



Metropolitan Transportation Authority

Corporate Governance Committee Meeting

May 2026

Committee Members

J. Lieber, Chair

M. Herbst, Vice-Chair

S. Chu

B. Lopez

D. Mack

H. Mihaltses

N. Zuckerman

Corporate Governance Committee Meeting

**2 BROADWAY
20TH FLOOR
BOARD ROOM**

**Wednesday, 5/20/2026
12:10 - 12:20 PM ET**

1. PUBLIC COMMENTS PERIOD

2. APPROVAL OF MINUTES- OCTOBER 27, 2025

Minutes of Meeting - October 27, 2025 - Page 3

3. REVIEW AND APPROVE PROCUREMENT GUIDELINES

Staff Summary Procurement Guidelines - Page 6

All Agency General Procurement Contract Guidelines - Page 7

All Agency Service Contract Procurement Guidelines - Page 22

4. REVIEW MTA WHISTLEBLOWER POLICY

Whistleblower Protection Policy - Page 36

5. REVIEW MTA CODES OF ETHICS

All-Agency Code of Ethics - Page 40

Board Members Code of Ethics - Page 88

6. REVIEW AND APPROVE MTA POLICIES IN CONNECTION WITH PROVISIONS OF THE PUBLIC AUTHORITIES LAW

7. OTHER BUSINESS

MINUTES OF THE MEETING
MTA Corporate Governance Committee
October 27th, 2025
2 Broadway – 20th Floor
New York, New York

The following MTA Corporate Governance Committee members were present:

Hon. Marc Herbst, Vice Chair
Hon. Neal Zuckerman
Hon. Midori Valdivia

The following MTA Corporate Governance Committee members were absent:

Hon. Janno Lieber, Chair
Hon. Samuel Chu
Hon. Blanca Lopez
Hon. David Mack
Hon. Haeda Mihaltses

The following MTA staff attended the meeting:

Lamond W. Kears, Chief Compliance Officer

* * *

Marc Herbst called the October 27, 2025 meeting of the MTA Corporate Governance Committee to order at 9:03 AM.

Public Comments Period

The following speakers commented during the public speaker's session: Christopher D. Greif, Jason Anthony, and Mister X.

Refer to the video recording of the meeting produced by the MTA and maintained in MTA records for the content of speakers' statements.

Approval of Minutes

The Committee did not have a quorum at the time. Voting on the minutes was postponed until the October 29, 2025 Board Meeting.

1. 2026 Committee Work Plan

Mr. Kears advised the Committee that approval of the proposed 2026 Committee Work Plan was included in their Committee Book for review and approval. However, the Committee lacked a quorum, and approval would be deferred to the Board Meeting scheduled for October 29, 2025.

Hon. N. Zuckerman inquired if there were any changes to the Work Plan. Mr. Kearse replied that there were no changes to the Work Plan. He advised that Work Plan is structured to comply with what the requirements in Public Authority Law.

Hon. M. Valdivia asked how agenda items are included in the Work Plan. Mr. Kearse explained that certain committees, such as Corporate Governance and Audit, are required by the Public Authorities Law, which also defines their fundamental responsibilities. He noted that a significant portion of the Work Plan is designed to ensure adherence to these requirements. He further stated that the New York State Authority Budget Office has developed model guidelines outlining the duties of a corporate governance committee. Mr. Kearse added that if there are additional matters the Corporate Governance Committee should consider, Hon. M. Valdivia should consult with him and the General Counsel to determine the appropriate committee to address the issue.

2. Review of MTA By-Laws

Mr. Kearse advised the Committee that each year this Committee must review the By-Laws of the MTA and its Agencies. Mr. Kearse advised the Committee that there were no recommended changes at this time.

Hon. M. Valdivia inquired when the MTA By-Laws were last revised. Mr. Kearse replied that it was in 2013 but said he would confirm. He also noted that some changes were made when the Grand Central Madison Corporation was established, and he would verify those details for accuracy.

3. Review and Approve of Board Committee Charters

Mr. Kearse advised the Committee that each year this Committee, as well as the other MTA Board Committees, are required to review their charters. The Committee proposed an update to the Diversity Committee charter to include a new section requiring the Chief Accessibility Officer (CAO) to report to the Diversity Committee on progress in achieving diversity related to workplace accessibility. No changes are being recommended for the other committees. The Committee lacked a quorum, so approval would be presented to the full Board.

4. Review of MTA Governance Guidelines

Mr. Kearse advised the Committee that each year the Committee pursuant to the Public Authorities Law is required to review its Governance Guidelines. Mr. Kearse informed the Committee that there were no recommended changes at this time.

5. Review and Approve MTA Policies in Connection with Provisions of Public Authorities Law

Mr. Kearse informed the Committee that Public Authorities Law requires that the Board adopt certain policies. Mr. Kearse informed the Committee that one policy requires Board approval concerning the MTA's ongoing commitment to maintaining an alcohol and drug-free workplace. This All-Agency Policy Directive applies to the MTA and its agencies. While each agency continues to maintain its own alcohol and drug policy, this overarching policy serves to reaffirm the organization's commitment to an alcohol and drug-free

workplace. Due to a lack of quorum, the Committee referred this matter to the complete Board for a vote later in the week.

Adjournment

Marc Herbst adjourned the October 27, 2025 meeting of the Corporate Governance Committee at 9:13 AM.

Respectfully submitted,

Lamond W. Kearse
MTA Chief Compliance Officer

Staff Summary

Subject All Agency Procurement Guidelines	Date May 20, 2026
Department MTA Office of the General Counsel	Vendor Name N/A
Department Head Name Paige Graves	Contract Number N/A
Department Head Signature	Contract Manager Name N/A
Project Manager Name Paige Graves	Table of Contents Ref # N/A

Board Action					
Order	To	Date	Approval	Info	Other
	Corporate Governance	05/20/26			
	Board	05/20/26			

Internal Approvals			
Order	Approval	Order	Approval
1	Chief Compliance Officer		
2	Legal		
3	Chief Procurement Officer		

Purpose:

To obtain Board approval of the MTA’s All Agency General Contract Procurement Guidelines and All Agency Service Contract Procurement Guidelines.

Discussion:

Public Authorities Law Section 2879 requires the MTA to annually review and approve its All Agency General Contract Procurement Guidelines and All Agency Service Contract Procurement Guidelines. The All-Agency General Contract Procurement Guidelines and the All-Agency Service Contract Procurement Guidelines were last approved by the Board on May 28, 2025.

The staff is not recommending changes to the All Agency General Contract Procurement Guidelines and All Agency Service Contract Procurement Guidelines.

Recommendation:

It is recommended that the MTA Board approve the annexed All Agency General Contract Procurement Guidelines and All Agency Service Contract Procurement Guidelines.



ALL AGENCY GENERAL CONTRACT PROCUREMENT GUIDELINES

Adopted by the Board on May 20~~08~~, 202~~05~~

These guidelines (the “**General Contract Guidelines**”) apply to the Metropolitan Transportation Authority (“**MTA**”), the New York City Transit Authority (“**NYCT**”), the Long Island Rail Road Company (“**LIRR**”), The Metro-North Commuter Railroad Company (“**MNR**”), the Staten Island Rapid Transit Operating Authority (“**SIRTOA**”), the Manhattan and Bronx Surface Transit Operating Authority (“**MaBSTOA**”), MTA Construction and Development (“**MTAC&D**”), MTA Bus Company (“**MTA Bus**”), First Mutual Transportation Assurance Co. (“**FMTAC**”), Grand Central Madison Concourse Operating Company (“**GCMC**”), and the Triborough Bridge and Tunnel Authority (“**Bridges and Tunnels**”) insofar as they are consistent with the provisions of law applicable to Bridges and Tunnels (each of the MTA, NYCT, LIRR, MNR, SIRTOA, MaBSTOA, MTAC&D, MTA Bus, FMTAC, GCMC, and Bridges and Tunnels is referred to jointly and severally, as the “**Authority**”).

Article I - Applicability of General Contract Guidelines

These **General Contract Guidelines** apply to

- A. purchase contracts for supplies, materials, equipment or other goods (“**Purchase Contracts**”);
- B. public work contracts (“**Public Work Contracts**”); and
- C. “Miscellaneous Procurement Contracts” are defined as leases of equipment with or without an option to purchase, computer software licenses, including software as a service subscription, software maintenance agreements, printing contracts (where editorial services do not predominate), and any other contract which is not otherwise classified under these General Contract Guidelines or the All Agency Service Contract Procurement Guidelines (the “**Service Contract Guidelines**”, and collectively with these General Contract Guidelines, the “**Guidelines**”).

Purchase Contracts, Public Work Contracts and Miscellaneous Procurement Contracts are collectively referred to herein as “**General Contracts**”.

In the event a proposed contract contains elements of more than one type of General Contract and/or elements of either or both types of Service Contracts (as such term is defined in the Service Contract Guidelines), the elements of the type of contract that predominates shall determine whether the General Contract Guidelines or the Service Contract Guidelines apply and which type of contract within the applicable Guidelines shall apply.

Article II - Delegation of Authority

The Chairman, the Managing Director, the President, or chief procurement officer (“**CPO**”) of the relevant Authority thereof, and any further delegations that the Chairman or relevant Authority President may make for those specified delegated purposes only (each defined for purposes of these General Contract Guidelines as an “**Authorized Officer**”) are hereby empowered with respect to General Contracts to be entered into by the relevant Authority acting on its own behalf or as agent for MTA, as follows:

- A. To implement these General Contract Guidelines.

- B. To establish procedures for the award of General Contracts estimated to involve the expenditure of \$1.0 million or less and including contracts for a small business concern (“SBC”), a certified minority or women-owned business enterprise (“MWBE”) or a certified service disabled veteran owned business (“SDVOB”) involving an expenditure of \$1.5 million or less, which procedures shall be competitive to the extent deemed practicable by the Authorized Officer;
- C. To do the following for the award of Purchase Contracts and Public Work Contracts estimated to involve the expenditure in excess of \$1 million:
 - 1. to determine the criteria for the evaluation of bids/proposals, which may include, but are not limited to, unit or aggregate amount bid, life cycle costs or savings (including but not limited to costs or savings associated with installation, energy use, maintenance, operation, salvage and disposal), discounts and costs of maintenance and inspection services;
 - 2. to determine whether a Purchase Contract or Public Work Contract required to be advertised in the New York State Contract Reporter (“NYSCR”) is exempt from such requirement due to the need to award such contract on an emergency or other critical basis;
 - 3. to advertise for, solicit and open bids/proposals;
 - 4. to record the name of each bidder and the amounts of the bid/proposal;
 - 5. to determine the lowest responsive and responsible bidder, including, in the event two or more responsible bidders submit identical bids which are the lowest bids, to award the Purchase Contract or Public Work Contract to any of such bidders or obtain new bids from such bidders;
 - 6. to reject all bids when it is determined to be in the public interest to do so; and
 - 7. to award the Purchase Contract or Public Work Contract;
- D. To determine whether a bidder/proposer is responsible pursuant to the All-Agency Responsibility Guidelines; and
- E. In addition to the other authorizations set forth elsewhere in these General Contract Guidelines, to establish guidelines governing the qualifications of bidders for General Contracts, and to fix the standards for the prequalification of bidders entering into such contracts for the East Side Access Project in accordance with Section 1265-a.2(c) of the Public Authorities Law.

Article III - Selection of General Contractors Without Competitive Sealed Bidding

- A. A competitively bid Miscellaneous Procurement Contract may be awarded without Board approval. No Board approval shall be required for a Miscellaneous Procurement Contract ride pursuant to Article III.B.5.
- B. Except as otherwise provided in Article III.C. or Article VII., a General Contract estimated to involve the expenditure in excess of \$1 million may be awarded without competitive bidding under the circumstances set forth below, provided that the Authorized Officer recommends such an action and the Board adopts a resolution (i) declaring competitive bidding to be impractical or inappropriate because of the existence of any of the circumstances set forth in Articles III.B.1. to 6., (ii) stating the reasons therefore, and (iii)

summarizing any negotiations that have been conducted. Except in a situation specified in Article III.B.1., such resolution shall be approved by two-thirds of the members of the Board then in office. A resolution under Article III.B.1. shall require approval by a majority of the members of the Board in attendance at a meeting at which a quorum is present.

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

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

5. Riding an Existing Contract. The item is available through an existing General Contract between a vendor and any of the governmental entities listed below and the resolution adopted by the Board, if Board authorization would otherwise be required under these General Contract Guidelines, includes a determination that,

and the reasons, why, it is in the public interest to do so. Such rationale shall include a determination of need, a consideration of the procurement method by which the contract was awarded, an analysis of alternative procurement sources including an explanation why a competitive procurement or the use of a centralized contract let by the commissioner of the office of general services is not in the best interest of the authority, and the reasonableness of cost:

- a. Any public authority (not New York State) provided such General Contract had been awarded through a process of competitive sealed bidding or a competitive request for proposals (“RFP”);
- b. The United States general services administration (“GSA”) provided such General Contract had been awarded through a process of competitive bidding or a competitive RFP;
- c. A New York State agency or authority (including the New York State Office of General Services (“OGS”), the City of New York, or Nassau County.

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

6. Request For Proposals. The Authority determines that it is in the public interest to award the General Contract through a competitive RFP.
 - a. For purposes of this Article III.B.6., an RFP shall mean a method of soliciting proposals and awarding a General Contract on the basis of a formal evaluation of the characteristics which are deemed relevant to the Authority’s operations, such as quality, cost, delivery schedule and financing, against stated selection criteria. Where the RFP involves the purchase or rehabilitation of rail cars, transit cars or buses, the selection criteria may also include the extent to which the performance of all or a portion of the General Contract will involve the use of sites within the State of New York or the use of goods produced or services provided within the State of New York.
 - b. For those General Contracts awarded under this Article III.B.6., (1) such contracts may not be awarded until at least thirty days after the Board has declared competitive bidding to be impractical or inappropriate and (2) the Board’s approval resolution must (i) disclose the other proposers and the substance of their proposals, (ii) summarize the negotiation process including the opportunities, if any, available to proposers to present and modify their proposals, and (iii) set forth the criteria upon which the selection was made. The Board’s contract approval resolution may be adopted simultaneously with or subsequent to the Board’s declaration that competitive bidding is impractical or inappropriate, provided that, if the Board’s declaration and the Board’s approval

resolution are adopted simultaneously or within less than thirty days of each other, the subject General Contract may be executed by the Authority no less than thirty days after the adoption of the Board's declaration that competitive bidding is impractical or inappropriate.

- c. In addition to the information required under Article V.C., the public notice of an RFP must include a statement of the selection criteria. Such notice shall also be provided by mail or electronically to professional and other organizations, if any, that represent or regularly notify certified MWBEs or certified SDVOBs of the type of procurement opportunity that is the subject of the RFP notice.
 - d. The Authority may engage in a selection process involving multiple steps such as requests for interest, requests for qualifications, requests for technical proposals and requests for quotations. After the publication of the notice, any or all of the selection criteria specified in the advertisement may be changed, provided that, if the change is material, proposers and potential proposers who, prior to the deadline for the receipt of proposals, have expressed an interest in the RFP, shall be informed of the change and afforded the opportunity to modify their proposals.
 - e. After receipt of the proposals, an Authority may:
 - i) change the selection criteria provided that, if the change is material, all proposers that have not been eliminated from the competitive process prior to such change, are informed of the change and afforded the opportunity to modify their proposals;
 - ii) request that any of the proposers make a presentation. If it does so, it is not required to afford such opportunity to all proposers;
 - iii) negotiate with any of the proposers. If it does so, it is not required to negotiate with all proposers;
 - iv) reject any proposal at any time; and
 - v) reject all proposals, in which event the Authority may decide to take no further action, solicit new proposals or solicit bids.
- C. Under the MTA Small Business Mentoring Program (the "**SBMP**"), a non-federally funded Public Work Contract that is designated by the Authority as a small business mentoring program contract within the meaning of Section 1265-b(1)(e) of the Public Authorities Law, may be awarded in accordance with the provisions of Section 1265-b of the Public Authorities Law, notwithstanding any other provision of law or these General Contract Guidelines. A Public Work Contract that is partially or wholly federally funded, subject to United States Department of Transportation regulations and estimated to involve an expenditure of not more than \$5 million, may be awarded pursuant to the MTA Small Business Federal Program (the "**SBFP**") established under 49 CFR 26.39 in accordance with the competitive procedures established under the SBFP, notwithstanding any other provision of law or these General Contract Guidelines. Pursuant to the SBMP procedures, the Chairman or Authority President designates members of an SBMP steering committee, which includes diversity, engineering and procurement

personnel. Such SBMP steering committee is authorized to designate which eligible Public Work Contracts shall be SBMP or SBFP Public Work Contracts.

- D. A Purchase Contract or a Miscellaneous Procurement Contract, not estimated to involve the expenditure in excess of \$1.5 million, that is not federally funded, may be awarded pursuant to Section 1209.7(b) or Section 1265-a.2(b) of the Public Authorities Law without competitive sealed bidding or other formal competitive process, notwithstanding any other provision of law or these General Contract Guidelines where the Purchase Contract or Miscellaneous Procurement Contract involves goods or technology that are recycled or remanufactured.

Article IV - Qualified Products Lists

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

- A. An Authorized Officer determines as to a specific item that, for reasons of efficiency, economy, compatibility or maintenance reliability, there is a need for standardization.
- B. The QPL is reviewed no less than one time per year in order to evaluate whether to add or delete items or vendors to or from the QPL.
- C. A notice is published by the Authority no less than one time per year in a general circulation newspaper and in the NYSCR which:
 - 1. advertises the existence of the QPL;
 - 2. states that the QPL is available for public inspection; and
 - 3. specifies the name and address of the Authority’s office which may be contacted in regard to the procedure for the compilation of the QPL.
- D. A contract for an item on the QPL may be awarded:
 - 1. without competitive sealed bidding if only one source for the item is specified on the QPL;
 - 2. by competitive sealed bidding, but without advertising, provided the invitation to bid is sent to all vendors listed on the QPL for the particular item;
 - 3. by competitive sealed bidding after advertising the bid pursuant to Article V.A. of these General Contract Guidelines.
- E. Two or more Authorities may utilize the same QPL provided that such Authorities jointly comply with the provisions of this Article.

Article V – Notice and Advertising

Except as provided in Article V.C. and Article III.B.2., in those instances where advertising is required under these General Contract Guidelines:

- A. Regardless of the selection process used, for Purchase Contracts and Public Work Contracts in the actual or estimated amount in excess of \$1 million, an advertisement shall be published at least once in a newspaper of general circulation in the area served by the Authority and in the NYSCR. Such advertisement and notice in the NYSCR must be placed at least fifteen (15) business days prior to the planned date on which a bid/proposal is due; provided that, if the Purchase Contract or Public Work Contract is to be awarded without the solicitation of competitive sealed bids or RFP, the timing of the publication in the NYSCR shall be determined by an Authorized Officer.
- B. The advertisement and the notice in the NYSCR must contain, as applicable, a statement of: 1) the name of the contracting Authority; 2) the contract identification number; 3) a brief description of the goods, supplies, materials, or equipment sought, the location where work is to be performed or goods are to be delivered and the contract term; 4) the address where bids/proposals are to be submitted, if submitted via hard-copy; 5) the date when bids/proposals are due; 6) a description of any eligibility or qualification requirement or preference; 7) a statement as to whether the contract may be fulfilled by a subcontracting, joint venture (“JV”) or co-production arrangement; 8) any other information which the Authority deems useful to potential contractors; 9) the name, address and the telephone number of the person to be contacted for additional information; and 10) the time and place where bids received will be publicly opened and read. In addition, if a purchase contract is involved, the advertisement in the NYSCR shall also include a statement as to whether the goods, supplies, materials, or equipment sought had, in the immediately preceding three year period, been supplied by a foreign business enterprise as that term is defined in Article 4-C of the Economic Development Law. Where the work to be performed under a contract to be advertised is substantially the same as the work of a prior contract awarded in the last five years, the NYSCR advertisement must include the name(s) of the incumbent(s) for the prior contract pursuant to Section 142 of the Economic Development Law.
- C. Advertisement in a general circulation newspaper and in the NYSCR is not required if the Authority regularly purchases the particular supplies, material or equipment and bids are solicited from a list of potential suppliers for the item which has been established and maintained as set forth in Article VI hereof.
- D. In addition to the above advertisements, the Authority shall provide notice to professional and other organizations, if any, that regularly notify MWBES of the type of procurement opportunity that is the subject of the solicitation.

