBE goals on the contract (originally proposed at 8% and 9%).

Significant Adverse Information was discovered concerning Skanska. An award will not be made until the required approvals are obtained and Skanska is viewed to be a responsible bidder.

III. D/M/WBE INFORMATION:

This contract has 10% MBE and 10% WBE goals, Skanska-Posillico has agreed to submit a plan that would meet the contract's goal requirements. The final plan is subject to review and approval by Department of Diversity and Civil Rights.

Skanska-Posillico, a Joint Venture, has not completed any MTA contracts. Skanska is subject to a compliance agreement with respect to its MWDBE practices, and Skanska has achieved its MWDBE goals on previous MTA contracts. Posillico has not completed any MTA contracts; therefore, no assessment of the firm's MWDBE performance can be determined at this time.

IV. ADVERTISING

Advertisements for the procurement appeared in the New York Post on 6/27/2013, the NYS Contract Reporter on 7/11/2013 and on the MTA website on 7/16/2013. In addition LIRR, in conjunction with Suffolk County, hosted an Informational Procurement Event at Suffolk Community College on April 19, 2013, during which a presentation of the project was given to Long Island prime contractors and subcontractors, including Minority and Women Owned Businesses. Michael Garner, MTA Chief Diversity Officer, provided an overview of the MTA's program to assist MWBE contractors in doing business with the LIRR.

V. IMPACT ON FUNDING:

This contract will be funded by LIRR's 2010-2014 Capital Budget.

VI. ALTERNATIVES:

There are no alternatives, since LIRR does not have the ability to undertake the design and construction of this entire project with in-house forces.

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: 4					
Dept & Dept Head Name: Procurement & Logistics, Dennis Mahon					
Department Head Signature & Date: <i>[Signature]</i>					
Division & Division Head Name: Department of Program Management, Richard Oakley					
Division Head Signature & Date: <i>[Signature]</i>					
Board Reviews					
Order	To	Date	Approval	Info	Other
1	LI Committee	12.16.13			
2	MTA Board	12.18.13			
Internal Approvals					
Order	Approval	Order	Approval		
6	President <i>[Signature]</i>	3	VP/CFO <i>[Signature]</i>		
5	Executive VP <i>[Signature]</i>	2	Sr. VP/Operations <i>[Signature]</i>		
4	VP/Gen'l Counsel & Sec'y <i>[Signature]</i>	1	Sr. VP/Administration <i>[Signature]</i>		

SUMMARY INFORMATION	
Vendor Name E W Howell Co., LLC	Contract Number 6120
Description Wyandanch Parking Facility – Design/Build	
Total Amount \$18,594,000 Base Work + \$213,000 Options for a total of \$18,807,000	
Contract Term (including Options, if any) 484 consecutive calendar days	
Options(s) included in Total Amount: <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
Renewal? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
Procurement Type <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-Competitive	
Solicitation Type <input checked="" type="checkbox"/> RFP <input type="checkbox"/> Bid <input type="checkbox"/> Other:	
Funding Source <input type="checkbox"/> Operating <input type="checkbox"/> Capital <input checked="" type="checkbox"/> Federal <input type="checkbox"/> Other:	

I. PURPOSE / RECOMMENDATION:

LIRR requests MTA Board approval to award a Public Works Contract to E W Howell, Co., LLC ("EWH") in the amount of \$18,594,000, plus an option for \$213,000 for a total of \$18,807,000, to design and build a new five level commuter parking facility with an additional 500 parking spaces at the LIRR's Wyandanch Station. The additional parking capacity will remedy the current shortage of parking spaces at the station and provide additional parking capacity to support future ridership projections associated with the East Side Access project. This parking facility will also complement the Town of Babylon's Wyandanch Rising initiative by serving as a catalyst for the creation of new housing, public open spaces and plazas, redesigned roadway networks and street scape enhancements in the vicinity of the LIRR's Wyandanch Station. The Wyandanch Rising Project was identified by the Governor's Regional Economic Development Council as a transformative project.

II. DISCUSSION:

The Contract requires EWH to utilize a preliminary design package developed by the Town of Babylon and approved by the MTA/LIRR, along with available additional reference documents and provide (i) a final design; (ii) all planning, engineering and construction services as required for the final design; and (iii) construction of the parking facility structure. The required engineering / architectural services shall include, without limitation, all structural, civil, architectural, soils and such other specialties as are necessary for the successful completion of the Contract. EWH shall also provide project management, superintendence, inspection, labor, materials, tools, equipment, testing and all ancillary services, material, equipment and other related services as are necessary.

The use of a "Request for Proposals" process for this procurement was approved by the MTA Board at its March 2013 meeting. On July 31, 2013, LIRR sent bid invitation letters to twenty five firms, and in August 2013, publicly advertised an RFP for this project in the New York State Contract Reporter, N.Y. Post and on the MTA website. Proposals were submitted by four firms: Prismatic Development, EW Howell, Yonkers Contracting and Peter Scalamandre & Sons, Inc. Each firm responded to questions from the LIRR's Technical Evaluation Committee (TEC) team followed by oral presentations and a LIRR request for Best and Final Offers (BAFOs) from each firm. BAFO pricing (including options) is as follows: EW Howell (\$18,807,000.00); Peter Scalamandre & Sons (\$20,327,000.00); Prismatic Development (\$24,397,000.00); Yonkers Contracting (\$24,911,000.00). All four firms were found to be technically qualified and after computation of technical scores and BAFO cost scores, EWH was determined to be the recommended awardee.

III. DBE INFORMATION:

The Department of Diversity and Civil Rights has a 17% DBE goal, which EWH pledges to meet.

EW Howell Co. LLC has not completed any MTA contracts that have been assigned MWDBE goals; therefore, no assessment of the firm's MWDBE performance can be determined at this time.

IV. IMPACT ON FUNDING:

This Contract is funded by LIRR's Capital Budget.

V. ADVERTISING:

This procurement was advertised in the New York Post on August 8, 2013, the NYS Contract Reporter on August 1, 2013 and the MTA Website on August 5, 2013.

VI. ALTERNATIVES:

There are no alternatives as LIRR does not have the ability to undertake the design and construction of the Wyandanch Parking Facility with in-house forces.

