



Metropolitan Transportation Authority

December 2015

MTA Board Action Items



MTA Board Meeting
2 Broadway, 20th Floor Board Room
Wednesday, 12/16/2015
10:00 AM - 12:00 PM ET

1. PUBLIC COMMENT PERIOD

2. APPROVAL OF MINUTES

MTA Regular Board Minutes - November 18, 2015

MTAHQ Minutes - November 18, 2015 - Page 5

NYCT/MaBSTOA/SIR/Bus Company Regular Board Minutes - November 18, 2015

NYCT Minutes - November 18, 2015 - Page 9

MTA Metro-North Railroad Regular Board Minutes - November 18, 2015

Metro-North Minutes - November 18, 2015 - Page 13

MTA Long Island Rail Road Regular Board Minutes - November 18, 2015

LIRR Minutes - November 18, 2015 - Page 17

Triborough Bridge & Tunnel Authority Regular Board Minutes - November 18, 2015

TBTA Minutes - November 18, 2015 - Page 21

MTA Capital Construction Regular Board Minutes - November 18, 2015

MTACC Minutes - November 18, 2015 - Page 25

3. COMMITTEE ON FINANCE

Action Items

i. MTA and TBTA Reimbursement Resolutions for Federal Tax Purposes

MTA and TBTA Reimbursement Resolutions for Federal Tax Purposes - Page 27

ii. Authorization to Issue Bonds

Authorization to Issue Transportation Revenue Bonds, Dedicated Tax Fund Bonds, TBTA General Revenue Bonds and TBTA Subordinated Revenue Bonds - Page 30

iii. Approval of Supplemental Resolutions Authorizing Refunding Bonds

Approval of Supplemental Resolutions Authorizing Refunding Bonds - Page 99

Procurements Report

MTAHQ Procurement Report - Page 159

i. Non-Competitive (no items)

ii. Competitive

MTAHQ Competitive Procurements - Page 161

iii. Ratifications

MTAHQ Ratification - Page 166

Real Estate Items

i. Real Estate Agenda and Staff Summaries

Real Estate Agenda and Staff Summaries - Page 168

4. COMMITTEE ON NYCT & BUS

Action Item

i. TAB Senior Hearing Officers Retainer Agreement

TAB Senior Hearing Officers Retainer Agreement - Page 183

Procurements

NYCTA Procurements - Page 185

i. Non-Competitive

NYCT Non-Competitive Procurement - Page 189

ii. Competitive

NYCT Competitive Procurement - Page 194

iii. Ratifications

MTACC Ratifications - Page 197

5. COMMITTEE ON METRO-NORTH RAILROAD

Procurements

M-N Procurements - Page 199

i. Non-Competitive

M-N Non-Competitive - Page 203

ii. Competitive (no items)

iii. Ratifications

M-N Ratifications - Page 205

6. COMMITTEE ON LONG ISLAND RAIL ROAD

Procurements LIRR

LIRR Procurements - Page 206

i. Non-Competitive

LIRR - NonCompetitive - Page 210

ii. Competitive

LIRR Competitive - Page 213

iii. Ratifications (no items)

Procurements MTACC

MTA CC Procurements - Page 217

i. Non-Competitive (no items)

ii. Competitive (no items)

iii. Ratifications

MTA CC Ratification - Page 220

7. COMMITTEE ON MTA BRIDGES & TUNNELS OPERATIONS

Action Item

i. Toll Violation Enforcement

Procurements

BT Procurements - Page 229

i. Non-Competitive (no items)

ii. Competitive

BT Competitive - December 2015 - Page 232

iii. Ratifications (no items)

8. GOVERNANCE COMMITTEE

Action Items

i. Approval of Revisions to MTA Code of Ethics

Staff Summary MTA All Agency Code of Ethics - Page 237

All-Agency Code of Ethics December 2015 Proposed Revision - Page 238

ii. Approval of MTA Policies Pursuant to Public Authorities Law

Staff Summary Policies Required by PAL 2824 - Page 275

iii. Board Working Group Resolution

Board Working Group Resolution - Page 276

9. FIRST MUTUAL TRANSPORTATION ASSURANCE CO (FMTAC) (no items)

10. MTA 2016 BUDGET ADOPTION MATERIALS (action items) (materials distributed separately)

11. EXECUTIVE SESSION

Date of next MTA Board meeting: Wednesday, January 27, 2015

**Metropolitan Transportation Authority
Minutes of
Regular Board Meeting
2 Broadway
New York, NY 10004
Wednesday, November 18, 2015
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. Allen P. Cappelli
Hon. Jeffrey A. Kay
Hon. Susan Metzger
Hon. Charles G. Moerdler
Hon. John J. Molloy
Hon. Mitchell H. Pally
Hon. Lawrence Schwartz
Hon. James L. Sedore, Jr.
Hon. Polly Trottenberg
Hon. Carl V. Wortendyke**

The following members were absent:

**Hon. John H. Banks, III
Hon. Vincent Tessitore
Hon. Neal Zuckerman**

Donna Evans, Chief of Staff, Jerome F. Page, General Counsel, Robert Foran, Chief Financial Officer, Board Member Andrew Albert, Board Member Norman Brown, Board Member Ira Greenberg, James Ferrara, Interim President, NYCTA, Patrick Nowakowski, President, Long Island Rail Road, Joseph Giulietti, President, Metro-North Railroad, Donald Spero, Acting President, TBTA, Darryl Irick, SVP, NYCT DoB/President, MTA Bus Company, Michael Horodniceanu, President, MTA Capital Construction, and Robert Marino, Manager, Government and Community Relations, NYCT, also attended the meeting.

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

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

1. **PUBLIC SPEAKERS.** There were ten (10) public speakers, who addressed their concerns with the working conditions and treatment of individuals employed by Global Contract Services ("GCS"), a contractor that provides certain Access-A-Ride support services. Refer to the video recording of the meeting produced by the MTA and maintained in MTA records, and to the other agencies' minutes of this date, for the content of speakers' statements.

Germaine Lewis
Robert Brown
Edwin Goodman
Christian Smith
Dylan Valle
Ester Motta
Kith Hodges
Sharmaine Smith
Kecia McFadden
Sandra Lennon

2. **CHAIRMAN'S REMARKS.**

Chairman Prendergast acknowledged the horrific attacks in Paris and he extended thoughts and prayers to the city of Paris and everyone affected by the attacks.

The Chairman stated that while there have been no specific threats to the MTA system related to the attacks, security efforts have been stepped up in order to provide heightened protection across MTA agencies. Chairman Prendergast reminded the MTA customers to stay alert and report any suspicious activity to an MTA employee.

Chairman Prendergast honored Frank Gurrera, a World War II veteran serving in the U.S. armed forces and MTA's longest-serving active employee, serving as a highly skilled machinist making specialized train parts at NYCT Coney Island maintenance shop. The Chairman praised Mr. Gurrera for his more than forty-five years of extraordinary service to the MTA family and for his service in the U.S. armed forces. The Chairman presented Mr. Gurrera with a plaque in recognition of his service to MTA and to the country.

Chairman Prendergast announced that toward the end of the meeting, Robert Foran, Chief Financial Officer, would give a presentation on the Financial Plan.

3. **MINUTES.** Upon motion duly made and seconded, the Board approved the minutes of the regular Board meeting held on October 28, 2015.

4. COMMITTEE ON FINANCE.

A. Information Item.

2014-2015 Station Maintenance Receivable. The Board was informed of the 2014-2015 monies billed and received by the MTA for Station Maintenance as of September 30, 2015.

B. 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. NYS Technology Enterprise Corporation (NYSTEC) – Data Center Disaster Recovery Consulting Services – No. 15369-0100. Approval to Ride OGS Contract No. PN20500 to provide consulting services for data center disaster recovery.
2. Various Contractors – Transportation Planning Research Services – Nos. 15099-0100 thru 0600. Approved six (6) competitively negotiated personal service contracts with AECOM USA, Inc., Louis Berger Group, Parsons Brinkerhoff, Inc., Sam Schwartz Engineering, D.P.C., STV Incorporated and VHB Engineering Surveying and Landscape Architecture, P.C. to provide Transportation Planning Research Services on an as-needed basis for a period of forty-eight (48) months from December 1, 2015 to November 30, 2019.

C. Real Estate Items. The Board approved the following real estate items. The specifics are set forth in the staff summaries and documentation filed with the meeting materials. Board member Jonathan Ballan abstained from the vote on item # 1 below.

New York City Transit

1. Sale to the City of New York property located at 234 East 127th Street (Block 1791, Lot 25), Manhattan, N.Y.
2. Lease agreement with Sheplrub Realty LLC for swing room for bus operators and dispatchers located at 2106 Avenue U, Brooklyn, N.Y.

Metro-North Railroad

3. Lease agreement with Jerry's Seafood Connection Inc., d/b/a Pescatore Seafood Company for retail and storage space (MKT-27/28 and Storage Space BS-08) located in the Grand Central Market, Grand Central Terminal, Manhattan, N.Y.
4. Acquisition from Sanford Gold & Lyn Lubliner of property located at 95 Virginia Road, Hamlet of North White Plains, Town of North Castle, N.Y.

5. **CHIEF FINANCIAL OFFICER PRESENTATION ON MTA 2016 FINAL PROPOSED BUDGET AND NOVEMBER FINANCIAL PLAN 2016-2019.**

Chairman Prendergast introduced MTA Chief Financial Officer Robert Foran, who presented the MTA 2016 Final Proposed Budget and November Financial Plan for 2016-2019. Chairman Prendergast noted that the November presentation was for informational purposes only and that the Board would vote on the Budget materials at the December 16, 2015 Board meeting.

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. **ADJOURNMENT.** Upon motion duly made and seconded, the Board voted to adjourn the meeting at 11:07 a.m.

Respectively submitted,

Victoria Clement
Assistant Secretary

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

**2 Broadway
New York, NY 10004**

**Wednesday, November 18, 2015
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. Allen P. Cappelli
Hon. Jeffrey A. Kay
Hon. Susan Metzger
Hon. Charles G. Moerdler
Hon. John J. Molloy
Hon. Mitchell H. Pally
Hon. Lawrence Schwartz
Hon. James L. Sedore, Jr.
Hon. Polly Trottenberg
Hon. Carl V. Wortendyke**

The following members were absent:

**Hon. John H. Banks, III
Hon. Vincent Tessitore
Hon. Neal Zuckerman**

Donna Evans, Chief of Staff, Jerome F. Page, General Counsel, Robert Foran, Chief Financial Officer, Board Member Andrew Albert, Board Member Norman Brown, Board Member Ira Greenberg, James Ferrara, Interim President, NYCTA, Patrick Nowakowski, President, Long Island Rail Road, Joseph Giulietti, President, Metro-North Rail Road, Donald Spero, Acting President, TBTA, Darryl Irick, SVP, NYCT DoB/President, MTA Bus Company, Michael Horodniceanu, President, MTA Capital Construction, and Robert Marino, Manager, Government and Community Relations, NYCT, also attended the meeting.

1. CHAIRMAN PRENDERGAST CALLED THE MEETING TO ORDER

2. PUBLIC COMMENT PERIOD

10 public speakers addressed MTA NYC Transit/MTA Bus issues. The 10 speakers listed below spoke about issues relating to the terms and conditions of employment by Global Contract Services, LLC, a vendor under contract with MTA NYC Transit to provide certain Access-A-Ride services.

Germaine Lewis
Robert Brown
Edwin Goodman
Christian Smith
Dylan Valle
Ester Motta
Kith Hodges
Sharmaine Smith
Kecia McFadden
Sandra Lennon

Please refer to the video recording of the meeting produced by the MTA and maintained in MTA records for details of the speakers' statements.

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/Staten Island Rapid Transit Operating Authority/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 Rapid Transit Operating Authority, and MTA Bus Company held on October 28, 2015.

5. COMMITTEE ON FINANCE

Real Estate Items:

MTA NYC Transit: Upon motion duly made and seconded, the Board approved: (i) the sale of property located at 234 East 127th Street, Manhattan, Block 1791, Lot 25, to the City of New York; and (ii) a lease agreement with Shepelrub Realty, LLC for a swing room at 2106 Avenue U, Brooklyn, New York.

Board Member Jonathan Ballan abstained from the vote on the first real estate item relating to the sale of property located at 234 East 127th Street (listed on pp. 38-39 of the Board book).

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

Action Items:

ASHREA Level II Energy Audits: Upon motion duly made and seconded, the Board authorized the performance of energy audits in MTA NYC Transit's Department of Subways maintenance facilities, utilizing the services of the New York Power Authority, consistent with the MTA/NYPA Energy Services Program Agreement approved by the Board in December 2005.

Procurements:

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

Board Member Polly Trottenberg voted in opposition to the proposed procurement relating to the purchase and delivery of articulated diesel buses, listed in Schedule C, Section 1.2 of the Board book (pp. 52-54).

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 MTA NYC Transit /Staten Island Rapid Transit Operating Authority/MTA Bus Company.

7. CHIEF FINANCIAL OFFICER PRESENTATION ON MTA 2016 FINAL PROPOSED BUDGET AND NOVEMBER FINANCIAL PLAN 2016-2019.

Chairman Prendergast introduced MTA Chief Financial Officer Robert Foran, who presented the MTA 2016 Final Proposed Budget and November Financial Plan for 2016-2019. Chairman Prendergast noted that the November presentation was for informational purposes only and that the Board would vote on the Budget materials at the December 16, 2015 Board meeting.

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

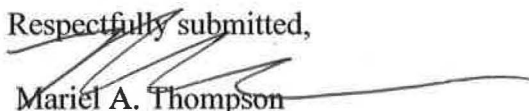
Following the presentation made by the Chief Financial Officer, Chairman Prendergast thanked Mr. Foran and invited Board discussion concerning the proposed budget and the financial plan.

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.

8. **ADJOURNMENT**

Upon motion duly made and seconded, the Board voted to adjourn the meeting at 11:07 a.m.

Respectfully submitted,


Mariel A. Thompson
Assistant Secretary

Minutes of the Regular Meeting
Metro-North Commuter Railroad Company
2 Broadway – 20th Floor
New York, NY 10004

Wednesday, November 18, 2015
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. Allen P. Cappelli
Hon. Jeffrey A. Kay
Hon. Susan Metzger
Hon. Charles G. Moerdler
Hon. John J. Molloy
Hon. Mitchell H. Pally
Hon. Lawrence Schwartz
Hon. James L. Sedore, Jr.
Hon. Polly Trottenberg
Hon. Carl V. Wortendyke

The following members were absent:

Hon. John H. Banks, III
Hon. Vincent Tessitore
Hon. Neal Zuckerman

Board Member Andrew Albert, Board Member Norman Brown, Board Member Ira Greenberg and Joseph J. Giulietti, President, Metro-North Railroad also attended the meeting as did various other agency presidents and staff, including, James Ferrara, Interim President, NYCTA, Patrick Nowakowski, President, Long Island Rail Road, Donald Spero, Acting President, TBTA, Darryl Irick, SVP, NYCT DoB/President, MTA Bus Company, Michael Horodniceanu, President, MTA Capital Construction, Susan Sarch, Metro-North Acting General Counsel, Donna Evans, MTA Chief of Staff, Jerome F. Page, MTA General Counsel, Robert Foran, MTA Chief Financial Officer and Robert Marino, Manager, Government and Community Relations, NYCT.

Chairman Prendergast called the meeting to order.

1. Public Speakers:

There were 10 public speakers, none of whom spoke on Metro-North agenda items. The details of the speakers' comments are contained in the video recording of the meeting, produced

by the MTA and maintained in MTA records, and in the minutes of the other agencies of this date, which recording includes discussions related to comments made by public speakers.

2. Chairman's Opening Remarks:

Chairman Prendergast acknowledged the horrific attacks in Paris and he extended thoughts and prayers to the city of Paris and everyone affected by the attacks.

The Chairman stated that while there have been no specific threats to the MTA system related to the attacks, security efforts have been stepped up in order to provide heightened protection across MTA agencies. Chairman Prendergast reminded the MTA customers to stay alert and report any suspicious activity to an MTA employee.

Chairman Prendergast honored Frank Gurrera, a World War II veteran serving in the U.S. armed forces and MTA's longest-serving active employee, serving as a highly skilled machinist making specialized train parts at NYCT Coney Island maintenance shop. The Chairman praised Mr. Gurrera for his more than forty-five years of extraordinary service to the MTA family and for his service in the U.S. armed forces. The Chairman presented Mr. Gurrera with a plaque in recognition of his service to MTA and to the country.

Chairman Prendergast announced that toward the end of the meeting, Robert Foran, Chief Financial Officer, would give a presentation on the Financial Plan.

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

3. Approval of Minutes:

Upon motion duly made and seconded, the minutes of the Regular Board Meeting of October 28, 2015 were approved.

4. Committee on Finance:

Information Items:

The Board was presented with the following information item that relates to Metro-North:

- 2014-2015 Station Maintenance Receivable

Procurements:

The Board was presented with the following competitive procurement recommended to it by the Committee on Finance that relates to Metro-North:

- Approval of six competitively negotiated, personal service contracts for transportation planning research services on an as-needed basis for a period of 48 months from December 1, 2015 to November 30, 2019.

Upon motion duly made and seconded, the Board approved the foregoing procurement item, the details of which are contained in the minutes of the MTA Board meeting held this day, staff summaries and reports filed with those minutes and in the video recording of the meeting, produced by the MTA and maintained in MTA records.

Real Estate Items:

The Board was presented with the following real estate items recommended to it by the Committee on Finance that relate to Metro-North:

- Lease Jerry's Seafood Connection, Inc., d/b/a Pescatore Seafood Company for a fresh fish and seafood store in retained space MKT 27/28 in the Grand Central Market at Grand Central Terminal.
- Acquisition of property at 95 Virginia Road contiguous to the North White Plains Yard located in the Town of North Castle, New York.

Upon motion duly made and seconded, the Board approved the foregoing real estate items. The details of the above items are contained in the minutes of the MTA Board meeting held this day, staff summaries filed with those minutes and in the video recording of the meeting, produced by the MTA and maintained in MTA records.

5. Committee on Metro-North Railroad:

Procurements:

The Board was presented with the following non-competitive procurements recommended to it by the Committee on Metro-North Railroad Operations:

- Approval of a five-year, negotiated miscellaneous service agreement with Koni North America, the Original Equipment Manufacturer and sole authorized repair facility, for the repair and return of horizontal, vertical, and lateral dampers for the Metro-North Genesis Locomotive and M-7 fleets.
- Approval for additional funding in the not to exceed amount of \$1,007,516 to Transportation Technology Center, Inc. for additional technical and track testing assistance throughout Metro-North's territory.

The Board was presented with the following competitive procurements recommended to it by the Committee on Metro-North Railroad Operations:

- Approval requested to award a five-year competitively negotiated, miscellaneous service contract to Carrier Corporation to provide preventative maintenance services for two absorption units located in Grand Central Terminal.

- Approval to award a three-year competitively solicited, miscellaneous service contract to Capus Automation Services, Inc. to provide semiannual preventative maintenance, inspection and emergency repairs to various types of vertical lift machines located at Metro-North maintenance and warehouse facilities in New York and Connecticut.
- Approval to award a three-year competitively solicited, miscellaneous service contract to Chem Treat, Inc. to provide chemical and treatment evaluation services on 13 boilers located throughout the Metro-North territory.
- Approval to award a three-year competitively solicited, miscellaneous service contract to AKA Pest Control, Inc., d/b/a Bye-Bye Birdie to provide inspection and maintenance services for bird control netting repair services at various locations throughout the Metro-North territory.

Upon motion duly made and seconded, the Board approved the foregoing procurement items. The details of the above items are contained in staff summaries and reports filed with the records of this meeting and in the video recording of the meeting produced by the MTA and maintained in the MTA records.

6. CFO Presentation on the MTA 2016 Final Proposed Budget and November Financial Plan 2016-2019

Chairman Prendergast introduced MTA Chief Financial Officer Robert Foran, who presented the MTA 2016 Final Proposed Budget and November Financial Plan for 2016-2019. Chairman Prendergast noted that the November presentation was for informational purposes and that the Board would vote on the Budget materials at the December 16, 2015 Board meeting.

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 and Board members' comments with respect thereto are included in the videotape of the meeting produced by the MTA and maintained in MTA records.

7. Adjournment:

Upon motion duly made and seconded, the Board voted to adjourn the meeting at 11:07 a.m.

Respectfully submitted,



Linda Montanino
Assistant Secretary

Minutes of the Regular Board Meeting
Long Island Rail Road Company
2 Broadway
New York, NY 10004
Wednesday, November 18, 2015
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. Allen P. Cappelli
Hon. Jeffrey A. Kay
Hon. Susan Metzger
Hon. Charles G. Moerdler
Hon. John J. Molloy
Hon. Mitchell H. Pally
Hon. Lawrence Schwartz
Hon. James L. Sedore, Jr.
Hon. Polly Trottenberg
Hon. Carl V. Wortendyke

The following members were absent:

Hon. John H. Banks, III
Hon. Vincent Tessitore
Hon. Neal Zuckerman

Donna Evans, Chief of Staff, Jerome F. Page, General Counsel, Robert Foran, Chief Financial Officer, Board Member Andrew Albert, Board Member Norman Brown, Board Member Ira Greenberg, James Ferrara, Interim President, NYCTA, Patrick Nowakowski, President, Long Island Rail Road, Joseph Giuliatti, President, Metro-North Railroad, Donald Spero, Acting President, TBTA, Darryl Irick, SVP, NYCT DoB/President, MTA Bus Company, Michael Horodniceanu, President, MTA Capital Construction, and Robert Marino, Manager, Government and Community Relations, NYCT, also attended the meeting.

Chairman Prendergast called the meeting to order.

1. Public Speakers:

There were 10 public speakers, none of whom spoke on LIRR agenda items. The details of the speakers' comments are contained in the video recording of the meeting, produced by the Metropolitan Transportation Authority (MTA) and maintained in MTA records, and in the minutes of the other Agencies of this date.

2. Chairman's Remarks:

Chairman Prendergast acknowledged the horrific attacks in Paris and he extended thoughts and prayers to the city of Paris and everyone affected by the attacks.

The Chairman stated that while there have been no specific threats to the MTA system related to the attacks, security efforts have been stepped up in order to provide heightened protection across MTA agencies. Chairman Prendergast reminded the MTA customers to stay alert and report any suspicious activity to an MTA employee.

Chairman Prendergast honored Frank Gurrera, a World War II veteran serving in the U.S. armed forces and MTA's longest-serving active employee, serving as a highly skilled machinist making specialized train parts at NYCT Coney Island maintenance shop. The Chairman praised Mr. Gurrera for his more than forty-five years of extraordinary service to the MTA family and for his service in the U.S. armed forces. The Chairman presented Mr. Gurrera with a plaque in recognition of his service to MTA and to the country.

Chairman Prendergast announced that toward the end of the meeting, Robert Foran, Chief Financial Officer, would give a presentation on the Financial Plan.

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

3. Approval of Minutes:

Upon motion duly made and seconded, the minutes of the Regular Board Meeting of October 28, 2015 were approved.

4. Committee on Finance:

Information Items:

The Board was presented with the following information item that relates to Long Island Rail Road:

- 2014-2015 Station Maintenance Receivable

Procurements:

The Board was presented with the following competitive procurement recommended to it by the Committee on Finance that relates to Long Island Rail Road:

- Approval of six competitively negotiated, personal service contracts for transportation planning research services on an as-needed basis for a period of 48 months from December 1, 2015 to November 30, 2019.

Upon motion duly made and seconded, the Board approved the foregoing procurement item, the details of which are contained in the minutes of the MTA Board meeting held this day, the staff summary and reports filed with those minutes and in the video recording of the meeting, produced by the MTA and maintained in MTA records.

5. Committee on Long Island Rail Road:

Procurements:

- Ansaldo STS USA, Inc. – Approval to award a contract to Ansaldo STS USA, Inc. in the amount of \$8,949,500 for the base work plus \$146,000 for optional training to replace the existing signal system along the Long Beach Branch.
- Myers Controlled Power, LLC – Approval to award a contract to Myers Controlled Power, LLC for the lump sum price of \$6,421,439 to furnish a prefabricated traction power system needed to replace one existing substation located at Long Beach.
- ARAMARK Uniform Services, a division of ARAMARK Uniform & Career Apparel, LLC – Approval to award a competitively bid, three-year Miscellaneous Service contract to ARAMARK, in the not-to-exceed amount of \$79,290 for the furnishing and weekly cleaning of walk-off mats at various LIRR locations in support of Stations Operations.

MTA Capital Construction Procurements:

- Ratification to a modification to Contract No. CM006 to increase the allowance under Bid Item No. 5 for the Remediation of the Existing Structures Work in the amount of \$4,282,776.

Upon motion duly made and seconded, the Board approved the foregoing procurement items, the details of which are contained in the minutes of the MTA Board meeting held this day, staff summaries and reports filed with those minutes and in the video recording of the meeting, produced by the MTA and maintained in MTA records.

6. CFO Presentation on the MTA 2016 Final Proposed Budget and November Financial Plan 2016-2019

Chairman Prendergast introduced MTA Chief Financial Officer Robert Foran, who presented the MTA 2016 Final Proposed Budget and November Financial Plan for 2016-2019. Chairman Prendergast noted that the November presentation was for informational purposes and that the Board would vote on the Budget materials at the December 16, 2015 Board meeting.

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

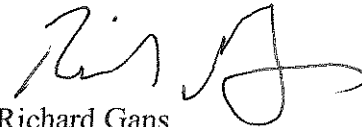
Following the presentation made by the Chief Financial Officer, Chairman Prendergast thanked Mr. Foran and invited Board discussion concerning the proposed budget and the financial plan.

The details of the presentation and Board members' comments with respect thereto are included in the videotape of the meeting produced by the MTA and maintained in MTA records.

7. Adjournment:

Upon motion duly made and seconded, the Board voted to adjourn the meeting at 11:07 a.m.

Respectfully submitted,

A handwritten signature in black ink, appearing to read 'Richard Gans', written in a cursive style.

Richard Gans
Secretary

TRIBOROUGH BRIDGE AND TUNNEL AUTHORITY

BOARD MINUTES

November18, 2015

Minutes of the Regular Meeting
Triborough Bridge and Tunnel Authority
November 18, 2015

Meeting Held at
2 Broadway, 20th Floor
New York, New York 10004

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. Allen P. Cappelli
Hon. Jeffrey A. Kay
Hon. Susan Metzger
Hon. Charles G. Moerdler
Hon. John J. Molloy
Hon. Mitchell H. Pally
Hon. Lawrence Schwartz
Hon. James L. Sedore, Jr.
Hon. Polly Trottenberg
Hon. Carl V. Wortendyke

The following members were absent:

Hon. John H. Banks, III
Hon. Vincent Tessitore
Hon. Neal Zuckerman

Donna Evans, Chief of Staff, Jerome F. Page, General Counsel, Robert Foran, Chief Financial Officer, Board Member Andrew Albert, Board Member Norman Brown, Board Member Ira Greenberg, James Ferrara, Interim President, New York City Transit, Patrick Nowakowski, President, Long Island Rail Road, Joseph J. Giulietti, President, Metro-North Railroad, Donald Spero, Acting President, Triborough Bridge and Tunnel Authority, Darryl Irick, Senior Vice President, New York City Transit Department of Buses/President, MTA Bus Company, Michael Horodniceanu, President, MTA Capital Construction, and Robert Marino, Manager, Government and Community Relations, New York City Transit, also attended the meeting.

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

1. Public Speakers

There were ten (10) 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 Metropolitan Transportation Authority and maintained in MTA records, and to the other agencies' minutes 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 by acknowledging the horrific attacks in Paris and that, while there has been no specific threats to the system, security efforts have been stepped up in order to provide heightened protection across MTA's agencies. He then honored Frank Gurrera, Car Maintainer B, who is 91 years old, a World War II veteran and has been an active employee for over 45 years. Chairman and CEO Prendergast provided an update on the ongoing review of Global Contract Services, the contractor that runs the Access-A-Ride call center in Long Island City. Finally, Chairman and CEO Prendergast concluded his remarks by stating that MTA Chief Financial Officer Robert Foran will be presenting the 2016 Final Proposed Budget and November Financial Plan 2016 to 2019.

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 October 28, 2015

Upon a motion duly made and seconded, the minutes of the Regular Board Meeting held on October 28, 2015 were approved.

4. Committee on MTA Bridges and Tunnels Operations

Procurements

Commissioner Cappelli stated that there are two (2) procurements totaling \$782,000.00.

Non-Competitive Procurements

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

Competitive Procurements

Commissioner Cappelli stated that there are two (2) competitive procurements totaling \$782,000.00.

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

Competitive Procurements

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

Contractors to be Determined

Contract Nos. HH-89; RK-21; BW-39/RK-60 and TU-MIT-01

Cost to be Determined

Requesting Board approval under the All Agency Procurement Guidelines to authorize B&T to enter into a competitive Request for Proposal (RFP) process for Design/Build Services in lieu of sealed

competitive bids for four projects in the Authority's 2010-2014 Sandy Resiliency Capital Program and the recently approved 2015-2019 Capital Program.

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

Weidlinger Associates, Inc.	Contract No. PSC-13-2927	\$781,837.24
	Amend contract for additional funding to provide construction support services (CSS) to support the construction phase of Project TN-60 at the Throgs Neck Bridge.	

Ratifications

Commissioner Cappelli stated that there are no ratifications.

5. MTA 2016 Final Proposed Budget and November Financial Plan 2016-2019

MTA Chief Financial Officer Robert Foran presented and discussed the MTA's 2016 Final Proposed Budget and November Financial Plan for 2016 through 2019. 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.

6. Adjournment

Upon a motion duly made and seconded, the Board unanimously voted to adjourn the meeting at 11:07 a.m.

Respectfully submitted,



Julia R. Christ
Acting Assistant Secretary

**Regular Board Meeting
MTA Capital Construction Company
2 Broadway
New York, NY 10004
Wednesday, November 18, 2015
10:00 AM**

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. Allen P. Cappelli
Hon. Jeffrey A. Kay
Hon. Susan Metzger
Hon. Charles G. Moerdler
Hon. John J. Molloy
Hon. Mitchell H. Pally
Hon. Lawrence Schwartz
Hon. James L. Sedore, Jr.
Hon. Polly Trottenberg
Hon. Carl V. Wortendyke

The following members were absent:

Hon. John H. Banks, III
Hon. Vincent Tessitore
Hon. Neal Zuckerman

Board Member Andrew Albert, Board Member Norman Brown, Board Member Ira Greenberg and Michael Horodniceanu, President, MTA Capital Construction Company also attended the meeting as did various other agency presidents and staff including: Donna Evans, Chief of Staff, MTA, Jerome F. Page, General Counsel, MTA, Robert Foran, Chief Financial Officer, MTA, James Ferrara, Interim President, NYCTA, Patrick Nowakowski, President, Long Island Rail Road, Joseph Giulietti, President, Metro-North Railroad, Donald Spero, Acting President, TBTA, Darryl Irick, SVP, NYCT DoB/President, MTA Bus Company, Evan M. Eisland, Sr. Vice President, General Counsel and Secretary, MTA Capital Construction Company, David K. Cannon, Sr. Director, Chief Procurement Officer and Assistant Secretary, MTA Capital Construction Company and Robert Marino, Manager, Government and Community Relations, NYCT.

The Board of the Metropolitan Transportation Authority 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 Prendergast called the meeting to order.

Public Comment Period

There were ten public speakers none of whom spoke on matters concerning the MTA Capital Construction Company. The names and remarks of the speakers are noted and filed with the minutes of the Regular Meeting of the Board of the Metropolitan Transportation Authority held on November 18, 2015.

Chairman's Remarks

The Chairman's remarks are noted in the minutes of the Regular Meeting of the Board of the Metropolitan Transportation Authority held on November 18, 2015.

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 and the MTA Capital Construction Company held on October 28, 2015.

Committee on New York City Transit and Bus

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

1. A modification to the Second Avenue Subway Project's 96th St. Station Finishes contract (C-26010) in the amount of \$3,750,000 to address the acceleration of surface restoration contract work between 96th and 105th Streets.
2. A modification to the Second Avenue Subway Project's 86th Street Station Cavern, Mining and Heavy Civil Structure contract (C-26008) for changes to the excavation plan at the south end of the 86th St. Station due to a differing site condition.

A copy of the Resolution, Staff Summaries and details of the above items are filed with the records of the Regular Meeting of the Board of the Metropolitan Transportation Authority held on November 18, 2015.

Committee on Long Island Rail Road

Procurement

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

A modification to the East Side Access Project's Manhattan North Structures contract (CM006) in the amount of \$4,282,776 to increase the allowance under Bid Item No. 5 for the remediation of existing structures work.

A copy of the Resolution, Staff Summary and details of the above item is filed with the records of the Regular Meeting of the Board of the Metropolitan Transportation Authority held on November 18, 2015.

Other Business

Presentation on MTA 2016 Final Proposed Budget and November Financial Plan 2016-2019

Robert Foran, MTA's Chief Financial Officer presented the MTA's 2016 Final Proposed Budget and November Financial Plan for the 2016 - 2019 Capital Program. A discussion among the Board members followed.

The Board members remarks are more fully noted in the minutes of the Regular Meeting of the Board of the Metropolitan Transportation Authority held on November 18, 2015.

A copy of the of the 2016 Final Proposed Budget and the 2016 – 2019 Financial Plan are filed with the records of the Regular Meeting of the Board of the Metropolitan Transportation Authority held on November 18, 2015.

Adjournment


Upon motion duly made and seconded, the Board voted to adjourn the public meeting at 11:07 a.m.



Respectfully submitted,



David K. Cannon
Assistant Secretary

Staff Summary

Subject MTA and TBTA Reimbursement for Federal Tax purposes	Date December 16, 2015
Department Chief Financial Officer	Vendor Name
Department Head Name Robert E. Foran, Chief Financial Officer	Contract Number
Department Head Signature 	Contract Manager Name
Project Manager Name Josiane Codio, Director of Treasury	Table of Contents Ref #

Board Action						Internal Approvals			
Order	To	Date	Approval	Info	Other	Order	Approval	Order	Approval
	Finance Comm.	12/14	X			1	Legal 	2	Chief of Staff 
	Board	12/16	X						

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.

PURPOSE:

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 Staten Island Rapid Transit Operating Authority, 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 2016 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 (CPRB), including, particularly, the 2000-2004 Transit and Commuter Capital Program, the 2005-2009 Transit and Commuter Capital Program, the 2010-2014 Transit and Commuter Capital Program, and will include the 2015-2019 Transit and Commuter Capital Program when approved by the CPRB, 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, the 2015-2019 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 2016 by the MTA and TBTA Boards of subsequent reimbursement resolutions.

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, and expects to reimburse expenditures made from other sources with proceeds 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 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 2016 (whether directly or as a reimbursement) is \$2,700 million (plus associated financing costs); and

RESOLVED, that this Resolution shall take effect immediately.

December 16, 2015

RESOLUTION

WHEREAS, Triborough Bridge and Tunnel Authority (“MTA Bridges 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 Bridges and Tunnels desires to finance the Project through the issuance of tax-exempt debt and other sources as described in the approved capital programs, and expects to reimburse expenditures made from other sources with proceeds 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

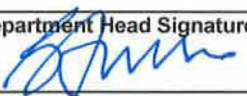

RESOLVED, that the expenditures in connection with the Project to be reimbursed pursuant to this Resolution have been incurred and paid not more than 60 days prior to the date hereof or will be incurred and paid after the date hereof in connection with the Project; and

RESOLVED, that MTA Bridges 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 Bridges and Tunnels subsequent to the date hereof to pay MTA Bridges and Tunnels Project expenditures in 2016 (whether directly or as a reimbursement) is \$300 million (plus associated financing costs); and

RESOLVED, that this Resolution shall take effect immediately.



December 16, 2015

Staff Summary

Subject
Authorization to Issue New Money Transportation Revenue Bond Anticipation Notes, Transportation Revenue Bonds, Dedicated Tax Fund Bond Anticipation Notes, 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 16, 2015
Vendor Name
Contract Number
Contract Manager Name
Table of Contents Ref #

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance Comm.	12/14	X		
2	Board	12/16	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 bond anticipation notes (BANs) and bonds to finance up to \$2,500 million of capital projects set forth in approved transit and commuter capital programs, \$200 million for the proposed 2015 – 2019 transit and commuter capital program, and to issue up to \$300 million of new money bonds to finance capital projects set forth in 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 note and bond issue and planned note and bond issues.

DISCUSSION:

MTA and TBTA Board approval is sought for the following resolutions, documents and activities in connection with the issuance of bonds and/or bond anticipation notes in an aggregate principal amount necessary to finance up to \$3.0 billion of capital projects of the transit and commuter systems and MTA Bridges & Tunnels set forth in approved capital programs:

- Separate Supplemental Resolutions authorizing Transportation Revenue Bonds (TRB Bonds) and Transportation Revenue BANs (TRB BANs), including providing for the following:
 - The issuance of TRB BANs and TRB Bonds under the General Resolution Authorizing Transportation Revenue Obligations (the TRB Resolution), in one or more series from time to time, in an amount sufficient to produce net proceeds of up to \$2,700 million (reduced by Dedicated Tax Fund (DTF) Bonds or DTF BANs) necessary to finance transit or commuter capital programs, plus applicable issuance costs and any original issue discount,
 - Issuance of such TRB BANs or TRB Bonds in competitive or negotiated public sales, by direct placement or in connection with a revolving credit or other loan agreement, and
 - The issuance of TRB Bonds under the TRB Resolution in an amount sufficient to (i) retire the TRB BANs or DTF BANs when due and (ii) to finance transit or commuter capital programs, in each case plus accrued interest and applicable issuance costs and any original issue discount.

Staff Summary

- Separate Supplemental Resolutions authorizing DTF Bonds and DTF BANs, including providing for the following:
 - o The issuance of DTF BANs under the Dedicated Tax Fund Obligation Resolution (the DTF Resolution), in one or more series from time to time, in an amount sufficient to produce net proceeds of up to \$2,700 million (reduced by TRB Bonds or TRB BANs) necessary to finance transit or commuter capital programs, plus applicable issuance costs and any original issue discount,
 - o Issuance of such DTF BANs or DTF Bonds in competitive or negotiated public sales, by direct placement or in connection with a revolving credit or other loan agreement, and
 - o The issuance of DTF Bonds under the DTF Resolution in an amount sufficient to (i) retire the DTF BANs or TRB BANs when due and (ii) to finance transit or commuter capital programs, in each case plus accrued interest and applicable issuance costs and any original issue discount.
- Multiple Series 2016 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 \$300 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 as set forth in existing MTA Bridges & Tunnels capital programs, 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 \$300 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, as set forth in existing MTA Bridges & Tunnels capital programs 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 Subordinate 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 and Chief Executive Officer, the Chair of the Finance Committee, the Vice Chairman, the Chief Financial Officer or 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 Direct Purchase Agreements,
- o Revolving Credit Agreements or other Loan Agreements,
- o Official Statements and other disclosure documents,
- o Continuing Disclosure Agreements and related filings,
- o Remarketing Agreements,
- o Dealer and Broker/Dealer Agreements,
- o Issuing and Paying Agent Agreements,
- o Credit Facilities and related Parity Reimbursement Obligations and Parity Debt,
- o Related Subordinated Contract Obligations, and
- o Investment Agreements.

Staff Summary

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 MTA and TBTA 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. The authorization to issue the bonds and take other related actions hereunder shall continue in effect without any further action by the MTA and TBTA Boards until the adoption by the MTA and TBTA Boards of subsequent bond supplemental resolutions relating to 2017 note and bond issues (except that bonds may still be issued to refinance 2016 BANs outstanding at any time) unless (a) the MTA and TBTA 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.

METROPOLITAN TRANSPORTATION AUTHORITY

**MULTIPLE SERIES 2016 BOND ANTICIPATION NOTES
AND RELATED SUBORDINATED INDEBTEDNESS
TRANSPORTATION REVENUE BOND SUPPLEMENTAL RESOLUTION**

Adopted December 16, 2015

**MULTIPLE SERIES 2016 BOND ANTICIPATION NOTES AND
RELATED SUBORDINATED INDEBTEDNESS
TRANSPORTATION REVENUE BOND SUPPLEMENTAL RESOLUTION**

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

**ARTICLE I
DEFINITIONS AND STATUTORY AUTHORITY**

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

SECTION 1.02. Definitions.

