



Metropolitan Transportation Authority

Finance Committee Meeting November 2018

Committee Members

L. Schwartz, Chair

F. Ferrer, Vice Chair

A. Albert*

N. Brown*

I. Greenberg

D. Jones

C. Moerder

M. Pally

S. Rechler

P. Trottenberg

V. Vanterpool

P. Ward

C. Weisbrod

C. Wortendyke

N. Zuckerman

Finance Committee Meeting

2 Broadway, 20th Floor Board Room

New York, NY 10004

Tuesday, 11/13/2018

12:45 - 2:00 PM ET

1. PUBLIC COMMENTS PERIOD

2. APPROVAL OF MINUTES – OCTOBER 22, 2018

Finance Committee Minutes - Page 4

3. 2018 COMMITTEE WORK PLAN

2018 Work Plan - Page 12

4. BUDGETS/CAPITAL CYCLE

Finance Watch - Page 20

5. MTA HEADQUARTERS & ALL-AGENCY ITEMS

Action Items

Approval of Law Firm Panel Addition - Page 32

Revisions to MTA All Agency Investment Guidelines - Page 34

Report and Information Items

*Update on Business Service Center - Presentation (Available in the Exhibit Book & MTA.Info)
- Page 47*

Station Maintenance Billing Update - Page 48

Procurements

MTAHQ Procurement Report - Page 51

MTAHQ Non-Competitive Procurements - Page 54

6. METRO-NORTH RAILROAD (No Items)

7. LONG ISLAND RAIL ROAD (No Items)

8. NEW YORK CITY TRANSIT, and MTA BUS OPERATIONS

NYCT Procurement - Page 60

9. BRIDGES AND TUNNELS

B&T Procurements - Page 62

10. FIRST MUTUAL TRANSPORTATION ASSURANCE COMPANY (No Items)

11. MTA CONSOLIDATED REPORTS

Statement of Operations - Page 66

Overtime - Page 73

Subsidy, Interagency Loans and Stabilization Fund Transactions - Page 77

Debt Service - Page 87

Positions - Page 89

Farebox Operating and Recovery Ratios - Page 92

MTA Ridership Report - Page 93

Fuel Hedge Program - Page 117

12. REAL ESTATE AGENDA

Real Estate Action Items - Page 120

Real Estate Info Items - Page 142

Date of next meeting: December 10, 2018 at 12:15 pm

Minutes of the MTA Finance Committee Meeting
October 22, 2018
2 Broadway, 20th Floor Board Room
New York, NY 10004
Scheduled 12:15 PM

The following Finance Committee Members attended:

Hon. Lawrence Schwartz, Chair
Hon. Fernando Ferrer, Vice Chair
Hon. Norman E. Brown
Hon. Ira Greenberg
Hon. David R. Jones
Hon. Mitchell H. Pally
Hon. Charles G. Moerdler
Hon. Veronica Vanterpool
Hon. Peter Ward
Hon. Carl Weisbrod
Hon. Carl V. Wortendyke

The following Finance Committee Members did not attend:

Hon. Scott Rechler
Hon. Polly Trottenberg
Hon. Neal Zuckerman

The following Board Members were also present:

Hon. Andrew Albert
Hon. Susan G. Metzger

The following MTA staff attended:

Robert Foran
David Keller
Marcia Tannian
David Ross
David Florio

Chairman Schwartz called the October 22, 2018 meeting of the Finance Committee to order at 1:17 PM.

I. Public Comments

There were two public speakers. Mr. Murray Bodin discussed items related to his prior comments to the Board and the implementation of Positive Train Control (PTC), including his views that newer technologies (such as GPS tracking apps) could be implemented instead and that funds used on PTC are not spent wisely, and Mr. Bodin voiced his concerns about the lack of uniformity of LIRR's crossing lights. Mr. Jason Pinero discussed his suggestion of allocating funds to create an MTA system-wide veteran's discount.

II. Approval of Minutes

The Committee voted to approve the minutes to its prior meeting held on September 24, 2018 (see pages 4 through 11 of the Committee book).

III. Committee Work Plan

There were no changes to the Work Plan (see pages 12 through 19 of the Committee book).

IV. Budgets/Capital Cycle

A. BudgetWatch

Mr. David Keller presented BudgetWatch (see the MTA website for the entire BudgetWatch: <http://web.mta.info/mta/ind-finance/budgetwatch.pdf>). This month's BudgetWatch focused on operating results through September and subsidy results through October. Results are compared with the Mid-Year Forecast that was captured within the July Financial Plan.

Revenues: Mr. Keller reported that passenger revenues were on target in September, with the YTD unfavorable variance remaining at \$12 million. Mr. Keller noted that the September subway and NYCT Bus results were offset by unfavorable results at Metro-North, LIRR, and MTA Bus. He further noted that YTD results reflect shortfalls due to lower subway and commuter rail ridership, which were partially offset by favorable bus results. Mr. Keller reported that toll revenues were unfavorable for September by \$1.5 million, the result of a lower than anticipated average toll, reducing the YTD favorable variance for toll revenue to \$7.5 million.

Ridership: Mr. Keller commented that in the prior month additional ridership information was requested and that beginning on the ninth page of BudgetWatch, several graphs have been added. For subway, NYCT Bus and MTA Bus, two graphs are presented for each operation. The first graph provides average weekday, Sunday, and Sunday ridership. The second graph provides average weekday ridership by time of day. Additionally, there is a single graph for LIRR and Metro-North, providing average weekday and average weekend ridership, while the graph for Staten Island Railway provides average weekday, Saturday, and Sunday ridership.

Expenses: Mr. Keller reported that in September preliminary operating expenses were on target, and YTD expenses were approximately \$111 million favorable. Favorable expenses reflect vacancy savings, E-ZPass customer service center efficiency savings and higher overhead reimbursements from capital project activity, along with timing impacts at all agencies, and were partially offset by higher overtime. Debt service costs were favorable in September and YTD due to savings from refunding transactions and lower than budgeted variable rates.

Subsidies: Mr. Keller reported that subsidies through October were unfavorable by \$3 million. He reported that for October, the Petroleum Business Tax was \$3 million favorable, the Payroll Mobility Tax (PMT) was \$1.5 million favorable, while Mortgage Recording Tax receipts were unfavorable by \$7.6 million. Other subsidies were on target for the month. Mr. Keller reported that YTD through October, subsidies were \$4 million favorable, however included in the YTD variance is the unfavorable timing for MTA Aid as well as unfavorable timing for the PMT. Adjusting for these timing issues, which are expected to resolve by the end of the year, total YTD

subsidies would be \$27 million favorable.

Overall: Mr. Keller summarized that overall preliminary YTD results were favorable due to expense and subsidy timing issues, although reversal of timing-related variances for expenses will offset some of the favorable results. Below-forecast receipts in passenger revenues continue to be a matter of concern and will be evaluated as the November Financial Plan is being developed.

B. FinanceWatch

Ms. Marcia Tannian presented highlights from FinanceWatch (see pages 20 through 31 of the Committee book for the complete FinanceWatch report).

Bond Anticipation Notes: Ms. Tannian reported on the issuance of \$900 million Transportation Revenue Bond Anticipation Notes (BANs) that closed on October 10, 2018. The BANs will provide new money proceeds for approved transit and commuter projects. The BANs are in two \$450 million tranches maturing in September 1, 2020 and September 1, 2021, respectively. The transaction received eight successful bids, and was competitive with approximately 100 bids for the first tranche and more than 70 bids on the second.

Upcoming Remarketings: Ms. Tannian reported that there would be a couple remarketings, including a Letter of Credit substitution for Triborough Bridge and Tunnel Authority General Revenue Variable Rate Bonds, Series 2002F, as well as a remarketing of Transportation Revenue Variable Rate Bonds, Subseries 2002G-1f and 2005D-1, as Floating Rate Tender Notes (FRNs) later that week. Ms. Tannian noted that Mr. Patrick McCoy would provide results of the transactions at the November meeting.

Discussion: Mr. Jones inquired regarding the State Comptroller's report, specifically about the vulnerability of MTA related to the percentage of debt service in relation to the budget, and that if there is an economic downturn, the MTA could be exposed to significant budgetary stress. Mr. Jones asked for MTA's response and its view about this financial projection. Mr. Robert Foran responded that the State Comptroller used MTA's numbers so the facts are accurate. Mr. Foran noted that the budget in the Financial Plan has debt service at a level of 16% of the budget. He indicated that projections do show a higher percentage in the out years, building to 19%, but actuals are typically less because of the conservative assumptions incorporated into the budget. Mr. Foran noted that MTA faces the challenge of funding the next major capital program and to the extent that the program is being funded increasingly with debt, the challenge needs to be met, while trying to avoid putting pressure on the farebox because of debt service. Mr. Jones noted that he thinks the City is capped at 15% of its budget, but if MTA is higher than that and going into an uncertain future, he is concerned that there will be tradeoffs between delivery of service and increased debt.

V. MTA Headquarters and All-Agency Items

A. Reports and Information Items

Mr. Keller reported that there were three Reports and Information items.

1. Annual Report on Derivatives Portfolio and Fuel Hedge Program

Ms. Tannian presented the annual report on the derivatives portfolio and the fuel hedge program (see <http://web.mta.info/mta/news/books/docs/DerivativesReport102018.pdf> on the MTA Board materials website for the presentation). Ms. Tannian highlighted that MTA's derivatives program reduces budget risk by employing interest rate and fuel hedging strategies. She further commented that MTA's synthetic fixed rate portfolio (4.12% rate) remains low-cost and competitive to traditional fixed rate debt. Ms. Tannian noted there is \$2.4 billion notional interest rate swaps with eight counterparties, all of which were executed between 2001 and 2007. The interest rate swaps are part of a debt management system to manage budget volatility while maintaining low cost of capital. She noted that there are strong counterparties, but MTA continues to seek novation opportunities to increase counterparty credit strength, and that Mohanty Gargioulou, LLC, an expert in derivatives, is the Financial Advisor for MTA on the derivatives portfolio.

Ms. Tannian briefly discussed the fuel hedge program and noted that it is designed to mitigate budget risk by dollar cost averaging 50% of MTA's ultra-low sulfur diesel fuel expenses. She noted there are 24 hedges with five counterparties currently outstanding. MTA maintains hedges of 50% for the next 12 months of projected fuel purchases with declining amounts through 24th month. Final maturity for these hedges is 2020. Ms. Tannian highlighted that the hedge program provides budget stability, noting that while the actual fuel price in 2016 was lower than the hedged price, in 2017 and 2018, the fuel price paid including hedges was lower than the actual fuel price, so the hedges worked to MTA's benefit. She emphasized that the goal of the program is to provide budget stability against fuel price spikes.

Discussion: Mr. Moerdler inquired about the average rate for the fuel hedges. Ms. Tannian responded that the average locked-in rate for the next 12 months is \$1.81/gallon.

2. 2018 Semi-Annual Investment Report

Mr. Keller noted that the MTA 2018 Semi-Annual Investment Report, covering January 1, 2018 through June 30, 2018, is available in the Committee book (see pages 32 through 37 of the Committee book). Ms. Josiane Codio, Director of Treasury, was available for questions.

3. 2019 Preliminary Budget and July Financial Plan 2019-2021

Mr. Keller noted that this item is included on the agenda in the months of September and October to give the public the opportunity to address any issues they may have that are associated with the July Financial Plan.

B. Procurements

Mr. Ross reported that there were 11 procurement action items for a total of \$20,735,242 for MTA Headquarters. The action items include four non-competitive actions with preferred source vendors, one with Corcraft for furniture and three modifications with NYSID for janitorial and window cleaning services. There were six competitive action items including three contracts with electricity suppliers and three to bridge services until new replacement contracts begin. Lastly, there was one ratification of an award by NYCT pursuant to Executive Order 168 regarding signal voltage work that was begun in 2017 (see pages 38 through 54 of the Committee book for all MTAHQ procurement items).

Discussion: Mr. Weisbrod inquired regarding the competitive item related to Miller Advertising

Agency, Inc., and whether it is for all agencies or solely NYCT. Mr. Mark Heavey, Director of Marketing & Communications, responded that the contract provides for classified, legal, and recruiting advertising services for all agencies. Mr. Greenberg inquired regarding the Executive Order 168 ratification item for voltage work with L.K. Comstock, Inc. in the Rockaways and whether it could have gone through the normal procurement process, and if not, what needs to change to be able to do so. Mr. Steve Plochochi, Senior Vice President Procurement & Supply Chain, Materiel, New York City Transit, responded that Comstock was already mobilized at significant locations within its jurisdictions so to react immediately, and particularly because Executive Order 168 provides for expedited public works, MTA leveraged a supplemental agreement, utilizing existing favorable terms. Also, Mr. Plochochi noted that the agreement took advantage of pricing from a Consolidated Edison (ConEdison) contract, so it was the most immediate way to achieve the result. Mr. Greenberg inquired whether MTA will be able to utilize ConEdison contracts similarly in the future. Mr. Plochochi indicated that this was a unique circumstance.

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

VI. Metro-North Railroad/LIRR

A. Procurements

Mr. Ross reported that there were no procurement items for Metro-North.

For LIRR, Mr. Ross reported that there were three procurement items totaling approximately \$35.4 million, including one competitive action for LIRR and MNR with Ronald E. Dowdy to obtain a license for low frequency bandwidth for wireless radio communications, another for contracts with 15 firms for scheduled and emergency bus services, and one for ratification of contract extensions with six firms for rubbish removal and on-call container services (see pages 56 through 62 of the Committee book).

Discussion: Mr. Pally noted that in the Metro-North/LIRR Committee meeting earlier in the day there was extensive discussion related to the procurement item for rubbish removal and on-call container services. He noted that Mr. Phillip Eng, President of LIRR, will provide additional information next month related to appropriateness of funding that item. Mr. Pally further commented that the Metro-North/LIRR Committee did recommend that item go before the Board for approval.

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

VII. NYCT/MTA Bus Operations

A. Procurements

Mr. Ross reported that there were four procurement items for NYCT totaling \$856,081,429 (see pages 64 through 73 of the Committee book).

Mr. Ross highlighted the items, which included a request to adopt a resolution authorizing an expedited change order for the purchase of 535 R211 cars, an extension with three Paratransit

contractors for the E-Hail Pilot program and modification of the contracts to add call center and reporting capabilities, a request that the Board declare competitive bidding impractical for the purchase of Carborne Communications-Based Train Control (CBTC) equipment for R179 and R211 subway cars, and to award 26 contracts to 13 firms for construction management and inspection services.

Discussion: Mr. Albert inquired regarding the CBTC equipment for the R179 and R211 subway cars and whether that item indicates that the entire A Line will be made CBTC ready. Mr. Andy Byford, President of NYCT, responded that the answer is effectively yes, because going forward any new car procurements will be required to come equipped with CBTC. He further commented that some recent new cars arrived CBTC-enabled, so the conversion will not be too difficult, but the goal is to have new cars arrive already equipped. Mr. Albert further inquired about the difference in price for CBTC-enabled versus CBTC-equipped. Mr. Plochochi indicated he would need to respond later because he does not have that information available as the contract is for work with CBTC directly rather than having the installer be the prime. Mr. Byford added that in his view it is better to have the cars delivered equipped with CBTC, because when retrofitting a finished product, there is a risk of introducing regression with the cabling, as well as possibly incurring more costs. Mr. Albert asked if the ultra-wideband frequency pilot is successful, whether that technology will be compatible with the CBTC equipment. Mr. Byford responded that he believes so and that there will be an additional proof of concept later that week, but if the ultra-wideband technology is successful, it could mean the signal upgrades will occur more quickly, but while it is being tested, NYCT is pursuing parallel paths.

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

VIII. Bridges and Tunnels

A. Procurement

Mr. Ross reported that there was one item for Bridges and Tunnels, the award of a \$35 million competitive design build services contract to Kiewit Infrastructure Inc. for rehabilitation of the tower pedestals, mooring platforms and elevators at the Verrazzano-Narrows Bridge (see pages 74 and 75 of the Committee book).

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

IX. FMTAC

There were no items for FMTAC.

X. MTA Consolidated Reports

This month's consolidated reports include: August actual results versus Mid-Year Forecast, including statements of operations; overtime reports; subsidy, interagency loans and stabilization fund transactions; debt service; total positions by function and agency; farebox recovery and operating ratios; MTA ridership; and the fuel hedge program (see pages 76 through 130 of the Committee book).

XI. Real Estate Agenda

A. Action Items

Mr. David Florio reported that there were six action items (see pages 132 through 168 of the Committee book for all real estate action and information items), which include:

- a) Lease agreement for retail buildings at LIRR's Ronkonkoma Station in the town of Brookhaven.
- b) License agreement with JIN CT, LLC for vehicle parking adjacent to the Springdale Maintenance-of-Way facility in Stamford, CT.
- c) Lease agreement with Central Watch Band Stand, Ltd., at Grand Central Terminal.
- d) Renewal of lease with Forest City Ratner for office space at 1 Pierrepont Plaza in Brooklyn.
- e) Lease agreement with Manhattan College for operation of an athletic field, accessory facilities, and parking lots in the Bronx.
- f) Amendment to lease agreement with General Nutrition Corporation for ground floor retail space at 2 Broadway.

Discussion: Mr. Pally inquired regarding the Ronkonkoma Station and whether it considers the development projects happening on both sides of the railroad, and whether the locality is aware of MTA's activity. Mr. Florio responded that it does, the town is fully aware of the lease and was advised of the RFP's issuance.

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

XII. Adjournment

Upon motion duly made and seconded, the October 22, 2018 meeting of the Finance Committee was adjourned at 1:45 PM.

Respectfully submitted,

Marcia Tannian
Deputy Director, Finance

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2018 Finance Committee Work Plan

I. RECURRING AGENDA ITEMS

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

Responsibility

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

II. SPECIFIC AGENDA ITEMS

Responsibility

December 2018

Adoption of 2019 Budget and 2019-2022 Financial Plan

MTA Div. Mgmt/Budget

Action Items:

Authorization to issue New Money Transportation Revenue Bonds, Dedicated Tax Fund Bonds, TBTA General Revenue Bonds, and TBTA Subordinated Revenue Bonds

MTA Finance

Approval of Supplemental Resolutions Authorizing Refunding Bonds
MTA and TBTA Reimbursement Resolutions for Federal Tax Purposes

MTA Finance
MTA Treasury

Other:

Draft 2019 Finance Committee Work Plan
Contract Change Order Report

MTA Div. Mgmt/Budget
MTA Proc., Agencies

January 2019

Other:

Special Report: Finance Department 2018 Year-End Review
DRAFT MTA Financial Statements 3rd Quarter for the Nine-Months Ended September 2018

MTA Finance

MTA Comptroller

February 2019

Action Items:

2018 TBTA Operating Surplus
Mortgage Recording Tax – Escalation Payments to Dutchess, Orange and Rockland Counties

B&T/MTA

MTA Treasury, MTA
Div. Mgmt/Budget

Other:

February Financial Plan 2019-2022

MTA Div. Mgmt/Budget

March 2019

Action Items:

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

MTA Real Estate/MTA
Corporate Compliance

All-Agency Annual Procurement Report

MTA Proc., Agencies

Other:

MTA Prompt Payment Annual Report 2018
Contract Change Order Report

MTA BSC
MTA Proc., Agencies

April 2019

Action Item:

MTA 2018 Annual Investment Report MTA Treasury

Other:

Annual Report on Variable Rate Debt MTA Finance

DRAFT MTA Financial Statements Fiscal Year-End Twelve-Months
Ended December 2018 MTA Comptroller

May 2019

Other:

Station Maintenance Billings Approval MTA Comptroller

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

Annual FMTAC Meeting MTA RIM

Annual FMTAC Investment Performance Report MTA RIM

June 2019

Action Item:

PWEF Assessment MTA Capital Program Mgmt/
MTA Div. Mgmt/Budget

Other:

Update on IT Transformation MTA Information Technology

Update on Procurement Consolidation MTA Procurement

Contract Change Order Report MTA Proc., Agencies

DRAFT MTA Financial Statements 1st Quarter for the
Three-Months Ended March 2018 MTA Comptroller

July 2019

2020 Preliminary Budget/July Financial Plan 2020-2023
(Joint Session with MTA Board) MTA Div. Mgmt/Budget

September 2019

2020 Preliminary Budget/July Financial Plan 2020-2023
(materials previously distributed) MTA Div. Mgmt/Budget

Action Item:

Resolution to Authorize the Execution, Filing and Acceptance of
Federal Funds MTA Grant Mgmt.

Other:

Contract Change Order Report MTA Proc., Agencies

DRAFT MTA Financial Statements 2nd Quarter for the Six-Months
Ended June 2019 MTA Comptroller

October 2019

2020 Preliminary Budget/July Financial Plan 2020-2023
(materials previously distributed) MTA Div. Mgmt/Budget

Other:

Update on the Business Service Center MTA BSC

Annual Review of MTA's Derivative Portfolio -
Including Fuel Hedge MTA Finance

MTA 2019 Semi-Annual Investment Report MTA Treasury

November 2019

2020 Final Proposed Budget/November Financial Plan 2020-2023
(Joint Session with MTA Board)

MTA Div. Mgmt/Budget

Other:

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

MTA Comptroller
MTA CFO

DETAILS

DECEMBER 2018

Adoption of 2019 Budget and 2019-2022 Financial Plan

The Committee will recommend action to the Board on the Final Proposed Budget for 2019 and 2019-2022 Financial Plan.

Action Items:

Approval of Supplemental Resolutions Authorizing New Money Bonds.

Board approval to allow for the issuance of new money bonds to fund existing approved bond financed capital projects under the Transportation Revenue Bond Obligation Resolution, the Dedicated Tax Fund Obligation Resolution, and in the case of Bridge & Tunnel Capital Projects, the Triborough Bridge and Tunnel Authority Senior and Subordinate Obligation Resolutions.

Approval of Supplemental Resolutions Authorizing Refunding Bonds

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

Approval of MTA and TBTA Reimbursement Resolutions for Federal Tax Purposes.

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

Other:

Draft 2019 Finance Committee Work Plan

The MTA Chief Financial Officer will present a proposed 2019 Finance Committee Work Plan that will address major issues, SBP and budget process issues, and reports required by statute.

Contract Change Order Report

Change orders that would have required Board approval prior to the July 2013 Governance Committee measure increasing the approval threshold to \$750,000 are included in this quarterly report, for information only. All such contract change orders are reported to the Finance Committee; in addition, such capital contract change orders are reported to the CPOC Committee.

JANUARY 2019

Other:

Special Report: Finance Department 2018 Year-End Review

The MTA Finance Department will present a report that summarizes financing activities for 2018.

DRAFT MTA Financial Statements for the Nine-Months Ended, September 2018

Included for information is a copy of the Independent Accountant's Review Report of MTA Financial Statements for the Nine-Months ended, September 30, 2018.

FEBRUARY 2019

Action Items:

2018 TBTA Operating Surplus

MTA Bridges and Runnels should be prepared to answer questions on a staff summary requesting (1) transfer of TBTA 2018 Operating Surplus and Investment Income, (2) advances of TBTA 2018 Operating Surplus, and (3) the deduction from 2018 TBTA Operating Revenue, funds which shall be paid into the Necessary Reconstruction Reserve.

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

By State statute, each of these counties is entitled to a share of MTA's MRT-2 tax receipts. The amount may be no less than they received in 1987 (even if the taxes collected fall below the 1987 levels), but there are proportional upward adjustments if taxes collected in the particular county exceed the 1987 totals. Such upward adjustments are expected to be required this year, based on the 2009 experience thus far. The MTA Budget and Treasury Division will be prepared to answer questions on the related Staff Summary authorizing the payments.

Other:

February Financial Plan 2019-2022

The MTA Division of Management and Budget will present for information purposes a revised 2018-2021 Financial Plan reflecting any technical adjustments from the Adopted Budget and the incorporation of certain "below-the-line" policy actions into the baseline.

MARCH 2019

Action Items:

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

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

All-Agency Annual Procurement Report

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

Other:

MTA Annual Prompt Payment Status Report

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

Contract Change Order Report

Change orders that would have required Board approval prior to the July 2013 Governance Committee measure increasing the approval threshold to \$750,000 are included in this quarterly report, for information only. All such contract change orders are reported to the Finance Committee; in addition, such capital contract change orders are reported to the CPOC Committee.

APRIL 2019

Action Item:

MTA Annual Investment Report

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

Other:

Annual Report on Variable Rate Debt

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

DRAFT MTA Financial Statements for the Twelve-Months Ended, December 2018

Included for information is a copy of the Independent Accountant's Audit Report of MTA Financial Statements for the Twelve-Months ended, December 31, 2018.

MAY 2019

Other:

Station Maintenance Billings Approval

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

Annual Pension Fund Report

The MTA Labor Division, representatives of the various pension fund boards, and their pension consultants should be prepared to answer questions on a report, to be included in the Agenda materials, that reviews the 2018 investment performance and other experience of the various MTA pension funds. Among other matters, this report should (i) make recommendations on appropriate investment-earnings assumptions in light of the experience of the past three years; (ii) discuss the implications for asset allocations in light of such recommendations; (iii) discuss the effect on (under) funding of the systems in light of such performance and recommendation; (iv) provide appropriate comparisons with other public pension systems; and (v) solicit the opinions of the Board Operating Committees on these recommendations in light of their effects on Agency budgets.

Annual Meeting of the First Mutual Transportation Assurance Company

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

for final approval. The MTA Risk and Insurance Management Divisions, along with the FMTAC's outside investment managers, should be prepared to answer questions on reports.

JUNE 2019

Action Item:

PWEF Assessment

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

Other:

IT Transformation

IT Management will present progress made to date to promote IT Transformation. A general organizational overview will be provided and an outline of key milestones and project deliverables will be shared. Initiatives that have made IT more resilient will also be discussed.

Update on Procurement Consolidation

Procurement Management will present progress made to date to promote Non-Core Procurement Consolidation. A general organizational overview will be provided and an outline of key milestones and project deliverables will be shared.

Contract Change Order Report

Change orders that would have required Board approval prior to the July 2013 Governance Committee measure increasing the approval threshold to \$750,000 are included in this quarterly report, for information only. All such contract change orders are reported to the Finance Committee; in addition, such capital contract change orders are reported to the CPOC Committee.

DRAFT MTA Financial Statements for the Three-Months Ended, March 2019

Included for information is a copy of the Independent Accountant's Review Report of MTA Financial Statements for the Three-Months ended, March 31, 2019.

JULY 2019

2020 Preliminary Budget/July Financial Plan 2020-2023 (JOINT Session with MTA Board)

The Chief Financial Officer and MTA Budget Division will present an updated forecast for 2018, a Preliminary Budget for 2019, and a Financial Plan for 2020-2023.

SEPTEMBER 2018

2018 Preliminary Budget/July Financial Plan 2019-2022

Public comment will be accepted on the 2018 Preliminary Budget.

Action Item:

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

The MTA Office of Grant Management will hold a public hearing in accordance with Federal law and then request the Board's approval of a resolution that would authorize the Chairman or a designated officer to execute the applications and accept grants of financial assistance from the Federal government.

Other:

Contract Change Order Report

Change orders that would have required Board approval prior to the July 2013 Governance Committee measure increasing the approval threshold to \$750,000 are included in this quarterly report, for information only. All such contract change orders are reported to the Finance Committee; in addition, such capital contract change orders are reported to the CPOC Committee.

DRAFT MTA Financial Statements for the Six-Months Ended, June 2018

Included for information is a copy of the Independent Accountant's Review Report of MTA Financial Statements for the Six-Months ended, June 30, 2018.

OCTOBER 2019

2020 Preliminary Budget/July Financial Plan 2020-2023

Public comment will be accepted on the 2020 Preliminary Budget.

Other:

Update on Business Service Center

The Business Service Center will provide an update on its initiatives and upcoming project milestones. Operational performance metrics will also be shared.

Annual Review of MTA's Derivative Portfolio – Including Fuel Hedge

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

MTA 2019 Semi-Annual Investment Report

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

NOVEMBER 2019

2020 Final Proposed Budget/November Financial Plan 2020-2023 (Joint Session with MTA Board)

The Chief Financial Officer and MTA Budget Division will present an updated forecast for 2020, a Final Proposed Budget for 2020, and an updated Financial Plan for 2020-2023.

Other:

Station Maintenance Billing Update

The MTA Comptroller Division will provide a report on the collection and audit status of station maintenance billings issued as of June 1, 2018.

Review and Assessment of the Finance Committee Charter

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

FinanceWatch

November 13, 2018

Financing Activity

\$162,995,000 Triborough Bridge and Tunnel Authority General Revenue

Variable Rate Bonds, Series 2002F

On October 30, 2018, MTA effectuated a mandatory tender and remarketed \$162.995 million of Triborough Bridge and Tunnel Authority General Revenue Variable Rate Bonds, Series 2002F because the irrevocable direct-pay Letter of Credit (LOC) relating to the Series 2002F bonds issued by Landesbank Hessen-Thüringen Girozentrale was expiring by its terms and was substituted with an irrevocable direct-pay LOC issued by Citibank, N.A. The new LOC will expire on October 29, 2021. Citigroup will serve as remarketing agent.

Orrick, Herrington & Sutcliffe LLP and Bryant Rabbino LLP served as co-bond counsel and Public Resources Advisory Group and Rockfleet Financial Services, Inc. served as co-financial advisors.

\$38,270,000 MTA Transportation Revenue Variable Rate Refunding Bonds, Subseries 2002G-1f

\$137,175,000 MTA Transportation Revenue Variable Rate Refunding Bonds, Subseries 2005D-1

On October 30, 2018, MTA effectuated a mandatory tender and remarketed \$38.270 million of MTA Transportation Revenue Variable Rate Refunding Bonds, Series 2002G-1f and \$137.175 million of MTA Transportation Revenue Variable Rate Refunding Bonds, Subseries 2005D-1 because their current interest rate periods were expiring by their terms. Both the Series 2002G-1f and 2005D-1 Bonds were remarketed in Term Rate Mode as Floating Rate Tender Notes (FRNs) with a purchase date of July 1, 2021 and with an interest rate of 67% of 1-month LIBOR plus 0.65%.

This transaction was led by book-running senior manager Citigroup together with special co-senior managers: Drexel Hamilton, LLC, a Service Disabled Veteran-Owned firm; Stern Brothers & Co., a WBE firm; and Cabrera Capital Markets, LLC, a MBE firm. Orrick, Herrington & Sutcliffe LLP and Bryant Rabbino LLP served as co-bond counsel, and Public Resources Advisory Group and Backstrom McCarley Berry & CO., LLC served as co-financial advisors.

Letter of Credit Extensions

\$42,550,000 MTA Transportation Revenue Variable Rate Refunding Bonds, Subseries 2002G-1g

\$125,000,000 MTA Transportation Revenue Variable Rate Refunding Bonds, Subseries 2012G-2

On October 11, 2018, MTA extended the direct pay LOCs from TD Bank, N.A. that are associated with Transportation Revenue Variable Rate Bonds, Subseries 2002G-1g and Transportation Revenue Variable Rate Refunding Bonds, Subseries 2012G-2. The respective LOCs will be extended for three years to November 1, 2021.

Upcoming Transactions

\$43,800,000 Triborough Bridge and Tunnel Authority General Revenue

Variable Rate Refunding Bonds, Subseries 2005B-4d

\$38,700,000 Triborough Bridge and Tunnel Authority General Revenue

Variable Rate Refunding Bonds, Subseries 2005B-4c

In November 2018, MTA will effectuate a mandatory tender and remarket \$43.800 million of Triborough Bridge and Tunnel Authority General Revenue Variable Rate Refunding Bonds, Subseries 2005B-4d and \$38.700 million of Triborough Bridge and Tunnel Authority General Revenue Variable Rate Refunding Bonds, Subseries 2005B-4c because their current interest rate periods are set to expire by their terms. Both the Series 2002G-1f and 2005D-1 Bonds will be remarketed as Variable Interest Rate Obligations supported by an irrevocable direct-pay LOC issued by U.S. Bank National Association. U.S. Bank Municipal Securities Group will serve as remarketing agent.

Orrick, Herrington & Sutcliffe LLP and Bryant Rabbino LLP will serve as co-bond counsel, and Public Resources Advisory Group and Rockfleet Financial Services, Inc. will serve as co-financial advisors.

Fuel Hedging Program

\$6,359,108 Diesel Fuel Hedge

On October 30, 2018, MTA executed a 2,831,934 gallon ultra-low sulfur diesel fuel hedge with Cargill Incorporated at an all-in price of \$2.246/gallon. MTA's existing approved commodity counterparties participated in bidding on the transaction: Cargill Incorporated; Goldman, Sachs & Co./ J Aron; J.P. Morgan Ventures Energy Corporation; Macquarie Group; and Merrill Lynch Commodities, Inc. The hedge covers the period from October 2019 through September 2020.

**METROPOLITAN TRANSPORTATION AUTHORITY
JULY FINANCIAL PLAN - Adopted Budget**

Debt Service

October 2018

(\$ in millions)

| | Mid-Year Forecast | Actual | Variance | % Var | Explanation |
|--|------------------------------|----------------|-----------------|---------------|--|
| <i>Dedicated Tax Fund:</i> | | | | | |
| NYC Transit | \$11.5 | \$6.7 | \$4.7 | | |
| Commuter Railroads | 2.5 | 1.4 | 1.1 | | |
| Dedicated Tax Fund Subtotal | \$14.0 | \$8.1 | \$5.8 | 41.7% | Timing of debt service deposits. |
| <i>MTA Transportation Revenue:</i> | | | | | |
| NYC Transit | \$78.9 | \$114.2 | (\$35.3) | | |
| Commuter Railroads | 51.9 | 74.3 | (22.4) | | |
| MTA Bus | 2.1 | 1.0 | 1.1 | | |
| SIRTOA | 0.1 | 0.1 | 0.1 | | |
| MTA Transportation Revenue Subtotal | \$133.1 | \$189.6 | (\$56.5) | -42.5% | Timing of debt service deposits as partial prefunding of November 2018 debt service. Variance should reverse in November 2018. |
| <i>2 Broadway COPs:</i> | | | | | |
| NYC Transit | \$0.6 | \$0.3 | \$0.3 | | |
| Bridges & Tunnels | 0.1 | 0.1 | 0.0 | | |
| MTA HQ | 0.0 | 0.0 | 0.0 | | |
| Commuter Railroads | 0.2 | 0.1 | 0.1 | | |
| 2 Broadway COPs Subtotal | \$0.9 | \$0.5 | \$0.4 | 47.8% | |
| <i>TBTA General Resolution (2):</i> | | | | | |
| NYC Transit | \$16.7 | \$22.8 | (\$6.1) | | |
| Commuter Railroads | 7.6 | 10.3 | (2.7) | | |
| Bridges & Tunnels | 22.2 | 29.7 | (7.5) | | |
| TBTA General Resolution Subtotal | \$46.5 | \$62.7 | (\$16.3) | -35.1% | Timing of debt service deposits as partial prefunding of November 2018 debt service. Variance should reverse in November 2018. |
| <i>TBTA Subordinate (2):</i> | | | | | |
| NYC Transit | \$5.7 | \$7.7 | (\$1.9) | | |
| Commuter Railroads | 3.0 | 4.0 | (1.0) | | |
| Bridges & Tunnels | 1.4 | 1.9 | (0.5) | | |
| TBTA Subordinate Subtotal | \$10.2 | \$13.6 | (\$3.5) | -34.0% | Timing of debt service deposits as partial prefunding of November 2018 debt service. Variance should reverse in November 2018. |
| Total Debt Service | \$204.6 | \$274.6 | (\$70.0) | -34.2% | |
| <i>Debt Service by Agency:</i> | | | | | |
| NYC Transit | \$113.5 | \$151.7 | (\$38.3) | | |
| Commuter Railroads | 65.2 | 90.1 | (25.0) | | |
| MTA Bus | 2.1 | 1.0 | 1.1 | | |
| SIRTOA | 0.1 | 0.1 | 0.1 | | |
| Bridges & Tunnels | 23.7 | 31.7 | (8.0) | | |
| MTAHQ | 0.0 | 0.0 | 0.0 | | |
| Total Debt Service | \$204.6 | \$274.6 | (\$70.0) | -34.2% | |

Notes:

(1) Forecasted debt service is calculated based upon projected monthly deposits from available pledged revenues into debt service accounts. Actual payments to bondholders are made from the debt service accounts when due as required for each series of bonds and do not conform to this schedule.

(2) Generally, the calendarization of monthly debt service deposits is calculated by dividing projected annual debt service by 12. Month to month variations ("timing differences") on the existing debt portfolio can occur based upon, among other things, (a) for all bonds, the date when income from the securities in which the debt service accounts are invested becomes available varies, (b) for variable rate financings, differences between (i) the budgeted interest rate and the actual interest rate, (ii) projected interest payment dates to bondholders and actual interest payment dates to bondholders, and (iii) projected monthly funding dates for accrued debt service and actual funding dates, (c) for transactions with swaps, the difference between when MTA/TBTA funds debt service and the receipt of the corresponding swap payment by the counterparty, and difference between rates received and rates paid and (d) for commercial paper, the interest payment date is the date of the maturity of the commercial paper and the dealers set the term of the commercial paper from 1 to 270 days, which is not foreseeable at the time the annual debt service budgets are prepared.

(3) Debt service is allocated among Transit, Commuter, MTA Bus, and TBTA categories based on actual spending of bond proceeds for approved capital projects. Allocation of 2 Broadway COPs is based on occupancy.

Totals may not add due to rounding.

**METROPOLITAN TRANSPORTATION AUTHORITY
JULY FINANCIAL PLAN - Adopted Budget**

Debt Service

October 2018 Year-to-Date

(\$ in millions)

| | Mid-Year Forecast | Actual | Variance | % Var | Explanation |
|--|--------------------------|------------------|-----------------|--------------|----------------------------------|
| <i>Dedicated Tax Fund:</i> | | | | | |
| NYC Transit | \$274.6 | \$274.3 | \$0.3 | | |
| Commuter Railroads | 58.2 | 57.1 | 1.1 | | |
| Dedicated Tax Fund Subtotal | \$332.8 | \$331.4 | \$1.4 | 0.4% | Timing of debt service deposits. |
| <i>MTA Transportation Revenue:</i> | | | | | |
| NYC Transit | \$764.7 | \$804.2 | (\$39.6) | | |
| Commuter Railroads | 495.5 | 515.0 | (19.6) | | |
| MTA Bus | 14.4 | 8.0 | 6.4 | | |
| SIRTOA | 1.0 | 0.9 | 0.2 | | |
| MTA Transportation Revenue Subtotal | \$1,275.6 | \$1,328.1 | (\$52.5) | -4.1% | Timing of debt service deposits. |
| <i>2 Broadway COPs:</i> | | | | | |
| NYC Transit | \$5.0 | \$3.4 | \$1.6 | | |
| Bridges & Tunnels | 0.8 | 0.5 | 0.2 | | |
| MTA HQ | 0.0 | 0.0 | 0.0 | | |
| Commuter Railroads | 1.5 | 1.0 | 0.5 | | |
| 2 Broadway COPs Subtotal | \$7.3 | \$4.9 | \$2.4 | 32.3% | |
| <i>TBTA General Resolution (2):</i> | | | | | |
| NYC Transit | \$162.4 | \$167.4 | (\$5.0) | | |
| Commuter Railroads | 73.4 | 75.7 | (2.2) | | |
| Bridges & Tunnels | 213.2 | 217.7 | (4.5) | | |
| TBTA General Resolution Subtotal | \$449.1 | \$460.8 | (\$11.7) | -2.6% | |
| <i>TBTA Subordinate (2):</i> | | | | | |
| NYC Transit | \$58.1 | \$58.7 | (\$0.6) | | |
| Commuter Railroads | 29.0 | 29.3 | (0.3) | | |
| Bridges & Tunnels | 17.0 | 17.1 | (0.1) | | |
| TBTA Subordinate Subtotal | \$104.0 | \$105.0 | (\$1.0) | -1.0% | |
| Total Debt Service | \$2,168.8 | \$2,230.2 | (\$61.4) | -2.8% | |
| <i>Debt Service by Agency:</i> | | | | | |
| NYC Transit | \$1,264.8 | \$1,307.9 | (\$43.1) | | |
| Commuter Railroads | 657.6 | 678.1 | (20.5) | | |
| MTA Bus | 14.4 | 8.0 | 6.4 | | |
| SIRTOA | 1.0 | 0.9 | 0.2 | | |
| Bridges & Tunnels | 230.9 | 235.3 | (4.4) | | |
| MTAHQ | 0.0 | 0.0 | 0.0 | | |
| Total Debt Service | \$2,168.8 | \$2,230.2 | (\$61.4) | -2.8% | |

Notes:

(1) Forecasted debt service is calculated based upon projected monthly deposits from available pledged revenues into debt service accounts. Actual payments to bondholders are made from the debt service accounts when due as required for each series of bonds and do not conform to this schedule.

(2) Generally, the calendarization of monthly debt service deposits is calculated by dividing projected annual debt service by 12. Month to month variations ("timing differences") on the existing debt portfolio can occur based upon, among other things, (a) for all bonds, the date when income from the securities in which the debt service accounts are invested becomes available varies, (b) for variable rate financings, differences between (i) the budgeted interest rate and the actual interest rate, (ii) projected interest payment dates to bondholders and actual interest payment dates to bondholders, and (iii) projected monthly funding dates for accrued debt service and actual funding dates, (c) for transactions with swaps, the difference between when MTA/TBTA funds debt service and the receipt of the corresponding swap payment by the counterparty, and difference between rates received and rates paid and (d) for commercial paper, the interest payment date is the date of the maturity of the commercial paper and the dealers set the term of the commercial paper from 1 to 270 days, which is not foreseeable at the time the annual debt service budgets are prepared.

(3) Debt service is allocated among Transit, Commuter, MTA Bus, and TBTA categories based on actual spending of bond proceeds for approved capital projects. Allocation of 2 Broadway COPs is based on occupancy.

Totals may not add due to rounding.

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

| Issue | | TRB 2005E-1 | TRB 2005E-2 | TRB 2005E-3 | TRB 2005D-1 | TRB 2002G-1g | | | | | |
|-----------------------|-------|-------------|-----------------|-------------|-----------------|--------------|-----------------|-----------------|-----------------|-------|-----------------|
| Remarketing Agent | | PNC Capital | BofA Merrill | PNC Capital | BofA Merrill | Goldman | | | | | |
| Liquidity Provider | | PNC | BofA Merrill | PNC | Helaba | TD Bank | | | | | |
| Liquidity/Insurer | | LoC | LoC | LoC | LoC | LoC | | | | | |
| Par Outstanding (\$m) | | 95.18 | 71.39 | 71.39 | 137.18 | 42.55 | | | | | |
| Swap Notional (\$m) | | 57.11 | 42.83 | 42.83 | 137.18 | 38.25 | | | | | |
| Date | SIFMA | Rate | Spread to SIFMA | Rate | Spread to SIFMA | Rate | Spread to SIFMA | Rate | Spread to SIFMA | Rate | Spread to SIFMA |
| 9/26/2018 | 1.56% | 1.56% | 0.00% | 1.52% | -0.04% | 1.56% | 0.00% | 1.61% | 0.05% | 1.52% | -0.04% |
| 10/3/2018 | 1.53% | 1.51% | -0.02% | 1.51% | -0.02% | 1.51% | -0.02% | 1.60% | 0.07% | 1.50% | -0.03% |
| 10/10/2018 | 1.53% | 1.55% | 0.02% | 1.50% | -0.03% | 1.55% | 0.02% | 1.59% | 0.06% | 1.49% | -0.04% |
| 10/17/2018 | 1.57% | 1.57% | 0.00% | 1.58% | 0.01% | 1.57% | 0.00% | 1.63% | 0.06% | 1.53% | -0.04% |
| 10/24/2018 | 1.60% | 1.60% | 0.00% | 1.60% | 0.00% | 1.60% | 0.00% | 1.62% | 0.02% | 1.56% | -0.04% |
| 10/31/2018 | 1.61% | 1.63% | 0.02% | 1.58% | -0.03% | 1.63% | 0.02% | Now a LIBOR FRN | | 1.56% | -0.05% |

Transportation Revenue Bonds

Dedicated Tax Fund Bonds

| Issue | | TRB 2012G-2 | TRB 2015E-4 | DTF 2002B-1 | | | |
|-----------------------|-------|---------------|-----------------|------------------|-----------------|-------|-----------------|
| Remarketing Agent | | TD Securities | PNC Capital | US Bank | | | |
| Liquidity Provider | | TD Bank | PNC | Tokyo Mitsubishi | | | |
| Liquidity/Insurer | | LoC | LoC | LoC | | | |
| Par Outstanding (\$m) | | 125.00 | 70.35 | 150.00 | | | |
| Swap Notional (\$m) | | 125.00 | None | None | | | |
| Date | SIFMA | Rate | Spread to SIFMA | Rate | Spread to SIFMA | Rate | Spread to SIFMA |
| 9/26/2018 | 1.56% | 1.55% | -0.01% | 1.56% | 0.00% | 1.55% | -0.01% |
| 10/3/2018 | 1.53% | 1.48% | -0.05% | 1.51% | -0.02% | 1.51% | -0.02% |
| 10/10/2018 | 1.53% | 1.50% | -0.03% | 1.55% | 0.02% | 1.53% | 0.00% |
| 10/17/2018 | 1.57% | 1.59% | 0.02% | 1.57% | 0.00% | 1.57% | 0.00% |
| 10/24/2018 | 1.60% | 1.60% | 0.00% | 1.60% | 0.00% | 1.60% | 0.00% |
| 10/31/2018 | 1.61% | 1.60% | -0.01% | 1.63% | 0.02% | 1.60% | -0.01% |

TBTA General Revenue Bonds

| Issue | | TBTA 2005A | TBTA SUB 2013D-2a | TBTA SUB 2013D-2b | | | |
|-----------------------|-------|---------------|-------------------|-------------------|-----------------|-------|-----------------|
| Remarketing Agent | | TD Securities | BofA Merrill | BofA Merrill | | | |
| Liquidity Provider | | TD Bank | BofA Merrill | BofA Merrill | | | |
| Liquidity/Insurer | | LoC | LoC (Taxable) | LoC (Taxable) | | | |
| Par Outstanding (\$m) | | 110.71 | 58.02 | 90.45 | | | |
| Swap Notional (\$m) | | 22.65 | None | None | | | |
| Outstanding (\$m) | SIFMA | Rate | Spread to SIFMA | Rate | Spread to SIFMA | Rate | Spread to SIFMA |
| 9/25/2018 | 1.56% | 1.53% | -0.03% | 2.17% | 0.61% | 2.17% | 0.61% |
| 10/2/2018 | 1.53% | 1.48% | -0.05% | 2.21% | 0.68% | 2.21% | 0.68% |
| 10/9/2018 | 1.53% | 1.51% | -0.02% | 2.19% | 0.66% | 2.19% | 0.66% |
| 10/16/2018 | 1.57% | 1.57% | 0.00% | 2.18% | 0.61% | 2.18% | 0.61% |
| 10/23/2018 | 1.60% | 1.58% | -0.02% | 2.19% | 0.59% | 2.19% | 0.59% |
| 10/30/2018 | 1.61% | 1.60% | -0.01% | 2.21% | 0.60% | 2.21% | 0.60% |

Report Date 11/2/2018

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

Transportation Revenue Bonds

| Issue | | TRB 2012A-2 | TRB 2012A-3 | TRB 2014D-2 | TRB 2015A-2 | | | | |
|-----------------------|-------|-------------|-----------------|-------------|-----------------|-------|-----------------|-------|-----------------|
| Remarketing Agent | | N/A | N/A | N/A | N/A | | | | |
| Initial Purchase Date | | 06/01/19 | 04/01/19 | 11/15/2022 | 6/1/2020 | | | | |
| Liquidity/Insurer | | None | None | None | None | | | | |
| Par Outstanding (\$m) | | 50.00 | 50.00 | 165.00 | 250.00 | | | | |
| Swap Notional (\$m) | | None | None | None | None | | | | |
| Date | SIFMA | Rate | Spread to SIFMA | Rate | Spread to SIFMA | Rate | Spread to SIFMA | Rate | Spread to SIFMA |
| 9/26/2018 | 1.56% | 2.14% | 0.58% | 2.06% | 0.50% | 2.01% | 0.45% | 2.14% | 0.58% |
| 10/3/2018 | 1.53% | 2.11% | 0.58% | 2.03% | 0.50% | 1.98% | 0.45% | 2.11% | 0.58% |
| 10/10/2018 | 1.53% | 2.11% | 0.58% | 2.03% | 0.50% | 1.98% | 0.45% | 2.11% | 0.58% |
| 10/17/2018 | 1.57% | 2.15% | 0.58% | 2.07% | 0.50% | 2.02% | 0.45% | 2.15% | 0.58% |
| 10/24/2018 | 1.60% | 2.18% | 0.58% | 2.10% | 0.50% | 2.05% | 0.45% | 2.18% | 0.58% |
| 10/31/2018 | 1.61% | 2.19% | 0.58% | 2.11% | 0.50% | 2.06% | 0.45% | 2.19% | 0.58% |

Dedicated Tax Fund Bonds

| Issue | | DTF 2002B-3b | DTF 2002B-3c | DTF 2002B-3d | | | |
|-----------------------|-------|--------------|-----------------|--------------|-----------------|-------|-----------------|
| Remarketing Agent | | N/A | N/A | N/A | | | |
| Initial Purchase Date | | 11/01/18 | 11/01/19 | 11/01/20 | | | |
| Liquidity/Insurer | | None | None | None | | | |
| Par Outstanding (\$m) | | 48.60 | 50.70 | 15.90 | | | |
| Swap Notional (\$m) | | None | None | None | | | |
| Date | SIFMA | Rate | Spread to SIFMA | Rate | Spread to SIFMA | Rate | Spread to SIFMA |
| 9/26/2018 | 1.56% | 2.46% | 0.90% | 2.51% | 0.95% | 2.56% | 1.00% |
| 10/3/2018 | 1.53% | 2.43% | 0.90% | 2.48% | 0.95% | 2.53% | 1.00% |
| 10/10/2018 | 1.53% | 2.43% | 0.90% | 2.48% | 0.95% | 2.53% | 1.00% |
| 10/17/2018 | 1.57% | 2.47% | 0.90% | 2.52% | 0.95% | 2.57% | 1.00% |
| 10/24/2018 | 1.60% | 2.50% | 0.90% | 2.55% | 0.95% | 2.60% | 1.00% |
| 10/31/2018 | 1.61% | 2.51% | 0.90% | 2.56% | 0.95% | 2.61% | 1.00% |

| Issue | | DTF 2008A-2a | DTF 2008A-2b | DTF 2008B-3c | | | |
|-----------------------|-------|--------------|-----------------|--------------|-----------------|-------|-----------------|
| Remarketing Agent | | N/A | N/A | N/A | | | |
| Initial Purchase Date | | 06/01/22 | 11/01/19 | 11/01/19 | | | |
| Liquidity/Insurer | | None | None | None | | | |
| Par Outstanding (\$m) | | 81.37 | 84.86 | 44.74 | | | |
| Swap Notional (\$m) | | 79.96 | 83.47 | None | | | |
| Date | SIFMA | Rate | Spread to SIFMA | Rate | Spread to SIFMA | Rate | Spread to SIFMA |
| 9/26/2018 | 1.56% | 2.01% | 0.45% | 2.14% | 0.58% | 2.01% | 0.45% |
| 10/3/2018 | 1.53% | 1.98% | 0.45% | 2.11% | 0.58% | 1.98% | 0.45% |
| 10/10/2018 | 1.53% | 1.98% | 0.45% | 2.11% | 0.58% | 1.98% | 0.45% |
| 10/17/2018 | 1.57% | 2.02% | 0.45% | 2.15% | 0.58% | 2.02% | 0.45% |
| 10/24/2018 | 1.60% | 2.05% | 0.45% | 2.18% | 0.58% | 2.05% | 0.45% |
| 10/31/2018 | 1.61% | 2.06% | 0.45% | 2.19% | 0.58% | 2.06% | 0.45% |