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

Staff Summary



Page 1 of 2

Item Number: 5					
Dept & Dept Head Name: Procurement & Logistics, Dennis Mahon					
Department Head Signature & Date <i>[Signature]</i>					
Division & Division Head Name: Dept. of Program Management, Richard Oakley					
Division Head Signature & Date <i>[Signature]</i>					
Board Reviews					
Order	To	Date	Approval	Info	Other
1	LI Committee	12.16.13			
2	MTA Board	12.18.13			
Internal Approvals					
Order	Approval	Order	Approval		
6	President <i>[Signature]</i>	3	VP/CFO <i>[Signature]</i>		
5	Executive VP <i>[Signature]</i>	2	Sr. VP/Operations <i>[Signature]</i>		
4	VP/Gen'l Counsel & Sec'y <i>[Signature]</i>	1	Sr. VP/Administration <i>[Signature]</i>		

SUMMARY INFORMATION	
Vendor Name	Contract Number
Power Resources International	6123
Description Divide Tower Supervisory System & Remote Terminal Units	
Total Amount \$4,020,347 Base Work + \$349,069 Optional Software & Hardware Warranties = \$4,369,416	
Contract Term (including Options, if any) 550 consecutive calendar days + 5 1-year software & hardware warranty options	
Options(s) included in Total Amount: <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
Renewal? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
Procurement Type <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-Competitive	
Solicitation Type <input checked="" type="checkbox"/> RFP <input type="checkbox"/> Bid <input type="checkbox"/> Other:	
Funding Source <input type="checkbox"/> Operating <input checked="" type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other:	

Narrative

I. PURPOSE/RECOMMENDATION:

LIRR requests MTA Board approval to award a Public Works contract to Power Resources International (PRI) in the amount of \$4,369,416 to design and furnish a new supervisory control system at Divide Tower (located immediately east of Hicksville Station) and upgrade the associated remote terminal units (RTUs), inclusive of an option for software and hardware warranties.

II. DISCUSSION:

Twenty-eight (28) interlockings along the Main Line (between Hicksville and the Ronkonkoma) and Port Jefferson Branches are controlled from Divide Tower, utilizing the existing supervisory system. The supervisory system communicates with the RTUs at the interlocking locations to control train movement. The purpose of this project is to renew and/or upgrade the existing supervisory control system at Divide Tower and the associated RTUs. The new/upgraded system will replace the existing proprietary control system installed approximately 25 years ago, which is growing increasingly difficult and expensive to maintain.

Permission to use the "Request for Proposals" (RFP) process for this solicitation was granted at the MTA Board's October 31, 2012 meeting. The RFP was advertised in newspapers and in the Contract Reporter on June 13, 2013 and on the MTA Website. In addition, twelve known firms were notified of the solicitation. Proposals were due on August 21, 2013. Three firms submitted proposals: ARINC; Siemens, and PRI. Oral presentations were held during late September and early October 2013, which clarified points of concern from the LIRR Technical Evaluation Committee (TEC). After the oral presentations were complete, the TEC conducted its technical evaluation of the proposals, and PRI scored significantly higher than its competitors. When cost was factored into the technical scoring, PRI maintained its significant lead, proposing the lowest cost of the three firms (\$4,369,416 inclusive of the option vs. the other proposed prices of \$5,466,415 and \$5,538,210). All three firms proposed lower prices than LIRR's internal estimate of \$5,643,681. PRI's price, relative to the other proposals and the LIRR estimate is therefore considered fair and reasonable.

III. D/M/WBE INFORMATION:

This contract has 10% MBE and 10% WBE goals. PRI is itself a NYS certified MBE and fulfills the MBE requirement for this contract (proposing 27%). PRI is proposing a 7.7% WBE utilization and requesting a waiver of the remaining 2.3%. (All three proposers failed to fulfill the 10%/10% M/WBE goals for this contract.) Award will not be made to PRI unless approval of a MBE/WBE participation plan is granted by DDCR. PRI has not completed any MTA contract as a prime contractor; therefore, no assessment of the firms MWDBE performance can be determined at this time.

Staff Summary



Long Island Rail Road

Page 2 of 2

IV. ADVERTISING:

The procurement was advertised in the New York Post and the NYS Contract Reporter on 6/13/13 and on the MTA Website on 6/11/13.

V. IMPACT ON FUNDING:

This contract will be funded by LIRR's Capital Budget.

VI. ALTERNATIVES:

LIRR does not have the ability to undertake the design and furnishing of the equipment with in-house forces. There is no alternative since the supervisory control system must be maintained in a state-of-good repair.

Schedule G: Miscellaneous Service Contracts

Staff Summary



Item Number: 7

Vendor Name (& Location): Alfabet, Inc. Cambridge Innovation Center, One Broadway, Cambridge, Ma.
Description: Purchase, Installation, Implementation, Training, Maintenance & Support Services of Enterprise Architecture Software
Contract Term (including Options, if any) December 23, 2013 – December 31, 2020
Option(s) included in Total Amount? <input type="checkbox"/> Yes <input type="checkbox"/> No
Procurement Type <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-Competitive
Solicitation Type <input checked="" type="checkbox"/> RFP <input type="checkbox"/> Bid <input type="checkbox"/> Other:

Contact Number 130514IT4-L-Y	Renewal? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
Total Amount: \$ 613,462	
Funding Source <input checked="" type="checkbox"/> Operating <input type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other:	
Requesting Dept./Div. & Dept./Div. Head Name:	
Contract Manager : Reggie Matela/John Latterner	

Discussion:

LIRR, on behalf of all MTA Operating Agencies, MTA Headquarters and the Business Service Center (BSC), requests MTA Board approval to award a seven-year Miscellaneous Service contract in the Not to Exceed amount of \$613,462 to Alfabet, Inc. for perpetual Software Licenses for Enterprise Architecture (EA) software, implementation, training, technical support and maintenance services for MTA. This Enterprise Architecture software will provide a central repository of readily available, reusable documentation using common technology and standard models among the MTA Agencies. Installation of the software is scheduled to begin in late December 2013 and attain final acceptance by late December 2014.

The RFP sought to identify the software and technical support best able to meet the three Agencies' requirements for a central repository. The solicitation was advertised on May 29, 2013 in the New York State Contract Reporter, on May 30, 2013 in the New York Post, and on the MTA Website.

On July 15, 2013, three proposers responded to LIRR's Request for Proposal: IBM, Alfabet, Inc. and Troux Technologies, Inc. A Technical Evaluation Committee (TEC) evaluated each proposal based upon responsiveness to software requirements, thoroughness of implementation plan including ability to complete within the established schedule, qualifications of key personnel and experience within Enterprise Architecture community and recommended short listing two of the companies: Alfabet, Inc. and IBM. LIRR requested Best and Final Offers (BAFOs) from both Proposers, which were received on September 30, 2013. The BAFO responses were evaluated (including additional technical information that had been requested). Alfabet Inc. submitted the best technical solution and a lowest price of \$613,462 for software licenses, implementation, technical services, training, one-year warranty, and five-year maintenance and support, which was determined to be within the competitive range.

