

Metropolitan Transportation Authority
Description and Board Structure
Covering Fiscal Year 2009

**Submitted as part of the MTA 2010 Annual Report
Pursuant to New York State Public Authorities Law Section 2800(1)(a)(11)**

The Metropolitan Transportation Authority (“MTA”), a public benefit corporation of the State of New York (the “State”), has the responsibility for developing and implementing a unified mass transportation policy for The City of New York (the “City”) and Dutchess, Nassau, Orange, Putnam, Rockland, Suffolk and Westchester counties (collectively with the City, the “MTA Commuter Transportation District”).

MTA, which has 1,590 employees, carries out these responsibilities directly and through its subsidiaries and affiliates, which are also public benefit corporations. The following entities, listed by their legal names and number of employees as of December 31, 2009, are subsidiaries of MTA:

Legal Name	Number of Employees
The Long Island Rail Road Company	6,765 employees
Metro-North Commuter Railroad Company	5,951 employees
Staten Island Rapid Transit Operating Authority	271 employees
Metropolitan Suburban Bus Authority	1,150 employees
MTA Bus Company	3,467 employees
MTA Capital Construction Company	130 employees

The following entities, listed by their legal names, are affiliates of MTA:

Legal Name	Number of Employees
Triborough Bridge and Tunnel Authority	1,781 employees
New York City Transit Authority, and its subsidiary, the Manhattan and Bronx Surface Transit Operating Authority	49,375 employees

MTA and the foregoing subsidiaries and affiliates are collectively referred to herein, from time to time, as the “Related Entities.” Throughout document, the Related Entities are referred to by their popular names, which are listed below under “Use of Popular Names.”

Certain insurance coverage for the Related Entities is provided by a New York State-licensed captive insurance public benefit corporation subsidiary of MTA, First Mutual Transportation Assurance Company (“FMTAC”).

MTA and its subsidiaries are generally governed by the Metropolitan Transportation Authority Act, Title 11 of Article 5 of the New York Public Authorities Law, as from time to time amended (the “MTA Act”).

Triborough Bridge and Tunnel Authority is generally governed by the Triborough Bridge and Tunnel Authority Act, being Title 3 of Article 3 of the New York Public Authorities Law, as from time to time amended (the “MTA Bridges and Tunnels Act”).

The New York City Transit Authority and its subsidiary are generally governed by the New York City Transit Authority Act, being Title 9 of Article 5 of the New York Public Authorities Law, as from time to time amended (the “MTA New York City Transit Act”).

Due to the continuing business interrelationship of the Related Entities and their common governance and funding, there are provisions of each of these three acts (the MTA Act, the MTA Bridges and Tunnels Act and the MTA New York City Transit Act) that affect some or all of the other Related Entities in various ways.

Use of Popular Names

The following table sets forth the legal and popular names of the Related Entities. Throughout this document, reference to each agency will be made using its popular name.

Legal Name	Popular Name
Metropolitan Transportation Authority	MTA
New York City Transit Authority	MTA New York City Transit
Manhattan and Bronx Surface Transit Operating Authority	MaBSTOA
Staten Island Rapid Transit Operating Authority	MTA Staten Island Railway
MTA Bus Company	MTA Bus
Metropolitan Suburban Bus Authority	MTA Long Island Bus
The Long Island Rail Road Company	MTA Long Island Rail Road
Metro-North Commuter Railroad Company	MTA Metro-North Railroad
MTA Capital Construction Company	MTA Capital Construction
Triborough Bridge and Tunnel Authority	MTA Bridges and Tunnels

Governance

MTA's Board consists of a Chairman and 16 other voting Members, two non-voting Members and four alternate non-voting Members, all of whom are appointed by the Governor with the advice and consent of the State Senate. The four voting Members are required to be residents of the counties of Dutchess, Orange, Putnam and Rockland, respectively, cast only one collective vote. The other voting Members, including the Chairman, cast one vote each (except that in the event of a tie vote, the Chairman shall cast one additional vote). Members of MTA are, *ex officio*, the Members or Directors of the other Related Entities and FMTAC.

