



Metropolitan Transportation Authority

# December 2019

**MTA Board Action Items**



**MTA Board Meeting**  
**2 Broadway, 20th Floor Board Room**  
**New York, N.Y. 10004**  
**Wednesday, 12/18/2019**  
**10:00 AM - 2:00 PM ET**

**1. PUBLIC COMMENT PERIOD**

**2. APPROVAL OF MINUTES**

**MTA Regular Board Minutes - November 14, 2019**

*MTA Regular Minutes - November 14, 2019 - Page 5*

**NYCT/MaBSTOA/SIRTOA/MTA Bus Company Regular Board Minutes - November 14, 2019**

*NYCT Minutes - November 14, 2019 - Page 11*

**MTA Metro-North Railroad Regular Board Minutes - November 14, 2019**

*Metro-North Regular Minutes - November 14, 2019 - Page 17*

**MTA Long Island Rail Road Regular Board Minutes - November 14, 2019**

*LIRR Regular Minutes - November 14, 2019 - Page 23*

**Triborough Bridges & Tunnels Regular Board Minutes - November 14, 2019**

*TBTA Regular Minutes - November 14, 2019 - Page 30*

**MTA Capital Construction Regular Board Minutes - November 14, 2019**

*MTACC Regular Minutes - November 14, 2019 - Page 35*

**3. PRESENTATIONS**

**Forensic Audit**

**4. MTA 2020 BUDGET ADOPTION MATERIALS (Action Items)(Budget Materials distributed separately and available in the Exhibit Book and MTA.Info)**

**5. COMMITTEE ON FINANCE**

**Action Item**

**i. HHB Bronx & CBB Queens Resident Rebate Program**

*HHB Bronx & CBB Queens Resident Rebate Programs - Page 37*

**ii. New Money Obligations for Transit Commuter Projects and TBTA Projects**

*Authorization for New Money Obligations for Transit/Commuter Projects and TBTA Projects (Resolutions available in the Exhibit Book and MTA.Info) - Page 43*

**iii. Supplemental Resolutions Authorizing Refunding Bonds**

*Approval of Supplemental Resolutions Authorizing Refunding Bonds (Resolutions available in the Exhibit Book and MTA.Info) - Page 46*

**iv. Issue Bonds to Refund a Portion of Hudson Rail Yards Trust Obligations**

*Authorization to Issue Bonds to Refund a Portion of Hudson Rail Yards Trust Obligations (Resolutions available in the Exhibit Book and MTA.Info) - Page 49*

**v. Issue TBTA CBDT Second Subordinate Revenue Obligations**

*Authorization to Issue TBTA CBDT Second Subordinate Revenue Obligations (Resolutions available in the Exhibit Book and MTA.Info) - Page 51*

**vi. Reimbursement Resolution for Federal Tax Purposes**

*Authorization of Reimbursement Resolution for Federal Tax Purposes - Page 54*

**MTAHQ Procurements Report**

*MTAHQ Procurement Report - Page 59*

**i. Non-Competitive (no items)**

**ii. Competitive**

*MTAHQ Competitive Procurements - Page 62*

**iii. Ratifications (no items)**

**Real Estate Items**

**i. Real Estate Agenda and Staff Summaries**

*Real Estate Agenda and Staff Summaries - Page 67*

**6. COMMITTEE ON METRO-NORTH RAILROAD & LONG ISLAND RAIL ROAD**

**MNR Procurements Report**

*MNR Procurements - Page 78*

**i. Non-Competitive (no items)**

**ii. Competitive**

*MNR Competitive Procurements - Page 82*

**iii. Ratifications (no items)**

**LIRR Procurements Report**

*LIRR Procurements - Page 86*

**i. Non-Competitive (no items)**

**ii. Competitive**

*Competitive - Page 91*

**iii. Ratification (no items)**

**MTACC Procurements Report (no items)**

**7. COMMITTEE ON NYCT & BUS**

**NYCT & Bus Procurements Report**

*Procurement Cover, Staff Summary & Resolution - Page 92*

**i. Non-Competitive (no items)**

**ii. Competitive**

*NYCT Competitive Actions - Page 97*

**iii. Ratifications**

*NYCT Ratifications - Page 101*

## **8. COMMITTEE ON MTA BRIDGES & TUNNELS OPERATIONS**

### **B&T Procurements**

*B&T Procurements - Page 104*

#### **i. Non-Competitive (no items)**

#### **ii. Competitive**

*B&T Competitive - Page 107*

#### **iii. Ratification (no items)**

## **9. COMMITTEE ON CORPORATE GOVERNANCE**

### **Action Items**

#### **i. MTA Policies Pursuant to Public Authorities Law**

*Policies Staff Summary - Page 112*

#### **ii. MTACC Name Change Staff Summary**

*Staff Summary-MTACC Name Change - Page 113*

- **MTACC Name Change Resolution (Certification of Incorporation and By-Laws available in Exhibit Book)**

*Attachment A - Resolution of MTA Board Regarding MTACC Name Change to MTACD - Page 115*

## **10. FIRST MUTUAL TRANSPORTATION ASSURANCE CO (FMTAC) (no items)**

## **11. INSPECTOR GENERAL PRESENTATION**

Next meeting: Wednesday, January 23, 2020

**Metropolitan Transportation Authority  
Minutes of  
Regular Board Meeting  
2 Broadway  
New York, NY 10004  
Wednesday, November 14, 2019  
9:00 a.m.**

**The following members were present:**

**Hon. Patrick Foye, Chairman & CEO  
Hon. Andrew Albert  
Hon. Sarah E. Feinberg  
Hon. Rhonda Herman  
Hon. David Jones  
Hon. Linda Lacewell  
Hon. Kevin Law  
Hon. David Mack  
Hon. Susan Metzger  
Hon. Haeda B. Mihaltses  
Hon. Robert F. Mujica  
Hon. Lawrence Schwartz  
Hon. Vincent Tessitore, Jr.  
Hon. Veronica Vanterpool**

**The following alternate non-voting members were also present:**

**Hon. Norman Brown  
Hon. Randolph Glucksman  
Hon. John Samuelsen**

**The following members were absent:**

**Hon. Robert W. Linn  
Hon. Neal Zuckerman**

Helene Fromm, Chief of Staff, Robert Foran, Chief Financial Officer, Thomas J. Quigley, General Counsel, Janno Lieber, MTA Chief Development Officer, Andrew Byford, President, NYCT, Phillip Eng, President, Long Island Rail Road, Catherine Rinaldi, President, Metro-North Railroad, Daniel DeCrescenzo, Acting President, TBTA, Craig Cipriano, Acting President, MTA Bus/Senior Vice President, NYCT Department of Buses, and Leah Flax, Associate Staff Analyst, Strategy & Customer Experience, also attended the meeting.

The Board of the Metropolitan Transportation Authority also met as the Boards of the New York City Transit Authority, the Manhattan and Bronx Surface Transit Operating Authority, the Staten Island Rapid Transit Operating Authority, the Metropolitan Suburban Bus Authority, the Triborough Bridge and Tunnel Authority, the Long Island Rail Road, the Metro-North

Commuter Railroad Company, the MTA Capital Construction Company, the MTA Bus Company, and the First Mutual Transportation Assurance Company.

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

**1. CHAIRMAN FOYE'S REMARKS.**

Chairman Foye welcomed everyone to the November Board meeting.

Chairman Foye stated that the MTA remains focused on safety, reliability and service, and the core mission of keeping the region moving. Chairman Foye commended the sustained improvement in On-Time Performance ("OTP") by the agencies and he thanked the agencies Presidents, their teams, the partners in labor, and the hard-working men and women on the front lines for delivering operational excellence.

Chairman Foye commented on the 3 millionth OMNY tap last week, which is another milestone in the rollout of OMNY, the new contactless fare payment system. Chairman Foye stated that the design-build technology project is on time and on budget, and is exceeding MTA's usage expectations. The Chairman attributed the success of the program to the OMNY team, who he said are continuing the system rollout, which is expected to reach every borough by the end of 2019.

Chairman Foye announced that the MTA is also making strides towards sustainability. The MTA has joined the ambitious UN Climate agreement to reduce greenhouse gas emissions over the next five years, in line with the Paris Climate Agreement goals. The Chairman stated that MTA is only the second government agency in the U.S. to make this commitment. As the nation's largest transportation system, Chairman Foye stated that the MTA is committed to not only offsetting emissions by providing transit but also ensuring the MTA is an energy-efficient organization. Chairman Foye stated that MTA customers avoid creating 17 metric tons of greenhouse gas emissions annually by taking advantage of MTA services.

Chairman Foye stated that the MTA is preparing for the historic \$51.5 billion proposed Capital Program, the largest ever for the MTA. The MTA has laid out a bold vision for reinvesting in the system and building a world-class transit network. The Chairman stated that earlier this week, he, Chief Financial Officer Robert Foran and MTA Chief Development Officer Janno Lieber appeared before a state legislative hearing, at the invitation of Chairs Paulin, Comrie and Kennedy on the proposed 2020-2024 Capital Program, to answer questions from state legislators, hear concerns and demonstrate that the MTA is committed, responsive and ready to deliver on the unprecedented investment in the region's future.

Chairman Foye stated that while the MTA is maintaining operational improvements and delivering on commitments, it still needs to make continued progress towards meaningful change and reform. Senior staff within the agencies have worked together to review and refine the recommendations within the AlixPartners report and develop a concrete roadmap for

implementation. Chairman Foye announced the selection of the new Chief Transformation Officer (“CTO”), Anthony McCord. Chairman Foye stated that Mr. McCord, who will start in December, will lead the MTA’s historic reorganization and reform efforts and work closely with senior leaders across the organization to modernize all aspects of the MTA operations. Mr. McCord is a senior corporate executive with over 25 years of experience in industrial services and infrastructure roles around the world, focusing on transformation and change management. Chairman Foye stated that the reorganization will help position the MTA to deliver on the major goals of transformation and return to its core mission: dramatically improving day-to-day service, developing more streamlined and efficient ways of working, reinvesting in assets by delivering on the proposed new capital program, and running the modern, reliable, and efficient transportation system customers deserve.

Chairman Foye stated that today Chief Financial Officer Robert Foran will present the November Financial Plan, including the final proposed 2020 budget, and he noted that the MTA continues to face significant financial challenges and sizable deficits. First, as previously disclosed, the AlixPartners Report recommends a reduction of up to 2,700 positions, primarily administrative, with priority given to attrition and vacancies. Second, the capital budget is solely dedicated to capital investments, and cannot be used to fund operational needs. Third, the budget is a financial document that provides a forecast of revenues and expenses of an organization and it is also a statement of priorities and values, outlining what the MTA is choosing to invest in. The proposed budget includes no budget-driven service cuts, and projected biennial fare and toll increases will remain below the rate of inflation. The Financial Plan also reflects the MTA’s commitment to transformation and reform, and reinvesting in operations so that the increases in ridership and OTP continue. Chairman Foye noted that the proposed budget is contingent upon achieving significant savings and significant risks still remain. The final proposed 2020 budget will come before the Board next month.

The details of Chairman Foye’s remarks are contained in the video recording of the meeting produced by the MTA and maintained in MTA records.

## **2. PUBLIC SPEAKERS SESSION.**

Following the Public Safety announcement, Leah Flax, Associate Staff Analyst, Strategy & Customer Experience, reminded speakers of the two (2) minute speaking limit, and called speakers attention to the countdown clock and the warning light, which will come on alerting speakers that thirty (30) seconds remain to conclude their remarks.

The following twenty (20) speakers commented during the public speakers’ session. Refer to the video recording of the meeting produced by the MTA and maintained in MTA records, and to the other agencies’ minutes of this date, for the content of speakers’ statements.

H.P. Schroer, UMEWE  
Christopher Greif, Private Citizen  
Murray Bodin, Concerned Grandparents  
Robert Griswold, MDSO  
Gian Pedulla, ACTA

Regular Board Meeting  
November 14, 2019

Diego Opperman, MDSO  
Elias Besen, MDSO  
Jackie Goldenberg, Rise & Resist  
Lisa Daglian, PCAC  
Mr. X., Private Citizen  
Howard Bernbaum, TWU Retiree  
Valerie Joseph, BCID  
Jennifer Van Dyck, Rise & Resist  
Jessica Murray, Rise & Resist  
Rebecca Bailin, Riders Alliance  
Jason Piniero, Passenger United  
Michael Howard, CIDNY  
Rachel Fauss, Reinvent Albany  
Omar Vera, Private Citizen  
Xian Horn, Forbes

**3. APPROVAL OF MINUTES.**

Upon motion duly made and seconded, the Board approved the Minutes of the Regular Board meeting held on October 23, 2019.

**4. CHIEF FINANCIAL OFFICER PRESENTATION ON MTA 2020 FINAL PROPOSED BUDGET AND NOVEMBER FINANCIAL PLAN 2020-2023.**

Chairman Foye introduced MTA Chief Financial Officer Robert Foran who presented the MTA 2020 Final Proposed Budget and November Financial Plan for 2020-2023. Chairman Foye noted that the November budget presentation was for informational purposes only and that the Board would vote on the budget materials at the December 18, 2019 Board meeting.

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

Following the presentation, the Chairman thanked Mr. Foran and invited Board discussion concerning the proposed budget and the financial plan.

The details of the presentation on the proposed budget and financial plan and Board members' comments and questions with respect thereto are included in the video recording of the meeting produced by the MTA and maintained in MTA records.

**5. COMMITTEE ON FINANCE.**

**A. Action Item.** Upon motion duly made and seconded the Board approved the action item listed below. The specifics are set forth in the staff summary and documentation filed with the meeting materials. Board member Veronica Vanterpool recused herself from the vote on this item.

1. Energy Services Program Agreement – New York Power Authority (NYPA).  
Approved an extension of the Energy Services Program Agreement between NYPA and the MTA

**B. Information Item.**

1. 2018-2019 Station Maintenance Receivable. The Board was informed of the station maintenance billings and collections as of September 30, 2019.

**C. Procurement Items.** Upon motion duly made and seconded the Board approved the following procurement items listed below. The specifics are set forth in the staff summaries and documentation filed with the meeting materials.

1. Solari Corporation – Ongoing Maintenance and Support of MTA’s Passenger Information Display Systems (PIDS) – No 15523. Approved an award of an all-agency non-competitive miscellaneous service contract to Solari Corporation to continue 24/7 on-call remedial maintenance and scheduled preventative maintenance for MTA’s Solari Passenger Information Display Systems, for a period of five years.
2. Bentley Systems, Inc. – Bentley Systems Software Maintenance and Support – No. 90000000002257, Modification No. 1. Approved a modification to the contract with Bentley Systems to add software-as-a-service (SaaS) cloud subscription services for MTA’s existing suite of asset management software products called AssetWise CONNECT Edition (AWCE).
3. Various Contractors – Benefits Consulting Services – No. 1567, Modification No. 8. Approved twelve-month extensions (November 1, 2019 – October 31, 2020) of the multi-agency personal service contracts with Aon Consulting, Inc., The Segal Company, Inc., and Mercer Health & Benefits, LLC.

**D. Real Estate Items.** Upon motion duly made and seconded the Board approved the real estate items listed below. The specifics are set forth in the staff summaries and documentation filed with the meeting materials

**Metro-North Railroad**

1. Short-term permit to Premium Outlet Partners, L.P. for use of parking spaces at the Harriman Station Parking Facility, Harriman, N.Y.
2. Short-term license to Area 4 LLC for use of vacant retail space as office and storage located at 2 Broadway, New York, N.Y.

**New York City Transit Authority**

3. License with Bergen Beach Café, Inc. for restroom facilities for use by bus operators and dispatchers located at 7112 Avenue U, Brooklyn, N.Y.
6. **EXECUTIVE SESSION.** Upon motion duly made and seconded, the Board convene an Executive Session, pursuant to Section 105(1)(f) of the New York State Public Officers Law, to discuss matters relative to the appointment, employment, promotion, demotion,

discipline, suspension, dismissal or removal of a particular person or corporation.

7. **PUBLIC SESSION RESUMES.** Upon motion duly made and seconded, the Board voted to resume the public session.

Chairman Foye announced that during executive session the Board voted to appoint Mr. Anthony McCord as MTA Transformation Officer, in accordance with Public Authorities Law Section 1270-e(a)(1).

The Chairman announced that the next Board meeting is on Wednesday, December 18, 2019.

8. **ADJOURNMENT.** Upon motion duly made and seconded, the Board voted to adjourn the meeting at 11:37 a.m.

Respectfully submitted,

Victoria Clement  
Assistant Secretary

**Minutes of the  
Regular Board Meeting  
for the New York City Transit Authority,  
Manhattan and Bronx Surface Transit Operating Authority,  
Staten Island Rapid Transit Operating Authority and  
MTA Bus Company  
2 Broadway  
New York, NY 10004  
Thursday, November 14, 2019  
9:00 a.m.**

**The following members were present:**

**Hon. Patrick Foye, Chairman & CEO  
Hon. Andrew Albert  
Hon. Sarah E. Feinberg  
Hon. Rhonda Herman  
Hon. David Jones  
Hon. Linda Lacewell  
Hon. Kevin Law  
Hon. David Mack  
Hon. Haeda B. Mihaltses  
Hon. Robert F. Mujica  
Hon. Lawrence Schwartz  
Hon. Vincent Tessitore, Jr.  
Hon. Veronica Vanterpool**

**The following alternate non-voting members were also present:**

**Hon. Norman Brown  
Hon. Randolph Glucksman  
Hon. John Samuelson**

**The following members were absent:**

**Hon. Robert W. Linn  
Hon. Neal Zuckerman**

Helene Fromm, Chief of Staff, Janno Lieber, MTA Chief Development Officer, Robert Foran, Chief Financial Officer, Thomas J. Quigley, General Counsel, Andrew Byford, President, NYCT, Phillip Eng, President, Long Island Rail Road, Catherine Rinaldi, President, Metro-North Railroad, Daniel DeCrescenzo, Acting President, TBTA, Craig Cipriano, Acting President, MTA Bus/Senior Vice President, NYCT Department of Buses, and Leah Flax, Associate Staff Analyst, Strategy & Customer Experience, also attended the meeting.

## **1. CHAIRMAN FOYE CALLED THE MEETING TO ORDER**

MTA Chairman & CEO Patrick Foye called the meeting to order.

## **2. CHAIRMAN FOYE'S REMARKS**

Chairman Foye welcomed everyone to the November Board meeting.

Chairman Foye stated that the MTA remains focused on safety, reliability and service and the core mission of keeping the region moving. Chairman Foye commended the sustained improvement in On-Time Performance (“OTP”) by the agencies and thanked the agencies’ Presidents, their teams, the partners in labor, and the hard-working men and women on the front lines for delivering operational excellence.

Chairman Foye commented on the three millionth OMNY tap last week, which is another milestone in the rollout of the new contactless fare payment system. Chairman Foye stated that the design-build technology project is on time and on budget and is exceeding MTA’s usage expectations. The Chairman attributed the success of the program to the OMNY team who are continuing the system rollout, expected to reach every borough by the end of 2019.

Chairman Foye announced that the MTA is also making strides towards sustainability. The MTA has joined the ambitious UN Climate agreement to reduce greenhouse gas emissions over the next five years in line with the Paris Climate Agreement goals. The Chairman stated that MTA is only the second government agency in the U.S. to make this commitment. As the nation’s largest transportation system, Chairman Foye stated that the MTA is committed to not only offsetting emissions by providing transit but also ensuring the MTA is an energy-efficient organization. Chairman Foye stated that MTA customers avoid creating 17 metric tons of greenhouse gas emissions annually by taking advantage of MTA services.

Chairman Foye stated that the MTA is preparing for the historic \$51.5 billion proposed Capital Program, the largest ever for the MTA. The MTA has laid out a bold vision for reinvesting in the system and building a world-class transit network. The Chairman stated that earlier this week, he, Chief Financial Officer Robert Foran and MTA Chief Development Officer Janno Lieber appeared before a state legislative hearing at the invitation of Chairs Paulin, Comrie and Kennedy on the proposed 2020-2024 Capital Program to answer questions from state legislators, hear concerns and demonstrate that the MTA is committed, responsive and ready to deliver on the unprecedented investment in the region’s future.

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management. Chairman Foye stated that the reorganization will help position the MTA to deliver on the major goals of transformation and return to its core mission: dramatically improving day-to-day service, developing more streamlined and efficient ways of working, reinvesting in assets by delivering on the proposed new capital program, and running the modern, reliable, and efficient transportation system customers deserve.

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The details of Chairman Foye's remarks are contained in the video recording of the meeting produced by the MTA and maintained in MTA records.