Based on the information obtained from our RFEI, RFP and the BAFO prices provided, Alfabet, Inc.'s proposal was deemed fair and reasonable.

A responsibility review of Alfabet Inc. yielded no adverse information. Alfabet, Inc. is therefore deemed a responsive and responsible proposer.

ADVERTISING

This procurement was advertised in the New York State Contract Reporter on May 29, 2013, and in the New York Post and MTA Website on June 3, 2013

M/WBE INFORMATION

Department of Diversity and Civil Rights has established goals as follows: MBE = 10.0% / WBE = 10.0%

IMPACT ON FUNDING

The funding for this project is included in each Agency's 2013/ 2014 Operating Budget.



DECEMBER 2013

MTA LONG ISLAND RAIL ROAD

LIST OF RATIFICATIONS FOR BOARD APPROVAL

Procurements Requiring Two-Thirds Vote

Schedule D: Ratification of Completed Procurement Actions

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

9. **Virginia Transformer Corporation** **\$620,000** Staff Summary Attached
 Ratification
 Contract No. 400004295

Pursuant to an Emergency Declaration, LIRR requests MTA Board ratification of a purchase contract to Virginia Transformer Corporation in the amount of \$620,000 to provide two rectifier transformers for use at LIRR's Island Park and Valley Stream substations.

On September 21, 2013, LIRR declared that an emergency existed with regard to the LIRR Island Park substation. Traction power transformer #2 failed, resulting in a substation fire and critical need to replace it. This type of transformer (Dynapower UltraCast 4MW 33KV) is utilized exclusively at the Island Park and Valley Stream substations. Since the cost of a traction power transformer is high (\$300k) and there are many different electrical/mechanical design characteristics specific to sites, the LIRR does not purchase new transformers to store as spares. A third-party consultant will perform a root cause analysis of the failure of the Dynapower Transformer to determine whether legal action is warranted.



Staff Summary

Item Number: 9

Vendor Name (& Location) Virginia Transformer Corporation (Roanoke, VA)	Contract Number 400004295	AWO/Modification #
Description Two Rectifier Transformers	Renewal? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
Contract Term (including Options, if any) N/A	Total Amount: \$620,000	
Option(s) included in Total Amount? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	Funding Source <input checked="" type="checkbox"/> Operating <input type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other:	
Procurement Type <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive	Requesting Dept/Div & Dept/Div Head Name: Engineering-John Collins	
Solicitation Type <input type="checkbox"/> RFP <input checked="" type="checkbox"/> Bid <input type="checkbox"/> Other:		

DISCUSSION:

Pursuant to an Emergency Declaration, LIRR requests MTA Board ratification of a purchase contract to Virginia Transformer Corporation in the amount of \$620,000 to provide two rectifier transformers for use at LIRR's Island Park and Valley Stream substations.

On September 21, 2013, LIRR declared that an emergency existed with regard to the LIRR Island Park substation. Traction power transformer #2 failed, resulting in a substation fire and critical need to replace it. This type of transformer (Dynapower UltraCast 4MW 33KV) is utilized exclusively at the Island Park and Valley Stream substations. Since the cost of a traction power transformer is high (\$300k) and there are many different electrical/mechanical design characteristics specific to sites, the LIRR does not purchase new transformers to store as spares.

The loss of these transformers has eliminated redundancy, and has the potential to impact/suspend train service through these areas. Further, with one transformer out of service, the remaining transformer is required to bear the entire load, putting additional strain on that unit and having the potential of negatively impacting the service life of the asset.

In accordance with LIRR's procedure for Emergencies, LIRR sought informal bids from three qualified vendors, with the availability and delivery times being the major consideration for award, as well as price reasonableness. Two bids were received: Virginia Transformer (low bidder) quoted a unit price of 310,000.00 each with a 14 week lead time; Schaffner MTC LLC quoted a unit price of \$316,750.00 each with a 23 week lead time. Based upon the market pricing and availability, the offer by Virginia Transformer is deemed fair and reasonable.

With regard to the Dynapower transformer, a third-party consultant will perform a root cause analysis of the failure to determine whether legal action is warranted.

This emergency contract will be funded through LIRR's Operating Budget. It is recommended that the MTA Board ratify the award to Virginia Transformer Corporation, in the amount of \$620,000 to provide the LIRR with the specified transformers, as per emergency request.

LONG ISLAND COMMITTEE
BOARD PROCUREMENT PACKAGE
DECEMBER 2013

Staff Summary



Subject	Request for Authorization to Award Various Procurements				
Department	Law and Procurement				
Department Head Name	Evan M. Eisland				
Department Head Signature	<i>Evan M. Eisland</i>				
Project Manager Name	David K. Cannon				
Board Action					
Order	To	Date	Approval	Info	Other
1	Long Island Committee	12/16/13	X		
2	Board	12/18/13	X		

Date: December 2, 2013			
Vendor Name Various			
Contract Number Various			
Contract Manager Name Various			
Table of Contents Ref #			
Internal Approvals			
	Approval		Approval
5	President <i>CE</i>	3	Chief Financial Officer <i>AD</i>
4 <i>WAB</i>	Executive Vice President <i>WAB</i>	2 <i>WAB</i>	Vice President, Project Controls <i>WAB</i>
		1 <i>WAB</i>	Chief Procurement Officer <i>WAB</i>

PURPOSE:

To obtain approval of the Board to award various contract modifications and to inform the Long Island Committee of these procurement actions.

DISCUSSION:

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

Schedules Requiring Majority Vote:

	# of Actions	\$ Amount
Schedule H Modifications To Personal or Miscellaneous Service Contracts	2	\$122,708,818
Schedule I Modification To Purchase and Public Work Contracts	1	\$ 837,913
TOTAL	3	\$123,546,731

Responsibility/Responsiveness and Compliance:

MTACC found the contractors/consultants in the following Staff Summary Sheets to be in all respects, responsive and responsible, and in compliance with State laws and regulations concerning procurements.

Budget Impact:

The approval of the modifications will obligate MTA Capital Construction capital funds in their respective amount listed. Funds are available in the current capital budget for this purpose.