TBTA General Revenue Bonds

| Issue | | TBTA SUB 2000ABCD-5 | |
|-----------------------|-------|---------------------|-----------------|
| Remarketing Agent | | N/A | |
| Initial Purchase Date | | 1/1/2019 | |
| Liquidity/Insurer | | None | |
| Par Outstanding (\$m) | | 18.85 | |
| Swap Notional (\$m) | | 11.15 | |
| Date | SIFMA | Rate | Spread to SIFMA |
| 9/26/2018 | 1.56% | 2.00% | 0.44% |
| 10/3/2018 | 1.53% | 1.97% | 0.44% |
| 10/10/2018 | 1.53% | 1.97% | 0.44% |
| 10/17/2018 | 1.57% | 2.01% | 0.44% |
| 10/24/2018 | 1.60% | 2.04% | 0.44% |
| 10/31/2018 | 1.61% | 2.05% | 0.44% |

Report Date 11/2/2018

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

Transportation Revenue Bonds

| Issue | | TRB 2002D-2a-1 | TRB 2002D-2a-2 | TRB 2002D-2b | | | |
|-----------------------|-----------------|----------------|--------------------|--------------|--------------------|-------|--------------------|
| Remarketing Agent | | N/A | N/A | N/A | | | |
| Initial Purchase Date | | 4/6/2020 | 4/6/2021 | 4/1/2021 | | | |
| Liquidity/Insurer | | None | None | None | | | |
| Par Outstanding (\$m) | | 50.00 | 50.00 | 100.00 | | | |
| Swap Notional (\$m) | | 50.00 | 50.00 | 100.00 | | | |
| Date | 69% of 1M LIBOR | Rate | Spread to 1M LIBOR | Rate | Spread to 1M LIBOR | Rate | Spread to 1M LIBOR |
| 9/26/2018 | 1.46% | 2.03% | 0.57% | 2.14% | 0.68% | 1.76% | 0.30% |
| 10/3/2018 | 1.56% | 2.13% | 0.57% | 2.24% | 0.68% | 1.86% | 0.30% |
| 10/10/2018 | 1.56% | 2.13% | 0.57% | 2.24% | 0.68% | 1.86% | 0.30% |
| 10/17/2018 | 1.56% | 2.13% | 0.57% | 2.24% | 0.68% | 1.86% | 0.30% |
| 10/24/2018 | 1.56% | 2.13% | 0.57% | 2.24% | 0.68% | 1.86% | 0.30% |
| 10/31/2018 | 1.56% | 2.13% | 0.57% | 2.24% | 0.68% | 1.86% | 0.30% |

| Issue | | TRB 2002G-1f | TRB 2002G-1h | TRB 2005D-1 | TRB 2011B | | | | |
|-----------------------|-----------------|--------------|--------------------|-------------|--------------------|--------------------|--------------------|-------|--------------------|
| Remarketing Agent | | N/A | N/A | N/A | N/A | | | | |
| Initial Purchase Date | | 7/1/2021 | 2/1/2022 | 7/1/2021 | 11/1/2022 | | | | |
| Liquidity/Insurer | | None | None | None | None | | | | |
| Par Outstanding (\$m) | | 38.27 | 56.89 | 137.18 | 99.56 | | | | |
| Swap Notional (\$m) | | 38.27 | 51.14 | 137.18 | 69.59 | | | | |
| Date | 67% of 1M LIBOR | Rate | Spread to 1M LIBOR | Rate | Spread to 1M LIBOR | Rate | Spread to 1M LIBOR | Rate | Spread to 1M LIBOR |
| 9/26/2018 | 1.42% | 1.90% | 0.48% | 2.24% | 0.82% | WAS IN WEEKLY MODE | | 1.97% | 0.55% |
| 10/3/2018 | 1.51% | 1.99% | 0.48% | 2.33% | 0.82% | | 2.06% | 0.55% | |
| 10/10/2018 | 1.51% | 1.99% | 0.48% | 2.33% | 0.82% | | 2.06% | 0.55% | |
| 10/17/2018 | 1.51% | 1.99% | 0.48% | 2.33% | 0.82% | | 2.06% | 0.55% | |
| 10/24/2018 | 1.51% | 1.99% | 0.48% | 2.33% | 0.82% | | 2.06% | 0.55% | |
| 10/31/2018 | 1.51% | 2.16% | 0.65% | 2.33% | 0.82% | 2.16% | 0.65% | 2.06% | 0.55% |

| Issue | | TRB 2012G-1 | TRB 2012G-3 | TRB 2012G-4 | | | |
|-----------------------|-----------------|-------------|--------------------|-------------|--------------------|-------|--------------------|
| Remarketing Agent | | N/A | N/A | N/A | | | |
| Initial Purchase Date | | 11/1/2019 | 2/1/2020 | 11/1/2022 | | | |
| Liquidity/Insurer | | None | None | None | | | |
| Par Outstanding (\$m) | | 84.45 | 75.00 | 72.70 | | | |
| Swap Notional (\$m) | | 84.45 | 75.00 | 72.70 | | | |
| Date | 67% of 1M LIBOR | Rate | Spread to 1M LIBOR | Rate | Spread to 1M LIBOR | Rate | Spread to 1M LIBOR |
| 9/26/2018 | 1.42% | 1.72% | 0.30% | 2.12% | 0.70% | 1.97% | 0.55% |
| 10/3/2018 | 1.51% | 1.81% | 0.30% | 2.21% | 0.70% | 2.06% | 0.55% |
| 10/10/2018 | 1.51% | 1.81% | 0.30% | 2.21% | 0.70% | 2.06% | 0.55% |
| 10/17/2018 | 1.51% | 1.81% | 0.30% | 2.21% | 0.70% | 2.06% | 0.55% |
| 10/24/2018 | 1.51% | 1.81% | 0.30% | 2.21% | 0.70% | 2.06% | 0.55% |
| 10/31/2018 | 1.51% | 1.81% | 0.30% | 2.21% | 0.70% | 2.06% | 0.55% |

TBTA General Revenue Bonds

| Issue | | TBTA 2005B-4a | TBTA 2005B-4c | TBTA 2005B-4d | | | |
|-----------------------|-----------------|---------------|--------------------|---------------|--------------------|-------|--------------------|
| Remarketing Agent | | N/A | N/A | N/A | | | |
| Initial Purchase Date | | 2/1/2021 | 2/1/2019 | 12/1/2018 | | | |
| Liquidity/Insurer | | None | None | None | | | |
| Par Outstanding (\$m) | | 107.80 | 38.70 | 43.80 | | | |
| Swap Notional (\$m) | | 107.80 | 38.70 | 43.80 | | | |
| Date | 67% of 1M LIBOR | Rate | Spread to 1M LIBOR | Rate | Spread to 1M LIBOR | Rate | Spread to 1M LIBOR |
| 9/26/2018 | 1.42% | 2.12% | 0.70% | 1.82% | 0.40% | 2.00% | 0.58% |
| 10/3/2018 | 1.51% | 2.21% | 0.70% | 1.91% | 0.40% | 2.09% | 0.58% |
| 10/10/2018 | 1.51% | 2.21% | 0.70% | 1.91% | 0.40% | 2.09% | 0.58% |
| 10/17/2018 | 1.51% | 2.21% | 0.70% | 1.91% | 0.40% | 2.09% | 0.58% |
| 10/24/2018 | 1.51% | 2.21% | 0.70% | 1.91% | 0.40% | 2.09% | 0.58% |
| 10/31/2018 | 1.51% | 2.21% | 0.70% | 1.91% | 0.40% | 2.09% | 0.58% |

| Issue | | TBTA 2003B-2 | TBTA 2008B-2 | | |
|-----------------------|-----------------|--------------|--------------------|-------|--------------------|
| Remarketing Agent | | N/A | NA | | |
| Initial Purchase Date | | 12/3/2019 | 11/15/2021 | | |
| Liquidity/Insurer | | None | None | | |
| Par Outstanding (\$m) | | 46.05 | 63.65 | | |
| Swap Notional (\$m) | | 18.75 | None | | |
| Date | 67% of 1M LIBOR | Rate | Spread to 1M LIBOR | Rate | Spread to 1M LIBOR |
| 9/26/2018 | 1.42% | 1.77% | 0.35% | 1.92% | 0.50% |
| 10/3/2018 | 1.51% | 1.86% | 0.35% | 2.01% | 0.50% |
| 10/10/2018 | 1.51% | 1.86% | 0.35% | 2.01% | 0.50% |
| 10/17/2018 | 1.51% | 1.86% | 0.35% | 2.01% | 0.50% |
| 10/24/2018 | 1.51% | 1.86% | 0.35% | 2.01% | 0.50% |
| 10/31/2018 | 1.51% | 1.86% | 0.35% | 2.01% | 0.50% |

Report Date 11/2/2018

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

Transportation Revenue Bonds

TBTA General Revenue Bonds

| Issue | | TRB 2005D-2 | TRB 2015E-1 | TRB 2015E-3 | TBTA 2001C | | | | |
|-----------------------|-------|----------------|-----------------|--------------|-----------------|-------|-----------------|-------|-----------------|
| Dealer | | Morgan Stanley | US Bancorp | BofA Merrill | Goldman | | | | |
| Liquidity Provider | | Helaba | US Bank | BofA Merrill | State Street | | | | |
| Type of Liquidity | | LoC | LoC | LoC | LoC | | | | |
| Par Outstanding (\$m) | | 95.18 | 72.43 | 154.85 | 107.28 | | | | |
| Swap Notional (\$m) | | 95.18 | None | None | 40.28 | | | | |
| Date | SIFMA | Rate | Spread to SIFMA | Rate | Spread to SIFMA | Rate | Spread to SIFMA | Rate | Spread to SIFMA |
| 10/24/2018 | 1.60% | 1.60% | 0.00% | 1.52% | -0.08% | 1.59% | -0.01% | 1.58% | -0.02% |
| 10/25/2018 | 1.60% | 1.60% | 0.00% | 1.59% | -0.01% | 1.59% | -0.01% | 1.60% | 0.00% |
| 10/26/2018 | 1.60% | 1.62% | 0.02% | 1.61% | 0.01% | 1.59% | -0.01% | 1.59% | -0.01% |
| 10/27/2018 | 1.60% | 1.62% | 0.02% | 1.61% | 0.01% | 1.59% | -0.01% | 1.59% | -0.01% |
| 10/28/2018 | 1.60% | 1.62% | 0.02% | 1.61% | 0.01% | 1.59% | -0.01% | 1.59% | -0.01% |
| 10/29/2018 | 1.60% | 1.61% | 0.01% | 1.63% | 0.03% | 1.66% | 0.06% | 1.60% | 0.00% |
| 10/30/2018 | 1.60% | 1.62% | 0.02% | 1.63% | 0.03% | 1.67% | 0.07% | 1.62% | 0.02% |
| 10/31/2018 | 1.61% | 1.66% | 0.05% | 1.66% | 0.05% | 1.70% | 0.09% | 1.64% | 0.03% |
| 11/1/2018 | 1.61% | 1.68% | 0.07% | 1.62% | 0.01% | 1.62% | 0.01% | 1.62% | 0.01% |
| 11/2/2018 | 1.61% | 1.66% | 0.05% | 1.60% | -0.01% | 1.55% | -0.06% | 1.58% | -0.03% |

TBTA General Revenue Bonds

Dedicated Tax Fund Bonds

| Issue | | TBTA 2002F | TBTA 2003B-1 | TBTA 2005B-2 | TBTA 2005B-3 | DTF 2008A-1 | | | | | |
|-----------------------|-------|------------|-----------------|--------------|-----------------|---------------|-----------------|-------|-----------------|-------|-----------------|
| Dealer | | Citigroup | BofA Merrill | Citigroup | Jefferies | TD Securities | | | | | |
| Liquidity Provider | | Citibank | BofA Merrill | Citibank | State Street | TD Bank | | | | | |
| Type of Liquidity | | LoC | LoC | LoC | LoC | LoC | | | | | |
| Par Outstanding (\$m) | | 163.00 | 122.64 | 190.30 | 190.30 | 166.23 | | | | | |
| Swap Notional (\$m) | | 163.00 | 122.64 | 190.30 | 190.30 | 163.43 | | | | | |
| Date | SIFMA | Rate | Spread to SIFMA | Rate | Spread to SIFMA | Rate | Spread to SIFMA | Rate | Spread to SIFMA | Rate | Spread to SIFMA |
| 10/24/2018 | 1.60% | 1.61% | 0.01% | 1.59% | -0.01% | 1.58% | -0.02% | 1.62% | 0.02% | 1.59% | -0.01% |
| 10/25/2018 | 1.60% | 1.61% | 0.01% | 1.59% | -0.01% | 1.58% | -0.02% | 1.62% | 0.02% | 1.59% | -0.01% |
| 10/26/2018 | 1.60% | 1.64% | 0.04% | 1.58% | -0.02% | 1.59% | -0.01% | 1.62% | 0.02% | 1.60% | 0.00% |
| 10/27/2018 | 1.60% | 1.64% | 0.04% | 1.58% | -0.02% | 1.59% | -0.01% | 1.62% | 0.02% | 1.60% | 0.00% |
| 10/28/2018 | 1.60% | 1.64% | 0.04% | 1.58% | -0.02% | 1.59% | -0.01% | 1.62% | 0.02% | 1.60% | 0.00% |
| 10/29/2018 | 1.60% | 1.64% | 0.04% | 1.65% | 0.05% | 1.60% | 0.00% | 1.62% | 0.02% | 1.61% | 0.01% |
| 10/30/2018 | 1.60% | 1.64% | 0.04% | 1.66% | 0.06% | 1.61% | 0.01% | 1.64% | 0.04% | 1.63% | 0.03% |
| 10/31/2018 | 1.61% | 1.65% | 0.04% | 1.69% | 0.08% | 1.62% | 0.01% | 1.67% | 0.06% | 1.65% | 0.04% |
| 11/1/2018 | 1.61% | 1.65% | 0.04% | 1.61% | 0.00% | 1.62% | 0.01% | 1.63% | 0.02% | 1.60% | -0.01% |
| 11/2/2018 | 1.61% | 1.65% | 0.04% | 1.54% | -0.07% | 1.55% | -0.06% | 1.60% | -0.01% | 1.58% | -0.03% |

Report Date 11/2/2018

**METROPOLITAN TRANSPORTATION AUTHORITY
VARIABLE RATE: TERM RATE MODE (SOFR)
RATE RESETS REPORT (Trailing 10 Days)**

TBTA General Revenue Bonds

| Issue | | TBTA 2001B | | TBTA 2018D | |
|-----------------------|-------------|------------|-------|------------|-------|
| Dealer | | U.S. Bank | | U.S. Bank | |
| Liquidity Provider | | None | | None | |
| Type of Liquidity | | FRN | | FRN | |
| Par Outstanding (\$m) | | 107.28 | | 125.00 | |
| Swap Notional (\$m) | | None | | None | |
| Date | 67% of SOFR | Spread to | | Spread to | |
| | | Rate | SOFR | Rate | SIFMA |
| 10/24/2018 | 1.46% | 1.89% | 0.43% | 1.96% | 0.50% |
| 10/25/2018 | 1.47% | 1.90% | 0.43% | 1.97% | 0.50% |
| 10/26/2018 | 1.47% | 1.90% | 0.43% | 1.97% | 0.50% |
| 10/27/2018 | 1.47% | 1.90% | 0.43% | 1.97% | 0.50% |
| 10/28/2018 | 1.47% | 1.90% | 0.43% | 1.97% | 0.50% |
| 10/29/2018 | 1.46% | 1.89% | 0.43% | 1.96% | 0.50% |
| 10/30/2018 | 1.46% | 1.89% | 0.43% | 1.96% | 0.50% |
| 10/31/2018 | 1.46% | 1.89% | 0.43% | 1.96% | 0.50% |
| 11/1/2018 | 1.49% | 1.92% | 0.43% | 1.99% | 0.50% |
| 11/2/2018 | 1.49% | 1.92% | 0.43% | 1.99% | 0.50% |

Report Date 11/2/2018

MTA DEBT OUTSTANDING (\$ in Millions)

11/2/2018

| Type of Credit | Underlying Ratings (Moody's / S&P / Fitch / Kroll) | BPA Sale Date | Series Original Final Maturity | Principal Iss. Amount | Outstanding | | | Total Outstanding | TIC ¹ | Notes |
|---|---|------------------|-----------------------------------|--------------------------|-----------------|--------------------|------------------------------|----------------------|------------------|-------|
| | | | | | Fixed Amount | Variable Amount | Synthetic Fixed Amount | | | |
| MTA Transportation Revenue Bonds (A1/A/AA-/AA+) | 2002D | 5/30/02 | 11/1/2032 | 400.000 | 174.725 | - | 200.000 | 374.725 | 4.39 | |
| | 2002G | 11/20/02 | 11/1/2026 | 400.000 | - | - | 127.660 | 127.660 | 4.17 | |
| | 2003A | 5/14/03 | 11/15/2032 | 475.340 | 86.330 | - | - | 86.330 | 4.49 | |
| | 2003B | 8/13/03 | 11/15/2032 | 751.765 | 71.080 | - | - | 71.080 | 5.10 | |
| | 2005A | 2/15/05 | 11/15/2035 | 650.000 | 13.375 | - | - | 13.375 | 4.76 | |
| | 2005B | 7/1/05 | 11/15/2035 | 750.000 | 163.685 | - | - | 163.685 | 4.80 | |
| | 2005D | 11/2/05 | 11/1/2035 | 250.000 | - | - | 228.650 | 228.650 | 4.39 | |
| | 2005E | 11/2/05 | 11/1/2035 | 250.000 | - | 91.465 | 137.210 | 228.675 | 3.26 | |
| | 2005G | 12/7/05 | 11/1/2026 | 250.000 | 59.200 | - | - | 59.200 | 4.34 | |
| | 2006B | 12/20/06 | 11/15/2036 | 717.730 | 72.645 | - | - | 72.645 | 4.52 | |
| | 2008A | 2/21/08 | 11/15/2038 | 512.470 | 25.335 | - | - | 25.335 | 4.91 | |
| | 2008B | 2/21/08 | 11/15/2030 | 487.530 | 227.410 | - | - | 227.410 | 3.10 | |
| | 2008C | 10/23/08 | 11/15/2028 | 550.000 | 22.210 | - | - | 22.210 | 6.68 | |
| | 2009A | 10/15/09 | 11/15/2039 | 502.320 | 407.110 | - | - | 407.110 | 3.79 | |
| | 2010A | 1/13/10 | 11/15/2039 | 363.945 | 363.945 | - | - | 363.945 | 4.44 | |
| | 2010B | 2/11/10 | 11/15/2039 | 656.975 | 607.830 | - | - | 607.830 | 4.29 | |
| | 2010C | 7/7/10 | 11/15/2040 | 510.485 | 446.095 | - | - | 446.095 | 4.27 | |
| | 2010D | 12/7/10 | 11/15/2040 | 754.305 | 50.235 | - | - | 50.235 | 5.15 | |
| | 2010E | 12/29/10 | 11/15/2040 | 750.000 | 750.000 | - | - | 750.000 | 4.57 | |
| | 2011A | 7/20/11 | 11/15/2046 | 400.440 | 24.050 | - | - | 24.050 | 4.95 | |
| | 2011B | 9/14/11 | 11/1/2041 | 99.560 | - | 29.970 | 69.590 | 99.560 | 3.01 | |
| | 2011C | 11/10/11 | 11/15/2028 | 197.950 | 129.755 | - | - | 129.755 | 3.99 | |
| | 2011D | 12/7/11 | 11/15/2046 | 480.165 | 54.815 | - | - | 54.815 | 4.57 | |
| | 2012A | 3/15/12 | 11/15/2042 | 150.000 | 50.000 | 100.000 | - | 150.000 | 1.96 | |
| | 2012B | 3/15/12 | 11/15/2039 | 250.000 | 202.835 | - | - | 202.835 | 3.85 | |
| | 2012C | 5/3/12 | 11/15/2047 | 727.430 | 410.555 | - | - | 410.555 | 4.22 | |
| | 2012D | 8/20/12 | 11/15/2032 | 1,263.365 | 871.380 | - | - | 871.380 | 3.51 | |
| | 2012E | 7/20/12 | 11/15/2042 | 650.000 | 313.470 | - | - | 313.470 | 3.91 | |
| | 2012F | 9/28/12 | 11/15/2030 | 1,268.445 | 998.360 | - | - | 998.360 | 3.17 | |
| | 2012G | 11/13/12 | 11/1/2032 | 359.450 | - | - | 356.775 | 356.775 | 4.13 | |
| | 2012H | 11/15/12 | 11/15/2042 | 350.000 | 221.050 | - | - | 221.050 | 3.70 | |
| | 2013A | 1/24/13 | 11/15/2043 | 500.000 | 291.335 | - | - | 291.335 | 3.79 | |
| | 2013B | 4/2/13 | 11/15/2043 | 500.000 | 310.030 | - | - | 310.030 | 4.08 | |
| | 2013C | 6/11/13 | 11/15/2043 | 500.000 | 313.115 | - | - | 313.115 | 4.25 | |
| | 2013D | 7/11/13 | 11/15/2043 | 333.790 | 202.065 | - | - | 202.065 | 4.63 | |
| | 2013E | 11/15/13 | 11/15/2043 | 500.000 | 342.630 | - | - | 342.630 | 4.64 | |
| | 2014A | 2/28/14 | 11/15/2044 | 400.000 | 230.960 | - | - | 230.960 | 4.31 | |
| | 2014B | 4/17/14 | 11/15/2044 | 500.000 | 406.080 | - | - | 406.080 | 4.38 | |
| | 2014C | 6/26/2014 | 11/15/2036 | 500.000 | 361.285 | - | - | 361.285 | 3.32 | |
| | 2014D | 11/4/2014 | 11/15/2044 | 500.000 | 295.455 | 165.000 | - | 460.455 | 3.08 | |
| | 2015A | 1/22/2015 | 11/15/2045 | 850.000 | 555.780 | 250.000 | - | 805.780 | 2.94 | |
| | 2015B | 3/19/2015 | 11/15/2055 | 275.055 | 260.380 | - | - | 260.380 | 4.29 | |
| 2015C | 8/18/2015 | 11/15/2035 | 550.000 | 550.000 | - | - | 550.000 | 3.68 | | |
| 2015D | 9/17/2015 | 11/15/2035 | 407.695 | 407.695 | - | - | 407.695 | 3.61 | | |
| 2015E | 9/10/2015 | 11/15/2050 | 650.000 | - | 496.190 | - | 496.190 | 1.32 | | |
| 2015F | 12/17/2015 | 11/15/2036 | 330.430 | 320.195 | - | - | 320.195 | 3.21 | | |
| 2016A | 2/25/2016 | 11/15/2056 | 782.520 | 763.945 | - | - | 763.945 | 3.54 | | |
| 2016B | 6/30/2016 | 11/15/2037 | 673.990 | 673.990 | - | - | 673.990 | 2.90 | | |
| 2016C | 7/28/2016 | 11/15/2056 | 863.860 | 859.010 | - | - | 859.010 | 3.52 | | |
| 2015X-1 (RRIF LOAN - PTC) | 9/20/2016 | 11/15/2037 | 146.472 | 146.472 | - | - | 146.472 | 2.38 | | |
| 2016D | 10/26/2016 | 11/15/2035 | 645.655 | 623.970 | - | - | 623.970 | 2.87 | | |
| 2017A | 3/16/2017 | 11/15/2057 | 325.585 | 323.855 | - | - | 323.855 | 3.78 | | |
| 2017B | 9/28/2017 | 11/15/2028 | 662.025 | 662.025 | - | - | 662.025 | 1.98 | | |
| 2017C BANS | 10/25/2017 | 5/15/2019 | 1,000.000 | 1,000.000 | - | - | 1,000.000 | 1.15 | | |
| 2017C | 12/14/2017 | 11/15/2040 | 2,021.462 | 2,172.935 | - | - | 2,172.935 | 3.12 | | |
| 2017D | 12/21/2017 | 11/15/2047 | 643.095 | 643.095 | - | - | 643.095 | 3.51 | | |
| 2018A BANS | 1/23/2018 | 8/15/2019 | 500.000 | 500.000 | - | - | 500.000 | 1.74 | | |
| 2018A | 1/23/2018 | 11/15/2048 | 472.310 | 472.310 | - | - | 472.310 | 1.91 | | |
| 2018B BANS | 6/19/2018 | 5/15/2021 | 1,600.000 | 1,600.000 | - | - | 1,600.000 | 1.95 | | |
| 2018B | 8/23/2018 | 11/15/2028 | 207.220 | 207.220 | - | - | 207.220 | 2.71 | | |
| 2018C BANS | 10/10/2018 | 9/1/2021 | 900.000 | 900.000 | - | - | 900.000 | 2.29 | | |
| Total | | | | 34,920.834 | 23,213.312 | 1,132.625 | 1,119.885 | 25,465.822 | 3.24 | |
| | | | | | | | | | WATIC | |
| TBTA General Revenue Bonds (Aa3/AA-/AA-/AA) | 2001B | 12/19/01 | 1/1/2032 | 148.200 | - | 107.280 | - | 107.280 | 1.62 | |
| | 2001C | 12/1/01 | 1/1/2032 | 148.200 | - | 67.000 | 40.275 | 107.275 | 2.76 | |
| | 2002F | 11/13/02 | 11/1/2032 | 246.480 | - | - | 162.995 | 162.995 | 3.59 | |
| | 2003B | 12/10/03 | 1/1/2033 | 250.000 | - | 149.940 | 18.745 | 168.685 | 1.93 | |
| | 2005A | 5/11/05 | 11/1/2035 | 150.000 | - | 83.845 | 22.650 | 106.495 | 2.41 | |
| | 2005B | 7/7/05 | 1/1/2032 | 800.000 | - | - | 570.900 | 570.900 | 3.88 | |
| 2008A | 3/27/08 | 11/15/2038 | 822.770 | 24.165 | - | - | 24.165 | 4.93 | | |

MTA DEBT OUTSTANDING (\$ in Millions)

11/2/2018

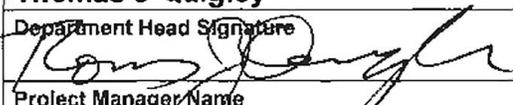
| Type of Credit | Underlying Ratings (Moody's /S&P / Fitch/ Kroll) | Series | BPA Sale Date | Series Original Final Maturity | Principal Iss. Amount | Outstanding | | | Total Outstanding | TIC ¹ | Notes |
|--|---|----------------------|------------------|-----------------------------------|--------------------------|-------------------|--------------------|------------------------------|----------------------|------------------|-------|
| | | | | | | Fixed Amount | Variable Amount | Synthetic Fixed Amount | | | |
| | | 2008B | 3/27/08 | 11/15/2038 | 252.230 | 103.120 | 63.650 | - | 166.770 | 3.36 | |
| | | 2008C | 7/30/08 | 11/15/2038 | 629.890 | 14.695 | - | - | 14.695 | 4.72 | |
| | | 2009A | 2/18/09 | 11/15/2038 | 475.000 | 77.960 | - | - | 77.960 | 3.28 | |
| | | 2009B | 9/17/09 | 11/15/2039 | 200.000 | 200.000 | - | - | 200.000 | 3.63 | |
| | | 2010A | 10/28/10 | 11/15/2040 | 346.960 | 303.575 | - | - | 303.575 | 3.45 | |
| | | 2011A | 10/13/11 | 1/1/2028 | 609.430 | 94.875 | - | - | 94.875 | 3.59 | |
| | | 2012A | 6/6/12 | 11/15/2042 | 231.490 | 176.555 | - | - | 176.555 | 3.69 | |
| | | 2012B | 8/23/12 | 11/15/2032 | 1,236.898 | 1,184.990 | - | - | 1,184.990 | 2.66 | |
| | | 2013B | 1/29/13 | 11/15/2030 | 257.195 | 257.195 | - | - | 257.195 | 2.25 | |
| | | 2013C | 4/18/13 | 11/15/2043 | 200.000 | 153.740 | - | - | 153.740 | 3.71 | |
| | | 2014A | 2/6/14 | 11/15/2044 | 250.000 | 200.380 | - | - | 200.380 | 4.28 | |
| | | 2015A | 5/15/15 | 11/15/2050 | 225.000 | 198.885 | - | - | 198.885 | 4.18 | |
| | | 2015B | 11/16/2015 | 11/15/2045 | 65.000 | 62.720 | - | - | 62.720 | 3.88 | |
| | | 2016A | 1/28/2016 | 11/15/2046 | 541.240 | 523.265 | - | - | 523.265 | 3.24 | |
| | | 2017A | 1/19/2017 | 11/15/2047 | 300.000 | 300.000 | - | - | 300.000 | 3.71 | |
| | | 2017B | 1/19/2017 | 11/15/2038 | 902.975 | 902.975 | - | - | 902.975 | 3.48 | |
| | | 2017C | 11/17/2017 | 11/15/2042 | 720.990 | 720.990 | - | - | 720.990 | 2.81 | |
| | | 2018A | 2/1/2018 | 11/15/2048 | 351.930 | 351.930 | - | - | 351.930 | 3.84 | |
| | | 2018B | 8/30/2018 | 11/15/2031 | 270.090 | 270.090 | - | - | 270.090 | 2.75 | |
| | | 2018C | 8/30/2018 | 11/15/2038 | 159.280 | 159.280 | - | - | 159.280 | 3.66 | |
| | | 2018D | 10/4/2018 | 11/15/2038 | 125.000 | - | 125.000 | - | 125.000 | 1.95 | |
| | | | | Total | 10,916.248 | 6,281.385 | 596.715 | 815.565 | 7,693.665 | 3.22 | |
| | | | | | | | | | | | WATIC |
| TBTA Subordinate | | 2000ABCD | 11/02/00 | 1/1/2019 | 263.000 | - | 7.700 | 11.150 | 18.850 | 4.64 | |
| Revenue Bonds | | 2002E | 11/13/02 | 11/15/2032 | 756.095 | 139.825 | - | - | 139.825 | 5.34 | |
| (A1/A+/A+/AA-) | | 2008D | 7/30/08 | 11/15/2028 | 491.110 | 12.220 | - | - | 12.220 | 4.69 | |
| | | 2013A | 1/29/13 | 11/15/2032 | 653.965 | 743.480 | - | - | 743.480 | 3.13 | |
| | | 2013D Taxable | 12/19/2013 | 11/15/2032 | 313.975 | 160.750 | 148.470 | - | 309.220 | 2.58 | |
| | | | | Total | 2,478.145 | 1,056.275 | 156.170 | 11.150 | 1,223.595 | 3.28 | |
| | | | | | | | | | | | WATIC |
| MTA Dedicated | | 2002B | 9/5/02 | 11/1/2022 | 440.000 | - | 216.600 | - | 216.600 | 2.00 | |
| Tax Fund Bonds | | 2004A | 3/10/04 | 11/15/2018 | 250.000 | 23.590 | - | - | 23.590 | 3.49 | |
| (NAF/AA/AA/NAF) | | 2004B | 3/10/04 | 11/15/2028 | 500.000 | 48.910 | - | - | 48.910 | 4.51 | |
| | | 2004C | 12/21/04 | 11/15/2018 | 120.000 | 7.170 | - | - | 7.170 | 3.77 | |
| | | 2008A | 6/25/08 | 11/1/2031 | 352.915 | - | 5.285 | 324.670 | 329.955 | 3.82 | |
| | | 2008B | 8/7/08 | 11/1/2034 | 348.175 | 234.700 | 44.740 | - | 279.440 | 2.97 | |
| | | 2009B | 4/30/09 | 11/15/2030 | 500.000 | 16.260 | - | - | 16.260 | 5.00 | |
| | | 2009C | 4/30/09 | 11/15/2039 | 750.000 | 750.000 | - | - | 750.000 | 4.89 | |
| | | 2010A | 3/25/10 | 11/15/2040 | 502.990 | 443.235 | - | - | 443.235 | 3.91 | |
| | | 2011A | 3/31/11 | 11/15/2021 | 127.450 | 41.225 | - | - | 41.225 | 2.99 | |
| | | 2012A | 10/25/12 | 11/15/2032 | 959.466 | 982.815 | - | - | 982.815 | 3.07 | |
| | | 2016A | 3/10/16 | 11/15/2036 | 579.955 | 569.940 | - | - | 569.940 | 2.98 | |
| | | 2016B | 5/26/16 | 11/15/2056 | 588.305 | 582.775 | - | - | 582.775 | 3.37 | |
| | | 2017A | 2/23/17 | 11/15/2047 | 312.825 | 312.825 | - | - | 312.825 | 3.97 | |
| | | 2017B | 5/17/17 | 11/15/2057 | 680.265 | 680.265 | - | - | 680.265 | 3.56 | |
| | | | | Total | 7,012.346 | 4,693.710 | 266.625 | 324.670 | 5,285.005 | 3.56 | |
| | | | | | | | | | | | WATIC |
| | | All MTA Total | | | 55,327.572 | 35,244.682 | 2,152.135 | 2,271.270 | 39,668.087 | 3.28 | |
| MTA Special Obligation Bonds | | 2014 Taxable | 8/14/14 | 7/1/2026 | 348.910 | 246.410 | - | - | 246.410 | 2.66 | |
| Aaa | | | | | 348.910 | 246.410 | - | - | 246.410 | 2.66 | |
| | | | | | | | | | | | WATIC |
| MTA Hudson Rail Yards Trust Obligations² | | 2016A | 9/22/16 | 11/15/2056 | 1,057.430 | 1,057.430 | - | - | 1,057.430 | 4.28 | |
| (A2/NAF/NAF/A-) | | | | | 1,057.430 | 1,057.430 | - | - | 1,057.430 | 4.28 | |
| | | | | | | | | | | | WATIC |
| | | Grand Total | | | 56,733.912 | 36,548.522 | 2,152.135 | 2,271.270 | 40,971.927 | 3.30 | |

Notes

- (1) Fixed Rate TICs calculated as of issuance of Fixed Rate Bonds. Floating Rate TICs calculated from inception including fees. Any Unhedged Variable Rate Bonds that have been fixed to maturity are carried at the new Fixed Rate TIC. Synthetic Fixed Rate TICs include average swap rates plus current variable rate fees and estimated basis adjustments for life of swap. Synthetic Fixed Rate TICs do not include benefit of any upfront payments received by MTA. Variable Rate TICs include average remarketed plus current variable rate fees.
- (2) Assumes that no fee purchase options are exercised thru maturity. If all of the fee purchase options are exercised within 10 years, the All-in TIC would be 2.74%.

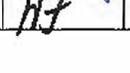
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Staff Summary

| |
|---|
| Subject Law Firm Panel Addition |
| Department MTA Office of the General Counsel |
| Department Head Name Thomas J Quigley |
| Department Head Signature  |
| Project Manager Name Thomas J Quigley |

| |
|--|
| Date NOVEMBER 13, 2018 |
| Vendor Name Skadden, Arps, Slate, Meagher & Flom LLP |
| Contract Number |
| Contract Manager Name |
| Table of Contents Ref. # |

| Board Action | | | | | |
|--------------|-------------------|---------|----------|------|-------|
| Order | To | Date | Approval | Info | Other |
| 1 | Finance Committee | 9/24/18 | X | | |
| 2 | Board | 9/26/18 | X | | |
| | | | | | |
| | | | | | |

| Internal Approvals | | | |
|--------------------|---------------------------|---|----------|
| Order | Approval | Order | Approval |
| 1 | Legal |  | |
| 2 | Chief Development Officer |  | |
| 3 | Chief Financial Officer |  | |
| 4 | Chief of Staff |  | |

Purpose:

To obtain Board approval of the retention of the law firm Skadden, Arps, Slate, Meagher & Flom LLP (the "Firm") effective as of August 15, 2018, and the addition of the Firm to the panel of Board-approved outside counsel. The approval of the Firm is sought in connection with its representation of the Metropolitan Transportation Authority ("MTA") and the Long Island Rail Road ("LIRR") in connection with the creation of a new entrance to 33rd Street Concourse at Penn Station (the "33rd St. Concourse") which is adjacent to property owned by an affiliate of Vornado Realty Trust ("Vornado") and involves the negotiation, documentation and closing of the associated real estate, operational and commercial transactions with Vornado and other potential stakeholders, including National Railroad Passenger Corporation ("Amtrak"). The Firm is a nationally recognized top-tier law firm with a first-rate real estate practice. Moreover, it has unique knowledge and experience in connection with this specific project and, as a result, it will both add value and be cost-effective.

Discussion:

MTA, New York State Urban Development Corporation D/B/A Empire State Development Corporation ("ESD") and Amtrak are co-Project Sponsors in a joint effort to develop the former Farley Post Office Building (the "Farley Building") as an integrated world-class "Empire Station" complex that will be integrated with Penn Station. The creation of a new entrance to the 33rd St. Concourse at Penn Station is an anticipated follow on activity as part of the Empire Station complex, and the northward expansion of the concourse, if included, may involve acquiring retail areas owned by Vornado. Initial conversations with Vornado were explored in late summer/early fall of 2017 while the Firm represented ESD, with the understanding that MTA/LIRR would seek approval to retain the Firm directly for the legal work necessitated by the the 33rd St. Concourse. During that time, the Firm became thoroughly familiar with all aspects of the project and drafted term sheets setting forth the structures of the proposed transaction. Before the deal could be finalized, however, but after the Firm completed a substantial portion of the legal

Staff Summary

FINANCE COMMITTEE MEETING
[Subject] (Cont'd.)

work, the negotiations were suspended. In August 2018, negotiations with Vornado resumed. Given the importance and complexity of these transactions, MTA/LIRR was required to retain outside counsel and determined that the most cost-efficient and effective representation would be to retain the Firm, leveraging the Firm's prior work on, and understanding of, this same transaction. The Firm was conditionally retained, pending Board approval.

Given the importance and complexity of these transactions, the retention of outside counsel is necessary and appropriate to represent and protect the interests of MTA and its commuter railroads. Because of its prior representation through ESD, the Firm is the best positioned to provide quality legal services in a cost efficient manner. Staff recommends that the Board authorize MTA's addition of the Firm to its panel of approved law firms and its retention of the Firm, in order to take advantage of the Firm's extensive previous experience with respect to the Farley Building development project in general, and the 33rd St. Concourse project, in particular, as well as its general experience with complex multi-party real estate development transactions. The Firm has agreed to provide a 20% discount off standard billing rates for all work on this or any other matters for which it may be retained. The Firm's rates are competitive with rates for similarly qualified firms in this practice area.

Recommendation:

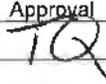
It is recommended that the Board approve the addition of the Firm to the approved outside counsel panel for matters other than personal injury, and authorize the retention of the Firm as set forth above. As in the past, it is requested that the Board's approval of the Firm also (i) authorizes the use of the Firm for any matter in addition to the instant and other real estate matters, and (ii) entails the approved use of a successor firm, in the event that the Firm should subsequently merge into another firm, or a partner or principal lawyer in charge of an MTA matter at the Firm should move to a different firm.

Staff Summary

| |
|---|
| Subject Revisions to MTA All Agency Investment Guidelines |
| Department CFO/Treasury |
| Department Head Name Robert E. Foran, Chief Financial Officer |
| Department Head Signature  |
| Project Manager/Division Head Josiane P Codio, Director of Treasury |

| |
|----------------------------------|
| Date November 13, 2018 |
| Vendor Name |
| Contract Number |
| Contract Manager Name |
| Table of Contents Ref # |

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

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

Purpose: To obtain approval for an amendment to the MTA All Agency Investment Guidelines as related to Commercial Paper (CP) investments.

Background: The MTA All Agency Investment Guidelines were adopted by the Board in May 2003. The MTA Treasury Department is seeking MTA Board approval to change the Commercial Paper investment rating from “the highest rating” to “the highest rating category of A1 from Standard and Poor’s, P1 from Moody’s and F1+ from Fitch Rating”.

A review of the current investment guidelines as related to Commercial Paper will allow us to achieve greater investment flexibility. With the limited number of broker dealers available for investing in Repurchase Agreement, the use of Commercial Paper investments provides us with the flexibility required to meet our liquidity to match our investments need.

Recommendation(s): The Board approves the amendment to MTA All Agency Investment Guidelines.

MTA ALL AGENCY
INVESTMENT GUIDELINES
Operating and Capital Program Funds

WHEREAS the Treasury Department of the Metropolitan Transportation Authority manages the investment of the operating and capital program funds of the Metropolitan Transportation Authority (MTA), The Long Island Rail Road Company (LIRR), the Metro-North Commuter Railroad Company (MN), the Manhattan and Bronx Surface Transit Operating Authority (MaBSTOA), the Metropolitan Suburban Bus Authority (MSBA), the New York City Transit Authority (NYCTA), the Staten Island Rapid Transit Authority (SIRTOA), the MTA Bus Company, and the Triborough Bridge and Tunnel Authority (TBTA) (collectively the related entities), and

WHEREAS the investment of funds are regulated by the New York State Public Authorities Law, the State Comptroller's Investment Guidelines for Public Authorities, and in accordance with the Bond Resolutions of the MTA and TBTA ,

BE IT RESOLVED, that the following investment guidelines be adopted by the related entities.

I. GENERAL GUIDELINES

1. The MTA Treasury Department (Treasury) shall be responsible for the execution and management of all operating and capital program investment activity for each of the related entities. The Treasury Department will report to the Chief Financial Officer. The following guidelines do not apply to investments of MTA First Mutual Transportation Assurance Corporation, MTA's Defined Benefit Pension Plan, the MaBSTOA Pension Plan, the MTA Retiree Welfare Benefits Trust or to accounts established to hold employee and employer contributions under the New York State Voluntary Defined Contribution Program – these funds are subject to separately established guidelines. All investment decisions will meet the following requirements:
 - a. Safeguard the Investment Principal.
 - b. Meet expected cash flow requirements.
 - c. Maximize yield.
2. Federal Statutory Requirements, New York State Statutory Requirements, and Bond Resolutions of the related entities supercede these guidelines.
 - a. Federal Statutory requirements include compliance with any existing or future statute or administrative ruling that may affect the tax-exempt status of related entities' debt.
 - b. New York State statutory requirements include, but are not limited, to the following sections:
 - i. Public Authorities Law Sections 1265(4) (MTA), 1204(19) (Transit Authority) and 553(21) (TBTA)
 - ii. Public Authorities Law Section 2925 Investment of funds by public authorities and public benefit corporations; general provisions
 - iii. State Finance Law Article 15 – EXCELSIOR LINKED DEPOSIT ACT
3. Authorized Investment Obligations will be limited to the following:
 - a. obligations of the state or the United States government,
 - b. obligations the principal and interest of which are guaranteed by the state or the United States government,
 - c. certificates of deposit of banks or trust companies in this state, secured, if the authority shall so require, by obligations of the United States or of the state of New York of a market value equal at all times to the amount of the deposit,
 - d. banker's acceptances with a maturity of ninety days or less which are eligible for purchase by the federal reserve banks and whose rating at the time of purchase is in the highest rating category of two nationally recognized independent rating agencies, provided, however, that the amount of banker's

acceptances of any one bank shall not exceed two hundred fifty million dollars,

- e. obligations of any bank or corporation created under the laws of either the United States or any state of the United States maturing within two hundred seventy days, provided that such obligations receive the highest rating category of two nationally recognized independent rating agencies such as, A1 from Standard and Poor's, P1 from Moody's and F1+ from Fitch Ratings and, provided further, that no more than two hundred fifty million dollars may be invested in such obligations of any one bank or corporation,
- f. as to any such moneys held in reserve and sinking funds, other securities in which the trustee or trustees of any public retirement system or pension fund has the power to invest the monies thereof pursuant to article four a of the retirement and social security law, each such reserve and sinking fund being treated as a separate fund for the purposes of article four a of the retirement and social security law,
- g. notes, bonds, debentures, mortgages and other evidences of indebtedness, issued or guaranteed at the time of the investment by the United States postal service, the federal national mortgage association, the federal home loan mortgage corporation, the student loan marketing association, the federal farm credit system, or any other United States government sponsored agency, provided that at the time of the investment such agency or its obligations are rated and the agency receives, or its obligations receive, the highest rating of all independent rating agencies that rate such agency or its obligations, provided, however, that no more than two hundred fifty million dollars or such greater amount as may be authorized for investment for the state comptroller by section ninety-three of the state finance law may be invested in the obligations of any one agency,
- h. general obligation bonds and notes of any state other than the state, provided that such bonds and notes receive the highest rating of at least one independent rating agency, and bonds and notes of any county, town, city, village, fire district or school district of the state, provided that such bonds and notes receive either of the two highest ratings of at least two independent rating agencies,
- i. mutual funds registered with the United States securities and exchange commission whose investments are limited to obligations of the state described in paragraph (a) of this subdivision, obligations the principal and interest of which are guaranteed by the state described in paragraph (b) of this subdivision, and those securities described in paragraph (h) of this subdivision and that have received the highest rating of at least one independent rating agency, provided that the aggregate amount invested at any one time in all such mutual funds shall not exceed ten million dollars, and, provided further, that the authority shall not invest such funds, accounts or other monies in any mutual fund for longer than thirty days,
- j. financial contracts in a foreign currency entered into for the purpose of minimizing the foreign currency exchange risk of the purchase price of a contract with a vendor chosen through competitive process for the acquisition

of capital assets for the benefit of the capital program of the Triborough Bridge and Tunnel Authority or either the transit or transportation capital programs, and

- k. repurchase agreements with any dealer or bank, which agreement is secured by any one or more of the securities described in clauses (a), (b) or (g) above, which securities shall (A) at all times have a market value of not less than the full amount held or invested pursuant to the agreement and (B) be delivered to a Bank as defined in clause (i) or (ii) of the definition thereof, as custodian, that is independent from the dealer or bank with whom the repurchase agreement is executed.
4. Bank shall mean any (i) bank or trust company organized under the laws of any state of the United States of America, (ii) national banking association, (iii) savings bank or savings and loan association chartered or organized under the laws of any state of the United States of America, or (iv) federal branch or agency pursuant to the International Banking Act of 1978 or any successor provision of law, or domestic branch or agency of a foreign bank which branch or agency is fully licensed or authorized to do business under the laws of any state or territory of the United States of America.
 5. Trading Authorization – The board delegates to the Chairman the power to authorize certain individuals to buy and sell securities and enter into investment agreements on behalf of the related entities. The trading authorization will take the form of attachment A to these guidelines.
 6. Investment Limitations – All dollar limitations for investment will be based on the original cost of the investment including accrued interest purchased at the time of investment.

II. CUSTODIAN

1. All Investment Obligations and collateral is to be held by a custodian who is not a party to the Investment Obligation.
2. A custodian must meet one of the following three criteria:
 - a. A bank as the term is defined in either clauses (i) or (ii) in section I.4 of these guidelines, and which the MTA Board has adopted a resolution establishing the bank as a depository of the MTA or any of its related entities.
 - b. A bank appointed as a trustee under a specific MTA board resolution.
 - c. A bank designated as a trustee by an authorized officer who has been delegated the authority by the MTA Board to appoint a custodian as part of a specific transaction.
3. Each bank acting as a custodian, except for a custodian established for a specific transaction, must have the following capabilities;
 - a. Daily electronic reporting of all investment and cash activity,
 - b. Acceptance of electronic instructions to buy, sell, deliver or receive securities,
 - c. Acceptance of electronic instructions to transfer funds, and
 - d. Electronic Access to current Investment Inventory position statements.
4. The Treasury Department will maintain at least \$100 million of its portfolio (subject to cash flow requirements) with a separate emergency custodian bank. The purpose of this deposit is in the event that the MTA's main custodian cannot execute transactions due to an emergency outside of the custodian's control, the MTA has an immediate alternate source of liquidity. Securities held in the separate emergency custodian bank are subject to the following conditions;
 - a. The securities will be included in the MTA portfolio, and
 - b. All security activity in the emergency custodian bank will be governed by these guidelines.

III. REPURCHASE AGREEMENTS

1. An executed Master Repurchase Agreement, approved as to form by the MTA General Counsel, must be executed between the dealer or bank and the MTA. The Director of Treasury is authorized to execute the agreement on behalf of the related entities.
 - a. A dealer must be listed on the "LIST OF THE GOVERNMENT SECURITIES DEALERS REPORTING TO THE MARKET REPORTS DIVISION OF THE FEDERAL RESERVE BANK OF NEW YORK", published by the Federal Reserve Bank of New York.
 - b. Agreements currently signed with firms meeting the requirements contained in the current Investment Guidelines will remain in effect.

2. The market value of the collateral must at all times be not less than the principal amount of the repurchase agreement plus the accrued interest of the repurchase agreement. MTA Treasury will use as its primary source its mark-to-market report based upon the prior day closing prices.
 - a. A mark- to- market of the collateral will be done each morning. The market value will include the accrued interest on the collateral securities.
 - b. For repurchase agreements having a term of more than 1 business day, if the market value of the collateral is less than 102%, rounded to the nearest 1%, additional collateral must be delivered to the MTA's custodian.
 - c. For the purpose of the mark- to- market calculation, the market value for all repurchase agreements with any one dealer, having a maturity of more than 1 business day, may be aggregated against the total collateral requirement for all of the repurchase agreements, having a maturity of more than 1 business day, with the one dealer.
 - d. The Treasury Department may waive the requirement for additional collateral if the amount of additional collateral is less than \$100,000.00 and the market value, as determined in the daily mark to market referred to in subsection (a) of this section, of the collateral held by the MTA's custodian is greater than the sum of the principal amount of the repurchase agreement plus the accrued interest of the repurchase agreement.
 - e. On the purchase date, which is the date on which the repurchase agreement is entered into, the Treasury Department will test a minimum of 20% of the repurchase agreements to ensure that the collateral being delivered is sufficient for the repurchase agreement.
 - f. For overnight, including weekends and holidays, repurchase agreements, the Treasury Department will be responsible for monitoring dealer performance and will take corrective action with regard to chronic problems. Such corrective action will consist of notifying in writing the dealer who has developed a pattern of not providing adequate collateral. If the problem

persists, the Treasury Department will discontinue doing business with the dealer.