1. All terms which are defined in Section 101 of the Resolution shall have the same meanings, respectively, in this Multiple Series 2016 Bond Anticipation Notes and Related Subordinated Indebtedness General Revenue Bond Supplemental Resolution (hereinafter referred to as the “Supplemental Resolution”) as such terms are given in said Section 101 of the Resolution.

2. In this Supplemental Resolution:

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

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

“Bond Counsel” shall mean Nixon Peabody LLP, Orrick, Herrington & Sutcliffe LLP, D. Seaton and Associates, P.A., P.C., Bryant Rabbino 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.

“Noteholder”, “Holder” or “Holder of Notes”, or any similar term, means any person who shall be the registered owner of any Outstanding Series 2016 Note or Notes.

“Notice of Sale” shall mean the form of Notice of Sale to be distributed with the Preliminary Official Statement, hereinafter defined, and published in the event of a competitive sale of the Series 2016 Notes.

“Series 2016 Bonds” shall mean the Transportation Revenue Bonds, Series 2016, authorized by Article II of the Resolution and pursuant to a resolution of the Issuer adopted as of the date that this resolution is adopted.

“Series 2016 Notes” shall mean the Transportation Revenue Bond Anticipation Notes, Series 2016, authorized to be issued, in accordance with Section A-203 of the Standard Resolution Provisions, pursuant to this Supplemental Resolution.

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

ARTICLE II AUTHORIZATION OF SERIES 2016 NOTES

SECTION 2.01. Principal Amount, Designation and Series. In accordance with the provisions of the Resolution, one or more Series of Transportation Revenue Bond Anticipation Notes constituting Obligation Anticipation Notes under the Resolution (which may be issued in one or more Series or subseries and from time to time, which for purposes of this Supplemental Resolution shall collectively be referred to herein as the “Series 2016 Notes”, subject to redesignation as hereinafter provided) and entitled to the benefit, protection and security of this Supplemental Resolution are hereby authorized to be issued in an aggregate principal amount not exceeding 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 Series 2016 Note 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 Series 2016 Notes), shall not exceed \$2,700 million at any one time Outstanding reduced by the sum of (1) the amount of bond anticipation notes (the “DTF Series 2016 Notes”) issued under the Metropolitan Transportation Authority Multiple Series 2016 Bond Anticipation Notes and Related Subordinated Indebtedness Dedicated Tax Fund Bond Supplemental Resolution, adopted December 16, 2015, (2) the amount of bonds (the “DTF Series 2016 Bonds”) issued under the Metropolitan Transportation Authority Multiple Series 2016 Dedicated Tax Fund Bond Supplemental Resolution, adopted December 16, 2015 (but, for purposes of clarification, not including both the DTF Series 2016 Notes and/or the Series 2016 Notes and DTF Series 2016 Bonds issued thereunder to refinance DTF Series 2016 Notes and/or Series 2016 Notes), and (3) the amount of bonds issued under the Metropolitan Transportation Authority Multiple Series 2016 Transportation Revenue Bond Supplemental Resolution, adopted December 16, 2015 (but, for purposes of clarification, not including both the DTF Series 2016 Notes and/or the Series 2016 Notes and Series 2016 Bonds issued thereunder to refinance DTF Series 2016 Notes and/or Series 2016 Notes). The Series 2016 Notes may be issued in the form of a loan agreement, line of credit, revolving credit agreement or similar facility (each, a “Loan Facility”). For all purposes of this Section such Transportation Revenue Bond Anticipation Notes shall be

designated as, and shall be distinguished from the Transportation Revenue Bond Anticipation Notes of all other Series by the title, "Transportation Revenue Bond Anticipation Notes, Series 2016", with such further or different designations as may be provided in any Certificate of Determination.

The authority to issue Obligation Anticipation Notes and take related actions granted under previous resolutions of the Issuer shall continue in full force and effect. The authorization to issue the Series 2016 Notes shall continue in effect until the adoption by the Issuer's Board of a subsequent new money note issuance supplemental resolution relating to 2017 new money financings, provided, however, the authorization to issue the DTF Series 2016 Bonds and the Series 2016 Bonds to refinance the DTF Series 2016 Notes and the Series 2016 Notes authorized hereunder shall continue in effect until all of such DTF Series 2016 Notes and Series 2016 Notes have been refinanced by DTF Series 2016 Bonds and/or Series 2016 Bonds.

SECTION 2.02. Use of Proceeds. The proceeds of the Series 2016 Notes shall be used only for the purposes set forth in one or more Certificates of Determination and may include (i) the payment of all or any part of the Capital Costs, including Costs of Issuance related to the Series 2016 Notes and (ii) the payment of the principal and interest of Outstanding Series 2016 Notes or DTF Series 2016 Notes.

SECTION 2.03. Date, Maturity and Interest for Series 2016 Notes; Redemption. The Series 2016 Notes shall be dated the date or dates determined in any Certificate of Determination. The Series 2016 Notes shall mature on the date or dates and in the principal amount or amounts, and shall bear interest at the rate or rates per annum, if any, determined in any Certificate of Determination. Except as otherwise provided in any Certificate of Determination, the Series 2016 Notes shall not be subject to redemption prior to maturity.

SECTION 2.04. Interest Payments. The Series 2016 Notes shall bear interest from the dates determined in any Certificate of Determination, payable on such date or dates as may be determined pursuant to any Certificate of Determination. Except as otherwise provided in any Certificate of Determination, interest on the Series 2016 Notes shall be computed on the basis of twelve 30-day months and a 360-day year.

SECTION 2.05. Denominations, Numbers and Letters. Unless otherwise provided in any Certificate of Determination, the Series 2016 Notes shall be issuable in fully registered form in the denomination of \$5,000 or any integral multiple thereof. The Series 2016 Notes shall be numbered and lettered 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, the principal and Redemption Price of the Series 2016 Notes shall be payable to the registered owner of each Series 2016 Note when due upon presentation of such Series 2016 Note at the principal corporate trust office of the Trustee. Except as otherwise provided in any Certificate of Determination, interest on the registered Series 2016 Notes will be paid by check or draft mailed on the interest payment date by Paying Agent to the registered owner at his address as it appears on the registration records or, at the option of any Holder of at least one million dollars (\$1,000,000) in principal amount of the Series 2016 Notes, by wire transfer in immediately available funds on each interest payment date

to such Holder thereof upon written notice from such Holder to the Trustee, at such address as the Trustee may from time to time notify such Holder, containing the wire transfer address (which shall be in the continental United States) to which such Holder wishes to have such wire directed, if such written notice is received not less than twenty (20) days prior to the related interest payment date (such notice may refer to multiple interest payments).

SECTION 2.07. Sources of Payment

1. The principal of and interest on the Series 2016 Notes shall be payable solely from (i) the proceeds of any other Series 2016 Notes or DTF Series 2016 Notes, (ii) the proceeds of the Series 2016 Bonds or DTF Series 2016 Bonds, and (iii) the proceeds of notes or other evidences of indebtedness or any other amounts, in each case if and to the extent such amounts may lawfully be used to make such payments. The interest on the Series 2016 Notes is also payable from amounts available for transfer pursuant to Section 504(b) and Section 505.3 of the Resolution for the payment of Subordinated Indebtedness.

2. There are hereby pledged to the payment of principal and interest on the Series 2016 Notes the proceeds of the Series 2016 Bonds or DTF Series 2016 Bonds issued to refinance such Series 2016 Notes, and such pledge has priority over any other pledge thereof created by the Resolution, including Section 501. There is hereby pledged to the payment of interest on the Series 2016 Notes amounts available for transfer pursuant to Section 504(b) and Section 505.3 of the Resolution for the payment of Subordinated Indebtedness in accordance with and subject to the limitations contained in Section 506 of the Resolution.

SECTION 2.08. Delegation to an Authorized Officer.

1. There is hereby delegated to each Authorized Officer, subject to the limitations contained in this Supplemental Resolution, the following powers with respect to the Series 2016 Notes:

(a) to determine whether and when to issue any Series 2016 Notes, the amount of the Series 2016 Notes to be applied to pay Capital Costs or other uses as provided in Section 2.02 and the amount of the proceeds of the Series 2016 Notes estimated to be necessary to pay the Costs of Issuance of the Series 2016 Notes;

(b) to determine the purposes or purposes for which the Series 2016 Notes 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 amount of the Series 2016 Notes to be issued, which principal amount shall not exceed the amount described in Section 2.01 of this Supplemental Resolution, and whether such Series 2016 Notes shall be issued in one or more Series or subseries;

(d) to determine the maturity date and principal amount of each maturity of the Series 2016 Notes; provided that the Series 2016 Notes shall mature no later than five years after the date of issuance of such Series 2016 Notes;

(e) to determine the date or dates which the Series 2016 Notes shall be dated and the interest rate or rates of the Series 2016 Notes, provided that the true interest cost (as calculated by the officers of the Issuer executing any Certificate of Determination, which calculation shall be conclusive) on the Series 2016 Notes bearing a fixed rate of interest shall not exceed 4.00% per annum and for Series 2016 notes bearing interest at a variable interest rate shall not exceed a rate equal to SIFMA or one-month or three-month LIBOR or any short-term index generally accepted in the marketplace, in each case, plus 4.00% and any default rate or equivalent rate shall not exceed the sum of 4.00% plus either a specified prime rate or the federal funds rate;

(f) to determine the Redemption Price or Redemption Prices, if any, and the redemption terms, if any, for the Series 2016 Notes; provided, however, that if the Series 2016 Notes are to be redeemable at the election of the Issuer, the Redemption Price (except in the case of taxable Series 2016 Notes) shall not be greater than one hundred three percent (103%) of the principal amount of the Series 2016 Notes to be redeemed, plus accrued interest thereon up to but not including the date of redemption and in the case of taxable Series 2016 Notes any provisions relating to pro rata redemption and/or make-whole redemption;

(g) to determine the advisability, of conducting the sale of all or any portion of the Series 2016 Notes through competitive bidding or through a negotiated sale or a direct purchase transaction, and to determine the purchase price for the Series 2016 Notes to be paid by the purchasers pursuant to either a competitive bid process or by the purchasers referred to in the Purchase Agreement described in Section 2.09 of this Supplemental Resolution in the event the Series 2016 Notes are sold, in such officer's discretion, through a negotiated sale or a direct purchase transaction, which may include such original premium and original issue discount as shall be determined in any Certificate of Determination, provided, however, that in the case of a negotiated transaction, underwriters' discount reflected in such purchase price shall not exceed \$3.50 for each one thousand dollars (\$1,000) principal amount of the Series 2016 Notes;

(h) to determine the advisability, as compared to an unenhanced transaction, of obtaining municipal bond insurance or any other credit or liquidity facility, to determine and accept the terms and provisions and price thereof, to determine the items to be pledged to the Series 2016 Notes from those permitted by Section A-203 of the Resolution, and to determine such other matters as the officer executing any Certificate of Determination shall consider necessary or appropriate and to effect such determinations by making any changes in or additions to this Supplemental Resolution required by bond insurers or the provider of any other credit or liquidity facility, if any, or required by the bond rating agencies in order to attain or maintain specific ratings on the Series 2016 Notes, or relating to the mechanism for the payment of insurance premium, credit or liquidity facility fees or direct purchase fees, notices, the provision of information, and such other matters of a technical, mechanical, procedural or descriptive nature necessary or appropriate to implement an insurance policy or any other credit or liquidity facility with respect to the Series 2016 Notes, and to make any changes in connection therewith. Such changes may include, but are not limited to, the making of any additional covenants

with Holders or other parties deemed necessary or appropriate by the officer executing any Certificate of Determination;

(i) to take all actions required for the Series 2016 Notes to be eligible under the rules and regulations of The Depository Trust Company (“DTC”) for investment and trading as uncertificated securities, to execute and deliver a standard form letter of representation with, or other form of document required by, DTC and, notwithstanding any provisions to the contrary contained in this Supplemental Resolution, to include in any Certificate of Determination such terms and provisions as may be appropriate or necessary to provide for uncertificated securities in lieu of Notes issuable in fully registered form; and

(j) to determine whether to issue all or any part of the Series 2016 Notes as Tax-Exempt Obligations or Taxable Obligations;

(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 2016 Notes;

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

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 2016 Notes are delivered from time to time, or other authority is exercised under this Supplemental Resolution from time to time and each such Certificate of Determination shall be delivered to the Trustee prior to the authentication and delivery of the respective Series or subseries of Series 2016 Notes by the Trustee or other documentation. Determinations set forth in any Certificate of Determination shall have the same effect as if set forth in this Supplemental Resolution. Any such Authorized Officer may exercise any authority delegated under this Supplemental Resolution from time to time following issuance of any Series 2016 Notes, as appropriate for any purposes, including, if any Series 2016 Notes shall consist of multiple subseries, to change the principal amounts and number of the individual subseries or to combine all subseries into a single Series, if any Series 2016 Notes consist of a single Series, to divide such Series into two or more subseries and to determine the principal amount of such subseries, obtain a substitute or additional Credit Facility, or to appoint new or additional agents or other parties deemed appropriate to a particular form or mode of Obligation or manner of sale.

SECTION 2.09. Sale of Series 2016 Notes. Each Authorized Officer is hereby authorized either (i) to sell and award all or any portion of the Series 2016 Notes through a competitive bidding process to purchasers meeting the requirements of one or more Notices of Sale (as hereinafter defined) to be published in order to give notice of the competitive sale of the Series 2016 Notes; (ii) to sell and award all or any portion of the Series 2016 Notes through a negotiated sale to the purchasers who are referred to in the note purchase agreement and who shall be selected from the then current list of approved underwriters; (iii) to sell and award all or any portion of the Series 2016 Notes through a direct sale to the financial institution or institutions selected by the Authorized Officer who shall be referred to in the continuing covenant, direct purchase or similar agreement; or (iv) to issue all or any portion of the Series 2016 Notes in the form of a Loan Facility to any financial institution or institutions selected by the Authorized Officer. Each Authorized Officer is hereby authorized to sell and award the Series 2016 Notes to the purchasers referred to in the preceding sentence in the case of a note purchase agreement, in substantially the form most recently executed or delivered by the Issuer in connection with the sale of Obligations, or, with respect to a Loan Facility or a continuing covenant, direct purchase or similar agreement, containing bank facility terms and provisions (including, without limitation, increased costs, term-out, events of default and remedies) in substantially the form set forth in a letter of credit reimbursement agreement most recently executed or delivered by the Issuer, including, if applicable, that the requirement that the Loan Facility issuer or direct purchaser offer to the Issuer a term-out provision of no less than five years, with such revisions to reflect the terms and provisions of the Series 2016 Notes as may be approved by the officer executing the note purchase, Loan Facility, continuing covenant or similar agreement (each, a “Purchase Agreement”). Each Authorized Officer is hereby authorized to agree to the selection of the representative of the underwriters or the other purchasers or facility providers 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 2016 Notes shall be conducted on a competitive bid basis, each Authorized Officer is hereby further authorized to conduct the sale and award of the Series 2016 Notes 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 2016 Notes 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 the extent required, to make public and to authorize the use and distribution by said purchasers of a Preliminary Official Statement (the “Preliminary Official Statement”), in connection with the public offering of the Series 2016 Notes, in substantially the form most recently executed or delivered by the Issuer in connection with the sale of Obligations of the Issuer, with such changes, omissions, insertions and revisions

as such Authorized Officer shall deem advisable, said distribution being conclusive evidence of the approval of such changes, omissions, insertions and revisions. The Issuer authorizes any of said officers to deliver a certification to the effect that the Preliminary Official Statement, together with such other documents, if any, described in such certificate, was deemed final as of its date for purposes of Rule 15c2-12 of the Securities and Exchange Commission.

Each Authorized Officer is hereby authorized, to the extent required, to make public and to authorize distribution of a final Official Statement in substantially the form of the Preliminary Official Statement 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 Authorized Officer shall deem advisable, to sign such Official Statement and to deliver such Official Statement to the purchasers of the Series 2016 Notes, said execution being conclusive evidence of the approval of such changes, omissions, insertions and revisions.

Notwithstanding the preceding two paragraphs, however, each Authorized Officer may make public and authorize the use and distribution of a final Official Statement in connection with the public offering of the Series 2016 Notes meeting the requirements of the preceding two paragraphs and may deem such Official Statement final as of its date for purposes of Rule 15c2-12 of the Securities and Exchange Commission.

Each Authorized Officer is hereby authorized to 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 of the Continuing Disclosure Agreement most recently executed and delivered by the Issuer in connection with the sale of Obligations, or such other form authorized by the Issuer in connection with other financings prior to the issuance of the Series 2016 Notes, with such changes, omissions, insertions and revisions as such Authorized Officer shall deem advisable (the "Continuing Disclosure Agreement"), said execution being conclusive evidence of the approval of such changes, omissions, insertions and revisions.

Each Authorized Officer (including any Assistant Secretary of the Issuer) is hereby authorized and directed to execute and deliver any and all documents and instruments and to do and cause to be done any and all acts necessary or proper for carrying out the Notice of Sale, the Purchase Agreement, the Continuing Disclosure Agreement, the terms of any municipal bond insurance or any other credit or liquidity facility, and the issuance, sale and delivery of the Series 2016 Notes, and for implementing the terms of the Series 2016 Notes and the transactions contemplated hereby or thereby.

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

SECTION 2.10. Forms of Series 2016 Notes and Authentication Certificate. The form of registered Series 2016 Notes, and the certificate of authentication, shall be of substantially the form and tenor provided in any Certificate of Determination.

SECTION 2.11. Appointment of Trustee, Paying Agent and other Agents.

There is hereby delegated to any Authorized Officer executing any Certificate of Determination the right and authority to appoint any trustee, paying agent, fiscal agent or other agent with respect to the Series 2016 Notes deemed advisable by such Authorized Officer and to determine the terms and provisions of any arrangements with any such parties.

SECTION 2.12. General Provisions.

As and to the extent provided in any Certificate of Determination, the provisions of Articles A-III, IV, A-IV, A-VII, A-IX and A-XI of the Resolution may apply equally to the Series 2016 Notes as though set forth in full herein but with each reference to Bonds being a reference to Series 2016 Notes, except as affected by the terms hereof and the procedures of the Securities Depository; provided that the Authorized Officer executing any Certificate of Determination may, in the alternative, set forth in any Certificate of Determination provisions relating to any such matters as deemed necessary or appropriate by such Authorized Officer.

ARTICLE III

DISPOSITION AND ALLOCATION OF SERIES 2016 NOTES PROCEEDS

SECTION 3.01. Disposition of Series 2016 Note Proceeds.

Except as otherwise provided in any Certificate of Determination, the proceeds of the sale of the Series 2016 Notes shall be deposited in the Series 2016 Note Proceeds Account which is hereby established in the Proceeds Fund and applied pursuant to the related Certificate of Determination to the payment of Capital Costs, including any Costs of Issuance and accrued interest, and the payment of principal and interest on Outstanding Series 2016 Notes or DTF Series 2016 Notes.

ARTICLE IV

TAX COVENANT PROVISIONS AND DEFEASANCE

SECTION 4.01. Tax Covenants Relating to the Series 2016 Notes.

The Issuer covenants that, in order to maintain the exclusion from gross income for Federal income tax purposes of the interest on the Series 2016 Notes issued as Tax-Exempt Obligations, the Issuer will satisfy, or take such actions as are necessary to cause to be satisfied, each provision of the Code necessary to maintain such exclusion. In furtherance of this covenant, the Issuer agrees to comply with such written instructions as may be provided by Bond Counsel. In furtherance of the covenant contained in the preceding sentence, the Issuer agrees to continually comply with the provisions of 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 2016 Notes 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 2016 Notes, or the Trustee acting on their behalf, shall be entitled to the rights and remedies provided to Bondholders under Section 1002 of the Resolution (as though such provisions related to Series 2016 Notes rather than Bonds), other than the right (which is hereby abrogated solely as to the Issuer's failure to observe, or refusal to comply with, the above covenant) to declare the principal of all Notes then Outstanding, and the interest accrued thereon, to be due

and payable pursuant to Section 567 of the Act, and (b) neither the Holders of the Notes of any Series (other than the Series 2016 Notes or the Trustee acting on their behalf) nor the Trustee acting on their behalf, shall be entitled to exercise any right or remedy provided to Noteholders under the Resolution based upon the Issuer's failure to observe, or refusal to comply with, the above covenant.

SECTION 4.02. Defeasance. In the event the Issuer shall seek, prior to the maturity or redemption date thereof, to pay or cause to be paid, within the meaning and with the effect expressed in this Supplemental Resolution, all or less than all Outstanding Series 2016 Notes issued as Tax-Exempt Obligations and the provisions of Section 4.01 hereof shall then be of any force or effect, then, notwithstanding the provisions of this Supplemental Resolution, the Series 2016 Notes issued as Tax-Exempt Obligations which the Issuer then seeks to pay or cause to be paid shall not be deemed to have been paid within the meaning and with the effect expressed in this Supplemental Resolution unless (i) the Issuer has confirmed in writing that the Holders of the Series 2016 Notes issued as Tax-Exempt Obligations which the Issuer then seeks to pay or cause to be paid will continue, after such action, to have the benefit of a covenant to the effect of the covenant of the Issuer contained in Section 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 2016 Notes issued as Tax-Exempt Obligations in determining gross income for Federal income tax purposes.

METROPOLITAN TRANSPORTATION AUTHORITY

**MULTIPLE SERIES 2016
TRANSPORTATION REVENUE BOND SUPPLEMENTAL RESOLUTION**

Adopted December 16, 2015

**MULTIPLE SERIES 2016
TRANSPORTATION REVENUE BOND
SUPPLEMENTAL RESOLUTION**

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

ARTICLE I

DEFINITIONS AND STATUTORY AUTHORITY

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

SECTION 1.02. Definitions.

1. All terms which are defined in Section 101 of the Resolution shall have the same meanings, respectively, in this Multiple Series 2016 Transportation Revenue Bond Supplemental Resolution (hereinafter referred to as the “Supplemental Resolution”) as such terms are given in said Section 101 of the Resolution.

2. In this Supplemental Resolution:

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

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

“Bond Counsel” shall mean Nixon Peabody LLP, Orrick, Herrington & Sutcliffe LLP, D. Seaton and Associates, P.A., P.C., Bryant Rabbino LLP or any other attorney or firm of attorneys of nationally recognized standing in the field of law relating to the issuance of obligations by state and municipal entities, selected by the Issuer.

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

“Series 2016 Bonds” shall mean the Transportation Revenue Bonds, Series 2016, authorized by Article II of this Supplemental Resolution.

“Series 2016 Notes” shall mean the Transportation Revenue Bond Anticipation Notes, Series 2016, authorized to be issued in one or more Series or subseries in accordance with Section A-203 of the Standard Resolution Provisions and pursuant to a Supplemental Resolution of the Issuer adopted as of the date that this Supplemental Resolution is adopted.

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

ARTICLE II

AUTHORIZATION OF SERIES 2016 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 General Revenue Bonds (which may be issued in one or more Series or subseries and from time to time, which for purposes of this Supplemental Resolution shall collectively be referred to herein as the “Series 2016 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 2016 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 2016 Bonds issued to finance Capital Costs shall not exceed \$2,700 million at any one time Outstanding reduced by the sum of (1) the amount of bond anticipation notes (the “DTF Series 2016 Notes”) issued under the Metropolitan Transportation Authority Multiple Series 2016 Bond Anticipation Notes and Related Subordinated Indebtedness Dedicated Tax Fund Bond Supplemental Resolution, adopted December 16, 2015, (2) the amount of bonds (the “DTF Series 2016 Bonds”) issued under the Metropolitan Transportation Authority Multiple Series 2016 Dedicated Tax Fund Bond Supplemental Resolution, adopted December 16, 2015 (but, for purposes of clarification, not including both the DTF Series 2016 Notes and/or the Series 2016 Notes (hereinafter defined) and DTF Series 2016 Bonds issued thereunder to refinance DTF Series 2016 Notes and/or Series 2016 Notes), and (3) the amount of bond anticipation notes (the “Series 2016 Notes”) issued under the Metropolitan Transportation Authority Multiple Series 2016 Bond Anticipation Notes and Related Subordinated Indebtedness Transportation Revenue Bond Supplemental Resolution, adopted December 16, 2015 (but, for purposes of clarification, not including both the DTF Series 2016 Notes and/or the Series 2016 Notes and Series 2016 Bonds issued thereunder to refinance DTF Series 2016 Notes and/or Series 2016 Notes). 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 2016 Bonds also shall be excluded.

Series 2016 Bonds shall be designated as, and shall be distinguished from the Obligations of all other Series by the title "Transportation Revenue Bonds, Series 2016" or such other title or titles set forth in one or more Certificates of Determination.

The authority to issue the Bonds and take related actions granted under previous resolutions of the Issuer shall continue in full force and effect. The authorization to issue the Series 2016 Bonds shall continue in effect until the adoption by the Issuer Board of a subsequent new money bond issuance supplemental resolution relating to 2017 new money financings, provided, however, the authorization to issue the Series 2016 Bonds to refinance the DTF Series 2016 Notes and the Series 2016 Notes shall continue in effect until all of such DTF Series 2016 Notes and Series 2016 Notes have been refinanced by DTF Series 2016 Bonds and/or Series 2016 Bonds.

SECTION 2.02. Purposes. The purposes for which the Series 2016 Bonds are issued shall be set forth in one of more Certificates of Determination and may include (i) the payment of all or any part of the Capital Costs, and (ii) the payment of principal of and redemption premium, if any, and interest on Outstanding Series 2016 Notes or the DTF Series 2016 Notes.

SECTION 2.03. Date, Maturity and Interest for Series 2016 Bonds. The Series 2016 Bonds, except as otherwise provided in the Resolution, shall be dated the date or dates determined in the related Certificate of Determination. The Series 2016 Bonds shall mature on the date or dates and in each 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 2016 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 2016 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 2016 Bonds shall be issuable in fully registered form without coupons in the denomination of \$5,000 or any integral multiple thereof. The Series 2016 Bonds shall be numbered and lettered 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 2016 Bonds shall be payable to the registered owner of each Series 2016 Bond when due upon presentation of such Series 2016 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 2016 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 2016 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 2016 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 2016 Bonds.

SECTION 2.08. Redemption Prices and Terms. The Series 2016 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 2016 Bonds:

(a) to determine whether and when to issue any Series 2016 Bonds constituting Capital Cost Obligations, the amount of the Series 2016 Bonds to be applied to finance Capital Costs or other uses as provided in Section 2.02, and the amount of the proceeds of the Series 2016 Bonds estimated to be necessary to pay the Costs of Issuance of the Series 2016 Bonds and capitalized interest, if any;

(b) to determine the purpose or purposes for which the Series 2016 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 2016 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 2016 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 2016 Bonds and the amount and due date of each Sinking Fund Installment, if any;

(e) to determine the date or dates which the Series 2016 Bonds shall be dated and the interest rate or rates of the Series 2016 Bonds or the manner of determining such interest rate or rates; provided, however, that any Series 2016 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 2016 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 2016 Bonds; provided, however, that if the Series 2016 Bonds are to be redeemable at the election of the Issuer, the Redemption Price for Series 2016 Bonds issued as Tax-Exempt Obligations shall not be greater than one hundred three percent (103%) of the principal amount of the Series 2016 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 2016 Bonds shall be conducted on either a negotiated or competitive bid basis and, as applicable, to determine the purchase price for the Series 2016 Bonds to be paid by the purchaser or purchasers referred to in one or more Purchase Agreements or a bank direct purchase agreement, the purchase price for the Series 2016 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 2016 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 2016 Bonds;

(h) to take all actions required for the Series 2016 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 2016 Bonds issuable in fully registered form;

(i) to determine whether to issue all or any portion of the Series 2016 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 2016 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 2016 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 2016 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 2016 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 2016 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 2016 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 2016 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 2016 Bonds. Each Authorized Officer is hereby authorized either (i) to sell and award all or any portion of the Series 2016 Bonds through a competitive bidding process to purchasers meeting the requirements of one or more Notices of Sale (as hereinafter defined) to be published in order to give notice of the competitive sale of the Series 2016 Bonds; (ii) to sell and award all or any portion of the Series 2016 Bonds through a negotiated sale to the purchasers who are referred to in the bond purchase agreement and who shall be selected from the then current list of approved underwriters; or (iii) to sell and award all or any portion of the Series 2016 Bonds through a direct sale to the financial institution or institutions selected by the Authorized Officer who shall be referred to in the continuing covenant, direct purchase or similar agreement. Each Authorized Officer is hereby authorized to sell and award the Series 2016 Bonds to the purchasers referred to in the preceding sentence in the case of a bond purchase agreement, in substantially the form most recently executed or delivered by the Issuer in connection with the sale of Obligations, or, with respect to a continuing covenant, direct purchase or similar agreement, containing bank facility terms and provisions (including, without limitation, increased costs, term-out, events of default and remedies) in substantially the form set forth in a letter of credit reimbursement agreement most recently executed or delivered by the Issuer, including, if applicable, that the direct purchaser offer to the Issuer a term-out provision of no less than five years, with such revisions to reflect the terms and provisions of the Series 2016 Bonds as may be approved by the officer executing the bond purchase, continuing covenant or similar agreement (each, a “Purchase Agreement”). Each Authorized Officer is hereby authorized to agree to the selection of the representative of the underwriters or the other purchasers or facility providers 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 2016 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 2016 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 2016 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 2016 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 2016 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 2016 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 2016 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, 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 2016 Bonds and for implementing the terms of the Series 2016 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 2016 Bonds and Trustee's Authentication Certificate. Subject to the provisions of the Resolution, the form of registered Series 2016 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 any 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 2016 Bonds.

ARTICLE III

DISPOSITION AND ALLOCATION OF SERIES 2016 BONDS PROCEEDS

SECTION 3.01. Disposition and Allocation of Series 2016 Bond Proceeds. Any proceeds of the sale of the Series 2016 Bonds, other than accrued interest and capitalized interest, if any, shall be disposed of or applied, simultaneously with the issuance and delivery of the Series 2016 Bonds, in the following order, or shall otherwise be disposed of or applied pursuant to the related Certificate of Determination to:

1. the payment of Capital Costs or the payment of principal of and redemption premium, if any, and interest on the Series 2016 Notes or the DTF Series 2016 Notes; and
2. the balance of such proceeds, exclusive of accrued interest, shall be deposited in the Series 2016 Bond Proceeds Account which is hereby established in the Proceeds Fund and applied to the payment of Costs of Issuance or otherwise applied to the payment of Costs of Issuance.

SECTION 3.02. Unless otherwise provided in the related Certificate of Determination, the accrued interest and capitalized interest, if any, received on the sale of the Series 2016 Bonds shall be deposited in the Debt Service Fund.

ARTICLE IV

TAX COVENANT PROVISIONS AND DEFEASANCE

SECTION 4.01. Tax Covenants Relating to the Series 2016 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 2016 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 2016 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 2016 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 2016 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.

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 2016 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 2016 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 2016 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 2016 Bonds issued as Tax-Exempt Obligations in determining gross income for Federal income tax purposes.

METROPOLITAN TRANSPORTATION AUTHORITY

**MULTIPLE SERIES 2016 BOND ANTICIPATION NOTES
AND RELATED SUBORDINATED INDEBTEDNESS
DEDICATED TAX FUND BOND SUPPLEMENTAL RESOLUTION**

Adopted December 16, 2015

**MULTIPLE SERIES 2016 BOND ANTICIPATION NOTES AND
RELATED SUBORDINATED INDEBTEDNESS
DEDICATED TAX FUND BOND SUPPLEMENTAL RESOLUTION**

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

**ARTICLE I
DEFINITIONS AND STATUTORY AUTHORITY**

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

SECTION 1.02. Definitions.

1. All terms which are defined in Section 101 of the Resolution shall have the same meanings, respectively, in this Multiple Series 2016 Bond Anticipation Notes and Related Subordinated Indebtedness Dedicated Tax Fund Bond Supplemental Resolution (hereinafter referred to as the “Supplemental Resolution”) as such terms are given in said Section 101 of the Resolution.

2. In this Supplemental Resolution:

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

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

“Bond Counsel” shall mean Nixon Peabody LLP, Orrick, Herrington & Sutcliffe LLP, D. Seaton and Associates, P.A., P.C., Bryant Rabbino 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.

“Noteholder”, “Holder” or “Holder of Notes”, or any similar term, means any person who shall be the registered owner of any Outstanding Series 2016 Note or Notes.

“Notice of Sale” shall mean the form of Notice of Sale to be distributed with the Preliminary Official Statement, hereinafter defined, and published in the event of a competitive sale of the Series 2016 Notes.

“Series 2016 Bonds” shall mean the Dedicated Tax Fund Bonds, Series 2016, authorized by Article II of the Resolution and pursuant to a resolution of the Issuer adopted as of the date that this resolution is adopted.

“Series 2016 Notes” shall mean the Dedicated Tax Fund Bond Anticipation Notes, Series 2016, authorized to be issued, in accordance with Section A-203 of the Standard Resolution Provisions, pursuant to this Supplemental Resolution.

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

ARTICLE II AUTHORIZATION OF SERIES 2016 NOTES

SECTION 2.01. Principal Amount, Designation and Series. In accordance with the provisions of the Resolution, one or more Series of Dedicated Tax Fund Bond Anticipation Notes constituting Obligation Anticipation Notes under the Resolution (which may be issued in one or more Series or subseries and from time to time, which for purposes of this Supplemental Resolution shall collectively be referred to herein as the “Series 2016 Notes”, subject to redesignation as hereinafter provided) and entitled to the benefit, protection and security of this Supplemental Resolution are hereby authorized to be issued in an aggregate principal amount not exceeding 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 Series 2016 Note 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 Series 2016 Notes), shall not exceed \$2,700 million at any one time Outstanding reduced by the sum of (1) the amount of bond anticipation notes (the “TRB Series 2016 Notes”) issued under the Metropolitan Transportation Authority Multiple Series 2016 Bond Anticipation Notes and Related Subordinated Indebtedness Transportation Revenue Bond Supplemental Resolution, adopted December 16, 2015, (2) the amount of bonds (the “TRB Series 2016 Bonds”) issued under the Metropolitan Transportation Authority Multiple Series 2016 Transportation Revenue Bond Supplemental Resolution, adopted December 16, 2015 (but, for purposes of clarification, not including both the TRB Series 2016 Notes and/or the Series 2016 Notes and TRB Series 2016 Bonds issued thereunder to refinance TRB Series 2016 Notes and/or Series 2016 Notes), and (3) the amount of bonds issued under the Metropolitan Transportation Authority Multiple Series 2016 Dedicated Tax Fund Bond Supplemental Resolution, adopted December 16, 2015 (but, for purposes of clarification, not including both the TRB Series 2016 Notes and/or the Series 2016 Notes and Series 2016 Bonds issued thereunder to refinance TRB Series 2016 Notes and/or Series 2016 Notes). The Series 2016 Notes may be issued in the form of a loan agreement, line of credit, revolving credit agreement or similar facility (each, a “Loan Facility”). For all purposes of this Section such Dedicated Tax Fund Bond Anticipation Notes shall be designated as, and shall be distinguished from the Dedicated

Tax Fund Bond Anticipation Notes of all other Series by the title, "Dedicated Tax Fund Bond Anticipation Notes, Series 2016", with such further or different designations as may be provided in any Certificate of Determination.

The authority to issue Obligation Anticipation Notes and take related actions granted under previous resolutions of the Issuer shall continue in full force and effect. The authorization to issue the Series 2016 Notes shall continue in effect until the adoption by the Issuer's Board of a subsequent new money note issuance supplemental resolution relating to 2017 new money financings, provided, however, the authorization to issue the TRB Series 2016 Bonds and the Series 2016 Bonds to refinance the TRB Series 2016 Notes and the Series 2016 Notes authorized hereunder shall continue in effect until all of such TRB Series 2016 Notes and Series 2016 Notes have been refinanced by TRB Series 2016 Bonds and/or Series 2016 Bonds .

SECTION 2.02. Use of Proceeds. The proceeds of the Series 2016 Notes shall be used only for the purposes set forth in one or more Certificates of Determination and may include (i) the payment of all or any part of the Capital Costs, including Costs of Issuance related to the Series 2016 Notes and (ii) the payment of the principal and interest of Outstanding Series 2016 Notes or TRB Series 2016 Notes.

SECTION 2.03. Date, Maturity and Interest for Series 2016 Notes; Redemption. The Series 2016 Notes shall be dated the date or dates determined in any Certificate of Determination. The Series 2016 Notes shall mature on the date or dates and in the principal amount or amounts, and shall bear interest at the rate or rates per annum, if any, determined in any Certificate of Determination. Except as otherwise provided in any Certificate of Determination, the Series 2016 Notes shall not be subject to redemption prior to maturity.

SECTION 2.04. Interest Payments. The Series 2016 Notes shall bear interest from the dates determined in any Certificate of Determination, payable on such date or dates as may be determined pursuant to any Certificate of Determination. Except as otherwise provided in any Certificate of Determination, interest on the Series 2016 Notes shall be computed on the basis of twelve 30-day months and a 360-day year.

SECTION 2.05. Denominations, Numbers and Letters. Unless otherwise provided in any Certificate of Determination, the Series 2016 Notes shall be issuable in fully registered form in the denomination of \$5,000 or any integral multiple thereof. The Series 2016 Notes shall be numbered and lettered 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, the principal and Redemption Price of the Series 2016 Notes shall be payable to the registered owner of each Series 2016 Note when due upon presentation of such Series 2016 Note at the principal corporate trust office of the Trustee. Except as otherwise provided in any Certificate of Determination, interest on the registered Series 2016 Notes will be paid by check or draft mailed on the interest payment date by Paying Agent to the registered owner at his address as it appears on the registration records or, at the option of any Holder of at least one million dollars (\$1,000,000) in principal amount of the Series 2016 Notes, by wire transfer in immediately available funds on each interest payment date to such Holder thereof upon written notice from such Holder to the Trustee, at such address as

the Trustee may from time to time notify such Holder, containing the wire transfer address (which shall be in the continental United States) to which such Holder wishes to have such wire directed, if such written notice is received not less than twenty (20) days prior to the related interest payment date (such notice may refer to multiple interest payments).

SECTION 2.07. Sources of Payment

1. The principal of and interest on the Series 2016 Notes shall be payable solely from (i) the proceeds of any other Series 2016 Notes or TRB Series 2016 Notes, (ii) the proceeds of the Series 2016 Bonds or TRB Series 2016 Bonds, and (iii) the proceeds of notes or other evidences of indebtedness or any other amounts, in each case if and to the extent such amounts may lawfully be used to make such payments. The interest on the Series 2016 Notes is also payable from amounts available for transfer pursuant to Section 504(b) and Section 505.3 of the Resolution for the payment of Subordinated Indebtedness.

2. There are hereby pledged to the payment of principal and interest on the Series 2016 Notes the proceeds of the Series 2016 Bonds or TRB Series 2016 Bonds issued to refinance such Series 2016 Notes, and such pledge has priority over any other pledge thereof created by the Resolution, including Section 501. There is hereby pledged to the payment of interest on the Series 2016 Notes amounts available for transfer pursuant to Section 504(b) and Section 505.3 of the Resolution for the payment of Subordinated Indebtedness in accordance with and subject to the limitations contained in Section 506 of the Resolution.

SECTION 2.08. Delegation to an Authorized Officer.