Recommendation:

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

MTA Capital Construction Company
BOARD RESOLUTION

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

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

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

NOW, the Board resolves as follows:

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

DECEMBER 2013

LIST OF COMPETITIVE PROCUREMENTS FOR BOARD APPROVAL

Procurements Requiring Majority Vote

Schedule H. Modifications To Purchase and Public Work Contracts

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

- | | | | |
|----|--|--------------|--------------------------------------|
| 1. | URS Corporation – New York
Contract No. 98-0001-01
Modification No. 32 | \$94,367,654 | <u>Staff Summary Attached</u> |
|----|--|--------------|--------------------------------------|

Pursuant to Article XIII of the MTA All-Agency Guidelines for the Procurement of Services, MTACC seeks Board approval for a modification to Contract 98-0001-01 in order to continue services through June 30, 2015.

- | | | | |
|----|--|--------------|--------------------------------------|
| 2. | Jacobs/LiRo Joint Venture
Contract No. PS819
Modification No. 11 | \$28,341,164 | <u>Staff Summary Attached</u> |
|----|--|--------------|--------------------------------------|

Pursuant to Article XIII of the MTA All-Agency Guidelines for the Procurement of Services, MTACC seeks Board approval for a modification to the Contract to increase the Contract value and extend the Contract Term through June 30, 2015.

Schedule I. Modifications To Purchase and Public Work Contracts

(Staff Summaries required for individual change orders greater than \$750K. Approval without Staff Summary required for change orders greater than 15% of the adjusted contract amount which are also at least \$250K)

- | | | | |
|----|--|------------|--------------------------------------|
| 3. | Tutor Perini Corporation
Contract No. CH053
Modification No. 114 | \$ 837,913 | <u>Staff Summary Attached</u> |
|----|--|------------|--------------------------------------|

In accordance with Article IX of the MTA All-Agency Procurement Guidelines, MTACC seeks Board approval to modify the Contract for the installation of an additional communications ductbank.

Schedule H: Modifications to Personal or Miscellaneous Service Contracts



Capital Construction

Item Number: 1

Page | 1 of 2

Vendor Name (& Location)		Contract Number	AWO/Modification #
URS Corporation - New York (New York, NY)		98-0001-01	32
Description		Original Contract Amount: \$ 28,556,770 Original Option Amount: \$ 135,535,230 Original Board Approved Amount: \$ 164,092,000	
Program Management Consultant Services		Prior Modifications: \$ 326,882,947 Prior Budgetary Increases: \$ -0-	
Contract Term (including Options, if any)		Current Amount: \$ 490,974,947	
October 5, 1998 - December 31, 2014		This Request \$ 94,357,654	
Option(s) Included in Total Amount? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> N/A		% of This Request to Current Allocated Amount: 19.2 %	
Procurement Type <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive		% of Modifications (including This Request) to Original Board Approved Amount: 256.7 %	
Solicitation Type <input checked="" type="checkbox"/> RFP <input type="checkbox"/> Bid <input checked="" type="checkbox"/> Other: Modification			
Funding Source			
<input type="checkbox"/> Operating <input checked="" type="checkbox"/> Capital <input checked="" type="checkbox"/> Federal <input type="checkbox"/> Other:			
Requesting Dept./Div. & Dept./Div. Head Name:			
East Side Access, A. Paskoff, P.E.			

Discussion:

The work under this Contract includes program and construction management services along with general conditions work for the East Side Access ("ESA") Project and in support of other MTACC projects. In accordance with Article XIII of the MTA All-Agency Guidelines for the Procurement of Services, Board approval is requested to increase the Board authorized amount of Contract 98-0001-01, Program Management Services and to extend services through June 2016.

On July 29, 1998, the MTA Board approved a personal services contract with Bechtel/URS Joint Venture (the Contract has since been assigned solely to URS) to provide program management services for the East Side Access Project ("ESA") in the amount of \$164,092,000. The Contract initially was awarded at a cost not-to-exceed \$28,556,770 for Phase I, preliminary engineering. The contract included several options which were intended to be exercised upon the approval of the Environmental Impact Statement and an executed Full Funding Grant Agreement between the MTA and the FTA. The options provided for program management services for Phase II: Detailed Design; Phase III: Construction; and Phase IV: Start-up, Testing & Closeout along with Construction Management services and general conditions work.

In October 2000, the MTA Board approved a modification (an increase of which extended the preliminary engineering phase, exercised the options for program management services for Phase II - IV and extended the overall term under this Contract to December 31, 2011) and increased the Board approved amount from \$164,092,000 to a cost not-to-exceed \$207,074,000.

In February 2002, the Board approved the exercise of the remaining options under the Contract for construction management services (\$120,693,000) and general conditions work (\$50,100,000) along with establishing a 15% contingency in the amount of \$18,104,000 leading to a total Board approved amount not-to-exceed \$395,971,000 for the Contract. The prior allocations of the Board approved funding for this Contract have been authorized by Contract Modifications in one or two year increments. MTACC has historically requested Board approval for these Modifications.

Since 2008, there have been several changes to the ESA project that have and will impact the contract scope, value and duration. The Project's construction sequencing has been revised and the construction end date has been extended. Additional construction contracts were added as a result of the re-sequencing of construction work. The URS scope has been expanded to include some of these additional construction contracts and other specialized task order work. In addition, the extended duration of the project added additional labor, overhead and associated escalation costs.

The URS contract provides essential services for the ESA Project and MTACC's other projects. For the ESA project, URS provides key personnel to supplement the 20 MTACC employees dedicated full time to the project. URS provides program Management services which include design management, procurement and contract administration, project controls including cost and schedule control, systems integration, operational readiness and office administration. URS provides the Construction Management staff that serve as the

Authorized Representative for designated third party contracts. URS also provides project-wide services in support of safety, quality, code compliance, environmental testing and third party coordination. Finally, URS provides General Conditions services which include construction support typically provided by contractors, such as site access control and security, provision of work trains to support contractor needs, geotechnical instrumentation, and survey work. These services were combined under this contract for better control and efficiency reasons given the number of contractors occupying the same or adjoining work sites simultaneously and sequentially. URS also maintains key contracts which include rental of a warehouse and contracts to maintain the information network (switches, servers, etc.) from the central office to each site, copiers, software licenses, etc.

URS also provides program and construction management services for MTACC HQ and other MTACC projects under this Contract. These services include the provision of key personnel to supplement MTACC staff in the areas of project cost estimating, scheduling, risk, quality, safety, community relations, contract compliance, and claims analysis. Funding for non-ESA work comes from MTACC's administrative budget or from the MTACC project receiving the service.