Article VI - Contractor Outreach

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

- A. Suppliers Lists for Purchase Contracts: the Authority shall compile a list of potential sources of supplies, materials, equipment, and other goods which it regularly purchases.

Such list must be compiled in accordance with the following procedures:

1. Advertisements must be periodically placed in one or more publications which are likely to be read by manufacturers, suppliers and others who deal in the item, including firms which may be MWBEs or SDVOBs, which set forth a general description of categories of items which are regularly procured by the Authority and invites firms to utilize the MTA Business Services Center Vendor Portal to be placed on the suppliers list for specific items or categories of items.
 2. A periodic effort:
 - i) must be undertaken to identify potential bidders for the item who are not on the list, including MWBEs and SDVOBs. Such effort shall include the use of the Authorities' websites, use of appropriate publications, including those, if any, that serve MWBEs and SDVOBs, other sources of information, and cooperation with federal, state and local agencies and other authorities. Where appropriate, a print or electronic letter shall be sent to a new potential supplier which invites it to request that it be added to the list and, if it does not wish to be added, requests that it indicate why; and
 - ii) where appropriate, must be undertaken to identify firms which have not responded to bids or expressed an interest in remaining on a list. An effort should be made to contact such firms to determine why they have not bid, whether they are interested in remaining on the list and, if not, why not. A firm may be deleted from the list where it requests deletion, or where the circumstances indicate that it is unlikely that the firm is interested in remaining on the list.
 3. The Authority will maintain lists of certified MWBEs and SDVOBs, including professional firms that have expressed an interest in doing business with the Authority and ensure that such lists are updated regularly. The Authority will also consult the lists of MWBEs maintained by the New York State Department of Economic Development and the lists of SDVOBs maintained by the OGS Division of Service-Disabled Veterans' Business Development ("**OGS DSDVBD**").
 4. An advertisement must be placed quarterly in the State Register and in the NYSCR.
 5. In the event it is not practicable to maintain a suppliers list for a specific item, such item shall be included in a broader category or other appropriate classification which reasonably includes the item, and a suppliers list shall be maintained with respect to the category or classification.
- B. Capital Program Purchase Contracts and Public Work Contracts: the Authority shall establish an Outreach program, to be developed by the Chief Development Officer or his designee, to identify and attract capable U.S. and international firms to compete for MTA contracts. In addition, the Authority shall place an advertisement in the NYSCR no less than four times per year which sets forth a general list of anticipated capital program Purchase Contracts and Public Work Contracts, and the address of the Authority's office which may be contacted in order to be afforded the opportunity to compete for such

contracts and for other Authority contracts. Advertisements will also be placed in publications that serve MWBEs.

Article VII – MWBE, SDVOB, and Disadvantaged Business Enterprise (“DBE”)

The potential exists for MWBE, SDVOB, and DBE involvement in General Contracts. The Authority shall use its best efforts to maximize the utilization, as applicable, of DBEs under the Authority’s federal program, and MWBEs and SDVOBs under the New York State programs set forth in Public Authorities Law §2879, Article 15-A and Article 17-B of the Executive Law and these General Contract Guidelines.

- A. The MTA Chief Diversity Officer is responsible for ensuring compliance with all applicable laws and regulations and for overseeing the programs established by the MTA to promote and assist: 1) the participation by MWBEs and SDVOBs in procurement opportunities and facilitation of the award of General Contracts to such enterprises; 2) the utilization of MWBEs and SDVOBs as subcontractors and suppliers to Authority prime contractors; and 3) the utilization of partnerships, JVs or other similar arrangements between MWBEs, SDVOBs and prime contractors. The Chief Diversity Officer reports directly to the Chairman in connection with the responsibilities set forth herein and will participate in the procurement process either directly or through his or her designees.

- B. A Purchase Contract or a Miscellaneous Procurement Contract, not estimated to involve the expenditure in excess of \$1.5 million, that is not federally funded, may be awarded pursuant to Section 1209.7(b) or Section 1265-a.2(b) of the Public Authorities Law without competitive sealed bidding or other formal competitive process, notwithstanding any other provision of law or these General Contract Guidelines where the proposed award is to a SBC, MWBE or SDVOB. The MTA and its agencies will administer set-aside procurements pursuant to the laws, rules and procedures that govern small purchase contracting.

The Authority CPO or his/her designee shall determine which Purchase Contracts or Miscellaneous Procurement Contracts are appropriate for these procurements. The CPO may make a determination that any such Purchase Contract or Miscellaneous Procurement Contract may only be awarded to an MWBE, or only to an SDVOB, or only to an MWBE or an SDVOB. The basis for such a determination must be to promote participation of MWBEs and SDVOBs in Authority contracts, as mandated by Articles 15-A and 17-B of the Executive Law, respectively, and to assist the Authorities in achieving their MWBE and SDVOB goals.

Notice of such procurements shall be placed on the Authority website inviting responsive bids/proposals from qualified SBCs, MWBEs and/or SDVOBs. Awards pursuant to this process shall be made to the bidder/proposer determined to have submitted the bid/proposal that is most advantageous to the Authority after considering price and any other relevant factors. The CPO may reject all offers and withdraw the designation of a contract as one to be awarded pursuant to this process if the CPO determines that an award will result in the payment of an unreasonable price or otherwise not be advantageous to the Authority.

SDVOB set aside contracts made pursuant to Article 17-B of Executive Law require notice in the NYSCR.

- C. For contracts awarded pursuant to these General Contract Guidelines, other than those whose award process is described in Article VII.B., the Authority shall establish appropriate goals for participation by MWBEs and SDVOBs and for the utilization by prime contractors of MWBEs and SDVOBs as subcontractors and suppliers. Statewide MWBE numerical participation target goals will be established by the Authority based on the findings of the most recent New York State Disparity Study.

- D. The Authority will conduct non-federally funded procurements in a manner that enables the Authority to achieve the maximum feasible portion of the goals set pursuant to Article VII.C., including by taking the following actions:
 - 1. establishing measures and procedures to ensure that MWBEs and SDVOBs are given the opportunity for maximum feasible participation in the performance of Authority contracts and to assist in the identification of those contracts that are best suited for MWBE and SDVOB participation so as to facilitate the Authority's achievement of the maximum feasible portion of the MWBE and SDVOB goals;
 - 2. designating the New York State Division of Minority and Women-owned Business Development ("**DMWBD**") to certify and decertify MWBEs, and OGS DSDVBD to certify and decertify SDVOBs, for purposes of these General Contract Guidelines;
 - 3. setting forth in each contract solicitation the expected degree of MWBE and SDVOB participation based on potential subcontracting opportunities and the availability of MWBEs and SDVOBs to respond competitively to those opportunities;
 - 4. providing to prospective contractors in writing, or by identifying a link to a website containing a current list of MWBEs and SDVOBs;
 - 5. with regard to JVs, allowing a bidder/proposer to count toward meeting its MWBE and SDVOB participation goals, the MWBE or SDVOB portion of the JV;
 - 6. waiving a contractor's obligation relating to MWBE or SDVOB participation after a showing of good faith efforts to comply with the participation goal; and
 - 7. verifying that MWBEs and SDVOBs listed in a successful bid/proposal are actually participating to the extent listed in the project for which the bid/proposal was submitted.

- E. The Authority will also consider, where practicable:
 - 1. the severability of construction projects and other bundled contracts;
 - 2. with respect to MWBEs, the implementation of a program that will enable the Authority to evaluate each contract to determine the appropriateness of the goal pursuant to the most recent New York State Disparity Study; and

3. compliance with the requirements of any federal law or regulations concerning opportunities for any DBEs, MWBEs and SDVOBs that effectuates the purposes of this Article VII.
- F. The Chief Diversity Officer or his/her designee is responsible for ensuring compliance with all applicable laws and regulations with regard to the utilization of DBEs on federally funded General Contracts.

Article VIII - Change Orders

- A. A change order to a General Contract which (a) exceeds \$1 million, (b) increases the total contract price by more than ten percent of the original value, or (c) increases the contract duration by more than ten percent of the original contract duration, may be entered into by an Authorized Officer, upon the approval of the Board pursuant to a resolution adopted in accordance with Article IX hereof. The submission to the Board shall include an explanation of the need for the change order. In order to avoid splitting change orders to below \$1 million for the purpose of avoiding the Board approval requirements of this Article VIII.A., the CPO of the relevant Authority must approve multiple change orders to the same contract and for the same scope of work, if all such change orders for any rolling 12-month period would equal to or be more than \$1 million.

For example only, if change order #1 is issued in March Year 1 for \$600,000, change order #2 is issued in June Year 1 for \$300,000 and change order #3 is issued in January Year 2 for \$200,000 (all for the same scope of work), then the CPO would be required to approve change order #3 because the total amount would be \$1.1 million for the rolling 12-month period from March Year 1 to March Year 2, and further the CPO would need to approve any other change order issued during any rolling 12-month period which would bring that 12-month period total to be equal to or greater than \$1 million.

- B. All other change orders shall be approved by an Authorized Officer; provided that a change order over \$250,000 must be approved by the Authority President, CPO, or the Authority President's designee. This provision applies to all contracts subject to these General Contract Guidelines.
- C. Notwithstanding the foregoing, an Authorized Officer may enter into a change order without Board approval in any of the following situations as determined by an Authorized Officer:
1. The existence of an emergency, other critical need or unforeseen circumstance;
 2. There is a risk of a substantial increase in cost or delay if prompt action is not taken; or
 3. The change order does not change the total contract price to exceed the contract budgeted cost, including contingency.
- D. Change orders, except for change orders to Small Business Mentor Program Contracts, that do not require Board approval pursuant to Paragraph C above, but that (a) increases the total contract price by more than ten percent of the original value, or (b) increases the contract duration by more than ten percent of the original contract duration, shall require prior written notice to the Chairman of the Finance Committee.

- E. The Chairman shall establish policies with respect to the delegation of responsibilities set forth in this Article.

Article IX - Form of Board Resolution

- A. Except as otherwise required in Article III, the procedure for the adoption by the Board and the format of a resolution pursuant to these General Contract Guidelines shall be determined by the Chairman and may be in the form of a staff summary or a formal resolution. Provided, however, that any Board resolution or staff summary sought pursuant to these General Contract Guidelines shall 1) identify the contractor by name; 2) briefly describe the substance of the General Contract; 3) specify all the information required under the applicable provisions of these General Contract Guidelines; and 4) specify the estimated or actual cost to the Authority or that the estimated or actual cost shall be within the budget approved by the Board for that purpose.
- B. To the extent practicable, the recommendation of award and the associated resolution or staff summary shall first be submitted to the standing committee of the Board responsible for the Authority.
- C. The Chairman may modify the procedures in this Article for all Authorities.

Article X - Responsibilities of General Contractors

In each General Contract, a general contractor shall have the following responsibilities:

- A. To perform the contract in accordance with its terms and to remain a responsible contractor;
- B. To provide the public work, goods, supplies, materials, or equipment required under the contract competently, efficiently, in a timely manner, at a fair and reasonable cost and in a manner which is satisfactory to the Authority; and
- C. To cooperate with Authority personnel who are directing, supervising or monitoring the performance of the general contractor or who are assisting in their performance.

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

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

Article XII - Miscellaneous

- A. Except to the extent prohibited by law, the Chairman or Chief Executive Officer, or his/her designee, with prior notice to the Chairman of the Finance Committee, may waive the provisions of these General Contract Guidelines in the event of an emergency involving the health or safety of the public. If a contract is federally assisted, prior to issuing a

waiver, consideration should be given to the steps which may be taken to assure that federal assistance is not jeopardized.

- B. No Board Committee action or Authority policy, other than one approved by the Chairman, shall be inconsistent with these General Contract Guidelines.
- C. An Authority may not divide or split any contract or series of contracts for the purpose of avoiding the requirements of these General Contract Guidelines provided that with regard to SBMP and SBFP contracts awarded under Article III.C. and discretionary contracts awarded under Article VII.B., an Authority may divide requirements for the purpose of unbundling contracts to create SBMP, SBFP or discretionary contracting opportunities.
- D. If prior to the commencement of an Authority fiscal year, an Authorized Officer reasonably anticipates that, during the next fiscal year, the Authority will expend, in the aggregate, in excess of \$1 million for a series of Purchase Contracts for the same or substantially similar good or for a series of Public Work Contracts for same or substantially the same type of public work: 1) such requirement shall be met pursuant to a requirements contract awarded pursuant to the applicable provisions of these General Contract Guidelines; 2) each such Purchase Contract shall be awarded pursuant to the provisions of Article II.C., Article III, Article IV, Article VI, or Article VII.B. of these General Contract Guidelines or 3) each such contract shall be awarded pursuant to the provisions of Article II.C., Article III, or Article VII.B. or a procedure determined by an Authorized Officer to be comparable to Article IV or Article VI.
- E. Nothing in these General Contract Guidelines shall preclude the Authority from accepting bids/proposals utilizing an electronic bidding system that may inform bidders whether their bid is the current low bid, and allow bidders to submit new bids before the date and time assigned for the opening of bids. Such procedure shall not constitute disclosure in violation of Section 2878 of the Public Authorities Law.
- F. A General Contract awarded by an Authority pursuant to these General Contract Guidelines may provide that the General Contract includes the requirements of one or more other Authorities.
- G. Each Authority shall maintain records, for each fiscal year, of all Purchase Contracts in an actual or estimated amount of \$15,000 or more entered into by the Authority at the request of such Division/Department, and such reports shall be prepared pursuant to the specifications located in Article IX.B. and Article IX.C. of the Services Contract Guidelines.
- H. The Authority shall prepare a publicly available report no less frequently than annually, summarizing procurement activity by the Authority for the period of the report in accordance with the reporting requirements of Section 2879(6) of the Public Authorities Law.
- I. These General Contract Guidelines are intended for the guidance of officers and employees of the Authority only. Nothing contained herein is intended or shall be

construed to confer upon any person, firm or corporation any right, remedy, claim or benefit under, or by reason of, any requirement or provision hereof.

- J. To make MTA work more appealing to contractors and thereby increase competition and reduce the costs that the MTA typically pays for its Capital Program projects, the following Cost Containment Initiatives shall be implemented on all Capital Program projects unless the Chief Development Officer grants a waiver based upon a determination that such Cost Containment Initiative is impractical for a specific project:
1. Neutral Dispute Resolution: Disputes shall be resolved by a neutral arbitrator or panel of arbitrators or in a court of competent jurisdiction.
 2. Project CEOs: The Chief Development Officer or his designee shall appoint a Project CEO (“PCEO”) for each project who shall be empowered to make project decisions and shall be accountable for the project’s budget and schedule. PCEO decisions affecting scope, budget and schedule can only be overruled or amended by the MTA Chief Development Officer.
 3. In developing the Request for Proposal or Bid documents for a project, and as part of any negotiation and contractor selection process, the PCEO shall develop a strategy designed to optimize the cost and schedule for the project. Such strategy shall be approved by the Chief Development Officer or his designee and shall establish the following:
 - a. Where practicable, a contracting approach that considers factors other than just price in selecting a contractor (e.g., competitive RFP or A+B bidding), even where design-build contracting is not required. Excluded from this requirement are contracts awarded under the Small Business Mentoring Program and the Small Business Federal Program for which a traditional low bid contracting approach is permissible.
 - b. Optimal turnaround times for submittals and similar documentation, which times shall be incorporated into the contract(s).
 - c. A strategy to allocate risk to the party in the best position to manage such risk. Factors to be considered in this category include but are not limited to: (i) the availability of MTA provided outages, flaggers and other services; (ii) delays by third parties such as Amtrak, utility companies, and government agencies; and (iii) existing conditions, including both structural conditions and interferences and the existence of hazardous materials. The PCEO, in consultation with the Leaders of the MTA C&D Delivery and Contracts groups and the applicable operating agencies, shall establish for each project the optimal method for incorporation of such risk allocation into the contract(s) (e.g. guaranteed number of outages subject to a contractual percentage of cancellations, allowances, etc.).
 - d. Favorable payment terms, to be established in consultation with the MTA Chief Financial Officer. Unless otherwise indicated, payment terms shall be 15 days.
 - e. Guidelines that promote the use of off-the-shelf products and components and eliminate customization to the extent practicable.
 4. Reduced Bonding Requirements: Unless otherwise prohibited by law or by MTA funding partners for specific projects (e.g., the Federal Transit Administration), the Request for Proposal or Bid documents for a project shall provide that Payment and

Performance bonds on contracts more than \$250 Million may be reduced from 100% of the contract amount provided that the Contracting entity is able to provide adequate alternative security and/or guarantees. The appropriateness of such alternative security and/or guarantees shall be approved by the MTA Chief Development Officer and/or the MTA Chief Financial Officer or his/her designees.

- K. Nothing in these General Contract Guidelines shall preclude the Authority from offering stipends to proposers on Design-Build contracts as part of an RFP process. The request for Board approval to use the RFP process for a specific Design-Build contract may include a request for approval of the use of stipends in connection with such RFP.
- L. Nothing contained in these General Contract Guidelines shall be deemed to alter, affect the validity of, modify the terms of or impair any contract or agreement made or entered into in violation of, or without compliance with, the provisions of these General Contract Guidelines.
- M. Where applicable federal, state or local laws, ordinances, codes, rules or regulations contain requirements which are in conflict with or which impose greater obligations upon the Authority than these General Contract Guidelines, then such requirements shall take precedence over those contained herein.
- N. For those General Contracts for which the Office of the State Comptroller (“OSC”) has requested review and approval pursuant to Public Authorities Law §2879-a, if the Authority has not received OSC approval or disapproval within thirty days of submission to the OSC, the Authority may enter into such General Contract without further waiting for such review and approval.



ALL AGENCY SERVICE CONTRACT PROCUREMENT GUIDELINES

Adopted by the Board on May 20~~8~~, 202~~6~~5

These guidelines (the “**Service Contract Guidelines**”) apply to the Metropolitan Transportation Authority (“**MTA**”), the New York City Transit Authority (“**NYCT**”), the Long Island Rail Road Company (“**LIRR**”), The Metro-North Commuter Railroad Company (“**MNR**”), the Staten Island Rapid Transit Operating Authority (“**SIRTOA**”), the Manhattan and Bronx Surface Transit Operating Authority (“**MaBSTOA**”), MTA Construction and Development (“**MTAC&D**”), MTA Bus Company (“**MTA Bus**”), First Mutual Transportation Assurance Co. (“**FMTAC**”), Grand Central Madison Concourse Operating Company (“**GCMC**”), and the Triborough Bridge and Tunnel Authority (“**Bridges and Tunnels**”) insofar as they are consistent with the provisions of law applicable to Bridges and Tunnels (each of the MTA, NYCT, LIRR, MNR, SIRTOA, MaBSTOA, MTAC&D, MTA Bus, FMTAC, GCMC, and Bridges and Tunnels is referred to jointly and severally as the “**Authority**”).