- g. For repurchase agreements longer than overnight, including weekends and holidays, the Treasury Department will contact any under collateralized dealer and require additional collateral or the return of cash as required in the written repurchase agreement. Request for additional collateral should be made by 10:00AM.
- i. In the event of a dispute, a revised mark-to-market report may be used based upon current day pricing provided by a 3rd party, such as Bloomberg LLP. Documentation for such a revised report will consist of a screen pricing out of each collateral security at the current bid price plus the accrued interest on the collateral security.

Nothing in these guidelines prohibit entering into 3rd party repurchase agreements if the custodian meets the above criteria and all segregation requirements for the MTA funds are maintained.

- 3. Dealer limits for repurchase agreements are to be determined by a tier level based on a firm's capital.
 - a. The tier levels are:
 - 1st Tier \$1,000.0 million or more in capital
 - 2nd Tier \$200.0 to \$999.9 million in capital
 - 3rd Tier Less than \$200.0 million in capital
 - b. Capital will be defined as the sum of the firm's equity plus subordinated long-term debt. If the dealer is a wholly owned subsidiary of another dealer, and is included in a consolidated balance sheet of the parent broker, the parent's capital will be the basis for determining the capitalization. If the parent organization is not primarily a dealer/broker type of firm, but does have a major portion of its revenues generated by other than security type transactions, the parent's capital will not be included. This would exclude firms owned by insurance companies, and other non security investment institutions. Only audited financial statements will be used for determining the firm's capital.
 - i. Capital for a bank or dealer owned by a bank shall mean the bank's equity only.
 - ii. The capital of those holding companies which are foreign based cannot be applied for the purpose of determining capitalization except and unless the holding company has provided an unconditional guarantee in writing and any necessary supporting documents in a form acceptable to the MTA General Counsel against any losses incurred as a result of the domestic subsidiary being unable to fulfill its Contractual Obligations with the MTA.
 - iii. Only audited financial statements will be used for determining a firm's capital.

- c. The total maximum exposure for repurchase agreements to any Dealer/Banks will be limited by Tier as follows for any one day:
 - 1st Tier \$300.0 million
 - 2nd Tier \$250.0 million
 - 3rd Tier amount of firm's capital

- 4. Investment in repurchase agreements will be further governed by the following operational requirements:
 - a. The Treasury Department will maintain a record of the results of its monitoring of overnight repurchase agreement collateral for each dealer.
 - b. All repurchase agreements shall be in the form of cash versus delivery.
 - c. The MTA Treasury Department will determine the final maturity of repurchase agreements based upon cash needs of the Authority.
 - d. A minimum of three solicitations will be made prior to the awarding of any repurchase agreement. The award of the investment will be made in order of the highest yields, and in accordance with the exposure constraints established in Section III.3. A written record of the quotes received and awards made will be maintained by the Treasury Department.

IV. SECURITY PURCHASES AND SALES

1. The direct purchase of investment obligations securities covers the purchase of securities listed in sections I.3.a, b, d, e, g and h above.
2. All securities will be delivered to a designated MTA Custodian against cash payment. Delivery instructions will be sent to the MTA Custodian electronically or via telecopied letter signed by an authorized signer
3. A minimum of three (3) bids or offers will be solicited for direct purchases or sales of securities. The award will be based on lowest cost for purchases or highest price for sales. A written record of the quotes received will be maintained by the Treasury Department.
4. Nothing in this section prohibits the use of electronic trading screens, provided that the requirements of III.2 and III.3 are met.
5. The authority may participate directly in US Treasury government security auctions. This participation takes the form of placing an order through one of the dealers listed on the "LIST OF THE GOVERNMENT SECURITIES DEALERS REPORTING TO THE MARKET REPORTS DIVISION OF THE FEDERAL RESERVE BANK OF NEW YORK", published by the Federal Reserve Bank of New York. The award of securities is determined by the results of the auction process, and is based on the rates received and the amount of securities offered for sale. The pricing results of the auction are published, and such published notices will be included in the record of the trade.

V. REPORTING REQUIREMENTS

1. The Treasury Department will prepare reports as scheduled by the Finance Committee's work plan, investment reports covering the investment activity of all MTA Treasury Department funds. These reports will contain a detailed listing of all broker activity for the period. A listing of dealers with whom the MTA does repurchase agreements including limits set for each broker, will also be included.
2. An annual investment report shall be submitted to the Finance Committee consisting of the following:
 - a. Investment Guidelines and amendments to those guidelines since the last report, and an explanation of the guidelines and amendments.
 - b. Investment income for the year.
 - c. List of total fees, commissions or other charges paid to each investment banker, broker, agent, dealer, custodian bank and adviser rendering investment associated services to the MTA.

Following receipt of approval of the Board, copies of the annual report shall be submitted to:

1. State Division of the Budget
2. State Department of Audit and Control
3. State Senate Finance Committee
4. Assembly Ways and Means Committee
5. Independent Authority Budget Office

VI. PORTFOLIO MANAGERS

1. Due to the various portfolio requirements of the MTA, it may be advantageous to structure a specific portfolio and contract with outside portfolio managers for the management of these funds. The awarding of a portfolio management contract will be controlled by the MTA's procurement policy covering personal services contracts. The criteria for awarding these contracts will include, but not limited by, the following provisions:
 - a. Experience of the portfolio manager.
 - b. Concepts and ideas for the management of the funds, including the identification of an appropriate benchmark for the portfolio.
 - c. The ability to provide regular and timely reports, consistent with internal reporting requirements of the MTA All Agency Investment Guidelines.
 - d. Fees.
 - e. Capitalization and financial strength of the firm.

2. Each portfolio manager will be required to operate within the structure of these guidelines except for the reporting requirement of competition with regards to the purchase and sale of securities. This exception is made because it would be impossible to monitor compliance. In addition, an outside manager would also have to comply with the following:
 - a. All transactions will be made from an MTA controlled Custody Account on a cash vs. delivery basis.
 - b. All Bank Statements and Broker advices will be mailed to the Comptroller for the MTA.
 - c. The MTA will designate to the custodian the representatives of the portfolio manager authorized to conduct business on behalf of the MTA.

VII. MISCELLANEOUS

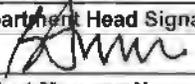
The following guidelines will also be adhered to with regard to the investment of MTA Operating and Capital Program Funds.

1. **AUTHORIZATION** The Chairman, or any person or persons who may from time to time be designated in writing by the Chairman, may purchase or sell securities and/or enter into repurchase agreements for the MTA and its related entities.
2. **BANK RECONCILIATIONS** All bank confirmations and statements will be addressed to the Comptroller. The Comptroller will be responsible for all investment custody account reconciliations.
3. **INDEPENDENT AUDITOR.** The MTA's independent auditor will include as part of its annual audit a statement on the compliance of the investment activity with these investment guidelines.
4. **CONFLICTS OF INTEREST.** MTA's policy regarding conflicts of interest shall be followed regarding the investment of funds. Business may not be transacted with any institution or dealer of which an MTA Board Member, senior agency official, or any other officer or employee authorized to participate in the selection of such institution or dealer is an officer, a director or a substantial stockholder.
5. **BROKER ADVICES.** All broker advices will be mailed to the Treasury Department for safekeeping. All broker advices will be made available by the Treasury Department to the Comptroller and Audit Department as requested.
6. **STOCK TRANSACTIONS.** Due to the reorganization of mutual insurance firms into stock firms, the MTA and its related entities receive stock in reorganized corporations. The Chairman, or any person or persons who may from time to time be designated in writing by Chairman, may sell this stock for the MTA and its related entities.
 - a. If the corporation has a stock buy back plan that will purchase the stock, the stock will be sold using the plan.
 - b. If the corporation does not have a stock buy bank plan, the Treasury Department will solicit commission fee bids from at least 3 members of the MTA's senior underwriting management firms. The firm with the smallest commission will be awarded the sale trade. In case of a tie, the trade may be divided among the firms with the same commission fee bid.
 - c. Proceeds from the sale of the stock will be distributed back to the related entities in proportion to the shares of securities and/or enter into repurchase agreements originally owned by each of the related entities.

Update on Business Service Center Presentation

(Available in the Exhibit Book &
MTA.Info)

Staff Summary

| Subject 2017-2018 Station Maintenance Receivable | | | | | | Date November 1, 2018 | | | |
|---|--------------|-------|----------|------|-------|---------------------------------|--|-------|----------|
| Department Chief Financial Officer | | | | | | Vendor Name | | | |
| Department Head Name Robert E. Foran | | | | | | Contract Number | | | |
| Department Head Signature  | | | | | | Contract Manager Name | | | |
| Project Manager Name Patrick Kane  | | | | | | Table of Contents Ref # | | | |
| Board Action | | | | | | Internal Approvals | | | |
| Order | To | Date | Approval | Info | Other | Order | Approval | Order | Approval |
| 1 | Finance Com. | 11/13 | | | | 1 | Legal  | | |
| 2 | Board | 11/15 | | | | 2 | Chief of Staff  | | |
| | | | | | | | | | |
| | | | | | | | | | |

Narrative

The MTA billed the counties and the City of New York for station maintenance for the period 4/1/17 – 3/31/18 based on a statutory formula, which incorporates an annual CPI adjustment factor.

Under Section 1277 of the Public Authorities Law, if a municipality fails to make a full payment of the amounts owed the MTA, the Chief Executive Officer of the MTA or such other person as the Chairman shall designate and shall certify to the State Comptroller for the collection of the amount due and owing.

The attached schedule shows the Station Maintenance billings and collections as of September 30, 2018.

The balance due at 9/30/18 in the amount of \$21,685 is from Nassau County. This amount is pending approval of Nassau County's full Legislature on 11/19/18 and payment is anticipated for mid to late November.

METROPOLITAN TRANSPORTATION AUTHORITY STATION MAINTENANCE RECEIVABLE AS OF 9/30/18

| |
|--|
| |
|--|

| | <u>AMOUNT BILLED</u> | <u>AMOUNT RECEIVED</u> | <u>BALANCE DUE</u> |
|---------------|--------------------------|----------------------------|------------------------|
| NEW YORK CITY | \$ 96,006,177 | \$ 96,006,177 | \$ 0 |
| NASSAU | 30,004,211 | 29,982,526 | 21,685 |
| SUFFOLK | 18,493,361 | 18,493,361 | 0 |
| WESTCHESTER | 20,736,207 | 20,736,207 | 0 |
| DUTCHESS | 2,472,035 | 2,472,035 | 0 |
| PUTNAM | 966,727 | 966,727 | 0 |
| ORANGE | 511,395 | 511,395 | 0 |
| ROCKLAND | 54,370 | 54,370 | 0 |
| TOTAL | <u>\$169,244,483</u> | <u>\$169,222,798</u> | <u>\$ 21,685</u> |

Metropolitan Transportation Authority
 Station Maintenance Period Ending September 30, 2018

| 2018 Date | New York City | Nassau County | Suffolk County | Westchester County | Rockland County | Dutchess County | Orange County | Putnam County | Total |
|-----------------------------------|------------------|------------------|-------------------|-----------------------|--------------------|--------------------|------------------|------------------|----------------|
| Billed Amount | \$ 96,006,177 | \$ 30,004,211 | \$ 18,493,361 | \$ 20,736,207 | \$ 54,370 | \$ 2,472,035 | \$ 511,395 | \$ 966,727 | \$ 169,244,483 |
| Billed % | 56.73% | 17.73% | 10.93% | 12.25% | 0.03% | 1.46% | 0.30% | 0.57% | 100.00% |
| Receipts: | | | | | | | | | |
| July 2018 | | | | | | | \$ 511,395 | | \$ 511,395 |
| August 2018 | \$ 96,006,177 | | \$ 18,493,361 | | | \$ 2,472,035 | | \$ 966,727 | \$ 117,938,300 |
| September 2018 | | \$ 29,982,526 | | \$ 20,736,207 | \$ 54,370 | | | | \$ 50,773,103 |
| Balance due September 30, 2018 | \$ - | \$ 21,685 | \$ - | \$ - | \$ - | \$ - | \$ - | \$ - | \$ 21,685.00 |

PROCUREMENTS

The Procurement Agenda this month includes 5 actions for a proposed expenditure of \$3.5M.

Staff Summary

| |
|---|
| Subject Request for Authorization to Award Various Procurements |
| Department MTA Business Service Center |
| Department Head Name Wael Hibri |
| Department Head Signature  |
| Division Head Name David N. Ross |

| |
|---|
| Date November 1, 2018 |
| Vendor Name Various |
| Contract Number Various |
| Contract Manager Name Various |
| Table of Contents Ref # |

| Board Action | | | | | |
|--------------|---------|------------|----------|------|-------|
| Order | To | Date | Approval | Info | Other |
| 1 | Finance | 11/13/2018 | X | | |
| 2 | Board | 11/15/2018 | 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:

Schedules Requiring Two Thirds Vote:

Schedule A: Non-Competitive Purchases and Public Works Contracts

| | # of Actions | \$ Amount |
|-----------------|--------------|-------------------|
| | 1 | \$ 544,058 |
| SUBTOTAL | | \$ 544,058 |

Schedules Requiring Majority Vote:

Schedule H: Modifications to Personal Service/Miscellaneous Service Contracts

| | | |
|-----------------|---|---------------------|
| | 4 | \$ 2,970,169 |
| SUBTOTAL | | \$ 2,970,169 |

| | | |
|--------------|----------|---------------------|
| TOTAL | 5 | \$ 3,514,227 |
|--------------|----------|---------------------|

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 120 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 works 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, NOVEMBER 2018
NON-COMPETITIVE PROCUREMENTS

METROPOLITAN TRANSPORTATION AUTHORITY

Procurements Requiring Majority Vote:

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

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

- | | | |
|-------------|---|-------------------------------------|
| 2-3. | Various Freelance Graphic Design, Production and Printing Services Contract No. 09016 Base Amount = \$1,492,000 Current Contract Value = \$1,840,800 Proposed Contract Value = \$1,991,800 | \$151,000 (not-to-exceed) |
|-------------|---|-------------------------------------|

- a. Creative Source, Inc.**
- b. L.J. Gonzer & Associates**

Board approval is sought to award a contract extension to Creative Source, Inc. (Creative) and add funding to a competitively solicited miscellaneous service contract series with both Creative and L.J. Gonzer & Associates (Gonzer). These contracts provide freelance graphic design, production and printing services to NYC Transit and the Long Island Rail Road (LIRR). The extension for Creative is for six months ending July 31, 2019, allowing said contract to run coterminous with the already extended contract with Gonzer. A combined \$151,000 will be added for the two contracts in order to fund the completion of projects through their expiration. In February 2011, five contracts were awarded with an aggregate budget not-to-exceed \$1,492,000 for 48 months ending January 31, 2015. Three of the contracts were not utilized and expired. Creative has provided LIRR with copy writing and overall design assistance. Gonzer has provided NYC Transit and LIRR with graphic artists that assist in the design of media materials that convey information to the public. To date, modifications and contract extensions have added a combined \$348,800 to the aggregate budget. An additional \$151,000 is requested to cover costs through July 2019. All terms, conditions and pricing are unchanged for this modification. Rates for this modification are consistent with those rates deemed fair and reasonable for award of the original contract; thus, pricing continues to be fair and reasonable.

LIST OF PROCUREMENTS FOR BOARD APPROVAL, NOVEMBER 2018
NON-COMPETITIVE PROCUREMENTS

METROPOLITAN TRANSPORTATION AUTHORITY

5. **International Business Machines \$2,719,169 *Staff Summary Attached***
 Data Center Services – Purchase of (not-to-exceed)
 a Refurbished Z114 Mainframe,
 System Software and related services
 Contract No. 03A8602, Additional Service Work Order No. 135
 Base Amount = \$65,228,757
 Current Contract Value = \$209,184,934.91
 Proposed New Contract Value = \$211,904,103.91

Board approval is sought to award Additional Service Work Order No. 135 (ASWO 135) to a miscellaneous service contract with International Business Machines (IBM) for an estimated amount of \$2,719,169. In February 2005, the Board approved award of a 5-year Contract to International Business Machines (IBM) in the amount of \$65,228,757 for data center services. To date, 134 AWSOs/modifications have been awarded to extend the contract, add services and products, and relocate a data center. This ASWO 135 is for the purchase of a refurbished z114 mainframe, system software and the steady-state services required to provide higher availability of AFC MetroCard Debit/Credit functionality during periods when the application is experiencing failure or scheduled maintenance. This will allow one machine to be up and processing while the other is under maintenance. IBM submitted a price proposal of \$2,719,168.89 for this modification. NYCT's Cost Price Unit reviewed the proposal and found the cost to be 8.8% below our in-house estimate of \$2,960,754.21. In addition, a comparison of IBM's proposal with GSA software prices indicated a savings of \$693,000. Based on the foregoing, Procurement finds IBM's price to be fair and reasonable.

Staff Summary

Schedule A: Non-Competitive Purchases and Public Work Contracts

Item Number: 1

| | | | | | | | | | | | |
|---|--|--|--|---|--|---|--|--|--|--|--|
| Vendor Name (& Location): National Industries For the Blind DBA NYSPSP | <table border="1"> <tr> <td style="width: 70%;">Contract Number: 4000000001815 (LIRR) 1000000080430 (MNR)</td> <td style="width: 30%;">Renewal? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</td> </tr> <tr> <td colspan="2">Total Amount: Estimated \$ 544,058</td> </tr> <tr> <td colspan="2">Funding Source: <input checked="" type="checkbox"/> Operating <input type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other:</td> </tr> <tr> <td colspan="2">Requesting Dept/Div & Dept/Div Head Name: MNCRR-INVENTORY- THERESA VALENTINE</td> </tr> <tr> <td colspan="2">Contract Manager: Carla Butler-Blackburn/Shahidah Reynolds</td> </tr> </table> | Contract Number: 4000000001815 (LIRR) 1000000080430 (MNR) | Renewal? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No | Total Amount: Estimated \$ 544,058 | | 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: MNCRR-INVENTORY- THERESA VALENTINE | | Contract Manager: Carla Butler-Blackburn/Shahidah Reynolds | |
| Contract Number: 4000000001815 (LIRR) 1000000080430 (MNR) | Renewal? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No | | | | | | | | | | |
| Total Amount: Estimated \$ 544,058 | | | | | | | | | | | |
| 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: MNCRR-INVENTORY- THERESA VALENTINE | | | | | | | | | | | |
| Contract Manager: Carla Butler-Blackburn/Shahidah Reynolds | | | | | | | | | | | |
| Description: Purchase and Delivery of Various Gloves | | | | | | | | | | | |
| Contract Term (including Options, if any): One (1) Year | | | | | | | | | | | |
| Option(s) included in Total Amount? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | | | | | | | | | | |
| Procurement Type: <input type="checkbox"/> Competitive <input checked="" type="checkbox"/> Non-competitive | | | | | | | | | | | |
| Solicitation Type: <input type="checkbox"/> RFP <input type="checkbox"/> Bid <input checked="" type="checkbox"/> Other: Preferred Source | | | | | | | | | | | |

DISCUSSION:

Board approval is sought for the award of a non-competitive, contract for the purchase and delivery of various safety gloves in the estimated amount of \$544,058 to the National Industries for the Blind (NYSPSP – New York State Preferred Source Program for People who are Blind), a New York State Preferred Source Vendor. These safety gloves will be used by LIRR (estimate \$359,097) and MNR (estimated \$184,961).

This contract is being awarded to NYSPSP in accordance with Section 162 of the New York State Finance Law which states that preferred sources shall be granted the right to provide services to New York State Agencies to advance social and economic goals. Under the State Finance Law, a contract award to a preferred source provider such as NYSPSP is expressly exempt from New York State Statutory competitive procurement requirements provided they are, (i) 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. NYSPSP meets these requirements.

NYSPSP utilized the OGS price grid as a guide to providing pricing and has not exceeded the maximum dollar amount provided by OGS, therefore, their pricing is considered fair and reasonable. A market survey of potential non-preferred sources was conducted, comparing National Industries for the Blind pricing with prevailing market prices. The survey indicated that National Industries for the Blind’s pricing was between 4 to 10% less than prevailing market prices for the same or equivalent commodities. Accordingly, pricing is considered fair and reasonable.

A review of the bid documents submitted by NYSPSP has disclosed no significant adverse information within the meaning of the Responsibility Guidelines. NYSPSP has prior experience performing similar with services with LIRR, thus, LIRR and MNR consider the company to be technically sound and qualified to perform the contract work.

Preferred Source procurements are exempt from M/WBE and SDVOB goals consideration by MTA Department of Diversity and Civil Rights.

Staff Summary

Schedule H: Modifications to Personal Service & Miscellaneous Service Contracts

Item Number: **5**

Page 1 of 1

| | | |
|---|--|----------------------------------|
| Vendor Name (& Location): International Business Machines (IBM) | Contract Number: 03A8602-1/PO #C0000A1852 | AWO/Modification # 135 |
| Description: Data Center Services purchase of a Refurbished z114 Mainframe- ASWO #135 | Original Amount: | \$65,228,757 |
| Contract Term (including Options, if any): Upon Approval – May 31, 2019 | Prior Modifications: | \$143,956,177.91 |
| Option(s) included in Total Amount? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No | Prior Budgetary Increases: | |
| Procurement Type: <input type="checkbox"/> Competitive <input checked="" type="checkbox"/> Non-competitive | Current Amount: | \$209,184,934.91 |
| Solicitation Type: <input type="checkbox"/> RFP <input type="checkbox"/> Bid <input checked="" type="checkbox"/> Other: Modification | This Request | (Est.) \$2,719,169 |
| 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: | 1.2% |
| Requesting Dept/Div & Dept/Div Head Name: MTA-IT Sidney Gellineau | % of Modifications (including This Request) to Original Amount: | 224.8% |

DISCUSSION:

In February 2005, the Board approved an award of a 5-year Contract to International Business Machines (IBM) in the amount of \$65,228,757 for data center services. In March 2010, the Board approved the exercise of options to extend the contract for three years ending May 31, 2013 at a cost of \$35,711,692. In March 2013, the Board approved a 5-year extension that included, among other things, migration of IBM's Staten Island Data Center to New York City Transit (NYCT) Data Center locations, replacement of the mainframe, a new automated tape library and a new virtual tape server in the amount of \$68,821,119.

Since the contract's inception, an additional 118 Additional Service Work Orders (ASWOs) were issued for a total amount of \$39,423,367.08. The ASWOs included an April 2018 Board approved award of a one-year extension ending May 31, 2019 (\$14,854,573.56). MTA Headquarters (HQ) Procurement issued a solicitation seeking proposals for a replacement contract and negotiations with vendors in the competitive range are under review.

IBM's services include mainframe and midrange server processing for NYCT, Business Service Center (BSC), Headquarters, Bridges and Tunnels, Long Island Rail Road (LIRR) and Metro-North Railroad (MNR). The IBM operated mainframe environment runs NYCT's the AFC MetroCard application, TALON logistics application, MaBSTOA Pension Payroll Administration and Loan applications, MaBSTOA Family Court application, and its Capital Program Management CPICS application. The IBM mainframe environment also runs the LIRR Safety System application and MNRs Crew Management application. IBM's data center also operates a midrange environment that runs the BSC PeopleSoft applications for payroll, financials, and human resource applications for all MTA Agencies.

The proposed modification would allow for the purchase of a refurbished mainframe, system software and the steady-state services required to provide higher availability of AFC MetroCard Debit and Credit functionality during periods when the application is experiencing failure or scheduled maintenance. This will allow one machine to be up and processing while the other is under maintenance.

IBM submitted a price proposal of \$2,719,168.89 for this modification. NYCT's Cost Price Unit reviewed the proposal and found the cost to be 8.8% below our in-house estimate of \$2,960,754.21. In addition, a comparison of IBM's proposal with the US General Services Administration software prices indicated a savings of \$693,000. Based on the foregoing, Procurement finds IBM's price to be fair and reasonable.

In connection with a previous contract awarded, IBM was found to be responsible notwithstanding Significant Adverse Information (SAI) pursuant to the All-Agency Responsibility Guidelines, and such responsibility finding was approved by the MTA Chairman/CEO in consultation with the MTA General Counsel on July 25, 2016. No new SAI has been found relating to IBM and IBM has been found to be responsible.

714077v4

Schedule K: Ratification of Completed Procurement Actions



Item Number: 1

| |
|--|
| Vendor Name (Location) E.E. Cruz & Company, Inc. (New York, New York) |
| Description Component Repairs at Four Stations, Jamaica Line (BMT) in the Boroughs of Brooklyn and Queens |
| Contract Term (including Options, if any) June 22, 2016–February 21, 2019 |
| 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"/> Noncompetitive |
| Solicitation Type <input type="checkbox"/> RFP <input type="checkbox"/> Bid <input checked="" type="checkbox"/> Other: Modification |
| Funding Source <input type="checkbox"/> Operating <input checked="" type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other: |
| Requesting Dept./Div., Dept./Div. Head Name: Capital Program Management, John O'Grady |

| | |
|--|-------------------------|
| Contract Number A-36865 | AWO/Mod. # 20 |
| Original Amount: | \$ 58,255,400 |
| Prior Modifications: | \$ 1,531,392 |
| Prior Budgetary Increases: | \$ 0 |
| Current Amount: | \$ 59,786,792 |
| This Request: | \$ 5,798,000 |
| % of This Request to Current Amount: | 9.7% |
| % of Modifications (including This Request) to Original Amount: | 12.6% |

Discussion

This retroactive modification is for the installation of 34 trackside platform steel girders that were furnished under a prior modification.

The base contract covers station renewal and component repairs of three stations in Queens: 121st Street, 111th Street, and 104th Street. The work includes (1) cast-in-place platform replacements, including tactile warning strips; (2) installation of windscreens, artwork, doors, and windows; (3) renewal of side platform stairs; (4) structural steel repairs and replacements; (5) temporary support of electrical and signal cables; (6) communications work; and (7) painting and other incidental work.

In July 2018, the Board approved retroactive Modification 19 for the shop fabrication and delivery of 34 trackside platform steel girders for platforms at three stations in Queens: 121st Street, 111th Street, and 104th Street. At that time, the Board was advised that this separate modification was being negotiated for the cost of installation. At these stations, the contract calls for the repair of 103.7 tons of trackside platform girders. During construction, 55.23 tons of repair were required at the Manhattan-bound platforms at 121st and 104th Street stations. After the concrete slabs and paint were removed from the 34 trackside girders at the remaining platforms of the Queens stations, a joint survey revealed that the trackside girders had excessive corrosion. Capital Program Management (“CPM”) and the Department of Subways determined that all 34 girders should be removed and replaced with new, shop-fabricated girders. The corrosion was so extensive, and the repairs were so intensive that it was no longer beneficial to continue with the repairs from either a schedule or cost point of view. Replacement of the girders will mitigate schedule delay. The cost of furnishing and installing shop-fabricated replacement girders is comparable to the cost of performing the required intensive repairs. Moreover, the replacement girders are superior and have a much longer life-span than the girders that would otherwise have been repaired.

This retroactive modification requires the contractor to install the 34 shop-fabricated trackside platform girders furnished under Mod 19 at a cost of \$982,500.

Work under this retroactive modification includes (1) additional temporary supports; (2) lead abatement and rivet removal; (3) New York City Department of Transportation permit, crane rigging plan, and additional Maintenance and Protection of Traffic; (4) design, fabrication, and delivery of a gantry system to hoist the girders at the jobsite; (5) removal, protection, and reinstallation of existing utility conduits to provide clearance for girder removal; (6) removal, hoisting, and disposal of existing girders; and (7) hoisting and installation of new girders.

The contractor requested an extension of time. An extension of time and impact costs, if any, will be provided under a separate modification. To mitigate delay, the contractor was directed to proceed with the installation of the shop fabricated girders on July 18, 2018, with the approval of the SVP, CPM. Delivery of the shop-fabricated girders began in August 2018 and installation work proceeded immediately.

Schedule K: Ratification of Completed Procurement Actions

E.E. Cruz submitted its revised proposal in the amount of \$6,931,765. The revised in-house estimate is \$5,500,000. Negotiations resulted in the agreed-upon lump-sum price of \$5,798,000. Savings of \$1,133,765 were achieved. This price is found to be to be fair and reasonable.

The SVP, Procurement & Supply Chain, authorized a partial payment in the amount of \$1 million for this modification on September 17, 2018.

At Myrtle Avenue Station in Brooklyn, the contract covers only component repairs (including tactile tiles and platform edge replacement, crack and spall repairs, replacement of the expansion joint plates, and other miscellaneous minor repairs) because the girders are considered to be in a state of good repair.

In connection with a previous contract modification awarded to E.E. Cruz, E.E. Cruz was found to be responsible notwithstanding significant adverse information (“SAI”) pursuant to the All-Agency Responsibility Guidelines and such responsibility finding was approved by the NYC Transit President in July 2018. No new SAI has been found relating to E.E. Cruz and E.E. Cruz has been found to be responsible.

Staff Summary

| Item Number : 1 (Final) | | | | | |
|--|-------------------------------------|----------|-------------------------------------|------|-------|
| Dept. & Dept. Head Name: Engineering and Construction, Joe Keane, P.E., V.P. & C.E. <i>Joe Keane</i> | | | | | |
| Division & Division Head Name: Engineering and Construction, Romolo Desantis, P.E. <i>R. Desantis</i> | | | | | |
| Board Reviews | | | | | |
| Order | To | Date | Approval | Info | Other |
| 1 | President | 11/6/18 | | | |
| 2 | MTA B&T Committee | 11/13/18 | | | |
| 3 | MTA Board | 11/15/18 | | | |
| Internal Approvals | | | | | |
| Order | Approval | Order | Approval | | |
| 1 | Chief Financial Officer <i>MMI</i> | 4 | Chief of Staff <i>MMI</i> | | |
| 2 | General Counsel <i>MMI</i> | 5 | Executive Vice President <i>MMI</i> | | |
| 3 | Chief Procurement Officer <i>BB</i> | 6 | President <i>MMI</i> | | |

| SUMMARY INFORMATION | |
|---|--------------------------|
| Vendor Name E-J Electric Installation Co. | Contract Number QM-81 |
| Description: Design-Build Services for Rehabilitation of Tunnel Controls and Communication Systems at the QMT and HCT | |
| Total Amount E-J Electric Installation Co. Award - \$28,822,961.00 Stipends - \$120,000.00 | |
| Contract Term (including Options, if any) 31 Months | |
| Option(s) included in Total Amount? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| Renewal? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| Procurement Type <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive | |
| Solicitation Type <input checked="" type="checkbox"/> RFP <input type="checkbox"/> Bid <input type="checkbox"/> Other: | |
| Funding Source <input type="checkbox"/> Operating <input checked="" type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other: | |

Narrative

I. PURPOSE/RECOMMENDATION

B&T is seeking Board approval under the All Agency General Contract Procurement Guidelines to award a competitively solicited public work contract for design-build services for upgrades at the Queens Midtown Tunnel (QMT) and Hugh L. Carey Tunnel (HCT) control rooms as well as the construction of backup control rooms to E-J Electric Installation Co. for a period of 31 months in the negotiated amount of \$28,822,961.00. The Work is necessary to modernize the Queens Midtown Tunnel control room and critical tunnel life safety system controls and monitoring devices and to enhance safety of the tunnels, as per the recommendations of National Fire Protection Association (NFPA) 502, including provision of full redundancy and resiliency of tunnel electronic system monitoring and controls. In accordance with the MTA Design-Build Best Practice Guidance, and in order to enhance competition and defray proposal costs, this solicitation included stipends to be paid to each unsuccessful proposer in the amount of \$40,000 whose proposal met a defined standard. Accordingly, approval is also requested to pay stipends totaling \$120,000 to the three unsuccessful shortlisted firms.

II. DISCUSSION

In July 2016, the Board authorized B&T to enter into a competitive Request for Proposal (RFP) process for design-build services for upgrades at both the QMT and HCT control rooms as well as the construction of backup control rooms as per recommendations of NFPA 502. The Work requires design and construction for the reconfiguration of the QMT central control room including replacement of obsolete equipment / systems, and installation of satellite control rooms for both the QMT and HCT in accordance with current standards.

(rev. 4/07/10)

Staff Summary

The service requirements were publicly advertised; five firms submitted qualification information and, based on a review of their qualifications, four firms were deemed qualified to receive the RFP. All four firms submitted proposals: E-J Electric Installation Co. (E-J) (\$32,202,961.10), Hellman Electric Corp. (Hellman) (\$35,347,500), MASS Electric Construction Co (MASS) (\$27,605,000), and WeDeBuBett, LLC. (WDBB) (\$28,810,000). The proposals and oral presentations were evaluated against established criteria set forth in the RFP including proposed price, design-build experience, technical approach, key personnel, schedule, and management approach.

In accordance with the MTA Design-Build Best Practice Guidance, Technical Proposals were evaluated by a Selection Committee (SC) prior to evaluation of the cost proposals. The SC recommended E-J as the highest rated firm based on several factors. E-J's proposal demonstrated successful past experience on comparable system design and rehabilitation projects of similar complexity including that of their proposed designer, Gannett Fleming Engineers and Architects, PC (GF). E-J (i) had the best understanding of the scope and objectives and the overall project, (ii) submitted the most thorough proposal with innovative and cost effective approaches that will minimize operational disruptions and improve functionality of the systems, and (iii) proposed highly qualified personnel with demonstrated relevant and recent experience with these Facility systems.

All the shortlisted firms provided responsive proposals demonstrating systems experience. MASS and WDBB proposals did not demonstrate requisite familiarity with certain Authority requirements, specifically regarding space constraints, system commissioning and the necessary coordination with third party vendors. Hellman proposed feasible technical solutions, however, they proposed the highest cost and the SC unanimously considered the E-J proposal to offer the best value for the Authority.

E-J submitted a proposal of \$32,202,961.10. Negotiations were conducted with E-J which included discussion of technical requirements, design assumptions, and construction approach. During the detailed technical discussion, it was agreed to streamline project staffing requirements, to reduce the contract duration from 35 months to 31 months, and to allow the Design-Builder to house project engineering staff on Facility property. Through negotiations and as a result of these cost saving measures the parties agreed to a contract amount of \$28,822,961. This agreed amount is 22% below the Engineer's estimate of \$35,162,000. As the estimate does not account for reduced staffing and project duration the negotiated amount is deemed fair and reasonable. The SC recommended the E-J team for award, determining that they proposed the best technical solution, and based on the reasons listed above, will provide the best value to the Authority.

In connection with a previous Joint Venture Contract awarded to the Contractor, E-J was found to be responsible notwithstanding significant adverse information (SAI) pursuant to the All-Agency Responsibility Guidelines and such responsibility finding was approved by the MTA Managing Director in consultation with the MTA General Counsel on August 31, 2018. No new SAI has been found related to the Contractor and E-J has been deemed responsible.

III. D/M/WBE INFORMATION

MTA Department of Diversity and Civil Rights has assigned goals of 15% MBE, 15% WBE and 6% SDVOB to this Contract. EJ Electric Installation Co. has not completed any MTA contracts with goals; therefore, no assessment of the firm's MWDDBE performance can be determined at this time.

IV. IMPACT ON FUNDING

Funding is available in the 2015-2019 Capital Program under project: D704QM-81/D03564. The three Design-Build Stipends totaling \$120,000 are funded under the 2015-2019 Capital Program Tasks D04312, D04313 and D04314.

V. ALTERNATIVES

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

Staff Summary

| Item Number : 2 (Final) | | | | | |
|--|--|----------|---|------|-------|
| Dept. & Dept. Head Name: <i>Joe Keane</i> Engineering and Construction, Joe Keane, P.E., V.P. & C.E. | | | | | |
| Division & Division Head Name: <i>R. Desantis</i> Engineering and Construction, Romolo Desantis, P.E. | | | | | |
| Board Reviews | | | | | |
| Order | To | Date | Approval | Info | Other |
| 1 | President | 11/06/18 | | | |
| 2 | MTA B&T Committee | 11/13/18 | | | |
| 3 | MTA Board | 11/15/18 | | | |
| Internal Approvals | | | | | |
| Order | Approval | Order | Approval | | |
| 1 | VP & Chief Financial Officer <i>[Signature]</i> | 4 | VP & Chief of Staff <i>[Signature]</i> | | |
| 2 | SVP & General Counsel <i>MMCT</i> | 5 | Executive Vice President <i>[Signature]</i> | | |
| 3 | VP & Chief Procurement Officer <i>BB</i> | 6 | President <i>[Signature]</i> <i>for CTM</i> | | |

| | |
|--|--------------------------------|
| SUMMARY INFORMATION | |
| Vendor Name E-J Electric Installation Co. | Contract Number HC-30 QM-91 |
| Description: Design-Build Services for Installation of Fire Alarm and Smoke Detector Systems at the HCT and QMT Ventilation and Exhaust Buildings, Service Buildings and Pump Rooms | |
| Total Amount E-J Electric Installation Co. Award - \$17,700,000.00 Stipends - \$40,000.00 | |
| Contract Term (including Options, if any) 24 Months | |
| Option(s) included in Total Amount? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| Renewal? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| Procurement Type <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive | |
| Solicitation Type <input checked="" type="checkbox"/> RFP <input type="checkbox"/> Bid <input type="checkbox"/> Other: | |
| Funding Source <input type="checkbox"/> Operating <input checked="" type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other: | |

Narrative

I. PURPOSE/RECOMMENDATION

B&T is seeking Board approval under the All Agency General Contract Procurement Guidelines to award a competitively solicited public work contract for design-build services for installation of fire alarm and smoke detector systems at the Hugh L. Carey Tunnel (HLC) and Queens Midtown Tunnel (QMT) to E-J Electric Installation Co. for a period of 24 months in the negotiated amount of \$17,700,000.00. The Work is necessary to address the critical needs of fire alarm and smoke detection systems at the facility buildings that house vital electrical and mechanical systems that are essential to tunnel operations. In accordance with the MTA Design-Build Best Practice Guidance, and in order to enhance competition and defray proposal costs, this solicitation included stipends to be paid to each unsuccessful proposer in the amount of \$20,000 whose proposal met a defined standard. Accordingly, approval is also requested to pay stipends totaling \$40,000 to the two unsuccessful shortlisted firms.

II. DISCUSSION

In July 2016, the Board authorized B&T to enter into a competitive Request for Proposal (RFP) process for design-build services for smoke detector and alarm systems at the QMT and HCT. The Work requires the design, construction and construction management of smoke detector and fire alarm systems in ventilation, exhaust and service buildings, as well as pump rooms in accordance will all current codes and standards.

(rev. 4/07/10)

Staff Summary

The service requirements were publicly advertised; ten firms submitted qualification information and, based on a review of their qualifications, four firms were deemed qualified to receive the RFP. Three firms submitted proposals: E-J Electric Installation Co. (E-J) (\$21,984,074), Hellman Electric (Hellman) (\$23,969,092) and MASS Electric Construction Co (MASS) (\$21,599,000). The proposals and oral presentations were evaluated against established criteria set forth in the RFP, including proposed price, technical approach, key personnel and management approach.

In accordance with the MTA Design-Build Best Practice Guidance, Technical Proposals were evaluated by a Selection Committee (SC) prior to evaluation of the cost proposals. The SC recommended E-J as the highest rated firm based on several factors. E-J's proposal demonstrated successful past experience on comparable system design and rehabilitations of similar complexity including that of their proposed designer, AI Engineers, Inc. E-J provided an innovative design which will minimize operational disruptions and improve facility safety. The E-J team has relevant and recent experience with these systems at these tunnels.

All shortlisted firms provided responsive proposals demonstrating fire alarm and smoke detection systems experience. MASS and Hellman's proposals did not demonstrate requisite familiarity with certain Authority requirements, specifically integration of the fire alarm and smoke detector systems with the Operation Command Center (OCC) located on Randall's Island. The SC unanimously considered the E-J proposal to offer the best value for the Authority.

E-J submitted a proposal of \$21,984,074. Negotiations were conducted with E-J which included discussion of technical requirements, design assumptions, and construction approach. During the detailed technical discussion and negotiation, it was agreed that some items in E-J's proposal exceed RFP requirements. The parties agreed to more cost effective methods for transportation of materials to the project sites and pricing that reflect a more refined facility specific scope of services. Based on these scope clarifications, the parties agreed to a contract duration of 24 months with a value of \$17,700,000, which is 2.41% above the Engineer's revised estimate of \$17,284,087 and is fair and reasonable. The SC recommended the E-J team for award, determining that they proposed the best technical solution, and based on the reasons listed above, will provide the best value to the Authority.

In connection with a previous Joint Venture Contract awarded to the Contractor, E-J was found to be responsible notwithstanding significant adverse information (SAI) pursuant to the All-Agency Responsibility Guidelines and such responsibility finding was approved by the MTA Managing Director in consultation with the MTA General Counsel on August 31, 2018. No new SAI has been found related to the Contractor and E-J has been deemed responsible.

III. D/M/WBE INFORMATION

MTA Department of Diversity and Civil Rights has assigned goals of 15% MBE, 15% WBE and 6% SDVOB to this contract. E-J Electric Installation, Co. has not completed any MTA contracts with goals; therefore, no assessment of the firm's MWDBE performance can be determined at this time.

IV. IMPACT ON FUNDING

Funding is available in the 2015-2019 Capital Program under projects: D704HC30/D03714 (\$8,673,000) and D704QM91/D03576 (\$9,027,000). The two Design-Build Stipends totaling \$40,000 are funded under the 2015-2019 Capital Program Tasks D04317 and D04318.

V. ALTERNATIVES

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

METROPOLITAN TRANSPORTATION AUTHORITY
July Financial Plan - 2018 Mid-Year Forecast
Accrual Statement of Operations by Category
September 2018 Monthly
(\$ in millions)

| | Non-Reimbursable | | | | Reimbursable | | | | Total | | | |
|---|--------------------|------------------|--------------------|---------------------|-------------------|----------------|--------------------|---------------------|--------------------|------------------|--------------------|---------------------|
| | Mid-Year Forecast | Actual | -Variance: Dollars | Fav/(Unfav)-Percent | Mid-Year Forecast | Actual | -Variance: Dollars | Fav/(Unfav)-Percent | Mid-Year Forecast | Actual | -Variance: Dollars | Fav/(Unfav)-Percent |
| Revenue | | | | | | | | | | | | |
| Farebox Revenue | \$506.7 | \$505.8 | (\$0.9) | (0.2) | \$0.0 | \$0.0 | \$0.0 | N/A | \$506.7 | \$505.8 | (\$0.9) | (0.2) |
| Toll Revenue | 166.3 | 164.7 | (1.5) | (0.9) | 0.0 | 0.0 | 0.0 | N/A | 166.3 | 164.7 | (1.5) | (0.9) |
| Other Revenue | 54.0 | 47.0 | (7.0) | (13.0) | 0.0 | 0.0 | 0.0 | N/A | 54.0 | 47.0 | (7.0) | (13.0) |
| Capital and Other Reimbursements | 0.0 | 0.0 | 0.0 | N/A | 222.0 | 236.5 | 14.6 | 6.6 | 222.0 | 236.5 | 14.6 | 6.6 |
| Total Revenues | \$727.0 | \$717.5 | (\$9.5) | (1.3) | \$222.0 | \$236.5 | \$14.6 | 6.6 | \$949.0 | \$954.1 | \$5.1 | 0.5 |
| Expenses | | | | | | | | | | | | |
| Labor: | | | | | | | | | | | | |
| Payroll | \$415.3 | \$404.6 | \$10.7 | 2.6 | \$71.8 | \$64.5 | \$7.3 | 10.2 | \$487.1 | \$469.1 | \$18.0 | 3.7 |
| Overtime | 68.8 | 81.1 | (12.3) | (17.9) | 22.8 | 32.8 | (10.0) | (43.6) | 91.6 | 113.9 | (22.3) | (24.4) |
| Health and Welfare | 110.4 | 113.8 | (3.4) | (3.0) | 6.8 | 6.2 | 0.6 | 8.5 | 117.2 | 120.0 | (2.8) | (2.4) |
| OPEB Current Payments | 55.4 | 56.1 | (0.7) | (1.2) | 0.8 | 0.8 | 0.1 | 6.4 | 56.2 | 56.9 | (0.6) | (1.1) |
| Pension | 117.4 | 119.0 | (1.6) | (1.4) | 8.6 | 8.8 | (0.2) | (2.1) | 126.0 | 127.8 | (1.8) | (1.4) |
| Other Fringe Benefits | 70.6 | 68.7 | 1.9 | 2.6 | 26.2 | 26.6 | (0.4) | (1.6) | 96.8 | 95.3 | 1.4 | 1.5 |
| Reimbursable Overhead | (47.2) | (53.2) | 5.9 | 12.5 | 47.1 | 52.9 | (5.8) | (12.4) | (0.2) | (0.3) | 0.1 | 56.7 |
| Total Labor Expenses | \$790.6 | \$790.1 | \$0.5 | 0.1 | \$184.1 | \$192.6 | (\$8.4) | (4.6) | \$974.8 | \$982.7 | (\$7.9) | (0.8) |
| Non-Labor: | | | | | | | | | | | | |
| Electric Power | \$44.0 | \$44.9 | (\$0.8) | (1.9) | \$0.1 | \$0.2 | \$0.0 | (13.9) | \$44.2 | \$45.0 | (\$0.8) | (1.9) |
| Fuel | 13.2 | 11.2 | 1.9 | 14.8 | 0.0 | 0.0 | 0.0 | 24.7 | 13.2 | 11.2 | 1.9 | 14.8 |
| Insurance | 2.7 | (1.4) | 4.0 | > 100.0 | 1.3 | 1.0 | 0.3 | 25.0 | 4.0 | (0.4) | 4.4 | >100.0 |
| Claims | 26.9 | 39.5 | (12.6) | (47.0) | 0.0 | 0.0 | 0.0 | N/A | 26.9 | 39.5 | (12.6) | (47.0) |
| Paratransit Service Contracts | 34.0 | 38.5 | (4.6) | (13.4) | 0.0 | 0.0 | 0.0 | N/A | 34.0 | 38.5 | (4.6) | (13.4) |
| Maintenance and Other Operating Contracts | 83.0 | 64.5 | 18.5 | 22.3 | 8.8 | 8.5 | 0.3 | 3.0 | 91.8 | 73.1 | 18.8 | 20.4 |
| Professional Services Contracts | 53.9 | 35.2 | 18.7 | 34.6 | 12.8 | 21.1 | (8.3) | (64.9) | 66.7 | 56.4 | 10.3 | 15.5 |
| Materials and Supplies | 64.6 | 60.6 | 4.0 | 6.2 | 14.5 | 12.8 | 1.6 | 11.3 | 79.0 | 73.4 | 5.6 | 7.1 |
| Other Business Expenses | 18.7 | 14.9 | 3.8 | 20.3 | 0.3 | 0.3 | 0.0 | 0.0 | 19.0 | 15.2 | 3.8 | 20.0 |
| Total Non-Labor Expenses | \$341.0 | \$308.0 | \$32.9 | 9.7 | \$37.8 | \$43.9 | (\$6.1) | (16.2) | \$378.8 | \$352.0 | \$26.8 | 7.1 |
| Other Expense Adjustments | | | | | | | | | | | | |
| Other | \$23.0 | \$20.5 | \$2.5 | 10.9 | \$0.0 | \$0.0 | \$0.0 | N/A | \$23.0 | \$20.5 | \$2.5 | 10.9 |
| General Reserve | 0.0 | 0.0 | 0.0 | N/A | 0.0 | 0.0 | 0.0 | N/A | 0.0 | 0.0 | 0.0 | N/A |
| Total Other Expense Adjustments | \$23.0 | \$20.5 | \$2.5 | 10.9 | \$0.0 | \$0.0 | \$0.0 | N/A | \$23.0 | \$20.5 | \$2.5 | 10.9 |
| Total Expenses Before Non-Cash Liability Adjs. | \$1,154.5 | \$1,118.6 | \$35.9 | 3.1 | \$222.0 | \$236.5 | (\$14.6) | (6.6) | \$1,376.5 | \$1,355.1 | \$21.4 | 1.6 |
| Depreciation | \$229.1 | \$225.9 | \$3.2 | 1.4 | \$0.0 | \$0.0 | \$0.0 | N/A | \$229.1 | \$225.9 | \$3.2 | 1.4 |
| OPEB Liability Adjustment | 377.9 | 296.3 | 81.7 | 21.6 | 0.0 | 0.0 | 0.0 | N/A | 377.9 | 296.3 | 81.7 | 21.6 |
| GASB 68 Pension Expense Adjustment | 4.4 | (4.2) | 8.7 | > 100.0 | 0.0 | 0.0 | 0.0 | N/A | 4.4 | (4.2) | 8.7 | >100.0 |
| Environmental Remediation | 1.2 | 0.2 | 1.0 | 84.2 | 0.0 | 0.0 | 0.0 | N/A | 1.2 | 0.2 | 1.0 | 84.2 |
| Total Expenses After Non-Cash Liability Adjs. | \$1,767.2 | \$1,636.7 | \$130.5 | 7.4 | \$222.0 | \$236.5 | (\$14.6) | (6.6) | \$1,989.1 | \$1,873.2 | \$115.9 | 5.8 |
| Less: B&T Depreciation & GASB Adjustments | \$16.9 | \$17.5 | (\$0.6) | (3.7) | \$0.0 | \$0.0 | \$0.0 | 0.0 | \$16.9 | \$17.5 | (\$0.6) | (3.7) |
| Adjusted Total Expenses | \$1,750.3 | \$1,619.2 | \$131.1 | 7.5 | \$222.0 | \$236.5 | (\$14.6) | (6.6) | \$1,972.3 | \$1,855.7 | \$116.5 | 5.9 |
| Net Surplus/(Deficit) excl. Subsidies and Debt Service | (\$1,023.3) | (\$901.7) | \$121.6 | 11.9 | \$0.0 | \$0.0 | \$0.0 | N/A | (\$1,023.3) | (\$901.7) | \$121.6 | 11.9 |
| Total Subsidies | \$555.1 | \$373.1 | (\$182.0) | (32.8) | \$0.0 | \$0.0 | \$0.0 | N/A | \$555.1 | \$373.1 | (\$182.0) | (32.8) |
| Debt Service | 221.7 | 213.5 | 8.1 | 3.7 | 0.0 | 0.0 | 0.0 | N/A | 221.7 | 213.5 | 8.1 | 3.7 |

Notes: Totals may not add due to rounding

Results are based on the preliminary close of the general ledger and are subject to review and adjustment. Please note that the current months' actuals do not include post-close adjustments, which will be captured in the subsequent month's YTD results.

The impact of LIRR's Forward Plan, MNR's Way Ahead, and the MTA Bus Action Plan, which were captured as MTA Re-estimates within below-the-line adjustments in the 2018 July Financial Plan, have been allocated to specific Agencies and captured within their baseline Mid-Year Forecasts.