1. There is hereby delegated to each Authorized Officer, subject to the limitations contained in this Supplemental Resolution, the following powers with respect to the Series 2016 Notes:

(a) to determine whether and when to issue any Series 2016 Notes, the amount of the Series 2016 Notes to be applied to pay Capital Costs or other uses as provided in Section 2.02 and the amount of the proceeds of the Series 2016 Notes estimated to be necessary to pay the Costs of Issuance of the Series 2016 Notes;

(b) to determine the purposes or purposes for which the Series 2016 Notes 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 amount of the Series 2016 Notes to be issued, which principal amount shall not exceed the amount described in Section 2.01 of this Supplemental Resolution, and whether such Series 2016 Notes shall be issued in one or more Series or subseries;

(d) to determine the maturity date and principal amount of each maturity of the Series 2016 Notes; provided that the Series 2016 Notes shall mature no later than five years after the date of issuance of such Series 2016 Notes;

(e) to determine the date or dates which the Series 2016 Notes shall be dated and the interest rate or rates of the Series 2016 Notes, provided that the true interest cost (as calculated by the officers of the Issuer executing any Certificate of Determination, which calculation shall be conclusive) on the Series 2016 Notes bearing a fixed rate of interest shall not exceed 4.00% per annum and for Series 2016 notes bearing interest at a variable interest rate shall not exceed a rate equal to SIFMA or one-month or three-month LIBOR or any short-term index generally accepted in the marketplace, in each case, plus 4.00% and any default rate or equivalent rate shall not exceed the sum of 4.00% plus either a specified prime rate or the federal funds rate;

(f) to determine the Redemption Price or Redemption Prices, if any, and the redemption terms, if any, for the Series 2016 Notes; provided, however, that if the Series 2016 Notes are to be redeemable at the election of the Issuer, the Redemption Price (except in the case of taxable Series 2016 Notes) shall not be greater than one hundred three percent (103%) of the principal amount of the Series 2016 Notes to be redeemed, plus accrued interest thereon up to but not including the date of redemption and in the case of taxable Series 2016 Notes any provisions relating to pro rata redemption and/or make-whole redemption;

(g) to determine the advisability, of conducting the sale of all or any portion of the Series 2016 Notes through competitive bidding or through a negotiated sale or a direct purchase transaction, and to determine the purchase price for the Series 2016 Notes to be paid by the purchasers pursuant to either a competitive bid process or by the purchasers referred to in the Purchase Agreement described in Section 2.09 of this Supplemental Resolution in the event the Series 2016 Notes are sold, in such officer's discretion, through a negotiated sale or a direct purchase transaction, which may include such original premium and original issue discount as shall be determined in any Certificate of Determination, provided, however, that in the case of a negotiated transaction, underwriters' discount reflected in such purchase price shall not exceed \$3.50 for each one thousand dollars (\$1,000) principal amount of the Series 2016 Notes;

(h) to determine the advisability, as compared to an unenhanced transaction, of obtaining municipal bond insurance or any other credit or liquidity facility, to determine and accept the terms and provisions and price thereof, to determine the items to be pledged to the Series 2016 Notes from those permitted by Section A-203 of the Resolution, and to determine such other matters as the officer executing any Certificate of Determination shall consider necessary or appropriate and to effect such determinations by making any changes in or additions to this Supplemental Resolution required by bond insurers or the provider of any other credit or liquidity facility, if any, or required by the bond rating agencies in order to attain or maintain specific ratings on the Series 2016 Notes, or relating to the mechanism for the payment of insurance premium, credit or liquidity facility fees or direct purchase fees, notices, the provision of information, and such other matters of a technical, mechanical, procedural or descriptive nature necessary or appropriate to implement an insurance policy or any other credit or liquidity facility with respect to the Series 2016 Notes, and to make any changes in connection therewith. Such changes may include, but are not limited to, the making of any additional covenants

with Holders or other parties deemed necessary or appropriate by the officer executing any Certificate of Determination;

(i) to take all actions required for the Series 2016 Notes to be eligible under the rules and regulations of The Depository Trust Company (“DTC”) for investment and trading as uncertificated securities, to execute and deliver a standard form letter of representation with, or other form of document required by, DTC and, notwithstanding any provisions to the contrary contained in this Supplemental Resolution, to include in any Certificate of Determination such terms and provisions as may be appropriate or necessary to provide for uncertificated securities in lieu of Notes issuable in fully registered form; and

(j) to determine whether to issue all or any part of the Series 2016 Notes as Tax-Exempt Obligations or Taxable Obligations;

(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 2016 Notes;

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

Any Authorized Officer shall execute one or more Certificates of Determination evidencing the determinations made pursuant to this Supplemental Resolution and any such Certificate of Determination shall be conclusive evidence of the determinations of such Authorized Officer, as stated therein. More than one Certificate of Determination may be delivered to the extent more than one Series or subseries of Series 2016 Notes are delivered from time to time, or other authority is exercised under this Supplemental Resolution from time to time and each such Certificate of Determination shall be delivered to the Trustee prior to the authentication and delivery of the respective Series or subseries of Series 2016 Notes by the Trustee or other documentation. Determinations set forth in any Certificate of Determination shall have the same effect as if set forth in this Supplemental Resolution. Any such Authorized Officer may exercise any authority delegated under this Supplemental Resolution from time to time following issuance of any Series 2016 Notes, as appropriate for any purposes, including, if any Series 2016 Notes shall consist of multiple subseries, to change the principal amounts and number of the individual subseries or to combine all subseries into a single Series, if any Series 2016 Notes consist of a single Series, to divide such Series into two or more subseries and to determine the principal amount of such subseries, obtain a substitute or additional Credit Facility, or to appoint new or additional agents or other parties deemed appropriate to a particular form or mode of Obligation or manner of sale.

SECTION 2.09. Sale of Series 2016 Notes. Each Authorized Officer is hereby authorized either (i) to sell and award all or any portion of the Series 2016 Notes through a competitive bidding process to purchasers meeting the requirements of one or more Notices of Sale (as hereinafter defined) to be published in order to give notice of the competitive sale of the Series 2016 Notes; (ii) to sell and award all or any portion of the Series 2016 Notes through a negotiated sale to the purchasers who are referred to in the note purchase agreement and who shall be selected from the then current list of approved underwriters; (iii) to sell and award all or any portion of the Series 2016 Notes through a direct sale to the financial institution or institutions selected by the Authorized Officer who shall be referred to in the continuing covenant, direct purchase or similar agreement; or (iv) to issue all or any portion of the Series 2016 Notes in the form of a Loan Facility to any financial institution or institutions selected by the Authorized Officer. Each Authorized Officer is hereby authorized to sell and award the Series 2016 Notes to the purchasers referred to in the preceding sentence in the case of a note purchase agreement, in substantially the form most recently executed or delivered by the Issuer in connection with the sale of Obligations, or, with respect to a Loan Facility or a continuing covenant, direct purchase or similar agreement, containing bank facility terms and provisions (including, without limitation, increased costs, term-out, events of default and remedies) in substantially the form set forth in a letter of credit reimbursement agreement most recently executed or delivered by the Issuer, including, if applicable, that the Loan Facility issuer or direct purchaser offer to the Issuer a term-out provision of no less than five years, with such revisions to reflect the terms and provisions of the Series 2016 Notes as may be approved by the officer executing the note purchase, Loan Facility, continuing covenant or similar agreement (each, a "Purchase Agreement"). Each Authorized Officer is hereby authorized to agree to the selection of the representative of the underwriters or the other purchasers or facility providers 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 2016 Notes shall be conducted on a competitive bid basis, each Authorized Officer is hereby further authorized to conduct the sale and award of the Series 2016 Notes 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 2016 Notes 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 the extent required, to make public and to authorize the use and distribution by said purchasers of a Preliminary Official Statement (the "Preliminary Official Statement"), in connection with the public offering of the Series 2016 Notes, in substantially the form most recently executed or delivered by the Issuer in connection with the sale of Obligations of the Issuer, with such changes, omissions, insertions and revisions as such Authorized Officer shall deem advisable, said distribution being conclusive evidence of

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

Each Authorized Officer is hereby authorized, to the extent required, to make public and to authorize distribution of a final Official Statement in substantially the form of the Preliminary Official Statement 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 Authorized Officer shall deem advisable, to sign such Official Statement and to deliver such Official Statement to the purchasers of the Series 2016 Notes, said execution being conclusive evidence of the approval of such changes, omissions, insertions and revisions.

Notwithstanding the preceding two paragraphs, however, each Authorized Officer may make public and authorize the use and distribution of a final Official Statement in connection with the public offering of the Series 2016 Notes meeting the requirements of the preceding two paragraphs and may deem such Official Statement final as of its date for purposes of Rule 15c2-12 of the Securities and Exchange Commission.

Each Authorized Officer is hereby authorized to 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 of the Continuing Disclosure Agreement most recently executed and delivered by the Issuer in connection with the sale of Obligations, or such other form authorized by the Issuer in connection with other financings prior to the issuance of the Series 2016 Notes, with such changes, omissions, insertions and revisions as such Authorized Officer shall deem advisable (the "Continuing Disclosure Agreement"), said execution being conclusive evidence of the approval of such changes, omissions, insertions and revisions.

Each Authorized Officer (including any Assistant Secretary of the Issuer) is hereby authorized and directed to execute and deliver any and all documents and instruments and to do and cause to be done any and all acts necessary or proper for carrying out the Notice of Sale, the Purchase Agreement, the Continuing Disclosure Agreement, the terms of any municipal bond insurance or any other credit or liquidity facility, and the issuance, sale and delivery of the Series 2016 Notes, and for implementing the terms of the Series 2016 Notes and the transactions contemplated hereby or thereby.

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

SECTION 2.10. Forms of Series 2016 Notes and Authentication Certificate.
The form of registered Series 2016 Notes, and the certificate of authentication, shall be of substantially the form and tenor provided in any Certificate of Determination.

SECTION 2.11. Appointment of Trustee, Paying Agent and other Agents.

There is hereby delegated to any Authorized Officer executing any Certificate of Determination the right and authority to appoint any trustee, paying agent, fiscal agent or other agent with respect to the Series 2016 Notes deemed advisable by such Authorized Officer and to determine the terms and provisions of any arrangements with any such parties.

SECTION 2.12. General Provisions.

As and to the extent provided in any Certificate of Determination, the provisions of Articles A-III, IV, A-IV, A-VII, A-IX and A-XI of the Resolution may apply equally to the Series 2016 Notes as though set forth in full herein but with each reference to Bonds being a reference to Series 2016 Notes, except as affected by the terms hereof and the procedures of the Securities Depository; provided that the Authorized Officer executing any Certificate of Determination may, in the alternative, set forth in any Certificate of Determination provisions relating to any such matters as deemed necessary or appropriate by such Authorized Officer.

ARTICLE III

DISPOSITION AND ALLOCATION OF SERIES 2016 NOTES PROCEEDS

SECTION 3.01. Disposition of Series 2016 Note Proceeds.

Except as otherwise provided in any Certificate of Determination, the proceeds of the sale of the Series 2016 Notes shall be deposited in the Series 2016 Note Proceeds Account which is hereby established in the Proceeds Fund and applied pursuant to the related Certificate of Determination to the payment of Capital Costs, including any Costs of Issuance and accrued interest, and the payment of principal and interest on Outstanding Series 2016 Notes or TRB Series 2016 Notes.

ARTICLE IV

TAX COVENANT PROVISIONS AND DEFEASANCE

SECTION 4.01. Tax Covenants Relating to the Series 2016 Notes.

The Issuer covenants that, in order to maintain the exclusion from gross income for Federal income tax purposes of the interest on the Series 2016 Notes issued as Tax-Exempt Obligations, the Issuer will satisfy, or take such actions as are necessary to cause to be satisfied, each provision of the Code necessary to maintain such exclusion. In furtherance of this covenant, the Issuer agrees to comply with such written instructions as may be provided by Bond Counsel. In furtherance of the covenant contained in the preceding sentence, the Issuer agrees to continually comply with the provisions of 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 2016 Notes 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 2016 Notes, or the Trustee acting on their behalf, shall be entitled to the rights and remedies provided to Bondholders under Section 1002 of the Resolution (as though such provisions related to Series 2016 Notes rather than Bonds), other than the right (which is hereby abrogated solely as to the Issuer's failure to observe, or refusal to comply with, the above covenant) to declare the principal of all Notes then Outstanding, and the interest accrued thereon, to be due

and payable pursuant to Section 567 of the Act, and (b) neither the Holders of the Notes of any Series (other than the Series 2016 Notes or the Trustee acting on their behalf) nor the Trustee acting on their behalf, shall be entitled to exercise any right or remedy provided to Noteholders under the Resolution based upon the Issuer's failure to observe, or refusal to comply with, the above covenant.

SECTION 4.02. Defeasance. In the event the Issuer shall seek, prior to the maturity or redemption date thereof, to pay or cause to be paid, within the meaning and with the effect expressed in this Supplemental Resolution, all or less than all Outstanding Series 2016 Notes issued as Tax-Exempt Obligations and the provisions of Section 4.01 hereof shall then be of any force or effect, then, notwithstanding the provisions of this Supplemental Resolution, the Series 2016 Notes issued as Tax-Exempt Obligations which the Issuer then seeks to pay or cause to be paid shall not be deemed to have been paid within the meaning and with the effect expressed in this Supplemental Resolution unless (i) the Issuer has confirmed in writing that the Holders of the Series 2016 Notes issued as Tax-Exempt Obligations which the Issuer then seeks to pay or cause to be paid will continue, after such action, to have the benefit of a covenant to the effect of the covenant of the Issuer contained in Section 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 2016 Notes issued as Tax-Exempt Obligations in determining gross income for Federal income tax purposes.

METROPOLITAN TRANSPORTATION AUTHORITY

**MULTIPLE SERIES 2016
DEDICATED TAX FUND BOND SUPPLEMENTAL RESOLUTION**

Adopted December 16, 2015

**MULTIPLE SERIES 2016
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 2016 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 Nixon Peabody LLP, Orrick, Herrington & Sutcliffe LLP, D. Seaton and Associates, P.A., P.C., Bryant Rabbino LLP or any other attorney or firm of attorneys of nationally recognized standing in the field of law relating to the issuance of obligations by state and municipal entities, selected by the Issuer.

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

“Series 2016 Bonds” shall mean the Dedicated Tax Fund Bonds, Series 2016, authorized by Article II of this Supplemental Resolution.

“Series 2016 Notes” shall mean the Dedicated Tax Fund Anticipation Notes, Series 2016, authorized to be issued in one or more Series or subseries in accordance with Section A-203 of the Standard Resolution Provisions and pursuant to a Supplemental Resolution of the Issuer adopted as of the date that this Supplemental Resolution is adopted.

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

ARTICLE II

AUTHORIZATION OF SERIES 2016 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 2016 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 2016 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 2016 Bonds issued to finance Capital Costs shall not exceed \$2,700 million at any one time Outstanding reduced by the sum of (1) the amount of bond anticipation notes (the “TRB Series 2016 Notes”) issued under the Metropolitan Transportation Authority Multiple Series 2016 Bond Anticipation Notes and Related Subordinated Indebtedness Transportation Revenue Bond Supplemental Resolution, adopted December 16, 2015, (2) the amount of bonds (the “TRB Series 2016 Bonds”) issued under the Metropolitan Transportation Authority Multiple Series 2016 Transportation Revenue Bond Supplemental Resolution, adopted December 16, 2015 (but, for purposes of clarification, not including both the TRB Series 2016 Notes and/or the Series 2016 Notes and TRB Series 2016 Bonds issued thereunder to refinance TRB Series 2016 Notes and/or Series 2016 Notes), and (3) the amount of bond anticipation notes (the “Series 2016 Notes”) issued under the Metropolitan Transportation Authority Multiple Series 2016 Bond Anticipation Notes and Related Subordinated Indebtedness Dedicated Tax Fund Bond Supplemental Resolution, adopted December 16, 2015 (but, for purposes of clarification, not including both the TRB Series 2016 Notes and/or the Series 2016 Notes and Series 2016 Bonds issued thereunder to refinance TRB Series 2016 Notes and/or Series 2016 Notes). 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 2016 Bonds also shall be excluded.

Series 2016 Bonds shall be designated as, and shall be distinguished from the Obligations of all other Series by the title “Dedicated Tax Fund Bonds, Series 2016” or such other title or titles set forth in one or more Certificates of Determination.

The authority to issue the Bonds and take related actions granted under previous resolutions of the Issuer shall continue in full force and effect. The authorization to issue the Series 2016 Bonds shall continue in effect until the adoption by the Issuer Board of a subsequent new money bond issuance supplemental resolution relating to 2017 new money financings, provided, however, the authorization to issue the Series 2016 Bonds to refinance the TRB Series 2016 Notes and the Series 2016 Notes shall continue in effect until all of such TRB Series 2016 Notes and Series 2016 Notes have been refinanced by TRB Series 2016 Bonds and/or Series 2016 Bonds.

SECTION 2.02. Purposes. The purposes for which the Series 2016 Bonds are issued shall be set forth in one or more Certificates of Determination and may include (i) the payment of all or any part of the Capital Costs, and (ii) the payment of principal of and redemption premium, if any, and interest on Outstanding Series 2016 Notes or the DTF Series 2016 Notes.

SECTION 2.03. Date, Maturity and Interest for Series 2016 Bonds. The Series 2016 Bonds, except as otherwise provided in the Resolution, shall be dated the date or dates determined in any Certificate of Determination. The Series 2016 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 2016 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 2016 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 2016 Bonds shall be issuable in fully registered form without coupons in the denomination of \$5,000 or any integral multiple thereof. The Series 2016 Bonds shall be numbered and lettered 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 2016 Bonds shall be payable to the registered owner of each Series 2016 Bond when due upon presentation of such Series 2016 Bond at the principal corporate trust office of the Trustee. Except as otherwise provided in any Certificate of Determination, interest on the registered Series 2016 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 2016 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 2016 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 2016 Bonds.

SECTION 2.08. Redemption Prices and Terms. The Series 2016 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 2016 Bonds:

(a) to determine whether and when to issue any Series 2016 Bonds constituting Capital Cost Obligations, the amount of the Series 2016 Bonds to be applied to finance Capital Costs or other uses as provided in Section 2.02, and the amount of the proceeds of the Series 2016 Bonds estimated to be necessary to pay the Costs of Issuance of the Series 2016 Bonds and capitalized interest, if any;

(b) to determine the purpose or purposes for which the Series 2016 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 2016 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 2016 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 2016 Bonds and the amount and due date of each Sinking Fund Installment, if any;

(e) to determine the date or dates which the Series 2016 Bonds shall be dated and the interest rate or rates of the Series 2016 Bonds or the manner of determining such interest rate or rates; provided, however, that any Series 2016 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 2016 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 2016 Bonds; provided, however, that if the Series 2016 Bonds are to be redeemable at the election of the Issuer, the Redemption Price for Series 2016 Bonds issued as Tax-Exempt Obligations shall not be greater than one hundred three percent (103%) of the principal amount of the Series 2016 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 2016 Bonds shall be conducted on either a negotiated or competitive bid basis and, as applicable, to determine the purchase price for the Series 2016 Bonds to be paid by the purchasers referred to in one or more Purchase Agreements or a bank direct purchase agreement, the purchase price for the Series 2016 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 2016 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 2016 Bonds;

(h) to take all actions required for the Series 2016 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 2016 Bonds issuable in fully registered form;

(i) to determine whether to issue all or any portion of the Series 2016 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 2016 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 2016 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 2016 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 2016 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 2016 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 2016 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 2016 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 2016 Bonds. Each Authorized Officer is hereby authorized either (i) to sell and award all or any portion of the Series 2016 Bonds through a competitive bidding process to purchasers meeting the requirements of one or more Notices of Sale (as hereinafter defined) to be published in order to give notice of the competitive sale of the Series 2016 Bonds; (ii) to sell and award all or any portion of the Series 2016 Bonds through a negotiated sale to the purchasers who are referred to in the bond purchase agreement and who shall be selected from the then current list of approved underwriters; or (iii) to sell and award all or any portion of the Series 2016 Bonds through a direct sale to the financial institution or institutions selected by the Authorized Officer who shall be referred to in the continuing covenant, direct purchase or similar agreement. Each Authorized Officer is hereby authorized to sell and award the Series 2016 Bonds to the purchasers referred to in the preceding sentence in the case of a bond purchase agreement, in substantially the form most recently executed or delivered by the Issuer in connection with the sale of Obligations, or, with respect to a continuing covenant, direct purchase or similar agreement, containing bank facility terms and provisions (including, without limitation, increased costs, term-out, events of default and remedies) in substantially the form set forth in a letter of credit reimbursement agreement most recently executed or delivered by the Issuer, including, if applicable, that the direct purchaser offer to the Issuer a term-out provision of no less than five years, with such revisions to reflect the terms and provisions of the Series 2016 Bonds as may be approved by the officer executing the bond purchase, continuing covenant or similar agreement (each, a “Purchase Agreement”). Each Authorized Officer is hereby authorized to agree to the selection of the representative of the underwriters or the other purchasers or facility providers 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 2016 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 2016 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 2016 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 2016 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 2016 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 2016 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 2016 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, 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 2016 Bonds and for implementing the terms of the Series 2016 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 2016 Bonds and Trustee's Authentication Certificate. Subject to the provisions of the Resolution, the form of registered Series 2016 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 any 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 2016 Bonds.

ARTICLE III

DISPOSITION AND ALLOCATION OF SERIES 2016 BONDS PROCEEDS

SECTION 3.01. Disposition and Allocation of Series 2016 Bond Proceeds. Any proceeds of the sale of the Series 2016 Bonds, other than accrued interest and capitalized interest, if any, shall be disposed of or applied, simultaneously with the issuance and delivery of the Series 2016 Bonds, in the following order, or shall otherwise be disposed of or applied pursuant to the related Certificate of Determination to:

1. the payment of Capital Costs or the payment of principal of and redemption premium, if any, and interest on the Series 2016 Notes or the DTF Series 2016 Notes; and
2. the balance of such proceeds, exclusive of accrued interest, shall be deposited in the Series 2016 Bond Proceeds Account which is hereby established in the Proceeds Fund and applied to the payment of Costs of Issuance or otherwise applied to the payment of Costs of Issuance.

SECTION 3.02. Unless otherwise provided in the related Certificate of Determination, the accrued interest and capitalized interest, if any, received on the sale of the Series 2016 Bonds shall be deposited in the Debt Service Fund.

ARTICLE IV

TAX COVENANT PROVISIONS AND DEFEASANCE

SECTION 4.01. Tax Covenants Relating to the Series 2016 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 2016 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 2016 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 2016 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 2016 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.

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 2016 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 2016 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 2016 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 2016 Bonds issued as Tax Exempt Obligations in determining gross income for Federal income tax purposes.

TRIBOROUGH BRIDGE AND TUNNEL AUTHORITY

**MULTIPLE SERIES 2016
GENERAL REVENUE BOND
SUPPLEMENTAL RESOLUTION**

Adopted December 16, 2015

Table of Contents

	Page
ARTICLE I DEFINITIONS AND STATUTORY AUTHORITY	1
Section 1.01 Supplemental Resolution	1
Section 1.02 Definitions	1
Section 1.03 Authority for this Supplemental Resolution	1
ARTICLE II AUTHORIZATION OF SERIES 2016 BONDS	2
Section 2.01 Authorized Principal Amount, Designation and Series	2
Section 2.02 Purposes	2
Section 2.03 Dates, Maturities, Principal Amounts and Interest	2
Section 2.04 Interest Payments	3
Section 2.05 Denominations, Numbers and Letters	3
Section 2.06 Places of Payment and Paying Agent	3
Section 2.07 Sinking Fund Installments	3
Section 2.08 Redemption Prices and Terms	3
Section 2.09 Delegation to an Authorized Officer	4
Section 2.10 Sale of Series 2016 Bonds	6
Section 2.11 Forms of Series 2016 Bonds and Trustee's Authentication Certificate	8
Section 2.12 Appointment of Trustee and Paying Agent	8
ARTICLE III DISPOSITION OF SERIES 2016 BOND PROCEEDS	8
Section 3.01 Disposition of Series 2016 Bond Proceeds	8
ARTICLE IV TAX COVENANTS AND DEFEASANCE	9
Section 4.01 Tax Covenants Relating to the Series 2016 Bonds	9
Section 4.02 Defeasance	9

**MULTIPLE SERIES 2016
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 2016 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 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 Nixon Peabody LLP, Orrick, Herrington & Sutcliffe LLP, D. Seaton and Associates, P.A., P.C., Bryant Rabbino 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 2016 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 2016 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 2016 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 2016 Bonds issued to finance Capital Costs shall not exceed \$300 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 16, 2015 (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 2016 Bonds, shall not be counted.

Series 2016 Bonds shall be designated as, and shall be distinguished from the Obligations of all other Series by the title, “General Revenue Bonds, Series 2016” 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 2016 Bonds shall continue in effect until the adoption by the Issuer Board of a subsequent new money bond issuance supplemental resolution relating to 2017 new money financings.

Section 2.02 Purposes. The purposes for which the Series 2016 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 2016 Bonds, except as otherwise provided in the Resolution, shall be dated the date or dates determined in the related Certificate of Determination. The Series 2016 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 2016 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 2016 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 2016 Bonds shall be issued in fully registered form without coupons in the denomination of \$5,000 or any integral multiple thereof.

The Series 2016 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 2016 Bonds shall be payable to the registered owner of each Series 2016 Bond when due upon presentation of such Series 2016 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 2016 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 2016 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 2016 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 2016 Bonds.

Section 2.08 Redemption Prices and Terms. The Series 2016 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 Series 2016 Bonds, if set forth in the Certificate of Determination, the taxable Series 2016 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 Series 2016 Bonds:

(a) to determine whether and when to issue any Series 2016 Bonds constituting Capital Cost Obligations, the amount of the Series 2016 Bonds to be applied to finance Capital Costs, and the amount of the proceeds of the Series 2016 Bonds, estimated to be necessary to pay the Costs of Issuance of the Series 2016 Bonds and capitalized interest, if any;

(b) to determine the purpose or purposes for which the Series 2016 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 2016 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 2016 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 2016 Bonds and the amount and due date of each Sinking Fund Installment, if any;

(e) to determine the date or dates which the Series 2016 Bonds shall be dated and the interest rate or rates of the Series 2016 Bonds or the manner of determining such interest rate or rates; provided, however, that any Series 2016 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 2016 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 2016 Bonds; provided, however, that if the Series 2016 Bonds are to be redeemable at the election of the Issuer, the Redemption Price (except in the case of taxable Series 2016 Bonds) shall not be greater than one hundred three percent (103%) of the principal amount of the Series 2016 Bonds to be redeemed, plus accrued interest thereon up to but not including the date of redemption and in the case of taxable Series 2016 Bonds any provisions relating to pro rata redemption and/or make-whole redemption;

(g) to determine whether the sale of the Series 2016 Bonds shall be conducted on either a negotiated or competitive bid basis and, as applicable, to determine the purchase price for the Series 2016 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

2016 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 2016 Bonds;

(h) to take all actions required for the Series 2016 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 2016 Bonds issuable in fully registered form;

(i) to determine whether to issue all or any portion of the Series 2016 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 2016 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 2016 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 2016 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 2016 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 2016 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 2016 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 2016 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 2016 Bonds. Each Authorized Officer is hereby authorized either (i) to sell and award all or any portion of the Series 2016 Bonds through a competitive bidding process to purchasers meeting the requirements of one or more Notices of Sale (as hereinafter defined) to be published in order to give notice of the competitive sale of the Series 2016 Bonds; (ii) to sell and award all or any portion of the Series 2016 Bonds through a negotiated sale to the purchasers who are referred to in the bond purchase agreement and who shall be selected from the then current list of approved underwriters; or (iii) to sell and award all or any portion of the Series 2016 Bonds through a direct sale to the financial institution or institutions selected by the Authorized Officer who shall be referred to in the continuing covenant, direct purchase or similar agreement. Each Authorized Officer is hereby authorized to sell and award the Series 2016 Bonds to the purchasers referred to in the preceding sentence in the case of a bond purchase agreement, in substantially the form most recently executed or delivered by the Issuer in connection with the sale of Obligations, or, with respect to a continuing covenant, direct purchase or similar agreement, containing bank facility terms and provisions (including, without limitation, increased costs, term-out, events of default and remedies) in substantially the form set forth in a letter of credit reimbursement agreement most recently executed or delivered by the Issuer, including, if applicable, that the direct purchaser offer to the Issuer a term-out provision of no less than five years, with such revisions to reflect the terms and provisions of the Series 2016 Bonds as may be approved by the officer executing the bond purchase, continuing covenant or similar agreement (each, a "Purchase Agreement"). Each Authorized Officer is hereby authorized to agree to the selection of the representative of the underwriters or the other purchasers or facility providers 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 2016 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 2016 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 2016 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 2016 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 2016 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 2016 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 2016 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, 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 2016 Bonds and for implementing the terms of each issue of the Series 2016 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 2016 Bonds and Trustee's Authentication Certificate. Subject to the provisions of the Resolution, the form of registered Series 2016 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 in the related Certificate of Determination, U.S. Bank Trust National Association shall be the Trustee under the Resolution and the Paying Agent for the Series 2016 Bonds.

ARTICLE III

DISPOSITION OF SERIES 2016 BOND PROCEEDS

Section 3.01 Disposition of Series 2016 Bond Proceeds. Any proceeds of the sale of the Series 2016 Bonds, other than accrued interest and capitalized interest, if any, shall be deposited, simultaneously with the issuance and delivery of the Series 2016 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 the related Certificate of Determination, accrued interest and capitalized interest, if any, received on the sale of the Series 2016 Bonds shall be deposited in the Debt Service Fund.

ARTICLE IV

TAX COVENANTS AND DEFEASANCE

Section 4.01 Tax Covenants Relating to the Series 2016 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 2016 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 2016 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 2016 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 2016 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 2016 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 2016 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 2016 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 2016 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 2016 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 16, 2015

Table of Contents

	Page
ARTICLE I DEFINITIONS AND STATUTORY AUTHORITY	1
Section 1.01 Supplemental Resolution	1
Section 1.02 Definitions	1
Section 1.03 Authority for this Supplemental Resolution	1
ARTICLE II AUTHORIZATION OF SERIES 2016 BONDS	2
Section 2.01 Authorized Principal Amount, Designation and Series	2
Section 2.02 Purposes	2
Section 2.03 Dates, Maturities, Principal Amounts and Interest	2
Section 2.04 Interest Payments	3
Section 2.05 Denominations, Numbers and Letters	3
Section 2.06 Places of Payment and Paying Agent	3
Section 2.07 Sinking Fund Installments	3
Section 2.08 Redemption Prices and Terms	3
Section 2.09 Delegation to an Authorized Officer	4
Section 2.10 Sale of Series 2016 Bonds	6
Section 2.11 Forms of Series 2016 Bonds and Trustee's Authentication Certificate	8
Section 2.12 Appointment of Trustee and Paying Agent	8
ARTICLE III DISPOSITION OF SERIES 2016 BOND PROCEEDS	8
Section 3.01 Disposition of Series 2016 Bond Proceeds	8
ARTICLE IV TAX COVENANTS AND DEFEASANCE	8
Section 4.01 Tax Covenants Relating to the Series 2016 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 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 Nixon Peabody LLP, Orrick, Herrington & Sutcliffe LLP, D. Seaton and Associates, P.A., P.C., Bryant Rabbino 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 2016 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 2016 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 2016 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 2016 Bonds issued to finance Capital Costs shall not exceed \$300 million, reduced by the amount of bonds then Outstanding issued under the Triborough Bridge and Tunnel Authority Multiple Series 2016 General Revenue Bond Supplemental Resolution, adopted December 16, 2015 (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 2016 Bonds, shall not be counted.

Series 2016 Bonds shall be designated as, and shall be distinguished from the Obligations of all other Series by the title, “Subordinate Revenue Bonds, Series 2016” 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 2016 Bonds shall continue in effect until the adoption by the Issuer Board of a subsequent new money bond issuance supplemental resolution relating to 2017 new money financings.

Section 2.02 Purposes. The purposes for which the Series 2016 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 2016 Bonds, except as otherwise provided in the Resolution, shall be dated the date or dates determined in the related Certificate of Determination. The Series 2016 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 2016 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 2016 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 2016 Bonds shall be issued in fully registered form without coupons in the denomination of \$5,000 or any integral multiple thereof.

The Series 2016 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 2016 Bonds shall be payable to the registered owner of each Series 2016 Bond when due upon presentation of such Series 2016 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 2016 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 2016 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 2016 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 2016 Bonds.

Section 2.08 Redemption Prices and Terms. The Series 2016 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 Series 2016 Bonds, if set forth in the Certificate of Determination, the taxable Series 2016 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 Series 2016 Bonds:

(a) to determine whether and when to issue any Series 2016 Bonds constituting Capital Cost Subordinate Revenue Obligations, the amount of the Series 2016 Bonds to be applied to finance Capital Costs, and the amount of the proceeds of the Series 2016 Bonds, estimated to be necessary to pay the Costs of Issuance of the Series 2016 Bonds and capitalized interest, if any;

(b) to determine the purpose or purposes for which the Series 2016 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 2016 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 2016 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 2016 Bonds and the amount and due date of each Sinking Fund Installment, if any;

(e) to determine the date or dates which the Series 2016 Bonds shall be dated and the interest rate or rates of the Series 2016 Bonds or the manner of determining such interest rate or rates; provided, however, that any Series 2016 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 2016 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 2016 Bonds; provided, however, that if the Series 2016 Bonds are to be redeemable at the election of the Issuer, the Redemption Price (except in the case of taxable Series 2016 Bonds) shall not be greater than one hundred three percent (103%) of the principal amount of the Series 2016 Bonds to be redeemed, plus accrued interest thereon up to but not including the date of redemption and in the case of taxable Series 2016 Bonds any provisions relating to pro rata redemption and/or make-whole redemption;

(g) to determine whether the sale of the Series 2016 Bonds shall be conducted on either a negotiated or competitive bid basis and, as applicable, to determine the purchase price for the Series 2016 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

2016 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 2016 Bonds;

(h) to take all actions required for the Series 2016 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 2016 Bonds issuable in fully registered form;

(i) to determine whether to issue all or any portion of the Series 2016 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 2016 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 2016 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 2016 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 2016 Bonds; and

(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 2016 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 2016 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 2016 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 2016 Bonds. Each Authorized Officer is hereby authorized either (i) to sell and award all or any portion of the Series 2016 Bonds through a competitive bidding process to purchasers meeting the requirements of one or more Notices of Sale (as hereinafter defined) to be published in order to give notice of the competitive sale of the Series 2016 Bonds; (ii) to sell and award all or any portion of the Series 2016 Bonds through a negotiated sale to the purchasers who are referred to in the bond purchase agreement and who shall be selected from the then current list of approved underwriters; or (iii) to sell and award all or any portion of the Series 2016 Bonds through a direct sale to the financial institution or institutions selected by the Authorized Officer who shall be referred to in the continuing covenant, direct purchase or similar agreement. Each Authorized Officer is hereby authorized to sell and award the Series 2016 Bonds to the purchasers referred to in the preceding sentence in the case of a bond purchase agreement, in substantially the form most recently executed or delivered by the Issuer in connection with the sale of Obligations, or, with respect to a continuing covenant, direct purchase or similar agreement, containing bank facility terms and provisions (including, without limitation, increased costs, term-out, events of default and remedies) in substantially the form set forth in a letter of credit reimbursement agreement most recently executed or delivered by the Issuer, including, if applicable, that the direct purchaser offer to the Issuer a term-out provision of no less than five years, with such revisions to reflect the terms and provisions of the Series 2016 Bonds as may be approved by the officer executing the bond purchase, continuing covenant or similar agreement (each, a "Purchase Agreement"). Each Authorized Officer is hereby authorized to agree to the selection of the representative of the underwriters or the other purchasers or facility providers 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 2016 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 2016 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 2016 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 2016 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 2016 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 2016 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 2016 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, 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 2016 Bonds and for implementing the terms of each issue of the Series 2016 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 2016 Bonds and Trustee's Authentication Certificate. Subject to the provisions of the Resolution, the form of registered Series 2016 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 in the related 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 2016 Bonds.

ARTICLE III

DISPOSITION OF SERIES 2016 BOND PROCEEDS

Section 3.01 Disposition of Series 2016 Bond Proceeds. Any proceeds of the sale of the Series 2016 Bonds, other than accrued interest and capitalized interest, if any, shall be deposited, simultaneously with the issuance and delivery of the Series 2016 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 the related Certificate of Determination, accrued interest and capitalized interest, if any, received on the sale of the Series 2016 Bonds shall be deposited in the Debt Service Fund.

ARTICLE IV

TAX COVENANTS AND DEFEASANCE

Section 4.01 Tax Covenants Relating to the Series 2016 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 2016 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 2016 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 2016 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 2016 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 2016 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 2016 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 2016 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 2016 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 2016 Bonds issued as Tax-Exempt Obligations in determining gross income for Federal income tax purposes.

Staff Summary

Subject Authorization to Issue Transportation Revenue Refunding Bonds, Dedicated Tax Fund Refunding Bonds, Triborough Bridge and Tunnel Authority General Revenue Refunding and Subordinate Revenue Bonds Refunding Bonds	Date December 16, 2015
Department Finance	Vendor Name N/A
Department Head Name Robert E. Foran, Chief Financial Officer	Contract Number
Department Head Signature 	Contract Manager Name
Project Manager Name Patrick McCoy, Director of Finance 	Table of Contents Ref #

Board Action						Internal Approvals			
Order	To	Date	Approval	Info	Other	Order	Approval	Order	Approval
1	Finance Comm.	12/14	X			1	Legal 	2	Chief of Staff 
2	Board	12/16	X						

PURPOSE:

The MTA Finance Department is seeking MTA and TBTA Board authorization and approval of the necessary documentation to issue 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, 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. The MTA Finance Department is also seeking authority to allow for a portion of the Transportation Revenue Refunding Bonds and Dedicated Tax Fund Refunding Revenue Bonds to be issued as variable rate securities to refund bonds that already meet the refunding policy requirements based on a fixed rate refunding. MTA's portfolio of outstanding indebtedness is \$35.6 billion (exclusive of State Service Contract Bonds, which debt service is paid by the State).

DISCUSSION:

MTA and TBTA Board approval is sought for the following resolutions, documents and activities in connection with the issuance of refunding bonds:

- MTA Multiple Series Transportation Revenue Refunding Bond Supplemental Resolution (2016) authorizing Metropolitan Transportation Authority Transportation Revenue Refunding Obligations, including providing for the issuance of the following:
 - 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 Refunding Bonds.
- MTA Multiple Series Dedicated Tax Fund Refunding Bond Supplemental Resolution (2016) authorizing Metropolitan Transportation Authority Dedicated Tax Fund Revenue Refunding Obligations, including providing for the issuance of the following:

- Parity Reimbursement Obligations and Parity Debt in an amount sufficient to secure any Credit Facilities entered into in connection with the issuance of the Dedicated Tax Fund Revenue Refunding Obligations.
- TBTA Multiple Series General Revenue Refunding Bond Supplemental Resolution (2016) authorizing Triborough Bridge and Tunnel Authority General Revenue Refunding Obligations, including providing for the issuance of the following:
 - 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 Refunding Obligations.
- TBTA Multiple Series 2001 Subordinate Revenue Refunding Bond Supplemental Resolution (2016) authorizing Triborough Bridge and Tunnel Authority Subordinate Revenue Refunding Obligations, including providing for the issuance of the following:
 - 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 Subordinate Revenue Refunding Obligations.

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

(a) delegating authority to the Chairman and Chief Executive Officer, the Chair of the Finance Committee, the Vice Chairman, the Chief Financial Officer or 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:

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

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 existing 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 refunding bonds and other financial transactions set forth above, on behalf of MTA, TBTA or other MTA subsidiaries and affiliates.

ALTERNATIVES:

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

RECOMMENDATION:

The MTA and TBTA Boards approve the above-referenced resolutions and documents and all other actions described above, including the execution and delivery of such other documents, and the taking of all other actions, from time to time deemed necessary or desirable by such officers in connection therewith. The authorization to issue the refunding bonds and take other related actions hereunder shall continue in effect without any further action by the MTA or TBTA Boards, until the adoption by the MTA and TBTA Boards, of subsequent refunding bond supplemental resolutions relating to 2017 refundings unless (a) the MTA and TBTA 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 to Call		
Years From Call To Maturity		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%	5.05	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 16, 2015

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	8
Section 2.11. Forms of Refunding Bonds and Trustee's Authentication Certificate.....	9
Section 2.12. Appointment of Trustee and Paying Agent	10

ARTICLE III

DISPOSITION OF REFUNDING BOND PROCEEDS

Section 3.01. Disposition of Refunding Bond Proceeds.....	11
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ARTICLE IV

TAX COVENANTS AND DEFEASANCE

Section 4.01. Tax Covenants Relating to the Refunding Bonds.....	12
Section 4.02. Defeasance	12

**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 Nixon Peabody LLP, Orrick, Herrington & Sutcliffe LLP, D. Seaton and Associates, P.A., P.C., Bryant Rabbino 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.