Article I - Applicability of Service Contract Guidelines

It is the policy of the Authority to contract for services that because of factors such as timing, costs, qualifications, availability of Authority staff, or the nature of the services to be rendered, it is more beneficial for such services to be contracted for than performed by employees of the Authority. Contractors shall be selected on a competitive basis, except when competition is not required pursuant to applicable law, is not required pursuant to these Service Contract Guidelines or is waived as impractical or inappropriate due to an emergency, critical need or as a consequence of unforeseen circumstances.

These **Service Contract Guidelines** apply to personal service contracts (“**Personal Service Contracts**”) and miscellaneous service contracts (“**Miscellaneous Service Contracts**”), and collectively with Personal Service Contracts, “**Service Contracts**”).

- A. Personal Services Contracts involve contracts for the provision of personal services (“**Personal Services**”), which generally involve retaining a consultant who specializes in one of the following:
- (1) Accounting and auditing
 - (2) Advertising
 - (3) Analysis
 - (4) Appraisal
 - (5) Architecture and design
 - (6) Bonds and financial management
 - (7) Commissioning of original art
 - (8) Dispute resolution
 - (9) Engineering
 - (10) Finances
 - (11) Human resources
 - (12) Information technology (but not software licenses or software maintenance)
 - (13) Investments
 - (14) Labor relations
 - (15) Legal
 - (16) Legislation

- (17) Management
- (18) Marketing
- (19) Office services requiring specialized skills
- (20) Other consulting, professional or technical services
- (21) Planning
- (22) Printing where editorial services predominate
- (23) Public affairs and corporate relations
- (24) Real estate
- (25) Records management, including electronic data storage, retrieval and discovery
- (26) Research
- (27) Risk management and related services
- (28) Security, including cybersecurity
- (29) Statistics
- (20) Surveying
- (31) Training

B. A Miscellaneous Service Contract is any contract for services which is not:

- (1) a Personal Service Contract; or
- (2) a General Contract (capitalized terms not defined in these Service Contract Guidelines shall have the meaning ascribed thereto in the All Agency General Contract Procurement Guidelines (the “**General Contract Guidelines**” and collectively with these Service Contract Guidelines, the “**Guidelines**”).

Examples of miscellaneous services (“**Miscellaneous Services**”) include, but are not limited to, human services (such as homeless services), guard service, custodial service and maintenance work performed by laborers, workers or mechanics that does not result in a substantial improvement to a building or other fixed asset.

C. In the event a proposed contract contains elements of more than one type of contract under these Service Contract Guidelines or the General Contract Guidelines, the elements which predominate shall determine the type of contract for purposes of the Guidelines.

Article II - Delegation of Authority

The Chairman, the Managing Director, the President, or chief procurement officer (“**CPO**”) of the relevant Authority thereof, and any further delegations that the Chairman or relevant Authority President may make for those specifically delegated purposes only (each defined for purposes of these Service Contract Guidelines as an “**Authorized Officer**”) are hereby empowered with respect to Service Contracts to be entered into by the relevant Authority acting on its own behalf or as agent for the MTA, as follows:

- A. to implement these Service Contract Guidelines:
- B. to establish procedures for the award of Service Contracts estimated to involve the expenditure of \$1.0 million or less and including contracts for a small business concern (“**SBC**”), a certified minority or women-owned business enterprise (“**MWBE**”) or a certified service disabled veteran owned business (“**SDVOB**”) involving an expenditure of \$1.5 million or less, which procedures shall be competitive to the extent deemed practicable by the Authorized Officer;

- C. to establish procedures for the award of Service Contracts regardless of the estimated expenditure, which procedures shall provide for Board approval of the award if the Services Contract provides for the estimated expenditure in excess of \$1 million if not awarded pursuant to competitive sealed bidding. A majority of the members of the Board in attendance at a meeting at which a quorum is present shall be required to approve the resolution authorizing such award;
- D. to do the following for the award of Service Contracts estimated to involve the expenditure in excess of \$1 million:
 - (1) to determine the criteria for the evaluation of bids/proposals;
 - (2) to determine whether a Services Contract required to be advertised in the New York State Contract Reporter (“NYSCR”) is exempt from such requirement due to the need to award such contract on an emergency or other critical basis;
 - (3) to advertise for, solicit and open bids/proposals;
 - (4) to record the name of each bidder/proposer and the amounts of the bid/proposal;
 - (5) to determine the lowest responsive and responsible bidder, including, in the event two or more responsible bidders submit identical bids which are the lowest bids, to award the Service Contract to any of such bidders or obtain new bids from such bidders;
 - (6) to reject all bids/proposers when it is determined to be in the public interest to do so; and
 - (7) to award the Service Contract; and
- E. to determine whether a bidder/proposer is responsible pursuant to the All-Agency Responsibility Guidelines.

Article III - Selection of Personal and Miscellaneous Service Contractors

A. Requirements for Selection of Personal Service Contractors by RFP

The following are the requirements to be followed for selection of contractors for Personal Services, except for:

- (1) Service Contracts for architectural, engineering, and survey services, which are subject to Article III.B.;
- (2) Service Contracts in the amount of \$1 million or less, which may be entered into pursuant to the provisions of Article II.B. (or pursuant to procedures established by an Authorized Officer which shall be competitive to the extent deemed practicable by the Authorized Officer); and
- (3) Service Contracts for which a competitive selection process is inappropriate pursuant to the provisions of Article III.C.

(a) The Division/Department of the Authority requiring the services shall prepare a written statement containing a description of the services, the reasons why they are required, and the required or estimated schedule or duration of the services.

(b) A request for proposals (“RFP”) to perform the required services shall be sent by mail or electronically to three or more firms to invite competition, including any certified disadvantaged business enterprise (“DBE”), MWBE or SDVOB selected to receive the RFP pursuant to applicable Authority or New York State DBE, MWBE or SDVOB programs, unless there are only two qualified firms or unless competition is waived as hereinafter provided. The RFP or notice thereof shall also be provided by mail or electronically to professional and other organizations, if any, that represent or regularly notify MWBEs and SDVOBs of the type of procurement opportunity that is the subject of the RFP notice.

(c) The RFP shall describe the services to be performed, any completion dates or time requirements, DBE/WBE/MBE/SDVOB requirements, if applicable, and the criteria to be utilized by the Authority in evaluating proposals and shall contain a requirement for technical and cost proposals and the date, time and place when proposals must be received.

(d) The Authority may select one or more proposers with which to negotiate after evaluation of the proposals received. The award shall be made to the proposer or proposers whose proposals will be the most advantageous to the Authority after considering price, qualifications and other relevant factors identified as evaluation criteria in the RFP.

B. Architectural, Engineering and Survey Services

- (1) In the procurement of architectural, engineering and surveying services, the Authority shall determine whether to comply with the RFP procedures set forth in Article III.A. or the “Brooks” method set forth in this Article III.B., provided that, if federal funds will be utilized for such contract, the decision shall take into account applicable federal requirements.
- (2) The Authority shall encourage architectural, engineering and surveying firms to submit an annual statement of qualifications and performance data. For each proposed project identified in accordance with Article III.A(1), the Authority shall evaluate current statements of qualifications and performance data on file with the Authority. If desired and to the extent appropriate if federal assistance is involved, the Authority may conduct discussions with professional firms regarding anticipated design concepts and proposed methods of approach to the proposed project.
- (3) The Authority shall then evaluate whether a modification to the RFP documents is appropriate, and shall then solicit the RFP in compliance with the provisions of subparagraphs (b) and (c) of Article III.A(3).

- (4) Based upon the criteria established by the Authority, the Authority shall select no less than three professional firms deemed to be the most highly qualified to provide the services required from the proposals submitted, in order of preference.
 - (5) The Authority shall negotiate a contract with the best qualified professional firm for architectural, engineering or surveying services at compensation which the Authority determines in writing to be fair and reasonable. In making this decision, the Authority shall take into account the estimated value of the services to be rendered, the scope, complexity, and professional nature thereof. Should the Authority be unable to negotiate a satisfactory contract with the professional firm considered to be the most qualified, at a fee it determines to be fair and reasonable, negotiations with that professional firm shall be formally terminated. The Authority shall then undertake negotiations with the second most qualified professional firm. Failing to come to accord with the second most qualified professional firm, the Authority shall formally terminate negotiations. The Authority shall then undertake negotiations with the third most qualified professional firm. Should the Authority be unable to negotiate a satisfactory contract with any of the three selected professional firms it shall select additional professional firms, in order of their qualifications and it shall continue negotiations in accordance with this subparagraph until an agreement is reached.
 - (6) The provisions of this Article III.B. must apply to engineering, architectural, or surveying services contracts in excess of \$1 million. Contracts for engineering, architectural or surveying services involving lesser amounts may be entered into pursuant to the provisions of Article III.B. or pursuant to procedures established by an Authorized Officer which shall be competitive to the extent deemed practicable by the Authorized Officer, provided that a qualification based selection procedure is used when required by federal guidance.
- C. It is hereby determined that a competitive selection process is inappropriate and that a competitive process shall not be required in the following instances:
- (1) Single Source. The service to be procured is available only from a single responsible source.
 - (2) No Bids or One Responsive Bid. Competitive bids are solicited and
 - (a) no responsive bid is received; or
 - (b) only a single responsive bid is received, and the Authorized Officer rejects the bid.
 - (3) Emergency, Critical Need or Unforeseen Circumstances. The existence of an emergency involving danger to life, safety or property, or a critical need or unforeseen circumstance which requires immediate action and cannot await competitive bidding; or when the contract is essential to the efficient operation of or the adequate provision of service and, as a consequence of an unforeseen circumstance, such purchase cannot await competitive bidding. Competitive

bidding is hereby declared to be impractical and inappropriate in any of the foregoing situations where an Authorized Officer must take appropriate action and cannot await action by the Board; provided, however, that notice of such action shall be given to the Board in a timely manner, together with a statement of the reasons for such action and a request for ratification by the Board.

- (4) Legal Services. When the services are legal services.
- (5) Unique Source. When the provider of the services has unique or otherwise outstanding qualifications.

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

Article IV – Notice and Advertising

In those instances where notice in the NYSCR is required under these Service Contract Guidelines:

- A. Regardless of the selection process used, notice of a Service Contract in the actual or estimated amount in excess of \$1 million shall be published at least one time in the NYSCR, except as provided in Article IV.C. Such advertising must be placed at least fifteen (15) business days prior to the planned date on which a bid/proposal is due, provided that if the Services Contract is to be awarded without bids/proposals and advertising is required, the timing of the publication shall be determined by an Authorized Officer.
- B. The notice must contain, as applicable, a statement of: (1) the name of the contracting Authority; (2) the contract identification number; (3) a brief description of the services sought, the location where services are to be provided and the contract term; (4) the address where bids/proposals are to be submitted, if submitted via hard-copy; (5) the date when bids/proposals are due; (6) a description of any eligibility or qualification requirement or preference; (7) a statement as to whether the contract may be fulfilled by a subcontracting, joint venture (“JV”) or co-production arrangement; (8) any other information which the Authority deems useful to potential bidder/proposer; (9) the name, address and the telephone number of the person to be contacted for additional information; and (10) a statement as to whether the services sought had, in the immediately preceding three year period, been supplied by a foreign business enterprise as that term is defined in Article 4-C of the Economic Development Law. Where the work to be performed under a contract to be advertised is substantially the same as the work of a prior contract awarded in the last five years, the NYSCR advertisement must include the name(s) of the incumbent(s) for the prior contract pursuant to Section 142 of the Economic Development Law.

- C. Notice in the NYSCR is not required under the following circumstances:
- (1) In the event of an emergency or critical need for the services as determined by an Authorized Officer;
 - (2) The contract is re-solicited for substantially the same services within forty-five business days after the date bids/proposals were originally due;
 - (3) The contract is awarded to a not-for-profit provider of human services;
 - (4) The contract is awarded pursuant to the provisions of Article III.C(1) or (2) or Article V.B. of these Service Contract Guidelines.
- D. In addition to the above NYSCR notice, the Authority shall provide notice to professional and other organizations, if any, that regularly notify MWBEs of the type of procurement opportunity that is the subject of the solicitation.

Article V – MWBEs, SDVOBs, and DBEs

The potential exists for MWBE, SDVOB, and DBE involvement in Service Contracts. The Authority shall use its best efforts to maximize the utilization, as applicable, of DBEs under the Authority's federal program, and MWBEs and SDVOBs under the New York State program set forth in Public Authorities Law §2879, Article 15-A and Article 17-B of the Executive Law and these Service Contract Guidelines.

- A. The MTA's Chief Diversity Officer is responsible for ensuring compliance with all applicable laws and regulations and for overseeing the programs established by the MTA to promote and assist: (1) the participation by MWBEs and SDVOBs in procurement opportunities and facilitation of the award of Service Contracts to such enterprises; (2) the utilization of MWBEs and SDVOBs as subcontractors to Authority prime contractors; and (3) the utilization of partnerships, JVs or other similar arrangements between MWBEs, SDVOBs and prime contractors. The Chief Diversity Officer reports directly to the Chairman in connection with the responsibilities set forth herein, and will participate in the procurement process either directly or through his or her designees.
- B. A Service Contract, not estimated to involve the expenditure in excess of \$1.5 million, that is not federally funded, may be awarded pursuant to Section 1209.7(b) or Section 1265-a.2(b) of the Public Authorities Law without competitive sealed bidding or other formal competitive process, notwithstanding any other provision of law or these Guidelines, where the proposed award is to a SBC, MWBE or SDVOB. The MTA and its agencies will administer set-aside procurements pursuant to the laws, rules and procedures that govern small purchase contracting.

The Authority CPO or his/her designee shall determine which Service Contracts are appropriate for these procurements. The CPO may make a determination that any such Service Contract may only be awarded to an MWBE, or only to an SDVOB, or only to an MWBE or an SDVOB. The basis for such a determination must be to promote participation of MWBEs and SDVOBs in Authority contracts, as mandated by Article 15-A and Article 17-B of the Executive Law, respectively, and to assist the Authorities in achieving their MWBE and SDVOB goals.

Notice of such procurements shall be placed on the Authority website inviting responsive bids/proposals from qualified SBCs, MWBEs and/or SDVOBs. Awards pursuant to this

process shall be made to the bidder/proposer determined to have submitted the bid/proposal that is most advantageous to the Authority after considering price and any other relevant factors. The CPO may reject all offers and withdraw the designation of a contract as one to be awarded pursuant to this process if the CPO determines that an award will result in the payment of an unreasonable price or otherwise not be advantageous to the Authority.

SDVOB set aside contracts made pursuant to Article 17-B of Executive Law require notice in the NYSCR.

- C. For contracts awarded pursuant to these Service Contract Guidelines, other than those whose award process is described in Article V.B., the Authority shall establish appropriate goals for participation by MWBEs and SDVOBs and for the utilization by prime contractors of MWBEs as subcontractors and suppliers. Statewide MWBE numerical participation target goals will be established by the Authority based on the findings of the most recent New York State Disparity Study.
- D. The Authority will conduct non-federally funded procurements in a manner that enables the Authority to achieve the maximum feasible portion of the goals set pursuant to Article V.C., including by taking the following actions:
 - (1) establishing measures and procedures to ensure that MWBEs and SDVOBs are given the opportunity for maximum feasible participation in the performance of Authority contracts and to assist in the identification of those contracts that are best suited for MWBE and SDVOB participation so as to facilitate the Authority's achievement of the maximum feasible portion of the MWBE and SDVOB goals;
 - (2) designating the New York State Division of Minority and Women-owned Business Development ("**DMWBD**") to certify and decertify MWBEs, and the Office of General Services ("**OGS**") Division of Service-Disabled Veterans' Business Development to certify and decertify SDVOBs, for purposes of these Service Contract Guidelines;
 - (3) setting forth in each contract solicitation the expected degree of MWBE and SDVOB participation based on potential subcontracting opportunities and the availability of MWBEs and SDVOBs to respond competitively to those opportunities;
 - (4) providing to prospective contractors in writing or by identifying a link to a website containing a current list of MWBEs and SDVOBs;
 - (5) with regard to JVs, allowing a bidder/proposer to count toward meeting its MWBE and SDVOB participation goal, the MWBE or SDVOB portion of the JV;
 - (6) waiving a contractor's obligation relating to MWBE or SDVOB participation after a showing of good faith efforts to comply with the participation goal; and
 - (7) verifying that MWBEs and SDVOBs listed in a successful bid/proposal are actually

participating to the extent listed in the project for which the bid/proposal was submitted.

- E. The Authority will also consider, where practicable:
- (1) the severability of service requirements and other bundled service contracts;
 - (2) with respect to MWBEs, the implementation of a program that will enable the Authority to evaluate each contract to determine the appropriateness of the goal pursuant to the most recent New York State Disparity Study; and
 - (3) compliance with the requirements of any federal law or regulations concerning opportunities for any DBEs, MWBEs and SDVOBs that effectuates the purposes of this Article V.
- F. The Chief Diversity Officer or his/her designee is responsible for ensuring compliance with all applicable laws and regulations with regard to the utilization of DBEs on federally funded Service Contracts.

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

- A. The following types of provisions shall be contained in all Personal Services Contracts, to the extent applicable due to the specifications of such Personal Service Contract:
- (1) Description of services
 - (2) Compensation
 - (3) Time for performance or date of completion
 - (4) Liability of contractor or consultant; indemnification of Authority
 - (5) Reports of contractor or consultant
 - (6) Ownership of plans, drawings or other deliverables
 - (7) Assignments; subcontracts
 - (8) Maintenance of records, accounts
 - (9) Right of Authority to inspect and/or audit books and records
 - (10) Insurance requirements
 - (11) Termination
 - (12) Monitoring of the performance of services
 - (13) Use of Authority supplies, facilities or property
 - (14) Use of Authority personnel
 - (15) All provisions required to be included in Authority contracts by federal, state or local laws, ordinances, codes, rules or regulations
 - (16) Such modifications and additions as are appropriate in light of the specific circumstances presented
- B. To the extent practicable, a verbal authorization to commence work and a letter of intent/notice to proceed shall be required, which at a minimum shall:
- (1) Describe the services to be performed;
 - (2) Specify the amount of compensation to be paid pursuant to the verbal authorization and letter of intent/notice to proceed or the rates or fees which will

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

For the avoidance of doubt, such letter of intent/notice to proceed shall NOT constitute the final Service Contract.

- C. Miscellaneous Service Contracts shall contain those provisions of Article VI.A. and other standard forms of contract deemed appropriate by an Authorized Officer.

Article VII - Responsibilities of Services Contractors

In each Service Contract, a service contractor shall have the following responsibilities:

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

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

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

Article IX - Reporting of Service Contracts

- A. Each Authority shall maintain records, for each fiscal year, of the following contracts entered into by the Authority at the request of such Division/Department: (1) Personal Service Contracts in the actual or estimated amount of \$15,000 or more; and (2) Miscellaneous Service Contracts in the actual or estimated amount of \$15,000 or more.
- B. The Authorized Officer shall designate a Division or Department which shall be responsible for preparing a report at the end of each fiscal year with respect to the foregoing contracts. With respect to each such contract, the report shall contain the following information:
 - (1) Name of contractor;
 - (2) Short description of the services involved;
 - (3) Amounts paid pursuant to the contract as of the end of such fiscal year;

- (4) The selection process used;
- (5) Status of the contract;
- (6) If it was exempt from advertising in the NYSCR pursuant to Article IV.C. of these Service Contract Guidelines, state that and include a basis for such exemption;
- (7) Whether the contract was entered into with a New York State business enterprise or a foreign business enterprise, as those terms are defined in Public Authorities Law §2879;
- (8) Whether the contract was entered into with an MWBE or SDVOB; and
- (9) Referrals to and penalties imposed by the Director of DMWBD pursuant to Executive Law §316.