METROPOLITAN TRANSPORTATION AUTHORITY
July Financial Plan - 2018 Mid-Year Forecast
Accrual Statement of Operations by Category
September 2018 Year-to-Date
(\$ in millions)

| | Non-Reimbursable | | | | Reimbursable | | | | Total | | | |
|---|--------------------|--------------------|---------------------------------|----------------------|-------------------|------------------|---------------------------------|----------------------|--------------------|--------------------|---------------------------------|----------------------|
| | Mid-Year Forecast | Actual | -Variance: Fav/(Unfav)- Dollars | Fav/(Unfav)- Percent | Mid-Year Forecast | Actual | -Variance: Fav/(Unfav)- Dollars | Fav/(Unfav)- Percent | Mid-Year Forecast | Actual | -Variance: Fav/(Unfav)- Dollars | Fav/(Unfav)- Percent |
| Revenue | | | | | | | | | | | | |
| Farebox Revenue | \$4,598.7 | \$4,586.2 | (\$12.5) | (0.3) | \$0.0 | \$0.0 | \$0.0 | N/A | \$4,598.7 | \$4,586.2 | (\$12.5) | (0.3) |
| Toll Revenue | 1,463.3 | 1,470.8 | 7.5 | 0.5 | 0.0 | 0.0 | 0.0 | N/A | 1,463.3 | 1,470.8 | 7.5 | 0.5 |
| Other Revenue | 484.9 | 465.4 | (19.5) | (4.0) | 0.0 | 0.0 | 0.0 | N/A | 484.9 | 465.4 | (19.5) | (4.0) |
| Capital and Other Reimbursements | 0.0 | 0.0 | 0.0 | N/A | 1,741.4 | 1,855.6 | 114.2 | 6.6 | 1,741.4 | 1,855.6 | 114.2 | 6.6 |
| Total Revenues | \$6,546.9 | \$6,522.4 | (\$24.5) | (0.4) | \$1,741.4 | \$1,855.6 | \$114.2 | 6.6 | \$8,288.3 | \$8,378.0 | \$89.7 | 1.1 |
| Expenses | | | | | | | | | | | | |
| Labor: | | | | | | | | | | | | |
| Payroll | \$3,876.5 | \$3,838.8 | \$37.8 | 1.0 | \$574.3 | \$552.0 | \$22.3 | 3.9 | \$4,450.9 | \$4,390.7 | \$60.1 | 1.4 |
| Overtime | 711.9 | 793.3 | (81.3) | (11.4) | 161.7 | 239.1 | (77.4) | (47.9) | 873.6 | 1,032.3 | (158.7) | (18.2) |
| Health and Welfare | 978.8 | 964.5 | 14.2 | 1.5 | 59.8 | 61.9 | (2.1) | (3.5) | 1,038.6 | 1,026.4 | 12.1 | 1.2 |
| OPEB Current Payments | 465.6 | 467.9 | (2.3) | (0.5) | 7.4 | 7.0 | 0.5 | 6.3 | 473.0 | 474.8 | (1.8) | (0.4) |
| Pension | 994.4 | 996.2 | (1.8) | (0.2) | 77.3 | 81.5 | (4.2) | (5.4) | 1,071.7 | 1,077.8 | (6.0) | (0.6) |
| Other Fringe Benefits | 689.3 | 686.2 | 3.1 | 0.5 | 201.8 | 215.5 | (13.7) | (6.8) | 891.1 | 901.7 | (10.6) | (1.2) |
| Reimbursable Overhead | (337.4) | (395.6) | 58.2 | 17.3 | 335.1 | 393.0 | (58.0) | (17.3) | (2.3) | (2.6) | 0.3 | 10.8 |
| Total Labor Expenses | \$7,379.2 | \$7,351.3 | \$27.9 | 0.4 | \$1,417.4 | \$1,550.0 | (\$132.6) | (9.4) | \$8,796.6 | \$8,901.3 | (\$104.7) | (1.2) |
| Non-Labor: | | | | | | | | | | | | |
| Electric Power | \$372.7 | \$358.7 | \$13.9 | 3.7 | \$1.1 | \$1.3 | (\$0.2) | (17.4) | \$373.8 | \$360.0 | \$13.8 | 3.7 |
| Fuel | 136.6 | 139.4 | (2.8) | (2.0) | 0.0 | 0.3 | (0.3) | <(100.0) | 136.6 | 139.7 | (3.0) | (2.2) |
| Insurance | 5.8 | (6.8) | 12.6 | > 100.0 | 11.1 | 9.9 | 1.2 | 10.7 | 16.8 | 3.1 | 13.8 | 81.8 |
| Claims | 260.0 | 281.4 | (21.4) | (8.2) | 0.0 | 0.0 | 0.0 | N/A | 260.0 | 281.4 | (21.4) | (8.2) |
| Paratransit Service Contracts | 310.3 | 331.6 | (21.2) | (6.8) | 0.0 | 0.0 | 0.0 | N/A | 310.3 | 331.6 | (21.2) | (6.8) |
| Maintenance and Other Operating Contracts | 577.3 | 488.9 | 88.4 | 15.3 | 81.3 | 77.4 | 3.9 | 4.8 | 658.6 | 566.3 | 92.3 | 14.0 |
| Professional Services Contracts | 412.2 | 366.9 | 45.2 | 11.0 | 100.6 | 90.6 | 10.0 | 9.9 | 512.7 | 457.5 | 55.2 | 10.8 |
| Materials and Supplies | 500.1 | 478.5 | 21.6 | 4.3 | 130.2 | 121.7 | 8.5 | 6.5 | 630.3 | 600.2 | 30.1 | 4.8 |
| Other Business Expenses | 172.4 | 164.2 | 8.2 | 4.8 | (0.2) | 4.5 | (4.7) | <(100.0) | 172.3 | 168.7 | 3.5 | 2.1 |
| Total Non-Labor Expenses | \$2,747.4 | \$2,602.8 | \$144.6 | 5.3 | \$324.1 | \$305.6 | \$18.4 | 5.7 | \$3,071.5 | \$2,908.4 | \$163.1 | 5.3 |
| Other Expense Adjustments | | | | | | | | | | | | |
| Other | \$94.1 | \$84.2 | \$9.9 | 10.6 | \$0.0 | \$0.0 | \$0.0 | N/A | \$94.1 | \$84.2 | \$9.9 | 10.6 |
| General Reserve | 0.0 | 0.0 | 0.0 | N/A | 0.0 | 0.0 | 0.0 | N/A | 0.0 | 0.0 | 0.0 | N/A |
| Total Other Expense Adjustments | \$94.1 | \$84.2 | \$9.9 | 10.6 | \$0.0 | \$0.0 | \$0.0 | N/A | \$94.1 | \$84.2 | \$9.9 | 10.6 |
| Total Expenses Before Non-Cash Liability Adjs. | \$10,220.7 | \$10,038.2 | \$182.4 | 1.8 | \$1,741.5 | \$1,855.6 | (\$114.1) | (6.6) | \$11,962.1 | \$11,893.8 | \$68.3 | 0.6 |
| Depreciation | \$1,967.7 | \$2,009.9 | (\$42.2) | (2.1) | \$0.0 | \$0.0 | \$0.0 | N/A | \$1,967.7 | \$2,009.9 | (\$42.2) | (2.1) |
| OPEB Liability Adjustment | 1,351.7 | 1,105.1 | 246.6 | 18.2 | 0.0 | 0.0 | 0.0 | N/A | 1,351.7 | 1,105.1 | 246.6 | 18.2 |
| GASB 68 Pension Expense Adjustment | 29.8 | (3.1) | 32.9 | > 100.0 | 0.0 | 0.0 | 0.0 | N/A | 29.8 | (3.1) | 32.9 | >100.0 |
| Environmental Remediation | 4.5 | 4.4 | 0.1 | 3.2 | 0.0 | 0.0 | 0.0 | N/A | 4.5 | 4.4 | 0.1 | 3.2 |
| Total Expenses After Non-Cash Liability Adjs. | \$13,574.4 | \$13,154.4 | \$420.0 | 3.1 | \$1,741.5 | \$1,855.6 | (\$114.1) | (6.6) | \$15,315.8 | \$15,010.0 | \$305.8 | 2.0 |
| Less: B&T Depreciation & GASB Adjustments | \$152.5 | \$154.7 | (\$2.1) | (1.4) | \$0.0 | \$0.0 | \$0.0 | 0.0 | \$152.5 | \$154.7 | (\$2.1) | (1.4) |
| Adjusted Total Expenses | \$13,421.8 | \$12,999.8 | \$422.1 | 3.1 | \$1,741.5 | \$1,855.6 | (\$114.1) | (6.6) | \$15,163.3 | \$14,855.4 | \$307.9 | 2.0 |
| Net Surplus/(Deficit) excl. Subsidies and Debt Service | (\$6,874.9) | (\$6,477.3) | \$397.6 | 5.8 | (\$0.1) | \$0.0 | \$0.1 | N/A | (\$6,875.0) | (\$6,477.3) | \$397.7 | 5.8 |
| Total Subsidies | \$5,977.9 | \$5,582.8 | (\$395.0) | (6.6) | \$0.0 | \$0.0 | \$0.0 | N/A | \$5,977.9 | \$5,582.8 | (\$395.0) | (6.6) |
| Debt Service | 1,964.2 | 1,955.6 | 8.6 | 0.4 | 0.0 | 0.0 | 0.0 | N/A | 1,964.2 | 1,955.6 | 8.6 | 0.4 |

Notes: Totals may not add due to rounding

Results are based on the preliminary close of the general ledger and are subject to review and adjustment. Please note that the current months' actuals do not include post-close adjustments, which will be captured in the subsequent month's YTD results.

The impact of LIRR's Forward Plan, MNR's Way Ahead, and the MTA Bus Action Plan, which were captured as MTA Re-estimates within below-the-line adjustments in the 2018 July Financial Plan, have been allocated to specific Agencies and captured within their baseline Mid-Year Forecasts.

**METROPOLITAN TRANSPORTATION AUTHORITY
JULY FINANCIAL PLAN - 2018 MID-YEAR FORECAST
EXPLANATION OF VARIANCES BETWEEN MID-YEAR FORECAST AND ACTUAL ACCRUAL BASIS
SEPTEMBER 2018
(\$ in millions)**

| Generic Revenue or Expense Category | Nonreimb or Reimb | SEPTEMBER | | Reason for Variance | YEAR-TO-DATE | | Reason for Variance |
|--|----------------------|----------------------------|--------|--|----------------------------|--------|---|
| | | Favorable (Unfavorable) | | | Favorable (Unfavorable) | | |
| | | \$ | % | | \$ | % | |
| Farebox Revenue | NR | (0.9) | (0.2) | Lower ridership and yields were responsible for unfavorable variances of (\$1.5M) at MNR and (\$0.8M) at the LIRR. MTA Bus was unfavorable by (\$0.6M) due to the timing of receipts. These results were partially offset by a favorable variance of \$2.1M at NYCT due to higher average fares. | (12.5) | (0.3) | Drivers for the month apply to the YTD unfavorable variance of (\$5.1M) at MNR. Lower ridership was responsible for unfavorable variances of (\$4.8M) at NYCT and (\$3.5M) at the LIRR. These results were partially offset by a favorable variance of \$0.9M at MTA Bus. |
| Vehicle Toll Revenue | NR | (1.5) | (0.9) | Toll revenues were unfavorable due to lower average toll. | 7.5 | 0.5 | YTD results reflect higher traffic volume. |
| Other Operating Revenue | NR | (7.0) | (13.0) | The unfavorable outcome was mostly due to a negative shift in the market value of the invested asset portfolio (\$5.2M) at FMTAC; lower net GCT retail income and lower advertising revenue at MNR (\$1.5M); and the timing of revenue from E-ZPass administrative fees (\$0.9M) at B&T. Other Agency variances were minor. | (19.5) | (4.0) | Ongoing factors noted for the month continue, producing unfavorable YTD results of (\$10.5M) at FMTAC and (\$2.8M) at MNR. Other contributors to the unfavorable YTD outcome include the timing of student fare reimbursements and lower advertising/real estate revenues at NYCT (\$8.1M); and the timing of student reimbursements at MTA Bus (\$1.5M). These results were partially offset by mostly higher Transit Museum revenue at MTAHQ \$1.7M; and higher Battery Parking Garage income and revenue from E-ZPass administrative fees at B&T \$1.6M. |
| Payroll | NR | 10.7 | 2.6 | MTAHQ was \$4.4M favorable mainly due to vacation accrual reversals. NYCT was \$3.9M favorable mainly due to vacancies and timing. Other favorable outcomes were due to vacancies, \$3.3M at B&T and \$1.1M at the LIRR, including lower vacation pay accruals. Partially offsetting these results was an unfavorable outcome of (\$2.3M) at MTA Bus due to timing. | 37.8 | 1.0 | Ongoing factors noted for the month continue, producing favorable YTD results of \$26.3M at NYCT, \$9.6M at the LIRR, and \$9.3M at B&T. Partially offsetting these results were unfavorable variances of (\$3.4M) at MTA Bus (mainly timing); (\$2.4M) at MNR, including an increase in the reserve requirements for the payout of sick, vacation, and retiree compensation, and (\$2.0M) at MTAHQ, including MTA PD vacation pay accrual adjustments and higher IT and Procurement salaries. |
| Overtime | NR | (12.3) | (17.9) | Subway service delays, additional maintenance work due in part to the Subway Action Plan, and the timing of reimbursable charges were the primary causes of the (\$11.2M) overage at NYCT. Other contributors to the overage were caused by higher levels of bus maintenance and traffic congestion (\$0.9M) at MTA Bus; higher MTA PD special event coverage, arrest processing, and vacancy/absentee coverage (\$0.5M) at MTAHQ. Other Agency variances were minor. (See Overtime Decomposition Report for more details) | (81.3) | (11.4) | The same drivers of the monthly variance continue at NYCT, MTA Bus, and MTAHQ. By Agency, the variances are (\$73.8M) at NYCT, (\$3.9M) at MTA Bus, (\$1.4M) at MTAHQ. Other factors include higher weather-related coverage of (\$1.9M) at MNR; timing and vacancy coverage of (\$0.8M) at SIR; and higher maintenance, unscheduled service, and weather-related coverage of (\$0.8M) at the LIRR. These results were partly offset by a favorable variance of \$1.2M at B&T that was primarily due to lower scheduled service requirements and timing. (See Overtime Decomposition Report for more details) |
| Health and Welfare | NR | (3.4) | (3.0) | Timing was mainly responsible for the unfavorable variance of (\$2.6M) at NYCT, and MTA Bus was unfavorable by (\$1.2M). These results were partially offset by favorable variances of \$0.5M at both the LIRR and B&T due to vacancies. | 14.2 | 1.5 | Lower rates and timing were mainly responsible for the favorable variance of \$16.4M at NYCT. The LIRR, B&T and SIR were favorable by \$5.3M, \$1.4M and \$0.6M, respectively, mainly due to vacancies. Overages of (\$4.6M) at MNR, (\$3.7M) at MTA Bus, and (\$1.1M) at MTAHQ were also reported. |
| OPEB - Current Payment | NR | (0.7) | (1.2) | Timing was mostly responsible for the unfavorable variance of (\$5.0M) at NYCT. This result was partially offset by favorable variances of \$3.6M at MTAHQ due to timing, and \$0.5M at the LIRR due to fewer retirees. | (2.3) | (0.5) | Timing was mostly responsible for the unfavorable variance of (\$7.3M) at NYCT, while additional retirees increased expenses by (\$1.9M) at MNR. These results were partially offset by favorable variances of \$3.2M at MTAHQ and \$0.5M at MTA Bus due to timing; and \$2.7M at the LIRR due to the same causes noted for the month. |
| Pensions | NR | (1.6) | (1.4) | Timing was mainly responsible for the unfavorable variance of (\$2.3M) at NYCT and favorable variance of \$0.5M at MNR. | (1.8) | (0.2) | Timing was mainly responsible for the unfavorable variances of (\$4.6M) at NYCT and (\$1.6M) at MTAHQ, and for the favorable variances of \$3.2M at the LIRR, and \$1.3M at MNR. |

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SEPTEMBER 2018
(\$ in millions)**

| Generic Revenue or Expense Category | Nonreimb or Reimb | SEPTEMBER | | Reason for Variance | YEAR-TO-DATE | | Reason for Variance |
|---|----------------------|----------------------------|--------|---|----------------------------|-------|---|
| | | Favorable (Unfavorable) | | | Favorable (Unfavorable) | | |
| | | \$ | % | | \$ | % | |
| Other Fringe Benefits | NR | 1.9 | 2.6 | The LIRR was \$6.2M favorable due to lower Federal Employers Liability Act (FELA) indemnity reserves and Railroad Retirement taxes. Other favorable variances of \$0.6M at MTAHQ and \$0.5M at B&T were due to timing and vacancies, respectively. These results were partially offset by unfavorable variances of (\$4.0M) at MNR due to higher employee claims, and (\$1.2M) at MTA Bus due to timing. | 3.1 | 0.5 | Timing was responsible for favorable variances of \$2.1M at MTA Bus, \$1.5M at MTAHQ, and \$0.8M at NYCT, while B&T was favorable by \$1.2M due to vacancies. These results were partially offset by unfavorable variances of (\$1.7M) at MNR due to the same drivers of the monthly variance; and (\$0.8M) at the LIRR due mainly to higher Federal Employers Liability Act (FELA) indemnity reserves. |
| Reimbursable Overhead | NR | 5.9 | 12.5 | Revised capital project activity assumptions produced favorable variances of \$4.7M at NYCT and \$1.9M at the LIRR. MTAHQ was (\$0.8M) unfavorable mostly due to delayed reimbursement of MTA PD, Procurement, and BSC costs. | 58.2 | 17.3 | Favorable variances of \$37.3M at NYCT, \$14.1M at the LIRR, and \$5.2M at MTAHQ, were due to a continuation of the monthly drivers, while \$1.2M at MNR and \$0.7M at MTA Bus were due to higher project activity. These results were partially offset by an unfavorable variance of (\$0.7M) at B&T due to the timing of project activity. Other Agency variances were minor. |
| Electric Power | NR | (0.8) | (1.9) | Higher rates were responsible for unfavorable variances of (\$1.1M) at MNR and (\$0.6M) at the LIRR, including higher consumption attributable to scheduled outages on weekends due to construction along the right-of-way and within Penn Station. These results were partially offset by a favorable variance of \$0.9M at MTAHQ, savings directly caused by replacing LED bulbs at 2 Broadway, the BSC and at Madison Avenue properties, and lower costs for the MTA PD Metropolitan Radio Regional System Project. | 13.9 | 3.7 | A mixture of the factors noted for the month coupled with timing, lower rates and consumption were responsible for favorable variances of \$11.3M at NYCT, \$2.3M at MTAHQ, and \$0.7M at B&T, partially offset by an unfavorable variance of (\$1.0M) at MNR. |
| Fuel | NR | 1.9 | 14.8 | Timing was mainly responsible for the favorable variance of \$1.4M at NYCT. Other agency variances were minor. | (2.8) | (2.0) | Higher prices and consumption were mostly responsible for the unfavorable variance of (\$3.5M) at NYCT, partially offset by a favorable variance of \$0.5M at the LIRR due to a mixture of lower consumption, rates, and timing. Other agency variances were minor. |
| Insurance | NR | 4.0 | * | Timing was responsible for favorable variances of \$2.1M at FMTAC and \$1.1M at MTAHQ. The LIRR was favorable by \$0.7M due lower property and liability insurance reserve requirements. | 12.6 | * | Reflects favorable timing variances of \$10.0M at FMTAC and \$2.3M at MTAHQ, and \$0.6M at the LIRR due to reasons noted for the month. |
| Claims | NR | (12.6) | (47.0) | NYCT was (\$9.0M) unfavorable mainly due to higher reserve requirements, while timing was largely responsible for the unfavorable variance of (\$3.9M) at FMTAC. Other agency results were minor. | (21.4) | (8.2) | Timing was largely responsible for the unfavorable variance of (\$14.6M) at FMTAC, while NYCT was (\$8.9M) unfavorable mainly due to higher reserve requirements. This result was partially offset by favorable variances of \$2.1M at the LIRR and \$0.6M at MTAHQ due primarily to lower reserve requirements. |
| Paratransit Service Contracts | NR | (4.6) | (13.4) | The overage mainly reflects the impact of increased utilization of e-hail trips. | (21.2) | (6.8) | The cause for the month also applies to what has been driving the YTD unfavorable variance. |
| Maintenance and Other Operating Contracts | NR | 18.5 | 22.3 | The overall favorable result was mainly attributable to revised spending assumptions and timing. These factors resulted in lower costs of \$9.8M at NYCT, which includes fewer auto purchases; \$4.0M at MNR due to delays in locomotive overhauls and lower expenses for miscellaneous maintenance and GCT utilities; \$2.6M at MTAHQ, mainly due to the timing of facilities and maintenance services; \$2.2M at MTA Bus due to delays in shop programs and roll-outs of new bus technology and Select Bus Service; and \$0.5M at SIR due to the timing of non-revenue vehicle purchases and maintenance work requirements. These results were partially offset by an unfavorable variance of (\$0.5M) at the LIRR associated with higher emergency busing services, vegetation management, and hazardous waste clean-up. | 88.4 | 15.3 | The drivers of the YTD variances for NYCT, MNR, MTA Bus, MTAHQ and SIR were mainly the same as those noted for the month. YTD favorable variances however were \$41.9M, \$14.6M, \$9.9M, \$3.8M and \$2.1M, respectively. Additionally, NYCT was favorable due to the timing of vehicle purchases; B&T was \$10.1M favorable due to the timing of E-ZPass Customer Service Center costs and routine maintenance; and the LIRR was \$6.1M favorable due to the timing of various platform investments, TVM maintenance, equipment rentals, non-revenue vehicle purchases, elevator/escalator maintenance and waste maintenance services. |

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SEPTEMBER 2018
(\$ in millions)**

| Generic Revenue or Expense Category | Nonreimb or Reimb | SEPTEMBER | | Reason for Variance | YEAR-TO-DATE | | Reason for Variance |
|--|----------------------|----------------------------|------|---|----------------------------|-------|--|
| | | Favorable (Unfavorable) | | | Favorable (Unfavorable) | | |
| | | \$ | % | | \$ | % | |
| Professional Service Contracts | NR | 18.7 | 34.6 | The overall favorable result was mainly attributable to revised spending assumptions and timing: \$20.9M at MTAHQ due to expense recoveries, professional services, IT-related expenses and legal services; and \$0.7M at MTA Bus due to interagency charges. Partially offsetting these results was an unfavorable variance of (\$3.4M) at the LIRR due to the write-off of project work no longer capital-eligible. | 45.2 | 11.0 | The drivers of the YTD variances for MTAHQ and MTA Bus were mainly the same as those noted for the month. YTD favorable variances however were \$46.9M and \$2.5M, respectively. Similarly, revised spending assumptions and timing also result in favorable variances at MNR, \$5.2M, in procured engineering and Enterprise Asset Management consulting, medical services and training; and B&T, \$1.6M. These results were partially offset by an unfavorable timing variance of (\$7.4M) at NYCT for various professional service contract requirements; and (\$3.8M) at the LIRR due to the write-off of project work no longer capital-eligible. |
| Materials & Supplies | NR | 4.0 | 6.2 | Favorable results included \$5.1M at the LIRR (mostly the timing of fleet modifications and Reliability Centered Maintenance (RCM) activities), \$2.0M at MTA Bus (revised timing of the new fare payment system), and \$0.6M at NYCT, reflecting timing. Partially offsetting these results were unfavorable outcomes of (\$3.3M) at MNR due to higher obsolete and excess material reserve requirements and other inventory adjustments, and (\$0.6M) at B&T due to timing. | 21.6 | 4.3 | The drivers of the YTD variances remain the same as those noted for the month, however favorable results were \$26.4M at the LIRR and \$10.8M at MTA Bus, and unfavorable results were (\$13.4M) at NYCT and (\$1.8M) at MNR. Other Agency variances were minor. |
| Other Business Expenses | NR | 3.8 | 20.3 | The LIRR was favorable by \$1.7M mainly due to a reversal of bad debt expense. NYCT was favorable by \$0.9M. Other favorable variances of \$0.8M at FMTAC were due to lower general & administrative, commissions, and safety loss control expenses; and \$0.8M at B&T were mainly due to timing. These results were partially offset by an unfavorable variance of (\$0.8M) at MNR mostly due to higher subsidy payments to New Jersey Transit and lower expense recoveries from Amtrak. | 8.2 | 4.8 | The LIRR was \$7.2M favorable mainly due to higher restitution of property damages and a reversal of bad debt expense. B&T and MTA Bus were favorable by \$1.9M and \$0.6M, respectively, mostly due to timing. Other favorable variances of \$1.5M at MTAHQ were mainly due to stricter spending; and \$1.4M at FMTAC for reasons noted for the month. These results were partially offset by unfavorable variances of (\$3.5M) at NYCT due to timing, and (\$0.8M) at MNR for reasons noted for the month. |
| Other Expense Adjustments | NR | 2.5 | 10.9 | Variance due to timing differences in project completions. | 9.9 | 10.6 | Variance due to timing differences in project completions. |
| Depreciation | NR | 3.2 | 1.4 | Timing differences in project completions and assets reaching beneficial use resulted in favorable variances of \$5.4M at NYCT and \$1.1M at MNR, and unfavorable variances of (\$2.5M) at the LIRR, (\$0.6M) at B&T and (\$0.5M) at SIR. | (42.2) | (2.1) | The same drivers of the monthly variance were responsible for unfavorable results of (\$26.4M) at the LIRR, (\$24.4M) at NYCT, (\$2.1M) at B&T and (\$2.0M) at SIR, and the favorable variances of \$10.3M at MNR, \$1.7M at MTAHQ, and \$0.7M at MTA Bus. |
| OPEB Liability Adjustment | NR | 81.7 | 21.6 | The GASB adjustment reflects the value associated with the unfunded accrued liability for post employment health benefits. The favorable variance of \$78.5M at NYCT, and \$4.4M at MTA Bus was partially offset by an unfavorable variance of (\$1.3M) at MTAHQ. Other agency variances were minor. | 246.6 | 18.2 | The GASB adjustment reflects the value associated with the unfunded accrued liability for post employment health benefits. Favorable variances of \$226.7M at NYCT, \$19.4M at MTA Bus and \$3.4M at MNR, were partially offset by unfavorable variances of (\$2.3M) at MTAHQ and (\$0.9M) at the LIRR. |
| GASB 68 Pension Adjustment | NR | 8.7 | * | Reflects Agencies' adjustments to account for net pension liability. MTA Bus and MNR were favorable by \$6.3M and \$2.0M, respectively. Other agency variances were minor. | 32.9 | * | Reflects Agencies' adjustments to account for net pension liability. MTA Bus, MNR and SIR were favorable by \$26.3M, \$5.8M, and \$0.9M, respectively. |
| Environmental Remediation | NR | 1.0 | 84.2 | MNR was \$1.0M favorable. Other agency variances were minor. | 0.1 | 3.2 | MNR was \$0.5M favorable. Other agency variances were minor. |

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SEPTEMBER 2018
(\$ in millions)**

| Generic Revenue or Expense Category | Nonreimb or Reimb | SEPTEMBER | | Reason for Variance | YEAR-TO-DATE | | Reason for Variance |
|---|----------------------|----------------------------|--------|---|----------------------------|--------|--|
| | | Favorable (Unfavorable) | | | Favorable (Unfavorable) | | |
| | | \$ | % | | \$ | % | |
| <p>Reimbursable revenue and expense activity are primarily influenced by the nature and timing of project activity. Accordingly, variances reflect the impact of the aforementioned influences as well as changes in reimbursement and vacancy assumptions, refinements to project scheduling, as well as project delays/accelerations. At MTAHQ, impacts reflect reimbursable directed patrol (police coverage) requirements. The following lists the major contributors of the variance by Agency.</p> | | | | | | | |
| Capital & Other Reimbursements | R | 14.6 | 6.6 | Favorable variances: \$8.8M at MTAHQ, \$5.8M at the LIRR, \$1.2M at NYCT, and \$0.9M at B&T. Unfavorable variances: (\$1.4M) at MNR and (\$1.3M) at MTACC. Other Agency variances were minor. | 114.2 | 6.6 | Favorable variances: \$73.7M at the LIRR, \$45.2M at NYCT, \$23.7M at MTAHQ, and \$0.5M at SIR. Unfavorable variances: (\$25.7M) at MNR, (\$2.5M) at MTACC, and (\$0.8M) at B&T. |
| Payroll | R | 7.3 | 10.2 | Favorable variances: \$6.2M at NYCT, \$0.8M at MNR, \$0.6M at MTACC, and \$0.5M at the LIRR. Unfavorable variance: (\$0.6M) at B&T. | 22.3 | 3.9 | Favorable variances: \$22.0M at NYCT, \$3.4M at MNR, \$1.1M at MTACC, and \$0.8M at MTAHQ. Unfavorable variances: (\$3.8M) at the LIRR and (\$0.5M) at MTA Bus. Other Agency variances were minor. |
| Overtime | R | (10.0) | (43.6) | Unfavorable variances: (\$8.4M) at NYCT and (\$2.0M) at the LIRR. Other Agency variances were minor. (See Overtime Decomposition Report for more details) | (77.4) | (47.9) | Unfavorable variances: (\$56.1M) at NYCT, (\$21.1M) at the LIRR, (\$0.8M) at MNR, and (\$0.5M) at MTAHQ. Favorable variance: \$0.8M at B&T. (See Overtime Decomposition Report for more details) |
| Health and Welfare | R | 0.6 | 8.5 | Agency variances were minor. | (2.1) | (3.5) | Unfavorable variance: (\$3.9M) at the LIRR. Favorable variances: \$0.9M at MNR and \$0.6M at MTA Bus. |
| OPEB Current Payment | R | 0.1 | 6.4 | Agency variances were minor. | 0.5 | 6.3 | Favorable variance: \$0.5M at the NYCT. |
| Pensions | R | (0.2) | (2.1) | Agency variances were minor. | (4.2) | (5.4) | Unfavorable variances: (\$3.2M) at the LIRR and (\$2.0M) at NYCT. Favorable variances: \$0.5M at both MTACC and MNR. |
| Other Fringe Benefits | R | (0.4) | (1.6) | Agency variances were minor. | (13.7) | (6.8) | Unfavorable variances: (\$9.1M) at NYCT and (\$5.1M) at the LIRR. Favorable variance: \$0.5M at MNR. |
| Reimbursable Overhead | R | (5.8) | (12.4) | Unfavorable variances: (\$4.7M) at NYCT and (\$1.9M) at the LIRR. Favorable variance: \$0.8M at MTAHQ. | (58.0) | (17.3) | Unfavorable variances: (\$37.3M) at NYCT, (\$14.1M) at the LIRR, (\$5.2M) at MTAHQ, (\$1.0M) at MNR, and (\$0.7M) at MTA Bus. Favorable variance: \$0.7M at B&T. |
| Electric Power | R | (0.0) | (13.9) | Agency variances were minor. | (0.2) | (17.4) | Agency variances were minor. |
| Fuel | R | 0.0 | 24.7 | Agency variances were minor. | (0.3) | * | Agency variances were minor. |
| Insurance | R | 0.3 | 25.0 | Agency variances were minor. | 1.2 | 10.7 | Favorable variance: \$1.2M at the MNR. |
| Maintenance and Other Operating Contracts | R | 0.3 | 3.0 | Favorable variance: \$1.6M at NYCT. Unfavorable variances: (\$0.8M) at the LIRR and (\$0.5M) at MNR. | 3.9 | 4.8 | Favorable variances: \$19.5M at NYCT and \$0.5M at MTACC. Unfavorable variances: (\$10.2M) at MNR and (\$5.9M) at the LIRR. |
| Professional Service Contracts | R | (8.3) | (64.9) | Unfavorable variances: (\$9.8M) at MTAHQ. Favorable variances: \$1.3M at NYCT and \$0.6M at MTACC. | 10.0 | 9.9 | Favorable variances: \$22.9M at MNR and \$9.7M at NYCT. Unfavorable variances: (\$19.3M) at MTAHQ, and (\$3.3M) at the LIRR. |
| Materials & Supplies | R | 1.6 | 11.3 | Favorable variance: \$2.5M at NYCT. Unfavorable variance: (\$0.5M) at the LIRR. Other Agency variances were minor. | 8.5 | 6.5 | Favorable variances: \$12.3M at NYCT, \$8.4M at MNR, and \$0.5M at MTA Bus. Unfavorable variance: (\$12.5M) at the LIRR. |
| Other Business Expenses | R | 0.0 | 0.0 | Agency variances were minor. | (4.7) | * | Unfavorable variance: (\$4.1M) at NYCT and (\$0.7M) at the LIRR. |

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| Generic Revenue or Expense Category | Nonreimb or Reimb | Favorable (Unfavorable) | | SEPTEMBER | | Favorable (Unfavorable) | | YEAR-TO-DATE | |
|--|----------------------|----------------------------|--------|---|--|----------------------------|-------|--|--|
| | | \$ | % | Reason for Variance | | \$ | % | Reason for Variance | |
| | | | | | | | | | |
| Subsidies | NR | (181.8) | (32.8) | The unfavorable accrual variance of (\$181.8M) was mainly due to lower-than-budgeted MTA Aid revenues of (\$78.2M), PBT revenues of (\$57.9M), NYS Operating Support for SAP of (\$21.8M), and NYC Operating Support for SAP (\$36.9M), all attributable to timing of accruals, as well as lower MRT of (\$11.4M) due to weaker-than-expected mortgage activity. This was offset by favorable accruals for City Subsidy to MTA Bus of \$16.2M due to timing and Urban Tax of \$13.9M due to stronger-than-expected real estate activity in NYC. | | (395.1) | (6.6) | The unfavorable variance of (\$395.1M) was mainly due to lower-than-budgeted accruals for MTA Aid of (\$109.0M), PMT of (\$101.8M), NYS Operating Support for SAP of (\$60.0M), PBT of (\$59.9M), PMT Replacement Funds of (\$48.9M), NYC Operating Support for SAP (\$39.9M), and City Subsidy to MTA Bus of (\$25.8M), all due primarily to the timing of accruals. This was offset by favorable accruals for Urban Tax of \$71.6M, due to stronger-than-expected real estate activity in NYC. | |
| Debt Service | NR | 8.1 | 3.7 | Favorable variance of \$8.1 million mainly due to timing and savings from refunding transactions. | | 8.6 | 0.4 | Favorable Year-to-Date variance of \$0.4 is reflective of timing, savings from refunding transactions and lower than budgeted variable rates. | |

METROPOLITAN TRANSPORTATION AUTHORITY
Overtime Decomposition Report
Mid-Year Forecast vs. Actuals
September 2018

The attached table presents consolidated results of overtime followed by an overtime legend. For detailed overtime results, please refer to the Agency reports located in the financial reporting sections of Agency operating committee agendas. Below is a summary of the major consolidated variances.

September 2018 Overtime Reporting - Preliminary Results

Month – Non-Reimbursable

Total overtime was (\$12.3M), or (17.9%), unfavorable to the Mid-Year Forecast. NYCT generated the lion share of this overage (\$11.2M), or 90.5% of the total.

Programmatic/Routine Maintenance was (\$7.2M) unfavorable, mainly due to operational/maintenance requirements for car maintainers and cleaners, track workers and bus dispatchers (including the SAP) at NYCT (\$7.1M). MTA Bus was (\$0.8M) unfavorable as a result of increased maintenance work required to keep outmoded fleet in a state of good repair. Partially offsetting these results was a favorable variance of \$0.8M at the LIRR, reflecting lower maintenance requirements within the Equipment Department.

Other was (\$5.8M) unfavorable, mainly due to the timing of reimbursable charges and training expenses at NYCT (\$5.1M), and higher-than-forecasted wage rates at the LIRR (\$0.5M).

Unscheduled Service was (\$4.7M) unfavorable, mainly reflecting the impact of subway service delays at NYCT (\$4.1M).

Scheduled Service was (\$0.7M) unfavorable, mainly due to timing at NYCT (\$1.0M).

Weather Emergencies were unfavorable by (\$0.5M), mainly reflecting greater coverage requirements at NYCT (\$0.6M) attributable to several days of above-average temperatures and heavy rain events.

Vacancy/Absentee Coverage was \$6.6M favorable, reflecting, overall, lower coverage requirements at NYCT, \$6.6M.

Month - Reimbursable

Reimbursable Overtime exceeded the Mid-Year Forecast by (\$10.0M), mainly due to vacancy/absentee coverage, Subway Action Plan (SAP) job overruns, and other additional capital support requirements at NYCT (\$8.4M); and Main Line double-track work, East Side Access, East Rail Yard, Jamaica capacity improvements, and Hicksville Station improvements at the LIRR (\$2.0M).

METROPOLITAN TRANSPORTATION AUTHORITY
Overtime Decomposition Report
Mid-Year Forecast vs. Actuals
September 2018

YTD – Non-Reimbursable

Total overtime was (\$81.3M), or (11.4%), unfavorable to the Mid-Year Forecast. Of this amount, NYCT comprised (\$73.8M) or 90.7% of the overage.

Unscheduled Service was (\$37.3M) unfavorable. YTD results reflect the continuance of factors noted for the month at NYCT (\$34.3M); longer bus route running times due to increased street traffic at MTA Bus, (\$1.9M); and additional operational support required to improve on-time performance at the LIRR (\$1.2M).

Programmatic/Routine Maintenance was (\$17.4M) unfavorable. YTD unfavorable results reflect the continuance of factors noted for the month at NYCT (\$15.0M) and MTA Bus (\$3.1M) as well as the LIRR, \$0.6M.

Vacancy/Absentee Coverage was (\$15.0M) unfavorable, mainly due to coverage required for station agents, bus dispatchers, and track and signal hourly employees (including SAP requirements) at NYCT (\$17.8M); and non-sickness related backfill for MTA PD at MTAHQ (\$0.9M). Partially offsetting these results were favorable variances of \$2.0M at the LIRR due to fewer tours and higher availability within the Transportation Department, and \$1.6M at MTA Bus due to improved availability among bus operators.

Other was (\$10.4M) unfavorable, YTD results mainly reflect the continuance of factors noted for the month at NYCT (\$7.6M); and at the LIRR (\$1.0M); as well as timing-related differences between payroll and calendar cutoff dates at MNR (\$0.9M). SIR was (\$0.8M) unfavorable.

Weather Emergencies were unfavorable by (\$5.1M), mainly reflecting greater coverage requirements at MNR (\$2.8M), and the continuance of factors noted for the month at NYCT (\$1.7M).

Scheduled Service was \$3.5M favorable, mainly due to timing and vacancies within the Department of Buses at NYCT, \$2.3M, as well as lower requirements at MNR \$1.2M, and B&T \$0.5M.

YTD – Reimbursable

Reimbursable Overtime exceeded the Mid-Year Forecast by (\$77.4M), reflecting the continuance of factors noted for the month at NYCT (\$56.1M), and at the LIRR (\$21.1M), including PSE&G pole replacements, and the Annual Track program; and higher activity for the Turnouts Yard/Siding Project, and Mainline High Speed projects at MNR (\$0.8M). Partially offsetting these results was a favorable variance of \$0.8M at B&T due to lower requirements for the capital program.

Metropolitan Transportation Authority
2018 July Financial Plan
Non-Reimbursable/Reimbursable Overtime
(\$ in millions)

| | September | | | September Year-to-Date | | |
|---|-------------------|----------------|---------------------------|------------------------|------------------|----------------------------|
| | Mid-Year Forecast | Actuals | Var-Fav(Unfav) | Mid-Year Forecast | Actuals | Var-Fav(Unfav) |
| <i>Non-Rebursable Overtime</i> | | | | | | |
| <u>Scheduled Service</u> | \$19.6 | \$20.3 | (\$0.7) -3.7% | \$180.0 | \$176.5 | \$3.5 2.0% |
| <u>Unscheduled Service</u> | \$11.9 | \$16.6 | (\$4.7) -39.3% | \$111.2 | \$148.4 | (\$37.3) -33.5% |
| <u>Programmatic/Routine Maintenance</u> | \$30.4 | \$37.7 | (\$7.2) -23.8% | \$253.6 | \$271.0 | (\$17.4) -6.9% |
| <u>Unscheduled Maintenance</u> | \$0.2 | \$0.2 | (\$0.0) -7.6% | \$1.9 | \$1.9 | (\$0.1) -3.2% |
| <u>Vacancy/Absentee Coverage</u> | \$9.4 | \$2.8 | \$6.6 70.3% | \$89.0 | \$104.1 | (\$15.0) -16.9% |
| <u>Weather Emergencies</u> | \$0.5 | \$1.1 | (\$0.5) * | \$50.8 | \$55.8 | (\$5.1) -10.0% |
| <u>Safety/Security/Law Enforcement</u> | \$1.2 | \$1.2 | (\$0.0) -1.3% | \$17.8 | \$17.4 | \$0.4 2.1% |
| <u>All Other</u> | -\$4.5 | \$1.2 | (\$5.8) * | \$7.7 | \$18.1 | (\$10.4) * |
| Subtotal | \$68.8 | \$81.1 | (\$12.3) -17.9% | \$711.9 | \$793.3 | (\$81.3) -11.4% |
| <i>Reimbursable Overtime</i> | \$22.8 | \$32.8 | (\$10.0) -43.6% | \$161.7 | \$239.1 | (\$77.4) -47.8% |
| Total Overtime | \$91.6 | \$113.9 | (\$22.3) -24.4% | \$873.6 | \$1,032.3 | (\$158.7) -18.2% |

* Exceeds 100%

NOTES: Totals may not add due to rounding.
Percentages are based on each type of Overtime and not on Total Overtime.
SIR Overtime data is included in "Other"

METROPOLITAN TRANSPORTATION AUTHORITY
2018 Overtime Reporting
Overtime Legend

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

METROPOLITAN TRANSPORTATION AUTHORITY
July Financial Plan - 2018 Mid-Year Forecast
Consolidated Accrual Subsidy Detail
September 2018
(\$ in millions)

| | Current Month | | | Year-to-Date | | |
|--|-------------------|----------------|------------------|-------------------|------------------|------------------|
| | Mid-Year Forecast | Actual | Variance | Mid-Year Forecast | Actual | Variance |
| Accrued Subsidies: | | | | | | |
| Dedicated Taxes | | | | | | |
| Mass Transportation Operating Assistance Fund (MMTOA) | \$0.0 | \$0.0 | \$0.0 | \$1,686.6 | \$1,686.6 | \$0.0 |
| Petroleum Business Tax | 107.7 | 49.8 | (57.9) | 470.1 | 410.2 | (59.9) |
| MRT 1 (Gross) | 29.0 | 21.6 | (7.4) | 235.9 | 228.6 | (7.3) |
| MRT 2 (Gross) | 14.5 | 10.5 | (4.0) | 106.2 | 98.8 | (7.4) |
| Other MRT(b) Adjustments | (2.6) | (2.6) | - | (7.7) | (7.7) | - |
| Urban Tax | 32.7 | 46.6 | 13.9 | 431.0 | 502.6 | 71.6 |
| Investment Income | 0.3 | 0.3 | - | 0.9 | 0.9 | - |
| | \$181.7 | \$126.3 | (\$55.4) | \$2,922.9 | \$2,920.0 | (\$2.9) |
| New State Taxes and Fees | | | | | | |
| Payroll Mobility Taxes | 108.1 | 111.9 | 3.8 | 1,202.1 | 1,100.4 | (101.8) |
| Payroll Mobility Tax Replacement Funds | 48.9 | 48.9 | - | 146.6 | 97.7 | (48.9) |
| MTA Aid Taxes ¹ | 78.2 | - | (78.2) | 224.8 | 115.8 | (109.0) |
| | \$235.2 | \$160.8 | (\$74.4) | \$1,573.4 | \$1,313.8 | (\$259.6) |
| New Funding Sources | | | | | | |
| NYS Operating Support for SAP | 21.8 | - | (21.8) | 254.0 | 194.0 | (60.0) |
| NYC Operating Support for SAP | 45.0 | 8.1 | (36.9) | 254.0 | 217.1 | (36.9) |
| | \$66.8 | \$8.1 | (\$58.7) | \$508.0 | \$411.1 | (\$96.9) |
| State and Local Subsidies | | | | | | |
| NYS Operating Assistance | - | - | - | 187.9 | 187.9 | - |
| NYC and Local 18b: | | | | | | |
| New York City | - | - | - | 125.5 | 125.5 | - |
| Nassau County | - | - | - | 11.6 | 11.6 | - |
| Suffolk County | - | - | - | 7.5 | 7.5 | - |
| Westchester County | - | - | - | 7.3 | 7.3 | - |
| Putnam County | - | - | - | 0.4 | 0.4 | - |
| Dutchess County | - | - | - | 0.4 | 0.4 | - |
| Orange County | - | - | - | 0.1 | 0.1 | - |
| Rockland County | - | - | - | 0.0 | 0.0 | - |
| Station Maintenance | 14.6 | 14.1 | (0.5) | 127.8 | 126.2 | (1.6) |
| | \$14.6 | \$14.1 | (\$0.5) | \$468.6 | \$467.0 | (\$1.6) |
| Sub-total Dedicated Taxes & State and Local Subsidies | \$498.2 | \$309.2 | (\$189.0) | \$5,472.9 | \$5,111.9 | (\$361.1) |
| Other Funding Adjustments | | | | | | |
| City Subsidy to MTA Bus | 46.9 | 63.1 | 16.2 | 403.4 | 377.6 | (25.8) |
| City Subsidy to SIRTOA | - | - | - | - | - | - |
| CDOT Subsidies | 10.0 | 0.9 | (9.0) | 101.5 | 93.3 | (8.2) |
| | \$56.9 | \$64.0 | \$7.1 | \$504.9 | \$470.9 | (\$34.0) |
| Total Dedicated Taxes & State and Local Subsidies | \$555.1 | \$373.3 | (\$181.8) | \$5,977.9 | \$5,582.8 | (\$395.1) |
| Inter-Agency Subsidy Transactions | | | | | | |
| B&T Operating Surplus Transfer | 35.0 | 40.9 | 5.9 | 496.3 | 542.7 | 46.4 |
| Total Accrued Subsidies | \$590.1 | \$414.1 | (\$175.9) | \$6,474.2 | \$6,125.5 | (\$348.7) |

¹ License, Vehicle Registration, Taxi and Auto Rental Fees

Note: Differences are due to rounding.