### **3. PUBLIC COMMENT PERIOD**

There were twenty (20) registered public speakers. The following speakers spoke on MTA NYC Transit/Staten Island Rapid Transit Operating Authority /MTA Bus Company matters during the public speaker session.

H.P. Schroer, UMEWE  
Christopher Greif, Private Citizen  
Murray Bodin, Concerned Grandparents  
Robert Griswold, MDSO  
Gian Pedulla, ACTA  
Diego Opperman, MDSO  
Elias Besen, MDSO  
Jackie Goldenberg, Rise & Resist  
Lisa Daglian, PCAC  
Mr. X., Private Citizen  
Howard Bernbaum, TWU Retiree  
Valerie Joseph, BCID  
Jennifer Van Dyck, Rise & Resist  
Jessica Murray, Rise & Resist  
Rebecca Bailin, Riders Alliance  
Jason Piniero, Passenger United  
Michael Howard, CIDNY  
Rachel Fauss, Reinvent Albany  
Omar Vera, Private Citizen

Xian Horn, Forbes

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

**4. APPROVAL OF MINUTES.**

Upon motion duly made and seconded, the Board approved the Minutes of the Regular Board meeting held on October 23, 2019.

**5. PRESENTATION ON MTA 2020 FINAL PROPOSED BUDGET AND NOVEMBER FINANCIAL PLAN 2020-2023**

Chairman Foye introduced MTA Chief Financial Officer Robert Foran who presented the MTA 2020 Final Proposed Budget and November Financial Plan for 2020-2023. Chairman Foye noted that the November budget presentation was for informational purposes only and that the Board would vote on the budget materials at the December 18, 2019 Board meeting.

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

Following the presentation, the Chairman thanked Mr. Foran and invited Board discussion concerning the proposed budget and the financial plan.

The details of the presentation on the proposed budget and financial plan and Board members' comments and questions with respect thereto are included in the video recording of the meeting produced by the MTA and maintained in MTA records.

**6. COMMITTEE ON FINANCE**

**Real Estate Items.** Upon motion duly made and seconded, the Board approved a license with Bergen Beach Café, Inc., for restroom facilities for use by bus operators and dispatchers located at 7112 Avenue U, Brooklyn, New York.

The specifics of the above items are set forth in the staff summaries and documentation filed with the meeting materials.

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

**State-Mandated Station Closure Notification:** Upon motion duly made and seconded, the Board adopted and formalized existing policies relating to notices of station closures to ensure full compliance with New York State Public Authorities Law Section 1205 (5)(b).

Details of the above item is set forth in staff summaries, copies of which are on file with the records of the meeting of the Board of MTA NYC Transit /Staten Island Rapid Transit Operating Authority/MTA Bus Company.

Subway Schedule Changes, B Division, Effective April 2020: Upon motion duly made and seconded, the Board approved the implementation of schedule adjustments for the M route on weekdays to accommodate long-term construction and maintenance work in Queens.

Details of the above item is set forth in staff summaries, copies of which are on file with the records of the meeting of the Board of MTA NYC Transit /Staten Island Rapid Transit Operating Authority/MTA Bus Company.

**Procurements:**

Ratifications that were tabled in October 2019 meeting: Upon motion duly made and seconded, the Board approved the proposed procurement ratifications relating to Siemens Mobility, Inc. that were tabled in the October 2019 meeting.

Details of the above items are set forth in staff summaries, copies of which are on file with the records of the meeting of the Board of MTA NYC Transit /Staten Island Rapid Transit Operating Authority /MTA Bus Company. Details of Board members' comments and questions with respect thereto are included in the video recording of the meeting produced by the MTA and maintained in MTA records.

Competitive Procurements: Upon motion duly made and seconded, the Board approved competitive procurements requiring a two-thirds vote (Schedule C in the Agenda).

Details of the above items are set forth in staff summaries, copies of which are on file with the records of the meeting of the Board of MTA NYC Transit /Staten Island Rapid Transit Operating Authority /MTA Bus Company.

Ratifications: Upon motion duly made and seconded, the Board approved ratifications requiring a two-thirds vote (Schedule D in the Agenda) and a majority vote (Schedule K in the Agenda).

Details of the above items are set forth in staff summaries, copies of which are on file with the records of the meeting of the Board of MTA NYC Transit /Staten Island Rapid Transit Operating Authority /MTA Bus Company.

**8. EXECUTIVE SESSION**

Upon motion duly made and seconded, the Board convened an executive session pursuant to Section 105(1)(a) of the NY State Public Officers Law, to discuss a matter relative to the appointment, employment, promotion, demotion, discipline, suspension, dismissal or removal of a particular person or corporation.

**9. PUBLIC SESSION RESUMES**

Upon motion duly made and seconded, the Board voted to reconvene in public session.

Chairman Foye announced that during executive session the Board voted to appoint Mr. Anthony McCord as MTA Transformation Officer, in accordance with Public Authorities Law Section 1270-e(a)(1).

The Chairman announced that the next Board meeting is on Wednesday, December 18, 2019.

**10. ADJOURNMENT**

Upon motion duly made and seconded, the Board voted to adjourn the meeting at 11:37 a.m.

Respectfully submitted,  
/s/Mariel A. Thompson  
Mariel A. Thompson  
Assistant Secretary

Minutes of the Regular Meeting  
Metro-North Commuter Railroad Company  
2 Broadway – 20<sup>th</sup> Floor  
New York, NY 10004  
Thursday, November 14, 2019  
9:00 a.m.

The following members were present:

Hon. Patrick Foye, Chairman & CEO  
Hon. Andrew Albert  
Hon. Sarah E. Feinberg  
Hon. Rhonda Herman  
Hon. David Jones  
Hon. Linda Lacewell  
Hon. Kevin Law  
Hon. David Mack  
Hon. Susan Metzger  
Hon. Haeda B. Mihaltses  
Hon. Robert F. Mujica  
Hon. Lawrence Schwartz  
Hon. Vincent Tessitore, Jr.  
Hon. Veronica Vanterpool

The following alternate non-voting members were also present:

Hon. Norman Brown  
Hon. Randolph Glucksman  
Hon. John Samuelson

The following members were absent:

Hon. Robert W. Linn  
Hon. Neal Zuckerman

Helene Fromm, Chief of Staff, Robert Foran, Chief Financial Officer, Thomas J. Quigley, General Counsel, Andrew Byford, President, NYCT, Phillip Eng, President, Long Island Rail Road, Catherine Rinaldi, President, Metro-North Railroad, Daniel DeCrescenzo, Acting President, TBTA, Craig Cipriano, Acting President, MTA Bus/Senior Vice President, NYCT Department of Buses, Evan Eisland, Executive Vice President, General Counsel and Secretary, MTACC and Leah Flax, Associate Staff Analyst, Strategy and Customer Experience, also attended the meeting. Unless otherwise indicated, these minutes reflect items on the agenda of the Metro-North Commuter Railroad Company Board (“Metro-North”). Refer to the other agencies’ minutes of this date for items on the agendas of the Boards of the other agencies.

Chairman Foye called the meeting to order and the electronic emergency safety procedure announcement was played.

1. **CHAIRMAN FOYE'S REMARKS:**

Chairman Foye stated that the MTA remains focused on safety, reliability and service, and the core mission of keeping the region moving. Chairman Foye commended the sustained improvements in On-Time Performance ("OTP") by MTA agencies including Metro-North, which reported nearly 94% OTP for the month of October. Chairman Foye thanked the agency presidents, their teams, and labor partners for delivering operational excellence.

Chairman Foye also commented on the 3 millionth OMNY tap last week, which is another milestone in the rollout of OMNY, the new contactless fare payment system. Chairman Foye stated that the design-build technology project is on time and on budget, and is exceeding usage expectations. The Chairman attributed the success of the program to the OMNY team, who he said are continuing the system rollout, which is expected to reach every borough by the end of 2019.

Chairman Foye commented that the MTA is also making strides towards sustainability. The MTA joined the ambitious U.N. Climate Agreement to reduce greenhouse gas emissions over the next five years in line with the Paris Climate Agreement goals. The MTA is only the second government agency in the United States to make this commitment. As the nation's largest transportation system, Chairman Foye stated that the MTA is committed to not only offsetting emissions by providing transit but also ensuring the MTA is an energy-efficient organization. Chairman Foye stated that MTA customers avoid creating 17 metric tons of greenhouse gas emissions annually by taking advantage of MTA services.

Chairman Foye also commented that the MTA is preparing for the historic \$51.5 billion proposed Capital Program, the largest ever for the MTA. The MTA has laid out a bold vision for reinvesting in the system and building a world-class transit network. Chairman Foye stated that earlier this week, he, Robert Foran, Chief Financial Officer ("CFO"), and Janno Lieber, Chief Development Officer appeared before a state legislative hearing at the invitation of Chairs Paulin, Comrie and Kennedy on the proposed 2020-2024 Capital Program, to answer questions from state legislators, hear their concerns, and demonstrate that the MTA is committed, responsive, and ready to deliver on the unprecedented investment in the region's future.

Chairman Foye stated that while the MTA is maintaining operational improvements and delivering on commitments, it still needs to make continued progress towards meaningful change and reform. Senior staff within the agencies have worked together to review and refine the recommendations within the AlixPartners report and develop a concrete roadmap for implementation. Chairman Foye announced the selection of the new Chief Transformation Officer ("CTO"), Anthony McCord. Chairman Foye stated that Mr. McCord, who will start in December, will lead the MTA's historic reorganization and reform efforts and work closely with senior leaders across the organization to modernize all aspects of the MTA operations. Mr. McCord is a senior corporate executive with over 25 years of experience in industrial services and infrastructure roles around the world, focusing on transformation and change management.

Chairman Foye stated that the reorganization will help position the MTA to deliver on the major goals of transformation and return to its core mission: dramatically improving day-to-day service, developing more streamlined and efficient ways of working, reinvesting in assets by delivering on the proposed new capital program, and running the modern, reliable, and efficient transportation system customers deserve.

Chairman Foye stated that CFO Foran will be presenting today on the November Financial Plan, including the final proposed 2020 budget. Chairman Foye commented that the MTA continues to face significant financial challenges and sizable deficits. First, as previously disclosed, the AlixPartners Report recommends a reduction of up to 2,700 positions, primarily administrative, with priority given to attrition and vacancies. Second, the capital budget is solely dedicated to capital investments, and cannot be used to fund operational needs. Third, the budget is a financial document that provides a forecast of revenues and expenses of an organization and it is also a statement of priorities and values, outlining what the MTA is choosing to invest in. The proposed budget includes no budget-driven service cuts, and projected biennial fare and toll increases will remain below the rate of inflation. The Financial Plan also reflects the MTA's commitment to transformation and reform, and reinvesting in operations so that the increases in ridership and OTP continue. Chairman Foye noted that the proposed budget is contingent upon achieving significant savings and significant risks still remain. The final proposed 2020 budget will come before the Board next month.

The details of the remarks by Chairman Foye are contained in the video recording of the meeting, produced by the MTA and maintained in MTA records.

## 2. PUBLIC SPEAKERS:

Leah Flax, Associate Staff Analyst, Strategy and Customer Experience, introduced the public speakers. There were 20 registered public speakers. The following speakers spoke on Metro-North related matters:

Christopher Grief, with the Transit Riders Council, commented on the need for Metro-North accessibility program improvements.

Additional details of the comments made by the public speakers are contained in the other agencies' minutes of this date. The video recording of the meeting produced by the MTA and maintained in the MTA records contains a complete record of the public comments.

## 3. APPROVAL OF MINUTES:

Upon motion duly made and seconded, the Board approved the Minutes of the Metro-North Regular Board meeting held on October 23, 2019.

## 4. CHIEF FINANCIAL OFFICER PRESENTATION ON MTA 2020 FINAL PROPOSED BUDGET AND NOVEMBER FINANCIAL PLAN 2020-2023:

Chairman Foye introduced MTA CFO Robert Foran who presented the MTA 2020 Final Proposed Budget and November Financial Plan for 2020-2023. Chairman Foye noted that the

November budget presentation was for informational purposes only and that the Board would vote on the budget materials at the December 18, 2019 Board meeting.

Copies of the proposed budget and plan were distributed to Board members and made available on the MTA website.

Following the presentation, the Chairman thanked Mr. Foran and invited Board discussion concerning the proposed budget and the financial plan.

The details of the presentation on the proposed budget and financial plan and Board members' comments and questions with respect thereto are included in the video recording of the meeting produced by the MTA and maintained in MTA records.

#### 5. COMMITTEE ON FINANCE:

##### Action Item:

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

- Board approval for an extension of the Energy Services Program Agreement between the New York Power Authority and the MTA for two more years through December 31, 2021.

Upon motion duly made and seconded, the Board approved the foregoing action item. Board Member Vanterpool recused herself from the vote. The details of the approved action item are contained in a staff summary and documentation filed with the records of this meeting.

##### Information Item:

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

- 2018-2019 Station Maintenance Billing Update.

The details of the foregoing information item are contained in a staff summary and documentation filed with the records of this meeting.

##### MTAHQ Procurements:

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

- Board approval to award an all-agency non-competitive miscellaneous service contract to Solari Corporation ("Solari") to continue 24/7 on-call remedial maintenance and scheduled preventative maintenance for MTA's Solari Passenger

Information Display Systems (“PIDS”). The contract is for five years for an amount not-to-exceed \$12,523,740.

- Board approval to modify a contract with Bentley Systems to add software-as-a-service (“SaaS”) cloud subscription services for MTA’s existing suite of asset management software products called AssetWise CONNECT edition (“AWCE”). The SaaS subscription provides cloud hosting, software maintenance and support from October 2019 through September 2022 and shall not exceed \$4,616,606.

Upon motion duly made and seconded, the Board approved the foregoing procurements. The details of the approved procurements are contained in staff summaries and documentation filed with the records of this meeting.

Real Estate Items:

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

- Board authorization to enter into a short-term permit agreement with Premium Outlet Partners, L.P. for the use of the Harriman Station Parking Facility from Thursday, November 28, 2019 through Sunday, December 1, 2019.
- Board authorization to enter into a license agreement with Area 4 LLC for the temporary use of vacant retail space at 2 Broadway from November 27, 2019 through December 27, 2019.

Upon motion duly made and seconded, the Board approved the foregoing real estate items. The details of the above real estate items are contained in staff summaries and documentation filed with the records of this meeting.

**6. JOINT METRO-NORTH AND LONG ISLAND RAIL ROAD COMMITTEE:**

October 2019 Tabled Action Item:

Upon motion duly made and seconded, the Board voted to reconsider the following action item that was tabled at the October 2019 Board Meeting:

- Board ratification of the Contract Modification dated September 3, 2019 between Bombardier Siemens PTC Project Consortium, Bombardier Transportation (Holdings) USA Inc., and Siemens Rail Automation Corporation (“Siemens and Bombardier”) and Long Island Rail Road and Metro-North to increase Siemens’ and Bombardier’s liability in the event the federal PTC deadline is missed due to the fault of Siemens and Bombardier.

Upon motion duly made and seconded, the Board voted to approve the action item. The details of the above action item are contained in a staff summary and documentation filed with the records of this meeting.

7. **EXECUTIVE SESSION:**

Upon motion duly made and seconded, the Board convened an executive session pursuant to Section 105(1)(f) of the New York State Public Officers Law, to discuss matters relating to the appointment, employment, or promotion of a particular person or corporation.

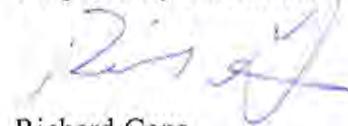
8. **RETURN TO PUBLIC SESSION:**

Upon motion duly made and seconded, the Board voted to reconvene in public session. In executive session the Board ratified the contract for the new MTA Chief Transformation Officer.

9. **ADJOURNMENT:**

Upon motion duly made and seconded, the Board voted to adjourn the meeting at 11:37 a.m.

Respectfully submitted,



Richard Gans  
Vice President, General Counsel and  
Secretary

**Minutes of the Regular Board Meeting  
Long Island Rail Road Company  
2 Broadway  
New York, NY 10004  
Thursday, November 14, 2019  
9:00 a.m.**

**The following members were present:**

**Hon. Patrick Foye, Chairman & CEO**

Hon. Andrew Albert  
Hon. Sarah E. Feinberg  
Hon. Rhonda Herman  
Hon. David Jones  
Hon. Linda Lacewell  
Hon. Kevin Law  
Hon. David Mack  
Hon. Susan Metzger  
Hon. Haeda B. Mihaltses  
Hon. Robert F. Mujica  
Hon. Lawrence Schwartz  
Hon. Vincent Tessitore, Jr.  
Hon. Veronica Vanterpool

**The following alternate non-voting members were also present:**

Hon. Norman Brown  
Hon. Randolph Glucksman  
Hon. John Samuelson

**The following members were absent:**

Hon. Robert W. Linn  
Hon. Neil Zuckerman

Helene Fromm, Chief of Staff, Robert Foran, Chief Financial Officer, Thomas J. Quigley, General Counsel, Janno Lieber, MTA Chief Development Officer, Andrew Byford, President, NYCT, Phillip Eng, President, Long Island Rail Road, Catherine Rinaldi, President, Metro-North Railroad, Daniel DeCrescenzo, Acting President, TBTA, Craig Cipriano, Acting President, MTA Bus/Senior Vice President, NYCT Department of Buses, and Leah Flax, Associate Staff Analyst, Strategy & Customer Experience, also attended the meeting.

MTA Chairman & CEO (“Chairman”) Patrick Foye called the meeting to order.

## **1. SAFETY PROCEDURES**

MTA's pre-recorded safety public address announcement reviewed the emergency safety procedures.

## **2. CHAIRMAN FOYE'S REMARKS**

Chairman Foye commended the sustained improvements in On-Time Performance ("OTP") by MTA agencies including LIRR, which reported nearly 92% OTP for October. Chairman Foye thanked the agency presidents and their teams and their labor partners for delivering operational excellence.

He noted another milestone in the rollout of OMNY, the new contactless fare payment system, the 3 millionth tap last week. This design-build technology project is on time and on budget and is exceeding usage expectations.

Chairman Foye stated that the MTA has committed to reduce greenhouse gas emissions over the next five years in line with the Paris Climate Agreement goals; the MTA is only the second U.S. government agency to make this commitment. He noted that MTA customers avoid creating 17 metric tons of greenhouse gas emissions annually by taking advantage of MTA services.

Chairman Foye announced the selection of Anthony McCord as the new Chief Transformation Officer ("CTO"). Mr. McCord, who will start in December, is a senior corporate executive with over 25 years of experience in industrial services and infrastructure roles around the world, focusing on transformation and change management. Chairman Foye stated that the MTA's reorganization and reform will help position the MTA to running the modern, reliable and efficient transportation system that customers deserve.

Chairman Foye stated that he would review the major points in the November Financial Plan before Chief Financial Officer ("CFO") Robert Foran makes his presentation. First, as previously disclosed, the AlixPartners report recommends reduction of up to 2,700 positions, primarily administrative, with priority given to attrition and vacancies. Second, the proposed budget includes no budget-driven service cuts; the projected biennial fare and toll increases will remain below the rate of inflation; and the Capital Plan cannot be used to fund operational needs. Third, the Financial Plan reflects the MTA's commitment to reinvesting in operations and is contingent on achieving significant savings. Chairman Foye noted that significant risks remain and that the final proposed 2020 budget will come before the Board next month.

The details of the remarks by Chairman Foye are contained in the video recording of the meeting, produced by the MTA and maintained in MTA records.

### **3. PUBLIC SPEAKERS**

Leah Flax, Associate Staff Analyst, Strategy & Customer Experience stated that there were 20 public speakers registered to speak at the meeting. She reminded all public speakers about the two-minute time limit.

Five (5) public speakers spoke about matters relating to LIRR:

H. P. Schroer, UMEWE, spoke about the need for half-price MTA fares for veterans.

Christopher Greif, New York City Transit Riders Council, commended LIRR's Long Island Cares program.

Murray Bodin commended the operations of all MTA agencies.

Lisa Daglian, Executive Director of the Permanent Citizens Advisory Committee ("PCAC") welcomed Chief Transportation Officer McCord. She commented that: Committee meetings should be posted on the website, noting that they are subject to change; she is pleased that the proposed budget did not include service cuts; new revenue streams are needed; and she has concerns about the debarment procedures which some legislators share.

Rachael Fauss, Senior Research Analyst, Reinvent Albany, commented that the MTA needs more transparency and that she opposes debarment because it reduces competition by vendors.