C. Each Authority shall submit a copy of such report to the Board of the Authority upon its completion.

Article X – Board Approval

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

- A. Personal Service Contracts: all Personal Service Contracts entered into by an Authority in the actual or estimated amount in excess of \$1 million, except if awarded to the lowest responsible bidder pursuant to competitive sealed bids; and
- B. Miscellaneous Service Contracts: all Miscellaneous Service Contracts entered into by an Authority in the actual or estimated amount in excess of \$1 million, unless awarded pursuant to competitive sealed bids.

Article XI - Change Orders

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

- A. The Service Contract did not initially equal or exceed the applicable monetary threshold for Board approval set forth in Article XI or Article II of these Service Contract Guidelines and the applicable threshold is equaled or exceeded as a result of the change order or amendment. This provision applies to all Service Contracts subject to these Service Contract Guidelines.
- B. The Service Contract was approved by the Board and the change order or amendment, including any change orders or amendments since Board approval was last obtained, results in a substantial change in the contract as determined by an Authorized Officer. Notwithstanding the foregoing, Board approval of change orders shall only be required if the change order is over \$1 million. In order to avoid splitting change orders or amendments to below \$1 million for the purpose of avoiding the Board approval requirements of this Article XI.B., the CPO of the relevant Authority must approve multiple change orders or amendments to the same contract and for the same scope of work, if all such change orders or amendments for any rolling 12-month period would equal to or be

more than \$1 million.

For example only, if change order #1 is issued in March Year 1 for \$600,000, change order #2 is issued in June Year 1 for \$300,000 and change order #3 is issued in January Year 2 for \$200,000 (all for the same scope of work), then the CPO would be required to approve change order #3 because the total amount would be \$1.1 million for the rolling 12-month period from March Year 1 to March Year 2, and further the CPO would need to approve any other change order issued during any rolling 12-month period which would bring that 12-month period total to be equal to or greater than \$1 million.

- C. Notwithstanding the foregoing, an Authorized Officer may enter into a change order or amendment without Board approval in any of the following situations as determined by an Authorized Officer,
 - (1) The existence of an emergency, other critical need or unforeseen circumstance;
 - (2) The risk of a substantial increase in cost or delay if prompt action is not taken; or
 - (3) The change order does not change the total contract price to exceed the contract budgeted cost, including contingency.
- D. The Chairman shall establish policies with respect to the delegation of responsibilities set forth in this Article.

Article XII – Miscellaneous

- A. Any provision of these Service Contract Guidelines may be waived by the Chairman, an Authority President or the Board, or such individuals as they may designate, except to the extent prohibited by law. A waiver may also be in the form of a ratification. If a contract is federally assisted, prior to issuing a waiver, consideration should be given to the steps which may be taken to assure that federal assistance is not jeopardized.
- B. No Board Committee action or Authority policy, other than one approved by the Chairman, shall be inconsistent with these Service Contract Guidelines.
- C. An Authority may not divide or split any contract or series of contracts for the purpose of avoiding the requirements of these Service Contract Guidelines, provided that with regard to discretionary contracts awarded under Article V.B., an Authority may divide requirements for the purpose of unbundling contracts to create discretionary contracting opportunities.
- D. Nothing in these Service Contract Guidelines shall preclude the Authority from accepting bids/proposals utilizing an electronic bidding system that may inform bidders whether their bid is the current low bid, and allow bidders to submit new bids before the date and time assigned for the opening of bids. Such procedure shall not constitute disclosure in violation of Section 2878 of the Public Authorities Law.
- E. A Service Contract awarded by an Authority pursuant to the provisions of these Service Contract Guidelines may provide that the Service Contract includes the requirements of one or more other Authorities.

- F. The Authority shall prepare a publicly available report no less frequently than annually, summarizing procurement activity by the Authority for the period of the report, in accordance with the reporting requirements of Section 2879(6) of the Public Authorities Law.
- G. These Service Contract Guidelines are intended for the guidance of officers and employees of the Authority only. Nothing contained herein is intended or shall be construed to confer upon any person, firm or corporation any right, remedy, claim or benefit under or by reason, of any requirement or provision thereof.
- H. An Authority may contract for a service available through an existing contract between a contractor and any of the governmental entities listed below:

Another public authority (not New York State) or United States general services administration (“GSA”) if: (1) the existing contract was awarded pursuant to a process of competitive sealed bids or a competitive RFP; (2) the Authority’s Authorized Officer determines that the price and other commercial terms specified in the contract are satisfactory; and (3) if Board authorization would otherwise be required under these Service Contract Guidelines, the Board adopts a resolution by a majority vote of the members of the Board present at a meeting at which a quorum is in attendance, which sets forth the reasons why obtaining such service is in the public interest and authorizes the Authority to enter into the Service Contract.

A New York State agency or authority (including OGS), the City of New York or Nassau County if: the Authority’s Authorized Officer determines that the price and other commercial terms specified in the contract are satisfactory; and (2) if Board authorization would otherwise be required under these Service Contract Guidelines, the Board adopts a resolution by a majority vote of the members of the Board present at a meeting at which a quorum is in attendance, which sets forth the reasons why obtaining such service is in the public interest and authorizes the Authority to enter into the Service Contract.

Such rationale shall include a determination of need, a consideration of the procurement method by which the contract was awarded, an analysis of alternative procurement sources including an explanation why a competitive procurement or the use of a centralized contract let by the commissioner of the office of general services is not in the best interest of the authority, and the reasonableness of cost. Such a determination shall be documented in writing by the Authorized Officer and included in the contract file.

- I. If an Authority enters into a Service Contract pursuant to these Service Contract Guidelines, and such Service Contract allows all other Authorities to utilize the same Service Contract, then no further action is required. For the avoidance of doubt, the provisions of Article II.C. and Article XI shall apply to change orders to all such Service Contracts.
- J. Nothing contained in these Service Contract Guidelines shall be deemed to alter, affect the validity of, modify the terms of or impair any contract or agreement made or entered into in violation of, or without compliance with, the provisions of these Service Contract Guidelines.

- K. Where applicable federal, state or local laws, ordinances, codes, rules or regulations contain requirements which are in conflict with or which impose greater obligations upon the Authority than these Service Contract Guidelines, then such requirements shall take precedence over those contained herein.

- L. For those Service Contracts for which the Office of the State Comptroller (“OSC”) has requested review and approval pursuant to Public Authorities Law §2879-a, if the Authority has not received OSC approval or disapproval within thirty days of submission to the OSC, the Authority may enter into such Service Contract without further waiting for such review and approval.

All Agency Policy Directive

WHISTLEBLOWER PROTECTION

Policy Number	Responsible Agency/Department	Effective Date	Page
11-041	MTAHQ/General Counsel	October 20, 2021	Page 1 of 4

I. PURPOSE

To encourage and enable the reporting by MTA employees of wrongful acts, protect MTA employees from retaliation for whistleblowing and ensure that the MTA complies with applicable law protecting whistleblowers.

II. SCOPE

This policy directive applies to all officers and employees of the MTA Headquarters, MTA Long Island Rail Road, MTA Construction and Development Company, MTA Bridges and Tunnels, MTA Bus Company, MTA Metro-North Railroad, MTA New York City Transit, including the Manhattan and Bronx Surface Transit Operating Authority and the Staten Island Rapid Transit Operating Authority, MTA Grand Central Madison Concourse Operating Company, and all future subsidiary or affiliated Agencies of the MTA.

III. DEFINITIONS

For purposes of this policy, the following terms shall have the meaning stated below:

Adverse Action means to fire, discharge, discipline, demote, suspend, threaten, harass, or discriminate against an MTA Employee and includes, but is not limited to, an action that adversely affects an MTA Employee's compensation, appointment, promotion, transfer, assignment, reassignment, reinstatement, or evaluation of performance.

MTA Agency means any of the following: MTA Headquarters, MTA Long Island Rail Road, MTA Construction and Development Company, MTA Bridges and Tunnels, MTA Bus Company, MTA Metro-North Railroad, MTA New York City Transit, including the Manhattan and Bronx Surface Transit Operating Authority and the Staten Island Rapid Transit Operating Authority, MTA Grand Central Madison Concourse Operating Company, and all future subsidiary or affiliated Agencies of the MTA.

MTA Codes of Ethics mean the All-Agency Code of Ethics, the MTA Board Member Code of Ethics, and the Vendor Code of Ethics.

MTA Employee means any officer or employee of an MTA Agency and includes, but is not limited to, full-time and part-time employees, those employees on probation, temporary employees including persons hired on a seasonal, per diem, or part time basis.

Issued by: MTA Board

All Agency Policy Directive

WHISTLEBLOWER PROTECTION

Policy Number	Responsible Agency/Department	Effective Date	Page
11-041	MTAHQ/General Counsel	October 20, 2021	Page 2 of 4

Whistleblower means an MTA Employee who pursuant to statute or the All-Agency Code of Ethics reports a Wrongful Act or an MTA Employee who discloses information concerning a Wrongful Act, insofar as the actions taken by the MTA Employee are legal.

Wrongful Act means an act by any MTA Employee or MTA Board member, or by a person doing business with an MTA Agency, of alleged fraud, corruption, criminal or unethical activity or violating the MTA Codes of Ethics or a law or regulation applicable to an MTA Agency and shall include an act of wrongdoing, misconduct, malfeasance or other inappropriate behavior, concerning any MTA Agency’s investments, travel, acquisition of real or personal property, disposition of real or personal property, or procurements of goods or services.

IV. POLICY

A. Reporting of Wrongful Acts.

MTA Employees are encouraged to report any Wrongful Act. Such a report may be made through a number of mechanisms including, but not limited to:

- Direct contact with:
 - the MTA Chief Compliance Officer;
 - the MTA Inspector General;
 - their Agency’s Ethics Officer; or
 - any other internal complaint office designated by their Agency President.
- A Report to the Hotline maintained by the MTA Chief Compliance Officer: 888-U-ASK-MTA (888-827-5682). Such a report may be made anonymously.
- A report to the New York State Authorities Budget Office.

The identity of the whistleblower and the substance of his or her report shall be kept confidential to the extent possible.

Issued by: MTA Board

All Agency Policy Directive

WHISTLEBLOWER PROTECTION

Policy Number	Responsible Agency/Department	Effective Date	Page
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Reports by an MTA Employee of a Wrongful Act involving corruption, fraud or criminal activity should be made to the [MTA Inspector General](#):

[Office of the Inspector General](#)
 Metropolitan Transportation Authority
 One Penn Plaza, 11th Floor
 Suite 1110
 New York, New York 10119
 800-MTA-IG4U (800-682-4448)

An MTA Employee should also feel free to discuss concerns about a Wrongful Act with their supervisor, but no supervisor may discourage an MTA Employee from making a report of a Wrongful Act.

B. Investigation of Reported Wrongful Acts

1. Alleged Wrongful Acts that have been reported by MTA Employees to the MTA Chief Compliance Officer, to an Agency's Ethics Officer, or to such other internal complaint office designated by an Agency President shall be promptly investigated by the applicable MTA Agency or, in the case of reports involving alleged corruption, fraud or criminal activity, shall be referred to the MTA Inspector General for investigation.

2. No MTA Employee alleged to have been involved in a Wrongful Act shall supervise or conduct the investigation of such Wrongful Act. Each MTA Employee must cooperate fully and honestly with such investigations of alleged Wrongful Acts.

3. The findings of an investigation undertaken by an MTA Agency pursuant to this policy shall be provided to the President of the applicable MTA Agency or his or her designee, or in the case of MTA Headquarters to the Chairman/Chief Executive Officer or his or her designee (unless a President is the subject of the investigation, in which case the finding shall be discussed directly with the Chairman/Chief Executive Officer), for review and determination of what further action should be taken.

C. No Retaliation for Whistleblowing; Investigation of Adverse Action

1. No MTA Employee shall take any Adverse Action against another MTA Employee because of such MTA Employee's lawful disclosure or reporting of information concerning a Wrongful Act or because of such MTA Employee's role as a Whistleblower. An MTA Employee is prohibited from interfering with another

Issued by: MTA Board

All Agency Policy Directive

WHISTLEBLOWER PROTECTION

Policy Number	Responsible Agency/Department	Effective Date	Page
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MTA Employee’s disclosure of a wrongful act. Violations of this policy are subject to disciplinary action up to and including termination from employment.

2. An MTA Employee who has reason to believe he or she has been the target of an Adverse Action in violation of Section IV.C.1 of this policy directive, or who has reason to believe that an Adverse Action has been taken against another MTA Employee in violation of Section IV.C.1 of this policy directive, shall immediately report such suspected Adverse Action to the MTA Chief Compliance Officer or such other person as may be designated by an MTA Agency President for the receipt of such a report, and an investigation thereof shall be promptly undertaken.

3. All allegations of Adverse Actions in violation of Section IV.C.1 shall be investigated in the same manner as set forth above for investigation of claims of Wrongful Acts. Each MTA Employee must cooperate fully and honestly with such investigations of alleged Adverse Actions. An MTA Employee alleged to have been involved in an Adverse Action shall not supervise or conduct the investigation of such Adverse Action.

D. False Allegations

No MTA Employee may knowingly and willfully make a false report of a Wrongful Act or of an Adverse Action. Any MTA Employee who knowingly and willfully makes a false report of a Wrongful Act or of an Adverse Action is subject to disciplinary action up to and including termination of employment.

E. No Impairment of Rights

Nothing in this policy is intended to limit, diminish or impair the rights of any MTA Employee under any provision of law or regulation.

Issued by: MTA Board

MTA Corporate Compliance Form 11-000-1



All-Agency Code of Ethics

Adopted by the MTA Board



**MTA Code of Ethics
Adopted by the MTA Board**

Originally Adopted
May 25, 2005

Revised
March 29, 2006
March 28, 2007
December 16, 2009
November 16, 2011
February 26, 2014
November 19, 2014
December 16, 2015
March 29, 2023

Additional copies
may be obtained from
MTA Corporate Compliance

Code of Ethics - Building Trust

The Metropolitan Transportation Authority is committed to conducting all our activities with integrity consistent with our Code of Ethics. The adherence to a strict Code of Ethics is central to gaining and keeping the trust of our stakeholders.

This Code of Ethics is our combined commitment to all our stakeholders that we will conduct ourselves in a manner to maintain and build the public trust. Our ethical standards are based upon doing the right thing even when it is difficult or unpopular. Our Code of Ethics is a guide, therefore as an Employee of the MTA you are expected not only to comply with the letter of the Code but its spirit as well.

We must foster an atmosphere that encourages Employees to seek assistance if faced with ethical dilemmas and to be alert to potential ethical issues. **I encourage you to speak up if you see something that does not seem right.**

If you have an ethics-related question, you should reach out to MTA Corporate Compliance for guidance.

Lamond W. Kears

Chief Ethics, Risk and Compliance Officer

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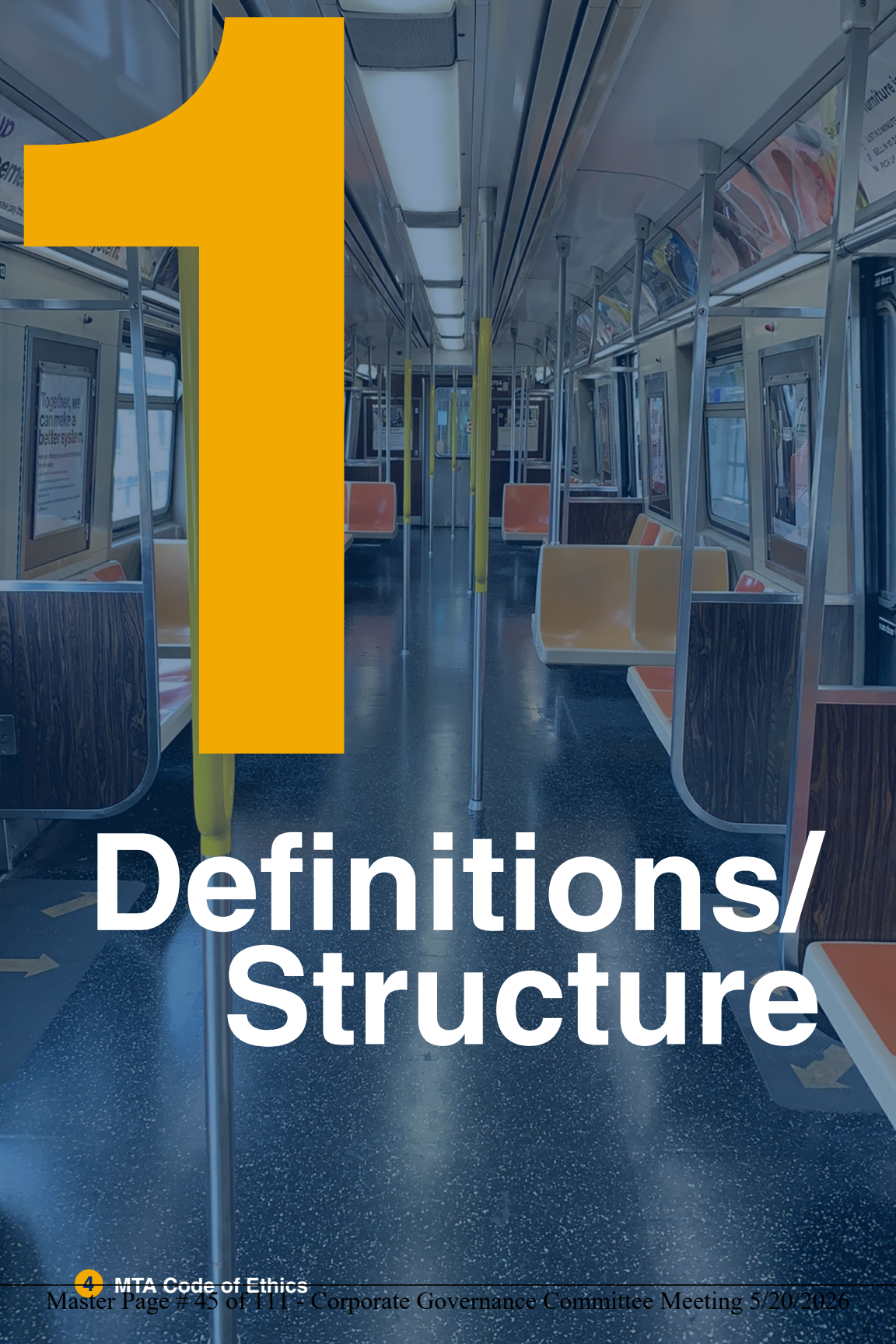
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Definitions/ Structure



Section 1.01 Definitions

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

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

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

Code means this MTA All-Agency Code of Ethics.

Commission on Ethics and Lobbying in Government means the Commission established pursuant to the Ethics Reform Act of 2022.

Compensation means the financial consideration benefit, gain, or loss avoidance received in exchange for services rendered, e.g., wages, salaries, benefits, professional fees, royalties, bonuses, or commissions on sales. Compensation shall also include income received from any business venture, whether or not incorporated, that is owned or controlled by an Employee. Notwithstanding the foregoing, income received from transactions involving such individual's own securities, personal property, or real estate (not conduct through a business) is not included in the term Compensation.