MTACC continues to consider the benefits and impacts of re-soliciting this Contract but has concluded that re-soliciting this contract at this time would be too disruptive to the continuity of the project. Re-solicitation of this contract would result in the loss of key seasoned team members and key contracts. A minimum six month overlap between URS and a new consultant would be required to transition the project and would result in duplicative staff and added costs. Instead, MTACC is seeking a contract extension through June 2015. MTACC will continue to evaluate management needs for MTACC and the ESA Project during the course of this extension and will either negotiate a modification to the Contract for the continuation of the services for the duration of the ESA project or release a new competitive solicitation.

It should be noted that MTACC addressed the need for additional competition in 2008 when a competitively solicited Construction Management ("CM") contract was awarded to the joint venture of Jacob/Edwards and Kelsey/LiRo (now Jacobs/LiRo Joint Venture). The solicitation gave other firms an opportunity to participate on the ESA project while providing additional competition with URS and additional resources for CM Services. Under this CM contract, Jacobs/LiRo act as the MTA's Authorized Representative for a discrete set of construction contracts, thereby supplementing the construction management services provided under the URS Contract. In addition, in June 2011 MTACC negotiated changes to the existing contract to include concessions that extend through the end of the contract. Cost concessions include a minimum 1% reduction to the fixed fee, up to 2% for some scope areas. MTACC eliminated all fixed fees on general conditions professional services task orders and reduced the remaining fixed fee on general conditions work by 1%. In regards to annual escalation, MTACC froze escalation for one year and reduced future escalation costs by utilizing the Producer Price Inflation Index in order to determine annual allowable percentage and by imposing a 1% lower allowable ceiling for a maximum allowable annual amount of 2%. Lastly in several cases salary rates were capped or more favorable rates negotiated. These concessions are still in effect. MTA continues to monitor costs by holding regular staffing meetings in order to monitor new hires as well as terminations, redeploy existing staff to work on similar contracts and promote from within in order to maximize experience and minimize cost. In addition we have actively reduced overtime and continue to hold the line on hourly salary rates.

ESA currently has active construction contracts valued over \$3.1 billion. Over the next year the project will award an additional \$2 billion of construction contracts. Many of these contracts have work performed in multiple shifts, and in some cases, periods of operation are six days per week. In addition, as noted above, MTACC has staffing requirements that are being supplemented through the URS Contract. MTACC does not have the in-house resources to provide all of the necessary management and oversight and, therefore, the services under this Contract are still required. Accordingly, we are requesting additional funding through June 2015.

The estimate to continue services through June 2015 is \$94,367,654 while the Consultant proposed \$98,029,686. Negotiations were held and the parties agreed to a not-to-exceed cost of \$94,367,654 which is considered to be fair and reasonable. The breakdown of these funds is the following: \$21,171,692 for Project Management services; \$39,418,081 for Construction Management; \$16,500,000 for General Conditions; and \$18,277,981 for Non-ESA Services. Funding is available in the 2010 - 2014 Capital Program.

Schedule H: Modifications to Personal or Miscellaneous Service Contracts



Item Number: 2

Page 1 of 2

Vendor Name (& Location) Jacobs /LiRo , Joint Venture		Contract Number PS 818	AWC/Modification # 11
Description Consultant Construction Management Services		Original Amount:	\$ 75,000,000
Contract Term (including Options, if any) 84 months		Prior Modifications:	\$ -0-
		Prior Budgetary Increases:	\$ -0-
Option(s) included in Total Amount? <input type="checkbox"/> Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> N/A		Current Amount:	\$ 75,000,000
Procurement Type <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive		This Request	\$ 28,341,164
Solicitation Type <input checked="" type="checkbox"/> RFP <input type="checkbox"/> Bid <input checked="" type="checkbox"/> Other: Modification		% of This Request to Current Allocated Amount:	37.8 %
Funding Source <input type="checkbox"/> Operating <input checked="" type="checkbox"/> Capital <input checked="" type="checkbox"/> Federal <input type="checkbox"/> Other:		% of Modifications (including This Request) to Original Board Approved Amount:	37.8%
Requesting Dept./Div. & Dept./Div. Head Name: East Side Access, A. Paskoff, P.E.			

Discussion:

This Contract is for consultant construction management services for the East Side Access Project. In accordance with Article XIII of the All-Agency Procurement Guidelines for services, MTA Capital Construction ("MTACC") seeks Board Approval to increase the value of the Contract and extend the duration of the Contract until June 30, 2015.

MTACC competitively negotiated and the Board approved Contract was awarded to the Jacobs/E&K/LiRo Joint Venture (now known as Jacobs/LiRo Joint Venture, and referred to as the CCM in this document) on January 24, 2008 for \$75M and an 84-month duration. The scope of work includes construction management services for third party and force account contracts and equipment and material procurements. The services include, among other things, acting as the MTA's Authorized Representative on a discrete number of third party contracts; overseeing and inspecting construction work; inspecting worksites for safety and quality requirements; managing the project schedule and budget; monitoring and coordinating shop drawings and requests for information; conducting progress meetings; reviewing and processing change orders; processing payments; reviewing claims; assisting in securing necessary permits; and overseeing systems installation and testing.

Since 2008, there have been several changes to the ESA project that have and will impact the contract scope, value and duration. The Project's construction sequencing has been revised and the construction end date has been extended. Additional construction contracts have been added as a result of the re-sequencing of construction work. The CCM scope has been expanded to include some of these additional construction contracts and other specialized task order work, such as preconstruction cost and schedule analyses, risk assessment, provision of specialized engineers to provide advanced soft tunnel techniques, and Building Information Modeling (BIM) Services, which provide 4 dimensional (time based construction) modeling.

The extended duration of the project has added additional costs for labor, overhead and associated escalation. The CCM is responsible for managing third party construction in Harold Interlocking. Two of these contracts have faced significant delays, which are the part of an errors and omissions claim the MTA has brought against the designer. The CCM has incurred additional labor and overhead costs as a result.

As a means to contain cost growth, MTACC negotiated a number of cost concessions in June 2011. MTACC negotiated a reduction in fixed fee from 8 % to 7% for a 1 1/2 year period from July 2011 until December 2012. In addition MTACC froze escalation for one year and reduced future escalation costs by utilizing the Producer Price Inflation Index in order to determine annual allowable percentage and by imposing a maximum allowable annual amount of 3%, as opposed to the original allowable aggregate rate of 3.5%. Over the past several years the PPI did not exceed 2% , allowing MTA to take advantage of considerable escalation savings. Lastly, in several cases, salary rates were capped or more favorable hourly rates negotiated.