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

### **4. APPROVAL OF MINUTES**

Upon motion duly made and seconded, the minutes of the Regular Board Meeting of October 23, 2019 were approved.

### **5. MTA 2020 FINAL PROPOSED BUDGET AND NOVEMBER FINANCIAL PLAN 2020-2023**

CFO Foran gave a detailed presentation concerning the MTA's 2020 Final Proposed Budget and the November Financial Plan 2020-2023, noting they are contained in two volumes distributed at the meeting which will also be on the website available to the public. He stated that the first volume is the executive summary, a summary of each agency's operating budget

and proposals; and policy recommendations which, if approved by the Board at the December meeting, will be incorporated in agency budgets.

CFO Foran first reviewed the July Plan. He stated that we were then projecting an operational cash balance or surplus in 2019 of \$61 million, which at the end of the year is rolled forward into the next year to address deficits in that year. The \$61 million projected in 2019 is then rolled into 2020 with an operational balance of \$55 million. He stated that in our forecast, that amount is then rolled into 2021 to address operating expenses, giving us a projection of a \$26 million deficit for 2021. CFO Foran stated that in the out years, the deficits increase: \$281 million is forecast for 2022 and \$433 million is the projected deficit for 2023.

CFO Foran stated that since the July Plan, the changes and re-estimates improving our financial performance during the Plan period are: we're now forecasting higher fare box revenues due to increased ridership of \$253 million; we have higher real estate transaction taxes of \$203 million during this period; and we have realized additional administrative vacancy control savings of \$28 million this year. CFO Foran stated that "vacancy control" refers to the hiring freeze we've had in place for administrative positions only, not for operations, safety and security.

CFO Foran stated since the July Plan, changes and re-estimates worsening our financial results are: higher New York City Transit ("NYCT") and MTA Bus wage adjustments of about \$207 million; changes in our estimates on rates for energy, health and welfare and pensions of \$145 million; lower payroll mobility tax receipts of \$144 million are forecast; we have higher NYCT public liability and Worker's Compensation estimates of \$108 Million; higher Paratransit service expenses of \$41 million; and lower toll revenues of \$24 million. CFO Foran stated that when these favorable and unfavorable cumulative results over the Plan period are considered with the other changes, we're going to be worse by about \$467 million over the Plan period compared to July.

CFO Foran noted the following proposed actions in the November Plan which are in the July Plan: no budget-driven service cuts; continuing to move forward with implementing the Transformation Plan; maintaining the improvements from the Subway Action Plan funded from phase one congestion pricing; and assuming potential biennial fare and toll increases of 4% in 2021 and 2023, which he stated are well below the forecast Consumer Price Index ("CPI") for those two periods, 4.8 and 4.9. He noted that any proposed increases are subject to public hearing and Board approval.

CFO Foran also noted the following new actions and adjustments built into the November Plan: an assumption that renegotiating an "equitable sharing" of Paratransit costs with New York City will have a total cumulative effect of \$361 million; \$329 million in additional savings is forecast from eliminating vacant administrative positions; and better controls on overtime management are estimated to save at least \$176 million. He stated that CTO Anthony McCord will lead the implementation of the Transformation Plan and we estimate net savings of \$1.6 billion during the Plan period.

CFO Foran reviewed the risks to the November Plan, which include: realizing the revised Alix Partners/Transformation targets assumed in the Plan; negotiating the Paratransit contract; reducing fare evasion revenue loss; maintaining fiscal control over “controllable” overtime; and negotiating affordable labor contracts.

In response to a question by Board Member Kevin Law, CFO Foran stated that the reduction in 2700 administrative positions will take place in 2020 and it is hoped that most of the reductions will occur through attrition, but if not, other alternatives are available. He stated that each agency will be given targets for reductions in departments such as legal, payroll and accounting, and human resources further to the Alix Partners goals, which have been modified. Chairman Foye stated that the reductions will take place in the second half of 2020.

Board Member Vincent Tessitore commented on the proposal in the Plan which eliminates the acceptance of cash fares on LIRR trains. He views this not as a policy change, but as a service cut which does a disservice to our customers, including seniors, the disabled, and those who do not have access to credit. Board Member Tessitore urged the Board to review the information which he provided to the Board yesterday through his labor organization. He commented that that LIRR now collects over \$7 million cash on board trains, while the anticipated cost savings from eliminating cash on board trains is \$1.1 million.

Chairman Foye responded that the Board should continue to discuss this item, which is not being decided upon today. In the past two to three years, cash on board LIRR trains has declined 40%, a trend which is expected to continue. He noted that customers will have another option when the new fare payment system, OMNY, is rolled out on LIRR and Metro-North trains in the second half of 2021.

LIRR President Philip Eng also responded. He stated that this is a pilot program and that customers who want to pay cash will be permitted to ride to their destinations. They can pay cash at ticket vending machines and at ticket windows. President Eng stated that as we see the trend going away from cash, this is an opportunity to achieve cost savings that will be closely monitored.

Board Member Susan Metzger thanked CFO Foran for his detailed budget presentation. She noted that we have been cutting costs for some time now and are much closer to the bone; and that she sees the risks in the budget as being much higher. Board Member Metzger stated that the backup information regarding Board Member Tessitore’s concerns which has just been received will be carefully looked at. She commented that commuters are thinking about the affordability of the entire cost of their commute and that we need to look carefully at each proposed cost savings and revenue enhancer.

There was a discussion among Board Member Veronica Vanterpool, Chairman Foye, Craig Cipriano, Acting President, MTA Bus/Senior Vice President, NYCT Department of Buses and Board Members Linda Lacewell, Lawrence Schwartz and David Mack regarding Paratransit service and initiatives and the City’s participation in sharing expenses.

Board Member Norman Brown commented on assumptions concerning “controllable” overtime, considering more maintenance is needed for an older fleet and there are fewer supervisors. CFO Foran responded, including by stating that the MTA is implementing the fiscal recommendations in the Morrison & Foerster report on overtime.

There was a discussion of the planned addition of officers to the MTA Police Department by Board Members Jones and Albert and Chairman Foye. Chairman Foye noted that officers will be deployed by MTAPD among the agencies and that vacancies will be filled.

## 6. JOINT LONG ISLAND AND METRO-NORTH COMMITTEE

### October Tabled Items:

Joint Action Item:

- **PTC Systems Integrator Contract** – Ratification of a contract modification dated September 3, 2019, between Bombardier Siemens PTC Project Consortium, Bombardier Transportation (Holdings) USA, Inc., Siemens Rail Automation Corporation, and LIRR and Metro-North Railroad.

Upon motion duly made and seconded, this tabled joint action item was brought back for further consideration.

Upon motion duly made and seconded, The Board approved the foregoing item.

The details of this joint action item are contained in documentation filed with the records of this meeting.

### Procurement:

Non-Competitive:

- **Siemens Mobility, Inc.** – LIRR requests MTA Board approval to award a contract to Siemens Mobility, Inc. (Siemens) in an aggregate amount not-to-exceed \$3.1M over a 16-month period to purchase the following: crossing gates, electronic modules & various electronic components, signals, signal light lenses, circuit boards, relays, and other proprietary components for signal systems manufactured by Siemens.

Upon motion duly made and seconded, this tabled non-competitive procurement was brought back for further consideration.

Upon motion duly made and seconded, The Board approved the foregoing item.

The details of this non-competitive procurement are contained in documentation filed with the records of this meeting.

**Procurements:**

Non-Competitive:

- **Basin Haulage, Inc.** - LIRR requests MTA Board approval to award a thirty-six (36) month miscellaneous service contract – with an option to renew for two additional one-year terms – to Basin Haulage, Inc. in the not-to-exceed amount of \$246,207 for the provision of rubbish removal services at LIRR’s leased Bethpage, NY employee facility.

Upon motion duly made and seconded, the Board approved the foregoing item.

The details of this non-competitive procurement are contained in documentation filed with the records of this meeting.

**7. EXECUTIVE SESSION**

Upon motion duly made and seconded, the Board convened an Executive Session, pursuant to Section 105-1F of the New York State Public Officers Law, to discuss a matter related to the appointment, employment, promotion, demotion, discipline, suspension, dismissal, or removal, of a person or corporation.

**8. PUBLIC SESSION RESUMES**

Upon motion duly made and seconded, the Board voted to resume the public session. Chairman Foye reported that while in executive session, the Board discussed one item and ratified the contract for the new MTA Chief Transformation Officer.

**9. ADJOURNMENT**

Upon motion duly made and seconded, the Board voted to adjourn the meeting  
at 11: 37 a.m.

Respectfully submitted,



Stephen N. Papandon,  
Acting Secretary

**TRIBOROUGH BRIDGE AND TUNNEL AUTHORITY**

**BOARD MINUTES**

**November 14, 2019**

Minutes of the Regular Meeting  
Triborough Bridge and Tunnel Authority  
November 14, 2019

Meeting Held at  
2 Broadway, 20<sup>th</sup> Floor  
New York, New York 10004

9:00 a.m.

Hon. Patrick J. Foye, Chairman & CEO

Hon. Andrew Albert

Hon. Sarah E. Feinberg

Hon. Rhonda Herman

Hon. David R. Jones

Hon. Linda A. Lacewell

Hon. Kevin Law

Hon. David S. Mack

Hon. Susan G. Metzger

Hon. Haeda B. Mihaltses

Hon. Robert F. Mujica, Jr.

Hon. Lawrence S. Schwartz

Hon. Vincent Tessitore, Jr.

Hon. Veronica Vanterpool

The following alternate non-voting members were also present:

Hon. Norman E. Brown

Hon. Randolph Glucksman

Hon. John Samuelsen

The following members were absent:

Hon. Robert W. Linn

Hon. Neal Zuckerman

Helene Fromm, Chief of Staff, Robert Foran, Chief Financial Officer, Thomas J. Quigley, General Counsel, Janno Lieber, MTA Chief Development Officer, Andy Byford, President, New York City Transit Authority, Phillip Eng, President, Long Island Rail Road, Catherine Rinaldi, President, Metro-North Railroad, Daniel F. DeCrescenzo, Jr., Acting President, Triborough Bridge and Tunnel Authority, Craig Cipriano, Acting President, MTA Bus Company and Senior Vice President, New York City Transit Department of Buses, and Leah Flax, Associate Staff Analyst, Strategy & Customer Experience also attended the meeting.

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

**1. Chairman and Chief Executive Officer Foye's Opening Remarks**

Chairman and CEO Foye opened his remarks by stating that the MTA continues to focus on safety, reliability and service, and the core, daily mission of keeping the region moving. He stated that the MTA is gearing up for the historic \$51.5 billion proposed Capital Program, the largest by far ever for the MTA, for reinvesting in the system and building a world-class transit network. Since the Board approved the MTA Transformation Plan in July, Chairman and CEO Foye stated that senior staff within the agencies have worked together to review and refine the recommendations within the AlixPartners report to develop a more concrete roadmap for implementation. An RFP has been released for expert external support to help MTA make the change and the MTA has launched an international search for new, top priority leadership hires. Chairman and CEO Foye introduced Anthony McCord as the new Chief Transformation Officer (CTO) and stated that he will lead the MTA's historic reorganization and reform efforts, and work closely with senior leaders across the organization to modernize all aspects of MTA operations. He will be charged with delivering on the hard work of transformation itself - implementing the necessary changes to consolidate and streamline the MTA, and ensure the new MTA is set up sustainably, for long-term success. Ultimately, the reorganization and reform will help position the MTA to deliver on the major goals of transformation and return to its core mission: dramatically improving day-to-day service, developing more streamlined and efficient ways of working, reinvesting in assets by delivering on the proposed new capital program, and running the modern, reliable and efficient transportation system customers deserve. Chairman and CEO Foye stated that Robert Foran, MTA Chief Financial Officer, will be presenting the November Financial Plan, including the final proposed 2020 budget. He stated that the MTA continues to face significant financial challenges and sizable deficits, which are even more significant without necessary changes and cost cuts from Transformation and reform. As previously disclosed, the AlixPartners report recommends reduction of up to 2,700 primarily administrative positions, with priority given to attrition and vacancies. The capital budget is solely dedicated to capital investments, and cannot be used to fund operational needs.

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

**2. Public Speakers**

There were twenty (20) public speakers. Lisa Daglian (Permanent Citizens Advisory Committee) discussed Central Business District tolling.

Refer to the video recording of the meeting produced by the Metropolitan Transportation Authority and maintained in MTA records, and to the other agencies' minutes of this date, for the content of the speakers' statements.

**3. Approval of Minutes of Regular Meeting October 23, 2019**

Upon a motion duly made and seconded, the minutes of the Regular Board Meeting held on October 23, 2019 were approved.

**4. MTA 2020 Final Proposed Budget and November Financial Plan 2020-2023**

MTA Chief Financial Officer Robert Foran presented and discussed the MTA's 2020 Final Proposed Budget and November Financial Plan for 2020 through 2023. With regard to TBTA, a change since the July Plan is lower toll revenue (\$24 million); proposed actions continued from the July Plan include maintaining the assumption for biennial fare and toll increases of 4% in 2021 and 2023; and new actions or adjustments reflected in the November Plan include additional TBTA debt service in the 2020-2024 Capital Program of \$184 million. Mr. Foran stated that the Chief Transformation Officer (CTO), Anthony McCord, will lead the transformation of the MTA, which will include centralization of all operating

support functions and focus on core service delivery, and he discussed implementation of the transformation plan that is expected to have net savings over the plan period of \$1.6 billion. During a discussion on payment methods, Commissioner Vanterpool stated that TBTA has a process for unbanked E-ZPass customers that allows them to reload their E-ZPass accounts with cash. She stated that this is a thoughtful program which took into consideration the needs of customers in the MTA system who are unbanked.

The details of Mr. Foran’s presentation and the discussions with regard to same are contained in the minutes of the meeting of the Board of the Metropolitan Transportation Authority.

**5. Committee on MTA Bridges and Tunnels Operations Procurements**

Commissioner Laceywell stated that there are four (4) procurements totaling \$55 million.

**Non-Competitive Procurements**

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

**Competitive Procurements**

Commissioner Laceywell stated that there are four (4) competitive procurements totaling \$55 million.

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

E.J. Electric Installation, Co.	Contract No. RK-66 TBTA is seeking Board approval under the All Agency General Contract Procurement Guidelines to award a competitively solicited public work contract for Design-Build Services for Electrical Upgrades at the Robert F. Kennedy Bridge Facility.	\$29,300,000.00
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**Personal Service Contracts**

Henningson, Durham & Richardson Architecture & Engineering, P.C. M&J Engineering, P.C. PBS Engineering & Associates, P.C.	Contract No. PSC-19-3027(A-C) TBTA is seeking Board approval under the All Agency Service Contract Procurement Guidelines to award competitively solicited personal service contracts for Miscellaneous Intelligent Transportation Systems (ITS) and Operations Systems Design Services on an As-Needed Basis.	\$10,000,000.00
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TRC Environmental Corporation	Contract No. PSC-19-3029 TBTA is seeking Board approval under the All Agency Service Contract Procurement Guidelines to award a competitively solicited personal service contract for an Independent Safety Monitor for Ongoing Authority Construction Projects.	\$2,998,896.00
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LiRo Engineers, Inc.	Contract No. PSC-19-3032 TBTA is seeking Board approval under the All Agency Service Contract Procurement	\$12,743,763.00
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Guidelines to award a competitively solicited personal service contract for Construction Administration and Inspection Services for Project TN-53, Rehabilitation of the Approach Viaduct at the Throgs Neck Bridge.

**Ratifications**

Commissioner Lacewell stated that there are no ratifications.

Upon a motion duly made and seconded, the Board approved the procurements recommended to it by the Committee for MTA Bridges and Tunnels Operations. Commissioner Law recused himself from the LiRo Engineers, Inc. procurement.

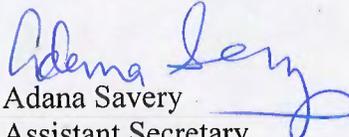
6. **Executive Session**

Upon a motion duly made and seconded, the Board unanimously voted to convene in Executive Session pursuant to Public Officers Law §105(1)(f) to discuss matters leading to the appointment, employment, promotion, demotion, discipline, suspension, dismissal or removal of a particular person or corporation.

7. **Adjournment**

Upon a motion duly made and seconded, the Board unanimously voted to adjourn the meeting at 11:37 a.m.

Respectfully submitted,

  
Adana Savery  
Assistant Secretary

Regular Board Meeting  
MTA Capital Construction Company  
2 Broadway  
New York, NY 10004  
Wednesday November 14, 2019  
9:00 AM

The following members were present:

Hon. Patrick Foye, Chairman & CEO  
Hon. Andrew Albert  
Hon. Sarah E. Feinberg  
Hon. Rhonda Herman  
Hon. David Jones  
Hon. Linda Lacewell  
Hon. Kevin Law  
Hon. David Mack  
Hon. Susan Metzger  
Hon. Haeda B. Mihaltses  
Hon. Robert F. Mujica  
Hon. Lawrence Schwartz  
Hon. Vincent Tessitore, Jr.  
Hon. Veronica Vanterpool

The following alternate non-voting members were also present:

Hon. Norman Brown  
Hon. Randolph Glucksman  
Hon. John Samuelsen

The following members were absent:

Hon. Robert W. Linn  
Hon. Neal Zuckerman

Helene Fromm, Chief of Staff, MTA; Janno Lieber, Chief Development Officer/President MTACC; Robert Foran, Chief Financial Officer, MTA; Thomas J. Quigley, General Counsel, MTA; Andrew Byford, President, NYCT; Phillip Eng, President, Long Island Rail Road; Catherine Rinaldi, President, Metro-North Railroad; Daniel DeCrescenzo, Acting President, TBTA; Craig Cipriano, Acting President, MTA Bus/Senior Vice President, NYCT Department of Buses; Evan Eisland, Executive Vice President, General Counsel and Secretary, MTAC; David K. Cannon, Vice President, Chief Procurement Officer and Assistant Secretary; and Leah Flax, Associate Staff Analyst, Strategy & Customer Experience, NYCT also attended the meeting.

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

Unless otherwise indicated, these minutes reflect items concerning the business of MTACC. Refer to the other Agencies' minutes of this date for items on the agendas of the Boards of the other Agencies.

Chairman and Chief Executive Officer ("Chairman") Patrick Foye called the meeting to order.

#### **Chairman and Chief Executive Officer's Remarks**

Chairman Foye's remarks are contained in the minutes of the Regular Board Meeting of the MTA and in the minutes of the other Agencies of this date.

## **Public Comment Period**

There were twenty (20) public speakers, none of whom spoke on MTACC matters. The names of the public speakers and their remarks are contained in the minutes of Regular Board Meeting of the MTA and in the minutes of the other Agencies of this date.

## **Approval of Minutes**

Upon motion duly made and seconded, the Board approved the minutes of the Regular Board Meeting of MTACC and the minutes of the Regular Board Meeting of the MTA held on October 23, 2019.

## **Presentation on MTA 2020 Final Proposed Budget and November Financial Plan for 2020-2023**

Robert Foran, the MTA's Chief Financial Officer, presented the MTA's 2020 Final Proposed Budget and November Financial Plan for 2020 - 2023. A discussion among the Board members and Mr. Foran followed. The remarks of the Board members and Mr. Foran are noted in the minutes of the Regular Meeting of the Board of the MTA held on this date.

A copy of the of the 2020 Final Proposed Budget and the 2020 – 2023 Financial Plan are filed with the records of the Regular Meeting of the Board of the MTA held on this date.

## **Transit and Bus Committee**

### Procurement

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

Award of Contract E-34040, pursuant to the declaration of an Immediate Operating Need, for the replacement of one hydraulic elevator and the construction of a new elevator machine room at the 7 Line's Grand Central – 42<sup>nd</sup> Street Station in the amount of \$4.9M with a contract term of seven months.

A copy of the Resolution and the Staff Summary for the above item is filed with the records of Regular Board Meeting of the MTA of this date.

## **Executive Session**

Upon motion duly made and seconded, the Board convened an executive session, pursuant to Section 105(1)(f) of the New York State Public Officers Law, to discuss the medical, financial, credit or employment history of a particular person or corporation, or matters leading to the appointment, employment, promotion, demotion, discipline, suspension, dismissal or removal of a particular person or corporation.

Thereafter, upon motion duly made and seconded, the Board voted to resume proceedings in public session.

## **Adjournment**

Upon motion duly made and seconded, the Board voted to adjourn the public meeting at 11:37 AM.