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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 by the MTA Board of a subsequent refunding bond supplemental resolution relating to 2017 refundings.

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 fixed rate Tax-Exempt Obligations shall be subject to a maximum interest rate of not greater than 10% per annum, any Obligations 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 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 required by a Rating Agency in order to attain or maintain specific ratings on the Refunding 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;

(m) 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;

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

(o) to determine that Refunding Bonds issued as Variable Interest Rate Obligations comply with all Board policies relating to Refunding Bonds relating to the issuance of refunding obligations in effect at the time of such determination as if such bonds were issued as fixed rate Refunding Bonds; and

(p) 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, and 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. Each Authorized Officer is hereby authorized either (i) to sell and award all or any portion of the Refunding Bonds through a competitive bidding process to purchasers meeting the requirements of one or more Notices of Sale (as hereinafter defined) to be published in order to give notice of the competitive sale of the Refunding Bonds; (ii) to sell and award all or any portion of the Refunding Bonds through a negotiated sale to the purchasers who are referred to in the bond purchase agreement and who shall be selected from the then current list of approved underwriters; or (iii) to sell and award all or any portion of the Refunding Bonds through a direct sale to the financial institution or institutions selected by the Authorized Officer who shall be referred to in the continuing covenant, direct purchase or similar agreement. Each Authorized Officer is hereby authorized to sell and award the Refunding Bonds to the purchasers referred to in the preceding sentence in the case of a bond purchase agreement, in substantially the form most recently executed or delivered by the Issuer in connection with the sale of Obligations, or, with respect to a continuing covenant, direct purchase or similar agreement, containing bank facility terms and provisions (including, without limitation, increased costs, term-out, events of default and remedies) in substantially the form set forth in a letter of credit reimbursement agreement most recently executed or delivered by the Issuer, including, if applicable, that the direct purchaser offer to the Issuer a term-out provision of no less than five years, with such revisions to reflect the terms and provisions of the Refunding Bonds as may be approved by the officer executing the bond purchase, continuing covenant or similar agreement (each, a "Purchase Agreement"). Each Authorized Officer is hereby authorized to agree to the selection of the representative of the underwriters or the other purchasers or facility providers 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, 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.

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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 16, 2015

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	8
Section 2.11. Forms of Refunding Bonds and Trustee's Authentication Certificate.....	9
Section 2.12. Appointment of Trustee and Paying Agent	10

ARTICLE III

DISPOSITION OF REFUNDING BOND PROCEEDS

Section 3.01. Disposition of Refunding Bond Proceeds.....	11
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ARTICLE IV

TAX COVENANTS AND DEFEASANCE

Section 4.01. Tax Covenants Relating to the Refunding Bonds.....	12
Section 4.02. Defeasance	12

**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 Nixon Peabody LLP, Orrick, Herrington & Sutcliffe LLP, D. Seaton and Associates, P.A., P.C., Bryant Rabbino 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.

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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 by the MTA Board of a subsequent refunding bond supplemental resolution relating to 2017 refundings.

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 fixed rate Tax-Exempt Obligations shall be subject to a maximum interest rate of not greater than 10% per annum, any Obligations 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 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 required by a Rating Agency in order to attain or maintain specific ratings on the Refunding 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;

(m) 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;

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

(o) to determine that Refunding Bonds issued as Variable Interest Rate Obligations comply with all Board policies relating to Refunding Bonds relating to the issuance of refunding obligations in effect at the time of such determination as if such bonds were issued as fixed rate Refunding Bonds; and

(p) 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, and 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. Each Authorized Officer is hereby authorized either (i) to sell and award all or any portion of the Refunding Bonds through a competitive bidding process to purchasers meeting the requirements of one or more Notices of Sale (as hereinafter defined) to be published in order to give notice of the competitive sale of the Refunding Bonds; (ii) to sell and award all or any portion of the Refunding Bonds through a negotiated sale to the purchasers who are referred to in the bond purchase agreement and who shall be selected from the then current list of approved underwriters; or (iii) to sell and award all or any portion of the Refunding Bonds through a direct sale to the financial institution or institutions selected by the Authorized Officer who shall be referred to in the continuing covenant, direct purchase or similar agreement. Each Authorized Officer is hereby authorized to sell and award the Refunding Bonds to the purchasers referred to in the preceding sentence in the case of a bond purchase agreement, in substantially the form most recently executed or delivered by the Issuer in connection with the sale of Obligations, or, with respect to a continuing covenant, direct purchase or similar agreement, containing bank facility terms and provisions (including, without limitation, increased costs, term-out, events of default and remedies) in substantially the form set forth in a letter of credit reimbursement agreement most recently executed or delivered by the Issuer, including, if applicable, that the direct purchaser offer to the Issuer a term-out provision of no less than five years, with such revisions to reflect the terms and provisions of the Refunding Bonds as may be approved by the officer executing the bond purchase, continuing covenant or similar agreement (each, a "Purchase Agreement"). Each Authorized Officer is hereby authorized to agree to the selection of the representative of the underwriters or the other purchasers or facility providers 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, 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 16, 2015

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
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ARTICLE

IV TAX COVENANTS AND DEFEASANCE

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

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

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

ARTICLE I

DEFINITIONS AND STATUTORY AUTHORITY

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

Section 1.02. Definitions.

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

2. In this Supplemental Resolution:

“Authorized Officer” shall include the officers designated as such in the Resolution, and the Chairman and Chief Executive Officer, the Chair of the Finance Committee, the 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 Nixon Peabody LLP, Orrick, Herrington & Sutcliffe LLP, D. Seaton and Associates, P.A., P.C., Bryant Rabbino 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.

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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 by the Issuer Board of a subsequent refunding bond supplemental resolution relating to 2017 refundings.

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 fixed rate Tax-Exempt Obligations shall be subject to a maximum interest rate of not greater than 10% per annum, any Obligations 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 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 required by a Rating Agency in order to attain or maintain specific ratings on the Refunding 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;

(m) 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;

(n) 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

(o) 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, and 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. Each Authorized Officer is hereby authorized either (i) to sell and award all or any portion of the Refunding Bonds through a competitive bidding process to purchasers meeting the requirements of one or more Notices of Sale (as hereinafter defined) to be published in order to give notice of the competitive sale of the

Refunding Bonds; (ii) to sell and award all or any portion of the Refunding Bonds through a negotiated sale to the purchasers who are referred to in the bond purchase agreement and who shall be selected from the then current list of approved underwriters; or (iii) to sell and award all or any portion of the Refunding Bonds through a direct sale to the financial institution or institutions selected by the Authorized Officer who shall be referred to in the continuing covenant, direct purchase or similar agreement. Each Authorized Officer is hereby authorized to sell and award the Refunding Bonds to the purchasers referred to in the preceding sentence in the case of a bond purchase agreement, in substantially the form most recently executed or delivered by the Issuer in connection with the sale of Obligations, or, with respect to a continuing covenant, direct purchase or similar agreement, containing bank facility terms and provisions (including, without limitation, increased costs, term-out, events of default and remedies) in substantially the form set forth in a letter of credit reimbursement agreement most recently executed or delivered by the Issuer, including, if applicable, that the direct purchaser offer to the Issuer a term-out provision of no less than five years, with such revisions to reflect the terms and provisions of the Refunding Bonds as may be approved by the officer executing the bond purchase, continuing covenant or similar agreement (each, a "Purchase Agreement"). Each Authorized Officer is hereby authorized to agree to the selection of the representative of the underwriters or the other purchasers or facility providers 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, 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 16, 2015

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
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ARTICLE IV

TAX COVENANTS, ADDITIONAL COVENANTS AND DEFEASANCE

Section 4.01. Tax Covenants Relating to the Refunding Bonds.....	11
Section 4.02. Additional Covenants.....	11
Section 4.03. Defeasance	12

**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 Nixon Peabody LLP, Orrick, Herrington & Sutcliffe LLP, D. Seaton and Associates, P.A., P.C., Bryant Rabbino 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.

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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 by the Issuer Board of a subsequent refunding bond supplemental resolution relating to 2017 refundings.

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 fixed rate Tax-Exempt Obligations shall be subject to a maximum interest rate of not greater than 10% per annum, any Obligations 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 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 required by a Rating Agency in order to attain or maintain specific ratings on the Refunding 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;

(m) 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;

(n) 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

(o) 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, and 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. Each Authorized Officer is hereby authorized either (i) to sell and award all or any portion of the Refunding Bonds through a competitive bidding process to purchasers meeting the requirements of one or more Notices of Sale (as hereinafter defined) to be published in order to give notice of the competitive sale of the

Refunding Bonds; (ii) to sell and award all or any portion of the Refunding Bonds through a negotiated sale to the purchasers who are referred to in the bond purchase agreement and who shall be selected from the then current list of approved underwriters; or (iii) to sell and award all or any portion of the Refunding Bonds through a direct sale to the financial institution or institutions selected by the Authorized Officer who shall be referred to in the continuing covenant, direct purchase or similar agreement. Each Authorized Officer is hereby authorized to sell and award the Refunding Bonds to the purchasers referred to in the preceding sentence in the case of a bond purchase agreement, in substantially the form most recently executed or delivered by the Issuer in connection with the sale of Obligations, or, with respect to a continuing covenant, direct purchase or similar agreement, containing bank facility terms and provisions (including, without limitation, increased costs, term-out, events of default and remedies) in substantially the form set forth in a letter of credit reimbursement agreement most recently executed or delivered by the Issuer, including, if applicable, that the direct purchaser offer to the Issuer a term-out provision of no less than five years, with such revisions to reflect the terms and provisions of the Refunding Bonds as may be approved by the officer executing the bond purchase, continuing covenant or similar agreement (each, a "Purchase Agreement"). Each Authorized Officer is hereby authorized to agree to the selection of the representative of the underwriters or the other purchasers or facility providers 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, 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, ADDITIONAL 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.

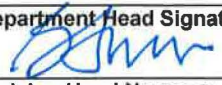
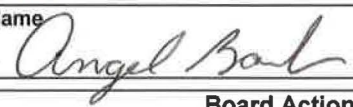
1. The Issuer covenants and agrees that it will not issue any Senior Obligations under the Senior Resolution (other than pursuant to Section 205 thereof) unless in addition to satisfying the requirements of the Senior Resolution, an Authorized Officer delivers to the trustee under the Senior Resolution 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 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 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 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.

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 

Date
December 9, 2015
Vendor Name
Various
Contract Number
Various
Contract Manager Name
Various
Table of Contents Ref #

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance	12/14/2015	X		
2	Board	12/16/2015	X		

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:

MTAHQ proposes to award Non-competitive procurements in the following categories: # of Actions \$ Amount
None None

MTAHQ proposes to award Competitive procurements in the following categories:

Schedules Requiring Majority Vote

Schedule F: Personal Service Contracts	2	\$140,086,966.63
Schedule H: Modifications to Personal/Miscellaneous Services Contracts	2	\$756,695,000.00
SUBTOTAL	4	\$896,781,966.63

MTAHQ presents the following procurement actions for Ratification:

Schedule K: Ratification of Completed Procurement Actions (Involving Schedules E-J)	1	\$ 11,745,000.00
TOTAL	5	\$908,526,966.63

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 2015
COMPETITIVE PROCUREMENTS

METROPOLITAN TRANSPORTATION AUTHORITY

Procurements Requiring Majority Vote:

F. Personal Service Contracts

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

- | | | |
|---|------------------------|--------------------------------------|
| 1. Various (see below) | \$140,000,000 | <u>Staff Summary Attached</u> |
| All-Agency Technical Temporary IT Services | (not-to-exceed) | |
| Contract No. 15168-0100 thru 2500 | | |

Competitively negotiated – 87 proposals – 60 months

To recommend that the Board approve the award of the below twenty-five (25) competitively negotiated, all-agency, personal services contracts to provide All-Agency Technical Temporary Information Technology Services on an as-needed basis for a period of five (5) years from January 1, 2016 through December 31, 2020. Each contract will be awarded on a zero-dollar basis. Individual work assignments will be awarded through a mini-RFP competitive process, among some or all firms. This agreement will support the MTA IT Department as well as the Agencies and will provide the ability to retain project consultants, as well as temporarily supplement in-house project staff. Without the support of these technical services, planned maintenance and enhancements for critical operational and administrative systems would be adversely impacted as MTA does not currently have available resources and expertise to support these systems. The selected firms originally proposed average rates ranging from \$37.77 to \$145.35 per hour. These hourly rates were negotiated down to average range of \$29.64 to \$137.41, representing reductions ranging from 5% to 21%, and will remain fixed for the five-year term of the contracts. These fully-loaded negotiated rates compares favorably with the current five-year contract rates which range from \$40 to \$120. Based on the five-year usage estimates provided by the Selection Committee Members, the negotiated rates under this agreement are expected to yield a minimum of 11% to 20% reduction from the overall estimated cost, or approximately \$30M to \$55M savings over the five year period. Based on the above, the negotiated hourly rates are deemed fair and reasonable.

- | | | | |
|-------------------------|--------------------------------------|-----------------------------------|--------------------------------|
| 1. 22nd Century | 7. CMA Consulting Services | 13. Indotronix International | 19. Novalink |
| 2. Accenture, LLP | 8. CompuForce | 14. Industrial Staffing Svs, Inc. | 20. Oracle |
| 3. Aegistech Inc. | 9. Crescens, Inc. | 15. InfoPeople Corporation | 21. PruTech Solutions, Inc. |
| 4. Axelon Services Corp | 10. DTG Consultant Solutions | 16. Infosys International, Inc. | 22. PSI International, Inc. |
| 5. Bowne Management | 11. Enterprise Engineering Inc (EEI) | 17. K-Force, Inc. | 23. QED National Systems, Inc. |
| 6. CH2M HILL INC. | 12. IBM Corporation | 18. Knowledge Builders, Inc. | 24. SGA, Inc. |
| | | | 25. Unique Comp, Inc. |

- | | |
|--------------------------------------|--------------------|
| 2. First Environment, Inc. | \$86,966.63 |
| Greenhouse Gas Audit Services | (Fixed) |
| Contract No. 15068-0100 | |

Competitively negotiated – 2 proposals – 60 months

Consultant to provide third party verification of MTA's Greenhouse Gas ("GHG") inventory for 2014 through 2018 reporting years. Annual third-party verification service is required of membership to The Climate Registry ("The Registry"), of which MTA is a founding member. Third-party verification is a way for The Registry to confirm the accuracy of MTA's GHG report. As part of verification process, the vendor will verify MTA's emissions sources and evaluate whether MTA's GHG emissions annual reports from 2014 through 2018 are consistent with the

METROPOLITAN TRANSPORTATION AUTHORITY

COMPETITIVE PROCUREMENTS

most recent version of The Registry's General Reporting Protocol, by reviewing electricity and fuel consumption records and invoices and comparing this data to the information MTA reports to The Registry. First Environment Inc.'s initial proposal for a fixed fee of \$90,542.16 was negotiated down to a fixed fee of \$86,966.63, a savings of \$3,575.53 or 3%. The negotiated hourly rates ranging from \$75 to \$169 are lower than the prior rates which range from \$75 to \$180 per hour and are thus deemed reasonable.

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.)

3. **Day Engineering P.C.** **\$525,000**
Multi-Agency Environmental Consulting Services (not-to-exceed)
Contract No. 13307-0100, S/A #1

Base amount = \$860,000

To recommend that the Board approve an amendment to a previously Board-approved, competitively negotiated, personal services contract which expires December 31, 2017 for an additional amount of \$525,000. This increase is necessary to implement the new EPA and NYS Department of Environmental Conservation regulations which have significantly expanded petroleum and chemical underground storage tank system testing requirements resulting in an immediate need for consultant support to assist in managing testing programs for MTA agencies. All rates as negotiated under the base contract will remain the same and are deemed fair and reasonable.





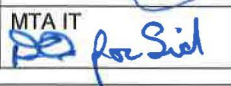





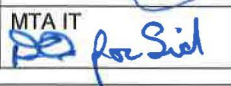





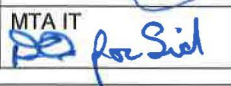

4. **Medical Health Benefits** **\$756,170,000** Staff Summary Attached
Contract No. 10E0280, S/A #3 (NYCT) (Not-to-exceed)
a. **Empire Health Choice Assurance, Inc.**
b. **United Healthcare Insurance of NY**
c. **Aetna**

Base amount = \$3,200,000,000

To recommend that the Board approve an amendment to a previously Board-approved, competitively negotiated, miscellaneous services contract with Empire Health Choice Assurance, Inc. (Empire), United Healthcare Insurance of New York (UHC), and Aetna Health Inc. (Aetna) to provide medical health benefits for certain NYC Transit and MTA Bus Company (MTABC) employees and retirees. This amendment includes a twelve-month time extension for each carrier and an additional combined, not-to-exceed amount of \$756,170,000. This amendment is required to allow sufficient time to: (i) Complete a competitive RFP (to present to the July Board) and allow a transition period to a new supplier(s), if required; and (ii) Align operational transition activities with the benefits open enrollment process for 2017 calendar year. During the open enrollment period plan participants are given the opportunity to change benefit plans for the ensuing year. Medical claims represent approximately 94.7% of the estimated amount of \$756,710,000. For 2016, administration fees for the self-insured medical health benefit plans for United Healthcare and Empire Health will increase 2.5% and 3.8% respectively. Additionally, premiums, which are a blend of medical claims and administration fees, for the fully-insured medical health benefit plans for United Healthcare will increase by 1.6%. Aetna's premiums will be reduced by approximately 1%. Typically, administration fees increase 3-5% each year, therefore these increases are considered acceptable when compared to the market. Based on the above, these fees are deemed fair and reasonable.

Staff Summary

Schedule F: Personal Service Contracts

Item Number: Dept & Dept Head Name: BSC/Wael Hibri						SUMMARY INFORMATION																			
Division & Division Head Name: MTA IT/Sidney Gellineau						<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 70%; padding: 5px;"> Vendor Name: Various </td> <td style="width: 30%; padding: 5px;"> Contract Number 15168-0100 thru 2500 </td> </tr> </table>		Vendor Name: Various	Contract Number 15168-0100 thru 2500																
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Board Reviews						Description: All-Agency Technical Temporary IT Services																			
<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th>Order</th> <th>To</th> <th>Date</th> <th>Approval</th> <th>Info</th> <th>Other</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Finance</td> <td>12/14/2015</td> <td style="text-align: center;">X</td> <td></td> <td></td> </tr> <tr> <td>2</td> <td>Board</td> <td>12/16/2015</td> <td style="text-align: center;">X</td> <td></td> <td></td> </tr> </tbody> </table>						Order	To	Date	Approval	Info	Other	1	Finance	12/14/2015	X			2	Board	12/16/2015	X			Total Amount: \$140,000,000	
Order	To	Date	Approval	Info	Other																				
1	Finance	12/14/2015	X																						
2	Board	12/16/2015	X																						
Internal Approvals						Contract Term (including Options, if any): January 1, 2016 through December 31, 2020																			
<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th>Order</th> <th>Approval</th> <th>Order</th> <th>Approval</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Procurement </td> <td>4</td> <td>DDCR </td> </tr> <tr> <td>2</td> <td>BSC </td> <td>5</td> <td>Legal </td> </tr> <tr> <td>3</td> <td>MTA IT </td> <td>6</td> <td>CFO </td> </tr> </tbody> </table>						Order	Approval	Order	Approval	1	Procurement 	4	DDCR 	2	BSC 	5	Legal 	3	MTA IT 	6	CFO 	Option(s) included in Total Amount? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
Order	Approval	Order	Approval																						
1	Procurement 	4	DDCR 																						
2	BSC 	5	Legal 																						
3	MTA IT 	6	CFO 																						
						Renewal? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No																			
						Procurement Type: <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive																			
						Solicitation Type: <input checked="" type="checkbox"/> RFP <input type="checkbox"/> Bid <input type="checkbox"/> Other:																			
						Funding Source: <input checked="" type="checkbox"/> Operating <input type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other:																			

Narrative

I. PURPOSE/RECOMMENDATION:

To recommend that the Board approve the award of the below twenty-five (25) competitively negotiated, all-agency, personal services contracts to provide All-Agency Technical Temporary Information Technology Services on an as-needed basis for a period of five (5) years from January 1, 2016 through December 31, 2020. Each contract will be awarded on a zero-dollar basis. Individual work assignments will be awarded through a mini-RFP competitive process, among some or all firms.

- | | | |
|---|--|--|
| 1. 22nd Century
2. Accenture, LLP
3. Aegistech Inc.
4. Axelon Services Corp
5. Bowne Management Systems, Inc. | 6. CH2M HILL INC.
7. CMA Consulting Services
8. CompuForce
9. Crescens, Inc.
10. DTG Consultant Solutions | 11. Enterprise Engineering Inc (EEI)
12. IBM Corporation
13. Indotronix International
14. Industrial Staffing Svs, Inc.
15. InfoPeople Corporation |
| 16. Infosys International, Inc.
17. K-Force, Inc.
18. Knowledge Builders, Inc.
19. Novalink
20. Oracle | 21. PruTech Solutions, Inc.
22. PSI International, Inc.
23. QED National
24. SGA, Inc.
25. Unique Comp, Inc. | |

II. DISCUSSION:

This agreement will support the MTA IT Department as well as the Agencies and will provide the ability to retain project consultants, as well as temporarily supplement in-house project staff. This contract will provide resources to support critical projects including but not limited to those listed below. Without the support of these technical services, planned maintenance and enhancements for critical operational and administrative systems would be adversely impacted as MTA does not currently have available resources and expertise to support these systems. These services are essential to provide specialized expertise needed for a limited time for specific projects.

- PeopleSoft 9.2 Upgrade & PeopleSoft Pension
- NYCT Applications Replacement/Upgrade
- MNR and LIRR Applications Replacement/Enhancement/Upgrade (ex. Revenue Systems, Database Administration)
- Enterprise Asset Management Systems
- New Fare Collection Systems
- Various NYCT or Railroad consulting services for bus, subway projects and East Side Access
- Payment Card Industry (PCI) security compliance
- Desktop Support Technicians
- MTA IT Project Management (IT project oversight)

In order to obtain these services, a Request for Proposal (RFP) was advertised and issued to approximately four-hundred, sixty-five (465) firms. Eighty-seven (87) proposals were received. The Selection Committee, consisting of MTA IT, evaluated the proposals and determined that out of the eighty-seven (87) firms, twenty-five (25) are technically qualified to perform the services identified in the RFP. The RFP criteria, which were used to evaluate the proposals, were (i) cost; (ii) vendor profile; (iii) services support; (iv) candidate profile; (v) services quality; and (vi) customer service.

These firms are qualified in their respective categories of work and will only be eligible to propose on work in those specific categories. The services will be performed based on the fully-loaded hourly rates established in the base contract and will be awarded as work assignments after conducting a mini-RFP competitive process among some or all of the firms.

The selected firms originally proposed average rates ranging from \$37.77 to \$145.35 per hour. These hourly rates were negotiated down to average range of \$29.64 to \$137.41, representing reductions ranging from 5% to 21%, and will remain fixed for the five-year term of the contracts. These fully-loaded negotiated rates compares favorably with the current five-year contract rates which range from \$40 to \$120. Based on the five-year usage estimates provided by the Selection Committee Members, the negotiated rates under this agreement are expected to yield a minimum of 11% to 20% reduction from the overall estimated cost, or approximately \$30M to \$55M savings over the five year period. Based on the above, the negotiated hourly rates are deemed fair and reasonable. MTA is in the process of conducting a responsibility review and other due diligence on all firms. Procurement will not execute any contract where AI/SAI information is revealed unless the information is waived in accordance with the All-Agency Responsibility Guidelines.

IV. D/M/WBE INFORMATION:

Accenture, Bowne Management Systems Inc., Infosys International Inc. and QED have achieved their previous MWDBE goals on previous MTA contracts. No assessment of the other firms' MWDBE performance can be determined at this time as they have not completed any MTA contracts.

V. IMPACT ON FUNDING:

Funding is based on approved budgets for MTA headquarters and the operating agencies and will not exceed the limits approved by the Board.

VI. ALTERNATIVES:

1. Do not approve award of the contracts: This would severely curtail planned maintenance and enhancements of critical operational and administrative systems.
2. Perform the Services In-house: This is not a feasible alternative. MTA and its agencies do not have the staff or expertise in-house to perform these services.

Staff Summary

Schedule H: Modifications to Personal Service & Miscellaneous Service Contracts

Item Number:

Page 1 of 1

Vendor Name (& Location): Empire Health Choice Assurance, Inc.; United Healthcare; Aetna		Contract Number: 10E0280 (NYCT)		AWO/Modification # 1	
Description: Medical Health Benefits Program					
Contract Term (including Options, if any): January 1, 2016 to December 31, 2016		Original Amount: \$3,200,000,000 (est.)			
Option(s) included in Total Amount? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		Prior Modifications: \$ -			
Procurement Type: <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive		Prior Budgetary Increases: \$ -			
Solicitation Type: <input checked="" type="checkbox"/> RFP <input type="checkbox"/> Bid <input type="checkbox"/> Other:		Current Amount: \$3,200,000,000			
Funding Source: <input checked="" type="checkbox"/> Operating <input type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other:		This Request: \$756,710,000 (est.)			
Requesting Dept/Div & Dept/Div Head Name: Patricia Lodge		% of This Request to Current Amount: 24%			
		% of Modifications (including This Request) to Original Amount: 24%			

DISCUSSION:

To recommend that the Board approve an amendment to three previously Board-approved, competitively negotiated, miscellaneous services contracts with Empire Health Choice Assurance, Inc. (Empire), United Healthcare Insurance of New York (UHC), and Aetna Health Inc. (Aetna) to provide medical health benefits for certain NYC Transit and MTA Bus Company (MTABC) employees and retirees. This amendment includes a twelve-month time extension for each carrier and an additional combined, estimated amount of \$756,710,000.

In September 2010, New York City Transit (NYCT) received Board approval for the award of three five-year (base three years plus two one-year options subject to board approval) competitively negotiated miscellaneous service contracts with the above three firms for medical health services in the amount of \$3,200,000,000. The two one-year options were approved by the Board in November 2013. Under the respective collective bargaining agreements, NYC Transit currently provides medical benefits for approximately 67,600 active employees and retirees of the Transport Workers Union Local 100 (TWU), Amalgamated Transit Union Locals 726 and 1056 (ATU), Subway Surface Supervisors Association (SSSA), Transit Supervisory Organization Local 106 (TSO) and MTABC. In total, the contracts awarded provide medical benefits to approximately 150,000 participants (employees, retirees and their dependents).

This amendment is required to allow sufficient time to (i) Complete a competitive RFP (to present to the July Board) and allow a transition period to a new supplier(s), if required. (ii) Align operational transition activities with the benefits open enrollment process for 2017 calendar year. During the open enrollment period plan participants are given the opportunity to change benefit plans for the ensuing year.

Medical claims represent approximately 94.7% of the estimated amount of \$756,710,000. For 2016, administration fees for the self-insured medical health benefit plans for United Healthcare and Empire Health will increase 2.5% and 3.8% respectively. Additionally, premiums, which are a blend of medical claims and administration fees, for the fully-insured medical health benefit plans for United Healthcare will increase by 1.6%. Aetna's premiums will be reduced by approximately 1%. Typically, administration fees increase 3-5% each year, therefore these increases are considered acceptable when compared to the market. Based on the above, these fees are deemed fair and reasonable.

Based on the Scope of Work and lack of subcontracting opportunities, the MBE/WBE goals established were 0% MBE and 0% WBE for these contracts.

LIST OF PROCUREMENTS FOR BOARD APPROVAL, DECEMBER 2015
PROCUREMENTS FOR RATIFICATION
METROPOLITAN TRANSPORTATION AUTHORITY

Procurements Requiring Two-Thirds Vote:

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

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

- | | | |
|--|-------------------------------|--------------------------------------|
| 1. JPMorgan Chase, N.A.
Cash Management and Deposit Services
Contract No. 07H9748A.2 (NYCT)
Base plus previous supplements = \$6,739,735
Modification to the all-agency contract for cash management and deposit services, in order to exercise the option to extend the contract by three years. | \$11,745,000
(Est.) | <u>Staff Summary Attached</u> |
|--|-------------------------------|--------------------------------------|

Staff Summary

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

Page 1 of 1

Item Number:

Vendor Name (& Location): JPMorgan Chase, N.A. (New York, NY)	Contract Number: 07H9748A (NYCT)	Renewal? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
Description: Cash Management and Deposit Services	Total Amount: \$11,745,000 (Est.)	
Contract Term (including Options, if any): October 1, 2009 – September 30, 2014	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 checked="" type="checkbox"/> No	Requesting Dept/Div & Dept/Div Head Name: MTA-HQ Treasury, Josiane Codio	
Procurement Type: <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive	Contract Manager:	
Solicitation Type: <input type="checkbox"/> RFP <input type="checkbox"/> Bid <input checked="" type="checkbox"/> Other: Modification		

DISCUSSION

This retroactive modification is to exercise a contractual option to extend the contract for three years from October 1, 2014 to September 30, 2017.

This contract is for cash management and deposit services, which consist of coin and currency processing, and customized lockbox services for NYC Transit, Long Island Rail Road (LIRR), Metro-North Railroad (MNR), the MTA Business Service Center (MTA BSC), MTA Headquarters (MTA-HQ), MTA Bus Company (MTABC), Bridges and Tunnels (B&T), the Staten Island Railway and Nassau Inter-County Express (formerly Long Island Bus).

In September 2009, the Board approved the award of a five-year competitively negotiated miscellaneous service contract to JPMorgan Chase, N.A. (Chase) to provide cash management and deposit services to all MTA agencies. The contract included an option to extend the contract for three years and a separate option to extend for two years at the same rates. Prices for the base contract and option years were competitively negotiated at the same time and both were considered in the selection when the award recommendation was made to the Board.

After award, the contract was managed by the Treasury departments of each agency acting independently. In the spring of 2014, the Treasury departments requested exercise of the option to extend the contract.

Prior to exercising the option, NYC Transit requested that MTA Audit Services perform an independent review. The resulting report from Audit Services found that overall the bank fees paid during the sample period were valid, but that controls over bank fee transactions needed to be strengthened. Audit Services recommended that project management for this contract be consolidated at MTA Treasury; that a single point of contact with Chase be established; that a new payment process be established; and that periodic reviews of the price schedule be conducted by MTA Treasury to ensure that charges were in accordance with the price schedule. MTA Treasury has confirmed that all recommendations have been implemented.

The \$11.7 million amount of this modification breaks down as follows: \$4.4 million is the prospective spend during the term of this extension; \$2.2 million reflects costs during the period from October 2014 – October 2015; \$5.1 million reflects additional expenditures during the base contract period.

Subsequent to award of the original contract, the MTA BSC began financial operations and also utilized the services offered under this contract. Estimated quantities for some services were exceeded during the base contract period for which Chase provided a significant price discount. The price for this modification has been found to be fair and reasonable.

DECEMBER 2015
MTA REAL ESTATE ACTION ITEMS
FOR BOARD APPROVAL

1. ACTION ITEMS

MTA METRO-NORTH RAILROAD

- a. Lease with, Shoe Service Plus, Inc. dba Leather Spa for Retail Space K-07 at Grand Central Terminal
- b. Long term sublease with Target Corporation for property located on Metro-North's Hudson Line, Bronx, New York
- c. Lease with 'wichcraft grand central terminal llc dba 'wichcraft for a full-service restaurant with seating and takeout in Retail Space LC-17 at Grand Central Terminal

MTA NEW YORK CITY TRANSIT


- d. Release of 65 Commercial Street in Brooklyn from Master Lease between MTA New York City Transit and the City of New York, in exchange for 2401 Watson Ave (aka 1120 Commerce Ave), Bronx, New York

MTA BRIDGES & TUNNELS

- e. License Agreement with New York SMSA ("Verizon") for wireless telecommunications facilities in B&T's Queens Midtown Tunnel and Hugh L. Carey Tunnel

MTA METRO NORTH RAILROAD

Staff Summary

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

Date DECEMBER 14, 2015
Vendor Name
Contract Number
Contract Manager Name
Table of Contents Ref. #

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance Committee	12/14/15	X		
2	Board	12/16/15	X		

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

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

LESSEE: Shoe Service Plus, Inc. dba Leather Spa ("Leather Spa")

LOCATION: Retail Space K-07 and Storage Space LCS-16

ACTIVITY: The operation of a shoe shine service, including (in no more than 10% of the square footage of the premises) the incidental sale of shoe care items and umbrellas, and a drop off/pick up service for the repair of shoes and other leather goods

ACTION REQUESTED: Approval of terms

TERM: Five years

SPACE: Approximately 169 sf of retail space and approximately 188 sf of storage space

COMPENSATION: Annual Base Rent plus 8% of gross sales over Breakpoint as follows:

<u>Year</u>	<u>Annual Base Rent</u>	<u>PSF</u>	<u>Breakpoint</u>
1	\$68,490.00	\$405.26	\$856,125.00
2	\$70,544.70	\$417.42	\$881,808.75
3	\$72,661.04	\$429.94	\$908,263.00
4	\$74,840.87	\$442.84	\$935,510.88
5	\$77,086.10	\$456.13	\$963,576.25

STORAGE RENT: \$87.00 per sq. ft. per year, increasing annually by 3%

MARKETING: \$11.00 per sq. ft. per year, increasing annually by 3%

TRASH: \$9.77 per sq. ft. per year, increasing annually by 3%

SECURITY: Three months minimum rent plus a personal guaranty from Jose Carlos Mesquita and David Mesquita (limited to six months rent after vacating of premises)

INSURANCE: Standard

Staff Summary

FINANCE COMMITTEE MEETING

Shoe Service Plus, Inc. dba Leather Spa (Cont'd.)

Page 2 of 3



COMMENTS

In response to a recent MTA Request for Proposals ("RFP") for Retail Space K-07 at Grand Central Terminal, proposals were received from Shoe Service Plus, Inc. dba Leather Spa and 45th Street Park Ave Shoe Repair, Inc.

Per the Guidelines for Selection of Tenants for Grand Central Terminal approved by the MTA Board in November 2009, and amended in March 2014, such proposals were independently evaluated by Newmark Grubb Knight Frank ("NGKF") and Jones Lang LaSalle, and subsequently evaluated by the Director of GCT Development. When evaluating the proposals, two evaluation criteria were taken into account. Selection Criterion A, which accounts for 70% of the score, is designed to evaluate the direct economic value of a proposal. Selection Criterion B, which accounts for 30% of the score, is the evaluator's determination of a proposal's indirect economic benefit to the MTA.

As illustrated in the attached chart, Leather Spa's Unadjusted Guaranteed Rent Amount (i.e. the proposed guaranteed minimum rent, on a present value basis determined using a discount rate of 6%) and its Total Selection Criteria Score were both higher than that of the other proposer; and consequently a selection committee was not convened. The proposed rent is above the fair market rental value of the subject space, as estimated by NGKF, and is 20% higher than Leather Spa's current (escalated) rent.

Leather Spa has been a tenant in GCT's Dining Concourse since August 2010. Leather Spa proposes to continue to deliver a high-end shoe and handbag repair service combining old-world craftsmanship with highest quality materials. Leather Spa has beautifully designed and comfortable shoe shine stations with complimentary iPads for use by its customers. Its knowledgeable and personable staff are able to service customers quickly and efficiently in this high-traffic location. Leather Spa currently operates 3 midtown Manhattan locations, including GCT, with a 4th location opening downtown in early 2016.

Based on the foregoing, MTA Real Estate requests authorization to enter into a lease agreement with Shoe Service Plus, Inc. dba Leather Spa on the above-described terms and conditions.

Staff Summary

FINANCE COMMITTEE MEETING

Shoe Service Plus, Inc. dba Leather Spa (Cont'd.)

Page 3 of 3



Metropolitan Transportation Authority

Grand Central Terminal Retail Leasing Evaluation Sheet

Evaluator: Nancy Marshall, Director GCT Development

Space: K-07 (currently Leather Spa)

Date: November 20, 2015

	A	B	C	D	E	F	G	H	I	J
PROPOSER	<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>
Shoe Service Plus, Inc. dba Leather Spa	\$305,290	1.0	\$305,290	\$95,176	0	0	\$305,290	70	25	95
45 th Street Park Ave Shoe Repair, Inc	\$225,992	1.0	\$225,992	\$12,524	.50	\$6,262	\$232,254	53.3	10	63.3
* 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)										

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

Date DECEMBER 14, 2015
Vendor Name
Contract Number
Contract Manager Name
Table of Contents Ref. #

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance Committee	12/14/15	X		
2	Board	12/16/15	X		

Internal Approvals			
Order	Approval	Order	Approval
		1	Legal <i>BR</i>
3	Chief of Staff <i>ONE</i>		
2	Chief Financial Officer <i>BR</i>		

AGENCY: MTA Metro-North Railroad ("Metro-North")
 LESSEE: Target Corporation ("Target")
 LOCATION: 40 West 225th Street, across from Major Deegan Expressway, Bronx, NY
 ACTIVITY: Long-term sublease
 ACTION REQUESTED: Approval of terms
 TERM: 99 years
 SPACE: 6,320 square feet ("Subject Location")
 PRE-PAID RENT: Three hundred and fifty two thousand dollars (\$352,000), payable at sublease signing


COMMENTS:

In 1953, Seemen Bros., Target's predecessor-in-interest, leased the Subject Location from the New York Central Railroad Company. Today the eastern wall of Target's parking deck is constructed on the Subject Location, which is a long, narrow parcel. In anticipation of the expiration of the 1953 lease, Target has requested a renewal of the lease on a long-term basis.

The Subject Location is covered by the Harlem-Hudson Lease by virtue of which Metro-North controls the Hudson line right-of-way. In accordance with the Public Authorities Law, a long-term sublease of the Subject Location was publicly offered by request for proposals, and a single proposal was received from Target, which offered pre-paid rent of \$352,000. Such amount is consistent with the fair market value of the sublease interest, as estimated by MTA's appraiser. The agreement will limit Target to its current use, with all maintenance and repair at Target's cost. Additionally, Target will provide the appropriate insurance coverage and indemnification.

Based on the foregoing, Real Estate requests authorization to enter into a sublease agreement with Target on the terms and conditions 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 14, 2015
Vendor Name
Contract Number
Contract Manager Name
Table of Contents Ref. #

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance Committee	12/14/15	X		
2	Board	12/16/15	X		

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

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

TENANT: 'wichcraft grand central terminal llc dba 'wichcraft

LOCATION: Retail Space LC-17

ACTIVITY: A full-service restaurant with seating and take-out service selling tenant-produced menu items for breakfast, lunch and dinner including; sandwiches, salads, soups, sides, desserts and bar service with beer, wine and alcoholic drinks

ACTION REQUESTED: Approval of Terms

TERM: 10 years

SPACE: Approximately 2157 square feet

COMPENSATION: Annual Base Rent plus 9% during years 1-5 and rising to 10% during years 6-10 of gross sales over Breakpoint, as follows:

Year	Annual Base Rent	PSF	Breakpoint
1	\$750,000.00	\$347.71	\$3,000,000.00
2	\$772,500.00	\$358.14	\$3,090,000.00
3	\$795,675.00	\$368.88	\$3,182,700.00
4	\$819,545.25	\$379.95	\$3,278,181.00
5	\$844,131.61	\$391.35	\$3,376,526.40
6	\$869,455.56	\$403.09	\$3,477,822.10
7	\$895,539.22	\$415.18	\$3,582,156.70
8	\$922,405.40	\$427.63	\$3,689,621.40
9	\$950,077.56	\$440.46	\$3,800,310.00
10	\$978,579.89	\$453.68	\$3,914,319.30

MARKETING: \$11.00 per sq. ft. per year, increasing annually by 3%

TRASH: \$19.54 per sq. ft. per year, increasing annually by 3%

COMMON AREA MAINTENANCE: Estimated at \$110.58 per square foot, increasing annually by three percent to be charged on 700 sf

Staff Summary

FINANCE COMMITTEE MEETING

‘wichcraft grand central terminal llc dba ‘wichcraft(Cont’d)

SECURITY:	Three months minimum rent plus a personal guaranty from Robert Scott and Tom Colicchio (limited to six months rent after vacating of premises)
INSURANCE:	Standard
CONSTRUCTION PERIOD:	60 days

COMMENTS:

MTA Real Estate Department requests Board authorization to enter into a lease agreement with ‘wichcraft grand central terminal llc dba ‘wichcraft based on the terms and conditions contained herein.