Notwithstanding this effort to contain growth, as a result of the factors discussed above, among others, the contract will have exhausted its authorized funds in 72 months rather than the 84 months initially contemplated. In addition, because of the extended duration of the project, additional CCM services will be required beyond the 84 months initially contemplated.



Item No. 2

Page | 2 of 2

ESA currently has active construction contracts valued over \$2.9 billion. Over the next year the project will award an additional \$2 billion of construction contracts. Many of these contracts have work performed in multiple shifts, and in some cases, periods of operation are six days per week. MTACC does not have the in-house resources to provide all of the necessary management and oversight for this. Therefore the services under this Contract are still required. Due to the above-mentioned impacts additional funding is required and, at this time, MTACC is looking to extend the Contract term an additional 5 months through June 2015. MTACC will continue to evaluate management needs for the ESA Project during the course of this extension and will either negotiate a modification to the Contract for the continuation of the services for the duration of the ESA project or release a new competitive solicitation.

The in-house estimate to continue services through June 2015 is \$28,341,164 while the Consultant proposed \$29,449,266. Discussions were held with the contractor to review their assumptions and the parties agreed to a not-to-exceed cost of \$28,341,164 for construction management services, which is considered to be fair and reasonable. Funding is available in the 2010 - 2014 Capital Program for this contract modification.

Schedule I: Modifications to Purchase and Public Work Contracts

Item No. 3

Vendor Name (& Location) Tutor Perini Corporation (Peekskill, New York)	Contract Number CH053	AWO/Modification # 114
Description Construct Harold Structures Part I for the ESA Project	Original Amount:	\$ 139,280,000
Contract Term (including Options, if any) 42 Months	Prior Modifications:	\$ 90,759,045
Option(s) included in Total Amount? <input type="checkbox"/> Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> N/A	Prior Budgetary Increases:	\$ 0
Procurement Type <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive	Current Amount:	\$ 235,739,045
Solicitation Type <input type="checkbox"/> RFP <input checked="" type="checkbox"/> Bid <input checked="" type="checkbox"/> Other: Modification	This Request	\$ 837,913
Funding Source <input type="checkbox"/> Operating <input checked="" type="checkbox"/> Capital <input checked="" type="checkbox"/> Federal <input type="checkbox"/> Other:	% of This Request to Current Amount:	.35%
Requesting Dept./Div. & Dept./Div. Head Name: East Side Access, A. Paskoff, P.E.	% of Modifications (including This Request) to Original Amount:	65.8%

Discussion:

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

Originally, LIRR forces were to install eight hundred (800) feet of communications cable and four (4) pull boxes in an above grade trough. As a result of revisions to the Signal Power Separation design, however, these cables will now be located in a below grade ductbank. To minimize the cost and time impact of this additional work, it will be performed concurrently with the work that the CH053 Contractor is performing for Microtunnel Run #12 with a single support of excavation.

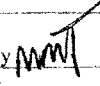
The Contractor submitted a cost proposal of \$1,140,767 while the MTACC estimate was \$886,918. Negotiations were held, and both parties agreed to \$837,913 which is considered fair and reasonable. The budget for this work will come from CH053 Contingency. This work was not part of the original design and is part of an Errors and Omissions claim. Time impact, if any, and any impact cost associated with this modification will be addressed as part of a Time Impact Analysis that is currently being performed for this Contract.




Bridges and Tunnels


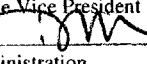
Procurements December 2013

Staff Summary

Subject:	Request for Authorization to Award Various Procurements
Department:	Procurement
Department Head Name	M. Margaret Terry
Department Head Signature	
Project Manager Name	Various

Date	December 2, 2013
Vendor Name	
Contract Number	
Contract Manager Name	
Table of Contents Ref #	

Board Action					
Order	To	Date	Approval	Info	Other
1	President	12/2/13			
2	MTA B&T Committee	12/16/13			
3	MTA Board	12/18/13			

Internal Approvals			
Order	Approval	Order	Approval
	President 		EVP Operations
	Executive Vice President 		Chief Procurement Officer
	VP Administration		Chief Engineer
	SVP & General Counsel		

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

PURPOSE:

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

DISCUSSION:

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

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

<u>Schedules Requiring Majority Vote</u>		<u># of Actions</u>	<u>\$ Amount</u>
Schedule F	Personal Service Contracts	2	\$20.712M
Schedule G	Miscellaneous Service Contracts	2	\$ 1.335M
TOTAL		4	\$22.047M

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

BUDGET IMPACT:

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

RECOMMENDATION:

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

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

MTA BRIDGES & TUNNELS
TRIBOROUGH BRIDGE AND TUNNEL AUTHORITY

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

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

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

NOW, the Board resolves as follows:

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

LIST OF COMPETITIVE PROCUREMENTS FOR BOARD APPROVAL
DECEMBER 2013

MTA BRIDGES & TUNNELS

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. **LiRo Engineers, Inc.** **\$15,943,224.00** **Staff Summary Attached**
Contract No. PSC-13-2928
5 yr. 6 mo. contract - Competitive RFP - 4 Proposals
Provide Construction Administration and Inspection Services for Project RK-65A, Reconstruction of the Bronx Plaza and RK-75, Interim Repairs to the Manhattan Plaza at the RFK Bridge.

2. **Parsons Brinckerhoff/WSP, JV** **\$4,769,094.00** **Staff Summary Attached**
Contract No. PSC-13-2935
2 yr. contract - Competitive RFP - 4 Proposals
Develop a Master Plan and Conceptual Design for Project VN-84, Upper Level Approaches and Belt Parkway Connector Ramps at the Verrazano Narrows Bridge.