Respectfully submitted,



David K. Cannon  
Assistant Secretary

# Staff Summary

<b>Subject</b> HHB Bronx and CBB Queens Resident Rebate Programs
<b>Department</b> Finance
<b>Department Head Name</b> Robert E. Foran, Chief Financial Officer
<b>Department Head Signature</b> 

<b>Date</b> December 18, 2019
<b>Table of Contents Ref #</b>

Order	To	Board Action				Internal Approvals			
		Date	Approval	Info	Other	Order	Approval	Order	Approval
1	MTA B&T Comm.	12/16/19	X			1	General Counsel 		
2	Finance Comm.	12/16/19	X			2	Chief of Staff 		
3	Board	12/18/19	X						

**PURPOSE:**

To adopt the annexed resolution delegating authority to the MTA Chairman and Chief Executive Officer to take such actions as may be necessary or appropriate in connection with two proposed MTA toll rebate programs for Bronx residents at the Henry Hudson Bridge (HHB) and Queens residents at the Cross Bay Veterans Memorial Bridge (CBB or Cross Bay Bridge), which are outlined in Exhibit A annexed hereto and summarized below.

**DISCUSSION:**

Funds from the Outer Borough Transportation Account established under Section 1270-i(3) of the Public Authorities Law are being allocated to the MTA, pursuant to agreement between the Governor and the State Legislative leaders, to support the following two proposed programs for rebates to Bronx residents crossing the Henry Hudson Bridge and to Queens residents crossing the Cross Bay Bridge using valid New York Customer Service Center (NYCSC) E-ZPass tags associated with Bronx Resident and Queens Resident accounts, respectively:

HHB Bronx Resident Rebate Program. Under this program, the MTA would rebate the entire toll charged to Bronx residents on trips made across the Henry Hudson Bridge using New York Customer Service Center (NYCSC) E-ZPass tags associated with Bronx Resident accounts. This program would effectively eliminate the HHB toll for Bronx residents.

CBB Queens Resident Rebate Program. Under this program, the MTA would rebate the entire toll charged to Queens residents on trips made across the Cross Bay Bridge using valid NYCSC E-ZPass tags associated with Queens Resident accounts. This program would effectively eliminate the CBB toll for Queens residents.

The Rebate Programs' effective elimination of the HHB toll for Bronx residents and the CBB toll for Queens residents who need to drive for employment and other purposes could increase the use of other TBTA facilities, as well as the use of the E-ZPass system, and facilitate travel to points beyond. Using funds from the Outer Borough Transportation Account for Rebate Programs implemented in a manner that would not materially or adversely affect the rights of Triborough Bridge and Tunnel Authority ("TBTA") bondholders would thus facilitate regional mobility in a manner consistent with the public policy of the State of New York as stated in the Public Authorities Law and the agreement between the Governor and State Legislative leaders.

## **FINANCIAL IMPACT:**

As provided in the accompanying resolution, the HHB Bronx and CBB Queens Resident Rebate Programs would be implemented only for such periods of operation in which funds from the Outer Borough Transportation Account have been or will be provided to MTA sufficient for the expense of the HHB Bronx and CBB Queens Resident Rebate Programs. In the event that such Outer Borough Transportation Account funds allocated to the MTA for this purpose are not received or guaranteed, the HHB Bronx and CBB Queens Rebate Programs will cease and Bronx and Queens residents would be charged the applicable toll without such further rebate on the Henry Hudson Bridge and Cross Bay Bridge, respectively until the next such allocation of funds from the Outer Brough Transportation Account are dedicated to the MTA for this purpose.

## **RECOMMENDATION:**

It is recommended that the Board adopt the attached resolution delegating to the MTA Chairman and Chief Executive Officer authority to take such actions as he may deem necessary or appropriate in connection with the proposed HHB Bronx Resident Rebate Program and the CBB Queens Resident Rebate Program, including conducting environmental review of the proposed programs as may be required by the State Environmental Quality Review Act, prior to making a determination to implement such programs and obtaining the statutorily required approval from the Capital Program Review Board.

## RESOLUTION

### METROPOLITAN TRANSPORTATION AUTHORITY and TRIBOROUGH BRIDGE AND TUNNEL AUTHORITY

WHEREAS, the Metropolitan Transportation Authority (the "MTA") anticipates that funds from the Outer Borough Transportation Account established under Section 1270-i(3) of the Public Authorities Law will be made available to it, pursuant to agreement between the Governor and State Legislative leaders, to support implementation of the proposed Bronx Resident Rebate Program on the Henry Hudson Bridge ("HHB Bronx Resident Rebate Program") and the proposed Queens Resident Rebate Program on the Cross Bay Veterans Memorial Bridge ("CBB Queens Resident Program") for implementation in Spring 2020, as each is further described in Exhibit A annexed hereto;

WHEREAS, MTA has a mandate of providing a seamless transportation network for the region and a statutory purpose to develop and implement a unified transportation policy for the metropolitan commuter transportation district (the MCTD) served by the MTA subsidiary and affiliated agencies;

The Rebate Programs' effective elimination of the HHB toll for Bronx residents and the CBB toll for Queens residents who need to drive for employment and other purposes could increase the use of other TBTA facilities, as well as the use of the E-ZPass system, and facilitate travel to points beyond. Using funds from the Outer Borough Transportation Account for Rebate Programs implemented in a manner that would not materially or adversely affect the rights of Triborough Bridge and Tunnel Authority ("TBTA") bondholders would thus facilitate regional mobility in a manner consistent with the public policy of the State of New York as stated in the Public Authorities Law and the agreement between the Governor and State Legislative leaders;

WHEREAS, programs for rebating such tolls charged to such residents, as outlined in Exhibit A, for the foregoing reasons would appear to be a proper component of a unified and efficient mass transportation policy in the MCTD if supported by the allocation of funds from the Outer Borough Transportation Account to the MTA for this purpose, and accordingly warrants such environmental review as may be required by the State Environmental Quality Review Act;

WHEREAS, MTA anticipates that the \$13.6 million in funds that would be used to finance the HHB Bronx and CBB Queens Resident Rebate Programs for the first full Program year, and costs associated therewith, will be derived from the Outer Borough Transportation Account;

WHEREAS, implementation and continuation of the HHB Bronx and CBB Queens Resident Rebate Programs would be dependent upon having sufficient funds to do so and should the Outer Borough Transportation Account funds allocated to the MTA for this purpose become depleted or not guaranteed at any point in the Program year, it would become necessary for the HHB Bronx and CBB Queens Resident Rebate Programs to end and for Bronx and Queens residents to be charged the applicable toll without such further rebate on the Henry Hudson Bridge and Cross Bay Veterans Memorial Bridge, respectively until funding was received or guaranteed from the

Outer Borough Transportation Account to the MTA for this purpose;

WHEREAS, in order to preserve and protect the financial condition of the MTA itself and of TBTA, no toll rebate program shall include aggregate annual rebates that are projected by the MTA to exceed the average five-year historical monthly variation of TBTA revenues derived from all facilities of TBTA;

NOW, THEREFORE, BE IT RESOLVED, that the Chairman/CEO of the MTA, in consultation with the Acting President of TBTA and other appropriate officers of the MTA and TBTA, is hereby delegated authority to take such actions as he may deem necessary or appropriate in connection with the proposed HHB Bronx and CBB Queens Resident Rebate Programs, including (i) causing to be conducted such environmental review of the proposed HHB Bronx and CBB Queens Resident Rebate Programs as may be required by the State Environmental Quality Review Act; and (ii) following completion of such environmental review and its consideration by the Chairman/CEO and the Acting President or their designees, determining whether to implement the HHB Bronx and CBB Queens Resident Rebate Programs, substantially as described on Exhibit A, *provided*, any implementation may not proceed before MTA's receipt or guarantee of the Outer Borough Transportation Account funds anticipated to support such implementation and the statutorily required approval from the Capital Program Review Board. The Chairman/CEO of the MTA, in consultation with the Acting President of TBTA, is further authorized to make such changes, alterations, modifications, and revisions to the procedures for implementing the HHB Bronx and CBB Queens Resident Rebate Programs as are not inconsistent with this Resolution.

Dated: December 18, 2019

## Exhibit A

### Proposed Operating Elements of the HHB Bronx and CBB Queens Resident Rebate Programs

1. Under the HHB Bronx Resident Rebate Program, the MTA would rebate the applicable toll paid by Bronx residents for crossing the Henry Hudson Bridge (HHB) using New York Customer Service Center (NYCSC) E-ZPass tags associated with Bronx Resident accounts.
2. Under the CBB Queens Resident Rebate Program, the MTA would rebate the applicable toll paid by Queens residents for crossing the Cross Bay Veterans Memorial Bridge (CBB) using NYCSC E-ZPass tags associated with Queens Resident accounts.
3. Funding for the costs of the HHB Bronx and CBB Queens Resident Rebate Programs would come from Outer Borough Transportation Account established under Section 1270-i(3) of the Public Authorities Law.
4. Moneys to fund estimated costs for the HHB Bronx and CBB Queens Resident Rebate Programs would be transferred by MTAHQ to advance program funding on a monthly basis at minimum. . The effective date of the first HHB Bronx Resident Rebate Program year and the first CBB Queens Resident Rebate Program year would commence in Spring 2020, with the specific date to be determined by the MTA Chairman/CEO or his designee.
5. TBTA would increase its liability for the HHB Bronx and CBB Queens Resident Programs by the periodic amounts transferred from MTAHQ. The E-ZPass New York Customer Service Center would credit Bronx Resident E-ZPass accounts for Bronx Residents crossing the Henry Hudson Bridge with the amount of the applicable NYCSC E-ZPass toll. The E-ZPass New York Customer Service Center would credit E-ZPass accounts for Queens Residents crossing the Cross Bay Veterans Memorial Bridge with the amount of the applicable NYCSC E-ZPass toll.

At least monthly, TBTA would draw down on the liability for the HHB Bronx and CBB Queens Resident Rebate Programs based on the total number of such trips charged against Bronx and Queens Resident NYCSC E-ZPass Accounts. The drawn down amount would be added to TBTA toll revenues. (The TBTA's responsibility to do so would be capped at the amount in the fund for the HHB Bronx and CBB Queens Resident Rebate Programs.) MTAHQ would use Outer Borough Transportation Account funds allocated to the MTA to reimburse TBTA for the cost of any charges levied by the service center provider in connection with the HHB Bronx and CBB Queens Resident Rebate Programs.

6. In the event that funds are not on deposit in the account for the HHB Bronx and CBB Queens Resident Rebate Programs at the time and in the amount necessary to effectuate the credit, participants in the HHB Bronx Resident Rebate Program would be charged the applicable toll rate without such further rebate for crossing the Henry Hudson Bridge and

participants in the CBB Queens Resident Rebate Program would be charged the applicable toll rate without such further rebate for crossing the Cross Bay Veterans Memorial Bridge until the next such allocation of funds from the Outer Borough Transportation Account to the MTA for this purpose.

# Staff Summary

<b>Subject</b>
Authorization to Issue New Money Transportation Revenue Bonds and Bond Anticipation Notes, Dedicated Tax Fund Bonds and Bond Anticipation Notes, and Triborough Bridge and Tunnel Authority General Revenue and Subordinate Revenue Bonds and Bond Anticipation Notes
<b>Department</b>
Finance
<b>Department Head Name</b>
Robert E. Foran, Chief Financial Officer
<b>Department Head Signature</b>
<b>Project Manager Name</b>
Patrick J. McCoy, Director, Finance

<b>Date</b>
December 18, 2019
<b>Vendor Name</b>
<b>Contract Number</b>
<b>Contract Manager Name</b>
<b>Table of Contents Ref #</b>

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance Comm.	12/18/19			
2	Board	12/18/19			

Internal Approvals			
Order	Approval	Order	Approval
1	Legal		Chief of Staff

**PURPOSE:**

The MTA Finance Department is seeking MTA and TBTA Board authorization and approval of the necessary documentation to issue new money bond anticipation notes (BANs) and bonds to finance up to \$3.75 billion of capital projects set forth in approved transit and commuter capital programs, and to issue up to \$525 million of new money bonds and BANs to finance capital projects set forth in approved MTA Bridges & Tunnels capital programs. The MTA Finance Department will report to the Board on the status of the proposed debt issuance schedule, the results of each note and bond issue and planned note and bond issues. This approval does not extend to the proposed 2020-2024 transit and commuter Capital Program, including the utilization of the proposed TBTA Payroll Mobility Tax credit and the TBTA Sales Tax credit which will be requested after Capital Program Review Board (CPRB) approval is secured for such program.

**DISCUSSION:**

MTA and TBTA Board approval is sought for the following resolutions, documents and activities in connection with the issuance of bonds and/or bond anticipation notes in an aggregate principal amount necessary to finance up to \$4.275 billion of capital projects of the transit and commuter systems and MTA Bridges & Tunnels set forth in approved capital programs:

- Separate Supplemental Resolutions authorizing Transportation Revenue Bonds (TRB Bonds) and Transportation Revenue BANs (TRB BANs), including providing for the following:
  - o Issuance of TRB BANs and TRB Bonds under the General Resolution Authorizing Transportation Revenue Obligations (the TRB Resolution), in one or more series from time to time, in an amount sufficient to produce net proceeds of up to \$3.75 billion (reduced by Dedicated Tax Fund (DTF) Bonds or DTF BANs) necessary to finance transit or commuter capital programs, or to retire TRB BANs or DTF BANs when due, plus accrued interest, applicable issuance costs and any original issue discount,
  - o Issuance of such TRB BANs or TRB Bonds in competitive or negotiated public sales, by direct placement or in connection with a revolving credit or other loan agreement, and

- Parity Reimbursement Obligations and other Parity Debt in an amount sufficient to secure any Credit Facilities entered into in connection with the issuance of the TRB Bonds.
- Separate Supplemental Resolutions authorizing DTF Bonds and DTF BANs, including providing for the following:
  - Issuance of DTF Bonds and DTF BANs under the Dedicated Tax Fund Obligation Resolution (the DTF Resolution), in one or more series from time to time, in an amount sufficient to produce net proceeds of up to \$3.75 billion (reduced by TRB Bonds or TRB BANs) necessary to finance transit or commuter capital programs, or to retire DTF BANs or TRB BANs when due, plus accrued interest, applicable issuance costs and any original issue discount,
  - Issuance of such DTF BANs or DTF Bonds in competitive or negotiated public sales, by direct placement or in connection with a revolving credit or other loan agreement, and
  - Parity Reimbursement Obligations and other Parity Debt in an amount sufficient to secure any Credit Facilities entered into in connection with the issuance of the DTF Bonds.
- Multiple Series 2020 General Revenue Bond Supplemental Resolution authorizing TBTA General Revenue Obligations (General Revenue Obligations), including providing for the issuance of the following:
  - An aggregate principal amount of up to \$525 million of General Revenue Obligations under the Triborough Bridge and Tunnel Authority General Revenue Bond Resolution (the TBTA General Resolution) (reduced by any bonds issued under the Triborough Bridge and Tunnel Authority Subordinate Resolution (the TBTA Subordinate Resolution)), in one or more series from time to time necessary to finance capital projects of TBTA as set forth in existing MTA Bridges & Tunnels capital programs, or to retire TBTA BANs when due, plus accrued interest, applicable issuance costs and any original issue discount,
  - Issuance of such General Revenue Obligations in competitive or negotiated public sales, or by direct placement, and
  - Parity Reimbursement Obligations and other Parity Debt in an amount sufficient to secure any Credit Facilities entered into in connection with the issuance of the General Revenue Obligations.
- Multiple Series 2001 Subordinate Revenue Bond Supplemental Resolution authorizing TBTA Subordinate Revenue Obligations (Subordinate Revenue Obligations), including providing for the issuance of the following:
  - An aggregate principal amount of up to \$525 million of Subordinate Revenue Obligations under the TBTA Subordinate Resolution (reduced by any bonds issued under the TBTA General Resolution), in one or more series from time to time necessary to finance capital projects of TBTA, as set forth in existing MTA Bridges & Tunnels capital programs, or to retire TBTA BANs when due, plus accrued interest, applicable issuance costs and any original issue discount,
  - Issuance of such Subordinate Revenue Obligations in competitive or negotiated public sales, or by direct placement, and
  - Parity Reimbursement Obligations and other Parity Debt in an amount sufficient to secure any Credit Facilities entered into in connection with the issuance of the Subordinate Revenue Obligations.
- A Supplemental Resolution authorizing Triborough Bridge and Tunnel Authority General Revenue BANs (TBTA BANs), including providing for the following:
  - Issuance of TBTA BANs under the General Resolution, in one or more series from time to time, in an amount sufficient to produce net proceeds of up to \$525 million necessary to finance capital projects of TBTA, as set forth in existing MTA Bridges & Tunnels capital programs, plus accrued interest, applicable issuance costs and any original issue discount, and
  - Issuance of such TBTA BANs in competitive or negotiated public sales, by direct placement or in connection with a revolving credit or other loan agreement.

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

(a) delegating authority to the Chairman, the Managing Director, the Chair of the Finance Committee, the Vice Chairman, the Chief Financial Officer or the Director, Finance of MTA to award the obligations either pursuant to competitive bid or to members (or entities related to such firms) of the Board-approved MTA underwriting syndicate and to execute and/or deliver in each case, where appropriate:

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

Any such documents will be in substantially the form of any document previously entered into by MTA or TBTA for previous issues, with such changes as approved by any one or more of the foregoing officers.

(b) authorizing such officers to terminate, amend, supplement, replace or extend any such documents, including Credit Facilities (and related Parity Reimbursement Obligations and Parity Debt), as they shall deem advisable, and to take such other actions as may be necessary or desirable to effectuate the issuance of the new money bonds and BANs and other financial transactions set forth above, on behalf of MTA, TBTA or other MTA subsidiaries and affiliates.

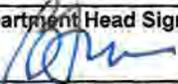
**ALTERNATIVES:**

There are no viable funding alternatives to the bond funded portion of existing approved capital programs.

**RECOMMENDATION:**

The MTA and TBTA Boards approve the above-referenced resolutions and documents and all other actions described above, including the execution and delivery of such other documents, and the taking of all other actions, from time to time deemed necessary or desirable by such officers in connection therewith. The authorization to issue the bonds and bond anticipation notes and take other related actions hereunder shall continue in effect without any further action by the MTA and TBTA Boards until the adoption by the MTA and TBTA Boards of subsequent bond supplemental resolutions relating to 2021 note and bond issues (except that bonds may still be issued to refinance 2020 BANs outstanding at any time) unless (a) the MTA and TBTA Boards shall have confirmed the effectiveness of this authorization for an additional period, or (b) the MTA and TBTA Boards shall have modified or repealed this authorization.

# Staff Summary

<b>Subject</b> Authorization to Issue Transportation Revenue Refunding Bonds, Dedicated Tax Fund Refunding Bonds, Triborough Bridge and Tunnel Authority General Revenue Refunding Bonds and Subordinate Revenue Refunding Bonds	<b>Date</b> December 18, 2019
<b>Department</b> Finance	<b>Vendor Name</b> N/A
<b>Department Head Name</b> Robert E. Foran, Chief Financial Officer	<b>Contract Number</b>
<b>Department Head Signature</b> 	<b>Contract Manager Name</b>
<b>Project Manager Name</b> Patrick McCoy, Director of Finance 	<b>Table of Contents Ref #</b>

Board Action						Internal Approvals			
Order	To	Date	Approval	Info	Other	Order	Approval	Order	Approval
1	Finance Comm.	12/16	X			1	Legal <i>TQ</i>	2	Chief of Staff <i>HS</i>
2	Board	12/18	X						

**PURPOSE:**

The MTA Finance Department is seeking MTA and TBTA Board authorization and approval of the necessary documentation to issue refunding bonds, from time to time, subject, if applicable, to the Refunding Policy adopted by the Board in December, 2018, as amended from time to time, and provided that the MTA Chief Financial Officer or the MTA Director, Finance makes a determination that the refunding of certain bonds or other obligations prior to maturity will be beneficial to the obligors thereof and/or their affiliates and subsidiaries.

