

EXHIBIT I

5.04 – Barter

A. At the request of the License Administrator, the Contractor will pursue the barter or exchange of the display of advertising in unsold advertising space at Authority Approved Display Locations (except Billboards) for goods and services to be provided to the Authorities as determined and specified by the License Administrator. Requests for such barter or exchange arrangements shall only be made with respect to advertising space which is unsold at the time of such request and such arrangements shall have a term of not more than 30 days and shall not be renewed. All of the goods and services in connection with such barter or exchange shall be provided to the Authorities. The Contractor shall receive a fee for this service equal to fifteen percent (15%) of the Standard Rate for the right to display being exchanged. Such fee shall be itemized, deducted from the Contractor's remittance to the Authorities and reported on the Contractor's monthly statement.

B. The Contractor may request approval for the barter or exchange of the display of advertising at Authority Approved Display Locations for goods and services. No such barter or exchange arrangement shall proceed without the prior written approval of the License Administrator which may be withheld at the License Administrator's sole discretion.

C. The Contractor shall provide the License Administrator with copies of all contracts and documents relating to barter and exchange arrangements.

5.05 - Advertising Standards

A. The License Administrator reserves the right to establish standards for the display of advertising on its properties and may amend such standards from time to time; provided, however, if such amendments are determined by the License Administrator to have a material impact on Gross Receipts and such amendments are not required by law, the License Administrator will negotiate in good faith a modification in the Minimum Annual Guarantee and Section 15.15 will apply. The current standards are set forth in Section 5.05(B). The Contractor shall review each advertisement prior to any installation work and agrees that whenever a question arises as to the propriety of an advertisement, in that it may be considered objectionable or controversial, the Contractor shall notify the License Administrator.

B. The Contractor shall neither accept for display, install, display nor maintain any advertisement that falls within one or more of the following categories:

1. The advertisement proposes a commercial transaction, and the advertisement or information contained in it is false, misleading or deceptive.
2. The advertisement or information contained in it promotes unlawful or illegal goods, services or activities.

3. The advertisement or information contained in it implies or declares an endorsement by the MTA, its subsidiaries and Affiliates, including the Authorities, of any service, product or point of view without prior written authorization of the License Administrator.
4. The advertisement contains obscene material. For purposes of this provision, the term "obscene" shall have the meaning contained in New York Penal Law §235.00 (attached hereto as Exhibit B, Part One), as such provision may be amended, modified or supplemented from time to time.
5. The advertisement contains an image or description, which, if sold or loaned to a minor for monetary consideration with knowledge of its character and content, would give rise to a violation of New York Penal Law §235.21 (attached hereto as Exhibit B, Part Two; see also New York Penal Law §235.20 (definitions of terms), attached hereto as Exhibit B, Part Three), as such provision may be amended, modified or supplemented from time to time.
6. The advertisement contains an image or description which, if displayed in a transportation facility with knowledge of its character and content, would give rise to a violation of New York Penal Law §245.11 (attached hereto as Exhibit B, Part Four; see also New York Penal Law §245.10 (definitions of terms), attached hereto as Exhibit B, Part Five), as such provision may be amended, modified or supplemented from time to time.
7. The advertisement, or any information contained in it, is libelous or violates New York Civil Rights Law §50 (attached hereto as Exhibit B, Part Six), as such provision may be amended, modified or supplemented from time to time.
8. The advertisement proposes a commercial transaction, and promotes tobacco or tobacco-related products.
9. The advertisement contains an image of a person, who appears to be a minor, in sexually suggestive dress, pose, or context.
10. The advertisement, or any information contained in it, is directly adverse to the commercial or administrative interests of the MTA, or any of its subsidiaries and Affiliates, including the Authorities, or is harmful to the morale of employees of the MTA, or any of its subsidiaries and Affiliates, including the Authorities.
11. The advertisement contains images or information that demean an individual or group of individuals on account of race, color, religion, national origin, ancestry, gender, age, disability or sexual orientation.