In response to a recent MTA Request for Proposals (“RFP”) for Retail Space LC-17, Grand Central Terminal, eight proposals were received. The eight proposals were received from ‘wichcraft, Junior’s Restaurant, Wasabi Sushi Bento, Maison Kayser, Beefsteak, Root n Bone, Little Beet and Schnipper’s.

Per the Guidelines for Selection of Tenants for Grand Central Terminal approved by the MTA Board in November 2009, and amended in March 2014, such proposals were independently evaluated by Newmark Grubb Knight Frank and Jones Lang LaSalle, and subsequently evaluated by the Director of GCT Development. When evaluating the proposals, two evaluation criteria were taken into account. Selection Criterion A, which accounts for 70% of the score, is designed to evaluate the direct economic value of a proposal. Selection Criterion B, which accounts for 30% of the score, is the evaluator’s determination of a proposal’s indirect economic benefit to the MTA. The Director of GCT Development’s independent evaluation gave ‘wichcraft the highest Total Selection Criteria Score. Because Junior’s offered a slightly higher guaranteed minimum rent, a selection committee was convened.

The selection committee reviewed and scored the eight proposals and awarded ‘wichcraft the highest Selection Criterion A Score and the second highest Selection Criterion B Score. However, it came to MTA Real Estate’s attention that there had been a misunderstanding with the calculation of a proposer’s proposed compensation, after correction for which the difference between the scores of the two highest proposals was insufficient to support a selection between them. Therefore such proposers were requested to provide best and final offers, and such BAFO proposals are reflected on the annexed chart. The rent to be paid by ‘wichcraft is higher than the estimated fair market rental value of the subject space as determined by Newmark Grubb Knight Frank.

‘wichcraft, created in 2003 by Tom Colicchio and Sisha Ortuzar, has 9 locations in NYC. Tom Colicchio is the chef and owner of NYC restaurants Craft, Craftbar, Colicchio & Sons, in addition to being head judge of Bravo’s TV show “Top Chef”. Since its inception, ‘wichcraft has been at the forefront of promoting the farm-to-table movement by producing hand crafted food using high quality ingredients from local farms. For this GCT flagship location, ‘wichcraft will provide a variety of customer dining options, which shift throughout the day, including menu items for breakfast, lunch and dinner available for either grab & go or in a full service restaurant dining setting. In addition, ‘wichcraft will strive to make this space a destination for after-work gatherings as well as a place for tourists and families looking to enjoy the Dining Concourse. This space will undergo a full renovation including a fully remodeled kitchen with all new utility infrastructure, as well as a complete replacement of all front of house display cases, furniture and equipment.

Based on the foregoing, MTA Real Estate requests authorization to enter into a lease agreement with ‘wichcraft grand central terminal llc dba ‘wichcraft on the above-described terms and conditions.

Staff Summary



Metropolitan Transportation Authority

FINANCE COMMITTEE MEETING Subject (Cont'd.)

Page 3 of 3

Grand Central Terminal Retail Leasing Evaluation Sheet

Evaluator: Selection Committee /BAFO

Space: LC-17
Date: December 2, 2015

	A	B	C	D	E	F	G	H	I	J
PROPOSER	<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>
'wichcraft	\$6,121,178	1.0	\$6,121,178	\$2,326,174	0.29	\$674,613	\$6,795,792	70.0	22.0	92.0
Junior's Restaurant	\$6,318,588	1.0	\$6,318,588	0	0	0	\$6,318,588	65.1	24.3	89.4
Wasabi Sushi Bento	\$5,113,943	1.0	\$5,113,943	\$214,268	0	0	\$5,113,943	52.7	11.6	64.3
Maison Kayser	\$4,991,281	1.0	\$4,991,281	0	0	0	\$4,991,281	51.4	15.6	67.0
Beefsteak	\$4,991,281	1.0	\$4,991,281	\$121,760	0	0	\$4,991,281	51.4	16.0	67.4
Root n Bone	\$4,933,586	1.0	\$4,933,586	\$292,297	0	0	\$4,933,586	50.8	18.3	69.1
Little Beet	\$4,575,344	1.0	\$4,575,344	0	0	0	\$4,575,344	47.1	17.6	64.7
Schnipper's	\$4,159,401	1.0	\$4,159,401	\$680,019	0	0	\$4,159,401	42.8	20	62.8
* 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)										

MTA NEW YORK CITY TRANSIT

Staff Summary

Subject SURRENDER & ACQUISITION OF MASTER LEASE PROPERTY
Department REAL ESTATE
Department Head Name JEFFREY B. ROSEN
Department Head Signature
Project Manager Name MICHAEL T. THADATHIL

Date December 14, 2015
Vendor Name
Contract Number
Contract Manager Name
Table of Contents Ref. #

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance Committee	12/14/15	X		
2	Board	12/16/15	X		

Internal Approvals			
Order	Approval	Order	Approval
		1	Legal <i>fw</i>
3	Chief of Staff <i>ONE</i>		
2	Chief Financial Officer <i>108</i>		

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

LESSOR: The City of New York (the "City")

LOCATION: 65 Commercial Street, Brooklyn (Block 2472, Lot 425)
2401 Watson Avenue aka 1120 Commerce Ave, Bronx (p/o Block 3838, Lot 60)

ACTIVITY: Release and addition of property to/from NYCT Master Lease

ACTION REQUESTED: Approval of terms

TERM: Indefinite

COMPENSATION: In-kind exchange

COMMENTS:

The City desires to develop the City-owned property located at 65 Commercial Street in Greenpoint, Brooklyn ("65 Commercial") into a New York City public park. The property is currently used pursuant to the 1953 master lease between the City and NYCT (as amended, the "Master Lease"), for NYCT's paratransit operations ("Paratransit Operations") and as a facility for the Department of Subways, Division of Car Equipment's Emergency Response Unit ("ERU"). Paratransit occupies 2.14 acres of the 2.56 acre site, and ERU occupies the remaining .42 acres. In order to convert 65 Commercial into a public park, the City has requested that NYCT surrender its Master Lease interest in the property to the City. The City has identified a relocation site for the Paratransit Operations at 2401 Watson Ave (aka 1120 Commerce Ave), Bronx (the "Bronx Site"), which the City owns and would add to the Master Lease after NYCT accepts a new facility to be built there by the City at its cost. The City and NYCT are continuing efforts to locate a suitable site for the relocation of the ERU.

NYCT has confirmed that the Bronx site is a suitable relocation site for the Paratransit Operations. The new facility at the Bronx Site would be comprised of a 5,000 sq. ft. building for administrative office and training uses, 150 parking spaces for long-term vehicle storage, and facilities for maintenance and refueling of paratransit mini-vans that have been converted to provide transportation access for disabled users.

The proposed relocation of the Paratransit Operations would be undertaken by the New York City Economic Development Corporation ("EDC") on behalf of the City using City capital funding. The Bronx Site contains soil contamination that requires remediation pursuant to an agreement between the City and New York State Department of Environmental Conservation ("NYSDEC"). Subject to the terms and conditions of the relocation agreement, the City would agree to be

Staff Summary

FINANCE COMMITTEE MEETING

Surrender / Acquisition of City Property (Cont'd.)



Metropolitan Transportation Authority

Page 2 of 2

responsible for the environmental remediation of the Bronx Site and construction of the Bronx Site to NYCT standards/requirements. Based on a review of information contained in an Environmental Assessment Statement (EAS) dated October 14, 2015, the Office of the Deputy Mayor for Housing and Economic Development, which assumed the role of the lead agency for the environmental review, has determined that the proposed action would not have a significant adverse impact on the environment.

The exchange transaction, as outlined above, would result in NYCT securing new and improved facilities for the Paratransit Operations and the ERU. The City requires approval of the transaction at this time in order to allocate funding for the construction of the new Paratransit facility.

The ERU will continue to occupy its site at 65 Commercial Street until a suitable new site has been located. The ERU is physically separated from the Paratransit Operations site and has its own ingress and egress. The operations of the ERU will not be affected by the conversion by the City of Paratransit Operations site to park use.

Based on the foregoing, MTA Real Estate requests authorization to surrender to the City the portion of 65 Commercial that is occupied by Paratransit Operations (subject to the relocation of Paratransit Operations at the City's cost) and the addition to the Master Lease of the Bronx Site and whatever substitute site is identified for the ERU.




MTA BRIDGES & TUNNELS

Staff Summary

Subject LICENSE AGREEMENTS FOR WIRELESS
Department REAL ESTATE
Department Head Name JEFFREY B. ROSEN
Department Head Signature 
Project Manager Name GEORGE MCDONALD

Date DECEMBER 14, 2015
Vendor Name
Contract Number
Contract Manager Name
Table of Contents Ref. #

Board Action					
Order	To	Date	Approval	Info	Other
1	P/RE Committee	12/14/16	X		
2	Board	12/14/15	X		

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

AGENCY: MTA Bridges and Tunnels ("B&T")

LICENSOR: New York SMSA Limited Partnership d/b/a Verizon Wireless ("Verizon")

LOCATION: Queens Midtown Tunnel ("QMT") and Hugh L. Carey Tunnel ("HLCT")

ACTIVITY: Exclusive licenses to install operate and maintain new wireless telecommunications facilities, with the rights to sublicense use of such facilities to wireless carriers, along with the procurement, installation and maintenance of new radio systems to be used exclusively by B&T.

ACTION REQUESTED: Approval of terms

TERM: 20 years, commencing January 1, 2016

COMPENSATION: **One-time initial payment:**
 QMT: \$562,000.00
 HLCT: \$187,500.00
Licensee's annual license fees:
 QMT: \$138,000.00 for the first License Year (annual increases greater of CPI or 5%)
 HLCT: \$46,000.00 for the first License Year (annual increases greater of CPI or 5%)
Annual fees for each major wireless carrier sublicensee:
 QMT: The greater of \$178,000.00 (annual increases the greater of CPI or 5%) for each sublicensed wireless carrier for the first license year, or 50% share of revenue to Verizon.
 HLCT: The greater of \$118,000.00 (annual increases the greater of CPI or 5%) for each sublicensed wireless carrier for the first license year, or 50% share of revenue to Verizon.
Annual fees for non-major wireless carrier licensees:
 50% of licensee's revenue
MTA B&T Radio System
 Licensee is to procure, install and maintain a new radio system for the exclusive use of B&T's operational needs at no cost to B&T.

Staff Summary

FINANCE COMMITTEE MEETING

New York SMSA Limited Partnership d/b/a Verizon Wireless ("Verizon") (Cont'd.)

COMMENTS:

Under an existing agreement with B&T, Verizon currently owns, operates and maintains the wireless systems in the QMT and HLCT. The systems currently support Verizon, and through sublicenses from Verizon, AT&T, Sprint and T-Mobile. The system also supports B&T's radio system, and NYPD, FDNY and EMS communication systems.

On behalf of B&T, in 2014 Real Estate issued a Request for Proposals ("RFP") for a new 20-year license to provide the wireless services systems in the QMT and HLCT, to provide a new and upgraded B&T radio system in the tunnels, and to provide for the maintenance of such systems throughout the term. In response to the RFP, Real Estate received proposals from Verizon, New Cingular Wireless PCS, LLC ("AT&T") and Transit Wireless. Meetings between B&T and the proposers were held to discuss the proposals and to further clarify B&T's requirements. Subsequent requests for best and final offers ("BAFOs") were then solicited and received from the proposers.

A summary of the final financial proposals, evaluated at a 9% discount rate, is shown below:

	<u>Verizon</u>	<u>AT&T</u>	<u>Transit Wireless*</u>
	<i>PV @9%</i>	<i>PV@9%</i>	<i>PV@9%</i>
One-time up-front payment:	\$0.75M	\$0	\$0
Guaranteed license fees from proposer:	\$2.08M	\$3.16	\$2.13M
Proposer's estimated fees for major carrier sublicenses:	\$10.03M	\$9.48	N/A
Maintenance cost:	\$0.55M	N/A	N/A
Totals:	\$13.41M	\$12.64	\$2.13M

*Represents higher of Transit Wireless's two alternative offers.

B&T's estimated cost for the selected proposer to furnish and install the required B&T radio system is \$7.2M. B&T's estimated annual cost to maintain the system starts at \$42,000 in Year 1, increasing by 5% per annum.

Verizon and AT&T each agreed to comply with B&T's technical specifications and operational requirements, and to purchase and install B&T's new radio system. However, while Verizon agreed to maintain the system throughout the term, AT&T and Transit Wireless did not. Transit Wireless also agreed to purchase and install the new radio system, but declined to meet certain mandatory B&T technical and operational requirements.

Verizon is the incumbent licensee for provision of wireless services in the tunnels (with existing sublicenses with the other major carriers), so the transition to a new agreement and upgrade of the systems should be relatively smooth.

Based on the foregoing, MTA Real Estate requests authorization to enter into license agreements with Verizon for the QMT and HLCT tunnels on the above-described terms and conditions.

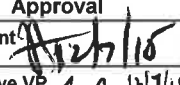
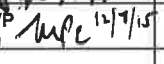
Staff Summary




Subject TAB Senior Hearing Officers
Department Law Department
Department Head Name James Henly
Department Head Signature
Project Manager Name Mary-Ann E. Maloney, TAB Executive Director

Date December 4, 2015
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  12/27/15		
2	Executive VP (ACTING)  12/7/15		

Internal Approvals (cont.)							
Order	Approval	Order	Approval	Order	Approval	Order	Approval
1	Law 		Human Resources		Labor Relations		Material

Narrative

Purpose

To obtain Board approval for the renewal of retainer agreements with the Transit Adjudication Bureau's (TAB) current panel of two Senior Hearing Officers in amounts not to exceed \$70,000 and \$55,000 for the period of January 1, 2016 – December 31, 2016 .

Discussion

In accordance with Section 1209-a (2) 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 per diem Senior Hearing Officers on TAB's roster.

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. Debra Siedman DeWan, who was appointed in January 1990, serves approximately 3 days per week and is paid at an hourly rate of \$56.75 (or \$397.25 for a seven hour day). Anne Marie Zanfardino who was promoted to Senior Hearing Officer in September 2015, serves approximately 2 days per week, and is paid at an hourly rate of \$56.75 (or \$397.25 for a seven hour day).

NYC Transit requests approval to renew its agreements with Ms. Siedman DeWan and Ms. Zanfardino for the period of January 1, 2016 – December 31, 2016, at the hourly rate contained in the existing agreements. Both have demonstrated themselves to be highly competent Senior Hearing Officers. Their retainers will be capped as follows: Ms. Siedman DeWan at \$70,000, Ms. Zanfardino at \$55,000. Please note that the caps include provisions for anticipated extra hours due to the potential of an increased workload.

Impact on Funding

Funding for the per diem Senior Hearing Officers has been included in TAB's 2016 operating budget.

Recommendation

That the Board approves the award of retainer agreements for Debra Siedman DeWan and Anne Marie Zanfardino as described above.

Approved For Submission to the Board:



James Ferrara, NYCT Interim President

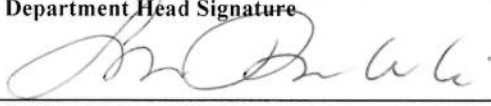
Dated:

12/7/15

Report

PROCUREMENTS

The Procurement Agenda this month includes 6 actions for a proposed expenditure of \$91.3M.

Subject Request for Authorization to Award Various Procurements					
Department Materiel Division – NYCT					
Department Head Name Stephen M. Plochochi					
Department Head Signature 					
Project Manager Name Rose Davis					
Board Action					
Order	To	Date	Approval	Info	Other
1	Committee	12/14/15			
2	Board	12/16/15			

December 4, 2015			
Department Law and Procurement – MTACC			
Department Head Name Evan Eisland			
Department Head Signature 			
Internal Approvals			
	Approval	Approval	
	President NYCT 	President MTACC	
	Executive VP (Active) 	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:

Schedule A: Non-Competitive Purchases and Public Work Contracts	# of Actions	\$ Amount
• Prevost Car (US), Inc. \$ 9.2 M	1	\$ 9.2 M

Schedules Requiring Majority Vote:

Schedule G: Miscellaneous Service Contracts	2	\$ 1.1 M
• Leica Geosystems, Inc. \$ 0.2 M		
• Storage Systems USA \$ 0.9 M		

Schedule H: Modifications to Personal/Miscellaneous Service Contracts	1	\$ 1.9 M
• Trapeze Software Group, Inc. \$ 1.9 M		

SUBTOTAL	4	\$ 12.2 M
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MTA Capital Construction proposes to award Non-Competitive procurements in the following categories: NONE

MTA Bus Company 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 C:	Competitive Requests for Proposals (Award of Purchase and Public Work Contracts)	1	\$ 78.1 M
SUBTOTAL		1	\$ 78.1 M

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

MTA Bus Company proposes to award Competitive procurements in the following categories: NONE

MTA Bus Company proposes to award Ratifications procurements in the following categories: NONE

NYC Transit 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	\$ 1.0 M
SUBTOTAL		1	\$ 1.0 M
TOTAL		6	\$ 91.3 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 2015

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. Prevost Car (US), Inc.
Sole Source - Three-year omnibus
Multi-agency purchase of inventory and non-inventory replacement bus parts. | \$9,200,000 (Est.) | <u>Staff Summary Attached</u> |
|---|---------------------------|-------------------------------|

Procurements Requiring Majority Vote:

G. Miscellaneous Service Contracts

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

- | | | |
|---|------------------|-------------------------------|
| 2. Leica Geosystems, Inc.
Non-Competitive
Req. # 5375
Maintenance of a Leica HDS7000 3D Laser Scanning system. | \$154,672 | <u>Staff Summary Attached</u> |
| 3. Storage Systems USA
Non-Competitive
RFQ# 112677
Preventive and remedial maintenance of Hanel Rotomat and Lean-lift vertical storage units. | \$930,441 | <u>Staff Summary Attached</u> |

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.)

- | | | |
|---|---------------------------|-------------------------------|
| 4. Trapeze Software Group, Inc.
Contract# 05F9221.8
Modification to the contract to provide software maintenance and technical support for the Automated Travel Information System, in order to extend the contract by five years. | \$1,906,107 (Est.) | <u>Staff Summary Attached</u> |
|---|---------------------------|-------------------------------|

Schedule A: Non-Competitive Purchases and Public Work Contracts

Item Number: 1

Vendor Name (& Location) Prevost Car (US), Inc. (Elgin, IL)	
Description Purchase of inventory and non-inventory replacement bus parts	
Contract Term (including Options, if any) December 17, 2015 – December 16, 2018	
Option(s) included in Total Amount? <input type="checkbox"/> Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> n/a	
Procurement Type <input type="checkbox"/> Competitive <input checked="" type="checkbox"/> Non-competitive	
Solicitation Type <input type="checkbox"/> RFP <input type="checkbox"/> Bid <input checked="" type="checkbox"/> Other: Omnibus Sole Source Approval	

Contract Number NONE	Renewal? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
Total Amount: NYC Transit: \$9,000,000 MTABC: \$200,000	
\$9,200,000 (Est.)	
Funding Source <input checked="" type="checkbox"/> Operating <input type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other:	
Requesting Dept./Div. & Dept./Div. Head Name: Division of Materiel, Stephen M. Plochochi	

Discussion:

This is an omnibus approval request for items identified as obtainable only from Prevost Car (US), Inc. (Prevost), 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 and MTA Bus Company (MTABC) are not obligated to generate any purchase orders pursuant to an omnibus approval. Any purchases made under this approval will be made pursuant to paragraph 9(b) of Public Authorities Law 1209, and paragraph 4(b) of Public Authorities Law 1265-a for NYC Transit and MTABC respectively, which allows for purchases of items that are available from only a single responsible source to be conducted without competitive bidding.

There are approximately 4,708 items covered by this approval for the purchase of replacement bus parts such as cooling & heating system components as well as brake and bus body parts used on NYC Transit and MTABC buses. These items are identified as obtainable only from Prevost for the following reasons: sole pre-qualified item on the Qualified Products List and not available from any distributor or other source; publicly advertised within a twelve month period without an acceptable alternate supplier; or proprietary to Prevost. These items are advertised a minimum of once every twelve months to seek competition. A list of Nova and Prevost sole source items, as well as NYC Transit and MTABC'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 used by NYC Transit's Department of Buses (DOB) and MTABC for normal maintenance and replenishment of inventory and non-inventory bus parts on its combined fleet of 1,537 Nova and Prevost buses (1,446 NYC Transit, 91 MTABC), which represent approximately 27% of the combined bus fleet of 5,740 buses. Of the 1,537 buses covered by this request, 1,271 were manufactured by Nova and 266 were manufactured by Prevost.

The original Prevost Omnibus approval for \$5,300,000 (\$5,000,000 for NYC Transit and \$300,000 for MTABC) was approved by the Board in February 2014 and expires on March 27, 2017. The \$300,000 MTABC portion of the omnibus approval was sufficient as approximately \$205,669 remains. NYC Transit has expended \$4,610,021 or 92% of its portion of the original omnibus approval, leaving a remaining balance of approximately \$389,979. A new Omnibus approval is now requested because the remaining balance of \$389,979 will be insufficient to support normal maintenance requirements for NYC Transit through March 2017. This accelerated expenditure is in part due to DOB's 2014 decision to change certain aspects of the scopes of work for buses going through the shop program.

Procurement performed an analysis on 87 contracts (83 NYC Transit, 4 MTABC) issued during the term of the original omnibus approval that exceeded the \$15,000 threshold. A subset of the 87 contracts that had a comparative history revealed an annual weighted average price increase of 1.58%. The corresponding Producer Price Index showed an annual weighted average price increase of 1.63%, which compares favorably to the 1.58% annual weighted price increase.

Based on an analysis of the fleet composition, it is anticipated that NYC Transit and MTABC will require approximately \$9,000,000 and \$200,000 respectively for sole source items from Prevost during the term of this new omnibus approval request. Procurement believes that the amount requested will be sufficient to procure all sole source materials from Prevost for the next three-year period for the existing fleets as well as new buses that will be delivered during the period of this omnibus approval request. Procurement, DOB, and MTABC will continue to research alternate sources of supply wherever possible. Under this new omnibus approval, pricing for any procurement is established by requesting a quotation for each item from Prevost on an as-required basis. Each item to be purchased under this new approval will be subject to a cost and/or price analysis and determination that the price is found to be fair and reasonable.

Schedule G: Miscellaneous Service Contracts

Item Number: 2

Vendor Name (& Location) Leica Geosystems, Inc. (Norcross, GA)
Description Maintenance of a Leica HDS7000 3D Laser Scanning system
Contract Term (including Options, if any) Five years
Option(s) included in Total Amount? <input type="checkbox"/> Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> n/a
Procurement Type <input type="checkbox"/> Competitive <input checked="" type="checkbox"/> Non-competitive
Solicitation Type <input type="checkbox"/> RFP <input type="checkbox"/> Bid <input checked="" type="checkbox"/> Other: Non-competitive

Contract Number Req. 5375	Renewal? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
Total Amount: \$154,672	
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 IT, Sidney Gellineau	

Discussion:

This contract is for continued maintenance of a Leica HDS7000 3D Laser Scanning system for five years.

The Leica HDS7000 3D Laser Scanning system takes and records measurements which are converted into an electronic drawing which can be manipulated using computer aided design (CAD). This system is capable of recording and creating drawings for preliminary design analysis of scanned sites, such as subway infrastructure, subway tunnels, station platforms, vent plants, facility buildings, or bus depots. The system can be used indoors and outdoors. The Leica HDS7000 3D laser scanning system is used industry-wide due to its speed and high accuracy in data collection. The system is used by NYC Transit's Capital Program Management Department to provide measurements to design managers and construction managers for capital projects.

To maintain the Leica HDS7000 3D Laser Scanning system and keep it in working condition, cleaning, calibration, software upgrades, etc. are required. The HDS7000 3D Laser Scanning system includes software which is proprietary to Leica Geosystems, Inc. (Leica). Based on the proprietary nature of the software, Leica does not allow any other firms to maintain the software and only Leica can ensure that the software and hardware functions correctly as a system.

In the event that the Leica HDS7000 requires repair at the Leica workshop, Leica will provide a backup scanner to be utilized until the unit is repaired.

The most efficient manner in which to obtain the five year renewal maintenance contract for the Leica HDS7000 3D Laser Scanning System is to utilize OGS Contract No. PT64061. The OGS contract is directly with Leica. There are no value added resellers on the OGS contract. The terms of the OGS contract were deemed suitable for this procurement.

The unit prices for this new contract reflect a discount of 36% off the list price and are 22% below the unit prices in the existing contract. The price has been found to be fair and reasonable.

Schedule G: Miscellaneous Service Contracts

Item Number: 3

Vendor Name (& Location) Storage Systems USA (Phillipsburg, NJ)
Description Preventive and remedial maintenance of Hanel Rotomat and Lean-lift vertical storage units
Contract Term (including Options, if any) Five years
Option(s) included in Total Amount? <input type="checkbox"/> Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> n/a
Procurement Type <input type="checkbox"/> Competitive <input checked="" type="checkbox"/> Non-competitive
Solicitation Type <input type="checkbox"/> RFP <input type="checkbox"/> Bid <input checked="" type="checkbox"/> Other: Non-competitive

Contract Number RFQ 112677	Renewal? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
Total Amount: \$930,441	
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 Supply Logistics, Gary Smith	

Discussion:

This contract is for continued preventive and remedial maintenance of Hanel Rotomat and Lean-Lift vertical storage units for five years.

This agreement will include coverage for 15 Hanel Rotomats and 55 Hanel Lean-Lift vertical storage units. Rotomats and Lean-Lifts are used by Supply Logistics in NYC Transit storerooms where there is limited floor space, thus allowing personnel to utilize the storeroom's height to maximize storage capacity. The storage units also increase efficiency and productivity by bringing parts to the stock handler rather than having to retrieve various items from different stock bins. The units are used to store bus and train parts. To ensure their proper and safe operation, Rotomats and Lean-Lifts require periodic preventive and remedial maintenance.

Storage Systems is the sole Hanel-certified and -authorized provider for the New York and New Jersey area for service for all Hanel Rotomat and Lean-lift vertical storage units. No other firm is authorized by Hanel to maintain these units.

Storage Systems will provide preventive maintenance and unlimited remedial repair service. All work will be performed by factory trained technicians. Preventive maintenance will be performed twice a year on all storage units. Preventive maintenance will include any/all repairs, labor, parts and travel expenses. The cost of labor, special tools, cleaning agents, parts, travel and unlimited remedial repair service is included in the unit price.

Escalation under the existing contract is 3% per year. For this new contract, the escalation was reduced through negotiations to 2% per year and savings of \$37,669 were achieved. Storage Systems has stated that NYC Transit receives better pricing than any of their other clients. The price has been found to be fair and reasonable.

Item Number: 4

Vendor Name (& Location) Trapeze Software Group, Inc. (Mississauga, Ontario, Canada)	
Description Maintenance and Consultant services to support the Automated Travel Information System	
Contract Term (including Options, if any) December 19, 2005 – December 31, 2015	
Option(s) included in Total Amount? <input type="checkbox"/> Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> n/a	
Procurement Type <input type="checkbox"/> Competitive <input checked="" type="checkbox"/> Non-competitive	
Solicitation Type <input type="checkbox"/> RFP <input type="checkbox"/> Bid <input checked="" type="checkbox"/> Other: Modification	
Funding Source <input checked="" type="checkbox"/> Operating <input type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other:	
Requesting Dept./Div. & Dept./Div. Head Name: Corporate Communications, Paul Fleuranges	

Contract Number	AWO/Modification
05F9221	8
Original Amount:	\$ 769,617
Prior Modifications:	\$ 3,552,749
Prior Budgetary Increases:	\$ 0
Current Amount:	\$ 4,322,366
This Request:	\$ 1,906,107 (Est.)
% of This Request to Current Amount:	44.1%
% of Modifications (including This Request) to Original Amount:	709.3%

Discussion:

This modification will extend the contract with Trapeze Software Group, Inc. (Trapeze) for five years (January 1, 2016 – December 31, 2020) to continue to provide maintenance and technical support for the Automated Travel Information System (ATIS) that enables Department of Corporate Communications' (DCC) staff to provide trip planning information for customers.

This contract is for support of the ATIS system. ATIS is the trip planning software and database that feeds information to and supports: travel information agents in NYC Transit's call center; the Interactive Voice Response System; the Trip Planner+ application on the MTA website; the real time service status information display on the MTA website; the Text Message Alert System that provides service advisories; On-The-Go kiosks in subway stations; and the Bus Time and Train Time apps. Trip Planner+ and the Interactive Voice Response System allow customers to obtain customized self-service point to point travel directions that include notifications of any service disruptions. Trip Planner+ provides customized travel directions via subway, bus, MetroNorth Railroad, Long Island Rail Road and other regional transit agencies. ATIS is the underlying program that feeds data to the automated applications described above that allow customers to plan itineraries, obtain schedules and schedule advisory information. Thus, ATIS reduces the number of calls from customers requesting travel information.

Both ATIS and Trapeze have performed well during this maintenance agreement. Trapeze developed the ATIS system by upgrading the older OTIS system and is the only firm with the necessary licensing and technical knowledge to upgrade and maintain the ATIS software. While Trapeze markets ATIS to other transit agencies, the version in use at NYC Transit has been heavily customized by Trapeze to meet the MTA's requirements and to interface with the applications described above. This extension will allow NYC Transit to further leverage its investment in ATIS.

When the base contract award was approved by the Board, NYC Transit indicated that ATIS was scalable and would allow NYC Transit to expand and enhance the system. Subsequently, the Board approved two modifications. The first was for Trapeze to provide Trip Planner+ and to make ATIS interface with the Interactive Voice Response System. The second was an extension from August 1, 2011 through December 31, 2015. Five other modifications have been issued to provide, among other things, enhancements for web based applications; to provide information on changes in service due to construction, weather events, etc.; and to incorporate Long Island Rail Road and MetroNorth Railroad schedule information.

The final price of \$1,906,107 is considered to be fair and reasonable. While Trapeze's standard offering includes a 7% annual escalation, Procurement negotiated an annual escalation of 3%. This compares favorably with the relevant PPI which is increasing at 3.3%.

DECEMBER 2015

LIST OF COMPETITIVE PROCUREMENTS FOR BOARD APPROVAL

Procurements Requiring Two-Thirds Vote:

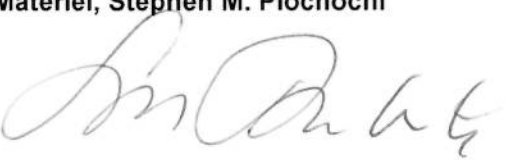
C. Competitive Requests for Proposals (Award of Purchase and Public Work Contracts)

(Staff Summaries required for items requiring Board approval.)

- | | | |
|---|--------------|-------------------------------|
| 1. New Flyer of America, Inc.
Eighty month contract
Contract# B-40663 | \$78,081,581 | <u>Staff Summary Attached</u> |
|---|--------------|-------------------------------|
- Furnish and deliver 138 low floor 40-foot Compressed Natural Gas buses.

Staff Summary



Item Number 1			
Division & Division Head Name: VP Materiel, Stephen M. Plochochi			
			
Internal Approvals			
Order	Approval	Date	Approval
1 <i>Jenn for Lam</i>	Materiel	6	EVP (ACTING) <i>MPC 12/7/15</i>
2 X	Law	7	President (Interim) <i>A 12/8/15</i>
3 X	Budget	8	
4 X	DDCR	9	
5 X	Buses	10	

SUMMARY INFORMATION	
Vendor Name New Flyer of America, Inc.	Contract No. B-40663
Description Furnish and Deliver 138 Low Floor 40-foot Compressed Natural Gas Buses	
Total Amount \$78,081,581 (Est.)	
Contract Term (including Options, if any) 80 months from Notice of Award (20 months for delivery of the last bus and 60 months for warranty support)	
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 138 Low Floor 40-foot Compressed Natural Gas (CNG) Buses and related items such as spare parts, special tools and equipment, diagnostic testing, technical documentation and training from New Flyer of America, Inc. (New Flyer) in the total estimated amount of \$78,081,581.

DISCUSSION:

On July 22, 2015, 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 138 Low Floor 40-foot CNG Buses. These CNG buses will be purchased to replace aging buses that will have reached the end of their useful life. Additionally, as these buses have CNG tanks that, by federal regulations, can only be used for 15 years from the date of manufacture, the buses must be taken out of service or undergo a cost prohibitive and technically intrusive CNG tank replacement program.

The solicitation was advertised in July 2015 and 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, Office of Management & Budget and Operations Planning.

Two low floor 40-foot CNG bus manufacturers, New Flyer and Nova Bus, attended the pre-proposal conference held on August 11, 2015. Initial proposals were received on September 18, 2015 from both 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 September through October 2015. Negotiations centered on the current performance of the bus fleets from each bus manufacturer operating at NYC Transit (of the two only New Flyer has CNG buses operating at NYC Transit), experience with CNG technology, current performance of CNG bus fleets operating in North America from each bus manufacturer (1,300+ for New Flyer and 2 for Nova Bus), pricing, alternate proposals, as well as exceptions/deviations/clarifications to the technical specifications and the terms and conditions.

Best and Final Offers (BAFOs) were received from both New Flyer and Nova Bus on November 6, 2015. The Selection Committee reviewed the two BAFOs in accordance with the evaluation criteria and unanimously recommended award of this contract for 138 Low Floor 40-foot CNG buses to New Flyer. The Selection Committee determined that New Flyer's substantially higher technical evaluation and extensive experience manufacturing and delivering CNG buses in North America far outweighed Nova Bus' slightly higher New York State Content and slightly lower price.

The award to New Flyer will consist of \$77,370,100 (\$560,653 per bus) for the 138 buses, \$352,638 for qualification testing, diagnostic tools and manuals, \$204,764 for an estimated quantity of training, and \$154,079 for capital spares. The total award amount is \$78,081,581 which is \$1,734,771 or 2.17% below New Flyer's initial proposal of \$79,816,352, and is \$610,369 or 0.8% above the BAFO pricing provided by Nova Bus.

New Flyer will build five pilot buses in order to expedite delivery of the production buses. Pilot buses are scheduled to be delivered by New Flyer in September 2016 and will be used for configuration audit and qualification testing. The delivery of the production buses is scheduled to begin in March 2017 and be completed in September 2017.

The total New York State Content offered by New Flyer for this contract will be \$20,140,100, which represents 25.79% of the total award. It should be noted that the total New York State Content offered by Nova Bus was 26.09%.

Procurement, DOB, and the Cost/Price Analysis Unit have determined the final prices to be fair and reasonable. Based on a review of New Flyer's financials, there is reasonable assurance that New Flyer is financially qualified to perform this contract; New Flyer has submitted a Letter of Guarantee from its parent, New Flyer Industries, guaranteeing New Flyer's performance under this contract.

MBE/WBE:

The MTA Department of Diversity and Civil Rights (DDCR) has established a 15% MWBE goal based on the sub-contractible elements which represent approximately 18% of the total contract value. The utilization plan submitted by New Flyer of 15.81% MWBE was reviewed and approved by DDCR. New Flyer has significantly increased its MWBE goal attainment, is currently meeting the MWBE goals established for recently awarded bus contracts and has demonstrated an ongoing commitment to expand its MWBE supplier base.

IMPACT ON FUNDING:

The contract will be funded with 100% MTA funds. Interim funding is available in the approved 2010-2014 Capital Program. A WAR certificate will be secured prior to award.

ALTERNATIVES:

There are no alternatives as not awarding this contract will seriously undermine NYC Transit's fleet plan and its ability to retire older CNG buses with expiring CNG tanks.

RECOMMENDATION:

It is recommended that the Board approve the purchase, pursuant to subdivision 9 (g) of Section 1209 of the Public Authorities Law, of 138 Low Floor 40-foot CNG Buses and related items from New Flyer of America, Inc. (New Flyer) in the total estimated amount of \$78,081,581.

DECEMBER 2015

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. Plaza Schiavone JV | \$990,000 | <u>Staff Summary Attached</u> |
| Contract# A-36125.492 | | |
| Modification to the contract for the construction of the Fulton Center Enclosure, in order to provide finishes in the second floor retail lobby area and staircase in the Fulton Center. | | |

Schedule K: Ratification of Completed Procurement Actions



Item Number: 1

Vendor Name (& Location)
Plaza Schiavone JV (New York, NY)
Fulton Street Transit Center Enclosure
Contract Term (including Options, if any)
August 5, 2010 – August 24, 2015
Option(s) included in Total Amount? <input type="checkbox"/> Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> n/a
Procurement Type <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive
Solicitation Type <input type="checkbox"/> RFP <input type="checkbox"/> Bid <input checked="" type="checkbox"/> Other: Modification
Funding Source
<input type="checkbox"/> Operating <input checked="" type="checkbox"/> Capital <input checked="" type="checkbox"/> Federal <input type="checkbox"/> Other:
Requesting Dept./Div. & Dept./Div. Head Name:
MTA Capital Construction, Dr. Michael Horodniceanu

Contract Number	AWO/Mod. #
A-36125	492
Original Amount:	\$ 175,988,000
Prior Modifications:	\$ 43,715,136
Prior Budgetary Increases:	\$ 0
Current Amount:	\$ 219,703,136
This Request:	\$ 990,000
% of This Request to Current Amount:	0.5%
% of Modifications (including This Request) to Original Amount:	25%

Discussion:

This modification is for providing finishes in the second floor retail lobby area and staircase in Fulton Center.

This contract is for the construction of the Fulton Center Enclosure, which is a new structure at the corner of Fulton Street and Broadway in the Borough of Manhattan, including all interior finishes and systems.

This is another of several modifications initiated across the various Fulton Center contracts, for the implementation of technology changes and the reprogramming of space previously identified for use by NYC Transit personnel at Fulton Center and the Corbin Building into commercial tenant, retail and public spaces. The base contract originally included completing the entire second floor of Fulton Center for mixed retail use and the third floor for use by NYC Transit personnel. As part of the reprogramming of Fulton Center, the third floor was converted to commercial space. During the processing of the various modifications implementing the reprogramming, it was decided that the finishes in the second floor retail Lobby Area and staircase to the third floor would not be addressed as it was understood, at that time, that the Master Lessee would reconfigure these spaces in order to suit their future tenant fit-out requirements.

However, as a result of negotiations with the Master Lessee (Westfield), MTACC is now required to provide these finishes. This modification includes furnishing and installing finishes on the walls and ceilings of the second floor lobby and staircase. The finishes include glass fiber reinforced concrete beam covers, stainless steel guardrails and handrails, metal and polished plaster wall finishes, polished plaster ceilings and all lighting in these areas. The work also includes the demolition of temporary partitions and doors built for fire separation, installation of glass and stainless steel storefronts and minor mechanical/plumbing work.

Considering the criticality of this work to the Master Lessee and tenant occupancy, it was necessary to direct the Contractor to procure long lead materials. Approval to process this modification on a retroactive basis was obtained from the MTACC President on September 30, 2015. Additional efforts toward facilitating tenant occupancy include the initiation of separate modifications for the preparation of shop drawings and the furnishing and installation of granite floor finishes.

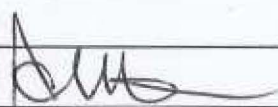
The contractor's proposal was \$1,215,000. MTACC's estimate is \$965,914. Negotiations resulted in a lump sum price of \$990,000, which was found to be fair and reasonable. Savings of \$225,000 were achieved.