**DISCUSSION:**

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

- MTA Multiple Series Transportation Revenue Refunding Bond Supplemental Resolution (2020) authorizing Metropolitan Transportation Authority Transportation Revenue Refunding Obligations, including providing for the following:
  - Issuance of TRB Bonds under the General Resolution Authorizing Transportation Revenue Obligations in one or more series from time to time,
  - Issuance of such TRB Bonds in competitive or negotiated public sales, or by direct placement, and
  - Parity Reimbursement Obligations and other Parity Debt in an amount sufficient to secure any Credit Facilities entered into in connection with the issuance of the Transportation Revenue Refunding Obligations.
- MTA Multiple Series Dedicated Tax Fund Refunding Bond Supplemental Resolution (2020) authorizing Metropolitan Transportation Authority Dedicated Tax Fund Refunding Obligations, including providing for the following:

- Issuance of DTF Bonds under the Dedicated Tax Fund Obligation Resolution, in one or more series from time to time,
- Issuance of such DTF Bonds in competitive or negotiated public sales or by direct placement , and
- Parity Reimbursement Obligations and other Parity Debt in an amount sufficient to secure any Credit Facilities entered into in connection with the issuance of the Dedicated Tax Fund Revenue Refunding Obligations.
- TBTA Multiple Series General Revenue Refunding Bond Supplemental Resolution (2020) authorizing Triborough Bridge and Tunnel Authority General Revenue Refunding Obligations, including providing for the following:
  - Issuance of General Revenue Obligations under the Triborough Bridge and Tunnel Authority General Revenue Bond Resolution, in one or more series from time to time,
  - Issuance of such General Revenue Obligations in competitive or negotiated public sales or by direct placement, and
  - Parity Reimbursement Obligations and other Parity Debt in an amount sufficient to secure any Credit Facilities entered into in connection with the issuance of the General Revenue Refunding Obligations.
- TBTA Multiple Series 2001 Subordinate Revenue Refunding Bond Supplemental Resolution (2020) authorizing Triborough Bridge and Tunnel Authority Subordinate Revenue Refunding Obligations, including providing for the following:
  - Issuance of Subordinate Revenue Obligations under the TBTA Subordinate Resolution, in one or more series from time to time,
  - Issuance of such Subordinate Revenue Obligations in competitive or negotiated public sales or by direct placement, and
  - Parity Reimbursement Obligations and other Parity Debt in an amount sufficient to secure any Credit Facilities entered into in connection with the issuance of the Subordinate Revenue Refunding Obligations.

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

(a) delegating authority to the Chairman, the Managing Director, the Chair of the Finance Committee, the Vice Chairman, the Chief Financial Officer or the Director, Finance to refund and/or restructure outstanding bonds, notes and other obligations within the maturity limits permitted by law and to award the obligations either pursuant to competitive bid or to members (or entities related to such firms) of the Board-approved MTA underwriting syndicate and to execute and/or deliver in each case, where appropriate:

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

Any such documents will be in substantially the form of any document previously entered into by MTA or TBTA for previous issues, with such changes as approved by any one or more of the foregoing officers.

(b) authorizing such officers to terminate, amend, supplement, replace or extend any such documents, including existing Credit Facilities (and related Parity Reimbursement Obligations and Parity Debt), as they shall deem advisable, and to take such other actions as may be necessary or desirable to effectuate the issuance of the refunding bonds, restructurings and other financial transactions set forth above, on behalf of MTA, TBTA or other MTA subsidiaries and affiliates.

#### **ALTERNATIVES:**

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

#### **RECOMMENDATION:**

The MTA and TBTA Boards approve the above-referenced resolutions and documents and all other actions described above, including the execution and delivery of such other documents, and the taking of all other actions, from time to time deemed necessary or desirable by such officers in connection therewith. The authorization to issue the refunding bonds, restructure outstanding bonds and take other related actions hereunder shall continue in effect without any further action by the MTA or TBTA Boards, until the adoption by the MTA and TBTA Boards of subsequent refunding bond supplemental resolutions relating to 2021 refundings unless (a) the MTA and TBTA Boards shall have confirmed the effectiveness of this authorization for an additional period, or (b) the MTA and TBTA Boards shall have modified or repealed this authorization.

# Staff Summary

<b>Subject</b> Authorization to Issue MTA Hudson Rail Yards Refunding Trust Obligations to Refund Tranche 1 of the MTA Hudson Rail Yards Trust Obligations, Series 2016A to be Purchased by MTA with Proceeds of Transportation Revenue Bonds Issued for such Purpose	<b>Date</b> December 18, 2019
<b>Department</b> Finance	<b>Vendor Name</b> N/A
<b>Department Head Name</b> Robert E. Foran, Chief Financial Officer	<b>Contract Number</b>
<b>Department Head Signature</b> 	<b>Contract Manager Name</b>
<b>Project Manager Name</b> Patrick J. McCoy, Director, Finance	<b>Table of Contents Ref #</b>

Board Action						Internal Approvals			
Order	To	Date	Approval	Info	Other	Order	Approval	Order	Approval
1	Finance Comm.	12/16/19	X			1	Legal	2	Chief of Staff
2	Board	12/18/19	X						

**BACKGROUND:**

On September 22, 2016, MTA issued its \$1,057,430,000 Hudson Rail Yards Trust Obligations, Series 2016A (the "Series 2016A Obligations") consisting of the principal amount of \$375,000,000 maturing on November 15, 2046 (the "Tranche 1 Obligations"), the principal amount of \$307,000,000 on November 15, 2051 (the "Series 2016A Tranche 2 Obligations") and the principal amount of \$375,430,000 on November 15, 2056 (the "Series 2016A Tranche 3 Obligations") to finance and refinance approved capital program transit and commuter projects of the Related Entities. The Series 2016A Obligations are MTA's special limited obligations, payable solely from the trust estate established under the MTA Hudson Rail Yards Trust Agreement (the "Trust Agreement") by and between MTA and Wells Fargo Bank, National Association, as trustee (the "Trustee"). The primary sources of revenue available for the payment of the principal and interest represented by the Series 2016A Obligations are the monthly Ground Lease (as defined below) rent payments (the "Monthly Ground Rent") and other payments made by tenants of such Ground Leases if they elect to exercise their option to purchase their fee interest in the Eastern Rail Yard and Western Rail Yard, as applicable (the "Fee Purchase Payments").

MTA pays the Monthly Ground Rent and Fee Purchase Payments it receives under both the Eastern Rail Yard and Western Rail Yard ground leases (the "Ground Leases") and certain other amounts to the Trustee to secure the Series 2016A Obligations.

The Tranche 1 Obligations are term obligations bearing interest at 5.00% and are subject to optional redemption on or after November 15, 2019.

**PURPOSE:**

Current market conditions provide MTA with an opportunity to refund the remaining Tranche 1 Obligations for savings. MTA staff has determined the most cost effective approach to execute this refunding is through the issuance by MTA of MTA Hudson Rail Yards Refunding Trust Obligations, Series 2020A (the "HRY Refunding Trust Obligations"), and their direct purchase by MTA to be funded with the proceeds of a simultaneous issuance of

Transportation Revenue Refunding Bonds (“TRB Bonds”). The cashflow from the HRY Refunding Trust Obligations will be used to pay the debt service on the TRB Bonds with any excess cashflow savings to be retained by the MTA.

The TRB Bonds will be issued pursuant to authorization under a separate MTA Refunding Resolution for 2020.

The MTA Finance Department is seeking approval of the Boards of the Related Entities (MTA and its affiliates and subsidiaries) of the Resolution annexed hereto to issue HRY Refunding Trust Obligations. The HRY Refunding Trust Obligations will be used to (i) redeem the outstanding Tranche 1 Obligations, and (ii) pay costs of issuance and related fees and expenses in connection with the issuance of the HRY Refunding Trust Obligations.

## **DISCUSSION:**

The approval of the Boards of the Related Entities is being requested for the aforementioned transaction, including approval of the following:

- the adoption of the authorizing resolution, which authorizes the selection of underwriters, consultant or a placement agent for the HRY Refunding Trust Obligations, the preparation and delivery of an obligation placement agreement, and a continuing disclosure agreement relating to the HRY Refunding Trust Obligations, and the taking of other standard actions relating to the issuance of the HRY Refunding Trust Obligations;
- the appointment of Wells Fargo as the Trustee and Custodian for the HRY Refunding Trust Obligations;
- the execution and delivery of a Supplemental Trust Agreement, a Supplemental Financing Agreement, an obligation placement agreement and any other instrument required to accomplish the issuance of the HRY Refunding Trust Obligations under the Trust Agreement and the refunding of the Tranche 1 Obligations; and
- all other actions necessary or desirable to effectuate the transactions contemplated by the foregoing.

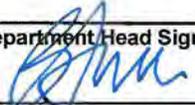
## **ALTERNATIVES:**

This refunding opportunity is currently available and there are no viable alternatives to realize similar savings.

## **RECOMMENDATION:**

That the Boards of the Related Entities (i) authorize (a) the annexed Resolution Authorizing MTA Hudson Rail Yards Refunding Trust Obligations, authorizing the issuance of the such obligations, as well as all actions related to the issuance of the HRY Refunding Trust Obligations as described above, including other costs of issuance and transaction costs, deemed necessary or desirable in connection therewith; and (b) such other related actions hereunder, which authorizations shall continue in effect without any further action by the Board, unless modified or repealed, and (ii) approve the purchase of the HRY Refunding Trust Obligations with the proceeds of the TRB Bonds.

# Staff Summary

<b>Subject</b> Approval of Triborough Bridge and Tunnel Authority CBDTP Second Subordinate Revenue Resolution authorizing CBDTP Second Subordinate Revenue Obligations (Central Business District Tolling Program) and Authorization to Issue Triborough Bridge and Tunnel Authority CBDTP Second Subordinate Revenue Obligations (Central Business District Tolling Program)
<b>Department</b> Finance
<b>Department Head Name</b> Robert E. Foran, Chief Financial Officer
<b>Department Head Signature</b> 
<b>Project Manager Name</b> Patrick J. McCoy, Director, Finance 

<b>Date</b> December 18, 2019
<b>Vendor Name</b>
<b>Contract Number</b>
<b>Contract Manager Name</b>
<b>Table of Contents Ref #</b>

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance Comm.	12/16/19	X		
2	Board	12/18/19	X		

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

**PURPOSE:**

The MTA Finance Department is seeking MTA Bridges and Tunnels Board authorization and approval of the annexed resolution and supplemental resolutions to provide for the issuance of Triborough Bridge and Tunnel Authority (“TBTA” or “MTA Bridges and Tunnels”) CBDTP Second Subordinate Revenue Obligations (Central Business District Tolling Program) in an amount not to exceed \$550 million to finance costs related to the design, build, and installation of infrastructure, tolling systems and allowable implementation expenses necessary for the operation of the Central Business District Tolling Program.

The annexed resolutions authorize TBTA to finance expenditures for infrastructure, tolling systems or allowable implementation expenses in an amount not to exceed \$550 million through the issuance of bonds, notes, commercial paper or other form of indebtedness and that are payable from bridge and tunnel revenues after the payment of debt service on TBTA’s existing senior and subordinate bond resolutions, the proceeds of which bonds can only be used to finance bridge and tunnel and transit and commuter projects. Because the annexed resolutions do not finance transit and commuter projects, the approval of the MTA Capital Program Review Board is not necessary. MTA Finance expects to issue short-term bond anticipation notes under the annexed resolutions to finance such expenditures and retire such notes with moneys in the Central Business District Tolling Capital Lockbox Fund following the implementation of CBDTP tolls; however, this authorization would allow the notes to be retired from the proceeds of CBDTP Second Subordinate Revenue Obligations if necessary.

**DISCUSSION AND BACKGROUND:**

In April 2019, legislation was enacted in New York State providing for the establishment of the Central Business District Tolling Program. In furtherance of such legislation, TBTA has entered into a Memorandum of Understanding with The City of New York and awarded a design, build, operate and maintain contract for the infrastructure and tolling collection system. MTA Finance staff, working with external Bond Counsel and its Financial Advisors, have drafted the annexed CBDTP Second Subordinate Revenue Resolution (Central Business District Tolling Program), including Standard Resolution Provisions, and Supplemental Resolutions, which comprise the fundamental legal documents for

the establishment of a new TBTA Second Subordinate Revenue Obligations Bond Credit, payable after the payment of debt service on TBTA's existing senior and subordinate bond resolutions.

MTA Bridges and Tunnels Board approval is sought for the following resolution, supplemental resolutions and activities in connection with the issuance of TBTA CBDTP Second Subordinate Revenue Obligations (Central Business District Tolling Program) in bonds, notes, commercial paper or other form of indebtedness:

- CBDTP Second Subordinate Revenue Resolution authorizing CBDTP Second Subordinate Revenue Obligations (Central Business District Tolling Program) (the "CBDTP Second Subordinate Revenue Resolution"),
- Separate Supplemental Resolutions authorizing CBDTP Second Subordinate BANs (CBDTP BANs) and CBDTP Second Subordinate Bonds (CBDTP Bonds), including providing for the following:
  - The issuance of CBDTP BANs and CBDTP Bonds under the CBDTP Second Subordinate Revenue Resolution, in one or more series from time to time, in an amount sufficient to produce net proceeds of up to \$550 million necessary to finance CBDTP Congestion Tolling Program infrastructure, tolling systems and allowable implementation expenses, or to retire CBDTP BANs when due, plus accrued interest, applicable issuance costs and any original issue discount,
  - Issuance of such CBDTP BANs or CBDTP Bonds in competitive or negotiated public sales, by direct placement or in connection with a revolving credit or other loan agreement, and
  - Parity Obligations and other Parity Debt in an amount sufficient to secure any Credit Facilities entered into in connection with the issuance of the CBDTP Bonds.

With respect to the above-referenced financial transactions, MTA Bridges and Tunnels Board approval is sought:

(a) delegating authority to the Chairman, the Managing Director, the Chair of the Finance Committee, the Vice Chairman, the Chief Financial Officer or the Director, Finance of MTA to make revisions to the CBDTP Second Subordinate Revenue Resolution as necessary or convenient and to award the obligations either pursuant to competitive bid or to members (or entities related to such firms) of the Board-approved MTA underwriting syndicate and to execute and/or deliver in each case, where appropriate:

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

Any such documents will be in substantially the form of any document previously entered into by MTA or MTA Bridges and Tunnels for previous issues, with such changes as approved by any one or more of the foregoing officers.

(b) authorizing such officers to terminate, amend, supplement, replace or extend any such documents, including Credit Facilities (and related Parity Reimbursement Obligations and Parity Debt), as they shall deem advisable, and to take such other actions as may be necessary or desirable to effectuate the issuance of bonds, notes, commercial paper or other form of indebtedness and other financial transactions set forth above, on behalf of MTA or MTA Bridges and Tunnels.

(c) authorizing such officers to seek proposals for the appointment of a trustee and paying agent(s) and other fiduciaries necessary for the purposes of the CBDTP Second Subordinate Revenue Resolution and the activities thereunder.

## **ALTERNATIVES:**

There is no alternative financing mechanism to pay for the Central Business District infrastructure, tolling systems and allowable implementation expenses to meet the statutory schedule for implementation.

## **RECOMMENDATION:**

MTA Bridges and Tunnels Board authorization of the above-referenced resolutions and documents and all other actions described above, including the execution and delivery of such other documents, and the taking of all other actions, from time to time deemed necessary or desirable by such officers in connection therewith, including the selection of a trustee and paying agent and other fiduciaries thereunder that meets the requirements of the resolution. The authorization to issue the bonds, notes, commercial paper or other form of indebtedness and take other related actions hereunder shall continue in effect without any further action by the MTA Bridges and Tunnels Board until the adoption by the MTA Bridges and Tunnels Board of subsequent bond supplemental resolutions relating to 2021 note and bond issues (except that bonds may still be issued to refinance 2020 BANs outstanding at any time) unless (a) the MTA Bridges and Tunnels Board shall have confirmed the effectiveness of this authorization for an additional period, or (b) the MTA Bridges and Tunnels Board shall have modified or repealed this authorization.

# Staff Summary



<b>Subject</b> MTA and TBTA Reimbursement Resolutions for Federal Tax purposes	<b>Date</b> December 18, 2019
<b>Department</b> Chief Financial Officer	<b>Vendor Name</b>
<b>Department Head Name</b> Robert E. Foran, Chief Financial Officer	<b>Contract Number</b>
<b>Department Head Signature</b> 	<b>Contract Manager Name</b>
<b>Project Manager Name</b> Josiane Codio, Director of Treasury <i>JPC</i>	<b>Table of Contents Ref #</b>

Board Action						Internal Approvals			
Order	To	Date	Approval	Info	Other	Order	Approval	Order	Approval
	Finance Comm.	12/16	X			1	Legal <i>TQ</i>	2	Chief of Staff <i>113</i>
	Board	12/18	X						

To obtain MTA and TBTA adoption of the annexed reimbursement resolutions, which are required by Federal tax law to preserve the ability to finance certain capital projects on a tax-exempt basis.

**PURPOSE:**

As it has in the past, the Metropolitan Transportation Authority (the “MTA”) intends to finance the MTA’s transit and commuter capital improvement program, including MTA Bus Company and Staten Island Rapid Transit Operating Authority with MTA debt obligations. Triborough Bridge and Tunnel Authority (“TBTA” or “MTA Bridges and Tunnels”) intends to finance the MTA Bridges and Tunnels’ bridge and tunnel capital improvement program and may finance portions of the transit and commuter capital improvement program with TBTA debt obligations. In addition, MTA and MTA Bridges and Tunnels intends to finance capital costs relating to capital projects necessary to implement tolling in the Central Business District Tolling Program, as described in Article 44-C of the Vehicle and Traffic Law, including as described in Section 553-j of the Public Authorities Law (the “Central Business District Project”).

It is important that MTA and MTA Bridges and Tunnels preserve the ability to finance capital projects in these capital improvement programs and for the Central Business District Project on a tax-exempt or tax-advantaged basis. To maintain the ability of MTA and MTA Bridges and Tunnels to finance capital projects in the capital improvement programs and for the Central Business District Project on such tax-exempt or tax-advantaged basis, consistent with Federal tax law, the MTA and TBTA Boards periodically adopt reimbursement resolutions. Federal tax law requires that official action that sets forth the issuer’s intent to spend tax-exempt bond proceeds on a project must be taken by an issuer that wants to reimburse itself from tax-exempt bond proceeds for capital project costs that were funded from another source of revenue. Copies of each of the 2020 reimbursement resolutions submitted for Board adoption are attached hereto.

For purposes of the attached reimbursement resolutions, (i) in the case of MTA and TBTA, the Project refers to the capital programs approved by the Metropolitan Transportation Authority Capital Program Review Board (CPRB), including, particularly, the 2000-2004 Transit and Commuter Capital Program, the 2005-2009 Transit and Commuter Capital Program, the 2010-2014 Transit and Commuter Capital Program, the 2015-2019 Transit and Commuter Capital Program and, upon approval by the CPRB, the 2020-2024 Transit and Commuter Capital Program, (ii) in the case of TBTA, the Project further refers to the capital programs approved by the TBTA Board, including, particularly, the 2000-2004 TBTA Capital Program, the 2005-2009 TBTA Capital Program, the 2010-2014 TBTA Capital Program, the 2015-2019 TBTA Capital Program, the 2020-2024 TBTA Capital Program and the security projects authorized to be constructed and/or installed at the TBTA bridges and tunnels, and (iii) in the case of the Central Business District Project, the infrastructure and toll collection system as described in Article 44-C of the Vehicle and Traffic Law.

**ALTERNATIVES:**

# Staff Summary



There is no alternative to preserve the ability to finance certain capital projects on a tax-exempt or tax-advantaged basis under Federal tax law.

**RECOMMENDATION:**

The MTA and TBTA Boards approve the above-referenced resolutions. This authorization shall continue in effect until the adoption by the MTA and TBTA Boards of subsequent reimbursement resolutions for calendar year 2021.