G: Miscellaneous Service Contracts

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

3. **Permadr Industries, Inc. d.b.a.** **\$1,061,100.00**
SISSCO Material Handling (SISSCO)
Contract No. VNM-366
3 yr. contract – Competitive Bid – Low responsive bid
In June 2013 B&T issued a solicitation for a Contractor to provide all labor, materials, equipment and superintendence in order to perform scheduled and unscheduled maintenance and repairs on the newly refurbished traveling platform attached underneath the lower roadway of the Verrazano-Narrows Bridge and the four (4) new traveling platform systems including the scissor lifts for the Bronx-Whitestone Bridge. B&T does not possess the resources required to perform these services. The travelers have become an integral part of the inspection and maintenance of the structural members under the deck system on the main spans of the bridges allowing easier and less costly access to the structures and therefore must be maintained. Since this is the first time this requirement has been solicited, no scope comparison with a prior contract can be made. The service requirements were publicly advertised, the solicitation notice was sent to 116 firms and six firms requested copies of the solicitation. On July 18 four bids were submitted as follows:

LIST OF COMPETITIVE PROCUREMENTS FOR BOARD APPROVAL
DECEMBER 2013

<u>Bidders</u>	<u>Bid Amount</u>
B & G Elevator/USA Hoist JV	\$876,488.00*
SISSCO	\$1,061,100.00
White Marine, Inc.	\$1,481,695.00
American Crane & Equipment Corp.	\$2,495,903.00

* B & G Elevator/USA Hoist JV's bid was considered non-responsive and they withdrew their bid.

Following the evaluation of the submission by the next lowest bidder, SISSCO, this firm was considered fully responsive to the requirements of the solicitation. In accordance with the responsibility guidelines, it was determined that SISSCO is a responsible bidder. The rates for this contract are fixed for the three year term. SISSCO's overall bid is 26.3% lower than the user's estimate of \$1,440,000. After a bid analysis and discussion with SISSCO concerning their pricing during a qualification hearing, SISSCO's bid is considered balanced and acceptable. After undertaking a thorough analysis, the MTA Department of Diversity and Civil Rights determined not to assign any goals to this contract due to the highly specialized nature of the work and the unavailability of MWBE contractors able to perform the work. Based on competition, the price is considered fair and reasonable. Funding is available in the Operating Budget under GL #711101.

4. **A Royal Flush Inc. \$274,305.00**
Contract No. 12-MNT-2904Y

5 yr. contract – Competitive Bid – 3 Bids

In September 2013 B&T issued a solicitation for a Contractor to perform removal and disposal services of sanitary waste from holding tanks at the Hugh L. Carey Tunnel (HCT), Henry Hudson (HH) and Robert F. Kennedy (RFK) Bridges on an as needed basis. The service requirements were publicly advertised. The solicitation notice was sent to one hundred ninety one (191) firms. Seven (7) firms requested copies of the solicitation. On October 16 three (3) bids were submitted as follows:

<u>Bidders</u>	<u>Bid Amount</u>
A Royal Flush Inc.	\$274,305.00
A&L Cesspool Service Corp.	\$379,065.00
Tully Environmental Inc.	\$934,028.75

The scope of removal and disposal services for the first three years of the prospective five year contract with A Royal Flush differs from that compared with the current three year contract. The estimated quantities (per truckload) for these services decreased at the HH and increased at the HCT and RFK. The overall change in estimated quantities reflects a 30% decrease. A new line item has been included under the prospective contract so that

LIST OF COMPETITIVE PROCUREMENTS FOR BOARD APPROVAL
DECEMBER 2013

work at designated sewage pumping stations may be performed. The scope for chemical treatment of the holding tanks and emergency service calls has essentially remained the same. A Royal Flush's overall bid is 14.4% lower than the user's estimate of \$320,269.86. After evaluation of the bids, it was determined that A Royal Flush Inc. is a responsive, responsible bidder. Based on competition, the price is considered fair and reasonable. The MTA Department of Diversity and Civil Rights has established goals of 20% MBE and 0% WBE for this contract. The contract will not be awarded until the MBE requirements are satisfied. Funding is available in the Operating Budget under GL #711642.

Staff Summary

Page 1 of 2

Item Number 1 (Final)					
Dept & Dept Head Name: <i>Joe Keane</i> Engineering and Construction, Joe Keane, P.E.					
Division & Division Head Name: <i>Aris Stathopoulos</i> Engineering and Construction, Aris Stathopoulos, P.E.					
Board Reviews					
Order	To	Date	Approval	Info	Other
1	President	12/3/13			<i>[Signature]</i>
2	MTA B&T Committee	12/16/13			
3	MTA Board	12/18/13			
Internal Approvals					
Order	Approval	Order	Approval		
1	Chief Financial Officer <i>[Signature]</i>	4	Chief of Staff		
2	General Counsel <i>[Signature]</i>	5	Executive Vice President <i>[Signature]</i>		
3	Chief Procurement Officer <i>[Signature]</i>	6	President <i>[Signature]</i>		

SUMMARY INFORMATION	
Vendor Name LiRo Engineers, Inc.	Contract Number PSC-13-2928
Description: Construction Administration and Inspection Services for Project RK-65A, Reconstruction of the Bronx Plaza and RK-75, Interim Repairs to the Manhattan Plaza at the RFK Bridge	
Total Amount \$15,943,224	
Contract Term (including Options, if any) Five years, six months	
Option(s) included in Total Amount? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
Renewal? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
Procurement Type <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive	
Solicitation Type <input checked="" type="checkbox"/> RFP <input type="checkbox"/> Bid <input type="checkbox"/> Other:	
Funding Source <input type="checkbox"/> Operating <input checked="" type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other:	

Narrative

I. PURPOSE/RECOMMENDATION

B&T is seeking Board approval under the All Agency Guidelines for Procurement of Services to award a personal service contract for Construction Administration and Inspection Services for Project RK-65A, Reconstruction of the Bronx Plaza and RK-75, Interim Repairs to the Manhattan Plaza at the RFK Bridge to LiRo Engineers, Inc. in the amount of \$15,943,224 for a period of five years, six months.

II. DISCUSSION

B&T requires the services of a consultant to provide construction administration and inspection services for Project RK-65A and RK-75 as described above. The work includes, but is not limited to: construction administration and inspection, constructability review, testing, emergency response and all other oversight services to ensure that the cost, schedule, quality, safety and other contract criteria are met.

The service requirements were publicly advertised; eight firms submitted qualification information, four firms were chosen to receive the RFP based on a review of those qualifications and all four firms submitted proposals: GPI Parsons JV (GPI/P), LiRo Engineers, Inc (LiRo), Parsons Brinckerhoff (PB), and Weidinger STV JV (WAI/STV). The proposals were evaluated against established criteria set forth in the RFP, including an understanding of the technical requirements, technical expertise, and proposed personnel.