Metro-North Railroad

Procurements

December 2015

Subject	Request for Authorization to Award Various Procurements
Department	Procurement and Material Management
Department Head Name	Alfred Muir, Sr. Director
Department Head Signature	
Project Manager Name	

Date	December 4, 2015
Vendor Name	Various
Contract Number	Various
Contract Manager Name	Various
Table of Contents Ref #	

Board Action					
Order	To	Date	Approval	Info	Other
1	MNR Comm. Mtg.	12-14-15	X		
2	MTA Board Mtg.	12-16-15	X		

Internal Approvals			
	Approval		Approval
X	President 		V.P. Planning
X	Executive V.P. 		V.P. Capital Programs
X	Sr. V.P. Operations 	X	Acting V.P. & General Counsel 
X	VP Finance & IT 		

Internal Approvals (cont.)							
Order	Approval	Order	Approval	Order	Approval	Order	Approval
_____	_____	_____	_____	_____	_____	_____	_____

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:

	<u># of Actions</u>	<u>\$ Amount</u>
<u>Schedules Requiring Two-Thirds Vote (or more, where noted)</u>	NONE	

Schedules Requiring Majority Vote

Schedule H: Modifications to Personal/Miscellaneous Service Contracts	1	\$2,972,000
• New York State Industries for the Disabled (NYSID) \$2,972,000		
SUB TOTAL:		1 \$2,972,000

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>	<u>NONE</u>	
<u>Schedules Requiring Majority Vote</u>	<u>NONE</u>	

SUB TOTAL:

MNR presents the following procurement actions for Ratification:

<u>Schedules Requiring Two-Thirds Vote (or more, where noted)</u>		
Schedule D: Ratification of Completed Procurement Actions	<u>NONE</u>	
<u>Schedules Requiring Majority Vote</u>		
Schedule K: Ratification of Completed Procurement Actions	1	\$134,147
• Wesco Distribution, Inc. \$134,147		
SUB TOTAL:	1	\$134,147
TOTAL:	2	\$3,106,147

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 2015

METRO-NORTH RAILROAD

LIST OF NON-COMPETITIVE PROCUREMENTS FOR BOARD APPROVAL

Schedules Requiring Majority Vote:

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 the monetary or durational threshold required for Board approval)

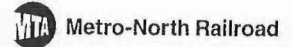
1. New York State Industries for the Disabled (NYSID) \$2,972,000 (estimated) Staff Summary Attached
Additional funding to MTA All-Agency Temporary Personnel Services Agreement

Approval is requested for a six month time extension with additional funding totaling an estimated \$2,972,000 to an in-place, negotiated and Board approved all-Agency agreement with NYSID for as-needed Temporary Personnel Services. In November 2010, the MTA Board approved a five-year (2011 through 2015), Metro-North led, all-agency personal services agreement with NYSID for as-needed and short-term temporary personnel services. Participating Agencies/Departments include: Metro-North Railroad, MTA Business Service Center, New York City Transit, Long Island Rail Road, MTA Bus Company and MTA Audit. The master agreement consolidated separate agreements that were previously held individually by the Agencies.

Since award, MTA Agencies have had to supplement existing staff with short-term temporary personnel at larger numbers than originally anticipated during recent periods of increased production and as such, additional funds are required by the Agencies to cover services through the remaining contract term.

All Board-approved pricing and terms from 2010 are in-place and will remain fixed for the remaining contract term. Personnel are utilized on an as-needed, as-requested task order basis and no services are guaranteed. Individual tasks or requests for short-term temporary personnel and related funding are approved within each agency prior to any personnel request. The alternative of hiring permanent MTA employees to perform short-term work would greatly exceed the cost of this contract. Funding is included in each Agency's Operating Budget.

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



Item Number: H

Vendor Name (& Location) New York State Industries for the Disabled (NYSID)	
Description Temporary Personnel Services	
Contract Term (Including Options, if any) 1/1/11-12/31/15	
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:	
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, A. Muir Sr. Director	

Contract Number 62940	AWO/Modification # 3
Original Amount:	\$16,800,000
Prior Modifications:	\$0
Prior Budgetary Increases:	\$14,300,000
Current Amount:	\$31,100,000
This Request:	\$2,972,000
% of This Request to Current Amount:	9.56%
% of Modifications (including This Request) to Original Amount:	102.8%

Discussion:

Approval is requested for a six month time extension with additional funding totaling an estimated \$2,972,000 to an in-place, negotiated and Board approved all-Agency agreement with NYSID for as-needed temporary personnel services. Use of NYSID's services is in accordance with Section 162 of the New York State Finance Law, which provides 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 contract award to a preferred source provider such as NYSID is 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 and (ii) the price offered is as close to the prevailing market prices as is practicable.

In November 2014, the MTA Board approved additional funding in the amount of \$4,350,000 bringing the overall contract value to \$31,100,000. The current values for each participating Agencies/Departments are Metro-North Railroad (\$8,000,000), MTA Business Service Center (\$5,500,000), New York City Transit (\$13,700,000), Long Island Rail Road (\$2,350,000), MTA Bus Company (\$900,000) and MTA Audit (\$450,000). In addition, as the contract was awarded in 2011, the contract included Long Island Bus (\$200,000).

This is a final modification as an All-Agency competitive Request for Proposal is currently planned for public advertisement by the Business Service Center, and is expected to be presented to the Board for award by June 2016. Significant requests for short-term temporary personnel have led to higher than anticipated usage of NYSID's services. The increased usage reduced allotted funding at a faster pace than originally anticipated and has led to a request for funding replenishment. Since the award, MTA Agencies have had to supplement existing staff with short-term temporary personnel at larger numbers than originally anticipated during recent periods of increased production and as such additional funds are required by the Agencies to cover services through the six month extension period. The additional requested funding totaling \$2,972,000 is broken down by agency as follows: NYCT \$1,682,000, MNR \$1,030,000, LIRR \$225,000 and MTA Audit \$35,000.

Without the support of temporary staffing retained via this contract, required business services for critical operational and administrative functions would be adversely impacted as MTA does not currently have available resources to support these functions. The negotiated rates established under the base agreement were fixed for a five year period and have been approved for a 2.5% increase for the extended period of service and are deemed to be fair and reasonable. Services are rendered on an as-needed, as-requested task order basis and are not guaranteed. Individual tasks or requests for short-term temporary personnel and related funding are approved within each agency prior to any personnel request. Funding is included in each Agency's Operating Budget.

DECEMBER 2015

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)

**1. Wesco Distribution, Inc. \$134,147 (not-to-exceed)
Overhaul of One Power Traction Transformer**

Non-competitive procurement to overhaul one Power Traction Transformer that is used on MNR's Harlem Line to the firm Wesco Distribution, Inc. This emergency repair was necessitated by the failure of the in service transformer at Substation B29. In order to return that substation to service, MNR forces used the one Traction Transformer currently held in inventory. The B29 substation serves a heavily travelled section of the Railroad between Thornwood and Chappaqua on the Harlem Line. For the safe operation of the railroad and to avoid serious train disruptions, it was critical that the transformer be expeditiously repaired and returned to MNR to ensure that the railroad has a spare unit, if necessary.

The total cost of this not to exceed \$134,147 for this emergency is deemed to be fair and reasonable in accordance with the current terms and conditions and is to be funded by the MNR Operating Budget.

LONG ISLAND RAIL ROAD

PROCUREMENTS

FOR

BOARD ACTION

December 16, 2015

Staff Summary



Subject : Request for Authorization to Award Various Procurements						Date <div style="text-align: center;">December 16, 2015</div>			
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	12.14.15	X			X	President		
2	MTA Board	12.16.15	X			X	Exec 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:

<u>Schedules Requiring Majority Vote</u>	<u># of Actions</u>	<u>\$ Amount</u>
Schedule G: Miscellaneous Service Contracts	1	\$339,000
SUBTOTAL:	1	\$339,000

LIRR proposes to award Competitive Procurements in the following categories:

<u>Schedules Requiring Two-Thirds Vote</u>	<u># of Actions</u>	<u>\$ Amount</u>
Schedule C: Competitive Requests for Proposals	1	\$9,871,000
SUBTOTAL:	1	\$9,871,000

<u>Schedules Requiring Majority Vote</u>	<u># of Actions</u>	<u>\$ Amount</u>
Schedule F: Personal Service Contracts	1	\$375,700
SUBTOTAL:	1	\$375,700

<u>Schedules Requiring Majority Vote</u>	<u># of Actions</u>	<u>\$ Amount</u>
Schedule G: Miscellaneous Service Contracts	1	\$10,737,880
SUBTOTAL:	1	\$10,737,880

LIRR proposes to award Ratifications in the following categories:	<u># of Actions</u>	<u>\$ Amount</u>
	None	

TOTAL: 4 **\$21,323,580**

BUDGET IMPACT:

The purchases/contracts will result in obligating LIRR operating and capital funds in the amounts listed. Funds are available in the current operating budget for this purpose.

RECOMMENDATION:

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

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 2015

MTA LONG ISLAND RAIL ROAD

LIST OF NON-COMPETITIVE PROCUREMENTS FOR BOARD APPROVAL

Procurements Requiring Majority Vote

Schedule G: Miscellaneous Service Contracts

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

- | | | | |
|-----------|--|------------------|--------------------------------------|
| 1. | Cory's Thunder
Sole Source
Contract No. 0400...001169 | \$339,000 | <i><u>Staff Summary Attached</u></i> |
|-----------|--|------------------|--------------------------------------|

LIRR requests MTA Board approval to award a sole source, miscellaneous service contract to Cory's Thunder for a five year period in the not-to-exceed amount of \$339,000 to provide software and hardware maintenance services and system upgrades to maintain the current E15 Diesel Work Train Simulator System.

Schedule G Miscellaneous Service Contracts

Staff Summary



Item Number: 1

Vendor Name (& Location) Cory's Thunder, FL
Description Hardware/Software Maintenance and Upgrade
Contract Term (including Options, if any) January 1, 2016 – December 31, 2020
Option(s) included in Total Amount? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
Procurement Type <input type="checkbox"/> Competitive <input checked="" type="checkbox"/> Non-Competitive
Solicitation Type <input type="checkbox"/> RFP <input type="checkbox"/> Bid <input checked="" type="checkbox"/> Other: Sole Source

Contact Number 0400...001169	Renewal? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
Total Amount: \$339,000 NTE	
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: Senior Director Employee Training, Arthur Fougner	
Contract Manager: Louis R. Drago	

Discussion:

Long Island Rail Road (“LIRR”) requests MTA Board approval to award a sole source, miscellaneous service contract to Cory’s Thunder (“Cory’s”) for a five year period in the not-to-exceed amount of \$339,000 to provide software and hardware maintenance services and system upgrades to maintain the current E15 Diesel Work Train Simulator System.

The Cory’s Thunder Simulator is a proprietary system that mimics all modes of operation of the E15 Diesel Locomotive equipment that is currently in operation at the railroad. Cory’s hardware and software is unique to the vendor and is solely maintained by them. Simulated train configurations, developed by Cory’s under a prior Design-Build-Install contract, consist of from one to three locomotives with a minimum and maximum length ranging from 1 to 30 cars. Two missions (Ronkonkoma to West Side Yard and Babylon to Montauk) were created utilizing computer generated imagery (CGI) to create a realistic re-creation of the physical characteristics of the LIRR landscape.

Critical operational and public-safety issues require that the LIRR Engineer Locomotive Training Program produces locomotive engineers who are qualified to operate trains safely and efficiently. Moreover, programs designed to maintain these skills at the highest possible level are required. The simulator must meet the following high priority needs:

- Teach train-handling techniques for the work train equipment used throughout LIRR territories
- Teach schedule attainments as a critical parameter in all phases of train handling
- Provide train operators with difficult operating problems that require in-depth understanding of signals, braking, rules, train troubleshooting and other train operation features

The Work Train Simulator maintenance includes full software and hardware preventive and corrective maintenance, system motion base maintenance, and annual on-site support. Cory’s is responsible for providing phone or e-mail support and remote troubleshooting via VPN network repair system to LIRR personnel to identify and provide system repairs that are within the capabilities of LIRR employees. Repairs that are more extensive that cannot be fixed remotely will require on-site repair, management of observations forwarded by LIRR, and necessary updates made after implementation of corrective measures. Cory’s has successfully

Staff Summary



maintained this system for the past five years, and as part of the contract, will continue to maintain a spare and repair parts inventory of equipment. Pursuant to PAL§ 1265-a (3) (advertisement for alternate suppliers) and the MTA All-Agency Procurement Guidelines, LIRR advertised its intent to award this sole source contract to Cory's Thunder in the NYS Contract Reporter, the NY Post and on the MTA Website, which did not yield interest from any other sources.

System upgrades required to sustain the Work Train Simulator through 2020 include: upgrading the student cab functions - forward view, rear view, main central computer, and the left and right side computers - and upgrading operating system software from Windows XP to latest version of Microsoft Windows 10. Cory's will replace all existing computers and graphic cards to the latest industry standards, and replace Small Computer System Interface hard drives with solid state drives. Computer case design will facilitate the easy removal and replacement of components. Two spare computers will be provided and located on site for exchange in the event that one of the system computers experiences a failure. The new equipment will duplicate the specifications of the existing system computers which will minimize the impact on training by allowing the system to be restored to working condition without interruption. The upgrade includes the motion base moog computer, which is expected to increase system lifecycle by an additional five years.

Cory's lump sum proposal of \$339,000 is 16.3% (or \$66,000) less than the LIRR estimate of \$405,000. Reflected in Cory's pricing is a 9% reduction in maintenance costs. Prices, which will remain firm and fixed for the five year term of the contract, are determined to be fair and reasonable. Funding for this contract is included in LIRR's Operating Budget.

DECEMBER 2015

MTA LONG ISLAND RAIL ROAD

LIST OF COMPETITIVE PROCUREMENTS FOR BOARD APPROVAL

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)

- | | | | |
|----|--|----------------------------------|--------------------------------------|
| 2. | Hinck-Posillico Joint Venture
Competitive RFP
Contract No. 6183 | \$9,871,000
Base Work | <i><u>Staff Summary Attached</u></i> |
|----|--|----------------------------------|--------------------------------------|

LIRR requests MTA Board approval to award a contract to Hinck-Posillico Joint Venture for the lump sum price of \$9,871,000 for the base work restoration of cables at the Wreck Lead Bridge utilizing a design/build contract.

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)

- | | | |
|----|--|---|
| 3. | J. Martin Associates, Inc.
Competitive IFB
Contract No. TBD | \$351,250 - LIRR
<u>\$ 24,450 - MTAHQ</u>
\$375,700 - Not-To-Exceed |
|----|--|---|

LIRR, on behalf of itself and MTA Headquarters ("MTAHQ"), requests MTA Board approval to award a three (3) year personal services contract with two (2) one-year renewal options to J. Martin Associates, Inc. ("Martin") for elevator and escalator inspections. Martin will provide certified elevator and escalator inspection services in accordance with ASME Safety Codes on a scheduled fixed price basis, and as-needed inspection services based on estimated hours and fixed labor rates for 83 elevators and 34 escalators ("units"). The LIRR has 101 units located within the NYC Boroughs and Nassau and Suffolk Counties. MTAHQ has 16 units, all located in Manhattan. The solicitation was advertised in the NY Post, the New York State Contract Reporter, and on the MTA website on September 3, 2015. On October 15, 2015, seven (7) bids were received. Martin was the lowest bidder with a bid price of \$375,700.00 which is \$127,587.00, or 34% less than the next lowest bidder and 3% lower than LIRR's estimate. Pricing will be firm and fixed for the duration of the contract and considered to be fair and reasonable. The LIRR Engineering Department has reviewed Martin's references and qualifications and deems them acceptable. Funding for these contracts (\$351,250 – LIRR; \$24,450 – MTAHQ) is included in each Agency'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; No Staff Summary required if Sealed Bid Procurement)

- 4. Russell Reid Waste Hauling & Disposal Service Co, Inc. \$10,737,880 Not-to-Exceed**
Competitive IFB
Contract No. TBD

Long Island Rail Road (“LIRR”) requests MTA Board approval to award a competitively bid, five (5) year miscellaneous service contract to Russell Reid Waste Hauling & Disposal Service Co, Inc. (“Russell Reid”) to provide railroad car toilet servicing and toilet vehicle maintenance and repair in the not-to-exceed amount of \$10,737,880. This was a Sealed Bid Procurement. LIRR requires a contractor to service railcar toilets on its M-3 and M-7 electric and C-3 diesel fleet at various yard locations throughout the system. These services include: scheduled pumping of waste from railcar toilets, transporting and dumping of waste in accordance with city, state and federal regulations, maintenance and repair of the service trucks and carts, garaged storage facilities and providing toilet cleaning chemicals needed to perform the services. The solicitation was advertised in the New York State Contract Reporter on 9/10/15, the New York Post on 9/17/15, and on the MTA website. LIRR received a single bid on 10/21/15 from the incumbent Russell Reid in the amount of \$10,967,393. In addition one “No-Bid” was received from William A. Mallins Cesspool, Inc. The original Russell Reid bid price of \$10,967,393, was 5.17% higher than the previous 5-year contract of \$10,428,545. LIRR successfully negotiated a 2.09% price reduction, with Russell Reid lowering their bid price by \$229,513, from \$10,967,393 to \$10,737,880. Pricing will remain firm and fixed for the five year period. Based on the above, the not-to-exceed amount of \$10,737,880 is determined to be fair and reasonable. Funding for this contract is included in LIRR’s Operating Budget.

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

Staff Summary



Long Island Rail Road

Item Number: 2					
Dept & Dept Head Name: Procurement & Logistics; Dennis Mahon Department Head Signature & Date 					
Division & Division Head Name: Department of Program Management, Richard Oakley Division Head Signature & Date 					
Board Reviews					
Order	To	Date	Approval	Info	Other
1	LI Committee	12.14.15	X		
2	MTA Board	12.16.15	X		
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
Hinck-Posillico Joint Venture	6183
Description	
Design/Build Services for the Replacement of Wreck Lead Bridge Submarine Cables	
Total Amount	
\$9,871,000.00 + (\$15,000) Credit Option	
Contract Term (including Options, if any)	
540 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:	

Narrative

I. PURPOSE/RECOMMENDATION:

LIRR requests MTA Board approval to award a contract to Hinck-Posillico Joint Venture (Hinck-Posillico) for the lump sum price of \$9,871,000 for the base work restoration of cables at the Wreck Lead Bridge utilizing a design/build contract.

II. DISCUSSION:

The Long Beach Branch was one of the four key areas on LIRR's property severely damaged by Super Storm Sandy. Following the storm, the LIRR took short term measures to get all its branches back in service. However, permanent infrastructure replacement at this location is now crucial to ensure that LIRR maintains its service and on-time performance for its daily commuters on the Long Beach Branch. The Wreck Lead Bridge (also known as the Reynold's Channel Bridge) is a vital part of the Long Beach Branch where trains cross over Reynolds Channel, a single track moveable drawbridge and viaduct. Underwater cables, which are a component of the bridge, were affected by the storm and need to be replaced, with added protection, as part of storm hardening measures to restore the Branch's infrastructure.

At its November 2013 meeting, the MTA Board granted an "omnibus" approval to use the "Request for Proposal" (RFP) method "to solicit various Design-Build and other contracts in connection with post-Super Storm Sandy restoration, mitigation and resiliency initiatives" (specifically citing the Wreck Lead Bridge, among others.)

Staff Summary



Advertisement of this "Request for Proposals" for design-build services ran in the New York State Contract Reporter, MTA Website and the New York Post on June 25, 2015. In addition, a copy of the advertisement was sent directly to 3 firms known to have experience with this type of work. The proposers' conference and site tour was attended by 5 firms.

Two firms responded to the Railroad's RFP (inclusive of option for the disposal of old cables): Hinck-Posillico for \$10,552,000 and Mass Electric Construction Company (MEC) for \$12,766,000. A Technical Evaluation Committee (TEC) reviewed these proposals against the technical criteria given in the RFP: Technical Approach; Company and Project Team/Key Personnel Qualifications; and Demonstrated Ability to Meet Schedule. Following a preliminary evaluation, both firms were found to be technically compliant with the RFP requirements, with Hinck-Posillico technically ranked superior to MEC. Following oral presentations, both firms were asked to provide a "Best and Final Offer," which included a request to revise the technical approach to excavation, as well as adding an additional option for three 6" auxiliary ducts for the work. The firms submitted BAFOs as follows (inclusive of options): Hinck-Posillico for \$10,498,000 and MEC for \$11,815,000. A formal TEC final evaluation based on the orals and the BAFOs yielded Hinck-Posillico having the superior offering.

LIRR negotiated with Hinck-Posillico a final price of \$9,871,000.00 for the Base Work of the Contract; Hinck-Posillico's negotiated price for the Base Work is less than their original proposal, BAFO, and a half-percent (.5%) lower than LIRR's estimate, and is considered fair and reasonable. Hinck-Posillico's BAFO pricing for the options was \$465,000 for the auxiliary ducts and a credit of \$15,000 for the cable disposal. LIRR will exercise the disposal pricing option following the award of the contract. The option for the auxiliary ducts in this contract is no longer in consideration for this effort.

Hinck-Posillico has been reviewed and found to be responsible.

III. D/M/WBE INFORMATION:

The MTA Department of Diversity and Civil Rights (DDCR) established a 5% DBE goal for this contract. Hinck Electrical Contractor, Inc. has no past performance on MTA contracts as a prime. Posillico Civil, Inc. is currently active on two MTA contracts, neither of which is substantially complete. Consequently, no assessment of the Joint-Venture's M/W/DBE performance can be determined at this time.

IV. IMPACT ON FUNDING:

This contract will be funded by the LIRR 2010 – 2014 Capital Program supported by federal Super Storm Sandy relief funds.

V. ALTERNATIVES:

LIRR does not have the ability to undertake the design and furnishing of the cables with in-house forces. The alternative is to not undertake this project, which is impractical as it is a critical component of the Super Storm Sandy Program.

LONG ISLAND RAILROAD
COMMITTEE
MTA BOARD PROCUREMENT PACKAGE
DECEMBER 2015

Staff Summary


Subject		Request for Authorization to Award Procurements			
Department		Law and Procurement			
Department Head Name		Evan M. Eisland			
Department Head Signature					
Board Action					
Order	To	Date	Approval	Info	Other
1	Long Island Rail Road Committee	12/14/15	X		
2	Board	12/16/15	X		

Date: December 2, 2015			
Vendor Name E-J Electric Installation Co.			
Contract Number CS084			
Contract Manager Name Everett McIndoe			
Internal Approvals			
	Approval		Approval
4	President	3	Executive Vice President & CFO
2	Vice President, Program Controls	1	Chief Procurement Officer

PURPOSE

To obtain the approval of the Board to award a contract modification and to inform the Long Island Railroad Committee of this procurement action.

DISCUSSION

MTA Capital Construction proposes to award a Ratification in the following category:

Schedules Requiring Majority Vote:

Schedule K Ratification of Completed Procurement Actions

	<u># of Actions</u>	<u>\$ Amount</u>
	1	\$ 1,280,000
TOTAL	1	\$ 1,280,000

Budget Impact:

The approval of this modification will obligate funds in the amount listed. Funds are available in the current capital budget for this purpose.

Recommendation:

That the modification be approved as proposed. (The item is 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 2015

LIST OF RATIFICATIONS FOR BOARD APPROVAL

Procurements Requiring Majority Vote:

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

- | | | | |
|----|---|--------------|-------------------------------|
| 1. | E-J Electric Installation Co.
Contract No. CS084
Modification No. 1 | \$ 1,280,000 | <u>Staff Summary Attached</u> |
|----|---|--------------|-------------------------------|

In accordance with Article IX of the All-Agency Procurement Guidelines, MTACC is requesting Board approval of a contract modification to furnish and install power distribution equipment, concrete pads and a property line manhole to receive a single Con Edison service to feed the CO8 substation, the Yard Lead Tunnel's portal booster fans and a nearby LIRR signal Central Instrument Location (CIL) known as L3.

Schedule K: Ratification of Completed Procurement

Item Number

Vendor Name (& Location) E-J Electric Installation Co. (LIC, New York)	
Description Traction Power System Package No. 4	
Contract Term (including Options, if any) 52 Months	
Option(s) included in Total Amount?	<input type="checkbox"/> Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> N/A
Procurement Type	<input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive
Solicitation Type	<input type="checkbox"/> RFP <input type="checkbox"/> Bid <input checked="" type="checkbox"/> Other: Modification
Funding Source <input type="checkbox"/> Operating <input checked="" type="checkbox"/> Capital <input checked="" type="checkbox"/> Federal <input type="checkbox"/> Other:	
Requesting Dept/Div & Dept/Div Head Name: East Side Access, W. Goodrich, P.E.	

Contract Number	AWO/Modification #	
CS084	1	
Original Amount:	\$	71,284,884
Prior Modifications:	\$	0
Prior Budgetary Increases:	\$	0
Current Amount:	\$	71,284,884
This Request	\$	1,280,000
% of This Request to Current Amount:	%	1.8%
% of Modifications (including This Request) to Original Amount:	%	1.8%

Discussion:

Contract CS084 is for the furnishing and installation of the Traction Power Systems throughout the East Side Access (“ESA”) Project. In accordance with Article IX of the All-Agency Procurement Guidelines, MTACC is requesting Board ratification of a modification to the Contract to furnish and install power distribution equipment, concrete pads and a property line manhole, to receive a single Con Edison service to feed the CO8 substation, the Yard Lead Tunnel’s portal booster fans and a nearby LIRR signal Central Instrument Location (CIL) known as L3.

The ESA Project has three separate needs for low-voltage electrical service in the vicinity of 43rd Street in Queens: 1) Traction Power Substation C08; 2) Yard Lead Tunnel’s portal booster fans; and the L3 CIL. Under the current contract packaging plan, the required equipment for the CO8 substation was to be installed under this contract, the equipment for the Yard Lead Tunnel’s portal booster fans under Contract CS179 and the equipment for the L3 CIL under Contract CH053. During the Con Edison service request approval process in 2014, however, Con Edison determined that three separate services for one tax lot of land would be categorized as “excess distribution facility services.” This categorization would have resulted in the MTA bearing all of Con Edison’s costs to install, energize and maintain the two “excess services.” The fixed costs of installation and energization typically range between \$250K and \$500K per service and the annual maintenance costs typically range between \$30K and \$60K per service.

To avoid the excess service costs, Con Edison recommended MTA use a combined distribution center with a single utility supply. The ESA General Engineering Consultant and Con Edison determined the best location for the combined distribution center and the point of entry is adjacent to Traction Power Substation C08. The added work includes furnishing and installing power distribution equipment, concrete pads and a property line manhole, as well as associated conduit and raceways. The CS084 Contractor is best suited to perform this work as it is already providing Con Edison service to Traction Power Substation C08 and has the experience working in close coordination with Con Edison.

The Contractor submitted a cost proposal in the amount of \$1,566,207 for this work, while MTACC’s project estimate was \$1,243,636. The parties negotiated and agreed to a cost of \$1,280,000. MTACC considers this cost fair and reasonable. MTACC will transfer funding for this modification from the CH053 budget to CS084. There is no time impact associated with this modification.


The L3 service will provide power to enable the setup, wiring and testing of the signal work for CILs H5 and H6 under Force Account Contract FHL02. This service needs to be in place and energized no later than early 2016 to ensure that LIRR can begin testing in preparation for the cutovers of CILs H5 and H6. In order to meet the FHL02 schedule, on July 13, 2015 the President approved a retroactive memorandum and the Contractor was directed to proceed with work under this Modification for the design, submission of shop drawings, procurement of the service equipment and some limited site work for a not-to-exceed amount of \$210,000. Authorization to proceed with the remainder of the work under this modification will be given upon Board ratification of this modification.



Bridges and Tunnels


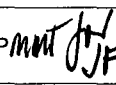
Toll Violation Enforcement

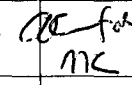
Staff Summary

Subject	Toll Violation Enforcement
Department	Law
Department Head Name	M. Margaret Terry
Department Head Signature	
Project Manager Name	

Date	November 30, 2015
Vendor Name	N/A
Contract Number	N/A
Contract Manager Name	N/A
Table of Contents Ref. #	N/A

Board Action					
Order	To	Date	Approval	Info	Other
1	B&T Committee	12/14/15			
2	Board	12/16/15			

Internal Approvals			
Order	Approval	Order	Approval
3	President 		VP Procurement
	General Counsel		VP Operations
2	Executive VP 		VP Labor Relations
	VP Operations Support		VP & Chief Engineer

Internal Approval (cont.)							
Order	Approval	Order	Approval	Order	Approval	Order	Approval
1	Chief Financial Officer 	Chief Security Officer		Chief Maintenance Officer		Other	
	Chief Information Officer	Chief Health & Safety Officer		Affirmative Action		Other	

PURPOSE: To obtain the Board's approval of a Resolution authorizing the Acting President of the Authority or his designee to take all preliminary steps as may be necessary and desirable in order to revise the Authority's toll violation enforcement regulations to add provisions prescribing the procedural protections for owners seeking to have their tolls and unpaid violation fees dismissed or transferred from vehicle rental and leasing companies to renters and lessees and warning that owners who persistently fail to pay tolls and violation fees may have their vehicle registrations suspended by the New York State Department of Motor Vehicles (DMV).

DISCUSSION: Before beginning its all-electronic tolling (AET) pilot program at the Henry Hudson Bridge in January 2011, the Authority adopted a regulation imposing a \$50 toll violation fee upon the owner of any vehicle crossing a bridge or tunnel without paying the prescribed crossing charge by means of a properly mounted and valid E-ZPass Tag or by fare media other than E-ZPass at the place and time and in the manner established by the Authority for the collection of such toll.

The Authority is now proposing to revise its toll violation enforcement regulations in conjunction with the proposed adoption by the DMV of regulations to suspend vehicle registrations of owners who fail to pay their tolls and violation fees or have them dismissed or transferred in response to five violation notices within eighteen (18) months under DMV's statutory authority to suspend registrations for habitual or persistent violators. The Authority's revised regulations make it clear that owners have an opportunity to dispute their responsibility for toll violations and have them dismissed or transferred before being subject to the \$50 violation fee per violation or, if persistent violators, the suspension of their vehicle registrations by DMV. Specifically,

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

the revised regulations prescribe the information required in violation notices; the process for disputing toll violations; the grounds for dismissing toll violations; the process for vehicle rental and leasing companies to transfer responsibility for tolls and violation fees to renters and lessees, as well as the required evidence. The revised regulations also state that owners who persistently fail to pay their tolls and violation fees or have them dismissed or transferred may have their vehicle registrations suspended by DMV.

Violation enforcement procedures are most effective when they are both fair and predictable. These proposed revisions strengthen the Authority's toll violation enforcement regulations by enacting due process procedures and policies to give owners have an opportunity to have their toll violations dismissed or transferred before being subject to a \$50 violation fee per violation or, if persistent and habitual violators, to having their vehicle registrations suspended by DMV.

IMPACT ON FUNDING: It is anticipated that strengthening the Authority's toll violation enforcement will increase toll revenue at Authority AET facilities by deterring toll evasion.

RECOMMENDATION: It is recommended that the Board adopt and approve the attached Resolution authorizing the Acting President or his designee to take all preliminary steps as may be necessary and desirable to repeal the existing toll violation enforcement regulations at Part 1021.3 of Title 21 of the New York Codes, Rules and Regulations and adopting new toll violation enforcement regulations at the proposed Part 1021.3 of Title 21 of the New York Codes, Rules and Regulations which would (i) make it clear that owners have an opportunity to dispute their responsibility for toll violations and have their tolls and violation fees dismissed or transferred before being subject to the \$50 violation fee per violation or, if persistent violators, to vehicle registration suspension by DMV; and (ii) warn owners that their vehicle registrations may be suspended by DMV if they persistently fail to pay their tolls and violation fees or have them dismissed or transferred.

RESOLUTION

WHEREAS, the Triborough Bridge and Tunnel Authority has been given the statutory right and duty to make rules and regulations for establishment and collection of tolls on its bridges and tunnels; and

WHEREAS, the Authority has already adopted toll violation enforcement regulations that impose a \$50 fee per toll violation upon the owner of any vehicle crossing an Authority facility without paying the toll by means of a properly mounted and valid E-ZPass Tag or by fare media other than E-ZPass at the place and in the time and manner prescribed by the Authority for the collection of such toll; and

WHEREAS, the Authority proposes to revise its toll violation enforcement regulations to add provisions setting forth the procedural protections for owners seeking to have their tolls and unpaid violation fees dismissed or transferred from vehicle rental and leasing companies to renters and lessees and warning owners who persistently fail to pay tolls and violation fees that their vehicle registrations may be suspended by the New York State Department of Motor Vehicles (DMV); and

WHEREAS, strengthening the Authority's toll violation enforcement regulations by adding these due process protections is expected to increase toll revenue by deterring toll evasion at the Authority's all-electronic tolling facilities;

NOW, THEREFORE, IT IS:

RESOLVED, that provided the; and be it further,

RESOLVED, that the President of the Authority or his designee is hereby fully authorized and directed to take such steps as may be necessary or desirable to repeal the prior Part 1021.3 of the New York Codes, Rules and Regulations and establish, implement and adopt the proposed Toll Violation Enforcement regulations, annexed hereto, in the new Part 1021.3 of the New York Codes, Rules and Regulations, pursuant to law.

December 16, 2015
New York, New York

Attachment 1

TBTA TOLL VIOLATION ENFORCEMENT REGULATIONS

Part 1021.3 Toll Violation Enforcement

1. The owner, as defined in Public Authorities Law § 2985(3), of any vehicle crossing a bridge or tunnel without paying the crossing charge prescribed by the Triborough Bridge and Tunnel Authority ("Authority") at the place and time and in the manner established for the collection of such crossing charge commits a violation of toll collection regulations.
 - (a) Payment of crossing charges by E-ZPass shall be made by means of a properly mounted E-ZPass tag of the proper class that is classified as valid at the time of the toll transaction. For each such violation, the owner shall be charged the full undiscounted crossing charge for fare media other than E-ZPass. Nothing in this section shall be construed to limit the violation of an E-ZPass account holder for administrative violation fees established and imposed by the E-ZPass agreement for failure to pay crossing charges by means of a properly mounted E-ZPass Tag of the proper class that is classified as valid at the time of the transaction.
 - (b) Payment of crossing charges by fare media other than E-ZPass shall be made at the place and time and in the manner established for the collection of such crossing charge. Nothing in this section shall be construed to limit the violation of a video account holder for administrative violation fees established and imposed by the applicable video account agreement for failure to pay the crossing charges at the place and time and in the manner established for the collection of such crossing charges.
2. The owner of any vehicle which violates toll collection regulations by crossing a bridge or tunnel without paying the crossing charge prescribed by the Authority at the place and time and in the manner established for the collection of such crossing charge shall be liable to the Authority for an administrative fee, known as the toll violation fee, in the amount of \$50.00, for each such toll collection violation. The toll violation fee shall be in addition to the applicable crossing charge and any fines and penalties otherwise prescribed by law or by agreement.
3. A Notice of Violation shall be sent by the Authority's authorized agent ("Authorized Agent") to the individual or business alleged to be liable for the toll violation as owner and shall contain:
 - (a) the name and address of the individual or business alleged to be liable for the toll violation as owner;
 - (b) the registration number and state of the vehicle alleged to have been involved in the violation;
 - (c) the location, date and time of each use of the facility that forms the basis of such violation;
 - (d) the amount of the assessed toll and toll violation fee; and
 - (e) an image of the license plate of the vehicle being used or operated on the toll facility, provided that an image of each such license plate in the Notice of Violation shall be provided by the Authorized Agent upon request.
4. The individual or business alleged to be liable for the toll violation as owner may dispute the violation by submitting a Declaration of Dispute to the Authorized Agent at the time and place and in the manner established in the Notice of Violation and such toll violation and associated toll violation fee shall be dismissed if such individual or business provides a certification that:

- (a) The individual or business was not the registered owner of the vehicle at the time of the toll transaction that forms the basis of such alleged violation and submits to the Authorized Agent: (i) a copy of the plate surrender receipt from the Department of Motor Vehicles; (ii) proof of sale of the vehicle; (iii) a copy of the report to a law enforcement agency that the plate was lost; and/or (iv) a copy of the report to a law enforcement agency that the vehicle was stolen; or
 - (b) The toll was paid by E-ZPass and the toll posted to an E-ZPass Account and submits to the Authorized Agent a copy of the E-ZPass statement showing the toll posting; or
 - (c) The toll was paid in cash at the time and submits to the Authorized Agent a copy of the toll receipt.
5. If the owner is a vehicle rental or leasing company which seeks to perform a Transfer of Responsibility to the vehicle lessee or renter, the owner shall submit to the Authorized Agent at the time and place and in the manner established in the Notice of Violation a signed lease or rental agreement and certification of the name and address of the lessee or renter of the vehicle at the time of the toll transaction that forms the basis for the violation. A Notice of Violation or toll invoice shall be sent by the Authorized Agent to such lessee or renter within forty-five days of receipt of the signed lease or rental agreement and certification and such lessee or renter shall be deemed to be the owner of such vehicle and shall be liable for the payment of tolls and any toll violation fees.
6. The Authorized Agent shall send the owner a written determination of the Declaration of Dispute under subdivision four.
- (a) The owner may request a review by the Authority of the Authorized Agent's determination of the Declaration of Dispute by submitting a Request for Review to the Authority at the place and time and in the manner established in the Authorized Agent's written determination of the Declaration of Dispute.
 - (b) The Authorized Agent's determination of the Declaration of Dispute under subdivision four shall be final and binding on the owner unless overturned by the Authority upon review.
 - (c) The Authority's determination of the owner's Request for Administrative Review shall be final and binding on the owner unless overturned by a Court of competent jurisdiction of the State of New York, County of New York, under Article 78 of the New York Civil Practice Law and Rules or a United States Court located in New York City, under the procedures and laws applicable in that court.
7. The individual or business alleged to be liable for each toll violation as owner shall be liable for each unpaid toll and toll violation fee unless: (i) such unpaid toll and/or toll violation fee has been dismissed under subdivision four or subdivision six; (ii) there has been a Transfer of Responsibility under subdivision five; or (iii) after payment of such toll, the toll violation fee has been dismissed or reduced under the Fee Waiver Policy adopted by the Authority. Such owners who fail to pay each toll and toll violation fee in response to a Notice of Violation may also have their vehicle registrations suspended under vehicle and traffic law section 510(3)(d) and implementing regulations.



Bridges and Tunnels

Procurements December 2015



Staff Summary

Subject:	Request for Authorization to Award Various Procurements
Department:	Procurement
Department Head Name	M. Margaret Terry
Department Head Signature	<i>MMT</i>
Project Manager Name	Various

Date	December 1, 2015
Vendor Name	
Contract Number	
Contract Manager Name	
Table of Contents Ref #	

Board Action					
Order	To	Date	Approval	Info	Other
1	President	12/1/15			
2	MTA B&T Committee	12/14/15			
3	MTA Board	12/16/15			

Internal Approvals			
Order	Approval	Order	Approval
	President <i>OS</i>		VP Operations
	Executive Vice President		VP & Chief Engineer
	SVP & General Counsel		VP & Chief Procurement Officer <i>MMT</i>
	VP Administration		

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	\$ 2.990M
Schedule H	Modifications to Personal/Miscellaneous Service Contracts	1	\$ 0.040M
SUBTOTAL		3	\$ 3.030M

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

TOTAL	3	\$ 3.030M
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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 2015

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. | WSP USA Corp.
Contract No. PSC-15-2969 | \$2,849,183.29 | <u>Staff Summary Attached</u> |
| | 3 yr. contract - Competitive RFP - 4 Proposals
Provide Design and Construction Support Services for Project Nos. VN-10 and VN-89, Rehabilitation of the Anchorages and Tower Pedestals at the Verrazano-Narrows Bridge. | | |
| 2. | Omega Laboratories, Inc.
Contract No. PSC-15-2968X | \$141,425.00 | |
| | 5 yr. contract – Competitive RFP – 3 Proposals
B&T is seeking a consultant to provide B&T’s Right-to-Know training program, which pertains to the legal rights of its employees concerning possible exposure to hazardous substances and workplace safety, as required by New York State Labor Law and the Federal Hazard Communication Standard. | | |

This is a discretionary procurement. The service requirements were publicly advertised and invitation letters were sent to minority, women and small business enterprises. Three firms submitted proposals: Omega Laboratories, Inc. (Omega); Executive Safety & Health Consultants, Inc. (ESHC) and Watson & Associates, LLC (Watson). The proposals were evaluated against established criteria set forth in the RFP, including the proposer’s understanding of the required training program, the firm’s record of performance, qualifications of the firm, proposed personnel and cost. Accordingly, the selection committee recommended that negotiations be conducted with Omega. The recommendation was based on Omega’s qualifications for the specific type of services required and its thorough understanding of the training program. Omega presented a strong track record of performance as well as qualified personnel to perform the services.