METROPOLITAN TRANSPORTATION AUTHORITY
July Financial Plan - 2018 Mid-Year Forecast
Consolidated Accrual Subsidy Detail
Explanation of Variances
(\$ in millions)

September 2018

| Accrued Subsidies | Variance \$ | Variance % | Explanations |
|--------------------------------|------------------------|-----------------------|--|
| Petroleum Business Tax | (57.9) | -53.8% | The accrual variances for the month and year-to-date were unfavorable due to timing of booking accruals by MTA Accounting. |
| MRT(b) 1 (Gross) | (7.4) | -25.5% | MRT-1 transactions for the month were below budget; year-to-date transactions were close to the forecast. |
| MRT(b) 2 (Gross) | (4.0) | -27.6% | MRT-2 transactions were below budget for the month and year-to-date due to lower-than-expected MRT-2 mortgage activity. |
| Urban Tax | 13.9 | 42.4% | The favorable variances for the month and year-to-date were primarily due to higher-than-forecasted real estate transactions in New York City. |
| Payroll Mobility Taxes | 3.8 | 3.5% | PMT transactions for the month were favorable; year-to-date transactions were unfavorable primarily due to timing of booking accruals by MTA Accounting. |
| MTA Aid Taxes | (78.2) | -100.0% | MTA Aid transactions were unfavorable for the month and year-to-date primarily due to timing of booking accruals by MTA Accounting. |
| NYS Operating Support for SAP | (21.8) | -100.0% | NYS Operating Support for SAP was unfavorable for the month and year-to-date due to timing. |
| NYC Operating Support for SAP | (36.9) | -82.0% | NYC Operating Support for SAP was unfavorable for the month and year-to-date due to timing. |
| CDOT | (9.0) | -90.7% | The unfavorable variances for the month and year-to-date were due primarily to timing. |
| City Subsidy to MTA Bus | 16.2 | 34.4% | The favorable variance for the month and year-to-date unfavorable variance were both timing related. |
| B&T Operating Surplus Transfer | 5.9 | 16.8% | The favorable variances for the month and year-to-date were due to the timing of accruals. |

Year-to-Date

| Accrued Subsidies | Variance \$ | Variance % | Explanations |
|--------------------------------|------------------------|-----------------------|--------------------------------|
| Petroleum Business Tax | (59.9) | -12.7% | See explanation for the month. |
| MRT(b) 1 (Gross) | (7.3) | -3.1% | See explanation for the month. |
| MRT(b) 2 (Gross) | (7.4) | -6.9% | See explanation for the month. |
| Urban Tax | 71.6 | 16.6% | See explanation for the month. |
| Payroll Mobility Taxes | (101.8) | -8.5% | See explanation for the month. |
| MTA Aid Taxes | (109.0) | -48.5% | See explanation for the month. |
| NYS Operating Support for SAP | (60.0) | -23.6% | See explanation for the month. |
| NYC Operating Support for SAP | (36.9) | -14.5% | See explanation for the month. |
| CDOT Subsidies | (8.2) | -8.1% | See explanation for the month. |
| City Subsidy to MTA Bus | (25.8) | -6.4% | See explanation for the month. |
| B&T Operating Surplus Transfer | 46.4 | 9.4% | See explanation for the month. |

METROPOLITAN TRANSPORTATION AUTHORITY
 July Financial Plan - 2018 Mid-Year Forecast
 Cash Subsidy Detail by Agency
 (\$ in millions)

September 2018

| | NYC Transit | | | Commuter Railroads | | | SIR | | | MTA Bus | | | MTAHQ | | | TOTAL | | |
|--|-------------------|----------------|-----------------|--------------------|----------------|---------------|-------------------|--------------|--------------|-------------------|---------------|--------------|-------------------|---------------|--------------|-------------------|----------------|-----------------|
| | Mid-Year Forecast | Actual | Variance | Mid-Year Forecast | Actual | Variance | Mid-Year Forecast | Actual | Variance | Mid-Year Forecast | Actual | Variance | Mid-Year Forecast | Actual | Variance | Mid-Year Forecast | Actual | Variance |
| Cash Subsidies: | | | | | | | | | | | | | | | | | | |
| Dedicated Taxes | | | | | | | | | | | | | | | | | | |
| MTOA ^(a) | \$99.3 | \$99.3 | \$0.0 | \$47.8 | \$47.8 | \$0.0 | \$0.4 | \$0.4 | \$0.0 | \$0.0 | \$0.0 | \$0.0 | \$0.0 | \$0.0 | \$0.0 | \$147.5 | \$147.5 | \$0.0 |
| Petroleum Business Tax | 38.9 | 42.3 | 3.5 | 6.9 | 7.5 | 0.6 | - | - | - | - | - | - | - | - | - | 45.7 | 49.8 | 4.1 |
| MRT ^(b) 1 (Gross) | - | - | - | - | - | - | - | - | - | - | - | - | 27.6 | 27.1 | (0.4) | 27.6 | 27.1 | (0.4) |
| MRT ^(b) 2 (Gross) | - | - | - | - | - | - | - | - | - | - | - | - | 12.1 | 13.2 | 1.2 | 12.1 | 13.2 | 1.2 |
| Urban Tax | 46.3 | 44.6 | (1.7) | - | - | - | - | - | - | - | - | - | - | - | - | 46.3 | 44.6 | (1.7) |
| Investment Income | - | - | - | 0.3 | 0.3 | - | - | - | - | - | - | - | - | - | - | 0.3 | 0.3 | - |
| | \$184.5 | \$186.3 | \$1.8 | \$54.9 | \$55.6 | \$0.6 | \$0.4 | \$0.4 | \$0.0 | \$0.0 | \$0.0 | \$0.0 | \$38.4 | \$39.1 | \$0.8 | \$278.2 | \$281.4 | \$3.2 |
| New State Taxes and Fees | | | | | | | | | | | | | | | | | | |
| Payroll Mobility Tax | 52.5 | 53.4 | 0.9 | 20.2 | 20.5 | 0.3 | - | - | - | - | - | - | 37.4 | 38.0 | 0.6 | 110.1 | 111.9 | 1.8 |
| Payroll Mobility Tax Replacement Funds | 35.3 | 35.3 | - | 13.6 | 13.6 | 13.6 | - | - | - | - | - | - | - | - | - | 48.9 | 48.9 | - |
| MTA Aid ^(c) | 66.1 | 56.1 | (10.0) | 25.4 | 21.5 | (3.9) | - | - | - | - | - | - | - | - | - | 91.5 | 77.6 | (13.9) |
| | \$153.9 | \$144.8 | (\$9.2) | \$59.1 | \$55.6 | \$10.0 | \$0.0 | \$0.0 | \$0.0 | \$0.0 | \$0.0 | \$0.0 | \$37.4 | \$38.0 | \$0.6 | \$250.5 | \$238.4 | (\$12.1) |
| New Funding Sources | | | | | | | | | | | | | | | | | | |
| NYS Operating Support for SAP | 28.2 | - | (28.2) | - | - | - | - | - | - | - | - | - | - | - | - | 28.2 | 0.0 | (28.2) |
| NYC Operating Support for SAP | 42.3 | 8.1 | (34.2) | - | - | - | - | - | - | - | - | - | - | - | - | 42.3 | 8.1 | (34.2) |
| | \$70.6 | \$8.1 | (\$62.4) | \$0.0 | \$0.0 | \$0.0 | \$0.0 | \$0.0 | \$0.0 | \$0.0 | \$0.0 | \$0.0 | \$0.0 | \$0.0 | \$0.0 | \$70.6 | \$8.1 | (\$62.4) |
| State and Local Subsidies | | | | | | | | | | | | | | | | | | |
| NYS Operating Assistance | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| NYC and Local 18b: | | | | | | | | | | | | | | | | | | |
| New York City | - | - | - | 0.5 | - | (0.5) | - | - | - | - | - | - | - | - | - | 0.5 | - | (0.5) |
| Nassau County | - | - | - | 2.9 | - | (2.9) | - | - | - | - | - | - | - | - | - | 2.9 | - | (2.9) |
| Suffolk County | - | - | - | 1.9 | - | (1.9) | - | - | - | - | - | - | - | - | - | 1.9 | - | (1.9) |
| Westchester County | - | - | - | 1.8 | - | (1.8) | - | - | - | - | - | - | - | - | - | 1.8 | - | (1.8) |
| Putnam County | - | - | - | 0.1 | - | (0.1) | - | - | - | - | - | - | - | - | - | 0.1 | - | (0.1) |
| Dutchess County | - | - | - | 0.1 | - | (0.1) | - | - | - | - | - | - | - | - | - | 0.1 | - | (0.1) |
| Orange County | - | - | - | 0.0 | - | (0.0) | - | - | - | - | - | - | - | - | - | 0.0 | - | (0.0) |
| Rockland County | - | - | - | 0.0 | - | (0.0) | - | - | - | - | - | - | - | - | - | 0.0 | - | (0.0) |
| CDOT Subsidies | - | - | - | 10.0 | 0.7 | (9.2) | - | - | - | - | - | - | - | - | - | 10.0 | 0.7 | (9.2) |
| Station Maintenance | - | - | - | - | 50.8 | 50.8 | - | - | - | - | - | - | - | - | - | - | 50.8 | 50.8 |
| NYCT Charge Back of MTA Bus Debt Service | (11.5) | - | 11.5 | - | - | - | - | - | - | - | - | - | - | - | - | (11.5) | - | 11.5 |
| | (\$11.5) | \$0.0 | \$11.5 | \$17.3 | \$51.5 | \$34.2 | \$0.0 | \$0.0 | \$0.0 | \$0.0 | \$0.0 | \$0.0 | \$0.0 | \$0.0 | \$0.0 | \$5.8 | \$51.5 | \$45.7 |
| Sub-total Dedicated Taxes & State and Local Subsidies | \$397.5 | \$339.2 | (\$58.3) | \$131.3 | \$162.6 | \$44.9 | \$0.4 | \$0.4 | \$0.0 | \$0.0 | \$0.0 | \$0.0 | \$75.8 | \$77.2 | \$1.4 | \$605.0 | \$579.4 | (\$25.6) |
| City Subsidy to MTA Bus | - | - | - | - | - | - | - | - | - | 18.5 | 18.5 | - | - | - | - | 18.5 | 18.5 | - |
| Total Dedicated Taxes & State and Local Subsidies | \$397.5 | \$339.2 | (\$58.3) | \$131.3 | \$162.6 | \$31.3 | \$0.4 | \$0.4 | \$0.0 | \$18.5 | \$18.5 | \$0.0 | \$75.8 | \$77.2 | \$1.4 | \$623.5 | \$597.9 | (\$25.6) |
| Inter-Agency Subsidy Transactions | | | | | | | | | | | | | | | | | | |
| B&T Operating Surplus Transfer | 20.2 | 25.5 | 5.3 | 29.0 | 32.3 | 3.3 | - | - | - | - | - | - | - | - | - | 49.3 | 57.9 | 8.6 |
| | \$20.2 | \$25.5 | \$5.3 | \$29.0 | \$32.3 | \$3.3 | \$0.0 | \$0.0 | \$0.0 | \$0.0 | \$0.0 | \$0.0 | \$0.0 | \$0.0 | \$0.0 | \$49.3 | \$57.9 | \$8.6 |
| Total Cash Subsidies | \$417.7 | \$364.7 | (\$53.0) | \$160.3 | \$195.0 | \$34.6 | \$0.4 | \$0.4 | \$0.0 | \$18.5 | \$18.5 | \$0.0 | \$75.8 | \$77.2 | \$1.4 | \$672.7 | \$655.7 | (\$17.0) |

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

METROPOLITAN TRANSPORTATION AUTHORITY
 July Financial Plan - 2018 Mid-Year Forecast
 Cash Subsidy Detail by Agency
 (\$ in millions)

Year-to-Date

| | NYC Transit | | | Commuter Railroads | | | SIR | | | MTA Bus | | | MTAHQ | | | TOTAL | | |
|--|-------------------|------------------|----------------|--------------------|------------------|----------------|-------------------|--------------|----------------|-------------------|----------------|---------------|-------------------|----------------|-----------------|-------------------|------------------|-----------------|
| | Mid-Year Forecast | Actual | Variance | Mid-Year Forecast | Actual | Variance | Mid-Year Forecast | Actual | Variance | Mid-Year Forecast | Actual | Variance | Mid-Year Forecast | Actual | Variance | Mid-Year Forecast | Actual | Variance |
| Cash Subsidies: | | | | | | | | | | | | | | | | | | |
| <i>Dedicated Taxes</i> | | | | | | | | | | | | | | | | | | |
| MTOA ^(a) | \$526.0 | \$529.1 | \$3.2 | \$254.7 | \$251.6 | (\$3.2) | \$1.9 | \$1.9 | (\$0.0) | \$0.0 | \$0.0 | \$0.0 | \$0.0 | \$0.0 | \$0.0 | \$782.6 | \$782.6 | (\$0.0) |
| Petroleum Business Tax | 397.1 | 399.0 | 1.9 | 70.1 | 70.3 | 0.2 | - | - | - | - | - | - | - | - | - | 467.2 | 469.3 | 2.1 |
| MRT ^(b) 1 (Gross) | - | - | - | - | - | - | - | - | - | - | - | - | 233.7 | 232.3 | (1.4) | 233.7 | 232.3 | (1.4) |
| MRT ^(b) 2 (Gross) | - | - | - | - | - | - | - | - | - | - | - | - | 99.2 | 99.4 | 0.2 | 99.2 | 99.4 | 0.2 |
| Urban Tax | 468.5 | 489.0 | 20.5 | - | - | - | - | - | - | - | - | - | - | - | - | 468.5 | 489.0 | 20.5 |
| | \$1,391.6 | \$1,417.2 | \$25.5 | \$325.7 | \$322.4 | (\$3.3) | \$1.9 | \$1.9 | (\$0.0) | \$0.0 | \$0.0 | \$0.0 | \$329.1 | \$328.0 | (\$1.1) | \$2,048.3 | \$2,069.5 | \$21.1 |
| <i>New State Taxes and Fees</i> | | | | | | | | | | | | | | | | | | |
| Payroll Mobility Tax | 543.1 | 553.7 | 10.6 | 208.5 | 224.2 | 15.7 | - | - | - | - | - | - | 387.1 | 350.7 | (36.4) | 1,138.8 | 1,128.6 | (10.2) |
| Payroll Mobility Tax Replacement Funds | 105.9 | 105.9 | - | 40.7 | 40.7 | - | - | - | - | - | - | - | - | - | - | 146.6 | 146.6 | - |
| MTA Aid ^(c) | 152.8 | 144.5 | (8.3) | 58.7 | 53.1 | (5.6) | - | - | - | - | - | - | - | - | - | 211.5 | 197.6 | (13.9) |
| | \$801.9 | \$804.1 | \$2.2 | \$307.8 | \$318.0 | \$10.2 | \$0.0 | \$0.0 | \$0.0 | \$0.0 | \$0.0 | \$0.0 | \$387.1 | \$350.7 | (\$36.4) | \$1,496.8 | \$1,472.8 | (\$24.1) |
| <i>New Funding Sources</i> | | | | | | | | | | | | | | | | | | |
| NYS Operating Support for SAP | 169.3 | 194.0 | 24.7 | - | - | - | - | - | - | - | - | - | - | - | - | 169.3 | 194.0 | 24.7 |
| NYC Operating Support for SAP | 127.0 | 217.1 | 90.1 | - | - | - | - | - | - | - | - | - | - | - | - | 127.0 | 217.1 | 90.1 |
| | \$296.3 | \$411.1 | \$114.8 | \$0.0 | \$0.0 | \$0.0 | \$0.0 | \$0.0 | \$0.0 | \$0.0 | \$0.0 | \$0.0 | \$0.0 | \$0.0 | \$0.0 | \$296.3 | \$411.1 | \$114.8 |
| <i>State and Local Subsidies</i> | | | | | | | | | | | | | | | | | | |
| NYS Operating Assistance | 79.1 | 79.1 | - | 14.6 | 14.6 | - | 0.3 | 0.3 | (0.0) | - | - | - | - | - | - | 94.0 | 94.0 | - |
| NYC and Local 18b: | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| New York City | 123.1 | 123.1 | - | 1.4 | 0.9 | (0.5) | 0.6 | 0.6 | - | - | - | - | - | - | - | 125.1 | 124.6 | (0.5) |
| Nassau County | - | - | - | 8.7 | 8.7 | 0.0 | - | - | - | - | - | - | - | - | - | 8.7 | 8.7 | 0.0 |
| Suffolk County | - | - | - | 5.6 | 5.6 | (0.0) | - | - | - | - | - | - | - | - | - | 5.6 | 5.6 | (0.0) |
| Westchester County | - | - | - | 5.5 | 5.5 | 0.0 | - | - | - | - | - | - | - | - | - | 5.5 | 5.5 | 0.0 |
| Putnam County | - | - | - | 0.3 | 0.3 | (0.0) | - | - | - | - | - | - | - | - | - | 0.3 | 0.3 | (0.0) |
| Dutchess County | - | - | - | 0.3 | 0.3 | (0.0) | - | - | - | - | - | - | - | - | - | 0.3 | 0.3 | (0.0) |
| Orange County | - | - | - | 0.1 | 0.1 | 0.0 | - | - | - | - | - | - | - | - | - | 0.1 | 0.1 | 0.0 |
| Rockland County | - | - | - | 0.0 | 0.0 | (0.0) | - | - | - | - | - | - | - | - | - | 0.0 | 0.0 | (0.0) |
| CDOT Subsidies | - | - | - | 95.3 | 96.3 | 1.1 | - | - | - | - | - | - | - | - | - | 95.3 | 96.3 | 1.1 |
| Station Maintenance | - | - | - | 78.6 | 169.2 | 90.6 | - | - | - | - | - | - | - | - | - | 78.6 | 169.2 | 90.6 |
| Inter-Agency Loan | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| NYCT Charge Back of MTA Bus Debt Service | (11.5) | - | 11.5 | - | - | - | - | - | - | - | - | - | - | - | - | (11.5) | - | 11.5 |
| | \$190.7 | \$202.2 | \$11.5 | \$210.4 | \$301.6 | \$91.2 | \$0.8 | \$0.8 | (\$0.0) | \$0.0 | \$0.0 | \$0.0 | \$0.0 | \$0.0 | \$0.0 | \$401.9 | \$504.6 | \$102.7 |
| Sub-total Dedicated Taxes & State and Local Subsidies | \$2,680.5 | \$2,834.5 | \$154.0 | \$844.0 | \$942.1 | \$98.1 | \$2.7 | \$2.7 | (\$0.0) | \$0.0 | \$0.0 | \$0.0 | \$716.2 | \$678.7 | (\$37.6) | \$4,243.4 | \$4,458.0 | \$214.6 |
| City Subsidy to MTA Bus | - | - | - | - | - | - | - | - | - | 290.2 | 345.3 | 55.1 | - | - | - | 290.2 | 345.3 | 55.1 |
| Total Dedicated Taxes & State and Local Subsidies | \$2,680.5 | \$2,834.5 | \$154.0 | \$844.0 | \$942.1 | \$98.1 | \$2.7 | \$2.7 | (\$0.0) | \$290.2 | \$345.3 | \$55.1 | \$716.2 | \$678.7 | (\$37.6) | \$4,533.6 | \$4,803.3 | \$269.7 |
| <i>Inter-Agency Subsidy Transactions</i> | | | | | | | | | | | | | | | | | | |
| B&T Operating Surplus Transfer | 213.0 | 232.2 | 19.2 | 305.8 | 323.0 | 17.3 | - | - | - | - | - | - | - | - | - | 518.8 | 555.2 | 36.4 |
| | \$213.0 | \$232.2 | \$19.2 | \$305.8 | \$323.0 | \$17.3 | \$0.0 | \$0.0 | \$0.0 | \$0.0 | \$0.0 | \$0.0 | \$0.0 | \$0.0 | \$0.0 | \$518.8 | \$555.2 | \$36.4 |
| Total Cash Subsidies | \$2,893.5 | \$3,066.7 | \$173.2 | \$1,149.7 | \$1,265.1 | \$115.4 | \$2.7 | \$2.7 | (\$0.0) | \$290.2 | \$345.3 | \$55.1 | \$716.2 | \$678.7 | (\$37.6) | \$5,052.4 | \$5,358.5 | \$306.1 |

¹ Metropolitan Mass Transportation Operating Assistance Fund

Note: Differences are due to rounding.

METROPOLITAN TRANSPORTATION AUTHORITY
July Financial Plan - 2018 Mid-Year Forecast
Consolidated Subsidy Cash
Explanation of Variances
(\$ in millions)

September 2018

| Cash Subsidies | Variance \$ | Variance % | Explanations |
|--------------------------------|--------------------|-------------------|---|
| Petroleum Business Tax | 4.1 | 8.9% | PBT cash receipts for the month were favorable; year-to-date receipts were on target with the forecast. |
| MRT ^(b) 2 (Gross) | 1.2 | 9.9% | MRT-2 cash receipts were favorable for the month; year-to-date receipts were on target with the forecast. |
| Urban Tax | (1.7) | -3.6% | Urban Tax receipts for the month was slightly unfavorable, but year-to-date receipts were slightly favorable due to better-than-expected real estate activity in NYC. |
| MTA Aid ^(c) | (13.9) | -15.2% | MTA Aid receipts, received on quarterly basis, were unfavorable for the month and year-to-date due to timing. |
| NYS Operating Support for SAP | (28.2) | -100.0% | The unfavorable variance for the month was due to timing; year-to-date receipts were favorable. |
| NYC Operating Support for SAP | (34.2) | -80.8% | The unfavorable variance for the month was due to timing; year-to-date receipts were favorable. |
| CDOT Subsidies | (9.2) | -92.5% | Unfavorable variance for the month was due to timing of receipt of payment; year-to-date receipts were on target with the budget. |
| Station Maintenance | 50.8 | >100% | Variances for the month and year-to-date were primarily due to timing of receipt of payment. |
| B&T Operating Surplus Transfer | 8.6 | 17.5% | The favorable variances for the month and year-to-date were due to the timing of accruals. |

Year-to-Date

| Cash Subsidies | Variance \$ | Variance % | Explanations |
|--------------------------------|--------------------|-------------------|--|
| Petroleum Business Tax | 2.1 | 0.5% | See explanation for the month. |
| MRT ^(b) 2 (Gross) | 0.2 | 0.2% | See explanation for the month. |
| Urban Tax | 20.5 | 4.4% | See explanation for the month. |
| MTA Aid ^(c) | (13.9) | -6.6% | MTA Aid receipts, received on quarterly basis, were unfavorable year-to-date due to timing. |
| NYS Operating Support for SAP | 24.7 | 14.6% | Year-to-date receipts of SAP Operating Support were favorable due to timing of transfer of funds by the State. |
| NYC Operating Support for SAP | 90.1 | 71.0% | Year-to-date receipts of SAP Operating Support were favorable due to timing of transfer of funds by the City. |
| CDOT Subsidies | 1.1 | 1.1% | See explanation for the month. |
| Station Maintenance | 90.6 | > 100% | See explanation for the month. |
| City Subsidy to MTA Bus | 55.1 | 19.0% | The favorable year-to-date variance was mostly due to timing. |
| B&T Operating Surplus Transfer | 36.4 | 7.0% | See explanation for the month. |

(millions)

| | <u>Current Month Stabilization Fund</u> | | | <u>Year to Date Stabilization Fund</u> | | |
|---|---|------------------|--------------|--|------------------|--------------|
| | <u>Commuter</u> | <u>Transit</u> | <u>Total</u> | <u>Commuter</u> | <u>Transit</u> | <u>Total</u> |
| | <u>(General Fd)</u> | <u>(TA Stab)</u> | | <u>(General Fd)</u> | <u>(TA Stab)</u> | |
| From Date: | 10/01/18 | 10/01/18 | 10/01/18 | 01/01/18 | 01/01/18 | 01/01/18 |
| To Date: | 10/31/18 | 10/31/18 | 10/31/18 | 10/31/18 | 10/31/18 | 10/31/18 |
| Opening Balance | \$16.549 | \$53.329 | \$69.878 | \$37.609 | \$180.101 | \$217.710 |
| RECEIPTS | | | | | | |
| Interest Earnings | 0.067 | 0.240 | 0.308 | -1.243 | 2.445 | 1.202 |
| NYCT Employee Health Contribution GASB Account - Fd # | 0.000 | 0.000 | 0.000 | 0.000 | 56.472 | 56.472 |
| NYCT NYCERS Savings GASB Account - Fund #1116 | 0.000 | 0.000 | 0.000 | 0.000 | 19.497 | 19.497 |
| MTA BC GASB Employee Health Contribution Account - F | 0.000 | 0.000 | 0.000 | 0.000 | 0.000 | 0.000 |
| Operating to Capital - PAYGO | 0.000 | 0.000 | 0.000 | 0.000 | 0.000 | 0.000 |
| Real Estate Advertising Revenue | 0.000 | 8.265 | 8.265 | 0.000 | 90.518 | 90.518 |
| New York State | | | | | | |
| State and regional mass transit taxes - MMTOA | 64.547 | 133.462 | 198.009 | 316.392 | 664.211 | 980.603 |
| MTTF New York State | 9.705 | 54.995 | 64.700 | 80.100 | 453.900 | 534.000 |
| Total Dedicated Taxes Received | 74.252 | 188.457 | 262.709 | 396.492 | 1,118.111 | 1,514.603 |
| Less DTF Debt Service | 1.405 | 6.697 | 8.102 | 56.823 | 272.955 | 329.778 |
| Net Dedicated Taxes for Operations | 72.847 | 181.760 | 254.607 | 339.669 | 845.156 | 1,184.825 |
| Payroll Mobility Tax | 0.000 | 0.000 | 0.000 | 294.052 | 918.956 | 1,213.008 |
| MTA Aid Trust Taxes | 0.000 | 0.000 | 0.000 | 32.808 | 87.219 | 120.028 |
| New York City Operating Assistance | 0.000 | 0.000 | 0.000 | 0.000 | 193.672 | 193.672 |
| Operating Assistance - 18b | 0.000 | 0.000 | 0.000 | 14.626 | 79.336 | 93.962 |
| NYC School Fares | 0.000 | 0.000 | 0.000 | 0.000 | 0.000 | 0.000 |
| NYC Subway Action Plan | 0.000 | 0.000 | 0.000 | 0.000 | 217.137 | 217.137 |
| NYS Subway Action Plan | 0.000 | 0.000 | 0.000 | 0.000 | 194.000 | 194.000 |
| NYS School Fares | 0.000 | 0.000 | 0.000 | 0.000 | 12.626 | 12.626 |
| Additional Mass Transp Operating Assistance | 0.000 | n/a | 0.000 | 0.000 | n/a | 0.000 |
| Total - New York State | \$72.847 | \$181.760 | \$254.607 | \$681.155 | \$2,548.102 | \$3,229.257 |
| Local | | | | | | |
| Dutchess County | | | | | | |
| Operating Assistance - 18b | \$0.000 | n/a | \$0.000 | \$0.285 | n/a | \$0.285 |
| Station Maintenance | 0.000 | n/a | 0.000 | 2.472 | n/a | 2.472 |
| Nassau County | | | | | | |
| Operating Assistance - 18b | 2.896 | n/a | 2.896 | 11.584 | n/a | 11.584 |
| Station Maintenance | 0.000 | n/a | 0.000 | 29.983 | n/a | 29.983 |
| New York City | | | | | | |
| Operating Assistance - 18b | 0.000 | 0.000 | 0.000 | 0.468 | 0.000 | 0.468 |
| Urban - Real Property & Mortgage Recording Tax | n/a | 46.620 | 46.620 | n/a | 545.559 | 545.559 |
| Additional Assistance New York City | n/a | 0.000 | 0.000 | n/a | 0.000 | 0.000 |
| Station Maintenance | 0.000 | n/a | 0.000 | 96.006 | n/a | 96.006 |
| Orange County | | | | | | |
| Operating Assistance - 18b | 0.037 | n/a | 0.037 | 0.146 | n/a | 0.146 |
| Station Maintenance | 0.000 | n/a | 0.000 | 0.511 | n/a | 0.511 |
| Putnam County | | | | | | |
| Operating Assistance - 18b | 0.095 | n/a | 0.095 | 0.380 | n/a | 0.380 |
| Station Maintenance | 0.000 | n/a | 0.000 | 0.967 | n/a | 0.967 |
| Rockland County | | | | | | |
| Operating Assistance - 18b | 0.000 | n/a | 0.000 | 0.015 | n/a | 0.015 |
| Station Maintenance | 0.000 | n/a | 0.000 | 0.054 | n/a | 0.054 |
| Sulfolk County | | | | | | |
| Operating Assistance - 18b | 0.000 | n/a | 0.000 | 5.638 | n/a | 5.638 |

| | <u>Current Month Stabilization Fund</u> | | | <u>Year to Date Stabilization Fund</u> | | |
|----------------------------|---|------------------------------------|--------------|--|------------------------------------|--------------|
| | <u>Commuter</u> <u>(General Fd)</u> | <u>Transit</u> <u>(TA Stab)</u> | <u>Total</u> | <u>Commuter</u> <u>(General Fd)</u> | <u>Transit</u> <u>(TA Stab)</u> | <u>Total</u> |
| From Date: | 10/01/18 | 10/01/18 | 10/01/18 | 01/01/18 | 01/01/18 | 01/01/18 |
| To Date: | 10/31/18 | 10/31/18 | 10/31/18 | 10/31/18 | 10/31/18 | 10/31/18 |
| Westchester County | | | | | | |
| Station Maintenance | 0.000 | n/a | 0.000 | 18.493 | n/a | 18.493 |
| Operating Assistance - 18b | 1.836 | n/a | 1.836 | 7.342 | n/a | 7.342 |
| Station Maintenance | 0.000 | n/a | 0.000 | 20.736 | n/a | 20.736 |
| Total - Local | \$4.863 | \$46.620 | \$51.483 | \$195.082 | \$545.559 | \$740.641 |

(millions)

| | <u>Current Month Stabilization Fund</u> | | | <u>Year to Date Stabilization Fund</u> | | |
|--|---|------------------|------------------|--|--------------------|--------------------|
| | <u>Commuter</u> | <u>Transit</u> | <u>Total</u> | <u>Commuter</u> | <u>Transit</u> | <u>Total</u> |
| | <u>(General Fd)</u> | <u>(TA Stab)</u> | | <u>(General Fd)</u> | <u>(TA Stab)</u> | |
| From Date: | 10/01/18 | 10/01/18 | 10/01/18 | 01/01/18 | 01/01/18 | 01/01/18 |
| To Date: | 10/31/18 | 10/31/18 | 10/31/18 | 10/31/18 | 10/31/18 | 10/31/18 |
| <u>MTA Bridges and Tunnels- Surplus Transfers</u> | 22.538 | 14.244 | 36.782 | 345.575 | 246.449 | 592.024 |
| Total Subsidy and Other Receipts | \$100.248 | \$242.624 | \$342.872 | \$1,221.811 | \$3,340.110 | \$4,561.921 |
| <u>MTA Sources for Interagency Loans</u> | | | | | | |
| Retro Payment Reserve - Fund#1302 | \$0.000 | \$0.000 | \$0.000 | \$0.000 | \$0.000 | \$0.000 |
| Inter Agency Loan | 0.000 | 0.000 | 0.000 | 0.000 | 560.000 | 560.000 |
| MTA Capital Program - Non-Resolution Funds | 0.000 | 0.000 | 0.000 | 0.000 | 0.000 | 0.000 |
| MRT-2 Corporate Account | 0.000 | 0.000 | 0.000 | 0.000 | 0.000 | 0.000 |
| Transfer from fund 1030 (NYCTA Op Fund) | 0.000 | 0.000 | 0.000 | 0.000 | 0.000 | 0.000 |
| Total Loans | \$0.000 | \$0.000 | \$0.000 | \$0.000 | \$560.000 | \$560.000 |
| Total Receipts and Loans Received | \$100.315 | \$251.130 | \$351.445 | \$1,220.568 | \$4,069.043 | \$5,289.611 |

Continued on Next Page

Continued on Next Page

(millions)

| | <u>Current Month Stabilization Fund</u> | | | <u>Year to Date Stabilization Fund</u> | | |
|--|---|------------------------|------------------------|--|------------------------|------------------------|
| | <u>Commuter</u> | <u>Transit</u> | <u>Total</u> | <u>Commuter</u> | <u>Transit</u> | <u>Total</u> |
| | <u>(General Fd)</u> | <u>(TA Stab)</u> | | <u>(General Fd)</u> | <u>(TA Stab)</u> | |
| From Date: | 10/01/18 | 10/01/18 | 10/01/18 | 01/01/18 | 01/01/18 | 01/01/18 |
| To Date: | 10/31/18 | 10/31/18 | 10/31/18 | 10/31/18 | 10/31/18 | 10/31/18 |
| <u>Brought forward from prior page</u> | | | | | | |
| Opening Balance | \$16.549 | \$53.329 | \$69.878 | \$37.609 | \$180.101 | \$217.710 |
| Total Receipts and Loans Received | 100.315 | 251.130 | 351.445 | 1,220.568 | 4,069.043 | 5,289.611 |
| Total Cash and Receipts Available | \$116.864 | \$304.458 | \$421.323 | \$1,258.177 | \$4,249.144 | \$5,507.321 |
| <u>DISBURSEMENTS</u> | | | | | | |
| Revenue Supported Debt Service | 74.213 | 114.208 | 188.422 | 513.488 | 803.644 | 1,317.132 |
| <u>Agency Operations</u> | | | | | | |
| MTA Long Island Railroad | 69.411 | 0.000 | 69.411 | 530.180 | 0.000 | 530.180 |
| MTA Metro-North Rail Road | 41.284 | 0.000 | 41.284 | 278.936 | 0.000 | 278.936 |
| MTA New York City Transit | 0.000 | 108.265 | 108.265 | 0.000 | 2,665.518 | 2,665.518 |
| MTA NYCT for SIRTOA | 0.000 | 0.000 | 0.000 | 0.000 | 0.680 | 0.680 |
| MTA Bond Admin Cost | 0.000 | 0.000 | 0.000 | 3.616 | 6.160 | 9.777 |
| MNR Repayment of 525 North Broadway loan | 0.000 | 0.000 | 0.000 | 0.000 | 0.000 | 0.000 |
| Retro Payment Reserve - Fund#1300 | 0.000 | 0.000 | 0.000 | 0.000 | 0.000 | 0.000 |
| Committed to Capital - PAYGO | 0.000 | 0.000 | 0.000 | 0.000 | 0.000 | 0.000 |
| Total Debt Service and Operations | \$184.908 | \$222.474 | \$407.382 | \$1,326.220 | \$3,476.002 | \$4,802.222 |
| <u>Repayment of Interagency Loans</u> | | | | | | |
| Payback - Trans Non-bond - Fd#1028 | 0.000 | 0.000 | 0.000 | 0.000 | 0.000 | 0.000 |
| Transfer to Fund 1030 (NYCTA Op Fund) | 0.000 | 0.000 | 0.000 | 0.000 | 600.000 | 600.000 |
| Transfer to Fund 1052 (MTA Bus Co Stab Fund) | 0.000 | 0.000 | 0.000 | 0.000 | 11.506 | 11.506 |
| NYCT Employee Health Contribution GASB Account - Fd # | 0.000 | 0.000 | 0.000 | 0.000 | 56.702 | 56.702 |
| MTA BC GASB Employee Health Contribution Account - F | 0.000 | 0.000 | 0.000 | 0.000 | 22.948 | 22.948 |
| MRT-2 Corporate Account | 0.000 | 0.000 | 0.000 | 0.000 | 0.000 | 0.000 |
| 2012 OPEB Loan | 0.000 | 0.000 | 0.000 | 0.000 | 0.000 | 0.000 |
| Total Loans Payback | \$0.000 | \$0.000 | \$0.000 | \$0.000 | \$691.157 | \$691.157 |
| Total Disbursements | \$184.908 | \$222.474 | \$407.382 | \$1,326.220 | \$4,167.159 | \$5,493.380 |
| <u>STABILIZATION FUND BALANCE</u> | <u>-\$68.043</u> | <u>\$81.985</u> | <u>\$13.941</u> | <u>-\$68.043</u> | <u>\$81.985</u> | <u>\$13.941</u> |
| <u>Ending Loan Balances</u> | | | | | | |
| B&T Necessary Reconstruction Reserve | 0.000 | 0.000 | 0.000 | 0.000 | 0.000 | 0.000 |
| MTA Capital Program - Non-Resolution Funds | 0.000 | 0.000 | 0.000 | 0.000 | 0.000 | 0.000 |
| MRT-2 Corporate Account | 0.000 | 0.000 | 0.000 | 0.000 | 0.000 | 0.000 |
| 2012 OPEB Loan | 0.000 | 0.000 | 0.000 | 0.000 | 0.000 | 0.000 |
| | \$0.000 | \$0.000 | \$0.000 | \$0.000 | \$0.000 | \$0.000 |
| <u>End of Month NYCT Operating Fund borrowing from MTA Invest Pool not included in Ending Loan Balances above</u> | | | | | | |
| | n/a | -\$231.988 | -\$231.988 | n/a | -\$231.988 | -\$231.988 |
| <u>Total Loan Balances (including negative Operating and negative Stabilization Fund Balances)</u> | | | | \$68.043 | -\$313.972 | -\$245.929 |

| <u>Current Month Stabilization Fund</u> | | | <u>Year to Date Stabilization Fund</u> | | |
|---|--|------------------------------------|--|------------------------------------|--------------|
| | <u>Commuter</u> <u>(General Fd)</u> | <u>Transit</u> <u>(TA Stab)</u> | <u>Commuter</u> <u>(General Fd)</u> | <u>Transit</u> <u>(TA Stab)</u> | <u>Total</u> |
| From Date: | 10/01/18 | 10/01/18 | 01/01/18 | 01/01/18 | 01/01/18 |
| To Date: | 10/31/18 | 10/31/18 | 10/31/18 | 10/31/18 | 10/31/18 |

**METROPOLITAN TRANSPORTATION AUTHORITY
JULY FINANCIAL PLAN - Mid-Year Forecast**

**Debt Service
September 2018**

(\$ in millions)

| | Mid-Year Forecast | Actual | Variance | % Var | Explanation |
|--|--------------------------|----------------|-----------------|---------------|--|
| <i>Dedicated Tax Fund:</i> | | | | | |
| NYC Transit | \$25.5 | \$28.6 | (\$3.1) | | |
| Commuter Railroads | 5.5 | 6.0 | (0.5) | | |
| Dedicated Tax Fund Subtotal | \$31.0 | \$34.6 | (\$3.6) | -11.6% | Timing of debt service deposits. |
| <i>MTA Transportation Revenue:</i> | | | | | |
| NYC Transit | \$78.9 | \$77.2 | \$1.7 | | |
| Commuter Railroads | 51.9 | 49.3 | 2.7 | | |
| MTA Bus | 2.1 | (0.2) | 2.3 | | |
| SIRTOA | 0.1 | (0.4) | 0.6 | | |
| MTA Transportation Revenue Subtotal | \$133.1 | \$125.9 | \$7.2 | 5.4% | Timing of debt service deposits and refundings. |
| <i>2 Broadway COPs:</i> | | | | | |
| NYC Transit | \$0.6 | \$0.3 | \$0.4 | | |
| Bridges & Tunnels | 0.1 | 0.0 | 0.1 | | |
| MTA HQ | 0.0 | 0.0 | 0.0 | | |
| Commuter Railroads | 0.2 | 0.1 | 0.1 | | |
| 2 Broadway COPs Subtotal | \$0.9 | \$0.4 | \$0.5 | 55.0% | Lower than budgeted rates. |
| <i>TBTA General Resolution (2):</i> | | | | | |
| NYC Transit | \$16.7 | \$16.4 | \$0.3 | | |
| Commuter Railroads | 7.6 | 7.4 | 0.1 | | |
| Bridges & Tunnels | 22.2 | 21.4 | 0.8 | | |
| TBTA General Resolution Subtotal | \$46.5 | \$45.2 | \$1.3 | 2.7% | Lower than budgeted variable rates and refundings. |
| <i>TBTA Subordinate (2):</i> | | | | | |
| NYC Transit | \$5.7 | \$4.2 | \$1.5 | | |
| Commuter Railroads | 3.0 | 2.2 | 0.8 | | |
| Bridges & Tunnels | 1.4 | 1.1 | 0.4 | | |
| TBTA Subordinate Subtotal | \$10.2 | \$7.5 | \$2.7 | 26.7% | Lower than budgeted variable rates and refundings. |
| Total Debt Service | \$221.7 | \$213.5 | \$8.1 | 3.7% | |
| <i>Debt Service by Agency:</i> | | | | | |
| NYC Transit | \$127.5 | \$126.7 | \$0.8 | | |
| Commuter Railroads | 68.2 | 65.0 | 3.2 | | |
| MTA Bus | 2.1 | (0.2) | 2.3 | | |
| SIRTOA | 0.1 | (0.4) | 0.6 | | |
| Bridges & Tunnels | 23.7 | 22.5 | 1.2 | | |
| MTAHQ | 0.0 | 0.0 | 0.0 | | |
| Total Debt Service | \$221.7 | \$213.5 | \$8.1 | 3.7% | |

Notes:

(1) Forecasted debt service is calculated based upon projected monthly deposits from available pledged revenues into debt service accounts. Actual payments to bondholders are made from the debt service accounts when due as required for each series of bonds and do not conform to this schedule.

(2) Generally, the calendarization of monthly debt service deposits is calculated by dividing projected annual debt service by 12. Month to month variations ("timing differences") on the existing debt portfolio can occur based upon, among other things, (a) for all bonds, the date when income from the securities in which the debt service accounts are invested becomes available varies, (b) for variable rate financings, differences between (i) the budgeted interest rate and the actual interest rate, (ii) projected interest payment dates to bondholders and actual interest payment dates to bondholders, and (iii) projected monthly funding dates for accrued debt service and actual funding dates, (c) for transactions with swaps, the difference between when MTA/TBTA funds debt service and the receipt of the corresponding swap payment by the counterparty, and difference between rates received and rates paid and (d) for commercial paper, the interest payment date is the date of the maturity of the commercial paper and the dealers set the term of the commercial paper from 1 to 270 days, which is not foreseeable at the time the annual debt service budgets are prepared.

(3) Debt service is allocated among Transit, Commuter, MTA Bus, and TBTA categories based on actual spending of bond proceeds for approved capital projects. Allocation of 2 Broadway COPs is based on occupancy.

Totals may not add due to rounding.

**METROPOLITAN TRANSPORTATION AUTHORITY
JULY FINANCIAL PLAN - Mid-Year Forecast**

Debt Service

September 2018 Year-to-Date

(\$ in millions)

| | Mid-Year Forecast | Actual | Variance | % Var | Explanation |
|--|--------------------------|------------------|-----------------|--------------|----------------------------|
| <i>Dedicated Tax Fund:</i> | | | | | |
| NYC Transit | \$263.1 | \$267.5 | (\$4.4) | | |
| Commuter Railroads | 55.7 | 55.7 | 0.0 | | |
| Dedicated Tax Fund Subtotal | \$318.8 | \$323.2 | (\$4.4) | -1.4% | |
| <i>MTA Transportation Revenue:</i> | | | | | |
| NYC Transit | \$685.8 | \$690.0 | (\$4.2) | | |
| Commuter Railroads | 443.5 | 440.7 | 2.8 | | |
| MTA Bus | 12.3 | 7.0 | 5.3 | | |
| SIRTOA | 0.9 | 0.8 | 0.1 | | |
| MTA Transportation Revenue Subtotal | \$1,142.5 | \$1,138.5 | \$4.0 | 0.4% | |
| <i>2 Broadway COPs:</i> | | | | | |
| NYC Transit | \$4.4 | \$3.1 | \$1.3 | | |
| Bridges & Tunnels | 0.7 | 0.5 | 0.2 | | |
| MTA HQ | 0.0 | 0.0 | 0.0 | | |
| Commuter Railroads | 1.3 | 0.9 | 0.4 | | |
| 2 Broadway COPs Subtotal | \$6.4 | \$4.4 | \$1.9 | 30.1% | Lower than budgeted rates. |
| <i>TBTA General Resolution (2):</i> | | | | | |
| NYC Transit | \$145.7 | \$144.6 | \$1.1 | | |
| Commuter Railroads | 65.9 | 65.4 | 0.5 | | |
| Bridges & Tunnels | 191.0 | 188.0 | 3.0 | | |
| TBTA General Resolution Subtotal | \$402.6 | \$398.0 | \$4.6 | 1.1% | |
| <i>TBTA Subordinate (2):</i> | | | | | |
| NYC Transit | \$52.4 | \$51.0 | \$1.4 | | |
| Commuter Railroads | 26.0 | 25.3 | 0.7 | | |
| Bridges & Tunnels | 15.5 | 15.2 | 0.4 | | |
| TBTA Subordinate Subtotal | \$93.9 | \$91.4 | \$2.5 | 2.6% | |
| Total Debt Service | \$1,964.2 | \$1,955.6 | \$8.6 | 0.4% | |
| <i>Debt Service by Agency:</i> | | | | | |
| NYC Transit | \$1,151.4 | \$1,156.2 | (\$4.9) | | |
| Commuter Railroads | 592.4 | 587.9 | 4.5 | | |
| MTA Bus | 12.3 | 7.0 | 5.3 | | |
| SIRTOA | 0.9 | 0.8 | 0.1 | | |
| Bridges & Tunnels | 207.2 | 203.7 | 3.6 | | |
| MTAHQ | 0.0 | 0.0 | 0.0 | | |
| Total Debt Service | \$1,964.2 | \$1,955.6 | \$8.6 | 0.4% | |

Notes:

(1) Forecasted debt service is calculated based upon projected monthly deposits from available pledged revenues into debt service accounts. Actual payments to bondholders are made from the debt service accounts when due as required for each series of bonds and do not conform to this schedule.

(2) Generally, the calendarization of monthly debt service deposits is calculated by dividing projected annual debt service by 12. Month to month variations ("timing differences") on the existing debt portfolio can occur based upon, among other things, (a) for all bonds, the date when income from the securities in which the debt service accounts are invested becomes available varies, (b) for variable rate financings, differences between (i) the budgeted interest rate and the actual interest rate, (ii) projected interest payment dates to bondholders and actual interest payment dates to bondholders, and (iii) projected monthly funding dates for accrued debt service and actual funding dates, (c) for transactions with swaps, the difference between when MTA/TBTA funds debt service and the receipt of the corresponding swap payment by the counterparty, and difference between rates received and rates paid and (d) for commercial paper, the interest payment date is the date of the maturity of the commercial paper and the dealers set the term of the commercial paper from 1 to 270 days, which is not foreseeable at the time the annual debt service budgets are prepared.

(3) Debt service is allocated among Transit, Commuter, MTA Bus, and TBTA categories based on actual spending of bond proceeds for approved capital projects. Allocation of 2 Broadway COPs is based on occupancy.

Totals may not add due to rounding.

METROPOLITAN TRANSPORTATION AUTHORITY
July Financial Plan - 2018 Mid-Year Forecast
Total Positions by Function and Agency
September 2018

| Function/Agency | Mid-Year Forecast | Actual | Variance Favorable/ (Unfavorable) |
|------------------------------|----------------------|---------------|---|
| Administration | 4,811 | 4,442 | 369 |
| NYC Transit | 1,399 | 1,305 | 94 |
| Long Island Rail Road | 517 | 467 | 50 |
| Metro-North Railroad | 531 | 503 | 28 |
| Bridges & Tunnels | 95 | 78 | 17 |
| Headquarters | 2,067 | 1,919 | 148 |
| Staten Island Railway | 28 | 28 | - |
| Capital Construction Company | 21 | 19 | 2 |
| Bus Company | 153 | 123 | 30 |
| Operations | 31,630 | 31,327 | 303 |
| NYC Transit | 24,274 | 23,895 | 379 |
| Long Island Rail Road | 2,575 | 2,650 | (75) |
| Metro-North Railroad | 2,009 | 2,001 | 8 |
| Bridges & Tunnels | 98 | 85 | 13 |
| Headquarters | - | - | - |
| Staten Island Railway | 111 | 108 | 3 |
| Capital Construction Company | - | - | - |
| Bus Company | 2,563 | 2,588 | (25) |
| Maintenance | 33,292 | 32,530 | 762 |
| NYC Transit | 23,167 | 22,564 | 603 |
| Long Island Rail Road | 4,328 | 4,314 | 14 |
| Metro-North Railroad | 4,010 | 3,924 | 86 |
| Bridges & Tunnels | 387 | 370 | 17 |
| Headquarters | - | - | - |
| Staten Island Railway | 189 | 191 | (2) |
| Capital Construction Company | - | - | - |
| Bus Company | 1,211 | 1,167 | 44 |
| Engineering/Capital | 2,207 | 2,048 | 159 |
| NYC Transit | 1,438 | 1,402 | 36 |
| Long Island Rail Road | 214 | 185 | 29 |
| Metro-North Railroad | 120 | 112 | 8 |
| Bridges & Tunnels | 253 | 204 | 49 |
| Headquarters | - | - | - |
| Staten Island Railway | 14 | 9 | 5 |
| Capital Construction Company | 131 | 109 | 22 |
| Bus Company | 37 | 27 | 10 |
| Public Safety | 2,209 | 2,109 | 100 |
| NYC Transit | 642 | 638 | 4 |
| Long Island Rail Road | - | - | - |
| Metro-North Railroad | - | - | - |
| Bridges & Tunnels | 667 | 618 | 49 |
| Headquarters | 882 | 840 | 42 |
| Staten Island Railway | - | - | - |
| Capital Construction Company | - | - | - |
| Bus Company | 18 | 13 | 5 |
| Total Positions | 74,148 | 72,455 | 1,693 |

Note: Totals may differ due to rounding

METROPOLITAN TRANSPORTATION AUTHORITY
July Financial Plan - 2018 Mid-Year Forecast
Total Positions by Function and Agency
September 2018

| Category | Mid-Year Forecast | Actual | Variance Favorable/ (Unfavorable) |
|------------------------------------|------------------------------|---------------|--|
| Total Positions | 74,148 | 72,455 | 1,693 |
| NYC Transit | 50,919 | 49,802 | 1,117 |
| Long Island Rail Road | 7,634 | 7,616 | 18 |
| Metro-North Railroad | 6,670 | 6,541 | 129 |
| Bridges & Tunnels | 1,500 | 1,355 | 145 |
| Headquarters | 2,949 | 2,759 | 190 |
| Staten Island Railway | 342 | 336 | 6 |
| Capital Construction Company | 152 | 128 | 24 |
| Bus Company | 3,982 | 3,918 | 64 |
| Non-reimbursable | 65,907 | 64,883 | 1,024 |
| NYC Transit | 45,280 | 44,452 | 828 |
| Long Island Rail Road | 6,249 | 6,372 | (123) |
| Metro-North Railroad | 5,877 | 5,920 | (43) |
| Bridges & Tunnels | 1,413 | 1,268 | 145 |
| Headquarters | 2,818 | 2,664 | 154 |
| Staten Island Railway | 328 | 327 | 1 |
| Capital Construction Company | - | - | - |
| Bus Company | 3,942 | 3,880 | 62 |
| Reimbursable | 8,241 | 7,571 | 669 |
| NYC Transit | 5,639 | 5,350 | 289 |
| Long Island Rail Road | 1,385 | 1,244 | 141 |
| Metro-North Railroad | 793 | 620 | 172 |
| Bridges & Tunnels | 87 | 87 | - |
| Headquarters | 131 | 95 | 36 |
| Staten Island Railway | 14 | 9 | 5 |
| Capital Construction Company | 152 | 128 | 24 |
| Bus Company | 40 | 38 | 2 |
| Total Full Time | 73,933 | 72,243 | 1,690 |
| NYC Transit | 50,723 | 49,602 | 1,121 |
| Long Island Rail Road | 7,634 | 7,616 | 18 |
| Metro-North Railroad | 6,669 | 6,540 | 129 |
| Bridges & Tunnels | 1,500 | 1,355 | 145 |
| Headquarters | 2,949 | 2,759 | 190 |
| Staten Island Railway | 342 | 336 | 6 |
| Capital Construction Company | 152 | 128 | 24 |
| Bus Company | 3,964 | 3,907 | 57 |
| Total Full-Time Equivalents | 215 | 212 | 3 |
| NYC Transit | 196 | 200 | (4) |
| Long Island Rail Road | - | - | - |
| Metro-North Railroad | 1 | 1 | - |
| Bridges & Tunnels | - | - | - |
| Headquarters | - | - | - |
| Staten Island Railway | - | - | - |
| Capital Construction Company | - | - | - |
| Bus Company | 18 | 11 | 7 |

Note: Totals may differ due to rounding

METROPOLITAN TRANSPORTATION AUTHORITY
July Financial Plan - 2018 Mid-Year Forecast
Total Positions by Function and Occupational Group
September 2018

| FUNCTION/OCCUPATIONAL GROUP | Mid-Year Forecast | Actual | Variance Favorable/ (Unfavorable) |
|------------------------------------|------------------------------|---------------|--|
| Administration | 4,811 | 4,442 | 369 |
| Managers/Supervisors | 1,609 | 1,416 | 194 |
| Professional, Technical, Clerical | 3,048 | 2,892 | 157 |
| Operational Hourlies | 152 | 133 | 19 |
| Operations | 31,630 | 31,327 | 303 |
| Managers/Supervisors | 3,820 | 3,671 | 149 |
| Professional, Technical, Clerical | 957 | 917 | 40 |
| Operational Hourlies | 26,853 | 26,738 | 115 |
| Maintenance | 33,292 | 32,530 | 762 |
| Managers/Supervisors | 5,906 | 5,717 | 189 |
| Professional, Technical, Clerical | 2,038 | 1,794 | 244 |
| Operational Hourlies | 25,348 | 25,019 | 330 |
| Engineering/Capital | 2,207 | 2,048 | 159 |
| Managers/Supervisors | 634 | 579 | 55 |
| Professional, Technical, Clerical | 1,562 | 1,461 | 101 |
| Operational Hourlies | 11 | 8 | 3 |
| Public Safety | 2,209 | 2,109 | 100 |
| Managers/Supervisors | 642 | 592 | 50 |
| Professional, Technical, Clerical | 161 | 137 | 24 |
| Operational Hourlies | 1,406 | 1,380 | 26 |
| Total Positions | 74,148 | 72,455 | 1,693 |
| Managers/Supervisors | 12,611 | 11,975 | 636 |
| Professional, Technical, Clerical | 7,766 | 7,200 | 566 |
| Operational Hourlies | 53,770 | 53,278 | 493 |

Note: Totals may differ due to rounding

METROPOLITAN TRANSPORTATION AUTHORITY
Farebox Recovery and Operating Ratios
2018 Mid-Year Forecast and Actuals

FAREBOX RECOVERY RATIOS

| | 2018 Mid-Year Forecast Full Year | 2018 Actual Sep YTD |
|---------------------------------|---|------------------------------------|
| New York City Transit | 35.4% | 35.8% |
| Staten Island Railway | 9.6% | 9.7% |
| Long Island Rail Road | 29.6% | 30.9% |
| Metro-North Railroad | 39.6% | 39.9% |
| MTA Bus Company | 22.0% | 24.6% |
| MTA Total Agency Average | 34.2% | 34.9% |

FAREBOX OPERATING RATIOS

| | 2018 Mid-Year Forecast Full Year | 2018 Actual Sep YTD |
|---------------------------------|---|------------------------------------|
| New York City Transit | 52.8% | 53.2% |
| Staten Island Railway | 14.0% | 14.7% |
| Long Island Rail Road | 44.9% | 49.8% |
| Metro-North Railroad | 55.6% | 55.2% |
| MTA Bus Company | 28.6% | 29.4% |
| MTA Total Agency Average | 50.3% | 51.3% |