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

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

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

Employee means an officer or employee of the MTA, including but not limited to all full-time, part-time, or contingent employees.

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

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

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

Gift(s) means the transfer, without equivalent consideration, of any thing or benefit, tangible or intangible, having more than nominal value, including, but not limited to, loans, forbearance, services, travel, gratuities of any kind, favors, money, meals, refreshments, entertainment, hospitality, promises, tickets to entertainment or sporting events, weekend trips, golf outings, loans of equipment, or other thing or benefit. **(See definition of "Items of Nominal Value" below.)**

Note: The State Legislature has determined that provision of local transportation by a Prohibited Source for purposes of inspection or touring of facilities, operations, or property located in New York State, where such inspection or tour is related to an Employee's official duties or responsibilities, does not constitute a Gift.

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

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

MTA Agency or MTA means any or all of the following: Metropolitan Transportation Authority Headquarters, MTA New York City Transit, Manhattan and Bronx Surface Transit Operating Authority, MTA Long Island Rail Road, MTA Metro-North Railroad, MTA Bus Company, MTA Construction & Development Company, the Grand Central Madison Concourse Operating Company, the Staten Island Rapid Transit Operating Authority, the First Mutual Transportation Assurance Company, MTA Bridges and Tunnels, and all future affiliated and subsidiary entities of the MTA.



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

Outside Activity and Activities (“Outside Activities”) is any employment or activity (including self-employment) performed by an MTA employee outside of their MTA job for compensation or other financial benefits. Outside Activity in some cases includes volunteer work such as serving as a volunteer fire fighter or police officer when you receive benefits such as property tax breaks, health insurance, housing allowances, or other benefits. In addition, serving as a member of a governing board of a charitable or civic organization may also be considered an Outside Activity. However, most volunteer work, including religious volunteer work, is not considered an Outside Activity. Employees should seek guidance from Corporate Compliance if there is any question whether these provisions apply.

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

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

Prohibited Source means:

- (a) a Vendor including any person, seller of goods or services, bidder, proposer, consultant, contractor, trade, contractor or industry association, or any other person/entity with which the MTA is doing business, as well as those persons and business entities who have expressed an interest in doing business with the MTA, whose activities directly or indirectly benefit the MTA, or who have a history of doing business with the MTA in the recent past; or
- (b) a tenant or licensee of the MTA; or
- (c) any person or entity who on their own behalf, or on behalf of any other person or entity, satisfies any one of the following:
 - (1) is regulated by, negotiates with, appears before in other than a ministerial matter, seeks to contract with or has contracts with, or does other business with: (i) the Employee, in their official capacity; (ii) the MTA; or (iii) any other New York State Agency when the MTA is to receive the benefits of the contract; or
 - (2) is required to be listed on a statement of registration pursuant to Section 1-e(a)(1) of article 1-A of the Legislative Law and lobbies or attempts to influence actions, decisions, or policies of the MTA; or
 - (3) is the Family Member of any individual satisfying the requirements of subsection (c)(2) above; or
 - (4) is involved in any action or proceeding, in which administrative and judicial remedies thereto have not been exhausted, and which is adverse to either: (i) the Employee in their official capacity; or (ii) the MTA; or
 - (5) has received or applied for funds from the MTA at any time during the previous 12 months up to and including the date of the proposed or actual receipt of the item or service of more than Nominal Value. This does not include a request for funds received by the MTA in the ordinary course of business. For example, this does not include a customer's request for a refund or MTA's purchase of tickets or a table to an event.

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

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

Section 1.02 Chief Compliance Officer

MTA's Chief Compliance Officer shall designate Corporate Compliance staff members to render guidance on ethics-related matters or issues.

MTA's Chief Compliance Officer will periodically review and assess the current state of ethics at the MTA and provide a report to the Audit Committee, pursuant to the Audit Committee Charter.

Section 1.03 Ethics and Financial Disclosure Questions

Questions concerning this Code or potential Conflicts of Interest may be directed to Corporate Compliance at the phone number listed below. It is not the function of any Corporate Compliance staff member to act as counsel to any individual Employee.

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

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

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

**Office of the Inspector General
Metropolitan Transportation Authority
One Penn Plaza, 11th Floor Suite 1110
New York, New York 10119
800-MTA-IG4U (800-682-4448)**

Section 1.04 Revocation of Agencies' Ethics Policies

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

Section 1.05 Duty to Disclose

Employees must promptly report any violation or potential violation of the MTA's Code of Ethics

- (a) Employees must promptly report any violation or potential violation of the MTA's Codes of Ethics (All-Agency Code of Ethics, Board Member Code of Ethics, or Vendor Code of Ethics) as well as any actual or potential violation of law, regulations, or policies and procedures, relating to the MTA, whether committed by an Employee or by a person doing business with the MTA to Corporate Compliance. Employees should report to the MTA Inspector General allegations or information involving corruption, fraud, criminal activity, or abuse.
- (b) Employees should report to the MTA's Chief Compliance Officer or to the MTA Inspector General, all other violations or potential violations. Employees should feel free to discuss their concerns initially with their supervisor, but no supervisor may discourage an Employee from making a report.

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

Section 1.06 Non-Reprisal / Whistleblower Protection

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

Section 1.07 Cooperation With Audits and Investigations

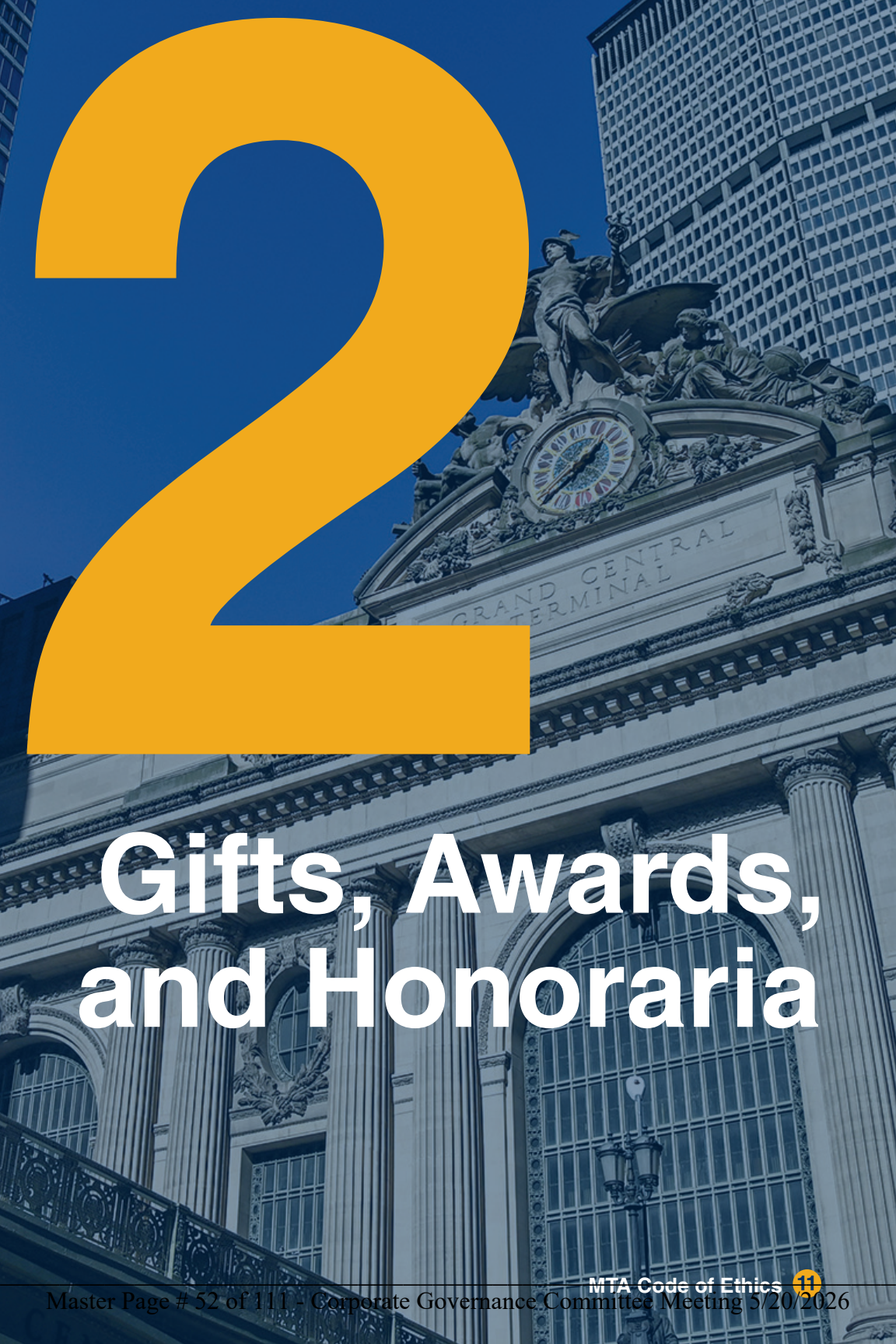
Employees must cooperate fully and honestly with audits and investigations conducted by the MTA Inspector General's Office, the Commission on Ethics and Lobbying in Government, Auditor Services, Corporate Compliance, other authorized MTA or MTA Agency personnel, or other governmental agencies. Failure to so cooperate will subject an Employee to appropriate disciplinary penalty, up to and including dismissal.

Section 1.08 Mandatory Ethics Training

All new and current Employees must attend mandatory ethics training as required by the MTA Chief Compliance Officer.

Section 1.09 Ethics Certifications

- (a) Code of Ethics Certification: Employees upon hire must certify to the MTA Code of Ethics by signing an Acknowledgment Form. Additionally, Employees are required to annually sign a certification attesting to their familiarity and compliance with the MTA Code of Ethics.
- (b) Outside Activity Certification: Employees shall complete a certification attesting to the fact (1) they are not engaged in an Outside Activity or (2) that there have been no material changes to either their approved outside activity or their current job responsibilities which would require a new evaluation of their outside activity approval. The certification will be conducted at a minimum annually for non-represented employees and at a minimum every three years for represented employees. Based upon an Employee's position, certification may be required more frequently. Failure to complete a required certification will result in the revocation of the outside activity approval.
- (c) Conflict of Interest Certification: Employees in Policy Making positions shall complete an annual Conflict of Interest certification.



Gifts, Awards, and Honoraria

Section 2.01 Gift Prohibition: Zero Tolerance

- (a) Employees are prohibited from soliciting or receiving Gifts, directly or indirectly, from any Prohibited Source. The defined term “Gift” does not include items of truly nominal value. (**See definitions of “Gifts” and “Items of Nominal Value.”**)
- (b) However, Employees may accept Gifts from employees of a Prohibited Source if these Gifts are reflective of a personal relationship independent of the relationship between the Prohibited Source and the MTA. For example, if the sibling of the MTA Employee worked for a Prohibited Source, the Employee could nonetheless accept a Gift that reflects this personal relationship. In addition, an Employee can accept a modest, reasonable, and customary offering on an extraordinary occasion, such as a wedding, retirement, funeral, or serious illness. A Gift shall not be considered representative of a personal relationship if the donor seeks to charge or deduct the value of the Gift as a business expense or seeks reimbursement from a Prohibited Source or when gifts from the same Prohibited Source are offered to multiple Employees at or about the same time.
- (c) Employees are permitted to accept discounts or special offers from a Prohibited Source so long as those discounts or special offers are generally available to similarly situated employees of other public and private sector organizations. Employees should check with Corporate Compliance before accepting such discounts or special offers from a Prohibited Source.
- (d) Under no circumstances may an Employee accept an item, even an Item of Nominal Value, under circumstances in which it could be reasonably inferred that the item was intended to influence the Employee, or could reasonably be expected to influence the Employee, in the performance of the Employee’s official duties or was intended as a reward for any official action on such Employee’s part.

Reminders: Employees should avoid accepting numerous items of nominal value from the same Prohibited Source because their aggregate value is likely to make the items as a whole no longer nominal.

Accepting Gifts in connection with the performance of official duties from persons or entities **other than** Prohibited Sources could still be a violation of State law and this Code, if it could be reasonably inferred that the Gift was intended to influence the Employee, or could reasonably be expected to influence the Employee, in the performance of the Employee’s official duties or was intended as a reward for any official action on such Employee’s part.

Proof that an Employee was actually influenced by a Gift is not necessary for a finding of a violation of this Code or State Ethics Law.

Employees should use caution in accepting such items they believe are of nominal value because it may not always be easy to determine if an item is truly of nominal value.

An Employee may not designate a friend, Family Member, or entity (such as a charity) to receive a Gift that the Employee would not be permitted to receive.

Example: A Prohibited Source offers an Employee a briefcase with the Prohibited Source's logo embroidered on it. Because that briefcase, without such logo, would have a retail cost greater than nominal value, the Employee is prohibited from accepting it, even if the Employee considers it valueless because of the logo.

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

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

Section 2.02 Monetary Gifts and Kickbacks

- (a) **Monetary gifts** to an Employee from a Prohibited Source are prohibited regardless of amount and shall be **deemed to be a kickback** or bribe intended to influence the Employee in the performance of the Employee's official duties.
- (b) Employees may not give or promise to give any portion of their compensation or any money or valuable thing to any person, nor shall any person accept any such money, or valuable thing, in connection with appointment, employment, promotion, assignment, or reassignment by the MTA. Employees may not, directly or indirectly, make (or request that other Employees make) any contribution or pay any assessment in order to secure promotion, compensation, or to affect job status, duties, or functions, or in consideration of being appointed or employed at the MTA.

Section 2.03 Tips

Employees are not permitted to accept tips or other gratuities in connection with the performance of their official duties.

Section 2.04 Reporting Gifts or Gift Offers

An Employee to whom a Gift is offered or given in violation of Section 2.01 above shall promptly report such offer or Gift to Corporate Compliance and, in the case where a Gift has been given, the Employee shall promptly return the Gift to the person or entity giving the Gift with a copy of the MTA Gift return letter. A copy of the executed gift return letter shall be sent to MTA Corporate Compliance.



Section 2.05 Awards, Plaques, and Honors

Awards and plaques publicly presented in recognition of an Employee's service to the MTA or non-job-related public service may be accepted.

- (a) Awards and plaques publicly presented in recognition of an Employee's service to the MTA or non-job-related public service may be accepted. Employees must notify and seek the approval of Corporate Compliance prior to accepting an award, plaque, or honor presented by a Prohibited Source.
- (b) However, awards or plaques presented by a Prohibited Source in recognition of job-related MTA service and valued at more than seventy-five dollars (\$75) shall become the property of the MTA. Corporate Compliance can determine the disposition of the award or plaque.

Section 2.06 Honoraria

- (a) An Employee may not accept an honorarium for services related to their duties for the MTA. In such circumstances, payment for services related to official MTA duties must be made directly to the MTA.
- (b) An Honorarium may not be accepted by any Employee from a Prohibited Source without the written approval of Corporate Compliance.
- (c) Employees must obtain written approval from Corporate Compliance prior to accepting an Honorarium. The approval request should be submitted electronically using the MTA's Ethics and Compliance Portal no less than thirty (30) days prior to the time performance of the service for which the Honorarium is being offered is due to occur or thirty (30) days prior to the receipt of the honorarium. A detailed statement of all the circumstances in which an Employee may accept an honorarium from a third party can be found on the MTA Policy Portal.
- (d) Irrespective of whether approval was obtained in advance, any receipt of an Honorarium in excess of \$1000 must be included in the Employee's annual financial disclosure statement.

3

Prohibited Source- Sponsored Events, Receptions, and Meals

Section 3.01 Business Meals

- (a) In general, Employees are prohibited from accepting a meal from a Prohibited Source. However, an Employee may accept free **modest** meals or refreshments from a Prohibited Source under the following limited circumstances:
- (1) in the course of and for the purpose of conducting MTA business at a Prohibited Source's facility, when offered unexpectedly during a meeting which the Employee is attending for official reasons, or when offered at a company cafeteria or other company facility at the Prohibited Source's place of business and individual payment is **impractical**; or
 - (2) when attending a seminar or conference in connection with MTA business and meals or refreshments are provided to all participants.
- (b) A meal is considered modest for purposes of the foregoing if the food and beverage is valued at twenty dollars or less. Under the MTA Code of Ethics, an Employee may accept such a modest meal only under the circumstances noted above.
- (c) An Employee may not accept a meal from a Prohibited Source outside of a Prohibited Source's facility (except at a seminar or conference as set forth in Section 3.01(b) above). If an Employee has a meal with a Prohibited Source, the Employee shall pay the full value of such meal with their own funds with or without MTA reimbursement.

Reminders: Simply splitting the bill with a Prohibited Source may be in violation of this Code if you do not pay the full value of your meal. **It is prudent for Employees to obtain proof of payment because simply putting money on the table may not provide an adequate basis for proving that an Employee paid for their own meal. The better practice is to get a separate check and keep the receipt.**

Section 3.02 Educational Seminars

Employees are encouraged to continue to participate in events that will enhance their professional development

- (a) Employees are encouraged to continue to participate in events that will enhance their professional development. In certain professions, it is customary for Prohibited Sources, including companies that do business with the MTA, and industry groups, to sponsor lectures and continuing education seminars. Occasionally, such educational events are targeted to Employees and do not include other similarly situated public or private sector employees. Employees may attend such educational events if attendance at the event would further the interests of the MTA, if the event relates to the Employee's official duties, and if the invitation does not involve recreational activities such as golf, tennis, or cruises.
- (b) However, Employees who manage the Prohibited Source's work or are involved

in the review/approval of payments to the Prohibited Source must consult Corporate Compliance before accepting professional continuing education credits.

Section 3.03 Attendance at Prohibited Source- and Industry- Sponsored Events and Receptions

- (a) Employees are encouraged to continue to participate in events that will enhance their professional development. Employees frequently receive complimentary invitations to Prohibited Source/industry groups sponsored events that include receptions or hospitality suites sponsored by a Prohibited Source/industry group. **Employees should evaluate any such invitations with caution and obtain prior approval from Corporate Compliance.** Employees may attend complimentary Prohibited Source/industry-sponsored events, including receptions or hospitality suites only if all of the following conditions are met:
- (1) Attendance at the event would further the interests of the MTA;
 - (2) The event relates to the Employee's official duties or responsibilities or allows the Employee to perform a ceremonial function appropriate to their position;
 - (3) The event is a "widely attended event" at which at least twenty-five individuals other than Employees attend or were, in good faith, invited to attend and the event is also complimentary to such other non-Employees attending or invited to attend;
 - (4) Any reception or hospitality suite is open to all event attendees;
 - (5) The event does not include a formal sit-down meal or involve recreational activities such as golf, tennis, or cruises; and
 - (6) Approval was obtained from Corporate Compliance.
- (b) In evaluating approval of such participation, Corporate Compliance will take into consideration a number of factors, including but not limited to: the nature of any pending matter affecting the sponsor or donor's interest, the importance of the event to the MTA, the significance of the Employee's role in the event and whether the MTA's interest in the Employee's participation outweighs the likelihood that such participation would be perceived as improperly influencing the Employee in the performance of their official duties, the timing of the event, the purpose of the event, the identity of other expected participants, and the monetary value of the event.
- (c) In circumstances in which a significant activity at the event will be a speaker or attendee addressing an issue of public interest or concern, the State Legislature has determined the requirement that the event "relate to official duties or responsibilities" is satisfied.
- (d) An Employee's travel expenses relating to attendance at an industry or Prohibited Source-sponsored event may not be reimbursed or paid for by the event sponsor or other Prohibited Source. (See Travel Reimbursement Section 3.08)

- (e) An Employee may attend a Prohibited Source-sponsored event at their own expense, but the cost paid by the Employee shall be based on the price paid by the other paying attendees or if there is no admission fee required, then based on the actual cost to the sponsor. **It is prudent for Employees to obtain proof of payment.**

Section 3.04 Senior Management Attendance at Prohibited Source-Sponsored Events

- (a) The Chair/Chief Executive Officer of the MTA, the President of the MTA, or their designee(s) or other senior staff may attend functions sponsored and paid for by Prohibited Sources when attendance is related and appropriate to that attendee's official duties or when the purpose of attendance is the performance of a ceremonial or other function that is appropriate to that attendee's official duties with the MTA.
- (b) The attendee shall provide advance written notice of such invitation to **and obtain prior approval from the Chief Compliance Officer** or their designee.
- (c) In evaluating approval of such participation, Corporate Compliance will take into consideration a number of factors, including but not limited to: the nature of any pending matter affecting the sponsor or donor's interest, the importance of the event to the MTA, the significance of the Employee's role in the event and whether the MTA's interest in the Employee's participation outweighs the likelihood that such **participation would be perceived** as improperly influencing the Employee in the performance of their official duties, the timing of the event, the purpose of the event, the identity of other expected participants and the monetary value of the event.