## **RESOLUTION**

**WHEREAS**, Metropolitan Transportation Authority (“MTA”) intends to finance the MTA’s transit and commuter capital improvement program, including MTA Bus Company and Staten Island Rapid Transit Operating Authority, as more fully described in the accompanying staff summary and capital program documents referenced therein (the “MTA Project”);

**WHEREAS**, MTA desires to finance the MTA Project through the issuance of tax-exempt debt or tax-advantaged debt, if available, and other sources as described in the approved capital programs, including moneys derived from affiliates and subsidiaries, and expects to reimburse expenditures made from such other sources with proceeds of such tax-exempt or tax-advantaged debt;

### **NOW THEREFORE, BE IT:**

**RESOLVED**, that the statements contained in this Resolution with respect to the reimbursement of the expenditures described in this resolution are intended to be statements of official intent as required by, and in conformance with, the provisions of Treasury Regulation Section 1.150-2(e); and

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

**RESOLVED**, that the MTA reasonably expects that the maximum principal amount of tax-exempt or tax-advantaged debt (including bonds, commercial paper and bond anticipation notes) to be issued by MTA subsequent to the date hereof to pay MTA Project expenditures in 2020 (whether directly or as a reimbursement) is \$3.75 billion (plus associated financing costs); and

**RESOLVED**, that this Resolution shall take effect immediately.

December 18, 2019

## **RESOLUTION**

**WHEREAS**, Triborough Bridge and Tunnel Authority (“MTA Bridges and Tunnels”) intends to finance the MTA Bridges and Tunnels’ bridge and tunnel capital improvement program, as more fully described in the accompanying staff summary and capital program documents referenced therein (the “Project”);

**WHEREAS**, MTA Bridges and Tunnels desires to finance the Project through the issuance of tax-exempt debt or tax-advantaged debt, if available, and other sources as described in the approved capital programs, including moneys derived from the Metropolitan Transportation Authority and its affiliates and subsidiaries, and expects to reimburse expenditures made from such other sources with proceeds of such tax-exempt or tax-advantaged debt;

### **NOW THEREFORE, BE IT:**

**RESOLVED**, that the statements contained in this Resolution with respect to the reimbursement of the expenditures described in this resolution are intended to be statements of official intent as required by, and in conformance with, the provisions of Treasury Regulation Section 1.150-2(e); and

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

**RESOLVED**, that MTA Bridges and Tunnels reasonably expects that the maximum principal amount of tax-exempt or tax-advantaged debt (including bonds, commercial paper and bond anticipation notes) to be issued by MTA Bridges and Tunnels subsequent to the date hereof to pay Project expenditures in 2020 (whether directly or as a reimbursement) is \$525 million (plus associated financing costs); and

**RESOLVED**, that this Resolution shall take effect immediately.

December 18, 2019

## RESOLUTION

**WHEREAS**, Metropolitan Transportation Authority (“MTA”) and Triborough Bridge and Tunnel Authority (“MTA Bridges and Tunnels”) intend to finance capital costs relating to the Central Business District Tolling Program, as more fully described in the accompanying staff summary (the “Central Business District Project”);

**WHEREAS**, MTA and MTA Bridges and Tunnels desire to finance the Central Business District Project through the issuance of tax-exempt debt or tax-advantaged debt, if available, and other sources, including moneys deposited into the Central Business District Tolling Capital Lockbox Fund established by Section 553-j of the Public Authorities Law, and expect to reimburse expenditures made from such other sources with proceeds of such tax-exempt or tax-advantaged debt;

**WHEREAS**, in its Fiscal Year 2020 Capital Projects Budget, the State of New York included a loan of \$100 million to the MTA for capital project costs of the planning, design, acquisition and construction to implement the Central Business District Tolling infrastructure and collection system, as established in Article 44-C of the Vehicle and Traffic Law;

### **NOW THEREFORE, BE IT:**

**RESOLVED**, that the statements contained in this Resolution with respect to the reimbursement of the expenditures described in this resolution are intended to be statements of official intent as required by, and in conformance with, the provisions of Treasury Regulation Section 1.150-2(e); and

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

**RESOLVED**, that MTA and MTA Bridges and Tunnels reasonably expect that the maximum aggregate principal amount of tax-exempt or tax-advantaged debt (including bonds, commercial paper and bond anticipation notes) to be issued by MTA and MTA Bridges and Tunnels subsequent to the date hereof to pay Central Business District Project expenditures in 2020 (whether directly or as a reimbursement) is \$550 million (plus associated financing costs); and

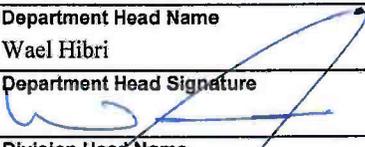
**RESOLVED**, that this Resolution shall take effect immediately.

December 18, 2019

## PROCUREMENTS

The Procurement Agenda this month includes 20 actions for a proposed expenditure of \$ 27M.

# Staff Summary

<b>Subject</b> Request for Authorization to Award Various Procurements
<b>Department</b> MTA Business Service Center
<b>Department Head Name</b> Wael Hibri
<b>Department Head Signature</b> 
<b>Division Head Name</b> David N. Ross 

<b>Date</b> December 10, 2019
<b>Vendor Name</b> Various
<b>Contract Number</b> Various
<b>Contract Manager Name</b> Various
<b>Table of Contents Ref #</b>

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance	12/16/2019	X		
2	Board	12/18/2019	X		

Internal Approvals			
Order	Approval	Order	Approval
1	Procurement 	3	CFO 
2	Legal 		

**PURPOSE:**

To obtain Board approval to award various contracts/contract modifications and purchase orders, as reviewed by the MTA Finance Committee.

**DISCUSSION:**

MTAHQ proposes to award Competitive procurements in the following categories:

Schedules Requiring Majority Vote:

Schedule F: Personal Services Contracts

	<u># of</u>	<u>\$ Amount</u>
	<u>Actions</u>	
	20	\$ 26,815,000
<b>SUBTOTAL</b>	<b>20</b>	<b>\$ 26,815,000</b>
<b>TOTAL</b>	<b>20</b>	<b>\$ 26,815,000</b>

**BUDGET IMPACT:** The purchases/contracts will result in obligating MTAHQ operating and capital funds in the amount listed. Funds are available in the current MTAHQ operating/capital budgets for this purpose.

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

## BOARD RESOLUTION

### METROPOLITAN TRANSPORTATION AUTHORITY

WHEREAS, in accordance with Section 1265-a and Section 120 of the Public Authorities Law and the All Agency Procurement Guidelines, the Board authorizes the award of certain non-competitive purchase and public work contracts, and the solicitation and award of request for proposals in regard to purchase and public work contracts; and

WHEREAS, in accordance with the All Agency Procurement Guidelines, the Board authorizes the award of certain non-competitive miscellaneous procurement contracts, and certain change orders to procurement, public work, and miscellaneous procurement contracts; and

WHEREAS, in accordance with Section 2879 of the Public Authorities Law and the All Agency Guidelines for Procurement of Services, the Board authorizes the award of certain service contracts and certain change orders to service contracts.

NOW, the Board resolves as follows:

1. As to each purchase and public work contract set forth in the annexed Schedule A, the Board declares competitive bidding to be impractical or inappropriate for the reasons specified therein and authorizes the execution of each such contract.
2. As to each request for proposals (for purchase and public work contracts) set forth in Schedule B for which authorization to solicit proposals is requested, for the reasons specified therein the Board declares competitive bidding to be impractical or inappropriate, declares it is in the public interest to solicit competitive request for proposals and authorizes the solicitation of such proposals.
3. As to each request for proposals (for purchase and public work contracts) set forth in Schedule C for which a recommendation is made to award the contract, the Board authorizes the execution of said contract.
4. The Board ratifies each action taken set forth in Schedule D for which ratification is requested.
5. The Board authorizes the execution of each of the following for which Board authorization is required: i) the miscellaneous procurement contracts set forth in Schedule E; ii) the personal service contracts set forth in Schedule F; iii) the miscellaneous service contracts set forth in Schedule G; iv) the modifications to personal/miscellaneous service contracts set forth in Schedule H; v) the contract modifications to purchase and public works contracts set forth in Schedule I; and vi) the modifications to miscellaneous procurement contracts set forth in Schedule J.
6. The Board ratifies each action taken set forth in Schedule K for which ratification is requested.
7. The Board authorizes the budget adjustments to estimated quantity contracts set forth in Schedule L.

**DECEMBER 2019**

**LIST OF COMPETITIVE PROCUREMENTS FOR BOARD APPROVAL**

**Procurements Requiring Majority Vote:**

**F. Personal Service Contracts**

(Staff Summaries required for all items greater than \$1M: Sole Source; Other Non-Competitive; Competitive RFP.)

<b>1-19.</b>	<b>Various Management Consulting Services</b>	<b>\$25,000,000</b> (estimated)	<b><u>Staff Summary Attached</u></b>
	Contract No. 0000102		
	Competitively negotiated – 44 proposals – 60 months		

- a. Accenture LLP
- b. American Utility Consultants
- c. The Boston Consulting Group, Inc.
- d. Cambridge Systematics, Inc.
- e. Dalberg Consulting US LLC
- f. Deloitte Consulting LLP
- g. Ernst & Young US LLP
- h. GHD Inc.
- i. Global Dynamic Group I, LLC
- j. Guidehouse LLP
- k. InfoTran Engineers, PC
- l. Jacobs Civil Consultants Inc.
- m. McKinsey & Company, Inc. Washington DC
- n. NuEnergen, LLC
- o. Sam Schwartz Engineering, DPC
- p. Spruce Technology, Inc.
- q. The Superlative Group, Inc.
- r. TRC Engineers, Inc.
- s. WSP USA Inc.

Board approval is sought to award nineteen (19) competitively negotiated as-needed all agency contracts to the vendors listed above. These vendors will compete via a mini-RFP process when management consulting services are requested.

<b>20.</b>	<b>Nickey Cave Time Square Shuttle Station Artwork (not-to-exceed)</b>	<b>\$1,815,000</b>	<b><u>Staff Summary Attached</u></b>
	Contract No. TBD		
	Competitively negotiated – 92 proposals – 60 months		

Board approval is sought to award a \$1,815,000 Master Agreement to artist Nickey Cave for the design, fabrication and installation of permanent artwork for the Times Square Shuttle Station and passageway.

# Staff Summary

## Schedule F: Personal Service Contracts

<b>Item Number:</b> 1-19					
<b>Dept &amp; Dept Head Name:</b> Chief Financial Officer / Robert Foran					
<b>Division &amp; Division Head Name:</b> Strategic Initiatives / Nora Ostrovskaya					
<b>Board Reviews</b>					
Order	To	Date	Approval	Info	Other
1	Finance	12/16/19	X		
2	Board	12/18/19	X		
<b>Internal Approvals</b>					
Order	Approval	Order	Approval		
1	Procurement	4	Legal		
2	Strategic Initiatives	5	CFO		
3	DDCR				

<b>SUMMARY INFORMATION</b>	
<b>Vendor Name:</b> Various	<b>Contract Number:</b> 0000102
<b>Description:</b> Management Consulting Services	
<b>Total Amount:</b> \$25,000,000 (aggregate budget)	
<b>Contract Term (including Options, if any):</b> January 1, 2020 to December 30, 2025	
<b>Option(s) included in Total Amount?</b> <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
<b>Renewal?</b> <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
<b>Procurement Type:</b> <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive	
<b>Solicitation Type:</b> <input checked="" type="checkbox"/> RFP <input type="checkbox"/> Bid <input type="checkbox"/> Other:	
<b>Funding Source:</b> <input checked="" type="checkbox"/> Operating <input type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other:	

### Narrative

#### I. PURPOSE/RECOMMENDATION

Board approval is sought to award nineteen (19) competitively negotiated as-needed all agency contracts to the vendors listed below. These vendors will compete via a mini-RFP process when management consulting services are requested.

- |                                      |  |                                   |
|--------------------------------------|--|-----------------------------------|
| 1. Accenture LLP                     | 8. GHD Inc.                                  | 15. Sam Schwartz Engineering, DPC |
| 2. American Utility Consultants      | 9. Global Dynamic Group I, LLC               | 16. Spruce Technology, Inc. (MBE) |
| 3. The Boston Consulting Group, Inc. | 10. Guidehouse LLP                           | 17. The Superlative Group, Inc.   |
| 4. Cambridge Systematics, Inc.       | 11. InfoTran Engineers, P.C. (MBE)           | 18. TRC Engineers, Inc.           |
| 5. Dalberg Consulting US LLC         | 12. Jacobs Civil Consultants Inc.            | 19. WSP USA Inc.                  |
| 6. Deloitte Consulting LLP           | 13. McKinsey & Company, Inc. Washington D.C. |                                   |
| 7. Ernst & Young US LLP              | 14. NuEnergen, LLC                           |                                   |

#### II. DISCUSSION

A publicly advertised RFP was issued seeking proposals for a total of nine (9) management consulting services categories including:

- |  |  |  |
|--|--|--|
| 1. Benchmarking and Performance Measurement                                      | 4. Change Impact Assessment                      | 7. Energy Consulting Services                                  |
| 2. Expertise in New Business Areas   | 5. Organizational Change Management and Delivery | 8. Advertising, Mobile App and Naming Rights Advisory Services |
| 3. Business Process Review, Technology Optimization and Organizational Alignment | 6. Advisory Consulting Services                  | 9. Customer Data Analytics                                     |

Vendors were able to propose on one or multiple categories, each of which was scored separately. Category award determinations were made independently, as determined by the evaluation committee. In total, 44 vendors proposed for at least one service area.

The evaluation committee was comprised of a cross functional team with expertise in strategy, analytics, finance, change management, business process, planning and energy. For most categories, the committee recommended awarding contracts to a panel that would consist of the eight highest ranked vendors based on technical proposal submissions only. Eight was considered optimal for establishing a cadre of technically strong vendors that would still be required to compete for task awards as needs are identified.

The committee felt that oral presentations would be beneficial before making category 2 selections to enable it to more better evaluate each firm's subject matter expertise, strategic thinking and innovative ideas based on a case study. The eight highest ranked proposers were invited to participate and five were eventually selected, a sufficient number since this is a service area that is new to the MTA. The proposers recommended for award demonstrated deeper market intelligence and experience relative to their competitors.

# Staff Summary

Contract No. 0000102

For category 7, 13 proposals were received and a follow up request was made to all proposers regarding their specific energy consulting capabilities. The responses were used to re-score the proposals and four were dropped due to a lack of subject matter expertise.

The prices paid will be determined at the project level, but hourly rates will be at or below rates that have already been negotiated for all firms with the exception of the Boston Consulting Group (“BCG”) and McKinsey & Company, Inc. Washington D.C. (“McKinsey”). BCG and McKinsey submitted illustrative hourly rates in their responses to the RFP but will agree to enter into competitively negotiated contracts via a mini-RFP process on a fixed fee basis only, and therefore were not required to provide firm contracted rate cards. All vendors were allowed to propose alternative fee structures, so this model was applied consistently for all vendors.

Each base contract will be awarded for zero dollars and individual work assignments will be awarded pursuant to a competitive mini-RFP process wherein the awardees will submit technical and cost proposals that will be evaluated by a selection committee prior to the award of any tasks. When mini-RFPs are issued, proposers will be required to include resourcing transparency which at a minimum will include hours by experience level and hourly rates used to arrive at their proposed fee. Thus, the MTA will be able to evaluate pricing options proposed against other vendors’ rate cards as well as the project manager’s independent estimate and use them to assure that pricing is fair and reasonable. The McKinsey and BCG illustrative rates will be shared with these committees so as to assure that the actual fees paid are generally consistent with the representations they made in response to the RFP.

The proposed fully-loaded hourly rates with all others ranged from \$55 to \$190 for junior titles, \$90 to \$370 for intermediate titles, \$120 to \$460 for senior titles, and \$145 to \$525 for advanced titles. Rates were negotiated by comparing proposer’s rates to other market pricing received in connection with this RFP, as well as previous MTA and state contracts for like services. Negotiations yielded reduced hourly rates up to \$105 for junior titles, \$170 for intermediate titles, \$290 for senior titles, and \$310 for advanced titles. The negotiated fully-loaded rates will remain firm for the five-year contract period. The negotiated rates are comparable to the rates under current MTA contracts for similar services.

Based on the foregoing, the negotiated fully-loaded hourly rates and proposed pricing are considered fair and reasonable.

A responsibility review for each of the 19 firms was conducted pursuant to the All-Agency Responsibility Guidelines. Of the 19 firms, 13 had no significant adverse or adverse information found. Regarding the remaining five: Accenture LLP and McKinsey & Company were each found to be responsible notwithstanding significant adverse information (SAI), and such responsibility finding was approved for each of these firms in November 2019 by the MTA Managing Director in consultation with the MTA General Counsel. In connection with contracts previously awarded to Deloitte Consulting LLP, CH2M Hill (a subsidiary of Jacobs Civil Consultants Inc. acquired in December 2017), Ernst & Young US LLP and WSP USA, Inc., these four firms were found to be responsible notwithstanding SAI, and such responsibility findings were approved by the MTA Chairman and CEO or the Managing Director in consultation with the MTA General Counsel in June 2015, October 2018, June 2015, and November 2015, respectively.

### **III. D/M/WBE INFORMATION**

The MTA Department of Diversity and Civil Rights (DDCR) has established 15% MBE, 15% WBE and 6% SDVOB on this contract. All nineteen firms have submitted MWBE/SDVOB utilization plans. Two firms (Info Tran Engineers and Spruce Technology) are certified MBE firms. Accenture, Cambridge Systematic, Ernst & Young, GHD, Info Tran Engineers, Jacobs, and WSP have achieved their MWDBE goals on recently completed MTA contracts. Guidehouse LLP has not achieved its MWDBE goals however; has demonstrated good faith effort towards meeting these goals. American Utility, The Boston Consulting Group, Dalberg Consulting, Deloitte Consulting, Global Dynamic, McKinsey & Company, NuEnergen, Sam Schwartz Engineering, Spruce Technology, The Superlative Group, and TRC Engineers have not completed any MTA contracts; therefore, no assessment of their MWDBE performance can be determined at this time.

### **IV. IMPACT ON FUNDING**

The total not to exceed budget of \$25,000,000 for this contract series will be funded with general operating funds provided on an assignment by assignment basis.

### **V. ALTERNATIVES**

1. **Perform services in-house** – This alternative is not practical, since the MTA does not have the specialized expertise in the existing workforce for the types of projects contemplated under this contract series. Hiring full and part time employees, including associated overhead costs would not be cost effective. The services to be performed under this contract are managed best by independent outside firms capable of providing recommendations and advice, which are unbiased and supported by market expertise.
2. **Do not approve award** – This would result in opportunity lost for the MTA to implement change, improve efficiencies and identify potential cost savings. This alternative is not recommended.

# Staff Summary

## Schedule F: Personal Service Contracts

Item Number: 20						<b>SUMMARY INFORMATION</b>																			
Dept & Dept Head Name: MTA HQ Procurement, D. Ross, Chief Procurement Officer						Vendor Name: Nickey Cave																			
Division & Division Head Name: MTA BSC, Wael Hibri, Senior Vice President						Contract Number: TBD																			
<b>Board Reviews</b>						Description: Times Square Shuttle Station Artwork																			
<table border="1"> <thead> <tr> <th>Order</th> <th>To</th> <th>Date</th> <th>Approval</th> <th>Info</th> <th>Other</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Finance</td> <td>12/16/19</td> <td>X</td> <td></td> <td></td> </tr> <tr> <td>2</td> <td>Board</td> <td>12/18/19</td> <td>X</td> <td></td> <td></td> </tr> </tbody> </table>						Order	To	Date	Approval	Info	Other	1	Finance	12/16/19	X			2	Board	12/18/19	X			Total Amount: <b>\$1,815,000</b>	
Order	To	Date	Approval	Info	Other																				
1	Finance	12/16/19	X																						
2	Board	12/18/19	X																						
<table border="1"> <thead> <tr> <th>Order</th> <th>Approval</th> <th>Order</th> <th>Approval</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Procurement</td> <td>4</td> <td>DDCR</td> </tr> <tr> <td>2</td> <td>A&amp;D</td> <td>5</td> <td>Legal</td> </tr> <tr> <td>3</td> <td>CFO</td> <td></td> <td></td> </tr> </tbody> </table>						Order	Approval	Order	Approval	1	Procurement	4	DDCR	2	A&D	5	Legal	3	CFO			Contract Term (including Options, if any): Sixty (60) months			
Order	Approval	Order	Approval																						
1	Procurement	4	DDCR																						
2	A&D	5	Legal																						
3	CFO																								
<b>Internal Approvals</b>						Option(s) included in Total Amount? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No																			
						Renewal? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No																			
						Procurement Type: <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive																			
						Solicitation Type: <input type="checkbox"/> RFP <input type="checkbox"/> Bid <input checked="" type="checkbox"/> Other: Arts & Design																			
						Funding Source: <input checked="" type="checkbox"/> Operating <input checked="" type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other:																			

**Narrative**

**I. PURPOSE/RECOMMENDATION**

Board approval is sought to award a \$1,815,000 Master Agreement for the design, fabrication and installation of permanent artwork for the Times Square Shuttle Station and passageway to artist Nickey Cave ('Cave').

**II. DISCUSSION**

As part of the rehabilitation of the Times Square Shuttle Station, areas of the station had been identified as opportune for the installation of original and permanent artwork, where the presence of art could create an inviting and attractive space for customers who traverse 42<sup>nd</sup> Street. In accordance with the MTA Permanent Art Program Design Review Policy, a selection panel was convened to choose artists and artwork for the project. The selection panel consisted of the Director of MTA Arts & Design, NYCTA's Chief Architect, the Associate Curator of the Studio Museum of Harlem, the Director of Public Art for the Times Square Alliance, and an artist previously commissioned for the Times Square/42<sup>nd</sup> Street Station.