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

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

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



Metropolitan Transportation Authority

State of New York

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

Report on Revenue Passengers and Vehicles Ridership Data Through September, 2018

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

Prepared by:
MTA Division of Management & Budget

Tuesday, November 6, 2018

Revenue Passengers in September

| | 2016 | 2017 | % Change | 2018 | % Change |
|----------------------------------|--------------------|--------------------|---------------|--------------------|---------------|
| MTA New York City Transit | 203,321,259 | 193,418,747 | -4.87% | 181,767,803 | -6.02% |
| MTA New York City Subway | 148,467,391 | 143,012,669 | -3.67% | 134,952,235 | -5.64% |
| MTA New York City Bus | 54,853,868 | 50,406,078 | -8.11% | 46,815,568 | -7.12% |
| MTA Staten Island Railway | 404,713 | 401,445 | -0.81% | 375,012 | -6.58% |
| MTA Long Island Rail Road | 7,589,091 | 7,413,822 | -2.31% | 7,227,262 | -2.52% |
| MTA Metro-North Railroad | 7,268,718 | 7,082,441 | -2.56% | 6,941,823 | -1.99% |
| <i>East of Hudson</i> | 7,123,553 | 6,953,276 | -2.39% | 6,812,970 | -2.02% |
| Harlem Line | 2,333,897 | 2,277,688 | -2.41% | 2,178,843 | -4.34% |
| Hudson Line | 1,404,276 | 1,405,569 | 0.09% | 1,406,474 | 0.06% |
| New Haven Line | 3,385,380 | 3,270,019 | -3.41% | 3,227,653 | -1.30% |
| <i>West of Hudson</i> | 145,165 | 129,165 | -11.02% | 128,853 | -0.24% |
| Port Jervis Line | 87,499 | 78,687 | -10.07% | 75,815 | -3.65% |
| Pascack Valley Line | 57,666 | 50,478 | -12.46% | 53,038 | 5.07% |
| MTA Bus Company | 10,898,004 | 10,293,093 | -5.55% | 10,049,613 | -2.37% |
| MTA Bridges & Tunnels | 26,043,256 | 26,559,138 | 1.98% | 27,174,912 | 2.32% |
| Total All Agencies | 229,481,785 | 218,609,547 | -4.74% | 206,361,512 | -5.60% |
| (Excludes Bridges & Tunnels) | | | | | |
| Weekdays: | 21 | 20 | | 19 | |
| Holidays: | 1 | 1 | | 1 | |
| Weekend Days: | 8 | 9 | | 10 | |
| Days | 30 | 30 | | 30 | |

Revenue Passengers Year-to-Date Through September

| | 2016 | 2017 | % Change | 2018 | % Change |
|----------------------------------|----------------------|----------------------|---------------|----------------------|---------------|
| MTA New York City Transit | 1,792,264,979 | 1,742,664,344 | -2.77% | 1,676,564,191 | -3.79% |
| MTA New York City Subway | 1,311,632,825 | 1,290,435,348 | -1.62% | 1,249,006,469 | -3.21% |
| MTA New York City Bus | 480,632,154 | 452,228,996 | -5.91% | 427,557,722 | -5.46% |
| MTA Staten Island Railway | 3,360,382 | 3,364,229 | 0.11% | 3,347,097 | -0.51% |
| MTA Long Island Rail Road | 66,729,141 | 66,634,190 | -0.14% | 66,532,859 | -0.15% |
| MTA Metro-North Railroad | 64,396,877 | 64,325,762 | -0.11% | 64,201,627 | -0.19% |
| <i>East of Hudson</i> | 63,102,617 | 63,108,589 | 0.01% | 62,974,525 | -0.21% |
| Harlem Line | 20,616,376 | 20,693,445 | 0.37% | 20,387,896 | -1.48% |
| Hudson Line | 12,339,657 | 12,560,740 | 1.79% | 12,698,843 | 1.10% |
| New Haven Line | 30,146,584 | 29,854,404 | -0.97% | 29,887,786 | 0.11% |
| <i>West of Hudson</i> | 1,294,260 | 1,217,173 | -5.96% | 1,227,102 | 0.82% |
| Port Jervis Line | 766,958 | 726,279 | -5.30% | 709,591 | -2.30% |
| Pascack Valley Line | 527,302 | 490,894 | -6.90% | 517,511 | 5.42% |
| MTA Bus Company | 94,267,868 | 91,448,305 | -2.99% | 90,469,294 | -1.07% |
| MTA Bridges & Tunnels | 230,990,948 | 231,236,134 | 0.11% | 240,456,514 | 3.99% |
| Total All Agencies | 2,021,019,246 | 1,968,436,829 | -2.60% | 1,901,115,067 | -3.42% |
| (Excludes Bridges & Tunnels) | | | | | |
| Weekdays: | 190 | 189 | | 189 | |
| Holidays: | 6 | 6 | | 6 | |
| Weekend Days: | 78 | 78 | | 78 | |
| Days | 274 | 273 | | 273 | |

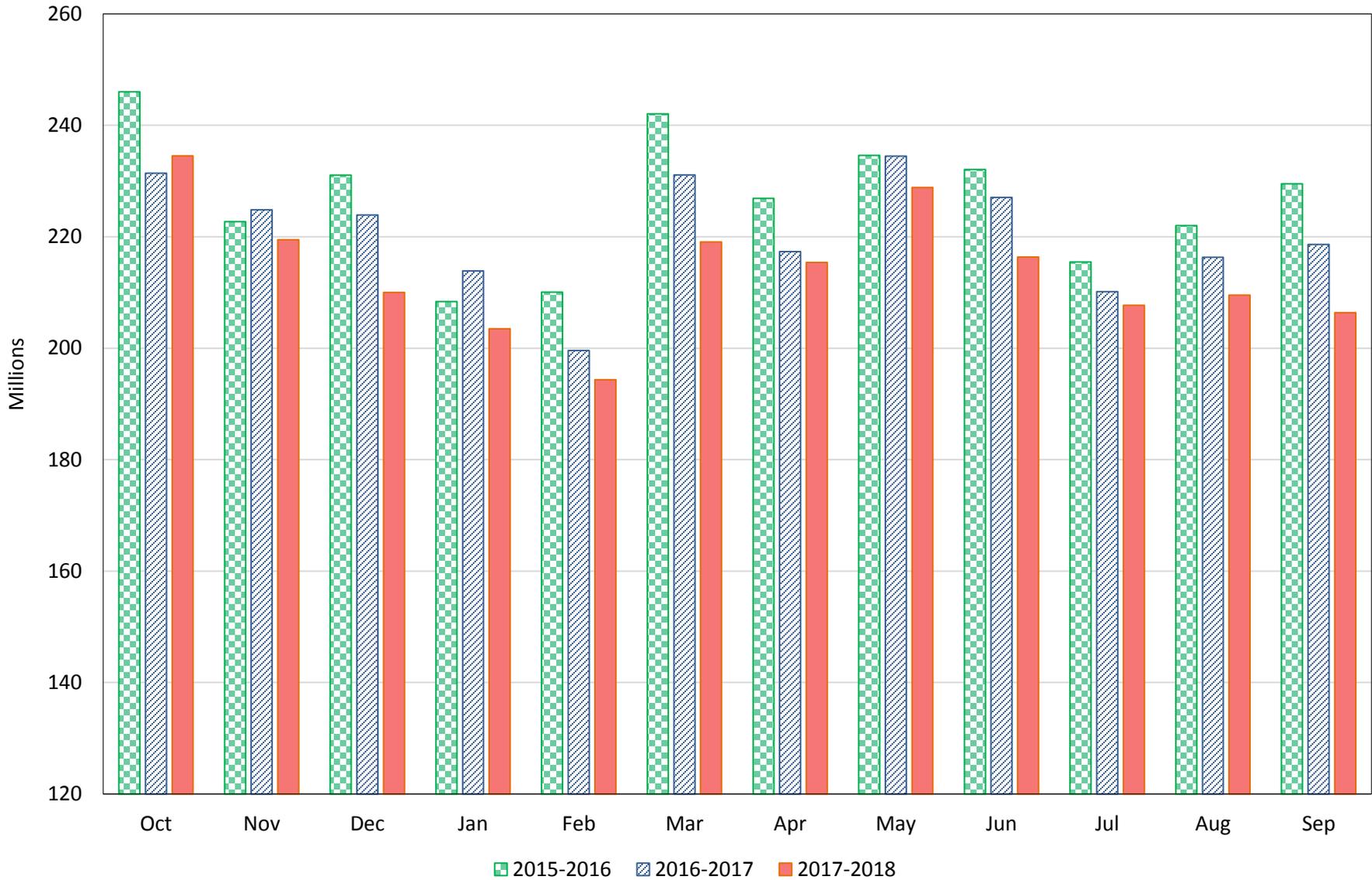
12 Month Average Revenue Passengers in September

| | 2016 | 2017 | % Change | 2018 | % Change |
|----------------------------------|--------------------|--------------------|---------------|--------------------|---------------|
| MTA New York City Transit | 201,157,770 | 195,468,940 | -2.83% | 188,657,234 | -3.48% |
| MTA New York City Subway | 147,249,198 | 144,634,777 | -1.78% | 140,494,811 | -2.86% |
| MTA New York City Bus | 53,908,572 | 50,834,163 | -5.70% | 48,162,423 | -5.26% |
| MTA Staten Island Railway | 380,824 | 377,995 | -0.74% | 382,278 | 1.13% |
| MTA Long Island Rail Road | 7,433,757 | 7,438,060 | 0.06% | 7,421,459 | -0.22% |
| MTA Metro-North Railroad | 7,224,581 | 7,201,751 | -0.32% | 7,197,552 | -0.06% |
| <i>East of Hudson</i> | 7,080,143 | 7,067,855 | -0.17% | 7,062,073 | -0.08% |
| Harlem Line | 2,314,211 | 2,316,482 | 0.10% | 2,292,215 | -1.05% |
| Hudson Line | 1,380,313 | 1,402,071 | 1.58% | 1,419,632 | 1.25% |
| New Haven Line | 3,385,620 | 3,349,301 | -1.07% | 3,350,226 | 0.03% |
| <i>West of Hudson</i> | 144,438 | 133,896 | -7.30% | 135,479 | 1.18% |
| Port Jervis Line | 85,730 | 80,354 | -6.27% | 79,082 | -1.58% |
| Pascack Valley Line | 58,708 | 53,542 | -8.80% | 56,398 | 5.33% |
| MTA Bus Company | 10,537,568 | 10,233,133 | -2.89% | 10,102,943 | -1.27% |
| MTA Bridges & Tunnels | 25,618,620 | 25,638,482 | 0.08% | 26,601,475 | 3.76% |
| Total All Agencies | 226,734,499 | 220,719,879 | -2.65% | 213,761,466 | -3.15% |
| (Excludes Bridges & Tunnels) | | | | | |
| Weekdays: | 21 | 20 | | 19 | |
| Holidays: | 1 | 1 | | 1 | |
| Weekend Days: | 8 | 9 | | 10 | |
| Days | 30 | 30 | | 30 | |

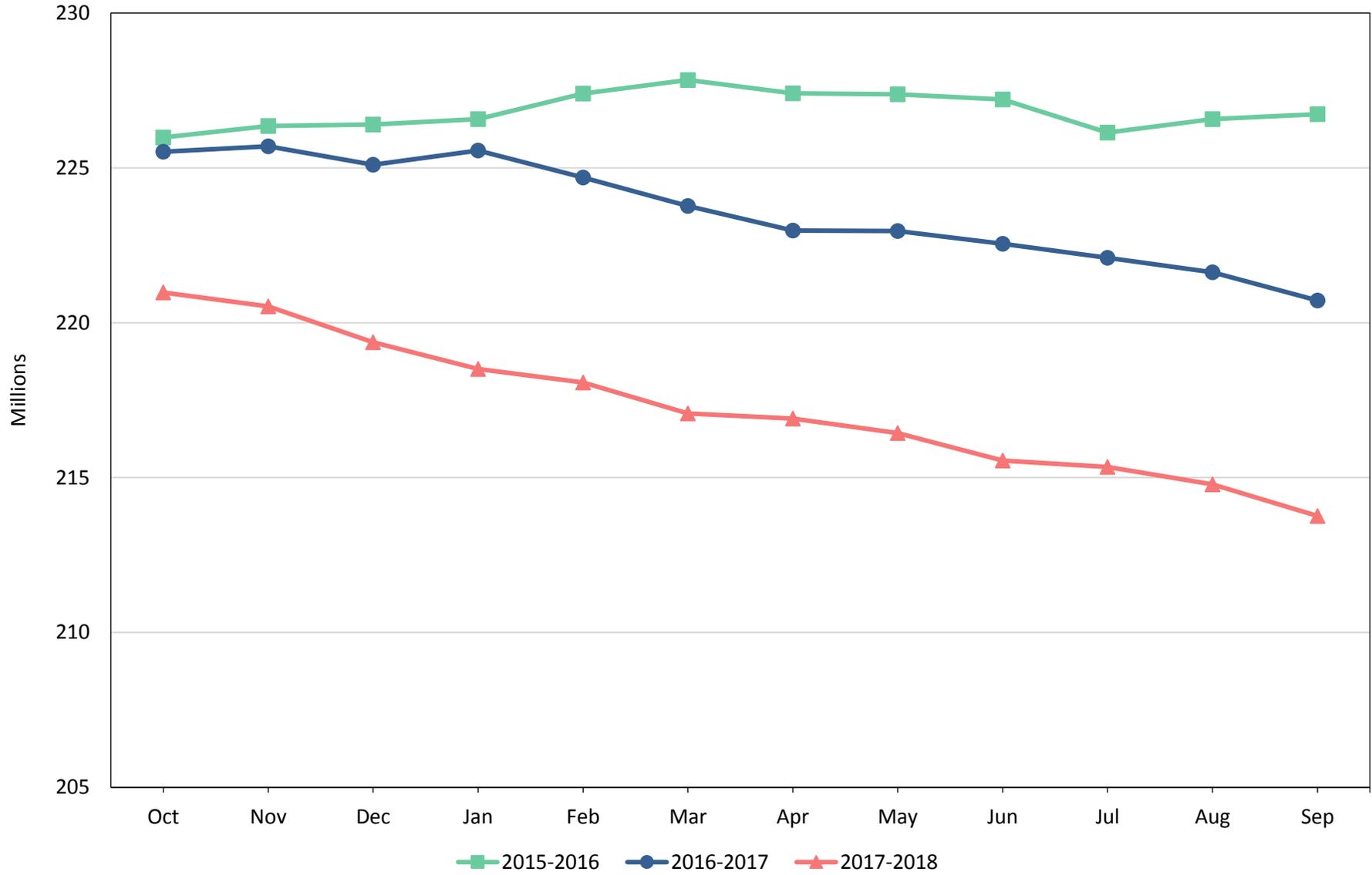
Average Weekday Revenue Passengers in September

| | 2016 | 2017 | % Change | 2018 | % Change |
|----------------------------------|------------------|------------------|---------------|------------------|---------------|
| MTA New York City Transit | 7,945,242 | 7,701,788 | -3.06% | 7,393,724 | -4.00% |
| MTA New York City Subway | 5,816,860 | 5,713,700 | -1.77% | 5,522,776 | -3.34% |
| MTA New York City Bus | 2,128,381 | 1,988,088 | -6.59% | 1,870,947 | -5.89% |
| MTA Staten Island Railway | 17,389 | 17,744 | 2.04% | 17,696 | -0.27% |
| MTA Long Island Rail Road | 318,591 | 322,174 | 1.12% | 327,002 | 1.50% |
| MTA Metro-North Railroad | 297,118 | 294,809 | -0.78% | 296,476 | 0.57% |
| <i>East of Hudson</i> | 290,202 | 288,358 | -0.64% | 289,713 | 0.47% |
| Harlem Line | 95,844 | 95,366 | -0.50% | 94,010 | -1.42% |
| Hudson Line | 56,935 | 57,773 | 1.47% | 59,169 | 2.42% |
| New Haven Line | 137,423 | 135,219 | -1.60% | 136,534 | 0.97% |
| <i>West of Hudson</i> | 6,916 | 6,451 | -6.72% | 6,763 | 4.84% |
| Port Jervis Line | 4,169 | 3,929 | -5.76% | 3,977 | 1.22% |
| Pascack Valley Line | 2,747 | 2,522 | -8.19% | 2,786 | 10.47% |
| MTA Bus Company | 428,697 | 412,007 | -3.89% | 409,993 | -0.49% |
| MTA Bridges & Tunnels | 889,931 | 911,981 | 2.48% | 927,055 | 1.65% |
| Total All Agencies | 9,007,037 | 8,748,522 | -2.87% | 8,444,891 | -3.47% |
| (Excludes Bridges & Tunnels) | | | | | |
| Weekdays: | 21 | 20 | | 19 | |
| Holidays: | 1 | 1 | | 1 | |
| Weekend Days: | 8 | 9 | | 10 | |
| Days | 30 | 30 | | 30 | |

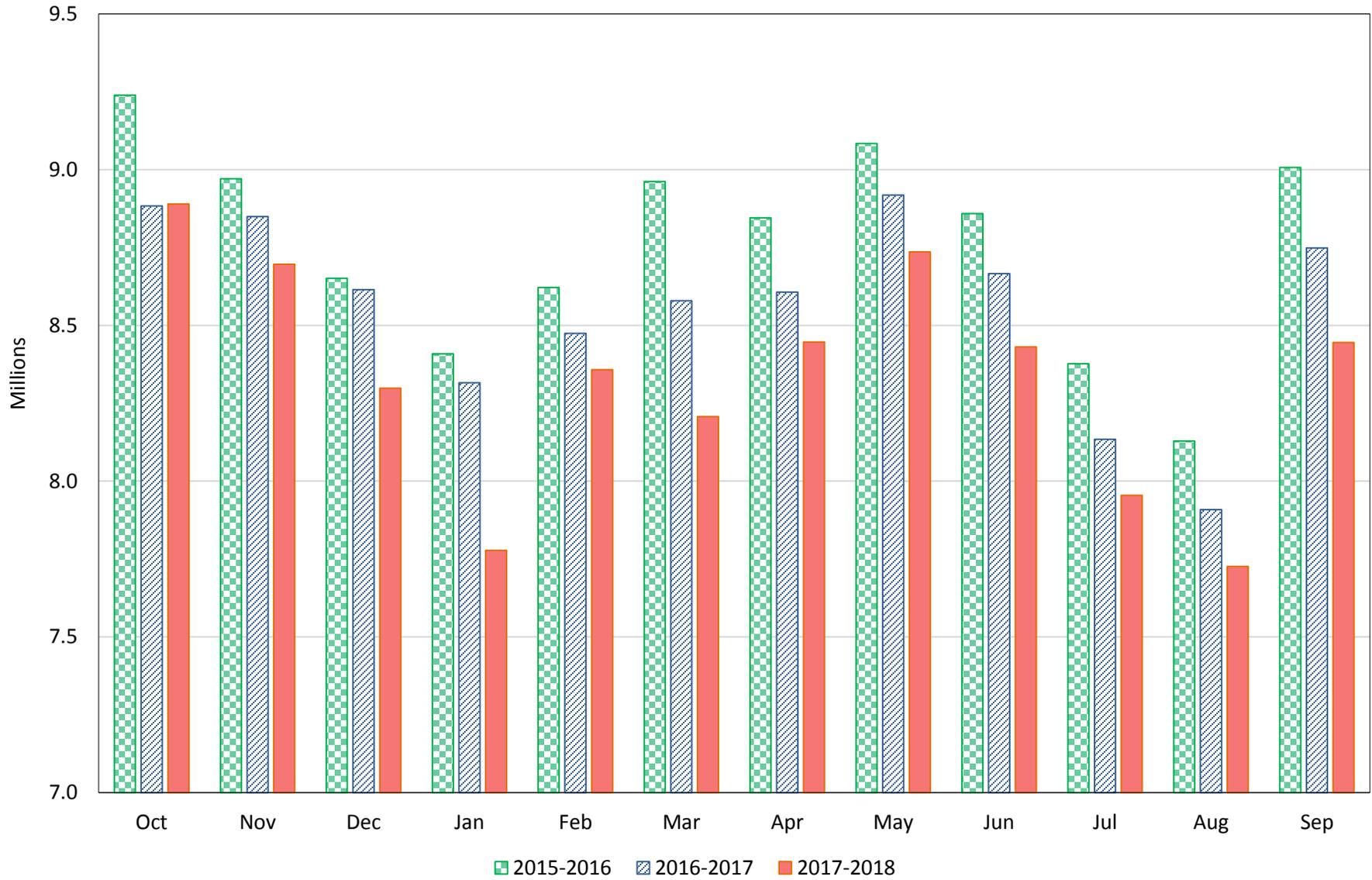
Metropolitan Transportation Authority Revenue Passengers



Metropolitan Transportation Authority Revenue Passengers - 12 Month Averages



Metropolitan Transportation Authority Average Weekday Passengers



Metropolitan Transportation Authority

| Revenue Passengers | 2015-2016 | 2016-2017 | % Change | 2017-2018 | % Change |
|---------------------------|----------------------|----------------------|-----------------|----------------------|-----------------|
| October | 246,027,442 | 231,428,251 | -5.93% | 234,499,549 | 1.33% |
| November | 222,702,079 | 224,847,343 | 0.96% | 219,487,402 | -2.38% |
| December | 231,065,220 | 223,926,130 | -3.09% | 210,035,572 | -6.20% |
| January | 208,365,217 | 213,864,320 | 2.64% | 203,484,027 | -4.85% |
| February | 210,062,462 | 199,588,920 | -4.99% | 194,360,061 | -2.62% |
| March | 242,057,167 | 231,082,742 | -4.53% | 219,058,081 | -5.20% |
| April | 226,900,984 | 217,326,458 | -4.22% | 215,395,817 | -0.89% |
| May | 234,618,531 | 234,464,126 | -0.07% | 228,848,542 | -2.40% |
| June | 232,054,396 | 227,061,370 | -2.15% | 216,382,612 | -4.70% |
| July | 215,495,486 | 210,140,452 | -2.48% | 207,692,129 | -1.17% |
| August | 221,983,217 | 216,298,894 | -2.56% | 209,532,286 | -3.13% |
| September | 229,481,785 | 218,609,547 | -4.74% | 206,361,512 | -5.60% |
| Year-to-Date | 2,021,019,246 | 1,968,436,829 | -2.60% | 1,901,115,067 | -3.42% |

| 12 Month Averages | 2015-2016 | 2016-2017 | % Change | 2017-2018 | % Change |
|--------------------------|--------------------|--------------------|-----------------|--------------------|-----------------|
| October | 225,983,031 | 225,517,900 | -0.21% | 220,975,821 | -2.01% |
| November | 226,355,195 | 225,696,672 | -0.29% | 220,529,159 | -2.29% |
| December | 226,401,243 | 225,101,748 | -0.57% | 219,371,613 | -2.55% |
| January | 226,575,973 | 225,560,006 | -0.45% | 218,506,588 | -3.13% |
| February | 227,403,123 | 224,687,211 | -1.19% | 218,070,850 | -2.94% |
| March | 227,838,811 | 223,772,676 | -1.78% | 217,068,795 | -3.00% |
| April | 227,405,936 | 222,974,798 | -1.95% | 216,907,908 | -2.72% |
| May | 227,372,563 | 222,961,931 | -1.94% | 216,439,943 | -2.93% |
| June | 227,212,056 | 222,545,846 | -2.05% | 215,550,046 | -3.14% |
| July | 226,135,923 | 222,099,593 | -1.78% | 215,346,019 | -3.04% |
| August | 226,571,499 | 221,625,899 | -2.18% | 214,782,136 | -3.09% |
| September | 226,734,499 | 220,719,879 | -2.65% | 213,761,466 | -3.15% |

| Average Weekday Passengers | 2015-2016 | 2016-2017 | % Change | 2017-2018 | % Change |
|-----------------------------------|------------------|------------------|-----------------|------------------|-----------------|
| October | 9,238,929 | 8,883,114 | -3.85% | 8,889,258 | 0.07% |
| November | 8,970,657 | 8,848,948 | -1.36% | 8,696,449 | -1.72% |
| December | 8,651,329 | 8,614,513 | -0.43% | 8,298,078 | -3.67% |
| January | 8,408,241 | 8,315,657 | -1.10% | 7,777,663 | -6.47% |
| February | 8,621,692 | 8,474,101 | -1.71% | 8,357,451 | -1.38% |
| March | 8,961,385 | 8,578,555 | -4.27% | 8,207,563 | -4.32% |
| April | 8,845,525 | 8,606,574 | -2.70% | 8,446,832 | -1.86% |
| May | 9,083,871 | 8,917,853 | -1.83% | 8,735,756 | -2.04% |
| June | 8,858,944 | 8,666,226 | -2.18% | 8,430,971 | -2.71% |
| July | 8,377,158 | 8,134,147 | -2.90% | 7,954,086 | -2.21% |
| August | 8,128,520 | 7,908,074 | -2.71% | 7,725,755 | -2.31% |
| September | 9,007,037 | 8,748,522 | -2.87% | 8,444,891 | -3.47% |

MTA New York City Transit

| Revenue Passengers | 2015-2016 | 2016-2017 | % Change | 2017-2018 | % Change |
|---------------------------|----------------------|----------------------|-----------------|----------------------|-----------------|
| October | 218,903,424 | 205,199,171 | -6.26% | 207,541,739 | 1.14% |
| November | 197,975,727 | 199,416,515 | 0.73% | 194,193,319 | -2.62% |
| December | 204,749,107 | 198,347,249 | -3.13% | 185,587,561 | -6.43% |
| January | 185,585,948 | 189,946,869 | 2.35% | 180,082,272 | -5.19% |
| February | 187,018,360 | 177,193,798 | -5.25% | 172,152,646 | -2.84% |
| March | 214,962,054 | 204,878,541 | -4.69% | 193,734,798 | -5.44% |
| April | 201,573,103 | 192,930,582 | -4.29% | 190,494,850 | -1.26% |
| May | 208,519,995 | 207,994,572 | -0.25% | 202,154,565 | -2.81% |
| June | 205,225,083 | 200,591,083 | -2.26% | 190,346,850 | -5.11% |
| July | 190,299,489 | 185,271,335 | -2.64% | 182,215,116 | -1.65% |
| August | 195,759,687 | 190,438,818 | -2.72% | 183,615,291 | -3.58% |
| September | 203,321,259 | 193,418,747 | -4.87% | 181,767,803 | -6.02% |
| Year-to-Date | 1,792,264,979 | 1,742,664,344 | -2.77% | 1,676,564,191 | -3.79% |

| 12 Month Averages | 2015-2016 | 2016-2017 | % Change | 2017-2018 | % Change |
|--------------------------|--------------------|--------------------|-----------------|--------------------|-----------------|
| October | 200,791,361 | 200,015,749 | -0.39% | 195,664,154 | -2.18% |
| November | 201,087,770 | 200,135,814 | -0.47% | 195,228,888 | -2.45% |
| December | 201,103,934 | 199,602,326 | -0.75% | 194,165,580 | -2.72% |
| January | 201,255,504 | 199,965,736 | -0.64% | 193,343,531 | -3.31% |
| February | 201,957,173 | 199,147,023 | -1.39% | 192,923,435 | -3.13% |
| March | 202,300,424 | 198,306,730 | -1.97% | 191,994,789 | -3.18% |
| April | 201,900,680 | 197,586,520 | -2.14% | 191,791,812 | -2.93% |
| May | 201,841,500 | 197,542,735 | -2.13% | 191,305,144 | -3.16% |
| June | 201,649,514 | 197,156,568 | -2.23% | 190,451,458 | -3.40% |
| July | 200,668,870 | 196,737,555 | -1.96% | 190,196,773 | -3.32% |
| August | 201,020,002 | 196,294,149 | -2.35% | 189,628,146 | -3.40% |
| September | 201,157,770 | 195,468,940 | -2.83% | 188,657,234 | -3.48% |

| Average Weekday Passengers | 2015-2016 | 2016-2017 | % Change | 2017-2018 | % Change |
|-----------------------------------|------------------|------------------|-----------------|------------------|-----------------|
| October | 8,180,299 | 7,833,422 | -4.24% | 7,838,635 | 0.07% |
| November | 7,914,613 | 7,793,452 | -1.53% | 7,647,522 | -1.87% |
| December | 7,630,448 | 7,590,923 | -0.52% | 7,291,265 | -3.95% |
| January | 7,427,622 | 7,327,845 | -1.34% | 6,837,308 | -6.69% |
| February | 7,637,655 | 7,482,722 | -2.03% | 7,368,302 | -1.53% |
| March | 7,928,251 | 7,577,527 | -4.42% | 7,221,603 | -4.70% |
| April | 7,819,074 | 7,595,620 | -2.86% | 7,437,683 | -2.08% |
| May | 8,035,683 | 7,884,233 | -1.88% | 7,693,437 | -2.42% |
| June | 7,806,867 | 7,630,605 | -2.26% | 7,387,753 | -3.18% |
| July | 7,354,909 | 7,129,419 | -3.07% | 6,948,786 | -2.53% |
| August | 7,146,334 | 6,941,224 | -2.87% | 6,754,548 | -2.69% |
| September | 7,945,242 | 7,701,788 | -3.06% | 7,393,724 | -4.00% |

MTA New York City Subway

| Revenue Passengers | 2015-2016 | 2016-2017 | % Change | 2017-2018 | % Change |
|---------------------------|----------------------|----------------------|-----------------|----------------------|-----------------|
| October | 159,987,486 | 150,638,608 | -5.84% | 153,378,108 | 1.82% |
| November | 144,542,523 | 147,033,943 | 1.72% | 144,404,634 | -1.79% |
| December | 150,827,541 | 147,509,424 | -2.20% | 139,148,517 | -5.67% |
| January | 136,413,951 | 140,288,294 | 2.84% | 134,683,435 | -4.00% |
| February | 136,690,795 | 130,465,060 | -4.55% | 127,432,835 | -2.32% |
| March | 156,297,328 | 151,384,924 | -3.14% | 143,982,923 | -4.89% |
| April | 147,291,655 | 143,284,553 | -2.72% | 141,950,369 | -0.93% |
| May | 151,910,204 | 153,470,353 | 1.03% | 150,320,833 | -2.05% |
| June | 151,007,041 | 149,360,780 | -1.09% | 142,709,768 | -4.45% |
| July | 139,851,426 | 137,447,659 | -1.72% | 136,167,499 | -0.93% |
| August | 143,703,034 | 141,721,056 | -1.38% | 136,806,572 | -3.47% |
| September | 148,467,391 | 143,012,669 | -3.67% | 134,952,235 | -5.64% |
| Year-to-Date | 1,311,632,825 | 1,290,435,348 | -1.62% | 1,249,006,469 | -3.21% |

| 12 Month Averages | 2015-2016 | 2016-2017 | % Change | 2017-2018 | % Change |
|--------------------------|--------------------|--------------------|-----------------|--------------------|-----------------|
| October | 146,546,273 | 146,470,125 | -0.05% | 144,863,069 | -1.10% |
| November | 146,822,569 | 146,677,743 | -0.10% | 144,643,960 | -1.39% |
| December | 146,880,452 | 146,401,233 | -0.33% | 143,947,217 | -1.68% |
| January | 147,097,047 | 146,724,095 | -0.25% | 143,480,146 | -2.21% |
| February | 147,589,896 | 146,205,284 | -0.94% | 143,227,460 | -2.04% |
| March | 147,856,859 | 145,795,917 | -1.39% | 142,610,627 | -2.18% |
| April | 147,600,117 | 145,461,992 | -1.45% | 142,499,445 | -2.04% |
| May | 147,627,652 | 145,592,004 | -1.38% | 142,236,985 | -2.30% |
| June | 147,528,895 | 145,454,816 | -1.41% | 141,682,734 | -2.59% |
| July | 146,813,411 | 145,254,502 | -1.06% | 141,576,054 | -2.53% |
| August | 147,116,611 | 145,089,337 | -1.38% | 141,166,514 | -2.70% |
| September | 147,249,198 | 144,634,777 | -1.78% | 140,494,811 | -2.86% |

| Average Weekday Passengers | 2015-2016 | 2016-2017 | % Change | 2017-2018 | % Change |
|-----------------------------------|------------------|------------------|-----------------|------------------|-----------------|
| October | 5,975,276 | 5,759,591 | -3.61% | 5,808,527 | 0.85% |
| November | 5,781,526 | 5,746,772 | -0.60% | 5,698,053 | -0.85% |
| December | 5,616,142 | 5,642,250 | 0.46% | 5,468,971 | -3.07% |
| January | 5,450,158 | 5,410,721 | -0.72% | 5,122,325 | -5.33% |
| February | 5,597,172 | 5,529,330 | -1.21% | 5,479,225 | -0.91% |
| March | 5,771,631 | 5,609,555 | -2.81% | 5,388,832 | -3.93% |
| April | 5,728,003 | 5,662,289 | -1.15% | 5,564,686 | -1.72% |
| May | 5,868,961 | 5,836,342 | -0.56% | 5,743,481 | -1.59% |
| June | 5,763,243 | 5,698,402 | -1.13% | 5,569,036 | -2.27% |
| July | 5,445,341 | 5,330,092 | -2.12% | 5,232,455 | -1.83% |
| August | 5,276,450 | 5,197,367 | -1.50% | 5,068,468 | -2.48% |
| September | 5,816,860 | 5,713,700 | -1.77% | 5,522,776 | -3.34% |

MTA New York City Bus

| Revenue Passengers | 2015-2016 | 2016-2017 | % Change | 2017-2018 | % Change |
|---------------------|--------------------|--------------------|---------------|--------------------|---------------|
| October | 58,915,938 | 54,560,563 | -7.39% | 54,163,631 | -0.73% |
| November | 53,433,204 | 52,382,572 | -1.97% | 49,788,685 | -4.95% |
| December | 53,921,566 | 50,837,825 | -5.72% | 46,439,044 | -8.65% |
| January | 49,171,997 | 49,658,575 | 0.99% | 45,398,837 | -8.58% |
| February | 50,327,565 | 46,728,738 | -7.15% | 44,719,811 | -4.30% |
| March | 58,664,726 | 53,493,617 | -8.81% | 49,751,875 | -6.99% |
| April | 54,281,448 | 49,646,029 | -8.54% | 48,544,481 | -2.22% |
| May | 56,609,791 | 54,524,219 | -3.68% | 51,833,732 | -4.93% |
| June | 54,218,042 | 51,230,303 | -5.51% | 47,637,082 | -7.01% |
| July | 50,448,063 | 47,823,676 | -5.20% | 46,047,617 | -3.71% |
| August | 52,056,653 | 48,717,762 | -6.41% | 46,808,719 | -3.92% |
| September | 54,853,868 | 50,406,078 | -8.11% | 46,815,568 | -7.12% |
| Year-to-Date | 480,632,154 | 452,228,996 | -5.91% | 427,557,722 | -5.46% |

| 12 Month Averages | 2015-2016 | 2016-2017 | % Change | 2017-2018 | % Change |
|-------------------|-------------------|-------------------|---------------|-------------------|---------------|
| October | 54,245,089 | 53,545,624 | -1.29% | 50,801,085 | -5.13% |
| November | 54,265,201 | 53,458,071 | -1.49% | 50,584,928 | -5.37% |
| December | 54,223,482 | 53,201,093 | -1.89% | 50,218,363 | -5.61% |
| January | 54,158,457 | 53,241,641 | -1.69% | 49,863,385 | -6.35% |
| February | 54,367,277 | 52,941,739 | -2.62% | 49,695,974 | -6.13% |
| March | 54,443,565 | 52,510,813 | -3.55% | 49,384,163 | -5.95% |
| April | 54,300,563 | 52,124,528 | -4.01% | 49,292,367 | -5.43% |
| May | 54,213,848 | 51,950,730 | -4.17% | 49,068,160 | -5.55% |
| June | 54,120,619 | 51,701,752 | -4.47% | 48,768,724 | -5.67% |
| July | 53,855,458 | 51,483,053 | -4.41% | 48,620,720 | -5.56% |
| August | 53,903,392 | 51,204,812 | -5.01% | 48,461,633 | -5.36% |
| September | 53,908,572 | 50,834,163 | -5.70% | 48,162,423 | -5.26% |

| Average Weekday Passengers | 2015-2016 | 2016-2017 | % Change | 2017-2018 | % Change |
|----------------------------|------------------|------------------|---------------|------------------|---------------|
| October | 2,205,022 | 2,073,830 | -5.95% | 2,030,108 | -2.11% |
| November | 2,133,088 | 2,046,680 | -4.05% | 1,949,469 | -4.75% |
| December | 2,014,306 | 1,948,673 | -3.26% | 1,822,294 | -6.49% |
| January | 1,977,463 | 1,917,124 | -3.05% | 1,714,982 | -10.54% |
| February | 2,040,483 | 1,953,392 | -4.27% | 1,889,077 | -3.29% |
| March | 2,156,619 | 1,967,972 | -8.75% | 1,832,772 | -6.87% |
| April | 2,091,071 | 1,933,332 | -7.54% | 1,872,997 | -3.12% |
| May | 2,166,722 | 2,047,891 | -5.48% | 1,949,956 | -4.78% |
| June | 2,043,624 | 1,932,203 | -5.45% | 1,818,717 | -5.87% |
| July | 1,909,568 | 1,799,327 | -5.77% | 1,716,331 | -4.61% |
| August | 1,869,883 | 1,743,857 | -6.74% | 1,686,081 | -3.31% |
| September | 2,128,381 | 1,988,088 | -6.59% | 1,870,947 | -5.89% |

MTA Bus

| Revenue Passengers | 2015-2016 | 2016-2017 | % Change | 2017-2018 | % Change |
|---------------------|-------------------|-------------------|---------------|-------------------|---------------|
| October | 11,333,752 | 10,831,747 | -4.43% | 10,942,815 | 1.03% |
| November | 10,324,241 | 10,414,750 | 0.88% | 10,230,691 | -1.77% |
| December | 10,524,956 | 10,102,793 | -4.01% | 9,592,517 | -5.05% |
| January | 9,464,783 | 9,840,105 | 3.97% | 9,359,616 | -4.88% |
| February | 9,650,946 | 9,289,270 | -3.75% | 9,153,050 | -1.47% |
| March | 11,393,621 | 10,774,447 | -5.43% | 10,383,080 | -3.63% |
| April | 10,566,032 | 9,868,714 | -6.60% | 10,145,682 | 2.81% |
| May | 11,022,447 | 10,948,782 | -0.67% | 11,008,565 | 0.55% |
| June | 10,778,433 | 10,415,892 | -3.36% | 10,121,363 | -2.83% |
| July | 10,002,577 | 9,835,319 | -1.67% | 9,978,075 | 1.45% |
| August | 10,491,025 | 10,182,683 | -2.94% | 10,270,251 | 0.86% |
| September | 10,898,004 | 10,293,093 | -5.55% | 10,049,613 | -2.37% |
| Year-to-Date | 94,267,868 | 91,448,305 | -2.99% | 90,469,294 | -1.07% |

| 12 Month Averages | 2015-2016 | 2016-2017 | % Change | 2017-2018 | % Change |
|-------------------|-------------------|-------------------|---------------|-------------------|---------------|
| October | 10,428,348 | 10,495,734 | 0.65% | 10,242,389 | -2.41% |
| November | 10,447,169 | 10,503,277 | 0.54% | 10,227,050 | -2.63% |
| December | 10,449,964 | 10,468,096 | 0.17% | 10,184,527 | -2.71% |
| January | 10,447,181 | 10,499,373 | 0.50% | 10,144,487 | -3.38% |
| February | 10,492,034 | 10,469,233 | -0.22% | 10,133,135 | -3.21% |
| March | 10,521,786 | 10,417,636 | -0.99% | 10,100,521 | -3.04% |
| April | 10,506,285 | 10,359,526 | -1.40% | 10,123,602 | -2.28% |
| May | 10,511,918 | 10,353,387 | -1.51% | 10,128,584 | -2.17% |
| June | 10,521,786 | 10,323,175 | -1.89% | 10,104,039 | -2.12% |
| July | 10,483,570 | 10,309,237 | -1.66% | 10,115,936 | -1.88% |
| August | 10,515,039 | 10,283,542 | -2.20% | 10,123,233 | -1.56% |
| September | 10,537,568 | 10,233,133 | -2.89% | 10,102,943 | -1.27% |

| Average Weekday Passengers | 2015-2016 | 2016-2017 | % Change | 2017-2018 | % Change |
|----------------------------|----------------|----------------|---------------|----------------|---------------|
| October | 430,760 | 418,098 | -2.94% | 416,050 | -0.49% |
| November | 418,413 | 412,102 | -1.51% | 405,862 | -1.51% |
| December | 398,969 | 393,484 | -1.37% | 383,636 | -2.50% |
| January | 387,423 | 386,330 | -0.28% | 359,321 | -6.99% |
| February | 398,129 | 394,036 | -1.03% | 394,753 | 0.18% |
| March | 425,372 | 402,782 | -5.31% | 390,793 | -2.98% |
| April | 413,769 | 392,293 | -5.19% | 399,312 | 1.79% |
| May | 428,947 | 417,065 | -2.77% | 419,462 | 0.57% |
| June | 411,220 | 396,805 | -3.51% | 391,899 | -1.24% |
| July | 385,550 | 377,376 | -2.12% | 377,060 | -0.08% |
| August | 381,719 | 369,341 | -3.24% | 374,172 | 1.31% |
| September | 428,697 | 412,007 | -3.89% | 409,993 | -0.49% |

MTA Staten Island Railway

| Revenue Passengers | 2015-2016 | 2016-2017 | % Change | 2017-2018 | % Change |
|---------------------|------------------|------------------|---------------|------------------|---------------|
| October | 435,865 | 400,281 | -8.16% | 449,023 | 12.18% |
| November | 376,346 | 395,065 | 4.97% | 419,045 | 6.07% |
| December | 397,292 | 376,371 | -5.27% | 372,172 | -1.12% |
| January | 363,383 | 379,316 | 4.38% | 390,355 | 2.91% |
| February | 335,796 | 328,169 | -2.27% | 340,527 | 3.77% |
| March | 412,851 | 398,044 | -3.59% | 389,114 | -2.24% |
| April | 371,087 | 353,305 | -4.79% | 377,531 | 6.86% |
| May | 394,816 | 414,213 | 4.91% | 420,153 | 1.43% |
| June | 402,135 | 403,043 | 0.23% | 381,443 | -5.36% |
| July | 327,407 | 333,078 | 1.73% | 331,968 | -0.33% |
| August | 348,194 | 353,616 | 1.56% | 340,994 | -3.57% |
| September | 404,713 | 401,445 | -0.81% | 375,012 | -6.58% |
| Year-to-Date | 3,360,382 | 3,364,229 | 0.11% | 3,347,097 | -0.51% |

| 12 Month Averages | 2015-2016 | 2016-2017 | % Change | 2017-2018 | % Change |
|-------------------|----------------|----------------|---------------|----------------|--------------|
| October | 370,802 | 377,858 | 1.90% | 382,057 | 1.11% |
| November | 372,853 | 379,418 | 1.76% | 384,056 | 1.22% |
| December | 375,161 | 377,675 | 0.67% | 383,706 | 1.60% |
| January | 377,377 | 379,003 | 0.43% | 384,626 | 1.48% |
| February | 379,400 | 378,367 | -0.27% | 385,655 | 1.93% |
| March | 381,031 | 377,133 | -1.02% | 384,911 | 2.06% |
| April | 380,577 | 375,651 | -1.29% | 386,930 | 3.00% |
| May | 380,971 | 377,268 | -0.97% | 387,425 | 2.69% |
| June | 380,587 | 377,343 | -0.85% | 385,625 | 2.19% |
| July | 377,901 | 377,816 | -0.02% | 385,533 | 2.04% |
| August | 379,287 | 378,268 | -0.27% | 384,481 | 1.64% |
| September | 380,824 | 377,995 | -0.74% | 382,278 | 1.13% |

| Average Weekday Passengers | 2015-2016 | 2016-2017 | % Change | 2017-2018 | % Change |
|----------------------------|---------------|---------------|--------------|---------------|---------------|
| October | 18,135 | 17,330 | -4.44% | 18,590 | 7.27% |
| November | 17,361 | 17,059 | -1.74% | 18,097 | 6.08% |
| December | 16,372 | 16,270 | -0.62% | 16,611 | 2.10% |
| January | 16,441 | 16,566 | 0.76% | 16,387 | -1.08% |
| February | 15,738 | 15,676 | -0.40% | 16,166 | 3.13% |
| March | 16,674 | 16,130 | -3.26% | 15,963 | -1.03% |
| April | 16,039 | 15,739 | -1.87% | 16,226 | 3.10% |
| May | 16,949 | 17,185 | 1.39% | 17,399 | 1.24% |
| June | 16,613 | 16,675 | 0.37% | 16,213 | -2.77% |
| July | 13,990 | 14,161 | 1.22% | 13,786 | -2.64% |
| August | 13,672 | 13,787 | 0.84% | 13,382 | -2.94% |
| September | 17,389 | 17,744 | 2.04% | 17,696 | -0.27% |

MTA Long Island Rail Road

| Revenue Passengers | 2015-2016 | 2016-2017 | % Change | 2017-2018 | % Change |
|---------------------------|-------------------|-------------------|-----------------|-------------------|-----------------|
| October | 7,686,741 | 7,553,444 | -1.73% | 7,818,376 | 3.51% |
| November | 7,027,591 | 7,385,548 | 5.09% | 7,376,934 | -0.12% |
| December | 7,761,607 | 7,683,544 | -1.01% | 7,329,341 | -4.61% |
| January | 6,483,006 | 6,958,391 | 7.33% | 6,882,948 | -1.08% |
| February | 6,614,306 | 6,522,399 | -1.39% | 6,476,251 | -0.71% |
| March | 7,757,041 | 7,723,528 | -0.43% | 7,412,001 | -4.03% |
| April | 7,271,823 | 7,158,667 | -1.56% | 7,267,217 | 1.52% |
| May | 7,483,655 | 7,642,164 | 2.12% | 7,716,073 | 0.97% |
| June | 7,969,169 | 7,943,275 | -0.32% | 7,940,642 | -0.03% |
| July | 7,621,000 | 7,455,744 | -2.17% | 7,752,358 | 3.98% |
| August | 7,940,051 | 7,816,201 | -1.56% | 7,858,108 | 0.54% |
| September | 7,589,091 | 7,413,822 | -2.31% | 7,227,262 | -2.52% |
| Year-to-Date | 66,729,141 | 66,634,190 | -0.14% | 66,532,859 | -0.15% |

| 12 Month Averages | 2015-2016 | 2016-2017 | % Change | 2017-2018 | % Change |
|--------------------------|------------------|------------------|-----------------|------------------|-----------------|
| October | 7,261,220 | 7,422,649 | 2.22% | 7,460,138 | 0.51% |
| November | 7,290,066 | 7,452,478 | 2.23% | 7,459,420 | 0.09% |
| December | 7,304,004 | 7,445,973 | 1.94% | 7,429,903 | -0.22% |
| January | 7,314,062 | 7,485,588 | 2.35% | 7,423,616 | -0.83% |
| February | 7,353,415 | 7,477,930 | 1.69% | 7,419,771 | -0.78% |
| March | 7,384,444 | 7,475,137 | 1.23% | 7,393,810 | -1.09% |
| April | 7,380,942 | 7,465,707 | 1.15% | 7,402,856 | -0.84% |
| May | 7,399,358 | 7,478,916 | 1.08% | 7,409,015 | -0.93% |
| June | 7,415,306 | 7,476,758 | 0.83% | 7,408,796 | -0.91% |
| July | 7,394,248 | 7,462,987 | 0.93% | 7,433,514 | -0.39% |
| August | 7,425,632 | 7,452,666 | 0.36% | 7,437,006 | -0.21% |
| September | 7,433,757 | 7,438,060 | 0.06% | 7,421,459 | -0.22% |

| Average Weekday Passengers | 2015-2016 | 2016-2017 | % Change | 2017-2018 | % Change |
|-----------------------------------|------------------|------------------|-----------------|------------------|-----------------|
| October | 309,872 | 315,279 | 1.74% | 313,326 | -0.62% |
| November | 319,904 | 323,360 | 1.08% | 322,271 | -0.34% |
| December | 309,372 | 318,908 | 3.08% | 315,487 | -1.07% |
| January | 298,683 | 304,399 | 1.91% | 289,965 | -4.74% |
| February | 292,604 | 301,738 | 3.12% | 299,493 | -0.74% |
| March | 301,360 | 300,813 | -0.18% | 298,352 | -0.82% |
| April | 305,742 | 310,565 | 1.58% | 303,688 | -2.21% |
| May | 311,313 | 307,067 | -1.36% | 310,397 | 1.08% |
| June | 319,475 | 317,303 | -0.68% | 328,561 | 3.55% |
| July | 326,075 | 318,758 | -2.24% | 319,177 | 0.13% |
| August | 303,263 | 299,106 | -1.37% | 301,170 | 0.69% |
| September | 318,591 | 322,174 | 1.12% | 327,002 | 1.50% |

MTA Metro-North Rail Road

| Revenue Passengers | 2015-2016 | 2016-2017 | % Change | 2017-2018 | % Change |
|---------------------------|-------------------|-------------------|-----------------|-------------------|-----------------|
| October | 7,667,660 | 7,443,609 | -2.92% | 7,747,597 | 4.08% |
| November | 6,998,173 | 7,235,466 | 3.39% | 7,267,413 | 0.44% |
| December | 7,632,258 | 7,416,173 | -2.83% | 7,153,981 | -3.54% |
| January | 6,468,097 | 6,739,640 | 4.20% | 6,768,836 | 0.43% |
| February | 6,443,054 | 6,255,285 | -2.91% | 6,237,588 | -0.28% |
| March | 7,531,600 | 7,308,183 | -2.97% | 7,139,088 | -2.31% |
| April | 7,118,939 | 7,015,190 | -1.46% | 7,110,538 | 1.36% |
| May | 7,197,619 | 7,464,395 | 3.71% | 7,549,186 | 1.14% |
| June | 7,679,577 | 7,708,077 | 0.37% | 7,592,314 | -1.50% |
| July | 7,245,013 | 7,244,976 | -0.00% | 7,414,612 | 2.34% |
| August | 7,444,260 | 7,507,575 | 0.85% | 7,447,642 | -0.80% |
| September | 7,268,718 | 7,082,441 | -2.56% | 6,941,823 | -1.99% |
| Year-to-Date | 64,396,877 | 64,325,762 | -0.11% | 64,201,627 | -0.19% |

| 12 Month Averages | 2015-2016 | 2016-2017 | % Change | 2017-2018 | % Change |
|--------------------------|------------------|------------------|-----------------|------------------|-----------------|
| October | 7,131,301 | 7,205,910 | 1.05% | 7,227,083 | 0.29% |
| November | 7,157,338 | 7,225,684 | 0.95% | 7,229,745 | 0.06% |
| December | 7,168,180 | 7,207,677 | 0.55% | 7,207,896 | 0.00% |
| January | 7,181,849 | 7,230,306 | 0.67% | 7,210,329 | -0.28% |
| February | 7,221,102 | 7,214,658 | -0.09% | 7,208,854 | -0.08% |
| March | 7,251,126 | 7,196,040 | -0.76% | 7,194,763 | -0.02% |
| April | 7,237,451 | 7,187,394 | -0.69% | 7,202,709 | 0.21% |
| May | 7,238,815 | 7,209,626 | -0.40% | 7,209,775 | 0.00% |
| June | 7,244,864 | 7,212,001 | -0.45% | 7,200,128 | -0.16% |
| July | 7,211,334 | 7,211,998 | 0.01% | 7,214,264 | 0.03% |
| August | 7,231,538 | 7,217,274 | -0.20% | 7,209,270 | -0.11% |
| September | 7,224,581 | 7,201,751 | -0.32% | 7,197,552 | -0.06% |

| Average Weekday Passengers | 2015-2016 | 2016-2017 | % Change | 2017-2018 | % Change |
|-----------------------------------|------------------|------------------|-----------------|------------------|-----------------|
| October | 299,864 | 298,985 | -0.29% | 302,657 | 1.23% |
| November | 300,366 | 302,975 | 0.87% | 302,697 | -0.09% |
| December | 296,167 | 294,928 | -0.42% | 291,078 | -1.31% |
| January | 278,072 | 280,517 | 0.88% | 274,683 | -2.08% |
| February | 277,567 | 279,930 | 0.85% | 278,737 | -0.43% |
| March | 289,729 | 281,303 | -2.91% | 280,851 | -0.16% |
| April | 290,902 | 292,357 | 0.50% | 289,923 | -0.83% |
| May | 290,979 | 292,303 | 0.45% | 295,061 | 0.94% |
| June | 304,770 | 304,839 | 0.02% | 306,545 | 0.56% |
| July | 296,634 | 294,434 | -0.74% | 295,276 | 0.29% |
| August | 283,532 | 284,615 | 0.38% | 282,483 | -0.75% |
| September | 297,118 | 294,809 | -0.78% | 296,476 | 0.57% |