Section 3.05 Attendance at Banquets, Galas and Fundraising Events

- (a) Employees may purchase tickets using their own funds and may attend fundraising and charitable events sponsored by Prohibited Sources on their own time, subject to compliance with the applicable provisions of the State Ethics Law, this Code, and any other applicable statutes, rules, regulations, policies, or procedures.
- (b) Employees are prohibited from using the MTA's name, resources, or their official title, position, or authority in any fundraising activity unless authorized by MTA's Chief Compliance Officer. Authorization may be granted **only if** the fundraising is in furtherance of the MTA's mission and does not create an appearance of or any actual Conflict of Interest.
- (c) Employees may attend fundraising and charitable events with tickets purchased by the MTA in compliance with the applicable policies and procedures relating to such purchases.

Employees may not accept from any individual or firm, directly or indirectly, tickets to any banquet, gala, or fundraising event by a Prohibited Source

- (d) Employees may not accept from any individual or firm, directly or indirectly, tickets to any banquet, gala, or fundraising event by a Prohibited Source, if those tickets were subsidized or paid for directly or indirectly by the Prohibited Source including without limitation the Transit Museum Gala. Such tickets may not be donated by an individual or firm to the MTA and then distributed to Employees of the MTA.
- (e) Employees may engage in fundraising in a personal capacity provided they do not use their title, position, or authority to further their fundraising activities and do not personally solicit funds from a subordinate or from persons known to the Employee to be a Prohibited Source.

Section 3.06 Charitable/Political Benefits Contributions

Solicitation by Employees of charitable or political contributions from Prohibited Sources, including giving Prohibited Sources invitations to charitable or political functions or events, is prohibited.

Section 3.07 Events Honoring an Employee

Prohibited Sources should only be invited to events honoring an Employee (such as an Employee's retirement dinner or an event where the Employee is one of the honored guests) if they have a personal relationship with the honored Employee and there is no actual, implied, or apparent promise of benefit from accepting, or actual, implied, or apparent threat of retaliation from refusing, such invitation. Such invitations should be made with caution.

Section 3.08 Reimbursement of Travel Expenses for Official Duties

- (a) Under no circumstances shall an Employee accept reimbursement of travel expenses, including but not limited to, transportation costs, registration fees, food, or lodging from a Prohibited Source.
- (b) Employees may accept reimbursement from entities other than Prohibited Sources for travel expenses related to the Employees' official duties if the purpose of the travel benefits the MTA in the conduct of its business and prior approval has been received in accordance with the procedures set by the MTA and this Code.
- (c) Employees must obtain approval from Corporate Compliance prior to accepting such travel reimbursement. The approval request must be in writing and received by Corporate Compliance reasonably in advance of the time the travel is to begin.
- (d) Employees required to file a financial disclosure statement must report any reimbursement for travel expenses which totals in excess of \$1,000.

4

Conflicts of Interest, Other Employment, and Political Activities

Section 4.01 Conflicts of Interest/Recusal

Conflicts of Interest:

- (a) Employees shall not have any interest, personal, financial, or otherwise, direct or indirect, or engage in any business or transaction or professional activity or incur any obligation of any nature, which is or may be in conflict with the proper discharge of their duties.
- (b) Employees must notify Corporate Compliance directly regarding any possible Conflict of Interest.
- (c) Employees must not only avoid Conflicts of Interest with the MTA but also even the appearance of a conflict.

Reminders: If an Employee is uncertain as to whether a given situation creates a real or apparent Conflict of Interest, such Employee should promptly disclose that situation to, and seek guidance from, their supervisor, Department Head, or Corporate Compliance.

With respect to all work an Employee performs, such Employee must be vigilant about the existence of any circumstances, interests, or relationships which might create or might be reasonably perceived by others as constituting a Conflict of Interest. If an Employee is uncertain as to whether a given situation creates a real or apparent Conflict of Interest, such Employee must promptly disclose that situation to, and seek guidance from Corporate Compliance. In order to avoid a Conflict of Interest or the appearance of one, it may be necessary for Employees to seek recusal from involvement with a matter creating the Conflict of Interest or the appearance of a Conflict of Interest. Employees must adhere strictly to the Conflict of Interest guidance they receive from Corporate Compliance.

Example: It could be a Conflict of Interest if an Employee participated in a transaction involving the MTA in which the Employee or Family Member had, directly or indirectly, a financial or other interest (other than a small financial interest as discussed in Section 4.04 below).

It could be a Conflict of Interest if an Employee participates in a transaction or business decision in their official capacity involving someone with whom they have a personal relationship.



Recusal:

- (a) If an Employee believes they have an actual or apparent Conflict of Interest involving the MTA on a particular matter, the Employee shall not participate in the matter pending a determination by Corporate Compliance. Recusals are at the MTA's discretion and shall be approved only if practical and in the best interests of the MTA.
- (b) The recusal requires that the Employee not participate directly or indirectly in any discussion or decision that in any way relates to the matter that gives rise to the Conflict of Interest.
- (c) The recusal must be in writing and contain at a minimum:
 - (1) The nature of the actual or apparent Conflict of Interest;
 - (2) A delegation of authority to a non-subordinate employee;
 - (3) Any requirements and conditions of the recusal;
 - (4) The period of time the recusal will remain in effect; and
 - (5) The approval of the Chief Compliance Officer.
- (d) A copy of the recusal must be sent to all employees who are likely to work on the matter giving rise to the recusal.

Section 4.02 Public Trust

Employees shall not engage in a course of conduct that will raise suspicion among the public that they are likely to be engaged in acts that are in violation of the public trust

- (a) Employees shall not engage in a course of conduct that will raise suspicion among the public that they are likely to be engaged in acts that are in violation of the public trust. Employees shall avoid even the appearance that they can be improperly (1) influenced in the performance of their official duties or (2) induced to violate the public trust or impair their independence of judgment in the exercise of their official duties.

Example: An Employee's undisclosed social relationship with a Prohibited Source might create an impression of impropriety if the Employee were in a position to act favorably toward the Prohibited Source in the MTA matter.

- (b) Employees shall not use or attempt to use their official position to secure unwarranted privileges or exemptions for themselves or others.
- (c) Employees shall not by their conduct give reasonable basis for the impression that any person can improperly influence them or unduly enjoy their favor in the performance of their official duties, or that they are affected by the kinship, rank, position, or influence of any party or person.

Section 4.03 Confidential Information

Employees shall not disclose Confidential Information without the permission of the MTA General Counsel or their designee for any purpose or use such information to further their personal interests.

Section 4.04 Financial Interest

- (a) An Employee, or firm or association of which such Employee is a member, or corporation, ten per cent (10%) or more of the stock of which is owned or controlled directly or indirectly by such Employee, shall not (1) sell any goods or services having a value in excess of twenty-five dollars (\$25) to any New York State Agency, or (2) contract for or provide such goods or services with or to any private entity where the power to contract, appoint, or retain on behalf of such private entity is exercised, directly or indirectly, by a New York State Agency or officer thereof, unless such goods or services are provided pursuant to an award or contract let after public notice and competitive bidding.
- (b) **Exception:** This restriction does not apply to the publication of resolutions, advertisements, or other legal propositions or notices in newspapers designated pursuant to law for such purpose and for which the rates are fixed pursuant to law.

Employees shall not engage in any transaction on behalf of an MTA Agency with any business entity in which they have a direct or indirect financial interest

- (c) Employees shall not knowingly engage in any transaction on behalf of the MTA with any business entity in which they or a Family Member has a direct or indirect financial interest, excluding mutual funds or exchange traded funds, that might reasonably tend to conflict with the proper discharge of their official duties. These provisions may be waived if the Chief Procurement Officer, MTA General Counsel, and Chief Compliance Officer state in writing that it is in the best interests of the MTA to waive the provisions.
- (d) In addition, New York Public Officers Law §74 provides for civil penalties in circumstances of self-dealing and makes it a misdemeanor offense for an Employee of NYCT to have any interest, direct or indirect, in any contract entered into by the Employee's Agency.

Section 4.05 Employees Engaged in Selection, Award, and Administration of Contracts

Employees shall not participate in the selection, award, or administration of a contract if the Employee knows that they or any of their Family Members, their business partner, or an organization that employs or is about to employ any of the above, has a financial or other interest, other than mutual funds or exchange traded funds, in any of the companies, their parent company, its affiliates or subsidiaries ("the company") that propose or bid on or are awarded such contract. The provisions of Section 4.05(a) may be waived if the Chief Procurement Officer, MTA General Counsel, and Chief Compliance Officer state in writing that it is in the best interests of the MTA to waive the provisions of this Section for a specific procurement or contract.

- (a) If a waiver is granted, (1) the Employee engaged in the **award or selection** of a contract shall not during the selection process and for two weeks after the award of the contract buy or sell any of the company's securities or (2) the Employee engaged in the **administration** of a contract shall not buy or sell any of the awarded company's securities for six months after the award of the contract.
- (b) An Employee shall not buy or sell any of the company's securities based upon information received as a result of their employment with the MTA or for two weeks after the public release of information by the MTA regarding the company.
- (c) No Employee may ask a current or former contractor, or any officer, director, or employee thereof, to disclose: (i) the political party affiliation of such contractor, or any officer, director, or employee thereof; (ii) whether such contractor, or any officer, director, or employee thereof, has made campaign contributions to any party, elected official, or candidate for elective office; or (iii) whether such contractor, or any officer, director, or employee thereof, cast a vote for or against any elected official, candidate, or political party. No Employee may award or decline to award any contract, or recommend, promise, or threaten to do so, in whole or in part, because of a current or prospective contractor's refusal to answer any inquiry regarding the above.

Section 4.06 Representation of Other Parties and Certain Appearances and Services

Employees shall not, directly or indirectly, act or appear on behalf of any individual, firm, or corporation, in any Business dealings with, or any matter against the interests of the MTA or any New York State Agency, other than as a fact witness. Employees of the MTA are prohibited from appearing for compensation of any kind before a New York State Agency in connection with the purchase or sale of real estate, any rate-making proceeding, licensing, obtaining grants of money or loans, proceedings related to franchise(s), or the adoption or repeal of any rule having the force of law.

Exceptions

- (a) Employees may appear before the MTA or any New York State Agency or tribunal (1) in a representative capacity on behalf of an Employee organization or association or (2) in connection with a ministerial matter, such as acting as a notary or translator.
- (b) Uncompensated work by Employees for not-for-profit entities doing Business with the State or a New York municipality is not automatically a Conflict of Interest if the Employee takes no part in such Business dealings and the entity in question is not subject to supervision, control, or regulation by the MTA. For example, an Employee might serve, without fee, on the Board of a community- or church-sponsored daycare center that receives State funds. In such a case, the Employee cannot communicate with the State concerning receipt of those funds. (See Section 4.07 Other Employment and Outside Activities.)



Section 4.07 Other Employment and Outside Activities

- (a) Outside employment/activities may pose ethical issues if there is a conflict between the Employee's duties as an Employee and the requirements of the outside employment/activity.
- (b) Employees are prohibited from engaging in outside employment, business, professional, or other outside activity (including volunteer work and service on a corporate board) that interferes or is in conflict with the proper and effective discharge of the individual's official duties or responsibilities.

Full-time employment with the MTA is deemed to be an Employee's primary employment

- (c) Employees are required to devote appropriate time and attention to their duties and responsibilities with the MTA. Full-time employment with the MTA is deemed to be an Employee's primary employment. All Employees must be fit for duty during their work hours.
- (d) Employees who wish to engage in outside activities must obtain written approval pursuant to the MTA Outside Activity Policy. Employees should consult with the People Department or Corporate Compliance if they have any questions about Outside Activities.
- (e) In general, Employees may engage in outside employment/activity provided that (1) such employment/activity does not interfere with their ability to devote appropriate time and attention to their employment with the MTA; (2) such employment/activity does not violate the specific guidelines set by their MTA Agency; (3) they do not use any MTA resources (e.g., time, equipment, telephone, etc.) in connection with such employment; (4) the outside activity does not create the appearance of or an actual Conflict of Interest; (5) the outside activity would not undermine the public's trust in the MTA; and (6) they obtain the required approvals as set forth in the MTA Outside Activity Policy.
- (f) **Employees holding Policy-Making Positions must comply with certain additional requirements** in connection with engaging in outside employment/activities. (See the MTA Outside Activity Policy.)
- (g) Employees with approved outside activities must inform their supervisor and Corporate Compliance if there is any material change to either their approved outside activity or their current job responsibilities which would require a new evaluation of their outside activity approval.

Section 4.08 Political Activities of Employees

- (a) An Employee interested in running for elective office shall give written notice of their intentions to Corporate Compliance, so that it may determine whether, and upon what conditions, seeking elective public office would be consistent with the ethics laws and regulations. Notice and approval of the Commission on Ethics and Lobbying in Government may also be required for Employees holding Policy-Making Positions pursuant to MTA Outside Activity Policy. In advance of running as a candidate in any election, the provisions of the Hatch Act should also be evaluated to determine whether such a candidacy is permitted under its terms.
- (b) Employees shall not conduct political activities during work hours. MTA property, including, without limitation, telephone, copy machines, computers, and other MTA equipment, vehicles, office space, and services may not be used for political activities under any circumstances.
- (c) Employees are prohibited from using federal funds for partisan political purposes of any kind in the administration of MTA programs, either directly or through individuals or organizations with whom the MTA contracts.
- (d) Employees shall not use their positions or influence for the purpose of interfering with or affecting the result of an election. No Employee shall, directly or indirectly, use their official authority to compel or induce any other Employee or state official to make or promise to make any political contribution, whether by gift of money, service, or other thing of value.
- (e) Employees holding Policy-Making Positions shall not serve as: (1) officers of any political party or political organization or (2) members of any political party committee, including political party district leaders or as members of a political party national committee. "Political organization" means any organization affiliated with a political party but does not include a judicial nominating committee, an organization supporting a particular cause with no partisan activities, a campaign or fundraising committee, or serving as a delegate to a state or national party convention.





- (f) Consistent with this Code, Employees are otherwise free to participate in the political process on their own time, but there must be a clear separation between their political activities and the discharge of their duties as Employees of the MTA.
- (g) No Employee may during the consideration of an employment decision ask any applicant to disclose: (i) their political party affiliation; (ii) whether they made campaign contributions to any party, elected official, or candidate for elective office; or (iii) whether the applicant cast a vote for or against any elected official, candidate, or political party. The provisions of this paragraph shall not apply where such inquiry is necessary for the proper application of any state law or regulation.
- (h) No Employee may decline to hire or promote, discharge, discipline, or in any manner change the official rank or compensation of any Employee, or applicant for employment, or promise or threaten to do so, based upon a refusal to answer any inquiry prohibited by this section or for giving or withholding or neglecting to make any contribution of money or service or any other valuable thing for any political purpose.
- (i) The MTA's Chair and Chief Executive Officer and Agency Presidents shall not seek nomination or election to any compensated federal, state, or local public office, or shall become a candidate for such office, unless such individual first resigns from their MTA employment, or requests and is granted a leave of absence without pay. Such resignation or leave must commence before such individual engages in any campaign activities, including but not limited to, announcing a candidacy, circulating petitions, soliciting contributions, distributing literature, or taking any other action to actively promote oneself as a candidate for elective office.

Section 4.09 Other State Employment

Employees who are subject to the New York State Civil Service Law shall not accept appointment or employment on a full-time or part-time basis, in a State department or agency, or in the Legislature or the judiciary, for which compensation is payable, without the prior consent in writing of the Agency President and the Chief Compliance Officer.

A large, bold, yellow number '5' is the central focus, overlaid on a background image of a city street at night. The street is lined with tall buildings, some with lit windows, and a bus is visible on the right side of the road. The overall scene is dark with blue and white light accents from the city lights.

5

Future Employment Restrictions

Section 5.01 Restrictions on Future Employment: Purpose

Employment with the MTA restricts to a degree the type of employment one may accept upon leaving the MTA

Employment with the MTA restricts to a degree the type of employment one may accept upon leaving the MTA. These restrictions are based upon statutory requirements. Both this Code and applicable statutes seek to discourage actual Conflicts of Interest and conduct from which reasonable inferences may be drawn that Employees of the MTA might not have been loyally serving the MTA's interests during their employment or, thereafter, might be taking undue advantage of inside information or positioning derived from their former employment with the MTA.

Section 5.02 Restrictions on Future Employment: Limited and Lifetime Bars

(a) **Two-Year Bar**

No former Employee shall, within two (2) years after termination of employment with an MTA Agency, appear before such agency or receive compensation for, or render compensated services on behalf of, any person, firm, corporation, or association in relation to any case, proceeding, or application or any other matter before such MTA Agency.

(b) **Lifetime Bar**

No former Employee shall ever appear, practice, communicate, or otherwise render any services or receive compensation for such services rendered before an MTA Agency or any New York State Agency for, or on behalf of, any person, firm, corporation, or other entity in relation to any case, proceeding, or transaction with respect to which such person was directly concerned and in which they personally participated during the period of service or employment, or which was under their active consideration. The definition of what constitutes "ever appear, practice, communicate, or otherwise render any services" is given a broad interpretation. Employees should contact Corporate Compliance regarding this definition before rendering any such service.

Exceptions: These restrictions on future employment do not apply to subsequent services rendered in an official capacity as an elected official or an Employee of another governmental entity.

The MTA may seek a waiver with respect to a former Employee pursuant to Public Officer Law Section 73 if the Employee has expertise, knowledge, or experience with respect to a particular matter that meets the needs of the MTA and is otherwise unavailable at a comparable cost.

The MTA may seek a waiver with respect to a former Employee pursuant to Public Officer Law Section 73 if the services of such former officer or Employee are required in connection with the MTA's response to a disaster emergency declared by the Governor pursuant to section twenty-eight of the Executive Law.

Reminders: For purposes of the post-employment bars, certain Employees, particularly those at MTA Headquarters and MTA Construction & Development, may be considered Employees of multiple MTA Agencies based on the scope of their job responsibilities. For clarification of their particular circumstances, the Employees **must** seek guidance from Corporate Compliance.

The Commission on Ethics and Lobbying in Government may not consider not-for-profit entities in the transportation field and certain quasi-governmental organizations as governmental entities for purposes of the exception noted above and employment at such entities may be subject to the post-employment bars described above.

The following are examples of the application of the two-year and lifetime bars:

Example 1: No former Metro-North Employee, for a period of two years subsequent to their termination from employment (including retirement) may contract with Metro-North as a consultant to perform services of any kind on behalf of Metro-North, unless Metro-North has obtained a waiver from the Commission on Ethics and Lobbying in Government as set forth above.