MTA Arts & Design issued a 'Call for Images' and proposer outreach included utilization of MTA social media platforms such as the MTA website as well as listings in the Classifieds/Opportunities section of the New York Foundation for the Arts' website and periodicals for local/neighborhood arts and advocacy groups. 92 portfolios of prior work were submitted for consideration in response to the 'Call for Images'. The Arts & Design Project Manager reviewed them and selected 28 for presentation to the selection panel based on their potential fit for the project. The panel then discussed the works and experience submitted by the 28 artists and voted to select four finalists from among them. The finalists attended an orientation meeting and were invited to create original, site-specific proposals. The panel ultimately selected Cave's proposal, finding that its cheerful design celebrated diversity in a dynamic way that captures the spirit of Times Square and connects well to Times Square and the Theater District above.

An award for permanent artwork at the Times Square Shuttle Station in the amount of \$415,000 was approved by the Board at the July 2018 meeting. However, since that time, the MTA has developed an alternative design for the Station that involves less construction risk, less public impact and eliminates the involvement of the Durst Organization, which owed the MTA a transit improvement and maintenance from a real estate transaction involving the development of 4 Times Square. Durst will be making a payment to the MTA of approximately \$7.5 million in lieu of its improvement and maintenance obligations.

The alternative design includes a new passageway which, to make more inviting and attractive, and encourage more passenger use, called for a significant extension of the art installation. The additional scope of the art installation will increase the original award amount to \$1,815,000. Even including the additional cost of the art installation, the alternative design will result in a net savings to the MTA.

Consistent with MTA prior and standard practice, up to 20% of the total budget is paid to the artist as their fee, but with large-scale mosaic projects the fee is typically reduced. In this case, the artist's fee for this project is \$120,000 or about 7% of the project's cost.

The remaining \$1,695,000 will pay for material, fabrication and installation costs. Mr. Cave will select from a list of artwork fabricators that have been qualified by MTA Arts & Design to perform as a subcontractor for this engagement. These costs are approximately \$400 per square foot, an amount considered fair and reasonable based on the cost of other recent mosaic art projects such as Vik Muniz (\$414 per square foot at the 72<sup>nd</sup> Street Station) and Jaime Arredondo (\$428 per square foot at the Zerega Avenue Station).

A responsibility review of Nickey Cave conducted pursuant to the All-Agency Responsibility Guidelines revealed no significant adverse information and Nickey Cave has been found to be responsible.

### **III. D/M/WBE INFORMATION**

Contracts issued under MTA Permanent Art Program/Design Review Policy No. 11-035 are not subject to goal requirements.

### **IV. IMPACT ON FUNDING**

Capital funding has been allocated for \$615,000 of the project budget under Task Number T44176. The remaining \$1,200,000 will be funded as part of a \$7,500,000 settlement payment from the Durst Group to the MTA.

### **V. ALTERNATIVES**

Have MTA Employees design and fabricate the artwork: This alternative is not viable, as these services are extremely skilled and unique and is counter to the MTA's longstanding goals of providing for diverse artistic expressions to enhance the transit experience for customers.

Do not install artwork in the passageway: This alternative is not viable, as it would result in a loss of the desired customer experience.

**DECEMBER 2019**  
**MTA REAL ESTATE ACTION ITEMS**  
**FOR**  
**BOARD APPROVAL**

**MTA METRO-NORTH RAILROAD**

Lease Agreement with Rite Aid of New York, Inc. at Grand Central Terminal

**MTA NEW YORK CITY TRANSIT**

License agreements for 2 separate retail spaces with Nilesh Prajapati on mezzanine and platform levels at the 5<sup>th</sup> Avenue - 53 St Subway Station

License agreement with Jahid Minto on the mezzanine at the Chambers Street Subway Station/7<sup>th</sup> Avenue

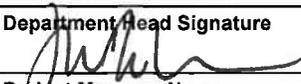
Amendment of license agreement for the continued operation and maintenance of one 144 count fiber optic cable along the IND 6th Ave Line Right of Way ("ROW")

Amendment of a non-exclusive license agreement for the continued operation and maintenance of a) one 16 fiber-strand cable, and b) one 216 fiber-strand fiber optic cable along the Clark Street Tunnel Right of Way ("ROW")

**METROPOLITAN TRANSPORTATION AUTHORITY**

Lease amendment for an additional parking space at 111 Washington Avenue, Albany, NY

# Staff Summary

<b>Subject</b> LEASE AGREEMENT WITH RITE AID OF NEW YORK, INC. AT GRAND CENTRAL TERMINAL
<b>Department</b> REAL ESTATE
<b>Department Head Name</b> JOHN N. LIEBER
<b>Department Head Signature</b> 
<b>Project Manager Name</b> LEAH BASSKNIGHT

<b>Date</b> DECEMBER 18, 2019
<b>Vendor Name</b>
<b>Contract Number</b>
<b>Contract Manager Name</b>
<b>Table of Contents Ref. #</b>

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance Committee	12/16/19	X		
2	Board	12/18/19	X		

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

**AGENCY:** Metropolitan Transportation Authority ("MTA") and MTA Metro-North Railroad ("Metro-North")

**LESSEE:** Rite Aid of New York, Inc.

**LOCATION:** Retail Space MC-10 in the Shuttle Passage of Grand Central Terminal

**ACTIVITY:** The operation of a drug store and pharmacy

**ACTION REQUESTED:** Authorization to enter into a lease agreement

**TERM:** 10 Years

**SPACE:** 7,491 sq. ft. (±)

**COMPENSATION:** Annual Base Rent of \$2,559,000 increasing 3% annually plus 10% of gross sales over a breakpoint of \$25,590,000 increasing 3% annually.

**COMMENTS:**

Pursuant to Metro-North and MTA Real Estate's merchandising plan for Grand Central Terminal, a request for proposals ("RFP") was issued seeking offers for the operation of a drug store and pharmacy in the Shuttle Passage in Grand Central. In response to the RFP, two proposals were received, one from the incumbent, Rite Aid of New York, Inc. d/b/a Rite Aid, and the other from Walgreens.

Per the Guidelines for Selection of Tenants for Grand Central Terminal approved by the MTA Board in November 2009, as amended in March 2018, such proposals were independently evaluated by Newmark Grubb Knight Frank and Jones Lang LaSalle, and subsequently, evaluated by the Director of Retail Leasing and Management. When evaluating the proposals, two evaluation criteria were considered. Selection Criterion A, which accounts for 70% of the score, is designed to evaluate the direct economic value of a proposal. Selection Criterion B, which accounts for 30% of the score, is the evaluator's determination of a proposal's indirect economic benefit to the MTA.

As illustrated in the attached chart, Rite Aid's Unadjusted Guaranteed Rent Amount (i.e. the proposed guaranteed minimum rent, on a present value basis determined using a discount rate of 7%) and its Total

# Staff Summary

**FINANCE COMMITTEE MEETING  
LEASE AGREEMENT WITH RITE AID OF NEW YORK, INC.  
AT GRAND CENTRAL TERMINAL (Cont'd.)**

Selection Criteria Score were both higher than those for the other proposer and, consequently, there was no need to convene a selection committee. The rent proposed by Rite Aid is equal to or above the fair market rental value, as determined by an independent appraiser.

Rite Aid has been a long-standing tenant serving the Grand Central customer for the past 20 years. Their proposal outlined a fresh redesign of their space including renderings that show new materials that will blend well with the surrounding landmarked space. Rite Aid has budgeted \$2,000,000 for project design and construction.

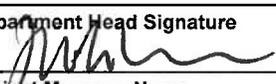
Based on the foregoing, MTA Real Estate requests authorization to enter into a lease agreement with Rite Aid of New York, Inc. on the above-described terms and conditions.

**Grand Central Terminal Retail Leasing Evaluation Sheet**  
Evaluator: Leah Bassknight, Director, Retail Leasing and Management

Space: MC-10 (currently Rite Aid)  
Date: June 14, 2019

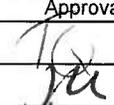
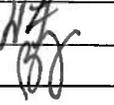
	A	B	C	D	E	F	G	H	I	J
PROPOSER	<u>Unadjusted Guaranteed Rent Amount</u>	<u>Guaranteed Rent Adjustment Factor*</u>	<u>Adjusted Guaranteed Rent Amount (A x B)</u>	<u>Unadjusted Percentage Rent Amount</u>	<u>Percentage Rent Adjustment Factor**</u>	<u>Adjusted Percentage Rent Amount (D x E)</u>	<u>Adjusted Total Rent Amount (C + F)</u>	<u>Selection Criterion A Score *** (0-70)</u>	<u>Selection Criterion B Score (0-30)</u>	<u>Total Selection Criterion Score (H + I)</u>
Rite Aid	20,268,627	1.0	20,268,627	0	-	0	20,268,627	70	25	95
Walgreens	9,510,695	1.0	9,510,695	0	-	0	9,510,695	32.85	25	57.85
* Guaranteed Rent Adjustment Factor: from 1.00 (no uncertainty about A) to as low as 0.50 (great uncertainty about A); however may be as low as 0.00 per guidelines										
** Percentage Rent Adjustment Factor: as high as 0.50 (no uncertainty about D) to as low as zero (great uncertainty about D).										

# Staff Summary

<b>Subject</b> LICENSE AGREEMENTS WITH NILESH PRAJAPATI AT TWO LOCATIONS WITHIN 5 <sup>TH</sup> AVENUE – 53 <sup>RD</sup> STREET STATION
<b>Department</b> REAL ESTATE
<b>Department Head Name</b>
<b>Department Head Signature</b> 
<b>Project Manager Name</b> ARTURO ESPINOZA

<b>Date</b> DECEMBER 18, 2019
<b>Vendor Name</b>
<b>Contract Number</b>
<b>Contract Manager Name</b>
<b>Table of Contents Ref. #</b>

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance Committee	12/16/19	X		
2	Board	12/18/19	X		

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

**AGENCY:** MTA New York City Transit (“NYCT”)

**LICENSEE:** Nilesh Prajapati and his wife, Nikita Prajapati (or a corporate entity to be formed, owned and controlled by said individuals).

**LOCATIONS:** Two separate units, one in the free zone mezzanine level and the other on the platform level of 5<sup>th</sup> Avenue and 53<sup>rd</sup> Street subway station, Queens Blvd Line, Manhattan (the “Locations”)

**ACTIVITY:** Operation of travel convenience stores

**ACTION REQUESTED:** Authorization to enter into license agreements for each of the respective units

**TERM:** Ten years, terminable at will by NYCT on 60 days’ notice at no cost.

**SPACE:** Unit 1 which is on the mezzanine measures approximately 285 square feet and Unit 2 which is on the platform level measures approximately 105 square feet

**COMPENSATION:** For Unit 1, the base annual license fee is \$12,250/yr. and, for Unit 2, the base annual license fee is \$22,750/yr., with no annual escalations, for a total of \$35,000 for each year of the term, with no annual escalations

**COMMENTS:**

The two Locations were publicly offered pursuant to a single Request for Proposals (“RFP”) issued in July, 2019, seeking a single operator for a 10-year revocable license term. The RFP called for the demolition and renovation of each of the Locations. Two proposals were received which are summarized below.

Proposer Name	Present Value at 7%
Nilesh Prajapati and Nikita Prajapati	\$245,825
Shi Li	\$158,410

At a 7% discount, the net present value of the compensation proposed by Mr. Prajapati is \$245,825, which is the higher of the two proposals. In addition, Mr. Prajapati proposes to make capital improvements to the Locations costing, in total, at least \$100,000. Although Mr. Prajapati’s compensation offer is below the independent valuation received by MTA Real Estate, MTA Real Estate believes that the proposed transaction will yield to NYCT the fair market value, taking into

# Staff Summary

## FINANCE COMMITTEE MEETING

### LICENSE AGREEMENT WITH NILESH PRAJAPATI AT 5<sup>TH</sup> AVE – 53<sup>RD</sup> STREET (Cont'd.)

account the immediate and continuing value of permanent improvements that the Licensee will pay for and the fact that the Locations were competitively bid with two or more motivated potential licensees proposing which serves as reliable evidence of the true fair market value of the Locations.

The allocation of annual compensation for each Location is further described in the following charts:

Location 1	License Year	Compensation	Location 2	License Year	Compensation
Unit 1  285 sq. ft.	1	\$12,250.00	Unit 2  105 sq. ft.	1	\$22,750.00
	2	\$12,250.00		2	\$22,750.00
	3	\$12,250.00		3	\$22,750.00
	4	\$12,250.00		4	\$22,750.00
	5	\$12,250.00		5	\$22,750.00
	6	\$12,250.00		6	\$22,750.00
	7	\$12,250.00		7	\$22,750.00
	8	\$12,250.00		8	\$22,750.00
	9	\$12,250.00		9	\$22,750.00
	10	\$12,250.00		10	\$22,750.00

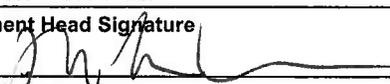
Mr. Prajapati operates a newsstand, which he recently renovated, inside a private building at 509 Madison Avenue. This newsstand is located at the Madison Avenue entrance of the 5<sup>th</sup> Ave – 53<sup>rd</sup> Street subway station. Thus, with the addition of the Locations, he will establish a larger presence around the 5<sup>th</sup> Ave – 53<sup>rd</sup> Street subway station.

Background and credit investigations were performed on Mr. Prajapati and his wife, Nikita. They have very good credit and sufficient financial resources to complete the proposed improvements and pay the compensation offered.

The proposer may form an [AAD1]entity prior to execution of the license agreements to be the Licensee, in which case Nilesh and Nikita Prajapati will each have approximately 50% ownership, and Nilesh and Nikita Prajapati will provide a personal guaranty of the Licensee's obligations under the license agreements, prepared in a form approved by MTA Legal.

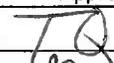
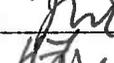
Based on the foregoing, MTA Real Estate requests authorization for NYCT to enter into two separate license agreements on the above-described terms and conditions.

# Staff Summary

<b>Subject</b> <b>LICENSE AGREEMENT WITH JAHID MINTO AT CHAMBERS STREET STATION</b>
<b>Department</b> <b>REAL ESTATE</b>
<b>Department Head Name</b> <b>JOHN N. LIEBER</b>
<b>Department Head Signature</b> 
<b>Project Manager Name</b> <b>ARTURO ESPINOZA</b>

<b>Date</b> <b>DECEMBER 18, 2019</b>
<b>Vendor Name</b>
<b>Contract Number</b>
<b>Contract Manager Name</b>
<b>Table of Contents Ref. #</b>

Board Action					
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1	Finance Committee	12/16/19	X		
2	Board	12/18/19	X		

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

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

LICENSEE: Jahid Minto (or a corporate entity to be formed, owned and controlled by said individual)

LOCATION: One freestanding unit in the free zone mezzanine level of the Chambers Street subway station, Broadway/7<sup>th</sup> Avenue Line, Manhattan (the "Location")

ACTIVITY: Operation of a travel convenience store

ACTION REQUESTED: Authorization to enter into a license agreement

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

SPACE: Approximately 115 square feet

COMPENSATION: \$42,000 for the first License Year escalating each License Year thereafter as described below

**COMMENTS:**

The Location was publicly offered pursuant to a Request for Proposals ("RFP") in July, 2019, seeking an operator for a 10-year revocable license term. The RFP called for demolition of and renovation of the space. Two proposals were received which are summarized below:

Proposer Name	Present Value at 7%
Jahid Minto	\$332,662
Sultana Parvin	\$127,829

At a 7% discount, the net present value of the compensation proposed by Mr. Minto is \$332,662, which is the higher of the two proposals. In addition, Mr. Minto proposes to make capital improvements to the Location costing at least \$60,000. Although Mr. Minto's compensation offer is below the independent valuation received by MTA Real Estate, MTA Real Estate believes that the proposed transaction will yield to NYCT the fair market value, taking into account the immediate and continuing value of permanent improvements that the Licensee will pay for and the fact that the Location was competitively bid with two or more motivated potential licensees proposing which serves as reliable evidence of the true fair market value of the Location.

The compensation schedule is summarized in the table below:

# Staff Summary

## FINANCE COMMITTEE MEETING

## LICENSE AGREEMENT WITH JAHID MINTO AT CHAMBERS STREET STATION (Cont'd.)

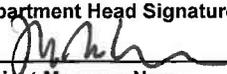
License Year	Annual Compensation	PSF
1	\$42,000.00	\$365.22
2	\$43,260.00	\$376.17
3	\$44,557.80	\$387.46
4	\$45,894.53	\$399.08
5	\$47,271.37	\$411.06
6	\$48,689.51	\$423.39
7	\$50,150.20	\$436.09
8	\$51,654.70	\$449.17
9	\$53,204.34	\$462.65
10	\$54,800.47	\$476.53

Background and credit investigations were performed on Mr. Minto. He has very good credit and sufficient financial resources to pay the compensation offered. As the owner of his own construction firm, he intends to carry out the required improvements utilizing his own resources thereby keeping his improvement costs low.

Mr. Minto may form an entity prior to execution of the license agreement to be the Licensee, in which case Mr. Minto will be the principal and majority stakeholder of such entity and Mr. Minto will provide a personal guaranty of the Licensee's obligations under the license agreement, prepared in a form approved by MTA Legal.

Based on the foregoing, MTA Real Estate requests authorization for NYCT to enter into a license agreement on the above-described terms and conditions.

# Staff Summary

<b>Subject</b> AMENDMENT OF A FIBER OPTIC LICENSE ALONG NYCT RIGHT OF WAY
<b>Department</b> REAL ESTATE
<b>Department Head Name</b> JOHN N. LIEBER
<b>Department Head Signature</b> 
<b>Project Manager Name</b> MARLON HOLFORD

<b>Date</b> DECEMBER 18, 2019
<b>Vendor Name</b>
<b>Contract Number</b>
<b>Contract Manager Name</b>
<b>Table of Contents Ref. #</b>

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance Committee	12/16/19	X		
2	Board	12/18/19	X		

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

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

LICENSEE: TC Systems Inc. (f/k/a Teleport Communications New York) ("Teleport")

LOCATION: NYCT's IND 6<sup>th</sup> Ave Line Right of Way ("ROW")

ACTIVITY: Amendment of a license agreement for the continued operation and maintenance of one 144 strand fiber optic cable

ACTION REQUESTED: Authorization to enter into an amendment to a non-exclusive license agreement to extend the term and modify the compensation

TERM: 10 years, with licensee having the option to extend the term for 2 consecutive 5 year renewals. The agreement will be subject to termination by NYCT on 60 days' notice at no cost.

SPACE: Longitudinal occupancy of approximately 20,100 linear feet within the NYCT's IND 6<sup>th</sup> Ave Line Right of Way, between 63<sup>rd</sup> Drive / Rego Park Station and the Parsons Boulevard Station

COMPENSATION: \$173,403.37 for first license year with annual CPI increases

**COMMENTS:**

Currently, Teleport owns, operates and maintains one existing 144 strand fiber optic cable that runs approximately 20,100 linear feet through NYCT's IND 6<sup>th</sup> Ave Line Right of Way, between 63<sup>rd</sup> Drive / Rego Park Station and the Parsons Boulevard Station. The installation exists under a non-exclusive fiber optic license agreement which expired on October 31, 2014. The Licensee is still in possession of the space on a month to month basis. The Licensee has requested an amendment to the expired license agreement to extend the term of the agreement for 10 years with 2 5-year renewal options, and NYCT is willing to grant the extension and renewals for the new compensation.

Pursuant to MTA Real Estate's Policies and Procedures, this license does not have to be awarded pursuant to a Request for Proposals because it is a non-exclusive fiber optic agreement.

The compensation for the first license year will be \$173,403.37, with annual increases based on CPI. The proposed compensation meets market value for the number of strands in the fiber optic cable, based on a comparative utility rate analysis conducted by Kingston Cole & Associates in December 2010, as adjusted by the CPI.

# Staff Summary

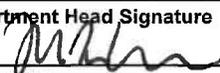
## **FINANCE COMMITTEE MEETING AMENDMENT OF A FIBER OPTIC LICENSE ALONG NYCT RIGHT OF WAY (Cont'd.)**

Page 2 of 2



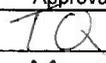
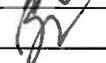
Based on the foregoing, MTA Real Estate requests authorization for NYCT to enter into an amendment of the non-exclusive fiber optic license agreement with Teleport on the above-mentioned terms and conditions.