MTA Metro-North East-of-Hudson

| Revenue Passengers | 2015-2016 | 2016-2017 | % Change | 2017-2018 | % Change |
|---------------------|-------------------|-------------------|---------------|-------------------|---------------|
| October | 7,513,131 | 7,321,189 | -2.55% | 7,610,678 | 3.95% |
| November | 6,859,735 | 7,104,082 | 3.56% | 7,134,492 | 0.43% |
| December | 7,486,228 | 7,280,396 | -2.75% | 7,025,175 | -3.51% |
| January | 6,340,920 | 6,610,352 | 4.25% | 6,638,414 | 0.42% |
| February | 6,313,644 | 6,134,790 | -2.83% | 6,120,024 | -0.24% |
| March | 7,378,875 | 7,162,514 | -2.93% | 6,997,930 | -2.30% |
| April | 6,980,262 | 6,885,596 | -1.36% | 6,978,582 | 1.35% |
| May | 7,052,626 | 7,323,535 | 3.84% | 7,406,943 | 1.14% |
| June | 7,526,378 | 7,563,718 | 0.50% | 7,449,782 | -1.51% |
| July | 7,097,402 | 7,111,253 | 0.20% | 7,271,157 | 2.25% |
| August | 7,288,957 | 7,363,555 | 1.02% | 7,298,723 | -0.88% |
| September | 7,123,553 | 6,953,276 | -2.39% | 6,812,970 | -2.02% |
| Year-to-Date | 63,102,617 | 63,108,589 | 0.01% | 62,974,525 | -0.21% |

| 12 Month Averages | 2015-2016 | 2016-2017 | % Change | 2017-2018 | % Change |
|-------------------|------------------|------------------|---------------|------------------|---------------|
| October | 6,986,494 | 7,064,147 | 1.11% | 7,091,979 | 0.39% |
| November | 7,011,885 | 7,084,510 | 1.04% | 7,094,513 | 0.14% |
| December | 7,022,701 | 7,067,357 | 0.64% | 7,073,245 | 0.08% |
| January | 7,036,662 | 7,089,810 | 0.76% | 7,075,583 | -0.20% |
| February | 7,075,312 | 7,074,905 | -0.01% | 7,074,353 | -0.01% |
| March | 7,105,313 | 7,056,875 | -0.68% | 7,060,637 | 0.05% |
| April | 7,092,439 | 7,048,986 | -0.61% | 7,068,386 | 0.28% |
| May | 7,093,630 | 7,071,562 | -0.31% | 7,075,337 | 0.05% |
| June | 7,099,913 | 7,074,674 | -0.36% | 7,065,842 | -0.12% |
| July | 7,067,182 | 7,075,828 | 0.12% | 7,079,167 | 0.05% |
| August | 7,086,735 | 7,082,044 | -0.07% | 7,073,765 | -0.12% |
| September | 7,080,143 | 7,067,855 | -0.17% | 7,062,073 | -0.08% |

| Average Weekday Passengers | 2015-2016 | 2016-2017 | % Change | 2017-2018 | % Change |
|----------------------------|----------------|----------------|---------------|----------------|--------------|
| October | 292,836 | 293,166 | 0.11% | 296,430 | 1.11% |
| November | 293,087 | 296,403 | 1.13% | 296,048 | -0.12% |
| December | 289,518 | 288,459 | -0.37% | 284,646 | -1.32% |
| January | 271,386 | 274,050 | 0.98% | 268,461 | -2.04% |
| February | 271,103 | 273,604 | 0.92% | 272,565 | -0.38% |
| March | 283,078 | 274,959 | -2.87% | 274,432 | -0.19% |
| April | 284,305 | 285,896 | 0.56% | 283,647 | -0.79% |
| May | 284,071 | 285,889 | 0.64% | 288,585 | 0.94% |
| June | 297,803 | 298,274 | 0.16% | 299,766 | 0.50% |
| July | 289,263 | 287,756 | -0.52% | 288,441 | 0.24% |
| August | 276,763 | 278,338 | 0.57% | 275,994 | -0.84% |
| September | 290,202 | 288,358 | -0.64% | 289,713 | 0.47% |

MTA Metro-North Harlem Line

| Revenue Passengers | 2015-2016 | 2016-2017 | % Change | 2017-2018 | % Change |
|---------------------------|-------------------|-------------------|-----------------|-------------------|-----------------|
| October | 2,472,035 | 2,403,597 | -2.77% | 2,493,758 | 3.75% |
| November | 2,239,569 | 2,322,328 | 3.70% | 2,329,438 | 0.31% |
| December | 2,442,546 | 2,378,417 | -2.63% | 2,295,482 | -3.49% |
| January | 2,098,696 | 2,189,026 | 4.30% | 2,206,702 | 0.81% |
| February | 2,097,939 | 2,036,882 | -2.91% | 2,030,072 | -0.33% |
| March | 2,435,142 | 2,398,995 | -1.48% | 2,306,324 | -3.86% |
| April | 2,295,023 | 2,252,524 | -1.85% | 2,272,242 | 0.88% |
| May | 2,290,681 | 2,406,553 | 5.06% | 2,385,749 | -0.86% |
| June | 2,439,435 | 2,470,479 | 1.27% | 2,389,946 | -3.26% |
| July | 2,277,356 | 2,288,211 | 0.48% | 2,304,551 | 0.71% |
| August | 2,348,207 | 2,373,087 | 1.06% | 2,313,467 | -2.51% |
| September | 2,333,897 | 2,277,688 | -2.41% | 2,178,843 | -4.34% |
| Year-to-Date | 20,616,376 | 20,693,445 | 0.37% | 20,387,896 | -1.48% |

| 12 Month Averages | 2015-2016 | 2016-2017 | % Change | 2017-2018 | % Change |
|--------------------------|------------------|------------------|-----------------|------------------|-----------------|
| October | 2,279,891 | 2,308,507 | 1.26% | 2,323,996 | 0.67% |
| November | 2,288,303 | 2,315,404 | 1.18% | 2,324,588 | 0.40% |
| December | 2,291,991 | 2,310,060 | 0.79% | 2,317,677 | 0.33% |
| January | 2,296,819 | 2,317,587 | 0.90% | 2,319,150 | 0.07% |
| February | 2,310,683 | 2,312,499 | 0.08% | 2,318,582 | 0.26% |
| March | 2,319,011 | 2,309,487 | -0.41% | 2,310,860 | 0.06% |
| April | 2,316,016 | 2,305,945 | -0.43% | 2,312,503 | 0.28% |
| May | 2,316,158 | 2,315,601 | -0.02% | 2,310,769 | -0.21% |
| June | 2,318,030 | 2,318,188 | 0.01% | 2,304,058 | -0.61% |
| July | 2,307,286 | 2,319,093 | 0.51% | 2,305,420 | -0.59% |
| August | 2,315,299 | 2,321,166 | 0.25% | 2,300,452 | -0.89% |
| September | 2,314,211 | 2,316,482 | 0.10% | 2,292,215 | -1.05% |

| Average Weekday Passengers | 2015-2016 | 2016-2017 | % Change | 2017-2018 | % Change |
|-----------------------------------|------------------|------------------|-----------------|------------------|-----------------|
| October | 97,017 | 97,090 | 0.08% | 97,945 | 0.88% |
| November | 96,730 | 97,810 | 1.12% | 97,707 | -0.11% |
| December | 95,346 | 95,209 | -0.14% | 94,202 | -1.06% |
| January | 90,677 | 91,492 | 0.90% | 89,982 | -1.65% |
| February | 90,756 | 91,541 | 0.87% | 91,261 | -0.31% |
| March | 94,005 | 92,571 | -1.53% | 91,275 | -1.40% |
| April | 94,305 | 94,501 | 0.21% | 93,309 | -1.26% |
| May | 93,217 | 94,721 | 1.61% | 93,972 | -0.79% |
| June | 97,395 | 98,262 | 0.89% | 97,358 | -0.92% |
| July | 94,149 | 93,957 | -0.20% | 92,748 | -1.29% |
| August | 89,966 | 90,521 | 0.62% | 88,413 | -2.33% |
| September | 95,844 | 95,366 | -0.50% | 94,010 | -1.42% |

MTA Metro-North Hudson Line

| Revenue Passengers | 2015-2016 | 2016-2017 | % Change | 2017-2018 | % Change |
|---------------------|-------------------|-------------------|--------------|-------------------|--------------|
| October | 1,468,000 | 1,453,574 | -0.98% | 1,552,398 | 6.80% |
| November | 1,317,990 | 1,394,632 | 5.82% | 1,406,098 | 0.82% |
| December | 1,438,103 | 1,415,909 | -1.54% | 1,378,250 | -2.66% |
| January | 1,216,365 | 1,286,721 | 5.78% | 1,297,102 | 0.81% |
| February | 1,219,067 | 1,206,479 | -1.03% | 1,201,364 | -0.42% |
| March | 1,433,576 | 1,396,026 | -2.62% | 1,387,849 | -0.59% |
| April | 1,363,513 | 1,372,524 | 0.66% | 1,412,473 | 2.91% |
| May | 1,397,282 | 1,459,859 | 4.48% | 1,505,105 | 3.10% |
| June | 1,460,876 | 1,500,113 | 2.69% | 1,502,130 | 0.13% |
| July | 1,402,439 | 1,441,958 | 2.82% | 1,488,856 | 3.25% |
| August | 1,442,263 | 1,491,491 | 3.41% | 1,497,490 | 0.40% |
| September | 1,404,276 | 1,405,569 | 0.09% | 1,406,474 | 0.06% |
| Year-to-Date | 12,339,657 | 12,560,740 | 1.79% | 12,698,843 | 1.10% |

| 12 Month Averages | 2015-2016 | 2016-2017 | % Change | 2017-2018 | % Change |
|-------------------|------------------|------------------|--------------|------------------|--------------|
| October | 1,363,322 | 1,379,110 | 1.16% | 1,410,307 | 2.26% |
| November | 1,367,157 | 1,385,497 | 1.34% | 1,411,262 | 1.86% |
| December | 1,368,720 | 1,383,648 | 1.09% | 1,408,124 | 1.77% |
| January | 1,371,290 | 1,389,511 | 1.33% | 1,408,989 | 1.40% |
| February | 1,378,262 | 1,388,462 | 0.74% | 1,408,563 | 1.45% |
| March | 1,383,555 | 1,385,333 | 0.13% | 1,407,881 | 1.63% |
| April | 1,380,689 | 1,386,083 | 0.39% | 1,411,210 | 1.81% |
| May | 1,382,016 | 1,391,298 | 0.67% | 1,414,981 | 1.70% |
| June | 1,383,050 | 1,394,568 | 0.83% | 1,415,149 | 1.48% |
| July | 1,377,907 | 1,397,861 | 1.45% | 1,419,057 | 1.52% |
| August | 1,381,638 | 1,401,964 | 1.47% | 1,419,557 | 1.25% |
| September | 1,380,313 | 1,402,071 | 1.58% | 1,419,632 | 1.25% |

| Average Weekday Passengers | 2015-2016 | 2016-2017 | % Change | 2017-2018 | % Change |
|----------------------------|---------------|---------------|--------------|---------------|--------------|
| October | 56,955 | 57,769 | 1.43% | 59,944 | 3.77% |
| November | 56,152 | 57,969 | 3.24% | 58,142 | 0.30% |
| December | 55,642 | 56,016 | 0.67% | 55,793 | -0.40% |
| January | 51,994 | 53,226 | 2.37% | 52,360 | -1.63% |
| February | 52,341 | 53,660 | 2.52% | 53,458 | -0.38% |
| March | 54,932 | 53,560 | -2.50% | 54,318 | 1.42% |
| April | 55,404 | 56,690 | 2.32% | 57,126 | 0.77% |
| May | 55,964 | 56,735 | 1.38% | 58,284 | 2.73% |
| June | 57,586 | 58,857 | 2.21% | 60,030 | 1.99% |
| July | 56,693 | 57,741 | 1.85% | 58,534 | 1.37% |
| August | 54,558 | 56,083 | 2.79% | 56,351 | 0.48% |
| September | 56,935 | 57,773 | 1.47% | 59,169 | 2.42% |

MTA Metro-North New Haven Line

| Revenue Passengers | 2015-2016 | 2016-2017 | % Change | 2017-2018 | % Change |
|---------------------------|-------------------|-------------------|-----------------|-------------------|-----------------|
| October | 3,573,096 | 3,464,018 | -3.05% | 3,564,522 | 2.90% |
| November | 3,302,176 | 3,387,122 | 2.57% | 3,398,956 | 0.35% |
| December | 3,605,579 | 3,486,070 | -3.31% | 3,351,443 | -3.86% |
| January | 3,025,859 | 3,134,605 | 3.59% | 3,134,610 | 0.00% |
| February | 2,996,638 | 2,891,429 | -3.51% | 2,888,588 | -0.10% |
| March | 3,510,157 | 3,367,493 | -4.06% | 3,303,757 | -1.89% |
| April | 3,321,726 | 3,260,548 | -1.84% | 3,293,867 | 1.02% |
| May | 3,364,663 | 3,457,123 | 2.75% | 3,516,089 | 1.71% |
| June | 3,626,067 | 3,593,126 | -0.91% | 3,557,706 | -0.99% |
| July | 3,417,607 | 3,381,084 | -1.07% | 3,477,750 | 2.86% |
| August | 3,498,487 | 3,498,977 | 0.01% | 3,487,766 | -0.32% |
| September | 3,385,380 | 3,270,019 | -3.41% | 3,227,653 | -1.30% |
| Year-to-Date | 30,146,584 | 29,854,404 | -0.97% | 29,887,786 | 0.11% |

| 12 Month Averages | 2015-2016 | 2016-2017 | % Change | 2017-2018 | % Change |
|--------------------------|------------------|------------------|-----------------|------------------|-----------------|
| October | 3,343,282 | 3,376,530 | 0.99% | 3,357,677 | -0.56% |
| November | 3,356,425 | 3,383,609 | 0.81% | 3,358,663 | -0.74% |
| December | 3,361,990 | 3,373,650 | 0.35% | 3,347,444 | -0.78% |
| January | 3,368,554 | 3,382,712 | 0.42% | 3,347,444 | -1.04% |
| February | 3,386,367 | 3,373,944 | -0.37% | 3,347,207 | -0.79% |
| March | 3,402,747 | 3,362,056 | -1.20% | 3,341,896 | -0.60% |
| April | 3,395,733 | 3,356,957 | -1.14% | 3,344,673 | -0.37% |
| May | 3,395,456 | 3,364,662 | -0.91% | 3,349,587 | -0.45% |
| June | 3,398,834 | 3,361,917 | -1.09% | 3,346,635 | -0.45% |
| July | 3,381,989 | 3,358,874 | -0.68% | 3,354,690 | -0.12% |
| August | 3,389,799 | 3,358,915 | -0.91% | 3,353,756 | -0.15% |
| September | 3,385,620 | 3,349,301 | -1.07% | 3,350,226 | 0.03% |

| Average Weekday Passengers | 2015-2016 | 2016-2017 | % Change | 2017-2018 | % Change |
|-----------------------------------|------------------|------------------|-----------------|------------------|-----------------|
| October | 138,865 | 138,307 | -0.40% | 138,540 | 0.17% |
| November | 140,206 | 140,624 | 0.30% | 140,199 | -0.30% |
| December | 138,530 | 137,234 | -0.94% | 134,652 | -1.88% |
| January | 128,715 | 129,332 | 0.48% | 126,119 | -2.48% |
| February | 128,006 | 128,403 | 0.31% | 127,846 | -0.43% |
| March | 134,141 | 128,829 | -3.96% | 128,839 | 0.01% |
| April | 134,596 | 134,704 | 0.08% | 133,213 | -1.11% |
| May | 134,891 | 134,432 | -0.34% | 136,329 | 1.41% |
| June | 142,822 | 141,155 | -1.17% | 142,379 | 0.87% |
| July | 138,421 | 136,059 | -1.71% | 137,159 | 0.81% |
| August | 132,239 | 131,734 | -0.38% | 131,230 | -0.38% |
| September | 137,423 | 135,219 | -1.60% | 136,534 | 0.97% |

MTA Metro-North West-of-Hudson

| Revenue Passengers | 2015-2016 | 2016-2017 | % Change | 2017-2018 | % Change |
|---------------------|------------------|------------------|----------------|------------------|---------------|
| October | 154,529 | 122,420 | -20.78% | 136,919 | 11.84% |
| November | 138,438 | 131,384 | -5.10% | 132,921 | 1.17% |
| December | 146,030 | 135,777 | -7.02% | 128,806 | -5.13% |
| January | 127,177 | 129,288 | 1.66% | 130,422 | 0.88% |
| February | 129,410 | 120,495 | -6.89% | 117,564 | -2.43% |
| March | 152,725 | 145,669 | -4.62% | 141,158 | -3.10% |
| April | 138,677 | 129,594 | -6.55% | 131,956 | 1.82% |
| May | 144,993 | 140,860 | -2.85% | 142,243 | 0.98% |
| June | 153,199 | 144,359 | -5.77% | 142,532 | -1.27% |
| July | 147,611 | 133,723 | -9.41% | 143,455 | 7.28% |
| August | 155,303 | 144,020 | -7.27% | 148,919 | 3.40% |
| September | 145,165 | 129,165 | -11.02% | 128,853 | -0.24% |
| Year-to-Date | 1,294,260 | 1,217,173 | -5.96% | 1,227,102 | 0.82% |

| 12 Month Averages | 2015-2016 | 2016-2017 | % Change | 2017-2018 | % Change |
|-------------------|----------------|----------------|---------------|----------------|--------------|
| October | 144,807 | 141,762 | -2.10% | 135,104 | -4.70% |
| November | 145,453 | 141,175 | -2.94% | 135,233 | -4.21% |
| December | 145,479 | 140,320 | -3.55% | 134,652 | -4.04% |
| January | 145,187 | 140,496 | -3.23% | 134,746 | -4.09% |
| February | 145,790 | 139,753 | -4.14% | 134,502 | -3.76% |
| March | 145,813 | 139,165 | -4.56% | 134,126 | -3.62% |
| April | 145,013 | 138,408 | -4.55% | 134,323 | -2.95% |
| May | 145,185 | 138,064 | -4.91% | 134,438 | -2.63% |
| June | 144,951 | 137,327 | -5.26% | 134,286 | -2.21% |
| July | 144,152 | 136,170 | -5.54% | 135,097 | -0.79% |
| August | 144,803 | 135,230 | -6.61% | 135,505 | 0.20% |
| September | 144,438 | 133,896 | -7.30% | 135,479 | 1.18% |

| Average Weekday Passengers | 2015-2016 | 2016-2017 | % Change | 2017-2018 | % Change |
|----------------------------|--------------|--------------|---------------|--------------|--------------|
| October | 7,028 | 5,819 | -17.20% | 6,227 | 7.01% |
| November | 7,279 | 6,572 | -9.71% | 6,649 | 1.17% |
| December | 6,649 | 6,469 | -2.71% | 6,432 | -0.57% |
| January | 6,686 | 6,467 | -3.28% | 6,222 | -3.79% |
| February | 6,464 | 6,326 | -2.13% | 6,172 | -2.43% |
| March | 6,651 | 6,344 | -4.62% | 6,419 | 1.18% |
| April | 6,597 | 6,461 | -2.06% | 6,276 | -2.86% |
| May | 6,908 | 6,414 | -7.15% | 6,476 | 0.97% |
| June | 6,967 | 6,565 | -5.77% | 6,779 | 3.26% |
| July | 7,371 | 6,678 | -9.40% | 6,835 | 2.35% |
| August | 6,769 | 6,277 | -7.27% | 6,489 | 3.38% |
| September | 6,916 | 6,451 | -6.72% | 6,763 | 4.84% |

MTA Metro-North Port Jervis Line

| Revenue Passengers | 2015-2016 | 2016-2017 | % Change | 2017-2018 | % Change |
|---------------------|----------------|----------------|----------------|----------------|---------------|
| October | 93,069 | 76,555 | -17.74% | 85,570 | 11.78% |
| November | 82,436 | 79,739 | -3.27% | 78,105 | -2.05% |
| December | 86,298 | 81,677 | -5.35% | 75,712 | -7.30% |
| January | 74,238 | 76,900 | 3.59% | 75,689 | -1.57% |
| February | 76,153 | 71,338 | -6.32% | 68,119 | -4.51% |
| March | 90,131 | 85,505 | -5.13% | 79,180 | -7.40% |
| April | 82,641 | 77,209 | -6.57% | 75,632 | -2.04% |
| May | 86,106 | 84,459 | -1.91% | 82,221 | -2.65% |
| June | 89,903 | 85,413 | -4.99% | 81,196 | -4.94% |
| July | 87,847 | 80,558 | -8.30% | 84,014 | 4.29% |
| August | 92,440 | 86,210 | -6.74% | 87,725 | 1.76% |
| September | 87,499 | 78,687 | -10.07% | 75,815 | -3.65% |
| Year-to-Date | 766,958 | 726,279 | -5.30% | 709,591 | -2.30% |

| 12 Month Averages | 2015-2016 | 2016-2017 | % Change | 2017-2018 | % Change |
|-------------------|---------------|---------------|---------------|---------------|---------------|
| October | 86,406 | 84,354 | -2.38% | 81,105 | -3.85% |
| November | 86,754 | 84,129 | -3.03% | 80,969 | -3.76% |
| December | 86,615 | 83,744 | -3.31% | 80,472 | -3.91% |
| January | 86,357 | 83,966 | -2.77% | 80,371 | -4.28% |
| February | 86,679 | 83,565 | -3.59% | 80,103 | -4.14% |
| March | 86,742 | 83,179 | -4.11% | 79,576 | -4.33% |
| April | 86,256 | 82,727 | -4.09% | 79,445 | -3.97% |
| May | 86,255 | 82,589 | -4.25% | 79,258 | -4.03% |
| June | 86,049 | 82,215 | -4.45% | 78,907 | -4.02% |
| July | 85,556 | 81,608 | -4.62% | 79,195 | -2.96% |
| August | 85,861 | 81,089 | -5.56% | 79,321 | -2.18% |
| September | 85,730 | 80,354 | -6.27% | 79,082 | -1.58% |

| Average Weekday Passengers | 2015-2016 | 2016-2017 | % Change | 2017-2018 | % Change |
|----------------------------|--------------|--------------|---------------|--------------|--------------|
| October | 4,233 | 3,638 | -14.06% | 3,892 | 6.98% |
| November | 4,334 | 3,989 | -7.96% | 3,907 | -2.06% |
| December | 3,930 | 3,892 | -0.97% | 3,780 | -2.88% |
| January | 3,902 | 3,847 | -1.41% | 3,613 | -6.08% |
| February | 3,803 | 3,743 | -1.58% | 3,574 | -4.52% |
| March | 3,926 | 3,725 | -5.12% | 3,601 | -3.33% |
| April | 3,931 | 3,847 | -2.14% | 3,596 | -6.52% |
| May | 4,103 | 3,847 | -6.24% | 3,744 | -2.68% |
| June | 4,089 | 3,885 | -4.99% | 3,861 | -0.62% |
| July | 4,386 | 4,022 | -8.30% | 4,003 | -0.47% |
| August | 4,030 | 3,758 | -6.75% | 3,824 | 1.76% |
| September | 4,169 | 3,929 | -5.76% | 3,977 | 1.22% |

MTA Metro-North Pascack Valley Line

| Revenue Passengers | 2015-2016 | 2016-2017 | % Change | 2017-2018 | % Change |
|---------------------|----------------|----------------|----------------|----------------|--------------|
| October | 61,460 | 45,865 | -25.37% | 51,349 | 11.96% |
| November | 56,002 | 51,645 | -7.78% | 54,816 | 6.14% |
| December | 59,732 | 54,100 | -9.43% | 53,094 | -1.86% |
| January | 52,939 | 52,388 | -1.04% | 54,733 | 4.48% |
| February | 53,257 | 49,157 | -7.70% | 49,445 | 0.59% |
| March | 62,594 | 60,164 | -3.88% | 61,978 | 3.02% |
| April | 56,036 | 52,385 | -6.52% | 56,324 | 7.52% |
| May | 58,887 | 56,401 | -4.22% | 60,022 | 6.42% |
| June | 63,296 | 58,946 | -6.87% | 61,336 | 4.05% |
| July | 59,764 | 53,165 | -11.04% | 59,441 | 11.80% |
| August | 62,863 | 57,810 | -8.04% | 61,194 | 5.85% |
| September | 57,666 | 50,478 | -12.46% | 53,038 | 5.07% |
| Year-to-Date | 527,302 | 490,894 | -6.90% | 517,511 | 5.42% |

| 12 Month Averages | 2015-2016 | 2016-2017 | % Change | 2017-2018 | % Change |
|-------------------|---------------|---------------|---------------|---------------|--------------|
| October | 58,401 | 57,408 | -1.70% | 53,999 | -5.94% |
| November | 58,699 | 57,045 | -2.82% | 54,263 | -4.88% |
| December | 58,864 | 56,576 | -3.89% | 54,179 | -4.24% |
| January | 58,831 | 56,530 | -3.91% | 54,375 | -3.81% |
| February | 59,111 | 56,188 | -4.94% | 54,399 | -3.18% |
| March | 59,071 | 55,986 | -5.22% | 54,550 | -2.56% |
| April | 58,757 | 55,682 | -5.23% | 54,878 | -1.44% |
| May | 58,930 | 55,475 | -5.86% | 55,180 | -0.53% |
| June | 58,903 | 55,112 | -6.44% | 55,379 | 0.48% |
| July | 58,596 | 54,562 | -6.88% | 55,902 | 2.46% |
| August | 58,942 | 54,141 | -8.15% | 56,184 | 3.77% |
| September | 58,708 | 53,542 | -8.80% | 56,398 | 5.33% |

| Average Weekday Passengers | 2015-2016 | 2016-2017 | % Change | 2017-2018 | % Change |
|----------------------------|--------------|--------------|---------------|--------------|---------------|
| October | 2,795 | 2,181 | -21.97% | 2,335 | 7.06% |
| November | 2,945 | 2,583 | -12.29% | 2,742 | 6.16% |
| December | 2,719 | 2,577 | -5.22% | 2,652 | 2.91% |
| January | 2,784 | 2,620 | -5.89% | 2,609 | -0.42% |
| February | 2,661 | 2,583 | -2.93% | 2,598 | 0.58% |
| March | 2,725 | 2,619 | -3.89% | 2,818 | 7.60% |
| April | 2,666 | 2,614 | -1.95% | 2,680 | 2.52% |
| May | 2,805 | 2,567 | -8.48% | 2,732 | 6.43% |
| June | 2,878 | 2,680 | -6.88% | 2,918 | 8.88% |
| July | 2,985 | 2,656 | -11.02% | 2,832 | 6.63% |
| August | 2,739 | 2,519 | -8.03% | 2,665 | 5.80% |
| September | 2,747 | 2,522 | -8.19% | 2,786 | 10.47% |

MTA Bridges & Tunnels

| Revenue Passengers | 2015-2016 | 2016-2017 | % Change | 2017-2018 | % Change |
|---------------------|--------------------|--------------------|--------------|--------------------|--------------|
| October | 26,225,167 | 26,022,431 | -0.77% | 27,068,258 | 4.02% |
| November | 24,808,987 | 25,130,058 | 1.29% | 25,955,869 | 3.29% |
| December | 25,398,337 | 25,273,158 | -0.49% | 25,737,055 | 1.84% |
| January | 22,206,860 | 23,452,652 | 5.61% | 23,731,837 | 1.19% |
| February | 22,379,445 | 21,620,767 | -3.39% | 22,742,698 | 5.19% |
| March | 25,678,007 | 24,595,618 | -4.22% | 25,672,596 | 4.38% |
| April | 25,460,062 | 25,354,830 | -0.41% | 26,519,055 | 4.59% |
| May | 27,041,559 | 26,717,750 | -1.20% | 28,226,943 | 5.65% |
| June | 27,281,473 | 27,133,265 | -0.54% | 28,546,822 | 5.21% |
| July | 27,279,840 | 27,530,620 | 0.92% | 28,561,622 | 3.74% |
| August | 27,620,446 | 28,271,494 | 2.36% | 29,280,029 | 3.57% |
| September | 26,043,256 | 26,559,138 | 1.98% | 27,174,912 | 2.32% |
| Year-to-Date | 230,990,948 | 231,236,134 | 0.11% | 240,456,514 | 3.99% |

| 12 Month Averages | 2015-2016 | 2016-2017 | % Change | 2017-2018 | % Change |
|-------------------|-------------------|-------------------|--------------|-------------------|--------------|
| October | 24,614,344 | 25,601,725 | 4.01% | 25,725,634 | 0.48% |
| November | 24,731,699 | 25,628,481 | 3.63% | 25,794,452 | 0.65% |
| December | 24,831,676 | 25,618,050 | 3.17% | 25,833,110 | 0.84% |
| January | 24,933,640 | 25,721,866 | 3.16% | 25,856,375 | 0.52% |
| February | 25,133,288 | 25,658,642 | 2.09% | 25,949,869 | 1.14% |
| March | 25,286,734 | 25,568,443 | 1.11% | 26,039,618 | 1.84% |
| April | 25,339,651 | 25,559,674 | 0.87% | 26,136,636 | 2.26% |
| May | 25,383,063 | 25,532,690 | 0.59% | 26,262,402 | 2.86% |
| June | 25,478,131 | 25,520,339 | 0.17% | 26,380,199 | 3.37% |
| July | 25,509,706 | 25,541,238 | 0.12% | 26,466,116 | 3.62% |
| August | 25,546,414 | 25,595,492 | 0.19% | 26,550,160 | 3.73% |
| September | 25,618,620 | 25,638,482 | 0.08% | 26,601,475 | 3.76% |

| Average Weekday Crossings | 2015-2016 | 2016-2017 | % Change | 2017-2018 | % Change |
|---------------------------|----------------|----------------|--------------|----------------|--------------|
| October | 862,734 | 866,829 | 0.47% | 895,418 | 3.30% |
| November | 853,314 | 861,615 | 0.97% | 894,676 | 3.84% |
| December | 844,618 | 858,227 | 1.61% | 888,990 | 3.58% |
| January | 790,094 | 807,271 | 2.17% | 798,165 | -1.13% |
| February | 803,140 | 802,086 | -0.13% | 860,306 | 7.26% |
| March | 845,050 | 812,009 | -3.91% | 833,828 | 2.69% |
| April | 864,797 | 871,220 | 0.74% | 900,145 | 3.32% |
| May | 897,859 | 893,394 | -0.50% | 945,637 | 5.85% |
| June | 921,464 | 922,040 | 0.06% | 966,001 | 4.77% |
| July | 907,622 | 911,478 | 0.42% | 942,183 | 3.37% |
| August | 900,785 | 921,318 | 2.28% | 959,353 | 4.13% |
| September | 889,931 | 911,981 | 2.48% | 927,055 | 1.65% |

Fuel Hedge Program

Current ULSD Hedges

| Date | Gallons Hedged | Percent of Expected Gallons Purchased | Weighted Average Hedge Price for Each Month | 2018 Adopted Budget (February Plan) Forecasted Commodity Price | 2019 Preliminary Budget (July Plan) Forecasted Commodity Price |
|--------------|----------------|---------------------------------------|---|--|--|
| November-18 | 2,695,310 | 51 | 1.68 | 1.61 | 2.15 |
| December-18 | 2,815,410 | 51 | 1.69 | 1.61 | 2.15 |
| January-19 | 2,751,962 | 47 | 1.70 | 1.63 | 2.10 |
| February-19 | 2,534,159 | 50 | 1.71 | 1.63 | 2.10 |
| March-19 | 2,971,410 | 52 | 1.75 | 1.63 | 2.10 |
| April-19 | 2,688,973 | 51 | 1.79 | 1.63 | 2.10 |
| May-19 | 2,945,814 | 48 | 1.84 | 1.63 | 2.10 |
| June-19 | 3,000,248 | 50 | 1.89 | 1.63 | 2.10 |
| July-19 | 3,009,714 | 50 | 1.94 | 1.63 | 2.10 |
| August-19 | 3,073,135 | 50 | 1.99 | 1.63 | 2.10 |
| September-19 | 2,859,736 | 50 | 2.04 | 1.63 | 2.10 |
| October-19 | 2,898,737 | 50 | 2.08 | 1.63 | 2.10 |
| November-19 | 2,414,402 | 45 | 2.10 | 1.63 | 2.10 |
| December-19 | 2,270,893 | 41 | 2.11 | 1.63 | 2.10 |
| January-20 | 2,148,888 | 37 | 2.14 | 2.01 | 2.05 |
| February-20 | 1,668,994 | 33 | 2.16 | 2.01 | 2.05 |
| March-20 | 1,621,008 | 29 | 2.19 | 2.01 | 2.05 |
| April-20 | 1,344,378 | 25 | 2.21 | 2.01 | 2.05 |
| May-20 | 1,227,285 | 20 | 2.22 | 2.01 | 2.05 |
| June-20 | 999,922 | 17 | 2.23 | 2.01 | 2.05 |
| July-20 | 752,248 | 12 | 2.25 | 2.01 | 2.05 |
| August-20 | 511,984 | 8 | 2.27 | 2.01 | 2.05 |
| September-20 | 238,101 | 4 | 2.25 | 2.01 | 2.05 |

Annual Impact as of October 26, 2018

| | <u>(\$ in millions)</u> | | |
|--|-------------------------|---------------|--------------|
| | <u>2018</u> | <u>2019</u> | <u>2020</u> |
| <u>Ultra Low Sulfur Diesel</u> | | | |
| Current Prices vs. 2018 Adopted Budget | (\$39.148) | (\$47.098) | (\$17.687) |
| Impact of Hedge | <u>16.236</u> | <u>10.826</u> | <u>0.506</u> |
| Net Impact: Fav/(Unfav) | (\$22.912) | (\$36.272) | (\$17.181) |
| | | | |
| <u>Compressed Natural Gas</u> | | | |
| Current Prices vs. 2018 Adopted Budget | (\$4.757) | (\$4.446) | (\$1.739) |
| Impact of Hedge | <u>0.000</u> | <u>0.000</u> | <u>0.000</u> |
| Net Impact: Fav/(Unfav) | (\$4.757) | (\$4.446) | (\$1.739) |
| | | | |
| <u>Summary</u> | | | |
| Current Prices vs. 2018 Adopted Budget | (\$43.905) | (\$51.544) | (\$19.426) |
| Impact of Hedge | <u>16.236</u> | <u>10.826</u> | <u>0.506</u> |
| Net Impact: Fav/(Unfav) | (\$27.669) | (\$40.718) | (\$18.920) |

November 2018
MTA REAL ESTATE
FINANCE COMMITTEE AGENDA ITEMS

1. ACTION ITEMS

MTA METRO-NORTH RAILROAD

- a. Permit with Premium Outlet Partners, L. P. for use of parking spaces at the Harriman Station
- b. Lease with Leather Spa GCT Inc., for retail space at Grand Central Terminal

MTA LONG ISLAND RAIL ROAD

- c. License agreement with Boingo Wireless, Inc. for wireless communications services along a portion of the LIRR's Atlantic Branch right of way and associated stations
- d. License agreement with Boingo Wireless, Inc. for wireless communications services at the MTACC's/LIRR's Grand Central Terminal east side access facility

MTA NEW YORK CITY TRANSIT

- e. License agreement with Sajjad Ahmad for retail space at the Myrtle-Wyckoff Avenues subway station, mezzanine paid zone, Canarsie Line, Brooklyn

METROPOLITAN TRANSPORTATION AUTHORITY

- f. Option to purchase Grand Central Terminal and the Harlem/Hudson Lines
- g. Single source procurement BP 347 Madison Associates, LLC, to oversee demolition of 341, 345 and 347 Madison Avenue

2. INFORMATION ITEMS

- a. Status report on month-to-month licenses
- b. Status report on agreements entered into directly by the Real Estate Department
- c. Status report on Grand Central Terminal Vanderbilt Hall events
- d. Status report on Grand Central Terminal Graybar Passage retail kiosks
- e. Release of reserved easement with Jude Builders, Inc. at 12 Tioronda Avenue adjacent to the Maybrook - Beacon Line in Beacon, NY
- f. Release of reserved easement and grant of easement with 2880 Exterior St, LLC at the BN Yard in the Bronx, NY

- g. Modification of easement with OBR Properties Inc. for new electrical substation in Brewster, NY
- h. Entry Permit with The Trust for Governors Island TGI for access to B&T's Hugh L. Carey Tunnel
- i. Entry Permit with Anthony Martinelli to access land adjacent to the Queens side of B&T's Cross Bay Veterans Memorial Bridge

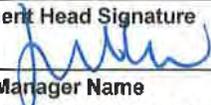
| Legal Name | Popular Name | Abbreviation |
|--|---------------------------|---------------------|
| New York City Transit Authority | MTA New York City Transit | NYC Transit |
| The Long Island Rail Road Company | MTA Long Island Rail Road | LIRR |
| Metro-North Commuter Railroad Company | MTA Metro-North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

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

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

MTA METRO NORTH RAILROAD

Staff Summary

| |
|---|
| Subject SHORT TERM PERMIT FOR USE OF PARKING SPACES AT THE HARRIMAN STATION |
| Department REAL ESTATE |
| Department Head Name JOHN N. LIEBER |
| Department Head Signature  |
| Project Manager Name ANTHONY CAMPBELL |

| |
|---|
| Date NOVEMBER 13, 2018 |
| Vendor Name |
| Contract Number |
| Contract Manager Name |
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| Board Action | | | | | |
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| Order | To | Date | Approval | Info | Other |
| 1 | Finance Committee | 11/13/18 | X | | |
| 2 | Board | 11/15/18 | X | | |
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| Internal Approvals | | | |
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| Order | Approval | Order | Approval |
| 1 | Legal  | | |
| 2 | Chief Development Officer  | | |
| 3 | Chief Financial Officer  | | |
| 4 | Chief of Staff  | | |

AGENCY: MTA Metro-North Railroad ("Metro-North")
 PERMITTEE: Premium Outlet Partners, L.P. ("Premium")
 LOCATION: Harriman Station parking facility, Harriman, New York (the "Parking Facility")
 ACTION REQUESTED: Authorization to enter into permit
 TERM: Four days - Thursday November 22 through Sunday, November 25, 2018
 SPACE: Up to 700 spaces at the Harriman station parking facility
 FEE: \$9,464

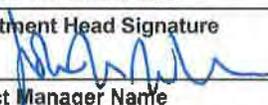
COMMENTS:

Premium owns and operates Woodbury Common, a shopping center in Harriman, New York. Premium has requested that Metro-North permit Premium to use up to 700 parking spaces in the Metro-North Harriman Station parking lot for employee parking during Premium's 2018 Thanksgiving weekend shopping event. Metro-North does not routinely charge a parking fee for commuter holiday and weekend parking, and therefore the lot is normally underutilized during these times.

MTA Policy #26 – All Agency Policy for Short-Term Agreements with For-Profit Entities ("Policy #26") authorizes MTA Real Estate to permit for-profit entities to use MTA Agency (in this case, Metro-North) property for periods not to exceed 72 hours provided the commercial entity is charged a base fee per space of \$3.38. Examples of the uses expressly authorized by Policy #26 include use of a commuter parking lot for parking of employees of an adjacent business during a holiday period (typically not longer than 3 days), however, because the Thanksgiving holiday period is for 4 days, rather than 3, it will extend beyond the 72 hour limit. For this reason, MTA Board approval is being sought. Premium will be charged the rate of \$3.38 per space per day, which fee is consistent with the MTA Policy. Additionally, Premium will be required to provide appropriate insurance coverage and indemnification, comply with Metro-North's operating requirements, and cleanup the Location after the event. The form of permit will be approved by MTA Legal.

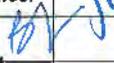
Based on the forgoing, MTA Real Estate requests authorization for Metro-North to enter into a permit agreement with Premium as described above.

Staff Summary

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| Subject LEASE AGREEMENT FOR LEATHER SPA AT GRAND CENTRAL TERMINAL |
| Department REAL ESTATE |
| Department Head Name JOHN N. LIEBER |
| Department Head Signature  |
| Project Manager Name LEAH BASSKNIGHT |

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|---|
| Date NOVEMBER 13, 2018 |
| Vendor Name |
| Contract Number |
| Contract Manager Name |
| Table of Contents Ref. # |

| Board Action | | | | | |
|--------------|-------------------|----------|----------|------|-------|
| Order | To | Date | Approval | Info | Other |
| 1 | Finance Committee | 11/13/18 | X | | |
| 2 | Board | 11/15/18 | X | | |
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| Internal Approvals | | | |
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| Order | Approval | Order | Approval |
| 1 | Legal  | | |
| 2 | Chief Development Officer  | | |
| 3 | Chief Financial Officer  | | |
| 4 | Chief of Staff  | | |

AGENCY: MTA Metro-North Railroad ("Metro-North")
 LESSEE: Leather Spa GCT Inc., dba Leather Spa
 LOCATION: Retail Space MC-39 in the Graybar Passage of Grand Central Terminal
 ACTIVITY: The operation of a shoe shine and leather repair service including the incidental sale of shoe care items and umbrellas.
 ACTION REQUESTED: Authorization to enter into a lease
 TERM: 5 years
 SPACE: Approximately 461 square feet of retail 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 | \$92,200.00 | \$200.00 | \$1,152,500.00 |
| 2 | \$94,966.00 | \$206.00 | \$1,187,075.00 |
| 3 | \$97,814.98 | \$212.08 | \$1,222,687.20 |
| 4 | \$100,749.42 | \$218.55 | \$1,259,367.70 |
| 5 | \$103,771.92 | \$225.10 | \$1,297,148.70 |

COMMENTS:

In response to a recent MTA Request for Proposals ("RFP") for the preferred operation of shoe shine, barber or hair salon services in Retail Space MC-39 at Grand Central Terminal, three proposals were received. Proposals were received from 45th Street Park Ave Shoe Repair, Inc., Angelo's Shoe and Leather Specialist and Leather Spa.

Per the Guidelines for Selection of Tenants for Grand Central Terminal approved by the MTA Board in November 2009, as amended in March 2014, 2016 and 2018, such proposals were independently evaluated by Newmark Grubb Knight Frank and Jones Lang LaSalle and subsequently evaluated by the Director of Retail Leasing & Management for GCT. When evaluating the proposals, two evaluations were taken into account. Selection Criterion A, which accounts for 70% of the score, is designed to reflect 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 Retail Leasing & Management's evaluation assigned Leather Spa the highest Total Criterion Score, but because 45th Street Park Ave Shoe Repair, Inc. offered higher guaranteed minimum rent, a selection committee was convened, per the guidelines.

Staff Summary

FINANCE COMMITTEE MEETING LEASE AGREEMENT FOR LEATHER SPA AT GRAND CENTRAL TERMINAL

The three person selection committee reviewed and scored the three proposals, and unanimously assigned Leather Spa both the highest Selection Criterion B Score and the highest Total Criterion Score. The proposers' averaged scoring is reflected in the chart below. The rent to be paid by Leather Spa is at fair market value as determined by an independent appraiser.

Leather Spa has been a tenant in GCT's Dining Concourse and has provided quality shoe shine and leather repair services since August 2010. They have shown strong sales over the life of their lease and have increased sales year over year. Leather Spa is critically acclaimed throughout NYC for their knowledgeable and personable staff, luxurious interiors and superior repair quality. Within their proposal, Leather Spa described their goal of increasing the drop-off repair business and sale of their leather products within MC-39, allowing them to serve as a true destination for customers' shoe shine and leather repair needs. They currently operate 5 Manhattan locations, including GCT, with a sixth location opening in Saks Fifth Avenue in 2019.

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

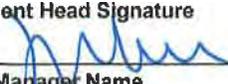
Grand Central Terminal Retail Leasing Evaluation Sheet
Evaluator: Selection Committee

Space: MC-39 (currently GNC)
Date: 8/30/2018

| | 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> |
| 45 th Street Park Ave Shoe Repair | 433,639 | 1.0 | 433,639 | | .50 | | 433,639 | 70 | 15 | 85 |
| Leather Spa | 399,811 | 1.0 | 399,811 | | .50 | | 399,811 | 64.5 | 27 | 91.5 |
| Angelo's Shoe & Leather Specialist | 289,010 | 1.0 | 289,010 | | .50 | | 289,010 | 46.7 | 25 | 71.7 |
| * 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 LONG ISLAND RAIL ROAD

Staff Summary

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| Subject LICENSE AGREEMENT FOR WIRELESS COMMUNICATIONS SERVICES ALONG A PORTION OF THE LIRR'S ATLANTIC BRANCH RIGHT OF WAY AND ASSOCIATED STATIONS |
| Department REAL ESTATE |
| Department Head Name JOHN N. LIEBER |
| Department Head Signature  |
| Project Manager Name MARLON HOLFORD |

| |
|---|
| Date NOVEMBER 13, 2018 |
| Vendor Name |
| Contract Number |
| Contract Manager Name |
| Table of Contents Ref. # |

| Board Action | | | | | |
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| Order | To | Date | Approval | Info | Other |
| 1 | Finance Committee | 11/13/18 | X | | |
| 2 | Board | 11/15/18 | X | | |
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| Internal Approvals | | | |
|--------------------|---|-------|----------|
| Order | Approval | Order | Approval |
| 1 | Legal  | | |
| 2 | Chief Development Officer  | | |
| 3 | Chief Financial Officer  | | |
| 4 | Chief of Staff  | | |

AGENCY: MTA Long Island Rail Road ("LIRR")

LICENSEE: A subsidiary entity to be created by Boingo Wireless, Inc. ("Boingo")

LOCATION: Above and below ground LIRR Territory from Atlantic Terminal through Jamaica Station to just west of the LIRR's Hillside Support Facility, including the Nostrand Avenue and East New York Stations

ACTION REQUESTED: Approval to enter into an exclusive license for Licensee to design, build, operate, maintain and sublicense a wireless communication access system for the benefit of LIRR customers, along with a Wi-Fi data network, and a dark fiber network, along the Atlantic Branch (collectively, the "Project") at no expense to the MTA

TERM: 10 years with 2 consecutive 5-year renewal options

COMPENSATION:

Annual License Fees:

The Annual License Fee will be the greater of a Minimum Annual Guarantee ("MAG") or a percentage of gross revenue share

MAG:

- MAG will be \$100,000 per year (increasing 2% each thereafter) or 80% of previous year's revenue paid to the MTA, which ever is greater.

Enhanced MAG:

If, at any time during the Term, any of the major cellular telecommunications carriers do not have a sublicense agreement with the Licensee to provide wireless communication services to the Project, the Licensee shall pay an additional MAG equal to \$25,000 per year. The \$25,000 will increase each year thereafter by two percent (2%) per annum.

Revenue Share:

- Forty-five percent (45%) of gross revenues derived directly or indirectly from the dark fiber network portion of the Project.

FINANCE COMMITTEE MEETING

LICENSE AGREEMENT FOR WIRELESS COMMUNICATIONS SERVICES ALONG A PORTION OF THE LIRR'S ATLANTIC BRANCH RIGHT OF WAY AND ASSOCIATED STATIONS (Cont'd)

Page 2 of 3

- Twenty-five percent (25%) of gross revenues derived directly or indirectly from the use of any other portion of the Project (Cellular, Wi-Fi, etc.), including sublicense fees from other cellular telecommunications carriers.

One-time Fees:

- Year 1- LIRR Coaxial cellular cable reimbursement: Up to \$5,000,000
- Year 16- Additional reimbursement at renewal: \$2,000,000

COMMENTS:

A key element of LIRR Forward is a renewed focus on improving the customer experience, and one of the most important areas of focus is customer communication. While LIRR customers have connectivity to wireless services through most of the operating territory, there is one significant exception. There currently is no wireless service available to customers or employees in the tunnels between Jamaica Station and Atlantic Terminal, and service in Atlantic Terminal, Jamaica Station and other aboveground portions of this territory is at times weak. The first step to address this need was for the LIRR to lay cable in the Atlantic Tunnels in advance of this RFP. The installation of the first cable for Track 1 was successfully completed on schedule in September 2018 and the second cable for Track 2 is expected to be complete by the second quarter of 2019. Piggybacking on this early work, the approval of this license agreement would address this need and for the first time allow customers and employees to enjoy robust wireless communication in these locations, as early as the first half of 2019.

A Request for Proposals ("RFP") was developed by MTA Real Estate ("MTARE"), MTA Legal ("Legal"), and the LIRR, and issued in July 2018 with the intention to solicit proposals and select a licensee to be granted the exclusive right to implement the Project described above along a stretch of the LIRR's Atlantic Branch, and extending west to the Hillside Support Facility. The Project will be a design/build wireless system allowing our customers to enjoy voice and data reception throughout the Project area. Key requirements of the license include, at no cost to the MTA/LIRR:

- (i) Title to the Project vesting in LIRR upon installation completion.
- (ii) Delivery of reliable Wi-Fi and cellular services to LIRR's customers and employees.
- (iii) Operation and maintenance of a dark fiber network for re-sale to commercial users, reserving 72 fiber strands for LIRR use.
- (iv) The requirement that Licensee perform as a neutral-host, sub-licensing telecommunications capacity to, at a minimum, the four major cellular carriers. This is intended to insure maximum coverage for our customers.
- (v) Responsibility for on-going operation and maintenance of the system, including providing technical upgrades and future capital repairs, at Licensee's expense.
- (vi) Provision for posting of a performance bond to assure completion of the Project installation.

In response to the RFP, MTARE received proposals from Transit Wireless, Boingo, and Insite. The technical portion of the proposals were evaluated by representatives of LIRR Engineering (the "Technical Committee"). With the Technical Committee's input, the proposals (both financial and technical components) were evaluated by representatives from MTARE, Legal and the LIRR (collectively, the "Selection Committee"). The selection criteria were: 1) ability to expeditiously complete the Project and operate under operating constraints of the territory, 2) overall value of the financial proposal, 3) technical capability, and 4) viability of proposed solution.