Under State legislation enacted on May 7, 2009 (Chapter 25 of the Laws of 2009), the Chairman of the MTA is to serve as its chief executive officer, effective upon appointment by the Governor with the advice and consent of the State Senate. The new Chairman of MTA will be, *ex officio*, the chief executive officer of the other Related Entities. Pursuant to the noted legislation the Chairman of MTA shall serve, *ex officio*, as the chief executive officer of each of the other Related Entities, and any executive director of MTA as may be appointed by the Chairman of the MTA shall serve, *ex officio*, as Executive Director of each of the other Related Entities.

As of December 31, 2009, the Chairman had established the following Committees to assist him and the Board in discharging their responsibilities: (1) the Audit Committee; (2) the Committee on Finance; (3) the Committee on Operations of the New York City Transit Authority, the Manhattan and Bronx Surface Transit Operating Authority and the Staten Island Rapid Transit Operating Authority; (4) the Committee on Operation of the Metro-North Commuter Railroad; (5) the Committee on Operation of the Long Island Rail Road and the Metropolitan Suburban Bus Authority; (6) the Committee on Operations of the Triborough Bridge and Tunnel Authority; (7) the Committee on Capital Program Oversight; (8) the Capital Construction, Planning, and Real Estate Committee; (9) the Safety and Security Committee; (10) the Diversity Committee, and (11) the Corporate Governance Committee.

Board Members are assigned by the Chairman to serve as chairperson or as a member of several

committees. The following chart sets forth the Committee Assignments for each MTA Board Member on December 31, 2009.

BOARD COMMITTEE ASSIGNMENTS

BOARD MEMBERS	COMMITTEES										
	Audit Committee (10 Members)	NYC Transit Committee (12 Members)	Capital Construction, Planning and Real Estate Committee (12 Members)	Capital Program Oversight Committee (13 Members)	MNR Committee (9 Member)	LIRR/LJ Bus Committee (6 Members)	B & T Committee (9 Members)	Safety and Security Committee (8 Members)	Corporate Governance Committee (9 Members)	Finance Committee (12 Members)	Diversity Committee (8 Members)
Jay H. Walder (Chairman and Chief Executive Officer)				† C					† C		
Andrew M. Saul (Vice Chairman)	†	†	†	†	†	†	†	†	†	† C	†
Andrew Albert*	†	†	†	†			†			†	†
John H. Banks III		†								†	†
Robert C. Bickford	†				†		†	†	†		†
James F. Blair*				†	†					†	
Norman E. Brown					†						
Allen P. Cappelli	†			†			†	†			†
Donald Cecil			†		†						
Doreen M. Frasca	†	† C	†	†					†	†	†
Ira R. Greenberg	†					†		†			†
Jeffrey A. Kay		†	†				†		†	†	
Mark D. Lebow		†	†								
Susan G. Metzger	†	†	†		†			† C	†		† C
Mark Page	†	†		†						†	
Mitchell H. Pally				†		†	†				
Norman I. Seabrook		†	†	†				†			
James L. Sedore Jr.	† C	†	†	†	† C			†	†	†	
Nancy Shevell	†		† C			†	†		†	†	
Vincent Tessitore, Jr.						†		†			
Ed Watt		†		†			†			†	
Carl V. Wortendyke			†	†	†					†	

† C = Committee Chairperson † = Committee Member

The MTA Board held fourteen (14) meetings or special meetings in 2009. The following chart sets forth the meetings of the MTA Board and the attendance of each Board Member at those meetings.