Example 2: A former procurement representative in the procurement department at LIRR who was directly concerned with, or was responsible for, the negotiation of a contract during their LIRR employment may never appear before an MTA Agency or any other New York State Agency or render services on behalf of any outside person or firm, such as a contractor or subcontractor with regard to that contract, including but not limited to, the preparation or evaluation of claims, or the negotiations of change orders, relating to the contract.

Section 5.03 Negotiations for Future Employment

(a) Solicited

Employees are prohibited from soliciting, negotiating, or having any arrangement concerning an employment opportunity with a non-governmental individual or entity that has a specific pending matter before the Employee.

Those Employees seeking employment outside of government with an entity or individual that has a specific pending matter before the Employee may only solicit an employment opportunity with the non-governmental individual or entity after waiting:

- (1) 30 days from the time the matter before the Employee is closed, or
- (2) 30 days from the time the Employee has no further involvement with the matter because of recusal or reassignment.





(b) **Unsolicited**

Employees who receive an unsolicited post-government employment-related communication from a non-governmental individual or entity that has a specific pending matter before the Employee cannot pursue employment with the non-governmental entity or individual unless the following occurs:

- (1) they are recused from the matter and any further official contact with the entity or individual and
- (2) they wait 30 days from such recusal to enter into post-government employment communications with the entity or individual.

(c) **Notification**

Employees must promptly notify their supervisor and Corporate Compliance of such outside employment related communications whether or not they intend to pursue the post-government employment opportunity.

(d) **Recusal**

Recusals, pursuant to Section 4.01, shall be granted only if practical and in the best interests of the MTA. If recusal is not practical, and in the best interests of the MTA, or the Employee is prohibited from pursuing the solicitation.

(e) **Exception**

This provision does not apply to employment negotiations with other government agencies.

Remember: The higher the level of responsibility which an Employee holds within the MTA, the greater the number of matters which are likely to be deemed as specific pending matters before them. Employees should take an expansive view as to the existence of possible conflicts when deciding whether to give notice as described in this Section.

Section 5.04 Notice of Future Employment Restrictions

- (a) An Employee who provides notice of leaving service at the MTA, either by retirement or resignation, or whose employment is terminated, will receive a memorandum summarizing the post-employment restrictions of the Ethics Law and of this Code.
- (b) Policy makers must complete a post-employment consultation with Corporate Compliance prior to their separation date.
- (c) All Employees in management and non-represented titles and Employees in certain represented titles designated by the applicable MTA Agency are required to sign a certification stating that they are aware of the policies outlined in the memorandum and will comply with those restrictions. In addition, in order to avoid an actual or the appearance of a Conflict of Interest those Employees may be required to disclose the name of a new employer, if applicable.
- (d) **Exception:** From time to time, the Future-Employment restrictions have been legislatively modified to permit exceptions to these policies when Employees are laid off. An Employee in such a position should consult with Corporate Compliance if there is a question of whether such exceptions are in force.

Section 5.05 Restrictions Related to Prior Private Sector Employer

- (a) For two years from the commencement of employment with the MTA, an Employee shall not, directly or indirectly, do either of the following in relation to the Employee's immediate past non-governmental employer or an entity with which the employee has had a past Business relationship: (1) participate in the selection or award of a contract in which a bidder or proposer is such immediate past employer; or (2) administer a contract awarded to such immediate past employer.
- (b) For two years from the commencement of employment with the MTA, an Employee shall notify Corporate Compliance if they are required, as part of their job duties with the MTA, to deal with their immediate past non-governmental employer or an entity with which the Employee has had a past Business relationship. In such cases Corporate Compliance will determine if additional recusal is required.



6

Financial Disclosure

Section 6.01 Covered Employees

- (a) Employees must file an Annual Statement of Financial Disclosure if such Employee:
- (1) Has a gross salary within the preceding calendar year that exceeded the annual salary of state employees at the SG-24 job rate as of April 1 of the year in which the Annual Statement of Financial Disclosure is to be filed, unless specifically exempted in accordance with the State Ethics in Government Act; or
 - (2) Regardless of income, holds a Policy-Making Position.

Notes: The Commission on Ethics and Lobbying in Government is required to make Annual Statements of Financial Disclosure available to the public upon request, except as to values and amounts, and except to the extent the reporting individual has obtained a ruling from the Commission on Ethics and Lobbying in Government preventing or limiting public disclosure.

The Annual Statement of Financial Disclosure solicits various items of information concerning the finances and employment of the Employee, the Employee's spouse, and unemancipated children.

The Annual Statement of Financial Disclosure solicits various items of information concerning the finances and employment of the Employee, the Employee's spouse, and unemancipated children.

(b) Exceptions

- (1) Non-policy making Employees, or their bargaining or other representatives, may request that the Commission on Ethics and Lobbying in Government grant exemptions, either in whole or in part, from the reporting requirements. Appeals from denials of such an exception should be made to the Commission on Ethics and Lobbying in Government.
- (2) Employees who are required to file an Annual Statement of Financial Disclosure based on their gross salary but do not hold Policy-Making Positions may be entitled to an exemption from the financial disclosure requirements, on the grounds that the public interest does not require disclosure and that the Employee is not involved with the discretionary, Business, or regulatory activities of the MTA.

- (3) Employees may seek an exemption from any requirement to report one or more items of information pertaining to the financial status of their spouse or unemancipated child. An Employee may also request deletion of portions of information called for on the Annual Statement of Financial Disclosure form that could otherwise be publicly disclosed. Grounds supporting such requests are that the spouse or child (where applicable) objects to providing the information necessary to **make such disclosure** and that such information would have no material bearing on the discharge of the reporting Employee's duties.

Section 6.02 Dates for Filing and Related Penalties

- (a) Employees required to file pursuant to Section 6.01 must file their Annual Statement of Financial Disclosure by May 15th of each year, or **within thirty (30) days of a covered Employee's appointment or promotion**, whichever is later. An Employee may indicate with respect to any item of the Annual Statement of Financial Disclosure that information with respect thereto is lacking and will be supplied in a supplemental statement to be filed no later than the seventh (7th) day following the date to which that Employee could have received an automatic extension to file their income tax returns for that year. The Commission on Ethics and Lobbying in Government may also grant hardship applications.
- (b) If an Employee fails to file the Annual Statement of Financial Disclosure as required or omits relevant information, they shall be subject to discipline, up to and including dismissal. In addition, criminal or civil penalties may be imposed as set forth in Chapter 9 below.





7

Books and Records



Section 7.01 Accuracy and Completeness of Financial Records

- (a) Employees who are involved in the preparation of the MTA's financial records must ensure that the accounting and financial records meet the highest standards of accuracy and completeness. Reporting accurate and complete information about the MTA's financial condition is an essential responsibility of all Employees.
- (b) If you have reason to believe that any of the MTA's financial records are not being maintained in an accurate or complete manner, you are expected to report this immediately to the Chief Financial Officer, MTA General Counsel, or Chief Compliance Officer.

Section 7.02 Financial Statements and Accounts

Employees who are involved in the preparation of the MTA's financial statements must do so according to generally accepted accounting principles and other applicable accounting standards and rules, so that the statements fairly and completely reflect the operations and financial condition of the MTA.





Other Ethics Issues

Section 8.01 Nepotism

Job opportunities at the MTA are based on merit and qualifications

- (a) It is the policy of the MTA to ensure that all job opportunities at the MTA are based on merit and qualifications. Employees are prohibited from participating in any hiring or employment decision relating to a Family Member. If a hiring or employment matter arises relating to a Family Member, then the Employee must advise their supervisor of the relationship and must be recused from any and all discussions or decisions relating to the matter. There will be no preferential treatment for Family Members of current or former Employees and/or union officials.
- (b) Employees are required to comply with and should consult the All Agency Policy Directive, Anti-Nepotism Employment Procedures.
- (c) Contracting opportunities are based only on merit and qualifications. There will be no preferential treatment for Family Members of current or former Employees and/or union officials. Employees are prohibited from taking part in any contracting decision: (i) relating to a Family Member; or (ii) relating to any entity in which either they or a Family Member is an officer, director or partner, or in which a Family Member owns or controls 10% or more of the stock (or 1% or more if in the case of a corporation whose stock is regularly traded on an established securities exchange) of such entity. If a contracting matter arises relating to a Family Member, then the Employee must advise their supervisor of the relationship and must be recused from any and all discussions or decisions relating to the matter.
- (d) An Employee cannot participate in any decision to invest MTA funds in any security of any entity in which that Employee or any Family Member of that Employee has a financial interest, is an underwriter, or receives any brokerage, origination, or servicing fees.

Section 8.02 Business Relationships Between Employees

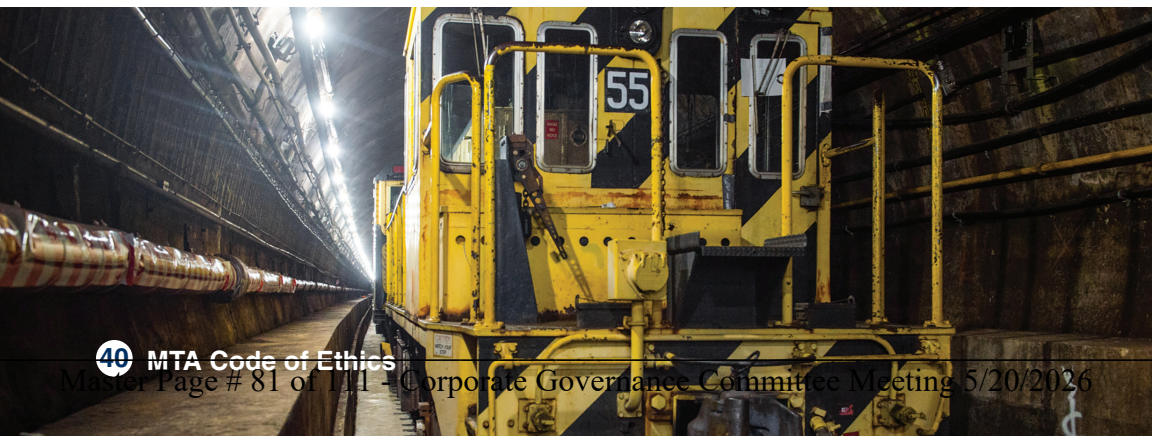
MTA managers and supervisors are prohibited from hiring Employees whom they directly or indirectly supervise or manage to work for or with them as full-time, part-time, or temporary employees or as consultants in any outside business entity.

Section 8.03 Financial Transactions Between Employees

MTA managers and supervisors are prohibited from engaging in financial transactions with Employees whom they directly or indirectly supervise or manage. MTA managers and supervisors may not obtain or use or attempt to use the credit of any Employee whom they directly or indirectly supervise or manage as applicant, maker, co-signer, or endorser of any credit instrument in any connection with a loan or similar transaction.

Section 8.04 Prohibition Against the Use of MTA Property

- (a) MTA's names, logos, titles, supplies, equipment, computer resources, personnel, funds, and other resources may not be utilized for non-governmental purposes, including for personal purposes or for outside activities of any kind except as may be specifically authorized herein:
- (1) Official stationery may not be used for non-governmental purposes, nor may MTA resources be used to mail personal correspondence. The designation "personal" on MTA stationery means only that the contents are meant for the personal viewing of the addressee and not that the sender is acting unofficially. All letters and other written materials printed on such official stationery are considered official, and thus the designation "unofficial" has no meaning and may not be used.
 - (2) Under no circumstances may MTA mail, postage, internal office mail, or inter-city couriers be used for non-governmental purposes.
 - (3) MTA telephones may not be used for non-governmental long-distance calls, except for toll-free calls, collect calls, and calls billed to a personal telephone number. MTA telephones may be used for incidental and necessary personal local calls that are of limited number and duration and do not conflict with the proper exercise of the duties of the Employee.
 - (4) MTA computer resources may be used for incidental and necessary personal purposes, such as sending personal electronic mail messages, provided that such use is in a limited amount and duration and does not conflict with the proper exercise of the duties of the Employee. (See MTA Computer Usage and Social Media Policy Directives.)
 - (5) MTA vehicles shall be used for official business or incidental use associated with official business away from an Employee's official workstation. Individuals who are authorized by their Agency to use a vehicle for personal purposes shall keep records of such use, and the value of such personal use shall be calculated and reported as personal income to such individual for tax purposes. (See Vehicle Usage Policy.)
- (b) Any Agency policy regarding use of MTA property must be consistent with or more restrictive than this Section of the Code.





Discipline/Penalty for Violation of this Code or State Ethics Laws

Section 9.01 General

Employees who violate any provision of the State Ethics Laws or of this Code may be subject to disciplinary action consistent with that administered for violations of the rules and regulations of the applicable MTA Agency, up to and including termination.

Section 9.02 Civil Penalties

A violation of Public Officers Law Sections 73(2), (3), (4), (5), (7), (8), (12), (14), (15), (16), (17), and Sections 73-a may result in the Commission on Ethics and Lobbying in Government imposing a civil penalty of up to forty thousand dollars (\$40,000) and the value of any gift, compensation, or benefit received as a result of such violation. These sections include but are not limited to prohibitions concerning gifts, future employment, and financial interests in MTA contracts as well as obligations in connection with the filing of Annual Statements of Financial Disclosure.

A violation of Public Officers Law Section 74 may result in the Commission on Ethics and Lobbying in Government imposing a civil penalty of up to ten thousand dollars (\$10,000) and the value of any gift, compensation, or benefit received as a result of such violation.

Section 9.03 Criminal Penalties

A violation of Public Officers Law Section 73(2), (3), (4), (5), (7), (8), and Section 73-a may result, in lieu of civil penalties, in the Commission on Ethics and Lobbying in Government referring the violation to the New York State Attorney General or local prosecutor for criminal prosecution as a Class A misdemeanor, punishable by imprisonment for up to one year and a fine up to one thousand dollars (\$1,000).



Contact Information

Questions concerning this Code or potential Conflicts of Interest may be directed to Corporate Compliance at the phone number listed below. It is not the function of any Corporate Compliance staff member to act as counsel to any individual Employee.

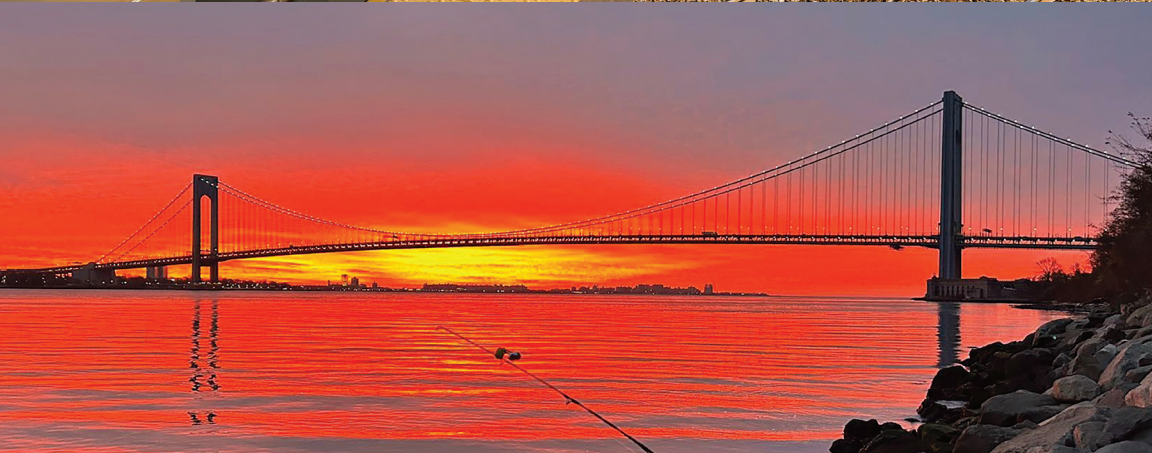
Information regarding violations of this Code or questions concerning ethics-related matters may also be directed to:

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

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

**Office of the Inspector General
Metropolitan Transportation Authority
One Penn Plaza, 11th Floor Suite 1110
New York, New York 10119
800-MTA-IG4U (800-682-4448)**

Employees can visit <https://mta.archerirm.us> to access the MTA's Ethics and Compliance Portal and to view the most current copy of the Code of Ethics.





Board Members Code of Ethics



Originally Issued

March 2006

Revised

March 2007

December 2009

November 2011

November 2014

March 2023

Copies of the Board Members Code of Ethics
may be obtained from MTA Corporate Compliance

As Board Members of the Metropolitan Transportation Authority (“MTA”), you must be committed to fostering a climate of transparency and the highest ethical standards in MTA’s operations and in its dealings with the public.

In accordance with the Public Authorities Law, the MTA Board is required to adopt a Board Members Code of Ethics that reflects these goals. The Board Members Code of Ethics is intended to provide guidance with respect to applicable laws and standards governing ethical conduct and help Board Members recognize and deal with ethical issues that they may confront in their capacity as Board Members.

Under this Code of Ethics, no Board Member “should have any interest, financial or otherwise, direct or indirect, or engage in any business or transaction or professional activity or incur any obligation of any nature, which is in substantial conflict with the proper discharge of their duties in the public interest.”

Board Members are encouraged to bring questions about particular circumstances that may create the appearance of or an actual Conflict of Interest to the attention of the Board Chair, the MTA General Counsel, or the MTA Chief Compliance Officer.

Each Board Member brings their unique personal experiences and perspectives to bear in making official decisions on behalf of the MTA. However, you have a duty to exhibit high standards of integrity and commitment in the performance of your official duties.

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1

Definitions/ Structure

Section 1.01 Definitions

As used in this Code, capitalized terms, except where it is clear by the context that another meaning is intended, shall have the following meanings:

Annual Statement of Financial Disclosure means the financial disclosure statement required to be filed with the Commission on Ethics and Lobbying in Government by certain public employees and Board Members under the State Ethics in Government Act, Public Officers Law Section 73-a and this Code.

Board Member means the Board Chair or any of the individuals appointed to serve as a Member of the Board, both voting and non-voting, of the Metropolitan Transportation Authority. All Board Members also serve *ex officio* as members of MTA New York City Transit, Manhattan and Bronx Surface Transit Operating Authority, MTA Long Island Rail Road, MTA Metro-North Railroad, MTA Long Island Bus, MTA Bus Company, MTA Construction and Development Company, the Staten Island Rapid Transit Operating Authority, the First Mutual Transportation Assurance Company, MTA Bridges and Tunnels, Grand Central Madison Concourse Operating Company, and all future affiliated or subsidiary entities of the MTA. All of such entities are hereinafter collectively referred to as the MTA.

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

Code means this Board Members Code of Ethics.

Commission on Ethics and Lobbying in Government means the Commission established under Section 94 of the New York Executive Law pursuant to the Ethics Commission Reform Act of 2022.

Compensation means any money, thing of value, or financial benefit conferred, directly or indirectly, in whatever form, in return for services rendered or to be rendered. With regard to matters undertaken by a firm, corporation, or association, compensation shall mean net revenues, as defined in accordance with generally accepted accounting principles.

Confidential Information means information, whether or not set forth in writing, that is available to a Board Member only because of such Member's position and which is treated by the MTA as being confidential or which the Board Member has reason to believe is confidential. Information does not have to be formally labeled "confidential" to be confidential. Confidential information includes information disclosed during an executive session of the MTA Board.