FINANCE COMMITTEE MEETING

LICENSE AGREEMENT FOR WIRELESS COMMUNICATIONS SERVICES ALONG A PORTION OF THE LIRR'S ATLANTIC BRANCH AND ASSOCIATED STATIONS (Cont'd.)

Meetings with the proposers were held to discuss the proposals and to ask for clarifications. Subsequent requests for a best and final offer ("BAFO") were solicited and received from each proposer. Each proposer presented designs that were reviewed and evaluated.

As noted in the RFP, the LIRR was looking for a Phase 1 completion date as early as December 2018, therefore, scheduling and timing submitted by the proposers were weighted heavily by the Technical Committee. Boingo was the only proposer who produced a full conceptual design for the Technical Committee to review. As a result, the Technical Committee had more confidence that Boingo was more prepared and more likely than the other proposers to complete the task within the timeframe of the first half of 2019.

The Selection Committee reviewed the financial proposals submitted by the proposers. While Boingo did not offer the most lucrative proposal of the three, the Selection Committee felt that the superiority of Boingo's technical proposal and the demonstration of its understanding of the Project outweighed the financial considerations.

A summary of the final financial proposals is shown below:

| | Boingo | Transit Wireless | Insite |
|-----------------------------------|---|-------------------------|---------------------|
| Minimum Annual Guarantee | Greater of \$100k or 80% of previous years rev share | \$120K | \$360K |
| One-time fees: | | | |
| Initial | \$5M | \$7M | \$7M |
| 1st License Renewal Fee | \$2M | \$500K | \$250K |
| 2nd License Renewal Fee | X | \$500K | \$250K |
| Annual Escalation Rate: | 2% | 3% | 3% |
| Gross Rev Share: | 25% | 20% | 55% |
| Dark Fiber Share: | 45% | X | x |
| NPV on Total Compensation* | \$9,844,559 | \$9,434,014 | \$15,999,411 |

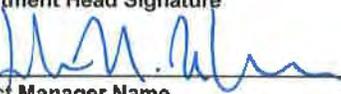
*NPV does not include dark fiber revenue estimates.

After evaluation of the Technical Committee's review and a review of the financial responses, the Selection Committee conducted a vote which resulted in Boingo as the lead finalist. Boingo's demonstrated capability as a neutral-host provider of cellular and Wi-Fi network services with more depth of experience and more nationwide deployments than any other company in the U.S. weighed in its favor. In choosing Boingo, the Selection Committee favorably viewed:

- (i) the Technical Committee's views on technical aspects of the Project.
- (ii) its past performance and ability to deliver on urban transportation projects of similar size, scope and complexity.
- (iii) the financial guarantee to secure carrier participation for the neutral host.
- (iv) the financial package including both revenue and non-revenue compensation.
- (v) Licensee-funded in-kind benefits including wireless charging stations for passengers and \$112K towards related, future, LIRR customer communication initiatives.
- (vi) The offer of 45% of gross revenues on dark fiber revenue.

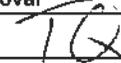
Based on the foregoing, MTA Real Estate requests authorization for the LIRR to enter into a License agreement with a subsidiary to be created by Boingo based upon the above described terms and conditions.

Staff Summary

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| Subject LICENSE AGREEMENT FOR WIRELESS COMMUNICATIONS SERVICES AT THE MTACC/LIRR GRAND CENTRAL TERMINAL EAST SIDE ACCESS FACILITY |
| Department REAL ESTATE |
| Department Head Name JOHN N. LIEBER |
| Department Head Signature  |
| Project Manager Name MARLON HOLFORD MTARE KIM TREVISAN MTACC-ESA |

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|---|
| Date NOVEMBER 13, 2018 |
| Vendor Name |
| Contract Number |
| Contract Manager Name |
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| Board Action | | | | | |
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| Order | To | Date | Approval | Info | Other |
| 1 | Finance Committee | 11/13/18 | X | | |
| 2 | Board | 11/15/18 | X | | |
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| Internal Approvals | | | |
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| Order | Approval | Order | Approval |
| 1 | Legal  | | |
| 2 | Chief Development Officer  | | |
| 3 | Chief Financial Officer  | | |
| 4 | Chief of Staff  | | |

AGENCIES: Metropolitan Transportation Authority ("MTA") MTA Capital Construction ("MTACC-ESA") and MTA Long Island Rail Road ("LIRR")

LICENSEE: A subsidiary entity to be created by Boingo Wireless, Inc. ("Boingo")

LOCATION: MTACC-ESA/LIRR's East Side Access station, concourse and tunnels in and to Grand Central Terminal (the "ESA Facility")

ACTION REQUESTED: Approval to enter into an exclusive license for Licensee to design, build, operate, maintain and sublicense a wireless communication access (Cellular) system for the operational benefit of MTA and LIRR and its customers, along with a Wi-Fi data network, and a dark fiber network (collectively, the "Project"), at no expense to the MTA or LIRR.

TERM: 15 years with 2 subsequent 5-year renewal options

FINANCE COMMITTEE MEETING LICENSE AGREEMENT FOR WIRELESS COMMUNICATIONS SERVICES AT THE MTACC'S/LIRR'S GRAND CENTRAL TERMINAL EAST SIDE ACCESS FACILITY (Cont'd)

COMPENSATION:

Annual License Fees:

The Annual License Fee will be the greater of a Minimal Annual Guarantee ("MAG") or a percentage of gross revenue share.

MAG:

- A MAG of \$331,000 for the first Year, increasing by three percent (3%) each year thereafter.

Enhanced MAG:

- If, at any time during the Term, any of the major cellular telecommunications carriers (T-Mobile, Verizon, AT&T and Sprint) do not have a sublicense agreement with the Licensee to provide wireless communication services to the Project, the Licensee shall pay an additional MAG equal to \$69,000 per year. The \$69,000 will increase each year thereafter by three percent (3%) per annum.

Revenue Share:

- Fifty-one percent (51%) of gross revenues derived directly or indirectly from the dark fiber network portion of the Project.
- Twenty-five percent (25%) of gross revenues derived directly or indirectly from the use of any other portion of the Project (Cellular, Wi-Fi, etc.), including sublicense fees from other cellular telecommunications carriers.

One-Time Fees:

- Year 1-15 Initial Term Fee: \$2,250,000, payable upon execution
- Year 16-20 Renewal Fee: \$1,000,000, payable upon exercising the option
- Year 21-25 Renewal Fee: \$1,000,000, payable upon exercising the option

Retroactive Amount:

- The Licensee will reimburse MTACC-ESA for its prior, advance work completed in support of the Project, up to \$5M for documented work attendant to the Project.

LIRR Operational Services:

The Licensee will provide, at no cost to the LIRR, wireless services to enable LIRR personnel to use wireless paging, cellular telephone, radio and cellular data within the ESA Facilities in Manhattan and Queens.

COMMENTS:

To optimize the planned East Side Access passenger experience and meet LIRR operating needs for wireless services, MTACC-ESA, with LIRR support, launched a Wireless Program planning effort. Actions included a comprehensive technical assessment, to ensure the feasibility of incorporating critical cellular and Wi-Fi infrastructure into the ESA Facility. MTACC-ESA identified project parameters, requisite equipment, space requirements, and opportunities for integration into existing plans. Based on this analysis, select ESA Facility design and construction modifications were advanced to build-out and protect critical 'at-risk' infrastructure vital for the future installation of a cellular and wireless system.

FINANCE COMMITTEE MEETING

LICENSE AGREEMENT FOR WIRELESS COMMUNICATIONS SERVICES AT THE MTACC'S/LIRR'S GRAND CENTRAL TERMINAL EAST SIDE ACCESS FACILITY (Cont'd.)

Page 3 of 4

Subsequently, a Request for Proposals ("RFP") was developed by MTA Real Estate ("MTARE"), MTACC-ESA, MTA Legal ("Legal"), and LIRR, to create a public/private partnership for the delivery of wireless communication services to the ESA Facility, at no cost to the MTA, while also generating revenue for the MTA. The RFP, issued in July 2017, was intended to solicit proposals and provide a basis to select a licensee to be granted the exclusive right to implement the Project described above. The Project will be a design/build wireless system allowing our customers to enjoy voice and data reception throughout the ESA Facility, while ensuring LIRR operations can equally utilize the wireless platforms. Key requirements of the license include, at no cost to the MTA, MTACC-ESA or LIRR:

- (i) Design, construction, operations and maintenance of the wireless system, integrated into the ESA Facility.
- (ii) Title to the Project vesting in the MTA upon installation completion.
- (iii) Delivery of reliable Cellular and Wi-Fi services for MTA/ LIRR customers.
- (iv) Operation and maintenance of a dark fiber network for re-sale or sublicensing to commercial users, reserving 48 fiber strands, at no cost, for MTA/LIRR use.
- (v) Provision of wireless operational services to MTA/LIRR in select additional areas.
- (vi) The requirement that Licensee perform as a non-exclusive neutral-host, sub-licensing telecommunications capacity to, at a minimum, the four major cellular carriers. This is intended to insure maximum coverage for the MTA and LIRR's customers.
- (vii) Responsibility for on-going operation and maintenance of the system, including providing technical upgrades and future capital repairs, at Licensee's expense.
- (viii) Provision of funding by Licensee of one full-time MTACC-ESA Deputy Construction Manager dedicated to integrating the Project into the ESA Facility, as well as, at Licensee's expense, provision of an on-site. Boingo System Manager to respond immediately to any service need once revenue service has commenced.
- (ix) Provision for posting of a performance bond to assure completion of the Project installation.

In response to the RFP, proposals were received from Verizon, Boingo, Transit Wireless and Insite. The technical portions of the proposals were evaluated by representatives of MTACC-ESA, LIRR, and MTACC-ESA advisory consultants (the "Technical Committee"). With the Technical Committee's input, the entire submissions (both financial and technical components) were evaluated by representatives from MTARE, MTACC-ESA, Legal and LIRR (the Selection Committee). Meetings with the proposers were held to discuss the proposals and to further clarify ESA requirements. Two firms, Boingo and Transit Wireless, were short-listed and subsequent requests for a best and final offer ("BAFO") were solicited and received from those two firms.

Staff Summary

**FINANCE COMMITTEE MEETING
 LICENSE AGREEMENT FOR WIRELESS COMMUNICATIONS SERVICES AT THE MTACC’S/LIRR’S
 GRAND CENTRAL TERMINAL EAST SIDE ACCESS FACILITY (Cont’d.)**

A summary of the NPV of the final BAFO financial proposals is shown below:

| | Boingo | Transit Wireless |
|-------------------------------------|--------------------|-------------------------|
| Minimum Annual Guarantee | \$331K * | \$350K |
| One-time fees: | | |
| Initial | \$2.25M | \$1M |
| 1st License Renewal Fee | \$1M | \$500K |
| 2nd License Renewal Fee | \$1M | \$500K |
| Annual Escalation Rate: | 3% | 3% |
| Gross Rev Share: | 25% | 15% |
| Dark Fiber Share: | 51% | 15% |
| NPV on Total Compensation ** | \$8,009,818 | \$6,917,742 |

* Boingo has committed to an Enhanced MAG of \$69K annually in the event they do not have full participation of all major carriers

** NPV does not include dark fiber revenue estimates, which are projected at \$3.5M for Boingo and \$1.03M for Transit Wireless

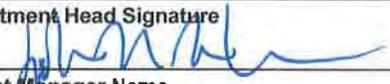
Each proposer presented concepts that were reviewed and evaluated. The initial analysis by the Technical Committee was that all of the proposers were capable of building the Project. However, Boingo demonstrated strongly its capability as a neutral-host provider of cellular and Wi-Fi network services, with more depth of experience and a more extensive number of nationwide deployments than any other company in the U.S., weighing in its favor. All proposer information was carefully evaluated by the Selection Committee. In choosing Boingo, the Selection Committee favorably viewed:

- (i) its past performance and ability to deliver on urban transportation projects of similar size, scope and complexity.
- (ii) its demonstrated understanding of the complex ESA Facility working conditions and access constraints.
- (iii) Licensee’s financial assurance in the form of increased MAG to secure carrier participation.
- (iv) Licensee’s superior financial package, including both revenue based (guaranteed and percentage sharing) and non-revenue based compensation.
- (v) Licensee’s agreement to development of 30% design drawings (now completed) for inclusion as part of the executed award contract documents.
- (vi) Licensee-funded additional services, including wireless charging stations used by LIRR customers and \$150K towards future related MTA/LIRR customer communication initiatives.

Based on the foregoing, MTA Real Estate requests authorization for the MTA, MTACC and the LIRR to enter into a License Agreement with a subsidiary to be created by Boingo Wireless, Inc. for the above described terms and conditions.

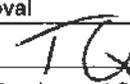
MTA NEW YORK CITY TRANSIT

Staff Summary

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| Subject LICENSE AGREEMENT AT MYRTLE-WYCKOFF |
| Department REAL ESTATE |
| Department Head Name JOHN N. LIEBER |
| Department Head Signature  |
| Project Manager Name ARTURO ESPINOZA |

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|----------------------------------|
| Date NOVEMBER 13, 2018 |
| Vendor Name |
| Contract Number |
| Contract Manager Name |
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| Board Action | | | | | |
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| Order | To | Date | Approval | Info | Other |
| 1 | Finance Committee | 11/13/18 | X | | |
| 2 | Board | 11/16/18 | X | | |
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| Internal Approvals | | | |
|--------------------|---|-------|----------|
| Order | Approval | Order | Approval |
| 1 | Legal  | | |
| 2 | Chief Development Officer  | | |
| 3 | Chief Financial Officer  | | |
| 4 | Chief of Staff  | | |

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

LICENSEE: Sajjad Ahmad (or entity to be formed in which Mr. Ahmad is the principal)

LOCATION: Myrtle-Wyckoff Avenues subway station, mezzanine paid zone, Canarsie Line, Brooklyn

ACTIVITY: Operation of a newsstand

ACTION REQUESTED: Authorization to enter into a license agreement

TERM: 5 years, terminable at will by NYCT on 60 days' notice, at no cost

SPACE: Approximately 135 square feet

| Year | Annual Compensation | Monthly Compensation | % Increase | PSF Compensation |
|------|---------------------|----------------------|------------|------------------|
| 1 | \$27,500.00 | \$2,291.67 | | \$203.70 |
| 2 | \$28,235.00 | \$2,352.92 | 3% | \$209.15 |
| 3 | \$29,175.00 | \$2,431.25 | 3% | \$216.11 |
| 4 | \$30,049.00 | \$2,504.08 | 3% | \$222.59 |
| 5 | \$30,951.00 | \$2,579.25 | 3% | \$229.27 |

COMMENTS:

The Space is a vacant newsstand built out by a previous tenant and vacated due to nonpayment of rent. It was subsequently offered via a Request for Proposals ("RFP") for a 5-year revocable license term. In response to the RFP, Mr. Sajjad Ahmad was the sole proposer and his offer is summarized in the chart below:

| Proposer Name | Net Present Value at 7% |
|---------------|-------------------------|
| Sajjad Ahmad | \$119,170 |

The present value of Mr. Ahmad's proposed compensation is \$119,170 for the 5-year revocable license term (calculated at a 7% discount rate). The compensation amount exceeds the independent valuation of the Property which was determined to be \$200 PSF.

Staff Summary

FINANCE COMMITTEE MEETING LICENSE AGREEMENT AT MYRTLE-WYCKOFF (Cont'd.)

Required improvements, as specified in the RFP, call for professional cleaning of and minor repairs to the Space. A credit and background investigation performed on Mr. Ahmad determined that he has good credit, and the financial resources to carry out the required improvements and pay the compensation amount he offered. If Mr. Ahmad forms an entity to be the licensee rather than himself individually, Mr. Ahmad will be required to provide a guaranty of the licensee's obligations under the license agreement.

The license agreement will be revocable with a 60-day, at will, termination provision, and will be prepared in a form approved by MTA Legal.

MTA Real Estate requests authorization for NYCT to enter into a license agreement with Sajjad Ahmad (or an entity to be formed) based on the above-described terms and conditions.

METROPOLITAN TRANSPORTATION AUTHORITY

Staff Summary

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|---|
| Subject OPTION TO PURCHASE GRAND CENTRAL TERMINAL AND THE HARLEM/HUDSON LINES |
| Department REAL ESTATE |
| Department Head Name JOHN N. LIEBER |
| Department Head Signature  |
| Project Manager Name ROBERT PALEY & DAVID FLORIO |

| |
|---|
| Date NOVEMBER 15, 2018 |
| Vendor Name |
| Contract Number |
| Contract Manager Name |
| Table of Contents Ref. # |

| Board Action | | | | | |
|--------------|-------------------|----------|----------|------|-------|
| Order | To | Date | Approval | Info | Other |
| 1 | Finance Committee | 11/13/18 | X | | |
| 2 | Board | 11/15/18 | X | | |
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| Internal Approvals | | | |
|--------------------|---|-------|----------|
| Order | Approval | Order | Approval |
| 1 | Legal  | | |
| 2 | Chief Development Officer  | | |
| 3 | Chief Financial Officer  | | |
| 4 | Chief of Staff  | | |

AGENCY: Metropolitan Transportation Authority ("MTA")

SELLER: Midtown Trackage Ventures, LLC

PROPERTY: Grand Central Terminal (the "Terminal") and the Harlem and Hudson railroad lines, including the rights-of-way, trackages, passenger stations, shops, yards and other improvements within the same (collectively, the "Harlem and Hudson Lines") operated by MTA Metro-North Railroad, excluding the Landlord's Reserved Air Rights over the Terminal (collectively, the "Property")

ACTIVITY: Exercise an option to purchase the fee interest in the Property pursuant to an option to purchase (the "Option") contained in the long-term ground lease of the Property to MTA, and to enter into subdivision and zoning lot development documents with the Seller

ACTION REQUESTED: Approval to exercise an option to purchase the fee interest in the Property, and in connection therewith allow the Seller to create a "fee above a plane" above the Terminal to facilitate the Seller's reservation of Seller's transferrable air/development rights associated with the Property, to which Seller is already entitled and to finance the cost of the purchase price and related closing costs associated therewith. Additionally, to enable these transactions, approval is sought to create four new capital projects, two in the 2010-2014 Capital Program and two in the 2015-2019 Capital Program.

PURCHASE PRICE: Not to exceed \$35,065,664 depending on when the actual closing occurs, to be determined as of the closing date per the Option formula as described below, less a \$500,000 credit

COMMENTS:

In April 1994, the MTA entered into a lease (as amended, the "Lease") with Seller's predecessors-in-interest for the Property for an extended term expiring February 28, 2274, which also included an Option for MTA to purchase the Property. The Option may only be exercised beginning April 8, 2017 and no later than October 5, 2019, after which date MTA will have no further contractual right to purchase the Property. The Lease (and the Option) excludes all transferrable development rights appurtenant to the Terminal tax and landmark lot (the "Landlord's Air Rights"), less 100,000 sf which is reserved under the Lease for MTA. Therefore MTA has no ownership interest in the Landlord's Air Rights.

FINANCE COMMITTEE MEETING

OPTION TO PURCHASE GRAND CENTRAL TERMINAL AND THE HARLEM/HUDSON LINES

(Cont'd.)

Page 2 of 2

The annual rent under the Lease is approximately \$2.4MM (decreasing to approximately \$2.04MM in 2019), payable in semi-annual installments through February 28, 2274.

Under the Option, the purchase price for the fee interest in the Property is (i) the present value of the rental stream for the balance of the term of the Lease plus (ii) \$400,000, which is the agreed to value of the landlord's reversionary interest. The discount rate which is used to calculate the present value of the rental stream is based on the then-current rate at which Lessor/Seller could borrow on a nonrecourse basis for a 25-year term secured solely by the Lease, subject to a minimum of 6.25% and a maximum of 9%. Given the current interest rate environment, the estimated Purchase Price set forth above utilizes a discount rate of 6.25%. The closing under the Option would not occur before April of 2020 or one year after its exercise, whichever is later.

Acquisition of the fee interest in the Property affords the MTA and Metro-North with a host of benefits, including the following:

- Owning the Property, as opposed to leasing it will afford Metro-North the ability to capture the full value of the Property, especially for the Hudson and Harlem Lines and any improvements, through transit-oriented development or other public-private partnerships.
- Ownership will allow Metro-North to enjoy unfettered control of its operating environment as it does on the New Haven Line, and also allow it to dispose of property if needed.
- Ownership will also allow the LIRR to enjoy unfettered control of the new East Side Access Terminal being constructed beneath the Terminal.
- MTA will be protected from having to "pay twice" for future investments in the Terminal and the Harlem and Hudson Lines, which increase the value of the Property.
- This is a one-time only Option. The Option expires in October 2019, and there is no other opportunity to purchase the Property, especially at the favorable price established in the Lease.
- If the Option is allowed to lapse, and MTA sought to acquire the Property in the future either through negotiations or condemnation, the assessed value would likely be many multiples of the purchase price under the Lease.
- Owning the Property removes the indemnification obligation to the Landlord.
- There is a positive arbitrage between the rate at which MTA borrows and the minimum 6.25% discount rate that is established under the Option for determining the present value of the future rent payments to be made by MTA under the Lease, which results in a lower purchase price than one could negotiate today.

As part of the exercise of the Option, the Seller has asked that MTA cooperate with the Seller in the establishment of a fee above a plane for the Terminal tax and landmark lot, which effectively subdivides the Terminal lot into two lots for zoning purposes only – one above a specified elevation and the other below, which lots are merged for zoning purposes. This will, at no cost or burden to MTA, facilitate the Seller's continued ownership of the Landlord's Air Rights, which in any event are not part of the Property leased to MTA or subject to the Option. The Lease and the Option each require MTA to continue to cooperate with the Seller after the closing to allow the Seller to transfer the Landlord's Air Rights. The implementation of the fee above the plane subdivision for zoning purposes and entering into by MTA of the zoning lot development agreement and other subdivision documents at no cost to MTA, would be an extension of that cooperation obligation. The Seller has agreed to accelerate the Closing and afford the MTA a credit of \$500,000 toward the purchase price of the Property.

The proposed activities will require the creation of four new Metro-North capital projects, two in the 2010-2014 Capital Program and two in the 2015-2019 Capital Program. These will be created in the GCT elements M60201 and M70201 and in the Track elements M60301 and M70301. New funding will provide for an increase to Metro-North's funding envelope for the purchase.

MTA Real Estate requests authorization for the MTA to exercise the Option, enter into the subdivision and zoning lot documents, and acquire the Property based upon the above terms and conditions, and to finance the cost of the purchase price and related closing costs associated therewith.

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|---|
| Subject AGREEMENT WITH BP 347 ASSOCIATES, LLC |
| Department REAL ESTATE |
| Department Head Name JOHN N. LIEBER |
| Department Head Signature |
| Project Manager Name ROBERT PALEY & DAVID FLORIO |

| |
|---|
| Date NOVEMBER 13, 2018 |
| Vendor Name |
| Contract Number |
| Contract Manager Name |
| Table of Contents Ref. # |

| Board Action | | | | | |
|--------------|-------------------|----------|----------|------|-------|
| Order | To | Date | Approval | Info | Other |
| 1 | Finance Committee | 11/13/18 | X | | |
| 2 | Board | 11/15/18 | X | | |
| | | | | | |
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| Internal Approvals | | | |
|--------------------|---------------------------|-------|----------|
| Order | Approval | Order | Approval |
| 1 | Legal | | |
| 2 | Chief Development Officer | | |
| 3 | Chief Financial Officer | | |
| 4 | Chief of Staff | | |

AGENCY: Metropolitan Transportation Authority ("MTA")

PERMITTEE: BP 347 Madison Associates, LLC, d/b/a Boston Properties ("BP")

LOCATION: 341, 345, 347 Madison Avenue, New York, New York (the "Buildings")

ACTIVITY: Entry into a single source procurement of qualified personal service contractor to oversee demolition activities for the Buildings.

ACTION REQUESTED: Approval for a single source procurement and creation of a new capital project in the 2015-2019 Capital Program to allow for access to and demolition of the Buildings.

TERM: Eighteen (18) months

COMPENSATION: Not to exceed \$1,000,000 plus a direct pass-through of actual cost of demolition of the Buildings based upon competitively bid contracts for the work, will be paid out of MTA Capital Budget.

COMMENTS:

The redevelopment of the former MTA Headquarters Buildings on Madison Avenue was anticipated to be undertaken shortly after the MTA relocated its headquarters to 2 Broadway in late 2014. BP, the designated developer selected through a 2013 Request For Proposals ("RFP"), was to have demolished the Buildings at its cost immediately after securing approval by the City and MTA of the redevelopment project for the Buildings (the "Project") and executing a long-term triple net ground lease with the MTA (the "Ground Lease") as contemplated by the 2013 RFP. However, the Project has been delayed, and the Buildings, already in substandard condition at that time, are now substantially vacant and have continued to deteriorate due to deferred maintenance as cost savings initiatives. In addition, the Buildings may soon be in non-compliance with updated life-safety codes, which will go into effect in June 2019.

Concern about the safety and cost of maintaining the largely vacant Buildings prompted MTA Real Estate to have them evaluated in the summer of 2018 by Syska Hennessy Group, Inc. Syska's Property Conditions Assessment Report outlines work required to make the Buildings safe for the immediate future and to meet code and life safety requirements. Syska estimated the cost of the work required to address "Priority One Deficiencies" which include façade repairs, sprinkler system installation and life safety updates at approximately \$30 Million. These improvements must be completed by mid-2019. Priority Two work totaling \$7.7 million must be completed by 2020. MTA Real estate has determined that these costs make the Buildings, which, even if brought to code and life safety standards, substandard as office space, and unmarketable in the foreseeable future.

FINANCE COMMITTEE MEETING AGREEMENT WITH BP 347 ASSOCIATES, LLC

The estimated demolition cost of \$25 Million is less than the investment required to make the Buildings code compliant in the immediate future and significantly less than the cost of continuing to maintain them over even a modest period of time. The most prudent path, for both public safety and fiscal responsibility, is to demolish the Buildings as quickly as possible.

The MTA has no expertise overseeing a demolition project of this size. Under the proposed arrangement, BP, under a personal services contract would act as a construction manager, hire all professionals required (i.e. architects, engineers, expeditors etc.), to produce a demolition documentation package and bid out that package pursuant to MTA guidelines to a qualified general contractor, who will manage the demolition and bid out to all subcontractors.

The benefits to the MTA contemplated in the Ground Lease would be preserved to the greatest extent possible. Upon closing of the Ground Lease for the Project, BP will reimburse the MTA for all costs related to the demolition. This proposed arrangement aligns BP's and the MTA's interests in keeping costs as low as possible since the ultimate responsibility for costs will rest with BP if the Project and Ground Lease move forward. If the Project is not ultimately approved by the City and MTA, the demolition of the Buildings will still relieve MTA of the approximately \$37 Million in repair costs it would otherwise be required to invest to maintain the buildings.

Upon approval of the work contemplated hereunder, BP would undertake an approximately six-month design and permitting process and bid the trade contracts with an anticipated start date for demolition in Q2 2019 with completion of demolition anticipated for Q2 2020.

Although BP, as a redeveloper, would normally not initiate demolition until after the completion of all public approvals related to the Project (2020 at the earliest), segmenting the demolition from the balance of the redevelopment project through a contract with BP independent of the Ground Lease would preserve the benefits to the MTA anticipated for the Project. This will ensure that 1) the demolition of deteriorating and non-compliant Buildings is timely and efficient, 2) the demolition is undertaken in a manner that leaves the site in a condition that would provide BP a seamless transition to its Project, 3) the demolition will provide the MTA the assurance that it is getting the best pricing since it will ultimately be BP's cost if and when the Project proceeds and 4) the MTA is relieved of the burden of overseeing a demolition project, which it is not properly staffed to handle.

The design of the demolition is particularly important with respect to an East Side Access ("ESA") entrance, which is to be included as part of the Project. The design of the foundation removal, required underpinning, and utility removal will ensure that BP coordinates demolition with the future planned construction that includes an ESA entrance. For this reason, BP will retain the same architecture, engineering and geotechnical consultants for the demolition as it would for the Project.

Segmenting the demolition from the Project is permissible under these circumstances since the Project has been delayed and the Buildings, already in substandard condition, continue to deteriorate and will soon be out of compliance with updated life-safety codes. An Environmental Assessment has been performed in accordance with Article 8 of the New York State Environmental Conservation Law, and the demolition will not result in any significant adverse environmental impact. The environmental review for the Project will take note of the Buildings demolition and be no less protective of the environment than if they had remained in their current condition.

To support this work, a new capital project will be created under category N711 of the MTA Interagency section of the 2015-2019 Capital Program. Budget authority will be transferred from the existing Capital Program Support project (N7110103).

INFORMATION ITEMS

Memorandum



Metropolitan Transportation Authority

State of New York

Date November 13, 2018
To Members of the Finance Committee
From John N. Lieber, Chief Development Officer
Re **Status of Month-to-Month Licenses for Passenger Amenities**

In June 1988 and later modified November 12, 2013, the MTA Board adopted policy #9, which allows the Real Estate Department to enter into month-to-month agreements for “passenger service oriented concessions without individual Committee or Board approval”. Attached is a status report of month-to-month agreements, which were executed pursuant to the policy.

NEW HOLDOVER TENANTS WHOSE AGREEMENTS HAVE RECENTLY BEEN EXTENDED

PENDING A REQUEST FOR PROPOSALS

Month: November, 2018

NONE TO REPORT

Memorandum



Metropolitan Transportation Authority

State of New York

Date November 13, 2018

To Members of the Finance Committee

From John N. Lieber, Chief Development Officer

Re **Report on Agreements Entered into Directly by the Real Estate Department via the RFP or negotiation process with tenants in good standing or through the RFP process when 3 or more proposals have been received from responsible proposers for a standard retail location**

Attached is a listing of agreements entered into directly by the Real Estate Department during preceding months, pursuant to the Board's resolutions dated November 13, 2013 (Real Estate Policy #33).

For each such agreement entered into pursuant to Real Estate Policy #33, MTA Real Estate must have received at least three responsive bids from responsible proposers, and must have entered into agreement with the responsible proposer which offered the highest guaranteed rent, on a present value basis.

**REPORT ON AGREEMENTS ENTERED INTO DIRECTLY BY THE REAL ESTATE DEPARTMENT
PURSUANT TO BOARD POLICY**

November 2018

| Agency/Project Manager | Renewal/RFP Generated | Lessee | Location/Use | Term | Rental | | Annual Increase | Size/Weekday Ridership | Price/SF | |
|------------------------------------|-----------------------|---|---|----------|--------|--------------|-----------------|------------------------|----------|-----------|
| | | | | | Year | Rent | | | Year | PSF |
| Leah Bassknight | RFP | Irving Farm Holdings, LLC dba Irving Farm Coffee Roasters | MC-38 (538 sf) at Grand Central Terminal Retail Sale of tenant-branded coffee, coffee beverages and related menu items | 10 years | 1 | \$450,000.00 | -- | N/A | 1 | \$836.43 |
| | | | | | 2 | \$472,500.00 | 5% | | 2 | \$878.25 |
| | | | | | 3 | \$496,125.00 | 5% | | 3 | \$922.17 |
| | | | | | 4 | \$520,931.25 | 5% | | 4 | \$968.27 |
| | | | | | 5 | \$546,977.81 | 5% | | 5 | \$1016.69 |
| | | | | | 6 | \$574,326.70 | 5% | | 6 | \$1067.52 |
| | | | | | 7 | \$603,043.04 | 5% | | 7 | \$1120.90 |
| | | | | | 8 | \$633,195.19 | 5% | | 8 | \$1176.94 |
| | | | | | 9 | \$664,854.95 | 5% | | 9 | \$1235.80 |
| | | | | | 10 | \$698,097.70 | 5% | | 10 | \$1297.58 |
| Proposer name: | | NPV @ 7% discount rate: | | | | | | | | |
| Irving Farm Coffee Roasters | | \$4,069,518.67 | | | | | | | | |
| Brooklyn Roasting Company | | \$1,996,512.91 | | | | | | | | |
| Devocion | | \$1,830,136.83 | | | | | | | | |
| Toby's Estate Coffee | | \$1,796,861.61 | | | | | | | | |
| Joe Coffee | | \$1,199,155.56 | | | | | | | | |

Memorandum



Metropolitan Transportation Authority

State of New York

Date November 13, 2018
To Members of the Finance Committee
From John N. Lieber, Chief Development Officer
Re **GCT's Vanderbilt Hall Events Forecast**

The following report will be presented to the Real Estate Committee by GCT Development on a monthly basis. The events forecast will show events planned for Vanderbilt Hall in the next three to four month period. This calendar will always be subject to last minute changes for technical or scheduling reasons.

| 2018 Vanderbilt Hall Events – November and December | | | | |
|---|--------------------------------|--|-----------------|--------|
| Event | Date | Description | Space | Use |
| Holiday Fair | November 4 - December 29, 2018 | Annual Holiday Fair with 40 vendors Load in November 4 - 9 Vendor Load in November 10 - 11 Open November 12 - December 24 (Closed Thanksgiving) Vendor Load Out December 26 Booth Load out by December 29 | Vanderbilt Hall | Public |

Memorandum



Metropolitan Transportation Authority

State of New York

Date November 13, 2018
To Members of the Finance Committee
From John N. Lieber, Chief Development Officer
Re **GCT – Graybar Passage Retail Kiosks**

The following report will be presented by GCT Development office of the Real Estate Department whenever a new retail Permit Agreement has been entered into under the Retail Kiosk program approved by the MTA Board in January 2006.

GRAND CENTRAL TERMINAL

GRAYBAR PASSAGE RETAIL KIOSK PROGRAM

New Licensees: November 1, 2018 - January 31, 2019

| Licensee | License Dates | Use | Monthly Compensation |
|-------------------------------|------------------------|---|------------------------------|
| Ace & Everett Inc. | 11/1/18 - 1/31/2019 | Retail sale of licensee produced SOCKS | \$6000 Nov/Dec \$3100 Jan |
| Ela Rae Jewelry LLC | 11/1/18 - 1/31/2019 | Retail sale of licensee produced JEWELRY | \$6000 Nov/Dec \$3100 Jan |
| OBdeC Studio LLC | 11/1/18 - 1/31/2019 | Retail sale of licensee produced JEWELRY | \$6000 Nov/Dec \$3100 Jan |
| Neuhaus Inc. | 11/1/18 - 1/31/2019 | Retail sale of licensee produced BELGIAN CHOCOLATES | \$6000 Nov/Dec \$3100 Jan |
| Volang Inc. | 11/1/18 - 1/31/2019 | Retail sale of licensee produced KNITWEAR | \$6000 Nov/Dec \$3100 Jan |

Staff Summary

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|---|
| Subject ACKNOWLEDGEMENT OF AUTOMATIC EXTINGUISHMENT FOR EASEMENT RESERVATION |
| Department REAL ESTATE |
| Department Head Name JOHN N. LIEBER |
| Department Head Signature |
| Project Manager Name ANTHONY CAMPBELL |

| |
|---|
| Date NOVEMBER 13, 2018 |
| Vendor Name |
| Contract Number |
| Contract Manager Name |
| Table of Contents Ref. # |

| Board Action | | | | | |
|--------------|-------------------|----------|----------|------|-------|
| Order | To | Date | Approval | Info | Other |
| 1 | Finance Committee | 11/13/18 | | X | |
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| Internal Approvals | | | |
|--------------------|---------------------------|-------|----------|
| Order | Approval | Order | Approval |
| | Legal | | |
| | Chief Development Officer | | |
| | Chief Financial Officer | | |
| | Chief of Staff | | |

AGENCY: MTA Metro-North Railroad ("Metro-North")
GRANTOR: Jude Builders, Inc. ("Jude")
PROPERTY: 12 Tioronda Avenue, Beacon, NY and known as Section: 6054 Block: 37 Lot: 077707 on the tax maps for Dutchess County (the "Property")
ACTIVITY: Acknowledgement / confirmation of release of track and access rights
USE: Formally used as a side track
FEE: \$32,200

COMMENTS:

Prior to 1953, the Property was part of the Maybrook Beacon Line. Then in 1953, the New York, New Haven and Hartford Railroad Company ("NHHRC"), a predecessor to Metro-North, disposed of 1/3 of an acre property to Garrett Storm Inc. (Jude's predecessor in title). Pursuant to the deed to Garrett Storm Inc. (the "1953 Deed"), NHHRC reserved certain rights to maintain and operate an existing track within the Property, in its then existing location, along with the right to access to repair, replace and remove that track. Subsequently, Garrett Storm Inc. conveyed the Property to the current owner, Jude Builders, Inc.

Metro-North acquired title to the Maybrook Beacon Line from Maybrook Railroad Company in 1995, a successor in interest to NHHRC. MTA Real Estate has confirmed with Metro-North that there is no track on the adjacent Property and that there appears to have been a sidetrack on the Property at one time – presumably in 1953. After a review of the 1953 Deed, MTA Legal determined that the easement was only for the purpose of maintaining the then existing track (the "1953 Track") and operations on that track and providing access rights for the limited purpose of repairing, replacing and taking up the 1953 Track. Since the 1953 Track no longer exists, the grant of easement and access rights appurtenant to the same extinguished as a practical matter when the 1953 Track was removed without any intent to replace the same.

Nevertheless, the Reservation in the 1953 Deed creates a cloud on Jude's title and is causing title problems for Jude in connection with its proposed disposition of the Property. In order to clear that title problem, Jude has asked Metro-North to acknowledge and confirm, in a document that can be recorded against the Property, that the easement and access rights have been extinguished as a matter of fact and to release the reservation as well as confirming that Metro-North no longer has any interests in the conveyed Property pursuant to the 1953 Deed. MTA Legal has advised that since Metro-North no

Staff Summary

FINANCE COMMITTEE MEETING

ACKNOWLEDGEMENT OF AUTOMATIC EXTINGUISHMENT FOR EASEMENT RESERVATION

(Cont'd.)

Page 2 of 2

longer has a real property interest in the Property pursuant to the 1953 Deed, the foregoing will not constitute a disposition of a real property interest pursuant to the Public Authorities Law Section 2897, nor would it be subject to MTA Real Estate's Real Property Disposition Guidelines as defined in Lease/Sale RFP Process and the Lease/Sale Negotiation process.

As inducement to proceed with this curative action, Jude has agreed to pay a transaction fee of \$32,200. The fee will cover the administrative and third party expenses to the MTA. MTA legal reviewed and approved the underlying documents for this transaction.

Staff Summary

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|---|
| Subject REALEASE OF RESERVED EASEMENT AND GRANT OF NEW EASEMENT IN BRONX, NY |
| Department REAL ESTATE |
| Department Head Name JOHN N. LIEBER |
| Department Head Signature |
| Project Manager Name ANTHONY CAMPBELL |

| |
|---|
| Date NOVEMBER 13, 2018 |
| Vendor Name |
| Contract Number |
| Contract Manager Name |
| Table of Contents Ref. # |

| Board Action | | | | | |
|--------------|-------------------|----------|----------|------|-------|
| Order | To | Date | Approval | Info | Other |
| 1 | Finance Committee | 11/13/18 | | X | |
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| Internal Approvals | | | |
|--------------------|---------------------------|-------|----------|
| Order | Approval | Order | Approval |
| | Legal | | |
| | Chief Development Officer | | |
| | Chief Financial Officer | | |
| | | | |

AGENCY: MTA Metro-North Railroad ("Metro-North")
GRANTOR: 2880 Exterior St, LLC ("Grantor")
PROPERTY: Block 3264, Lot 1, Bronx, New York ("the Property")
ACTIVITY: Release of reserved easements and grant of new easement
TERM: Perpetual
SPACE: 12,610 square feet
COMPENSATION: None

COMMENTS:

2880 Exterior St, LLC purchased the Property for the purposes of building a new storage facility and has requested that Metro-North agree to a relocation and definition of an access easement to support the development of the Property.

In 1967, The New York Central Railroad sold the Property to Marbledale Properties Corp., with a reservation (easement) for access from Exterior Street onto the Property for the purpose of repair, replacement, and maintenance, of a side track located on the Property, which has long since been removed. The Property was part of the former Putnam Line, and adjacent sections of the line and the BN Yard in the Bronx were conveyed by Conrail to Metro-North in 1983. The easement area was undefined and so it was assumed that access to the BN Yard was over the entire Property. MTA Real Estate and the Grantor have negotiated an agreement for release of the reserved easement and a grant of new easement. The new easement will provide Metro-North with access rights greater than originally reserved by allowing ingress and egress from and to Exterior Street on the Property to Metro-North's BN Yard. Metro-North Maintenance of Way and Operations groups have reviewed and approved the plans for the defined access route.

Staff Summary

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| Subject AMENDMENT OF EASEMENT FOR ELECTRICAL SUBSTATION IN BREWSTER, NY |
| Department REAL ESTATE |
| Department Head Name JOHN N. LIEBER |
| Department Head Signature |
| Project Manager Name ANTHONY CAMPBELL |

| |
|---|
| Date NOVEMBER 13, 2018 |
| Vendor Name |
| Contract Number |
| Contract Manager Name |
| Table of Contents Ref. # |

| Board Action | | | | | |
|--------------|-------------------|----------|----------|------|-------|
| Order | To | Date | Approval | Info | Other |
| 1 | Finance Committee | 11/13/18 | | x | |
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| Internal Approvals | | | |
|--------------------|---------------------------|-------|----------|
| Order | Approval | Order | Approval |
| | Legal | | |
| | Chief Development Officer | | |
| | Chief Financial Officer | | |
| | Chief of Staff | | |

AGENCY: MTA Metro-North Railroad (“Metro-North”)
GRANTOR: OBR Properties Inc. (“OBR”)
PROPERTY: 6 Ellen Avenue in Brewster, New York and known as Section 67.07, Block 2, Lot 2 on the tax map of the Village of Brewster, Town of Southeast, County of Putnam (“the Property”)
ACTIVITY: Amendment to easement for the new electrical substation in Brewster, NY
TERM: Perpetual
SIZE: 0.021± acres (926± square feet)
COMPENSATION: None

COMMENTS:

As part of the Metro-North’s Hudson and Harlem Line Power Project (the “Project”), a new electrical power substation is required in the Village of Brewster. The substation is located behind the Brewster Station on the west side of the tracks and is under construction.

In 2009, an easement was acquired from OBR (see attached staff summary) in support of construction, maintenance and operation of the substation (the “2009 Easement”) which contained the following rights:

- a) temporary construction access;
- b) permanent exclusive rights for an electrical substation and retaining wall;
- c) permanent non-exclusive access rights.

In 2017, during construction of the Project, conduits and cables (the “Installation”) were inadvertently constructed in the permanent, non-exclusive access right area, which was not a permitted use pursuant to terms of the 2009 Easement. After discussions with Metro-North, its construction contractor and OBR, all parties agreed to allow the Installation to remain, subject to an amendment of the uses within the permanent, non-exclusive easement area of the 2009 Easement.

As such, MTA Real Estate, MTA Legal and OBR finalized an amendment to the 2009 Easement document to include approval for the Installation. All other terms of the 2009 Easement document will remain unchanged.

Staff Summary

FINANCE COMMITTEE MEETING AMENDMENT OF EASEMENT FOR ELECTRICAL SUBSTATION IN BREWSTER, NY (Cont'd.)

FOR REFERENCE ONLY

Staff Summary

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| Subject ACQUISITION OF EASEMENT |
| Department REAL ESTATE |
| Department Head Name LINDA KLEINBAUM / MICHAEL BADER |
| Department Head Signature |
| Project Manager Name NEIL MASTROPIETRO / DAVID BOSCH |

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|------------------------------|
| Date JUNE 22, 2009 |
| Vendor Name |
| Contract Number |
| Contract Manager Name |
| Table of Contents Ref # |

| Board Action | | | | | |
|--------------|------------------|-----------|----------|------|-------|
| Order | To | Date | Approval | Info | Other |
| 1 | CC/PRE Committee | 6/22/2009 | X | | |
| 2 | Board | 6/24/2009 | X | | |
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| Internal Approvals | | | |
|--------------------|------------------------|-------|--------------|
| Order | Approval | Order | Approval |
| | Executive Director | 2 | Civil Rights |
| | Chief of Staff | 1 | Legal |
| | Director of B&FM | | |
| 3 | Dep Exec Dir of Admin. | | |

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| Narrative | |
| AGENCY: | MTA Metro-North Railroad ("Metro-North") |
| GRANTOR: | OBR Properties LLC ("OBR") |
| LOCATION: | Section 67.07, Block 2, Lot 2 located in the Village of Brewster, Putnam County |
| ACTIVITY: | Acquisition of an easement for construction, maintenance, operation and access to an electrical substation |
| ACTION REQUESTED: | Approval of Terms |
| TERM: | Permanent and Temporary (four months) |
| SPACE: | 7,094± square feet (0.163 acres) – Permanent Exclusive Easement 926± square feet (0.021 acres) – Permanent Non-Exclusive Easement 4,181± square feet (0.096 acres) – Temporary Easement |
| COMPENSATION: | One thousand four hundred dollars (\$1,400.00) |
| <p>COMMENTS: As part of Metro-North's Harlem and Hudson Line Power Project, ten (10) new electrical power substations are required on the Harlem Line from North White Plains to Brewster. The substation to be constructed at this location in Brewster is behind the Brewster Station building and adjacent to Ellen Avenue, which crosses the Harlem Line at the north side of the station platform.</p> <p>Most of the substation and its appurtenances will be on OBR's property within the permanent exclusive easement. A permanent non-exclusive easement is required for access during construction and after for operation and maintenance of the substation. A temporary construction easement is required for the construction staging of a retaining wall.</p> <p>OBR operates a commuter parking lot on the property and its primary concerns are the short and long term impacts the construction will have on its business. To mitigate the impacts Metro-North has agreed to provide adequate signage and a traffic flagman to facilitate contractor and commuter vehicle movements when the contractor is receiving deliveries or impacting the access route in any substantive manner.</p> <p>OBR has agreed to grant Metro-North the easements required for \$1,400 to cover a portion of its costs associated with granting Metro-North the above described easements, and \$500 per day for the temporary easement should the project exceed four (4) months, which cost will be borne by Metro-North's contractor.</p> <p>The Real Estate Department recommends proceeding with the acquisition of the easement from OBR under the terms and conditions noted above.</p> | |

Staff Summary

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| Subject ENTRY PERMIT AT HUGH L. CAREY TUNNEL |
| Department REAL ESTATE |
| Department Head Name JOHN N. LIEBER |
| Department Head Signature |
| Project Manager Name PAUL M. FITZPATRICK |

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|----------------------------------|
| Date NOVEMBER 13, 2018 |
| Vendor Name |
| Contract Number |
| Contract Manager Name |
| Table of Contents Ref. # |

| Board Action | | | | | |
|--------------|-------------------|----------|----------|------|-------|
| Order | To | Date | Approval | Info | Other |
| 1 | Finance Committee | 11/13/18 | | X | |
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| Internal Approvals | | | |
|--------------------|---------------------------|-------|----------|
| Order | Approval | Order | Approval |
| | Legal | | |
| | Chief Development Officer | | |
| | Chief Financial Officer | | |
| | Chief of Staff | | |

PERMITTOR: MTA Bridges and Tunnels ("B&T")
PERMITTEE: Governors Island Corporation d/b/a The Trust For Governors Island, ("TGI"), a not-for-profit instrumentality of the City of New York
LOCATION: Hugh L. Carey Tunnel Facility ("HCT"), East Tunnel
ACTIVITY: Access to the above Location, for the installation of fiber optic cable in the East Tunnel, including the Manhattan Blower Building, the Governors Island Ventilation Building, and the B&T Footbridge connecting the Ventilation Building to Governors Island
SPACE: Pursuant to the TGI/B&T Agreement, TGI's dedicated duct in the HCT East Tunnel will be utilized for the above Activity
TERM: 12 days from start of work
COMPENSATION: \$1,350.00

COMMENTS:

An agreement for reciprocal easements was entered into on December 14, 2011, between TGI and B&T (the "TGI/B&T Agreement"). Along with a Second Amendment to the TGI/B&T Agreement, dated June 7, 2018, the goal of the transaction is to provide sufficient telecommunications service to Governors Island. Verizon New York, Inc. ("Verizon"), as the contractor to TGI, will install and, pursuant to the TGI/BT Agreement, will maintain fiber optic cable in the Hugh L. Carey Tunnel, as described above. No telecommunications cable connection between Governors Island and Brooklyn is contemplated or authorized at this time.

The Entry Permit was granted subsequent to the review and approval of B&T Legal and B&T Engineering and Construction.

MTA Legal approved the entry permit as to form. Permittee's contractor and subcontractor provided appropriate insurance coverages and indemnifications as prescribed by MTA Risk Management.

Staff Summary

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| Subject ENTRY PERMIT AT CROSS BAY BRIDGE |
| Department REAL ESTATE |
| Department Head Name JOHN N. LIEBER |
| Department Head Signature |
| Project Manager Name PAUL M. FITZPATRICK |

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|---|
| Date NOVEMBER 13, 2018 |
| Vendor Name |
| Contract Number |
| Contract Manager Name |
| Table of Contents Ref. # |

| Board Action | | | | | |
|--------------|-------------------|----------|----------|------|-------|
| Order | To | Date | Approval | Info | Other |
| 1 | Finance Committee | 11/13/18 | | X | |
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| Internal Approvals | | | |
|--------------------|---------------------------|-------|----------|
| Order | Approval | Order | Approval |
| | Legal | | |
| | Chief Development Officer | | |
| | Chief Financial Officer | | |
| | Chief of Staff | | |

PERMITTOR: MTA Bridges and Tunnels ("B&T")
PERMITTEE: Anthony Martelli
LOCATION: A portion of Cross Bay Bridge Property at Queens Tax Block 15486, Lot 100, having an address of 2050 Cross Bay Boulevard, Broad Channel, New York, 11693
ACTIVITY: Access to B&T Property for the removal of encroaching equipment associated with an adjacent business
TERM: 10 business days
SPACE: Approximately 700 square feet
COMPENSATION: \$1,350.00

COMMENTS:

Anthony Martelli is the owner of the Bayview Marina and Grille restaurant (the "Restaurant"), on Queens Tax Block 15500, Lot 80, with an address of 25 Van Brunt Rd, Broad Channel, NY 11693, adjacent to the subject property.

It has been determined that a portion of the Restaurant, a 1-story masonry building (the "Building"), is encroaching on B&T Property, by approximately 100 square feet. In addition, equipment related to the operation of the Restaurant (the "Equipment") has been placed on the side of the Building, directly on B&T property.

Mr. Martelli has requested an agreement with B&T which would legitimize the encroachment of the Building for the life of the Building. MTA Real Estate informed Mr. Martelli that all of the Equipment would first need to be permanently removed from B&T property before any agreement regarding the Building could begin. This Entry Permit was granted to allow Mr. Martelli to complete such removal. The Entry Permit was granted subsequent to the review and approval of B&T Legal and B&T Engineering and Construction.

MTA Legal approved the entry permit as to form. Permittee provided appropriate insurance coverages and indemnifications as prescribed by MTA Risk Management.