Omega submitted the most competitive cost proposal in the amount totaling \$141,475, which is 40.8% lower than the user’s total estimate of \$199,175. Negotiations resulted in B&T and Omega agreeing to the negotiated amount totaling \$141,425, which is fair and reasonable.

LIST OF COMPETITIVE PROCUREMENTS FOR BOARD APPROVAL
DECEMBER 2015

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

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

- | | | | |
|----|---|--------------------|--------------------------------------|
| 3. | Commercial Driver Training, Inc. | \$40,162.50 | <u>Staff Summary Attached</u> |
| | Contract No. PO3000001939 | | |
| | Provide commercial driver training courses to prepare B&T employees for the New York State, New Jersey, Connecticut and Pennsylvania State Department of Motor Vehicles (DMV) Class "A" and Class "B" Commercial Driver's License (CDL) written and road tests. | | |

Staff Summary

Page 1 of 2

Item Number 1 (Final)					
Dept & Dept Head Name: Joe Keane, VP and Chief Engineer <i>Joe Keane</i>					
Division & Division Head Name: Aris Stathopoulos, DCE, Project Mgt. <i>Aris Stathopoulos</i>					
Board Reviews					
Order	To	Date	Approval	Info	Other
1	President	12/01/15			
2	MTA B&T Committee	12/14/15			
3	MTA Board	12/16/15			
Internal Approvals					
Order	Approval	Order	Approval		
1	Chief Financial Officer <i>[Signature]</i>	4	Executive Vice President <i>[Signature]</i>		
2	Sr. V.P. and General Counsel <i>[Signature]</i>	5	President <i>[Signature]</i>		
3	V.P. and Chief Proc. Officer <i>[Signature]</i>				

SUMMARY INFORMATION	
Vendor Name WSP USA Corp.	Contract Number PSC-15-2969
Description: Design and Construction Support Services for Project Nos. VN-10 and VN-89, Rehabilitation of the Anchorages and Tower Pedestals at the Verrazano-Narrows Bridge	
Total Amount \$2,849,183.29	
Contract Term (including Options, if any) Three (3) 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 for Design and Construction Support Services for Project Nos. VN-10 and VN-89, Rehabilitation of the Anchorages and Tower Pedestals at the Verrazano-Narrows Bridge (VNB) to WSP USA Corp. (WSP), located at 555 Pleasantville Road, South Building, Briarcliff Manor, NY 10510, in the amount of \$2,849,183.29 for a duration of three (3) years. At a future date, the cost of construction support services for Project No. VN-10 will be negotiated and presented to the Board for approval.

II. DISCUSSION

B&T requires the services of a qualified consulting engineering firm to develop contract documents for the rehabilitation of the Brooklyn and Staten Island anchorages at the VNB (Project VN-10) and to develop preliminary 10% design/build contract documents for the rehabilitation of the VNB's Brooklyn and Staten Island tower pedestals (Project VN-89). The services to be provided include field inspections and structural, electrical and mechanical rehabilitation for both anchorages and rehabilitation of tower pedestals.

The service requirements were publicly advertised; ten (10) firms submitted qualification information. Based on a review of their qualifications, the following six (6) firms were selected to receive the RFP: AECOM USA, Inc. (AECOM); Ammann & Whitney Consulting Engineers, P.C. (A&W); Modjeski and Masters, P.C.; Parsons Transportation Group of New York, Inc. (PTG); Weidinger Associates, Inc.; and WSP. Four (4) of the six (6) firms (AECOM, A&W, PTG and WSP) submitted proposals. The proposals were evaluated against established criteria set forth in the RFP, including an understanding of the technical requirements and expertise, proposed personnel, oral presentations and cost. The consensus recommendation of the Selection Committee was that B&T should enter into negotiations with WSP. The recommendation stressed that compared to the other firms, WSP demonstrated the best

Staff Summary

understanding of the scope and its presentation of constructible solutions. WSP detailed the importance of providing system redundancy with the dehumidification system, and their marine expertise was superior in comparison to the other proposers. WSP proposed a project team with vast experience in design/build preparation, granite facing and waterproofing, safety and security needs and demonstrated the ability to deliver the project in a timely manner.

The Engineer's estimate is \$3,790,000. WSP submitted a cost proposal in the amount of \$2,749,183.29 (approximately 25% under the Engineer's estimate). The variance between WSP's proposal and the estimate can be attributed to the estimate's use of higher hourly rates for most of the design effort vs. WSP proposed rates and higher estimated hours for the inspection of the Staten Island and Brooklyn Anchorages than proposed by WSP, who projected a reduced amount of hours based on their familiarity with the site. During negotiations, it was agreed to increase B&T's allowance for unanticipated design services by \$100,000, bringing the total amount to \$2,849,183.29, which is considered fair and reasonable. WSP is considered a responsible consultant.

III. D/M/WBE INFORMATION

The MTA Department of Diversity and Civil Rights has established goals of 10% MBE and 10% WBE for the referenced contract. WSP has achieved their M/WBE goals on previous MTA contracts.

IV. IMPACT ON FUNDING

Funding is available in the 2015–2019 Capital Program under Projects D701VN10 (\$2,249,183.29) and D701VN89 (\$600,000).

V. ALTERNATIVES

There are no recommended alternatives. B&T does not possess the resources required to perform these services.

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

Item Number: **3** (Final)

Vendor Name (& Location) Commercial Driver Training, Inc. West Babylon, NY		Contract Number PO3000001939	AWO/Modification #
Description Commercial Driver License (CDL) Training Program		Original Amount: \$42,660.00	
Contract Term (including Options, if any) January 1, 2015 – December 31, 2015		Prior Modifications: \$115,897.50	
Option(s) included in Total Amount? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		Prior Budgetary Increases: N/A	
Procurement Type <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive		Current Amount: \$158,557.50	
Solicitation Type <input type="checkbox"/> RFP <input checked="" type="checkbox"/> Bid <input checked="" type="checkbox"/> Other: Discretionary		This Request: \$40,162.50	
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: 25.3%	
Requesting Dept/Div & Dept/Div Head Name: Fleet Operations, Victor Cardella		% of Modifications (including This Request) to Original Amount: 365.8%	

Discussion:

B&T is seeking Board approval under the All Agency Guidelines for Procurement of Services to amend a discretionary personal service contract to extend services from December 31, 2015 through February 29, 2016 in the amount of \$40,162.50 with Commercial Driver Training, Inc. (CDT).

B&T requires the services of a consultant to provide commercial driver training courses to prepare our employees for the New York State, New Jersey, Connecticut and Pennsylvania State Department of Motor Vehicles (DMV) Class "A" and Class "B" Commercial Driver's License (CDL) written and road tests. These licenses will enable our BTOs to drive various commercial vehicles in our fleet, as required. The subject discretionary contract was competitively awarded to Commercial Driver Training, Inc. on January 1, 2015 for a period of six months in the amount of \$42,660. Amendments 01 through 03 extended services through December 31, 2015 and added funding and additional services in the amount of \$115,897. This proposed amendment will extend services beyond the original one year term through February 29, 2016 and adds funding in the amount of \$40,162.50, thereby increasing the contract value from \$158,557.50 to a revised amount of \$198,720. This extension will enable the Authority to continue its award process of a new multi-agency contract for these services. Given that the Consultant will be compensated under the existing contract rates, the value of this Amendment will be considered fair and reasonable. Funding is available in the operating Budget under General Ledger No. 712601.

Staff Summary

Subject
Revisions to the MTA All Agency Code of Ethics
Department
Corporate Compliance
Department Head Name
Lamond W. Kears
Department Head Signature
Project Manager Name
Lamond W. Kears

Date
December 16, 2015
Vendor Name
N/A
Contract Number
N/A
Contract Manager Name
N/A
Table of Contents Ref #
N/A

Board Action					
Order	To	Date	Approval	Info	Other
1	Governance	12/16/15	X		
2	Board	12/16/15	X		

Internal Approvals			
Order	Approval	Order	Approval
1	Legal		
2	Corporate Compliance		
3	Chief of Staff		

Purpose:

To obtain Board authorization for proposed amendments to the existing MTA All Agency Code of Ethics as indicated in this staff summary.

Discussion:

In November 2014, the MTA Board adopted the current MTA All Agency Code of Ethics. The Code of Ethics sets forth the MTA's ethical rules relating to such matters as gifts, conflicts of interests, attendance at industry events, outside employment and post-employment service.

Subsequent to the adoption of the current version of the Code of Ethics, the Joint Commission on Public Ethics ("JCOPE") issued new/revised regulations regarding outside employment/activities. The proposed substantive revisions to the MTA All Agency Code of Ethic are: (1) to ensure our Code is consistent with these new/revised regulations and (2) formalize our conflict of interest recusal process.

Among the significant changes will be the requirement that annually Employees must complete a certification regarding their outside employment/activities, the outside compensation threshold for obtaining JCOPE approval will increase from \$4,000 to \$5,000 per year and recusal regarding conflict of interests will require the approval of the Agency Ethics Officer as well as the Chief Compliance Officer.

Alternative:

Not to adopt the revised Code of Ethics. This alternative is not recommended because these changes will both align the Code of Ethics with Current JCOPE's regulations.

Recommendation:

It is recommended that the Board adopt the revised Code of Ethics.

CODE OF **ETHICS**



Adopted by the MTA Board

~~November 19, 2014~~ December 16, 2015

Originally Issued

June 1, 2005

Revised

March 29, 2006

March 28, 2007

December 16, 2009

November 16, 2011

February 26, 2014

November 19, 2014

December 16, 2015

Additional copies may be obtained from
MTA Corporate Compliance or your Agency's Human Resources Department

Internal Control Number GRC001921



Introduction

The Metropolitan Transportation Authority provides services to more than eight million customers a day, each one of whom expects a high standard of service. As employees of the MTA, you are entrusted with the duty to provide this high standard of service. The ability to provide a high standard of service is grounded in a strong work ethic, clear corporate policies, and the dedication of a creative work force. The adherence to a strict code of ethics is central to gaining and keeping the trust of our customers.

This Metropolitan Transportation Authority All-Agency Code of Ethics (“Code of Ethics”) applies to every employee of the MTA, including its current and future subsidiaries and affiliates. For ease of reference, this Code of Ethics will refer to all such employees as “Employees.” In addition, persons performing services for the MTA and its subsidiaries and affiliates may be subject to the Code of Ethics by contract or agreement.

There is only one Code of Ethics for the entire MTA. You are expected to become familiar with this Code, and the various applicable statutes, regulations, professional codes of ethics, and disciplinary rules. You are expected to read this Code immediately upon receipt.

The Code of Ethics is intended to provide guidance to all Employees with respect to applicable laws governing ethical conduct and the MTA’s ethical standards, which sometimes exceed the requirements of State law.

While the Code of Ethics sets out specific standards, in our evolving business environment, no written code can anticipate every possible situation. However, this Code of Ethics establishes a standard against which you can measure your daily decisions and actions. The Code of Ethics is not a restatement of all applicable laws and standards; you are expected to be familiar with and comply with all laws and standards related to your specific job. The principal source of most New York State law governing the ethical conduct of public employees and officers is the Public Officers Law, the applicable provisions of which are available from the Law and Human Resources departments at each MTA Agency.

As an Employee, you are expected to be an ethical role model. Managers and supervisors must foster an atmosphere that encourages Employees to seek assistance if faced with ethical dilemmas. Every Employee must be alert to potential ethical issues and be ready to respond appropriately.

Responsibility for compliance with the applicable rules and standards for ethical conduct, including the related financial disclosure requirements, ultimately rests with you. If you have an ethics-related question, you should ask your supervisor or the applicable Agency Ethics Committee for guidance.

Violations of the Code of Ethics or applicable statutory provisions may subject an Employee to discipline up to and including dismissal and/or expose the Employee to civil or criminal penalties. (See Chapter 9)



Table of Contents

CHAPTER 1: DEFINITIONS/STRUCTURE.....	4
SECTION 1.01 DEFINITIONS.....	4
SECTION 1.02 AGENCY ETHICS COMMITTEES	77
SECTION 1.03 ETHICS & FINANCIAL DISCLOSURE QUESTIONS.....	87
SECTION 1.04 REVOCATION OF AGENCIES' ETHICS POLICIES.....	88
SECTION 1.05 DUTY TO DISCLOSE	98
SECTION 1.06 NO REPRISALS/WHISTLE-BLOWING	98
SECTION 1.07 COOPERATION WITH AUDITS AND INVESTIGATIONS	98
SECTION 1.08 MANDATORY ETHICS TRAINING	99
SECTION 1.09 CERTIFICATIONS	109
CHAPTER 2: GIFTS, AWARDS AND HONORARIA	109
SECTION 2.01 GIFT PROHIBITION-ZERO TOLERANCE.....	109
SECTION 2.02 MONETARY GIFTS AND KICKBACKS	1241
SECTION 2.03 TIPS.....	1241
SECTION 2.04 REPORTING GIFT OR GIFT OFFERS.....	1341
SECTION 2.05 AWARDS, PLAQUES AND HONORS.....	1342
SECTION 2.06 HONORARIA.....	1342
CHAPTER 3: PROHIBITED-SOURCE SPONSORED EVENTS, RECEPTIONS, AND MEALS.....	1412
SECTION 3.01 BUSINESS MEALS.....	1412
SECTION 3.02 EDUCATIONAL SEMINARS	1413
SECTION 3.03 ATTENDANCE AT PROHIBITED-SOURCE/INDUSTRY-SPONSORED EVENTS AND RECEPTIONS	1543
SECTION 3.04 SENIOR MANAGEMENT ATTENDANCE AT PROHIBITED-SOURCE SPONSORED EVENTS	1644
SECTION 3.05 ATTENDANCE AT BANQUETS, GALAS AND FUND-RAISING EVENTS	1645
SECTION 3.06 CHARITABLE/POLITICAL BENEFITS CONTRIBUTIONS AND FUNDRAISING ACTIVITIES	1645
SECTION 3.07 EVENTS HONORING AN EMPLOYEE	1745
SECTION 3.08 REIMBURSEMENT OF TRAVEL EXPENSES FOR OFFICIAL DUTIES.....	1745
CHAPTER 4: CONFLICTS OF INTEREST, OTHER EMPLOYMENT AND POLITICAL ACTIVITIES.....	1816
SECTION 4.01 CONFLICTS OF INTEREST	1816
SECTION 4.02 PUBLIC TRUST	1947
SECTION 4.03 CONFIDENTIAL INFORMATION	2047
SECTION 4.04 FINANCIAL INTEREST.....	2047
SECTION 4.05 EMPLOYEES ENGAGED IN SELECTION, AWARD AND ADMINISTRATION OF CONTRACTS	2048
SECTION 4.06 REPRESENTATION OF OTHER PARTIES AND CERTAIN APPEARANCES AND SERVICES.....	2149
SECTION 4.07 OTHER EMPLOYMENT AND OUTSIDE ACTIVITIES	2249
SECTION 4.08 POLITICAL ACTIVITIES OF EMPLOYEES.....	2424
SECTION 4.09 OTHER STATE EMPLOYMENT	2522



CHAPTER 5: FUTURE EMPLOYMENT.....	<u>2622</u>
SECTION 5.01 RESTRICTIONS ON FUTURE EMPLOYMENT-PURPOSE	<u>2622</u>
SECTION 5.02 RESTRICTIONS ON FUTURE EMPLOYMENT – LIMITED AND LIFETIME BARS	<u>2623</u>
SECTION 5.03 NEGOTIATIONS FOR FUTURE EMPLOYMENT	<u>2824</u>
SECTION 5.04 NOTICE OF FUTURE EMPLOYMENT RESTRICTIONS.....	<u>2926</u>
CHAPTER 6: FINANCIAL DISCLOSURE	<u>3026</u>
SECTION 6.01 COVERED EMPLOYEES.....	<u>3026</u>
SECTION 6.02 DATES FOR FILING AND RELATED PENALTIES	<u>3127</u>
CHAPTER 7: BOOKS AND RECORDS	<u>3127</u>
SECTION 7.01 ACCURACY AND COMPLETENESS OF FINANCIAL RECORDS.....	<u>3127</u>
SECTION 7.02 FINANCIAL STATEMENTS AND ACCOUNTS	<u>3228</u>
CHAPTER 8: OTHER ETHICS ISSUES	<u>3228</u>
SECTION 8.01 NEPOTISM.....	<u>3228</u>
SECTION 8.02 BUSINESS RELATIONSHIPS BETWEEN EMPLOYEES.....	<u>3329</u>
SECTION 8.03 FINANCIAL TRANSACTIONS BETWEEN EMPLOYEES	<u>3329</u>
SECTION 8.04 PROHIBITION AGAINST THE USE OF MTA PROPERTY	<u>3329</u>
CHAPTER 9: DISCIPLINE/PENALTY FOR VIOLATION OF THIS CODE OR STATE ETHICS LAWS	<u>3430</u>
SECTION 9.01 GENERAL	<u>3430</u>
SECTION 9.02 CIVIL PENALTIES	<u>3430</u>
SECTION 9.03 CRIMINAL PENALTIES.....	<u>3430</u>
APPENDIX A: AGENCY ETHICS COMMITTEE CONTACT INFORMATION	<u>3531</u>



Chapter 1: Definitions/Structure

Section 1.01 Definitions

As used in this Code, capitalized terms shall have the following meanings:

Agency Ethics Committee means the ethics committee established ~~at each~~ by an individual MTA Agency.

All-Agency Ethics Committee means the committee comprised of the ~~each~~ Agency Ethics Officers or chairpersons of each Agency Ethics Committee and the Chief Compliance Officer.

Annual Statement of Financial Disclosure means the financial disclosure statement required to be filed with the Joint Commission on Public Ethics by certain Employees pursuant to Public Officers Law Section 73-a and this Code.

Business means any activity, paid or unpaid, by an Employee or any individual, firm, company, corporation or other entity, wherein the goal or objective is obtaining monetary income or other things of value or operating an enterprise. Such activity may be for profit or not-for-profit.

Code means this MTA All-Agency Code of Ethics.

Confidential Information means information, whether or not set forth in writing, that is available to an Employee only because of such Employee's position within an MTA Agency and which is treated by such MTA Agency as being confidential or which the Employee has reason to believe is confidential. Information does not have to be formally labeled "confidential" to be confidential.

Conflicts of Interest means a situation in which the financial, familial, or personal interests of an Employee come into real or apparent conflict with their duties and responsibilities to the MTA. Apparent Conflicts of Interest are situations where there is the appearance that an Employee can personally benefit from actions or decisions made in their official capacity, or where an Employee may be influenced to act in a manner that does not represent the best interests of the MTA. The appearance of a conflict may occur if circumstances would suggest to a reasonable person that an Employee may have a conflict. The appearance of a conflict and a real conflict should be treated in the same manner for the purposes of this Code.

Department Head means a Department Head as that term is generally used within the applicable MTA Agency.

Employee means an officer or employee of an MTA Agency.



Metropolitan Transportation Authority All Agency Code of Ethics

Employment means performance of services, for or on behalf of any entity or individual, to obtain economic or other material benefit.

Family Member means (i) an Employee's spouse ~~(or ex-spouse)~~, domestic partner, child or sibling; (ii) a person who is a direct descendant (or the spouse of a direct descendant) of a grandparent of the Employee or a grandparent of the Employee's spouse or domestic partner; or (iii) a person living in the same household as an Employee.

Fundraising means the raising of funds for an organization through solicitation of funds or sale of items or participation in the conduct of an event.

Gift(s) means the transfer, without equivalent consideration, of anything or benefit, tangible or intangible, having more than nominal value, including, but not limited to, loans, forbearance, services, travel, gratuities of any kind, favors, money, meals, refreshments, entertainment, hospitality, promises, tickets to entertainment or sporting events, weekend trips, golf outings, loans of equipment, or other thing or benefit. **(See definition of "Items of Nominal Value" below.)** Note: The State Legislature has determined that provision of local transportation by a Prohibited Source for purposes of inspection or touring of facilities, operations or property located in New York State, where such inspection or tour is related to an Employee's official duties or responsibilities, does not constitute a Gift.

Honorarium means (a) payment, fee or other compensation in connection with a service rendered by an Employee not related to the person's official duties, and for which MTA Agency equipment or staff are not used, which is in the nature of a gratuity or as an award or an honor (e.g., for delivering a speech, for attending a conference, for writing an article); and (b) a payment, whether to a lodging site or a provider of transportation, for travel expenses made to or on behalf of an Employee, or reimbursement made to the Employee for travel expenses incurred, for services rendered by an Employee not related to their official duties.

Items of Nominal Value means items such as mugs, key rings, calendars, pens and the like that are of minimal value unless such items are being given under circumstances where it reasonably can be inferred that such item was intended to influence the Employee in the performance of such Employee's official duties. For purposes of determining value, an item is not deemed reduced in value by virtue of its being embossed or otherwise marked with a company logo, identification, or advertising.

Joint Commission on Public Ethics means the Commission established within the New York Department of State under Section 94 of the New York Executive Law pursuant to the Public Integrity Reform Act of 2011.

MTA Agency or MTA means any of the following: Metropolitan Transportation Authority Headquarters, MTA New York City Transit, Manhattan and Bronx Surface Transit Operating



Metropolitan Transportation Authority All Agency Code of Ethics

Authority, MTA Long Island Rail Road, MTA Metro-North Railroad, ~~MTA Long Island Bus~~, MTA Bus Company, MTA Capital Construction Company, the Staten Island Rapid Transit Operating Authority, the First Mutual Transportation Assurance Company, MTA Bridges and Tunnels and all future affiliated and subsidiary entities of the MTA.

New York State Agency means any New York State department, or division, board, commission, or bureau of any state department, any public benefit corporation, public authority, or commission at least one of whose members is appointed by the Governor, or the State University of New York, or the City University of New York, including all their constituent units except community colleges of the State University of New York and the independent institutions operating statutory or contract colleges on behalf of the State. All MTA Agencies are New York State Agencies for purposes of this Code.

Participation in the Conduct of an Event means active and visible participation in the promotion, production or presentation of the event and includes serving as honorary chairperson or committee member or sitting at the head table during the event. The term does not mean the mere attendance at the event, provided the Employee's attendance is not being used by the non-profit to promote the event.

Policy-Making Position means those management and non-management positions designated as policy-making positions by each MTA Agency, because the individual holding the position exercises responsibilities of a broad scope in the formulation of plans for the implementation of action or policy for an MTA Agency or has an effective or substantial influence on an individual in such a position; e.g., positions in which Employees have discretion to (i) significantly influence, control, or bind an MTA Agency in the expenditure or receipt of money, (ii) significantly influence the discretionary selection or rejection of Employees, their promotion, transfer, or salary increases, (iii) select or supervise Prohibited Sources, (iv) negotiate leases, real estate agreements, estates, purchase or sale of goods or services, or (v) supervise or approve additional work orders and progress payments to Prohibited Sources retained by an MTA Agency.

Prohibited Source means:

- (a) a Vendor including any person, seller of goods or services, bidder, proposer, consultant, contractor, trade, contractor or industry association, or any other person/entity with which your MTA Agency is doing business, as well as those persons and business entities who have expressed an interest in doing business with your MTA Agency, whose activities directly or indirectly benefit your Agency, or who have a history of doing business with your Agency in the recent past; or
- (b) a tenant or licensee of your MTA Agency; or



Metropolitan Transportation Authority All Agency Code of Ethics

- (c) any person or entity who on his, her or its own behalf, or on behalf of any other person or entity, satisfies any one of the following:
- (1) is regulated by, negotiates with, appears before in other than a ministerial matter, seeks to contract with or has contracts with, or does other business with: (i) the Employee, in his or her official capacity; (ii) your MTA Agency; or (iii) any other New York State Agency when your MTA Agency is to receive the benefits of the contract; or
 - (2) is required to be listed on a statement of registration pursuant to §1-e(a)(1) of article 1-A of the Legislative Law and lobbies or attempts to influence actions, decisions, or policies of your MTA Agency; or
 - (3) is the spouse or unemancipated child of any individual satisfying the requirements of subsection (c)(2) above; or
 - (4) is involved in any action or proceeding, in which administrative and judicial remedies thereto have not been exhausted, and which is adverse to either: (i) the Employee in his or her official capacity; or (ii) your MTA Agency; or
 - (5) has received or applied for funds from your MTA Agency at any time during the previous 12 months up to and including the date of the proposed or actual receipt of the item or service of more than Nominal Value. This does not include a request for funds received by the MTA in the ordinary course of business. For example, this does not include a customer's request for a refund or MTA's purchase of tickets or a table to an event.

For purposes of this definition, the term "your Agency" refers to the Agency by which you are employed. However, certain Employees working on matters involving more than one MTA Agency may be considered an Employee of multiple MTA Agencies for purposes of this Code.

Solicitation means any request, invitation, or suggestion (oral or written) made under circumstances where it reasonably could be concluded that the individual or entity receiving same is being asked to, or is expected to, comply with a request, invitation, or suggestion.

State Ethics Law means New York Public Officers Law Sections 73, 73-a, 74 as may be amended or modified by the New York State Legislature and the rules and regulations promulgated thereunder.

Section 1.02 **Agency Ethics Committees**/All Agency Ethics Committee



Metropolitan Transportation Authority All Agency Code of Ethics

The Metropolitan Transportation Authority Headquarters, MTA New York City Transit, MTA Long Island Rail Road, MTA Metro-North Railroad, MTA Bus Company, MTA Capital Construction Company, and MTA Bridges and Tunnels shall each ~~establish an Ethics Committee and~~ appoint an Agency Ethics Officer ~~and can establish an Ethics Committee thereto~~ to render guidance on ethics-related questions, including conflicts of interest. The procedures for the appointment of the Agency Ethics Officer shall be determined by each MTA Agency upon consultation with the Chief Compliance Officer. However, each Committee will designate one senior-level executive as Chairperson of the Agency Ethics Committee. Upon request, information disclosed to the Agency Ethics Committees and their members shall be deemed confidential, provided that appropriate disclosure of such information must be made in accordance with applicable laws, rules, and regulations.

MTA's Chief Compliance Officer shall serve as Chairperson of the All-Agency Ethics Committee. The Committee will meet periodically to review the current state of ethics at the MTA and to review or revise the Code of Ethics as needed.

Section 1.03 Ethics & Financial Disclosure Questions

Questions concerning this Code or potential conflicts of interest may be directed to the applicable Agency Ethics Officer or Ethics Committee at the phone number set forth in Appendix A. It is not the function of a supervisor, an Agency Ethics Officer or Ethics Committee, or an MTA Agency lawyer to act as counsel to any individual Employee.

Information regarding violations of this Code or questions concerning ethics-related matters, may also be directed to:

MTA Corporate Compliance
Metropolitan Transportation Authority
2 Broadway, 16th Floor
New York, New York 10004
888-U-ASK-MTA (888-827-5682)

Any Employee who has a complaint or allegation regarding the MTA may also contact the MTA Inspector General.

Office of the Inspector General
Metropolitan Transportation Authority
Two Penn Plaza, 5th Floor
New York, New York 10121
800-MTA-IG4U (800-682-4448)

Section 1.04 Revocation of Agencies' Ethics Policies

MTA ALL AGENCY CODE OF ETHICS
December 2015

Page 8 of 3736



This Code supersedes and by effect rescinds the MTA All-Agency Acceptance of Gifts Policy Statement 11-007, the MTA Guideline Document—Gifts, and all MTA Agencies' Ethics Policies and Codes.

Section 1.05 Duty to Disclose

Employees must promptly report any violation or potential violation of the MTA's Codes of Ethics (All-Agency Code of Ethics, Board Member Code of Ethics or Vendor Code of Ethics) as well as any actual or potential violation of law, regulations, or policies and procedures, relating to the MTA, whether committed by an Employee or by a person doing business with the MTA. Employees should report to the MTA Inspector General allegations or information involving corruption, fraud, criminal activity or abuse.

Employees should report to their Agency's Ethics Officer, their Agency General Counsel, the MTA's Chief Compliance Officer or to the MTA Inspector General, all other violations or potential violations. Employees should feel free to discuss their concerns initially with their supervisor, but no supervisor may discourage an Employee from making a report.

NOTE: To obtain answers to questions or increase their understanding, Employees are encouraged to discuss particular situations or concerns they have regarding violations or potential violations of this Code or any laws, regulations or policies or procedures with their Agency Ethics Officer, the MTA Chief Compliance Officer or the MTA Inspector General.

Section 1.06 No Reprisals/Whistle-Blowing

Employees who report violations or potential violations of this Code or any actual or potential violations of laws, regulations or policies and procedures are protected under MTA All Agency Whistleblower Protection Policy, No. 11-041 and will not be subjected to punitive sanctions, reprisals, or other penalties solely for reporting such violations. Employees who file an intentionally false report may be subject to appropriate disciplinary penalty, up to and including dismissal as well as civil or criminal charges.

Section 1.07 Cooperation with Audits and Investigations

Employees must cooperate fully and honestly with audits and investigations conducted by the MTA Inspector General, Joint Commission on Public Ethics, Auditor General, Chief Compliance Officer, [Agency Ethics Officer](#), or other governmental agencies. Failure to so cooperate will subject an Employee to appropriate disciplinary penalty, up to and including dismissal.

Section 1.08 Mandatory Ethics Training



Employees subject to the financial disclosure requirements of Section 6.01 of this Code must complete a comprehensive ethics training course within three months of becoming subject to that requirement.

Employees subject to the financial disclosure requirements and such other Employees as may be determined by their Agency Ethics Officer or Ethics Committee are required to attend continuing ethics training every three years.

Section 1.09 Certifications

Employees upon hire must certify to the MTA Code of Ethics by signing an Acknowledgment Form. Additionally, Employees ~~may be~~ required ~~to annually~~periodically ~~to~~ sign a certification ~~or recertification~~ attesting to their familiarity with the MTA Code of Ethics.

Chapter 2: Gifts, Awards and Honoraria

Section 2.01 Gift Prohibition-Zero Tolerance

Employees are prohibited from soliciting or receiving Gifts, directly or indirectly, from any Prohibited Source. The defined term “Gift” does not include items of truly nominal value. **(See definitions of “Gifts” and “Items of Nominal Value.”)**

However, Employees may accept Gifts from employees of a Prohibited Source if these Gifts are reflective of a personal relationship independent of the relationship between the Prohibited Source and the MTA. For example, if the sibling of an MTA Agency Employee worked for a Prohibited Source, the MTA Agency Employee could nonetheless accept a Gift that reflects this personal relationship. In addition, an Employee can accept a modest, reasonable, and customary offering on an extraordinary occasion, such as a wedding, retirement, funeral, or serious illness. A Gift shall not be considered representative of a personal relationship ~~—and thus permissible—~~ if the donor seeks to charge or deduct the value of the Gift as a business expense or seeks reimbursement from a Prohibited Source or when gifts from the same Prohibited Source are offered to multiple Employees at or about the same ~~time~~time or over a period of time.

Employees are permitted to accept discounts or special offers from a Prohibited Source so long as those discounts or special offers are generally available to similarly situated employees of other public and private sector organizations. Employees should check with their Agency Ethics Officer before accepting such discounts or special offers from a Prohibited Source.

Under no circumstances may an Employee accept an item, even an Item of Nominal Value, under circumstances in which it could be reasonably inferred that the item was intended to influence the Employee, or could reasonably be expected to influence the Employee, in the performance of the



Metropolitan Transportation Authority All Agency Code of Ethics

Employee's official duties or was intended as a reward for any official action on such Employee's part.

Reminders:

- (a) Employees should avoid accepting numerous items of nominal value from the same Prohibited Source because their aggregate value is likely to exceed the nominal threshold. The MTA will aggregate the value of items received from the same Prohibited Source in any 12-month period.
- (b) Accepting Gifts in connection with the performance of official duties from persons or entities ***other than*** Prohibited Sources could still be a violation of State law and this Code, if it could be reasonably inferred that the Gift was intended to influence the Employee, or could reasonably be expected to influence the Employee, in the performance of the Employee's official duties or was intended as a reward for any official action on such Employee's part.
- (c) Proof that an Employee was actually influenced by a Gift is not necessary for a finding of a violation of this Code or State Ethics Law.
- (d) Employees should use caution in accepting such items they believe are of nominal value because it may not always be easy to determine if an item is truly of nominal value.
- (e) An Employee may not designate a friend, Family Member, or entity (such as a charity) to receive a Gift that the Employee would not be permitted to receive.

Examples:

- (a) A Prohibited Source offers an Employee a briefcase with the Prohibited Source's logo embroidered on it. Because that briefcase, without such logo, would have a retail cost greater than nominal value, the Employee is prohibited from accepting it, even if the Employee considers it valueless because of the logo.
- ~~(b) An Employee receives 10 coffee mugs valued at \$1.00 each within a 12-month period from the same Prohibited Source. Your total value received is \$10.00 and therefore you have received a Gift (the mugs) of greater than nominal value.~~

Common Gift Issues: It is not practical in a code of this type to describe all of the circumstances that might give rise to a prohibited Gift. The following are some of the situations that have come up in the past and are examples of Gift-related actions that are prohibited:



- (a) Any Solicitation or attempt to Solicit a job for a relative from a Prohibited Source, including a summer job; or
- (b) Any Solicitation or acceptance from a Prohibited Source of:
 - (1) tickets to a concert, play, sporting event, or show;
 - ~~(2)~~ meals;
 - ~~(3)~~ a golf outing, a weekend trip, a vacation, use of a vacation home, or an airline ticket; or
 - ~~(4)~~ individual discounts to Employees on goods or services (such as televisions, computers, clothing, home improvements, or car or appliance repairs).

Section 2.02 Monetary Gifts and Kickbacks

Gifts of money to an Employee from a Prohibited Source are prohibited regardless of amount and shall be **deemed to be a kickback or bribe** intended to influence the Employee in the performance of the Employee's official duties.

Employees may not give or promise to give any portion of their compensation or any money or valuable thing to any person, nor shall any person accept any such money, or valuable thing, in connection with appointment, employment, promotion, assignment, or reassignment by an MTA Agency. Employees may not, directly or indirectly, make (or request that other Employees make) any contribution or pay any assessment in order to secure promotion, compensation, or to affect job status, duties, or functions, or in consideration of being appointed or employed at an MTA Agency.

Section 2.03 Tips

Employees are not permitted to accept tips or other gratuities in connection with the performance of their official duties unless:

- (1) the Employee is represented by a labor union;
- (2) it has been customary in the past for MTA Agency Employees in the relevant job classification to receive tips in connection with the performance of their official duties; and
- (3) in the private sector it would be customary for an Employee in the equivalent job classification (such as a bartender) to receive tips as part of their income.



Section 2.04 Reporting Gift or Gift Offers

An Employee to whom a Gift is offered or given in violation of Section 2.01 above shall promptly report such offer or Gift to the applicable Agency Ethics [Officer or Ethics](#) Committee and, in the case where a Gift has been given, the Employee or Agency Ethics [Officer or Ethics](#) Committee shall promptly return the Gift to the person or entity giving the Gift with a copy of the MTA Gift return letter. A copy of the executed gift return letter shall be sent to MTA Corporate Compliance.

Section 2.05 Awards, Plaques and Honors

Awards and plaques publicly presented in recognition of an Employee's service to an MTA Agency or non-job-related public service may be accepted. Employees must notify and seek the approval of their Agency Ethics [Officer or Ethics](#) Committee prior to accepting an award, plaque, or honor presented by a Prohibited Source.

However, awards or plaques presented by a Prohibited Source in recognition of job-related MTA Agency service and valued at more than seventy-five dollars (\$75) shall become the property of the applicable MTA Agency. The MTA Agency's Ethics [Officer or Ethics](#) Committee can determine the disposition of the award or plaque.

Section 2.06 Honoraria

An Employee may not accept an honorarium for services related to his or her duties for the MTA.

Employees must obtain written approval [for each honorarium](#) from their Agency Ethics [Officer or Ethics](#) Committee with the concurrence of Corporate Compliance prior to accepting an Honorarium. The approval request should be in writing and received by the Agency Ethics [Officer or Ethics](#) Committee no less than thirty (30) days prior to the time performance of the service for which the Honorarium is being offered is due to occur or thirty (30) days prior to the receipt of the honorarium. A detailed statement of all of the circumstances in which an Employee may accept an honorarium from a third party is set forth in Title 19 NYCRR Part 930.

The following is a summary of the rules relating to honoraria.

Prohibited Honoraria: An Employee may not accept an Honorarium (or payment in lieu of Honorarium) that is offered for services related to his or her official duties for the MTA. In such circumstances, payment for services related to official MTA duties must be made directly to the applicable MTA Agency.

In addition, an Honorarium may not be accepted by any Employee from a Prohibited Source without the written approval of the Chief Compliance Officer.



Irrespective of whether approval was obtained in advance, however, any receipt of an honorarium in excess of \$1000 must be included in the Employee's annual financial disclosure statement. .

Chapter 3: Prohibited-Source Sponsored Events, Receptions, and Meals

Section 3.01 Business Meals

In general, Employees are prohibited from accepting a meal from a Prohibited Source. However, an Employee may accept free *modest* meals or refreshments from a Prohibited Source under the following limited circumstances:

- (a) in the course of and for the purpose of conducting MTA Agency business at a Prohibited Source's facility, when offered unexpectedly during a meeting which the Employee is attending for official reasons, or when offered at a company cafeteria or other company facility at the Prohibited Source's place of business and individual payment is *impractical*, or
- (b) when attending a seminar or conference in connection with an MTA Agency and meals or refreshments are provided to all participants.

A meal is considered modest for purposes of the foregoing if the food and beverage is valued at fifteen dollars or less. Under the MTA Code of Ethics, an Employee may accept such a modest meal only under the circumstances noted above.

An Employee may not accept a meal from a Prohibited Source outside of a Prohibited Source's facility (except at a seminar or conference as set forth in Section 3.01(b) above). If an Employee has a meal with a Prohibited Source, the Employee shall pay the full value of such meal with his or her own funds with or without MTA Agency reimbursement.

Reminders: If you have a meal with a Prohibited Source and simply split the bill, you may be in violation of this Code if you do not pay the full value of your meal. **It is prudent for Employees to obtain proof of payment because simply putting money on the table may not provide an adequate basis for proving that an Employee paid for his or her own meal. The better practice is to get a separate check and keep the receipt.**

Section 3.02 Educational Seminars



Employees are encouraged to continue to participate in events that will enhance their professional development. In certain professions, it is customary for Prohibited Sources, including companies that do business with the MTA, and industry groups, to sponsor lectures and continuing education seminars. Occasionally, such educational events are targeted to Employees and do not include other similarly situated public or private sector employees. Employees may attend such educational events if attendance at the event would further the interests of the MTA Agency, if the event relates to the Employee's official duties, and if the invitation does not involve recreational activities such as golf, tennis, or cruises.

However, Employees who manage the Prohibited Source's work or are involved in the review/approval of payments to the Prohibited Source must consult with their Agency's Ethics Officer before accepting professional continuing education credits.

Section 3.03 Attendance at Prohibited-Source/Industry-Sponsored Events and Receptions

Employees are encouraged to continue to participate in events that will enhance their professional development. Employees frequently receive complimentary invitations to Prohibited Source/industry groups sponsored events that include receptions or hospitality suites sponsored by a Prohibited Source/industry group. **Employees should evaluate any such invitations with caution and obtain prior approval from their Agency Ethics Officer.** Employees may attend complimentary Prohibited Source/industry-sponsored events, including receptions or hospitality suites only if ***all*** of the following conditions are met:

- (1) Attendance at the event would further the interests of the MTA Agency;
- (2) The event relates to the Employee's official duties or responsibilities or allows the Employee to perform a ceremonial function appropriate to his or her position;
- (3) The event is a "widely attended event" at which at least twenty-five individuals other than Employees attend or were, in good faith, invited to attend and the event is also complimentary to such other non-Employees attending or invited to attend;
- (4) Any reception or hospitality suite is open to all event attendees; and
- (5) The event does not include a formal sit-down meal or involve recreational activities such as golf, tennis, or cruises.