(rev. 4/67/10)

Based on the committee's evaluation of the technical proposals, GPI/P and LiRo were determined to be in the competitive range and oral presentations were conducted. After the oral presentations and the review of cost, the committee selected LiRo based on: (i) a highly qualified team with experience that includes B&T Contracts PSC-10-2858 and PSC-11-2894; (ii) a thorough understanding of the project, including staging and coordination between RK-65A and RK-75; (iii) an in-depth working knowledge of the technical issues that need to be addressed on these projects; and (iv) the lowest proposed cost for Project RK-65A. While GPI/P had a good technical proposal and proposed team, the committee found LiRo to be the best firm for this project.

LiRo submitted a proposal of \$15,965,858. The Engineer's estimate is \$16,732,000. Negotiations were conducted and the parties agreed to the negotiated amount of \$15,943,224, which is 4.7% below the Engineer's estimate and is considered fair and reasonable. This amount includes an estimated \$2,430,262 for Project RK-75, which will be awarded via work order when that project is better defined. LiRo is deemed to be a responsible consultant.

III. D/M/WBE INFORMATION

The MTA DDCR has established goals of 10% MBE and 10% WBE for the referenced contract. This contract will not be awarded without approval of MTA DDCR. LiRo Engineers, Inc. has achieved its previous MWDBE goals on previous MTA contracts.

IV. IMPACT ON FUNDING

Funding is available under Project RK-65A and RK-75 in the 2010-14 Capital Budget.

V. ALTERNATIVES

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

Staff Summary

Page 1 of 2

Item Number 2 (Final)					
Dept & Dept Head Name: <i>Joe Keane</i> Engineering and Construction, Joe Keane, P.E.					
Division & Division Head Name: <i>Aris Stathopoulos</i> Engineering and Construction, Aris Stathopoulos, P.E.					
Board Reviews					
Order	To	Date	Approval	Info	Other
1	President	12/2/13			<i>JK</i>
2	MTA B&T Committee	12/16/13			
3	MTA Board	12/18/13			
Internal Approvals					
Order	Approval	Order	Approval		
1	Chief Financial Officer <i>JS</i>	4	Chief of Staff		
2	General Counsel <i>mm</i>	5	Executive Vice President <i>JK</i>		
3	Chief Procurement Officer <i>GM</i>	6	President <i>JK</i>		

SUMMARY INFORMATION	
Vendor Name Parsons Brinckerhoff/WSP, JV	Contract Number PSC-13-2935
Description: Development of a Master Plan and Conceptual Designs of Project VN-84, Upper Level Approaches and Belt Parkway Connector Ramps at the Verrazano-Narrows Bridge	
Total Amount \$4,769,094	
Contract Term (including Options, if any) Two years	
Option(s) included in Total Amount? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
Renewal? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
Procurement Type <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive	
Solicitation Type <input checked="" type="checkbox"/> RFP <input type="checkbox"/> Bid <input type="checkbox"/> Other:	
Funding Source <input type="checkbox"/> Operating <input checked="" type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other:	

Narrative

I. PURPOSE/RECOMMENDATION

B&T is seeking Board approval under the All Agency Guidelines for Procurement of Services to award a personal service contract to Parsons Brinckerhoff/WSP, JV, for the Development of a Master Plan and Conceptual Designs of Project VN-84 Phase I, Staten Island and Brooklyn Upper Level Approaches and the Belt Parkway Connector Ramps at the Verrazano-Narrows Bridge in the amount of \$4,769,094 for a period of two years.

II. DISCUSSION

B&T requires the services of a consultant to provide a Master Plan and conceptual design drawings for both the Staten Island and Brooklyn upper level approaches as well as for the reconstruction of the Belt Parkway and connector ramps. The goal of the Master Plan is to optimize the design, reconstruction, maintenance and implementation of the various individual projects under the plan in order to reconstruct the upper level approaches to the Belt Parkway and connector ramps while maintaining traffic. B&T may also elect to amend the contract, subsequent to Board approval, to include the full design of any or all of the approved conceptual designs, as well as an Environmental Impact Statement if required. Only Phase I of this Contract will be awarded at this time. Services under Phase I include the investigation and compilation, optimization and recommended courses of action for various projects, including but not limited to the Belt Parkway ramps and the Staten Island and Brooklyn Upper Level Approaches (both of which will require conceptual designs), a reconfiguration of the Belt Parkway, a review of existing conditions, and identifying which projects may require environmental impact statements. The services will include allowances for unanticipated design services

resulting from investigations, as well as any testing requirements and traffic modeling needs. These services will be provided via negotiated work orders on an as-needed basis only.

The service requirements were publicly advertised. Seven firms submitted qualification information, four firms were chosen to receive the RFP based on a review of those qualifications and all four firms submitted proposals: HNTB, Parsons Brinckerhoff/WSP, JV (PB/WSP), Parsons Transportation Group/URS, JV (PTG/URS) and Weidinger/Gannett Fleming JV (WAI/GF). The proposals were evaluated against established criteria set forth in the RFP, including an understanding of the technical requirements, technical expertise, and proposed personnel.

Oral presentations were conducted with all firms. After the oral presentations and the review of costs, the committee selected PB/WSP based on: (i) a highly qualified team with superior master planning experience; (ii) a thorough understanding of the project, offering detailed explanations of various alternatives including traffic, environmental and community analysis on the impact of the staging ; (iii) an in-depth working knowledge of the technical issues that need to be addressed on these projects; and (iv) a competitive cost proposal. While HNTB had an acceptable technical proposal and a lower cost, the committee concluded the hours proposed understated the effort associated with this study. Although WAI/GF and PTG/URS had reasonable proposals, their alternatives offered were not as detailed and their costs were higher than PB/WSP.

PB/WSP submitted a proposal of \$4,861,614. The Engineer's estimate is \$6,322,958. Negotiations were conducted and the parties agreed to the proposed amount of \$4,769,094. Although it is 23.1% below the Engineer's estimate, the estimate projected higher hourly rates and a higher number of hours to include for any contingencies. Therefore the negotiated cost is considered fair and reasonable. Both Parsons Brinckerhoff and WSP are deemed to be responsible consultants.

III. D/M/WBE INFORMATION

The MTA DDCR has established goals of 10% MBE and 10% WBE for the referenced contract. This contract will not be awarded without approval of MTA DDCR. Both Parsons Brinckerhoff and WSP were in full compliance with the M/D/WBE goals on their most recently completed contracts.

IV. IMPACT ON FUNDING

Funding is available under Project VN-84 in the 2010-14 Capital Budget.

V. ALTERNATIVES

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