Conflict of Interest means a situation in which the financial, familial, or personal interests of a Board Member come into real or apparent conflict with their fiduciary duties and responsibilities to the MTA. Apparent Conflicts of Interest are situations where there is the appearance that a Board Member can personally benefit from

actions or discussion made in their official capacity, or where a Board Member may be influenced to act in a manner that does not represent the best interests of the MTA. The appearance of a conflict may occur if circumstances would suggest to a reasonable person that a Board Member may have a conflict. The appearance of a conflict and a real conflict should be treated in the same manner for purposes of this Code.

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

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

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

Gift means the transfer, without equivalent consideration, of any thing or benefit, tangible or intangible, having more than nominal value, including, but not limited to, loans, forbearance, services, travel, gratuities of any kind, favors, money, meals, refreshments, entertainment, hospitality, promises, tickets to entertainment or sporting events, weekend trips, golf outings, loans of equipment, or other thing or benefit. **(See definition of "Items of Nominal Value" below.)**

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

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

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

Prohibited Source means:

- (a) a Vendor; including any person; seller of goods or services; bidder; proposer; consultant; contractor; trade, contractor, or industry association; or any other person/entity with which the MTA is doing business, as well as those persons and business entities who have expressed an interest in doing business with the MTA, whose activities directly or indirectly benefit the MTA, or who have a history of doing business with the MTA in the recent past; or
- (b) a tenant or licensee of the MTA; or
- (c) any person or entity who on their or its own behalf, or on behalf of any other person or entity, satisfies any one of the following:
 - (1) is regulated by, negotiates with, appears before in other than a Ministerial Matter, seeks to contract with or has contracts with, or does other business with: (i) the Board Member, in their official capacity as a Board Member; (ii) the MTA; or (iii) any other New York State Agency when the MTA is to receive the benefits of the contract; or
 - (2) is required to be listed on a statement of registration pursuant to §1-e(a)(1) of article 1-A of the Legislative Law and lobbies or attempts to influence actions, decisions, or policies of the MTA; or
 - (3) is the spouse or unemancipated child of any individual satisfying the requirements of subsection (c)(2) above; or
 - (4) is involved in any action or proceeding, in which administrative and judicial remedies thereto have not been exhausted, and which is adverse to either: (i) the Board Member in their official capacity as a Board Member; or (ii) the MTA; or
 - (5) has received or applied for funds from the MTA at any time during the previous 12 months up to and including the date of the proposed or actual receipt of the item or service of more than Nominal Value.

Regulatory Agency shall mean the banking department, insurance department, state liquor authority, department of agriculture and markets, department of education, department of environmental conservation, department of health, division of housing and community renewal, department of state (other than the division of corporations and state records), department of public service, the industrial board of appeals in the department of labor and the department of law (other than when the attorney general or their agents or employees are performing duties specified in Section Sixty-Three of the Executive Law such as investigation, prosecution, and defense of actions in which the State is interested).

Representative Capacity means the representation of the interests of a client or other person pursuant to an agreement express or implied, for compensation for services.



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

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

Section 1.02 Training

All new Board Members are required to participate in an orientation program to familiarize new members with their legal, fiduciary, financial, and ethical responsibilities.

Existing Board Members are required to participate in continuing education regarding their ethical and fiduciary obligations.

Board Members must complete an ethics training course within three months of becoming subject to the financial disclosure requirements of Public Officers Law Section 73-a and shall attend continuing ethics training as determined by the MTA Chief Compliance Officer.

Section 1.03 Ethics and Financial Disclosure Questions

All Board Members are required to complete the Annual Statement of Financial Disclosure. Questions concerning the Annual Statement of Financial Disclosure may be directed to the Board Chair, the MTA General Counsel, or the MTA Chief Compliance Officer, who may direct you to the Commission on Ethics and Lobbying in Government.

Any questions regarding this Code may be directed to the Chair or to the MTA General Counsel, or the MTA Chief Compliance Officer. Any general question regarding the State Ethics Law may also be directed to the Commission on Ethics and Lobbying in Government.



Duties

Section 2.01 Confidentiality

This Code, as well as the State Ethics Law, requires Board Members to maintain the confidentiality of Confidential Information entrusted to them by the MTA and any other confidential information about the MTA that comes to them, from whatever source, in their capacity as Board Members, except when disclosure is authorized or legally mandated. A Board Member shall not use Confidential Information to further their own interest. Board Members are expected to maintain this confidentiality both while Board Members and after their services to the MTA have ended.

Section 2.02 Compliance with Laws, Rules, and Regulations

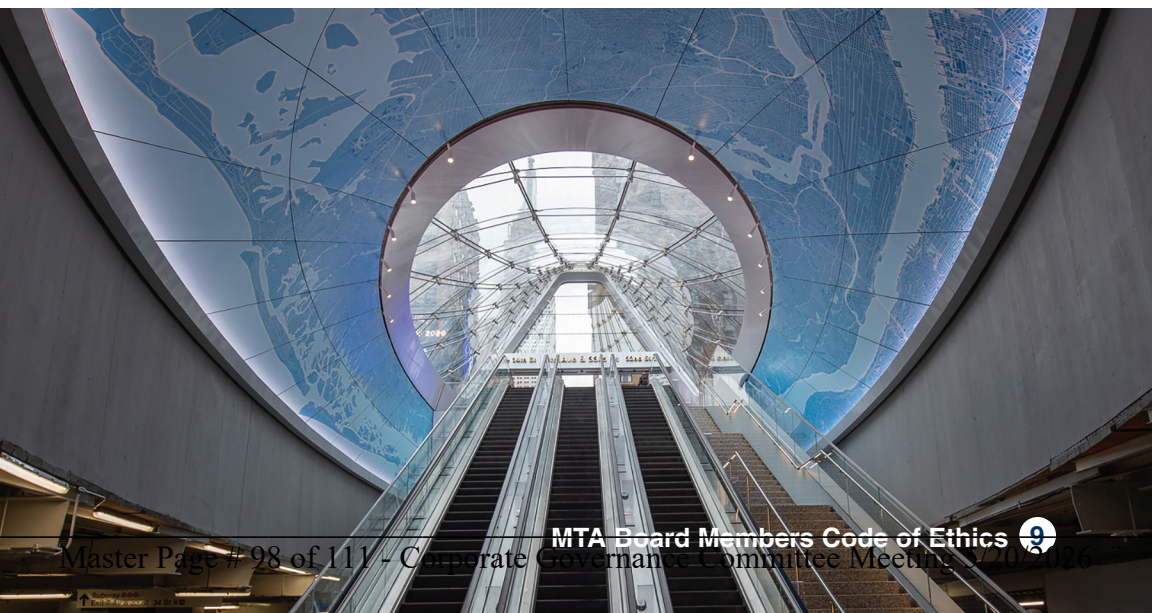
Board Members shall comply with all applicable laws, rules, and regulations applicable to the MTA.

Section 2.03 Encouraging the Reporting of Any Illegal or Unethical Behavior

Board Members shall encourage ethical behavior and take steps to ensure that the MTA: (a) encourages employees to report violations of laws, rules, regulations, or the MTA's Code of Ethics to appropriate personnel; and (b) encourages employees to talk to supervisors, managers, and other appropriate personnel when in doubt about the best course of action in a particular situation.

Section 2.04 Duty to Disclose

Board Members shall promptly report any violation or possible violation of this Code, as well as any actual or potential violation of laws, regulations, or policies and procedures to the Chair or the MTA General Counsel or the MTA Chief Compliance Officer.





Gifts, Events, Receptions, and Meals

Section 3.01 Gifts

The State Ethics Law provides that Board Members should not by their conduct give reasonable basis for the impression that any person can improperly influence them or enjoy their favor in the performance of their official duties. In the Code of Ethics applicable to its employees, MTA has adopted a zero-tolerance policy for Gifts. The defined term “Gift” does not include items of truly nominal value. (See definitions of “Gifts” and “Items of Nominal Value”). Board Members are required to adhere to the zero-tolerance policy on gifts, as contained in Section 2.01 of the MTA Code of Ethics.

As is the case with employees, Board Members may accept Gifts from employees of a Prohibited Source if these Gifts are reflective of a personal relationship independent of the relationship between the Prohibited Source and the MTA.

Section 3.02 Reporting Gifts or Gift Offers

A Board Member to whom a Gift is offered or given arising out of their affiliation with MTA shall promptly report such offer or Gift to the Chief Compliance Officer. Board Members should promptly return Gifts to the person or entity giving the Gift.

Section 3.03 Business Meals

It is possible that Board Members may receive invitations for business meals from Prohibited Sources. To the extent that those invitations arise out of the Board Member’s affiliation with MTA, such invitations should be viewed with caution because acceptance of such invitations may create the impression that they can be improperly influenced in the performance of their official duties. Board Members may accept free, modest meals in the course of and for the purpose of conducting MTA Agency business at a Prohibited Source’s facility or when attending a seminar or conference in connection with MTA business and meals or refreshments are provided to all participants.

Section 3.04 Awards, Plaques, and Honors

Awards and plaques publicly presented in recognition of a Board Member’s service to the MTA may be accepted. However, Board Members should notify the MTA Chief Compliance Officer prior to accepting such an award, plaque, or honor presented by a Prohibited Source. The Board Member or their designee(s) may attend functions sponsored and paid for by Prohibited Sources when attendance is related and appropriate to that attendee’s official duties or when the purpose of attendance is the performance of a ceremonial or other function that is appropriate to that attendee’s official duties with the MTA. In such cases, however, the Board Member shall provide advance written notice of such invitation to the MTA Chief Compliance Officer.



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Conflicts of Interest and Political Activities

Section 4.01 Financial or Business Interest

In order to preserve independence of judgment in the exercise of their official duties, Board Members shall not have any interest, financial or otherwise, direct or indirect, or engage in any business or transaction or professional activity or incur any obligation of any nature, or accept any non-governmental employment, which is in substantial conflict with the proper discharge of the Board Member's duties in the public interest.

Section 4.02 Corporate Directorships or Board Memberships

In order to protect against Conflicts of Interest in violation of this Code of Ethics and the State Ethics Law, Board Members must inform the MTA Chief Compliance Officer prior to accepting a position as director, officer, or Board Member of a corporation or charitable organization. The MTA Chief Compliance Officer shall review the business of the company or organization to determine whether a Conflict of Interest exists between the MTA and the company and to direct, as necessary, steps to address any such conflict. All Board Members shall cooperate fully with any inquiry by the MTA Chief Compliance Officer.

Section 4.03 Law Firm, Consulting Firm, and Other Professional Service Firms

This Code as well as the State Ethics Law provides that Board Members are not permitted to engage in activities or employment that will impair the independence of judgment in the exercise of their official duties. Accordingly, Board Members must inform the MTA Chief Compliance Officer prior to affiliating with a law firm, consulting firm, or other business that provides services to the MTA. In addition, prior to affiliating with a law firm, consulting firm, or other professional service firm, Board Members should inform the MTA Chief Compliance Officer of such affiliation to determine if the firm represents any clients that sell goods, provide services, or otherwise transact business with the MTA. If, while serving on the MTA Board, any Board Member who is affiliated with a law firm, consulting firm, or other professional service firm becomes aware that a client of that firm sells goods, provides services, or otherwise transacts business with the MTA, that Board Member shall promptly disclose any such actual or apparent client conflict to the MTA Chief Compliance Officer. The MTA Chief Compliance Officer shall determine whether a Conflict of Interest exists between the MTA and the client of the law firm, consulting firm, or other professional services firm and take necessary steps to address any such conflict. All Board Members shall cooperate fully with any inquiry by the MTA Chief Compliance Officer.



Section 4.04 Duty to Disclose Conflicts of Interest

Board Members have an ongoing obligation to disclose actual and potential Conflicts of Interest that arise during the course of their service.

Section 4.05 Unwarranted Privileges

Board Members shall not use or attempt to use their official position to secure unwarranted privileges or exemption for the Board Member or others.

Section 4.06 Undue Influence

Board Members' conduct should not give reasonable basis for the impression that any person can improperly influence the Board Member or unduly enjoy the Board Member's favor in the performance of the Board Member's official duties, or that the Board Member is affected by the kinship, rank, position, or influence of any party or person.

Section 4.07 Course of Conduct

Board Members should endeavor to pursue a course of conduct that will not raise suspicion among the public that they are likely to be engaged in acts that are in violation of the Board Members' trust.

Section 4.08 Recusal / Conflict of Interest

Board Members must not only avoid Conflicts of Interest with the MTA but also even the appearance of a conflict. If a Board Member believes they have an actual or potential Conflict of Interest with the MTA on a particular matter, or if the Board Member becomes aware that they have an actual or potential Conflict of Interest on a particular matter during a Committee or Board meeting, the Board Member shall promptly notify the Chair or the Chair of the Committee and shall immediately recuse themselves from further consideration of or action on such matter.

Note: Recusal requires that the Board Member not participate in any discussion, decision, or vote by the Board or Committee that in any way relates to the matter that gives rise to the Conflict of Interest. Whenever practicable, the Board Member must leave the Board room until any discussion about the matter that gives rise to the Conflict of Interest has concluded.





Section 4.09 Procurement Activity

No Board Member or firm or association of which such Board Member is a member; or corporation, ten percent (10%) or more of the stock of which is owned or controlled directly or indirectly by such Board Member; shall sell any goods or services to the MTA, unless such goods or services are provided pursuant to an award of contract after public notice and competitive bidding or after a competitive request for proposal process. For the purposes of this paragraph, the term "services" shall not include employment as an employee.

This paragraph shall not preclude a firm, association, or corporation from selling goods or services to the MTA if the interested Board Member did not participate in any way on behalf of any party in the bidding, solicitation, or negotiation process; does not share in the net revenues derived from that sale; and does not participate in the decision to award the contract.

Except as permitted above, no Board Member shall be in any way or any manner interested, directly or indirectly, in any contract made by the MTA.

Section 4.10 Compensation

No Board Member, other than in the proper discharge of official duties as a Board Member of the MTA or as an officer or employee of a federal, state, or local government or agency, shall receive, directly or indirectly, or enter into any agreement, express or implied, for any compensation for the appearance or rendition of services by the Board Member or another in relation to any case, proceeding, application, or other matter before the MTA.

A Board Member who is a member, associate, retired member, of counsel to, or shareholder of, any firm, association, or corporation which is appearing or rendering services, with or without compensation, in connection with any matter before, or transacting any business with, the MTA shall not communicate as to the merits of such cause with an officer (including another Board Member) or employee of the MTA, without first disclosing the nature and extent of their interest in the matter before, or business being transacted with, the MTA.

Section 4.11 Appearance Before the MTA

A Board Member may appear before the MTA (i) in a representative capacity on behalf of an employee organization; a federal, state, or local government or agency; or a transportation advocacy organization or (ii) in connection with a ministerial action.

Section 4.12 Nepotism in Hiring and Contracting

No person who has served as a Board Member shall take part in any hiring or employment decision relating to a family member. If such matter arises, the Board Member must notify the MTA Chief Compliance Officer and recuse themselves from any discussions or decisions related to that matter.

No person who has served as a Board Member shall take part in any contracting decision: (i) relating to a family member: or (ii) relating to any entity in which a family member is an officer, director, or partner, or in which a family member owns or controls ten percent (10%) or more of the stock of such entity. If such matter arises, the Board Member must notify the MTA Chief Compliance Officer and recuse themselves from any discussions or decisions related to that matter.

Section 4.13 Prohibition Against the Use of MTA Property

MTA supplies, equipment, computers, personnel, and other resources may not be utilized for nongovernmental purposes, including for personal purposes of any kind. This prohibition includes but is not limited to the following:

- (a) Official stationery may not be used for nongovernmental purposes, nor may MTA resources be used to mail personal correspondence. The designation “personal” on MTA stationery means only that the contents are meant for the personal viewing of the addressee and not that the sender is acting unofficially. All letters and other written materials printed on such official stationery are considered official, and thus the designation “unofficial” has no meaning and may not be used.
- (b) Under no circumstances may MTA mail, postage, internal office mail, or inter-city couriers be used for nongovernmental purposes.
- (c) MTA mobile devices may not be used for nongovernmental purposes. MTA mobile devices may be used for incidental and necessary personal use if limited in number and duration and do not conflict with the proper exercise of the duties of the Board Member.
- (d) MTA computers may be used for incidental and necessary personal purposes, such as sending personal electronic mail messages, provided that such use is in a limited amount and duration and does not conflict with the proper exercise of the duties of the Board Member.
- (e) No Board Member shall use the MTA’s name, position, or authority in any fundraising activity unless authorized by the MTA Chief Compliance Officer. Authorization may be granted only if the fundraising is in furtherance of the MTA’s mission and does not create an appearance of or any actual Conflict of Interest. A Board Member may engage in fundraising in a personal capacity provided they do not use their title, position, or authority to further their fundraising activities and do not personally solicit funds from MTA employees or from persons known to the Board Member to be a Prohibited Source.



Section 4.14 Political Activities

- (a) Consistent with this Code, Board Members are free to participate in the political process, but there must be a clear separation between their political activities and the discharge of their duties as Board Members.
- (b) Board Members shall not serve as: (1) officers of any political party or political organization or (2) members of any political party committee, including political party district leaders or as members of a political party national committee. "Political organization" means any organization affiliated with a political party but does not include a judicial nominating committee, an organization supporting a particular cause with no partisan activities, a campaign or fundraising committee, or serving as a delegate to a state or national party convention.
- (c) A Board Member interested in running for elective office shall give notice of their intentions to the MTA Chief Compliance Officer so that we may determine whether, and upon what conditions, seeking elective public office would be consistent with the ethics laws and regulations. In advance of running as a candidate in any election, the provisions of the Hatch Act should also be evaluated to determine whether such a candidacy is permitted under its terms.
- (d) A Board Member shall not use their position on the Board for the purpose of interfering with or affecting the result of an election.
- (e) MTA property, including, without limitation, telephone, copy machines, computers, and other MTA Agency equipment, vehicles, office space, and services may not be used for political activities under any circumstances.
- (f) No Board Member, pursuant to executive order, may make or offer to make any monetary contribution to the campaign of the Governor, or to any political campaign committee organized by or for the specific benefit of the Governor.
- (g) No Board Member, pursuant to executive order, may request or demand that any other person make or offer to make any monetary contribution to the campaign of the Governor, or to any political campaign committee organized by or for the specific benefit of the Governor.



Post Board Service Restrictions

Section 5.01 Two-Year Post Service Bar

No person who has served as a Board Member shall, within a period of two years after the termination of such service, appear or practice before the MTA or receive compensation for any services rendered by such former Board Member on behalf of any person or any non-governmental firm, corporation, association, or other entity in relation to any case, proceeding, or application or other matter before the MTA.

Section 5.02 Lifetime Bar

No person who has served as a Board Member shall, after the termination of such service, appear, practice, communicate, or otherwise render services before the MTA or receive compensation for any such services rendered by such former Board Member on behalf of any person or any non-governmental firm, corporation, association, or other entity in relation to any case, proceeding, application, or transaction with respect to which such person was directly and personally concerned during the period of their service.

Exception: The restrictions contained in this paragraph shall not apply to any appearance, practice, communication, or rendition of services before the MTA, or to the receipt of compensation for any such services rendered by a former Board Member, which is made while carrying out official duties as an elected official or employee of a federal, state, or local government or one of its agencies.

Section 5.03 Waiver of Post Service Bar

To the extent permitted by law, nothing contained in this Code shall be construed or applied to prohibit the MTA, at any time, from contracting with or hiring any former Board Member to provide services to the MTA for a specific matter in circumstances in which contracting with or hiring such former Board Member would be in the public interest due to such former Board Member's specialized knowledge of the matter and the efficient and cost-effective results that contracting with or hiring such former Board Member would produce.