In evaluating approval of such participation, your Agency Ethics Officer will take into consideration a number of factors, including but not limited to: the nature of any pending matter affecting the sponsor or donor's interest, the importance of the event to the MTA, the significance of the Employee's role in the event and whether the MTA Agency's interest in the Employee's participation outweighs the likelihood that such participation would be perceived as improperly influencing the



Metropolitan Transportation Authority All Agency Code of Ethics

Employee in the performance of his or her official duties, the timing of the event, the purpose of the event, the identity of other expected participants and the monetary value of the event.

In circumstances in which a significant activity at the event will be a speaker or attendee addressing an issue of public interest or concern, the State Legislature has determined the requirement that the event “relate to official duties or responsibilities” is satisfied.

An Employee’s travel expenses relating to attendance at an industry or Prohibited Source-sponsored event may not be reimbursed or paid for by the event sponsor or other Prohibited Source. (See Travel Reimbursement Section 3.08)

An Employee may attend a Prohibited Source-sponsored event at his or her own expense but the cost paid by the Employee shall be based on the price paid by the other paying attendees or if there is no admission fee required, then based on the actual cost to the sponsor. **It is prudent for Employees to obtain proof of payment.**

Section 3.04 Senior Management Attendance at Prohibited-Source Sponsored Events

The Chair/Chief Executive Officer of MTA, the President of an MTA Agency, or their designee(s) may attend functions sponsored and paid for by Prohibited Sources when attendance is related and appropriate to that attendee’s official duties or when the purpose of attendance is the performance of a ceremonial or other function that is appropriate to that attendee’s official duties with their MTA Agency. The attendee shall provide advance written notice of such invitation to the MTA Chief Compliance Officer and their Agency’s General Counsel.

Section 3.05 Attendance at Banquets, Galas and Fund-Raising Events

(a) Employees may purchase tickets using their own funds and may attend fund-raising and charitable events sponsored by Prohibited Sources on their own time, subject to compliance with the applicable provisions of the State Ethics Law, this Code, and any other applicable statutes, rules, regulations, policies, or procedures.

(b) Employees may attend fund-raising and charitable events with tickets purchased by an MTA Agency in compliance with the applicable policies and procedures relating to such purchases.

(c) Employees may not accept from any individual or firm, directly or indirectly, tickets to any banquet, gala, or fund-raising event by a Prohibited Source, if those tickets were subsidized or paid for directly or indirectly by the Prohibited Source including without limitation the Transit Museum Gala. Such tickets may not be donated by an individual or firm to an MTA Agency and then distributed to Employees of an MTA Agency.

Section 3.06 Charitable/Political Benefits Contributions and Fundraising Activities



Solicitation by Employees of charitable or political contributions from Prohibited Sources, including giving Prohibited Sources invitations to charitable or political functions or events, is prohibited.

Employees are prohibited from using the MTA's name, their official title, position or authority in any fundraising activity unless authorized by MTA's Chief Compliance Officer. Authorization may be granted **only if** the fundraising is in furtherance of the MTA's mission and does not create an appearance of or any actual conflict of interest.

Employees may engage in fundraising in a personal capacity provided they do not use their title, position or authority to further their fundraising activities and do not personally solicit funds from a subordinate or from persons known to the Employee to be a Prohibited Source.

Section 3.07 Events Honoring an Employee

Prohibited Sources should only be invited to events honoring an Employee (such as an Employee's retirement dinner or an event where the Employee is one of the honored guests) if they have a personal relationship with the honored Employee and there is no actual, implied, or apparent promise of benefit from accepting, or actual, implied, or apparent threat of retaliation from refusing, such invitation. Such invitations should be made with caution.

Section 3.08 Reimbursement of Travel Expenses for Official Duties

Under no circumstances shall an Employee accept reimbursement of travel expenses, including but not limited to, transportation costs, registration fees, food or lodging from a Prohibited Source.

Employees may accept reimbursement from entities other than Prohibited Sources for travel expenses related to the Employees' official duties if the purpose of the travel benefits the MTA Agency in the conduct of its business and prior approval has been received in accordance with the procedures set by the applicable MTA Agency and this Code.

Employees must obtain approval from their Agency Ethics Officer with the concurrence of Corporate Compliance prior to accepting such travel reimbursement. The approval request must be in writing and received by the Agency Ethics Officer reasonably in advance of the time the travel is to begin.

Employees required to file a financial disclosure statement must report any reimbursement for travel expenses which totals in excess of \$1,000.

~~A detailed statement of all of the circumstances in which an Employee may accept reimbursement of travel expenses from a third party is set forth in Title 19 NYCRR Part 931.~~



Chapter 4: Conflicts of Interest, Other Employment and Political Activities

Section 4.01 Conflicts of Interest/~~Recusal~~

Conflict of Interest

Employees shall not have any interest, ~~personal~~, financial or otherwise, direct or indirect, or engage in any business or transaction or professional activity or incur any obligation of any nature, which is or may be in conflict with the proper discharge of his or her duties.

Employees must notify their Agency Ethics Officer or Ethics Committee directly regarding any possible ~~C~~onflict of ~~I~~nterest.

Employees must not only avoid Conflicts of Interest with the MTA but also even the appearance of a conflict.

Reminders:

- (a) If an Employee is uncertain as to whether a given situation creates a real or ~~potential~~ apparent ~~C~~onflict of ~~I~~nterest, such Employee should promptly disclose that situation to, and seek guidance from, his or her supervisor, Department Head, the applicable Agency Ethics Officer or Ethics Committee, or MTA Chief Compliance Officer.
- (b) With respect to all work an Employee performs, such Employee must be vigilant about the existence of any circumstances, interests, or relationships which might create or might be reasonably perceived by others as constituting a ~~C~~onflict of ~~I~~nterest. If an Employee is uncertain as to whether a given situation creates a real or ~~potential-apparent~~ ~~C~~onflict of ~~I~~nterest, such Employee must promptly disclose that situation to, and seek guidance from, such Employee's ~~supervisor, Department Head, applicable~~ Agency Ethics Officer, Ethics Committee, or MTA Chief Compliance Officer. In order to avoid a ~~C~~onflict of ~~I~~nterest or the appearance of one, it may be necessary for Employees to ~~seek recusal~~ themselves from involvement with a matter ~~before an MTA Agency creating the Conflict of Interest or the appearance of a Conflict of Interest.~~ Employees must adhere strictly to the ~~C~~onflict of ~~I~~nterest guidance they receive from their ~~supervisor, Department Head, applicable~~ Agency Ethics Officer or Ethics Committee, ~~or applicable Agency law department.~~

Example:

It ~~would~~ be a ~~C~~onflict of ~~I~~nterest if an Employee participated in a transaction involving an MTA Agency in which transaction the Employee or someone associated with the Employee (Family Member or by a Business or financial relationship) had,



Metropolitan Transportation Authority All Agency Code of Ethics

directly or indirectly, a financial or other private interest (other than a de minimis financial interest as discussed in Section 4.04 below).

It could be a Conflict of Interest if an Employee participates in a transaction or business decision in their official capacity involving someone with whom they have a personal relationship.

Recusal

If an Employee believes he or she has an actual or apparent Conflict of Interest involving the MTA on a particular matter, the Employee shall ~~recuse~~ not participate in the matter ~~him or herself from the matter~~ pending a determination and promptly notify by their Agency Ethics Officer and request to be recused from such matter. Recusals are at the Agency's discretion and shall be approved apply only if practical and in the best interests of the applicable MTA Agency.

The recusal requires that the Employee not participate directly or indirectly in any discussion or decision that in any way relates to the matter that gives rise to the Conflict of Interest.

The recusal must be in writing and contain:

- (a) The nature of the actual or ~~potential~~ apparent Conflict of Interest
- (~~be~~) A delegation of authority to a non-subordinate employee;
- (c) Any ~~Condition~~ requirements and conditions of the recusal;
- (~~de~~) The period of time the recusal will remain in effect;
- (~~ee~~) The approval of the Agency Ethics Officer; and
- (f) The concurrence of the Chief Compliance Officer.

A copy of the recusal must be sent to all employees who are likely to work on the matter giving raise to the recusal.

Section 4.02 Public Trust

(a) Employees shall not engage in a course of conduct that will raise suspicion among the public that they are likely to be engaged in acts that are in violation of the public trust. Employees shall avoid even the appearance that they can be improperly (1) influenced in the performance of their official duties or (2) induced to violate the public trust or impair their independence of judgment in the exercise of their official duties.

Example: An Employee's undisclosed social relationship with a Prohibited Source might create an impression of impropriety if the Employee were in a position to act favorably toward the Prohibited Source in an MTA Agency matter.



(b) Employees shall not use or attempt to use their official position to secure unwarranted privileges or exemptions for themselves or others.

(c) Employees shall not by their conduct give reasonable basis for the impression that any person can improperly influence them or unduly enjoy their favor in the performance of their official duties, or that they are affected by the kinship, rank, position, or influence of any party or person.

Section 4.03 Confidential Information

Employees shall not disclose Confidential Information without the permission of the General Counsel of the MTA Agency at which such individual is employed for any purpose, or use such information to further their personal interests.

Section 4.04 Financial Interest

(a) An Employee, or firm or association of which such Employee is a member, or corporation, ten per cent (10%) or more of the stock of which is owned or controlled directly or indirectly by such Employee, shall not (1) sell any goods or services having a value in excess of twenty-five dollars (\$25) to any New York State Agency, or (2) contract for or provide such goods or services with or to any private entity where the power to contract, appoint or retain on behalf of such private entity is exercised, directly or indirectly, by a New York State Agency or officer thereof, unless such goods or services are provided pursuant to an award or contract let after public notice and competitive bidding.

Exception: This restriction does not apply to the publication of resolutions, advertisements, or other legal propositions or notices in newspapers designated pursuant to law for such purpose and for which the rates are fixed pursuant to law.

(b) Employees shall not knowingly engage in any transaction on behalf of an MTA Agency with any business entity in which they or a Family Member has a direct or indirect financial interest, excluding mutual funds or exchange traded funds, that might reasonably tend to conflict with the proper discharge of their official duties. These provisions may be waived if **both** the Head of the Agency's Procurement Department and the Agency General Counsel state in writing that it is in the best interests of the Agency to waive the provisions.

In addition, New York Public Officers Law §74 provides for civil penalties in circumstances of self dealing and makes it a misdemeanor offense for an Employee of NYCT to have any interest, direct or indirect, in any contract entered into by the Employee's Agency.

Section 4.05 Employees Engaged in Selection, Award and Administration of Contracts



(a) Employees shall not participate in the selection, award, or administration of a contract if the Employee knows that he/she or any of his/her Family Members, his/her business partner, or an organization that employs or is about to employ any of the above, has a financial or other interest, other than mutual funds or exchange traded funds, in any of the companies, their parent company, its affiliates or subsidiaries (“the company”) that propose or bid on or are awarded such contract. The provisions of Section 4.05(a) may be waived if the Head of the relevant Agency’s Department, as well as the Agency General Counsel, and the Agency’s Ethics Officer state in writing that it is in the best interests of the Agency to waive the provisions of this Section for a specific procurement or contract. Copies of any approved Waiver Request must also be filed with MTA Corporate Compliance.

(b) If a waiver is granted, (1) the Employee engaged in the **award or selection** of a contract, shall not during the selection process and for two weeks after the award of the contract buy or sell any of the company’s securities or (2) the Employee engaged in the **administration** of a contract shall not buy or sell any of the awarded company’s securities for six months after the award of the contract.

(c) An Employee shall not buy or sell any of the company’s securities based upon information received as a result of their employment with an MTA Agency or for two weeks after the public release of information by any MTA Agency regarding the company.

(d) For two years from the commencement of employment with an MTA Agency, an Employee shall not do either of the following in relation to the Employee’s immediate past non-governmental employer: (1) participate in the selection or award of a contract in which a bidder or proposer is such immediate past employer; or (2) administer a contract awarded to such immediate past employer, unless the Employee has notified the Employee’s Department Head in writing of the potential conflict and has received from such Department Head, Agency General Counsel, and the Agency Ethics Officer or Ethics Committee a written waiver stating that it is in the best interests of the applicable MTA Agency for such Employee to act in such a role. A copy of such waiver request must be submitted to the MTA Chief Compliance Officer for approval.

(e) No Employee may ask a current or former contractor, or any officer, director or employee thereof, to disclose: (i) the political party affiliation of such contractor, or any officer, director or employee thereof; (ii) whether such contractor, or any officer, director or employee thereof, has made campaign contributions to any party, elected official, or candidate for elective office; or (iii) whether such contractor, or any officer, director or employee thereof, cast a vote for or against any elected official, candidate or political party. No Employee may award or decline to award any contract, or recommend, promise or threaten to do so, in whole or in part, because of a current or prospective contractor’s refusal to answer any inquiry regarding the above.

Section 4.06 Representation of Other Parties and Certain Appearances and Services



Employees shall not, directly or indirectly, act or appear on behalf of any individual, firm, or corporation, in any Business dealings with, or any matter against the interests of, an MTA Agency, or any other New York State Agency, other than as a fact witness. Employees of an MTA Agency are prohibited from appearing for compensation of any kind before a New York State Agency in connection with the purchase or sale of real estate, any rate-making proceeding, licensing, obtaining grants of money or loans, proceedings related to franchise(s), or the adoption or repeal of any rule having the force of law.

Exceptions

(a) Employees may appear before an MTA Agency or any New York State Agency or tribunal (1) in a representative capacity on behalf of an Employee organization or association or (2) in connection with a ministerial matter, such as acting as a notary or translator.

(b) Uncompensated work by Employees for not-for-profit entities doing Business with the State or City is not automatically a conflict of interest if the Employee takes no part in such Business dealings and the entity in question is not subject to supervision, control, or regulation by an MTA Agency. For example, an Employee might serve, without fee, on the Board of a community or church-sponsored day-care center that receives State funds. In such a case, the Employee cannot communicate with the State concerning receipt of those funds.

Section 4.07 Other Employment and Outside Activities

Outside employment/activities may pose ethical issues if there is a conflict between the Employee's duties as an Employee and the requirements of the outside employment/activity.

Employees are prohibited from outside employment, business, professional, or other outside activity that interferes or is in conflict with the proper and effective discharge of the individual's official duties or responsibilities. Each MTA Agency requires that Employees devote appropriate time and attention to their employment with that agency. Full-time employment with an MTA Agency is deemed to be an Employee's primary employment. All Employees must be fit for duty during their work hours.

Employees who wish to engage in outside employment/activities must consult with their Agency's Human Resources Department or Ethics [Officer or Ethics](#) Committee to determine what dual employment or outside activity policy exists at the employing Agency.

Employees may engage in outside employment/activity provided that (1) such employment/activity does not interfere with their ability to devote appropriate time and attention to their employment



Metropolitan Transportation Authority All Agency Code of Ethics

with their MTA Agency; (2) such employment/activity does not violate the specific guidelines for other employment set by their MTA Agency; (3) they do not use any MTA Agency resources (e.g., time, equipment, telephone, etc.) in connection with such employment; and (4) they obtain the required approvals as set forth in the specific procedures for approval of other employment set by their MTA Agency. Any Employee interested in running for elective office must also comply with the provisions of Section 4.08 of the Code.

Employees holding Policy-Making Positions must comply with certain additional requirements in connection with engaging in outside employment/activities:

- (1) Employees holding Policy-Making Positions are prohibited from serving as a director or officer of a Prohibited Source (including nonprofit organizations) or a corporation or institution engaged in profit-making activities, holding an appointed or elected public office, or serving as a compensated director or officer of a nonprofit organizations, without the prior approval of the applicable Agency Ethics Committee or Ethics Officer, and ~~Employees must also receive the approval of possibly the Joint Commission on Public Ethics prior to serving as a director or officer of a corporation or institution engaged in profit-making activities.~~
- (2) Employees in Policy-Making Positions shall not engage in any private employment, profession or Business or other outside activity, without the following prior approvals:
 - (a) Annual compensation up to \$1,000—No approval required.
 - (b) Annual compensation in excess of \$1,000 to \$54,000—Written approval by the applicable MTA Agency Ethics Officer.
 - (c) Annual compensation in excess of \$54,000—Written approval by the applicable MTA Agency and the Joint Commission on Public Ethics.
- (3) Employees in Policy-Making Positions with approved outside activities must inform their Agency Ethics Officer if there is any material change to either their approved outside activity or their current job responsibilities which would require a new evaluation of their outside activity approval.
- (4) ~~In addition, no more than three years following the date of written approval of an outside activity and no more than three years from each subsequent certification annually~~ employees in Policy-Making Positions with approved outside activities shall annually complete annually file a certification ~~with their Agency Ethics Officer~~ attesting to the fact that there have been no material changes to either their



Metropolitan Transportation Authority All Agency Code of Ethics

approved outside activity or their current job responsibilities which would require a new evaluation of their outside activity approval.

Remember:

- (a) These approvals are in addition to any approvals which may be required by your Agency.
- (b) Employees must comply with all conflict of interest rules and may not use any MTA Agency resources in connection with such activities.
- (c) Employees holding Policy-Making Positions who request approval from the Joint Commission on Public Ethics to engage in outside activities must file a written request with the Commission which contains the approval of the activity by the applicable MTA Agency. Each Agency Ethics [Officer or Ethics](#) Committee shall establish a form for requests of approval of such outside activity. The Agency Ethics [Officer or Ethics](#) Committee acts as the agent of the applicable MTA Agency in approving or disapproving such requests. The Agency Ethics [Officer's or Ethics](#) Committee's disapproval is final.

Section 4.08 Political Activities of Employees

- (a) An Employee interested in running for elective office shall give written notice of his or her intentions to the applicable Agency Ethics [Officer or Ethics](#) Committee, so that it may determine whether, and upon what conditions, seeking elective public office would be consistent with the ethics laws and regulations. Notice and approval of the Joint Commission on Public Ethics may also be required for Employees holding Policy-Making Positions pursuant to Title 19 NYCRR Part 932. In advance of running as a candidate in any election, the provisions of the Hatch Act should also be evaluated to determine whether such a candidacy is permitted under its terms.
- (b) Employees shall not conduct political activities during work hours. MTA Agency property, including, without limitation, telephone, copy machines, computers, and other MTA Agency equipment, vehicles, office space, and services may not be used for political activities under any circumstances.
- (c) Employees are prohibited from using federal funds for partisan political purposes of any kind in the administration of MTA Agency programs, either directly or through individuals or organizations with whom the MTA Agency contracts.
- (d) Employees shall not use their positions or influence for the purpose of interfering with or affecting the result of an election. No Employee shall, directly or indirectly, use his or her official



authority to compel or induce any other Employee or state official to make or promise to make any political contribution, whether by gift of money, service or other thing of value.

(e) Employees holding Policy-Making Positions shall not serve as: (1) officers of any political party or political organization or (2) members of any political party committee, including political party district leaders or as members of a political party national committee. "Political organization" means any organization affiliated with a political party but does not include a judicial nominating committee, an organization supporting a particular cause with no partisan activities, a campaign or fundraising committee, or serving as a delegate to a state or national party convention.

(f) Consistent with this Code, Employees are otherwise free to participate in the political process on their own time, but there must be a clear separation between their political activities and the discharge of their duties as Employees of an MTA Agency.

(g) No Employee may during the consideration of an employment decision ask any applicant to disclose: (i) their political party affiliation; (ii) whether they made campaign contributions to any party, elected official or candidate for elective office; or (iii) whether the applicant cast a vote for or against any elected official, candidate or political party. The provisions of this paragraph shall not apply where such inquiry is necessary for the proper application of any state law or regulation.

No Employee may decline to hire or promote, discharge, discipline, or in any manner change the official rank or compensation of any Employee, or applicant for employment, or promise or threaten to do so, based upon a refusal to answer any inquiry prohibited by this section or for giving or withholding or neglecting to make any contribution of money or service or any other valuable thing for any political purpose.

(h) The MTA's Chairman and Chief Executive Officer and Agency Presidents shall not seek nomination or election to any compensated federal, state or local public office, or shall become a candidate for such office, unless such individual first resigns from his or her employment, or requests and is granted a leave of absence without pay, such resignation or leave must commence before such individual engages in any campaign activities, including but not limited to, announcing a candidacy, circulating petitions, soliciting contributions, distributing literature, or taking any other action to actively promote oneself as a candidate for elective office.

Section 4.09 Other State Employment

Employees who are subject to the New York State Civil Service Law shall not accept appointment or employment on a full-time or part-time basis, in a State department or agency, or in the Legislature or the judiciary, for which compensation is payable, without the prior consent in writing of the Agency President and Agency Ethics Officer. The written consent shall be filed with the NYS Office of the Comptroller and MTA Corporate Compliance.



Chapter 5: Future Employment

Section 5.01 Restrictions on Future Employment-Purpose

Employment with an MTA Agency restricts to a degree the type of employment one may accept upon leaving an MTA Agency. These restrictions are based upon statutory requirements. Both this Code and applicable statutes seek to discourage actual conflicts of interest and conduct from which reasonable inferences may be drawn that Employees of an MTA Agency might not have been loyally serving such MTA Agency's interests during their employment or, thereafter, might be taking undue advantage of inside information or positioning derived from their former employment with an MTA Agency.

Section 5.02 Restrictions on Future Employment – Limited and Lifetime Bars

(a) Two-Year Bar

No former Employee shall, within two (2) years after termination of employment with an MTA Agency, appear before such agency or receive compensation for, or render compensated services on behalf of, any person, firm, corporation, or association in relation to any case, proceeding or application or any other matter before such MTA Agency.

(b) Lifetime Bar

No former Employee shall ever appear, practice, communicate, or otherwise render any services or receive compensation for such services rendered before an MTA Agency or any New York State Agency for, or on behalf of, any person, firm, corporation, or other entity in relation to any case, proceeding, or transaction with respect to which such person was directly concerned and in which he or she personally participated during the period of service or employment, or which was under their active consideration. The definition of what constitutes "ever appear, practice, communicate or otherwise render any services" is given a broad interpretation. Employees should contact their Agency Ethics Officer regarding this definition before rendering any such service.

Exceptions:

- (1) These restrictions on future employment do not apply to subsequent services rendered in an official capacity as an elected official or an Employee of another governmental entity.
- (2) The Agency may seek a waiver with respect to a former Employee pursuant to Public Officer Law Section 73 if the Employee has expertise, knowledge, or experience with



Metropolitan Transportation Authority All Agency Code of Ethics

respect to a particular matter that meets the needs of the agency and is otherwise unavailable at a comparable cost.

- (3) The Agency may seek a waiver with respect to a former Employee pursuant to Public Officer Law Section 73 if the services of such former officer or Employee are required in connection with the agency's response to a disaster emergency declared by the governor pursuant to section twenty-eight of the Executive Law.

Reminders:

- (1) For purposes of the post-employment bars, certain Employees, particularly those at MTA Headquarters and MTA Capital Construction, may be considered to be Employees of multiple MTA Agencies based on the scope of their job responsibilities. For clarification of their particular circumstances, the Employees may seek guidance from their former Agency Ethics Officer or MTA Corporate Compliance.
- (2) The Joint Commission on Public Ethics may not consider not-for-profit entities in the transportation field and certain quasi-governmental organizations as governmental entities for purposes of the exception noted above and employment at such entities may be subject to the post-employment bars described above.

The following are examples of the application of the two-year and lifetime bars:

Example 1: A former Construction Manager in the Department of Capital Program Management at New York City Transit (NYCT) may not, within two years after termination of NYCT employment, render services on behalf of a contractor in connection with any Business the contractor has with NYCT.

Example 2: No former Metro-North Employee, for a period of two years subsequent to his or her termination from employment (including retirement) may contract with Metro-North as a consultant to perform services of any kind on behalf of Metro-North, unless MNR has obtained a waiver from the Joint Commission on Public Ethics as set forth above.

Example 3: A former procurement representative in the procurement department at LIRR who was directly concerned with, or was responsible for, the negotiation of a contract during his or her LIRR employment may never appear before an MTA Agency or any other New York State Agency or render services on behalf of any outside person or firm, such as a contractor or subcontractor with regard to that contract, including but not limited to, the preparation or evaluation of claims, or the negotiations of change orders, relating to the contract.



Section 5.03 Negotiations for Future Employment

(a) Solicited

Employees are prohibited from soliciting, negotiating or having any arrangement concerning an employment opportunity with a non-governmental individual or entity that has a specific pending matter before the Employee.

Those Employees seeking employment outside of government with an entity or individual that has a specific pending matter before the Employee may only solicit an employment opportunity with the non-governmental individual or entity after waiting:

- (1) 30 days from the time the matter before the Employee is closed, or
- (2) 30 days from the time the Employee has no further involvement with the matter because of recusal or reassignment.

(b) Unsolicited

Employees who receive an unsolicited post-government employment-related communication from a non-governmental individual or entity that has a specific pending matter before the Employee cannot pursue employment with the non-governmental entity or individual unless the following occurs:

- (1) they are recused ~~themselves~~ from the matter and any further official contact with the entity or individual and
- (2) they wait 30 days from such recusal to enter into post-government employment communications with the entity or individual.

(c) Notification

Employees must promptly notify their supervisor and Agency Ethics Officer of such outside employment related communications whether or not they intend to pursue the post-government employment opportunity.

In the event of such notification of a solicitation and Employee's desire to pursue the solicitation, the Employee's supervisor is obligated to advise such supervisor's superiors, in writing, up to and including the Department Head, of the Employee's desire to pursue the solicitation and the manager's intention to establish recusal procedures, if practical, to reassign the individual or to refuse reassignment.

(d) Recusal



Recusal ~~procedures, as outlined in Section 4.01 above,~~ shall be applied/granted only if practical and in the best interests of the applicable MTA Agency. Reassignment shall be refused when the manager determines that reassignment would be impractical or inappropriate. The manager may not take action with respect to notifying the Employee of such manager's decision until approved by the Department Head. If recusal ~~procedures are is~~ not practical, and in the best interests of the applicable MTA Agency, or if reassignment is refused, the Employee is prohibited from pursuing the solicitation.

Exception: This provision does not apply to employment negotiations with other government agencies.

Remember: The higher the level of responsibility which an Employee holds within an MTA Agency, the greater the number of matters which are likely to be deemed as specific pending matters before him or her. Employees should take an expansive view as to the existence of possible conflicts when deciding whether to give notice as described in this Section.

The following are examples of the application of the employment negotiation procedures:

Example 1: A Deputy Vice President in the Department of Capital Program Management at NYCT who receives an unsolicited job offer from a Prohibited Source with specific pending matters before such Employee may not negotiate for such position without full compliance with the notice, approval, and recusal procedures set forth above.

Example 2: A manager at LIRR whose duties include procurement is approached by a firm with which he or she has a specific pending matter and told "if you ever decide to leave the LIRR, we have a place for you in our firm." The LIRR manager must notify his or her supervisor and ethics officer of this conversation because it would be considered a communication intended to solicit employment.

Section 5.04 Notice of Future Employment Restrictions

An Employee who provides notice of leaving service at an MTA Agency, either by retirement or resignation, or whose employment is terminated, will receive a memorandum summarizing the future-employment restrictions of the Ethics Law and of this Code. All Employees in management and non-represented titles and Employees in certain represented titles designated by the applicable MTA Agency may be required to sign a certification stating that the policies outlined in the memorandum have been complied with, and to state the name of a new employer, if applicable.



Exception: From time to time, the Future-Employment restrictions have been legislatively modified to permit exceptions to these policies when Employees are laid off. An Employee in such a position should consult with the applicable Agency Ethics [Officer or Ethics Committee](#) if there is a question of whether such exceptions are in force.

Chapter 6: Financial Disclosure

Section 6.01 Covered Employees

Employees must file an Annual Statement of Financial Disclosure if such Employee:

- (a) Has a gross salary within the preceding calendar year that exceeded the annual salary of state employees at the SG-24 job rate as of April 1 of the year in which the Annual Statement of Financial Disclosure is to be filed, unless specifically exempted in accordance with the State Ethics in Government Act; or
- (b) Regardless of income, holds a Policy-Making Position.

Notes:

- (a) The Joint Commission on Public Ethics is required to make Annual Statements of Financial Disclosure available to the public upon request, except as to values and amounts, and except to the extent the reporting individual has obtained a ruling from the Joint Commission on Public Ethics preventing or limiting public disclosure.
- (b) Each MTA Agency shall prepare a list of Employees in Policy-Making Positions and shall, during February of each year, notify the Joint Commission on Public Ethics of the identity of all such titles and persons required to file an Annual Statement of Financial Disclosure with the Commission. Procedures shall also be established for identifying to the Joint Commission on Public Ethics all Employees newly subject to the filing requirements by reason of having assumed Policy-Making Positions. The Joint Commission on Public Ethics may be asked to render advisory opinions or issue guidelines for such determinations.
- (c) The Annual Statement of Financial Disclosure solicits various items of information concerning the finances and employment of the Employee, the Employee's spouse, and unemancipated children.

Exceptions:



Metropolitan Transportation Authority All Agency Code of Ethics

- (a) Non-policy making Employees, or their bargaining or other representatives, may request that the Joint Commission on Public Ethics grant exemptions, either in whole or in part, from the reporting requirements. Appeals from denials of such an exemption are to be made to the Joint Commission on Public Ethics.
- (b) Employees who are required to file an Annual Statement of Financial Disclosure based on their gross salary but do not hold Policy-Making Positions may be entitled to an exemption from the financial disclosure requirements, on the grounds that the public interest does not require disclosure and that the Employee is not involved with the discretionary, Business, or regulatory activities of the applicable MTA Agency.
- (c) Employees may seek an exemption from any requirement to report one or more items of information pertaining to the financial status of their spouse or unemancipated child. An Employee may also request deletion of portions of information called for on the Annual Statement of Financial Disclosure form that could otherwise be publicly disclosed. Grounds supporting such requests are that the spouse or child (where applicable) objects to providing the information necessary to make such disclosure and that such information would have no material bearing on the discharge of the reporting Employee's duties.

Section 6.02 Dates for Filing and Related Penalties

- (a) Employees required to file pursuant to Section 6.01 must file their Annual Statement of Financial Disclosure by May 15th of each year, **or within thirty (30) days of a covered Employee's appointment or promotion**, whichever is later. An Employee may indicate with respect to any item of the Annual Statement of Financial Disclosure that information with respect thereto is lacking and will be supplied in a supplemental statement to be filed no later than the seventh (7th) day following the date to which that Employee could have received an automatic extension to file their income tax returns for that year. The Joint Commission on Public Ethics may also grant hardship applications.
- (b) If an Employee fails to file the Annual Statement of Financial Disclosure as required or omits relevant information, he or she shall be subject to discipline, up to and including dismissal. In addition, criminal or civil penalties may be imposed as set forth in Chapter 9 below.

Chapter 7: Books And Records

Section 7.01 Accuracy and Completeness of Financial Records

- (a) Employees who are involved in the preparation of the MTA Agency's financial records must ensure that the accounting and financial records of their MTA Agency meet the highest standards of accuracy and completeness. Reporting accurate and complete information about the MTA Agency's financial condition is an essential responsibility of all Employees.



(b) If you have reason to believe that any of the MTA Agency's financial records are not being maintained in an accurate or complete manner, you are expected to report this immediately to your Agency's General Counsel's Office or Chief Compliance Officer or your Agency's Chief Financial Officer or the Auditor General.

Section 7.02 Financial Statements and Accounts

Employees who are involved in the preparation of the MTA Agency's financial statements must do so according to generally accepted accounting principles and other applicable accounting standards and rules, so that the statements fairly and completely reflect the operations and financial condition of the MTA Agency.

Chapter 8: Other Ethics Issues

Section 8.01 Nepotism

It is the policy of the MTA Agencies to ensure that all job opportunities at MTA Agencies are based on merit and qualifications. Employees are prohibited from participating in any hiring or employment decision relating to a Family Member. If a hiring or employment matter arises relating to a Family Member, then the Employee must advise his or her supervisor of the relationship, and must be recused from any and all discussions or decisions relating to the matter. There will be no preferential treatment for Family Members of current [or former](#) Employees and/or union officials.

Employees are required to comply with and should consult the All Agency Policy Directive, Anti-Nepotism Employment Procedures.

MTA Agencies must ensure that contracting opportunities are based only on merit and qualifications. There will be no preferential treatment for Family Members of current or former Employees and/or union officials. Employees are prohibited from taking part in any contracting decision: (i) relating to a Family Member; or (ii) relating to any entity in which either they or a Family Member is an officer, director or partner, or in which a Family Member owns or controls 10% or more of the stock (or 1% or more if in the case of a corporation whose stock is regularly traded on an established securities exchange) of such entity. If a contracting matter arises relating to a Family Member, then the Employee must advise his or her supervisor of the relationship, and must be recused from any and all discussions or decisions relating to the matter.

An Employee cannot participate in any decision to invest MTA funds in any security of any entity in which that Employee or any Family Member of that Employee has a financial interest, is an underwriter, or receives any brokerage, origination or servicing fees.

~~Employees are required to comply with and should consult the All Agency Policy Directive, Anti-Nepotism Employment Procedures.~~



Section 8.02 Business Relationships between Employees

MTA managers and supervisors are prohibited from hiring Employees whom they directly or indirectly supervise or manage to work for or with them as full-time, part-time, or temporary employees or as consultants in any outside business entity.

Section 8.03 Financial Transactions between Employees

MTA managers and supervisors are prohibited from engaging in financial transactions with Employees whom they directly or indirectly supervise or manage. MTA managers and supervisors may not obtain or use or attempt to use the credit of any Employee whom they directly or indirectly supervise or manage as applicant, maker, co-signer, or endorser of any credit instrument in any connection with a loan or similar transaction.

Section 8.04 Prohibition Against the Use of MTA Property

MTA's names, logos, supplies, equipment, computer resources, personnel, and other resources may not be utilized for non-governmental purposes, including for personal purposes or for outside activities of any kind except as may be specifically authorized herein:

- a) Official stationery may not be used for non-governmental purposes, nor may MTA resources be used to mail personal correspondence. The designation "personal" on MTA Agency stationery means only that the contents are meant for the personal viewing of the addressee and not that the sender is acting unofficially. All letters and other written materials printed on such official stationery are considered official, and thus the designation "unofficial" has no meaning and may not be used.
- b) Under no circumstances may MTA mail, postage, internal office mail, or inter-city couriers be used for non-governmental purposes.
- c) MTA telephones may not be used for non-governmental long-distance calls, except for toll-free calls, collect calls, and calls billed to a personal telephone number. MTA telephones may be used for incidental and necessary personal local calls that are of limited number and duration and do not conflict with the proper exercise of the duties of the Employee.
- d) MTA computers resources may be used for incidental and necessary personal purposes, such as sending personal electronic mail messages, provided that such use is in a limited amount and duration and does not conflict with the proper exercise of the duties of the Employee. (See MTA Computer Usage and Social Media Policy Directive)



- e) MTA vehicles shall be used for official business or incidental use associated with official business away from an Employee's official work station. Individuals who are authorized by their Agency to use a vehicle for personal purposes shall keep records of such use, and the value of such personal use shall be calculated and reported as personal income to such individual for tax purposes.

Any Agency policy regarding use of MTA property must be consistent with or more restrictive than this Section of the Code.

Chapter 9: Discipline/Penalty for Violation of this Code or State Ethics Laws

Section 9.01 General

Employees who violate any provision of the State Ethics Laws or of this Code may be subject to disciplinary action consistent with that administered for violations of the rules and regulations of the applicable MTA Agency, up to and including termination.

Section 9.02 Civil Penalties

A violation of Public Officers Law Sections 73(2), (3), (4), (5), (7), (8), (12), (14), (15), (16), (17) and Sections 73-a, may result in the Joint Commission on Public Ethics imposing a civil penalty of up to forty thousand dollars (\$40,000) and the value of any gift, compensation, or benefit received as a result of such violation. These sections include but are not limited to prohibitions concerning gifts, future employment, and financial interests in MTA contracts as well as obligations in connection with the filing of Annual Statements of Financial Disclosure.

A violation of Public Officers Law Section 74 may result in the Joint Commission on Public Ethics imposing a civil penalty of up to ten thousand dollars (\$10,000) and the value of any gift, compensation, or benefit received as a result of such violation.

Section 9.03 Criminal Penalties

A violation of Public Officers Law Section 73(2), (3), (4), (5), (7), (8), and Section 73-a, may result, in lieu of civil penalties, the Joint Commission on Public Ethics referring the violation to the New York State Attorney General or local prosecutor for criminal prosecution as a Class A misdemeanor, punishable by imprisonment for up to one year and a fine up to one thousand dollars (\$1,000).



APPENDIX A: AGENCY ETHICS ~~COMMITTEE~~-OFFICER CONTACT INFORMATION

MTA Headquarters

Lamond Kearse
646-252-1329

MTA New York City Transit

Paige Graves
718-694-5719

MTA Long Island Rail Road

Stephen N. Papandon
718-558-8327

MTA Metro-North Railroad

~~Susan Sarch~~ James Henly
212-340-4933

MTA Bridges and Tunnels

M. Margaret Terry
646-252-7619

MTA Capital Construction

Evan Eisland
646-252-4274

MTA Bus Company

Elizabeth Cooney
646-252-3754

To obtain a current list of Ethics Officers, please call the Ethics/Compliance Helpline at 888 U ASK MTA or go to MTA Today page and search for Code of Ethics.

Staff Summary

Subject
Public Authorities Law Required Policies
Department
Corporate Compliance
Department Head Name
Lamond W. Kearse
Department Head Signature
Project Manager Name
Lamond W. Kearse

Date
December 16, 2015
Vendor Name
N/A
Contract Number
N/A
Contract Manager Name
N/A
Table of Contents Ref #
N/A

Board Action					
Order	To	Date	Approval	Info	Other
1	Governance	12/16/15	X		
2	Board	12/16/15	X		

Internal Approvals			
Order	Approval	Order	Approval
1	Legal		
2	Corporate Compliance		
3	Chief of Staff		

Purpose:

To obtain Board approval for revisions to certain existing policies of the MTA and its Agencies, in order to comply with Public Authorities Law Section 2824 ("PAL 2824").

Discussion:

PAL 2824 requires the MTA Board to, among other things, establish policies regarding travel, the payment of salary, compensation and reimbursements, and rules for the time and attendance of the chief executive and management. The MTA and its Agencies have existing policies addressing the above subject areas.

Most of these policies are All-Agency Policy Directives; others are agency-specific. Because PAL 2824 requires formal Board adoption of these enumerated policies, an exhibit book has been prepared that includes the relevant policies for your review.

All of the policies in the exhibit book are revisions to existing policies which have been approved by their respective Agencies and are being presented to the Board for its review and approval.

Recommendation:

It is recommended that the Board approve the policies contained in the exhibit book.

RESOLUTION OF THE
METROPOLITAN TRANSPORTATION AUTHORITY

WHEREAS, the revised 2015-2019 Capital Plan ("Plan") is the largest in the history of the Metropolitan Transportation Authority ("MTA") and will involve, among other things, procuring new fleets of railcars and buses and complex new technology systems including a new fare payment system and an enterprise asset management platform, and awarding design-build contracts for public works including station renewals;

WHEREAS, it is the goal of the MTA Board to implement the Plan, the approval of which has been delayed by a year, in as timely and efficient a manner as possible;

WHEREAS, the Plan-related procurements and contract awards and other supporting initiatives such as wireless connectivity and digital screen networking will be substantially aided by close coordination between MTA staff, the Chairman, and the Board; and

WHEREAS, the Chairman and Chief Executive Officer of the MTA has determined that such coordination between staff and the Board would be furthered by formation of a working group of Board members designated by the Chairman who, in their capacity as Board members, will discuss with staff Plan-related projects, supporting initiatives and the associated procurements in a concerted effort to anticipate and address issues that are likely to be of concern to the Board generally, thus facilitating timely and efficient Board review and action;

NOW, THEREFORE, the MTA Board resolves as follows:

Upon the recommendation of the Chairman, the Board hereby endorses the establishment of a working group consisting of Board Members Ferrer, Metzger, Pally, Schwartz and Trottenberg, which working group, or members thereof, shall discuss with staff Plan-related projects, supporting initiatives and associated procurements. Such working group shall not constitute a committee or subcommittee of the Board and none of the Board's power to transact any business or exercise any power of the MTA is delegated or transferred to such working group. At the Chairman's request, the working group, or members thereof, shall report periodically to the Committee on Capital Program Oversight and other committees of the Board that may be concerned with procurements to which the working group has devoted attention.