**BOARD MEMBERS' ATTENDANCE
REGULAR AND SPECIAL MEETINGS OF THE MTA BOARD IN 2009**

BOARD MEMBERS	DATES OF MEETINGS													
	1/28/2009	2/25/2009	3/13/09 +	3/25/2009	4/29/2009	5/11/09 +	05/27/09	06/24/09	07/27/09	9/16/09+	09/23/09	10/28/09	11/18/09	12/16/09
Jay H. Walder (Chairman and Chief Executive Officer)														
Dale H. Hemmerdinger (Former Chairman)														
David S. Mack (Former Vice Chairman)			x											
Andrew Saul (Vice Chairman)				x					x					x
Andrew Albert *														
John H. Banks III		x												
Robert C. Bickford (1/4)									x	x				
James F. Blair *										x				
Norman E. Brown *			x						x	x				
Allen P. Cappelli														
Donald Cecil			x											
Doreen M. Frasca													x	
Ira R. Greenberg														
Jeffrey A. Kay														x
Mark D. LeBow			x											
James L. McGovern *		x	x	x	x	x	x							
Susan G. Metzger (1/4)											x			
Mark Page					x	x								
Mitchell H. Pally														
Norman Seabrook		x						x						x
James L. Sedore Jr. (1/4)														
Nancy Shevell	x													x
Vincent Tessitore Jr. *	x		x				x						x	x
Ed Watt *								x		x				
Carl V. Wortendyke (1/4)														x
Legend														
1/4 = Casts one collective vote * = A non-voting Member							X = Absent from meeting ■ = Period during which not a Board Member + = Special board meetings							

Operations

The following is a summary of the facilities and operations presently conducted by the Related Entities.

MTA Headquarters. MTA Headquarters includes the executive staff of MTA, as well as a number of departments that perform largely all-agency functions, including audit, budget and financial management, capital programs management, finance, governmental relations, insurance and risk management, legal, planning, procurement, real estate, corporate compliance and ethics, and treasury. In addition, MTA maintains its own Police Department with non-exclusive jurisdiction over all facilities of the Related Entities.

Transit System. MTA New York City Transit and its subsidiary MaBSTOA operate all subway transportation and substantially all of the public bus transportation within the City (the “Transit System”). Throughout this document, unless otherwise noted, the term “Transit System” includes only the operations of MTA New York City Transit and its subsidiary MaBSTOA, and does not include the operations of MTA Staten Island Railway, MTA Bus or MTA Long Island Bus.

Commuter System. MTA Long Island Rail Road and MTA Metro-North Railroad operate commuter rail services in the MTA Commuter Transportation District (the “Commuter System”).

- MTA Long Island Rail Road operates commuter rail service between the City and Long Island and within Long Island.
- MTA Metro-North Railroad operates commuter rail service between the City and the northern suburban counties of Westchester, Putnam and Dutchess; from the City through the southern portion of the State of Connecticut; through an arrangement with New Jersey Transit, the Port Jervis and Pascack Valley commuter rail services to Orange and Rockland Counties; and within such counties and the State of Connecticut.

MTA Bus. MTA Bus operates certain bus routes in the City formerly served by seven private bus operators pursuant to franchises granted by the City (the “MTA Bus System”).

MTA Long Island Bus. MTA Long Island Bus operates bus service on Long Island, predominantly in Nassau County. Nassau County owns the MTA Long Island Bus facilities.

MTA Staten Island Railway. MTA Staten Island Railway operates a single rapid transit line extending from the Staten Island ferry terminal at St. George to the southern tip of Staten Island.

MTA Bridges and Tunnels. MTA Bridges and Tunnels operates all nine of the intra-State toll bridges and tunnels in the City.

MTA Capital Construction. MTA Capital Construction is responsible for the planning, design and construction of current and future major MTA system expansion projects for the other Related Entities, including East Side Access (bringing MTA Long Island Rail Road into Grand Central Terminal), extension of the No. 7 subway line from Times Square south to 34th Street and Eleventh Avenue in Manhattan, the Lower Manhattan Fulton Street Transit Center, the new South Ferry station complex in lower Manhattan, system-wide capital security projects, and the Second Avenue Subway.