# Staff Summary

<b>Subject</b> AMENDMENT OF FIBER OPTIC LICENSE ALONG NYCT RIGHT OF WAY
<b>Department</b> REAL ESTATE
<b>Department Head Name</b> JOHN N. LIEBER
<b>Department Head Signature</b> 
<b>Project Manager Name</b> MARLON HOLFORD

<b>Date</b> DECEMBER 18, 2019
<b>Vendor Name</b>
<b>Contract Number</b>
<b>Contract Manager Name</b>
<b>Table of Contents Ref. #</b>

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance Committee	12/16/19	X		
2	Board	12/18/19	X		

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

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

**LICENSEE:** TC Systems Inc. (f/k/a Teleport Communications New York) ("Teleport")

**LOCATION:** NYCT's Clark Street Tunnel Right of Way ("ROW")

**ACTIVITY:** Amendment of a non-exclusive license agreement for the continued operation and maintenance of a) one 16 strand fiber strand cable, and b) one 216 fiber strand cable

**ACTION REQUESTED:** Authorization to enter into an amendment to the license agreement to extend the term and modify the compensation

**TERM:** 10 years, with licensee having the option to extend the term for 2 consecutive 5 year renewals. The agreement will be subject to termination by NYCT on 60 days' notice at no cost

**SPACE:** Longitudinal occupancy of approximately 3,881 linear feet within NYCT duct in NYCT's Clark Street tunnel from Manhattan to Brooklyn

**COMPENSATION:** \$180,939.63 per annum with annual CPI increases

**COMMENTS:**

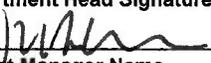
Currently Teleport owns, operates and maintains two existing fiber optic cables that run approximately 3,881 linear feet through NYCT's Clark Street tunnel from Manhattan to Brooklyn. The installation exists under a license agreement that commenced on July 1, 1984, was amended on July 1, 2004 and expired on June 30, 2014. As part of the original agreement, the Licensee is still in possession of the Location on a month to month basis. The Licensee has requested an amendment to the expired license agreement to extend the term of the agreement for 10 years with 2 5-year renewal options, and NYCT is willing to grant the extension and renewals for the new compensation.

The compensation for the current license year, which extends through June 30, 2020, is \$180,939.63. The compensation meets market value for the number of strands in the fiber optic cable based on a comparative utility rate analysis conducted by Kingston Cole & Associates in December 2010, as adjusted by the CPI.

Pursuant to MTA Real Estate's Policies and Procedures, this license does not have to be awarded pursuant to an RFP.

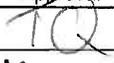
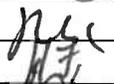
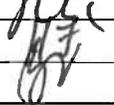
Based on the foregoing, MTA Real Estate requests authorization for NYCT to enter into an amendment of the non-exclusive fiber optic license agreement with Teleport on the above-mentioned terms and conditions.

# Staff Summary

Subject <b>LEASE AMENDMENT FOR AN ADDITIONAL PARKING SPACE IN ALBANY, NY</b>
Department <b>REAL ESTATE</b>
Department Head Name <b>JOHN N. LIEBER</b>
Department Head Signature 
Project Manager Name <b>MICHAEL DANIELS</b>

Date <b>DECEMBER 18, 2019</b>
Vendor Name
Contract Number
Contract Manager Name
Table of Contents Ref. #

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance Committee	12/16/19	X		
2	Board	12/18/19	X		

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

AGENCY: Metropolitan Transportation Authority ("MTA")  
 LANDLORD: 111 Washington Avenue, LLC ("Landlord")  
 LOCATION: 111 Washington Avenue, Suite 209, Albany, NY  
 USE: Parking Space for MTA Government Affairs  
 ACTION REQUESTED: Authorization to enter into a lease amendment to add one vehicle parking space

ADDITIONAL BASE RENT: \$2,400.00 per annum / \$ 200.00 per month  
 ADDITIONAL BASE RENT COMMENCMENT: December 1, 2019  
 RENT ESCALATION: None

**COMMENTS:**

A lease for office space and two parking spaces for MTA Government Affairs at 111 Washington Avenue was entered into with the Landlord on the terms and conditions outlined in the staff summary that was approved in September 2019 (see attached staff summary).  
 Due to additional hiring, an additional parking spot is required increasing the total number of parking spots to three, for the remainder of the current term and for with the two additional one-year renewal options, if exercised. The base rent under the lease will be increased by \$200 per month to compensate the Landlord for the additional parking spot.

Based on the foregoing, MTA Real Estate requests authorization for MTA to enter into a lease amendment on the above described terms and conditions.



**Metro-North Railroad**

# Procurements

**Subject** Request for Authorization to Award Various Procurements

**Department** Procurement and Material Management

**Department Head Name**  
Anthony Gardner, Acting Sr Director

**Department Head Signature** *[Signature]*

**Project Manager Name**

**Date**  
December 9, 2019

**Vendor Name**  
Various

**Contract Number**  
Various

**Contract Manager Name**  
Various

**Table of Contents Ref #**

Board Action					
Order	To	Date	Approval	Info	Other
1	MNR Comm. Mtg.	12-16-19	x		
2	MTA Board Mtg.	12-18-19	x		

Internal Approvals			
	Approval		Approval
X	President <i>[Signature]</i>	X	Executive Director Management & Budget <i>[Signature]</i>
X	Executive Vice President <i>[Signature]</i>	X	V.P. Capital Programs <i>[Signature]</i>
X	Sr. V.P. Operations <i>[Signature]</i>		
X	V.P. & General Counsel <i>[Signature]</i>		

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

**PURPOSE:**

To obtain approval of the Board to award various contracts/contract modifications and purchase orders, and to inform the MTA Metro-North Railroad Committee of these procurement actions.

**DISCUSSION:**

MNR proposes to award non-competitive procurements in the following categories:

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

**MNR proposes to award competitive procurements in the following categories:**

<u>Schedules Requiring Two-Thirds Vote (or more, where noted)</u>	<u># of Actions</u>	<u>\$ Amount</u>
Schedule C: (Solicitation of Purchase and Public Work Contracts) Competitive Requests for Proposals (Award of Purchase and Public Work Contracts)	1	\$10,417,500
<ul style="list-style-type: none"> <li>• John Civetta &amp; Sons Inc. \$10,417,500 (not-to-exceed)</li> </ul>		

Schedules Requiring Majority Vote NONE

SUB TOTAL: \_\_\_\_\_

**MNR presents the following procurement actions for Ratification:**

Schedules Requiring Two-Thirds Vote (or more, where noted) NONE

Schedules Requiring Majority Vote NONE

SUB TOTAL: \_\_\_\_\_

TOTAL: 1 \$10,417,500

The contractors noted above and on the following Staff Summary Sheets have been found in all respects responsive and responsible, and are in compliance with State laws and regulations concerning procurements.

**BUDGET IMPACT:** The purchases/contracts will result in obligating MNR operating and capital funds in the amount listed. Funds are available in the current MNR operating/capital budgets for this purpose.

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

## METROPOLITAN TRANSPORTATION AUTHORITY

WHEREAS, in accordance with Section 1265-a and Section 1209 of the Public Authorities law and the All Agency Procurement Guidelines, the Board authorizes the award of certain non-competitive purchase and public work contracts, and the solicitation and award of request for proposals in regard to purchase and public work contracts; and

WHEREAS, in accordance with the All Agency Procurement Guidelines, the Board authorizes the award of certain non-competitive miscellaneous procurement contracts, and certain change orders to procurement, public work, and miscellaneous procurement contracts; and

WHEREAS, in accordance with Section 2879 of the Public Authorities Law and the All Agency Guidelines for Procurement of Services, the Board authorizes the award of certain service contracts and certain change orders to service contracts.

NOW, the Board resolves as follows:

1. As to each purchase and public work contract set forth in the annexed Schedule A, the Board declares competitive bidding to be impractical or inappropriate for the reasons specified therein and authorizes the execution of each such contract.

2. As to each request for proposals (for purchase and public work contracts) set forth in Schedule B for which it is deemed in the public interest to obtain authorization to solicit competitive proposals through a publicly advertised RFP for the reasons specified therein the Board declares it to be impractical or inappropriate to utilize a procurement process inviting sealed bids with award to the lowest responsive/responsible bidder.

3. As to each request for proposals (for purchase and public work contracts) set forth in Schedule C for which a recommendation is made to award the contract, the Board authorizes the execution of said contract.

4. The Board ratifies each action taken set forth in Schedule D for which ratification is requested.

5. The Board authorizes the execution of each of the following for which Board authorization is required: i) the miscellaneous procurement contracts set forth in Schedule E; ii) the personal service contracts set forth in Schedule F; iii) the miscellaneous service contracts set forth in Schedule G; iv) the modifications to personal/miscellaneous service contracts set forth in Schedule H; v) the contract modifications to purchase and public work contracts set forth in Schedule I; and vi) the modifications to miscellaneous procurement contracts set forth in Schedule J.

6. The Board ratifies each action taken set forth in Schedule K for which ratification is requested.

DECEMBER 2019

METRO-NORTH RAILROAD

LIST OF COMPETITIVE PROCUREMENTS FOR BOARD APPROVAL

Schedules Requiring Two-Thirds Vote:

**C. Competitive Requests for Proposals (Award of Purchase and Public Work Contracts)  
(Staff Summaries required for items requiring Board approval)**

**1. John Civetta & Sons Inc                      \$10,417,500 (not-to-exceed)      Staff Summary Attached  
**Replacement of the 3<sup>rd</sup> Avenue Bridge, Mt. Vernon, NY****

Approval is requested to award an 18-month competitively solicited federally funded design-build (DB) contract (RFP process, eight proposals received; four shortlisted) in the not-to-exceed amount of \$10,417,500 to the firm John Civetta & Sons Inc. (J. Civetta) for the design and construction of the 3<sup>rd</sup> Ave. Bridge located over the New Haven Line in Mount Vernon, New York.

In December 2018, the Board approved the use of the RFP process for this design-build project. An RFP dated July 3, 2019, was prepared and advertised in the New York State Contract Reporter, New York Post, El Dario, Daily Challenge and posted on Metro-North's website.

In accordance with the criteria for selection, the Selection Committee unanimously recommended a contract award to John Civetta & Sons Inc. J. Civetta not only offered the lowest proposal price within 10% of the engineers estimate but proposed viable design alternatives and construction concepts that were deemed to be well engineered, time/labor efficient, and compliant with the intent of the preliminary design.

Board approval is requested in the not-to-exceed amount of \$10,417,500. This procurement is to be federally funded and is part of the MTA 2015-2019 Capital Program.

# Staff Summary

Item Number C					
Dept & Dept Head Name: Procurement and Material Management, Anthony Gardner, Acting Sr. Director <i>AG</i>					
Division & Division Head Name: Executive Vice President, Susan Doering <i>SD</i>					
<b>Board Reviews</b>					
Order	To	Date	Approv	Info	Other
1	M-N Comm.Mtg.	12-16-19	x		
2	MTA Board Mtg.	12-18-19	x		
<b>Internal Approvals</b>					
Order	Approval	Order	Approval		
x	President	x	<i>JE</i> V.P. Capital Programs		
x	<i>JD</i> Sr. V.P. Operations	x	<i>SD</i> Executive Director Mgmt. & Budget		
x	<i>RCS</i> V.P. & General Counsel				

SUMMARY INFORMATION	
Vendor Name John Civetta & Sons Inc.	Contract Number 1000098425
Description Replacement of the 3 <sup>rd</sup> Ave Bridge in Mt. Vernon, NY	
Total Amount \$10,417,500 (not-to-exceed)	
Contract Term (including Options, if any) 18 months	
Option(s) included in Total Amount? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
Renewal? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
Procurement Type <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive	
Solicitation Type <input checked="" type="checkbox"/> RFP <input type="checkbox"/> Bid <input type="checkbox"/> Other:	
Funding Source <input type="checkbox"/> Operating <input checked="" type="checkbox"/> Capital <input checked="" type="checkbox"/> Federal <input type="checkbox"/> Other:	

## Narrative

### I. PURPOSE/RECOMMENDATION:

Approval is requested to award an 18-month competitively solicited federally funded design-build (DB) contract (RFP process, eight proposals received; four shortlisted) in the not-to-exceed amount of \$10,417,500 to the firm John Civetta & Sons Inc. (J. Civetta) for the design and construction of the 3<sup>rd</sup> Ave. Bridge located over the New Haven Line in Mount Vernon, New York.

### II. DISCUSSION:

The existing 3<sup>rd</sup> Avenue Bridge is 119 years old and spans approximately 82 feet over the four track New Haven Line between CP 212 and CP 215. The area surrounding the bridge is residential on the south end and commercial on the north end. This project includes the removal and replacement of the existing single span two lane roadway bridge (with pedestrian sidewalks on both sides).

The Work Scope includes the following:

- Design to completion and assume the responsibility of Designer of Record;
- Provide project oversight, engineering, site preparation, construction related work (including construction inspection and support), project, safety (safety barriers, signage, lights etc.) and quality control management;
- Demolition and removal of the existing bridge, partial abutments, roadway approaches including clearing and grubbing;
- Construction of new Bridge superstructure including, the construction and installation of bridge superstructure, rehabilitation of abutment tops, relocating and/or installing water and utilities including communications, signals, and power;
- Install new roadway approaches, sidewalk, striping, signage, guide rails, fencing, retaining walls, grading and drainage;

# Staff Summary

- Site restoration.

In December 2018, the Board approved the use of the RFP process for this design-build project. An RFP dated July 3, 2019, was prepared and advertised in the New York State Contract Reporter, New York Post, El Dario, Daily Challenge and posted on Metro-North's website.

The established criteria for selection outlined in the RFP was as follows:

## Phase 1

1. Past experience and performance on similar design-build projects;
2. Qualifications and experience of the design-build team, including key personnel and Subcontractor/Subconsultant resources, with an emphasis on the demonstrated commitment of the Proposer to provide such resources for the entire life of the project;
3. Proposer's demonstrated capability and financial resources to perform the work in the time projected.

On August 5, 2019, Metro-North received Phase 1 proposals from eight design-build teams. The Selection Committee was comprised of members representing Metro-North's Procurement and Material Management, Capital Engineering and Maintenance of Way Track & Structures Departments. The Committee evaluated all eight proposals in accordance with the above criteria of the RFP and Metro-North's procedures. Four firms were shortlisted as a result of the Selection Committee meeting as follows: Ecco III Enterprises, Inc.; John Civetta & Sons, Inc.; EE Cruz & Company Inc. and Posillico Civil, Inc. All four shortlisted firms participated in Phase 2 of the selection process.

## Phase 2

The following criteria, listed in relative order of importance, was used to evaluate Phase 2 Proposals:

1. Cost;
2. Confidence level, commitment of relevant resources to the project including the qualifications and experience of key personnel, team qualifications and reliability to perform the Services including Subcontractor Services;
3. Demonstrated understanding of the Work Scope requirements, including but not limited to the quality and completeness of the Work Plan and any required submissions;
4. Proposed Staging Plan and Schedule;
5. Quality and Innovativeness of design.

The Phase 2 technical proposals which included cost, were received October 11, 2019 as follows: 1) Ecco III Enterprises Inc. at \$13,657,000.; 2) John Civetta & Sons Inc. at \$10,417,500.; 3) EE Cruz & Company Inc. at \$13,796,800.; and 4) Posillico Civil, Inc. at \$12,582,480. In accordance with the criteria for selection, the Selection Committee unanimously recommended a contract award to John Civetta & Sons Inc. J. Civetta not only offered the lowest proposal price within 10% of the engineers estimate but proposed viable design alternatives and construction concepts that were deemed to be well engineered, time/labor efficient, and compliant with the intent of the preliminary design.

J. Civetta recently successfully completed the 14<sup>th</sup> Avenue Bridge replacement located over the New Haven Line in Mount Vernon, New York. Currently, J. Civetta is satisfactorily performing two rock slope remediation projects for Metro-North, East and West of Hudson and is also the prime contractor for the Grand Central Terminal Security Bollard Project.

MNR completed a responsibility review of John Civetta & Sons, Inc. as defined in the All Agency Responsibility Guidelines in connection with this award recommendation, which yielded no significant adverse information (SAI).

# Staff Summary

### **III. D/M/WBE INFORMATION:**

The MTA Department of Diversity and Civil Rights (DDCR) established 20% DBE goal for this project. Civetta's pre-award DBE submittal package is currently under review by DDCR and the contract will not be awarded until DDCR requirements have been satisfied.

### **IV. IMPACT ON FUNDING:**

Board approval is requested in the not-to-exceed amount of \$10,417,500. This procurement is to be federally funded and is part of the MTA 2015-2019 Capital Program.

### **V. ALTERNATIVES:**

Metro-North does not have the expertise and capability to perform the required design and construction services, as specified

**LONG ISLAND RAIL ROAD**

**PROCUREMENTS**

**FOR**

**BOARD ACTION**

**December 18, 2019**

## METROPOLITAN TRANSPORTATION AUTHORITY

WHEREAS, in accordance with Section 1265-a and Section 1209 of the Public Authorities law and the All Agency Procurement Guidelines, the Board authorizes the award of certain non-competitive purchase and public work contracts, and the solicitation and award of request for proposals in regard to purchase and public work contracts; and

WHEREAS, in accordance with the All Agency Procurement Guidelines, the Board authorizes the award of certain non-competitive miscellaneous procurement contracts, and certain change orders to procurement, public work, and miscellaneous procurement contracts; and

WHEREAS, in accordance with Section 2879 of the Public Authorities Law and the All Agency Guidelines for Procurement of Services, the Board authorizes the award of certain service contracts and certain change orders to service contracts.

NOW, the Board resolves as follows:

1. As to each purchase and public work contract set forth in the annexed Schedule A, the Board declares competitive bidding to be impractical or inappropriate for the reasons specified therein and authorizes the execution of each such contract.
2. As to each request for proposals (for purchase and public work contracts) set forth in Schedule B for which it is deemed in the public interest to obtain authorization to solicit competitive proposals through a publicly advertised RFP for the reasons specified therein the Board declares it to be impractical or inappropriate to utilize a procurement process inviting sealed bids with award to the lowest responsive/responsible bidder.
3. As to each request for proposals (for purchase and public work contracts) set forth in Schedule C for which a recommendation is made to award the contract, the Board authorizes the execution of said contract.
4. The Board ratifies each action taken set forth in Schedule D for which ratification is requested.
5. The Board authorizes the execution of each of the following for which Board authorization is required: i) the miscellaneous procurement contracts set forth in Schedule E; ii) the personal service contracts set forth in Schedule F; iii) the miscellaneous service contracts set forth in Schedule G; iv) the modifications to personal/miscellaneous service contracts set forth in Schedule H; v) the contract modifications to purchase and public work contracts set forth in Schedule I; and vi) the modifications to miscellaneous procurement contracts set forth in Schedule J.
6. The Board ratifies each action taken set forth in Schedule K for which ratification is requested.



# Staff Summary

Subject: Request for Authorization to Award Various Procurements						Date December 18, 2019			
Department Procurement and Logistics									
Department Head Name Dennis L. Mahon, Chief Procurement and Logistics Officer									
Department Head Signature 									
<b>Board Action</b>						<b>Internal Approvals</b>			
Order	To	Date	Approval	Info	Other	Order	Approval	Order	Approval
1	LI Committee	12.16.19				X	President 		
2	MTA Board	12.18.19							

**PURPOSE:**

To obtain approval of the Board to award various contracts and purchase orders, and to inform the Long Island Rail Road Committee of these procurement actions.

**DISCUSSION:**

**LIRR proposes to award Non-Competitive Procurements in the following**

	<u># of Actions</u>	<u>\$ Amount</u>
	None	

**LIRR proposes to award Competitive Procurements in the following**

	<u># of Actions</u>	<u>\$ Amount</u>
<u>Schedules Requiring Two-Thirds Vote</u>		
Schedule C: Competitive RFPs (Award of Purchase and Public Work Contracts)	1	\$2,300,000,000
<b>SUBTOTAL:</b>	1	\$2,300,000,000

**LIRR proposes to award Ratifications in the following categories:**

	<u># of Actions</u>	<u>\$ Amount</u>
	None	
<b>TOTAL:</b>	<u>1</u>	<u>\$2,300,000,000</u>

**BUDGET IMPACT:**

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

**RECOMMENDATION:**

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

**DECEMBER 2019**

**MTA LONG ISLAND RAIL ROAD**

**LIST OF COMPETITIVE PROCUREMENTS FOR BOARD APPROVAL**

*Procurements Requiring Two-Thirds Vote*

**Schedule C: Competitive Requests for Proposals (Award of Purchase and Public Work Contracts) (Staff Summaries required for items estimated to be greater than \$1,000,000.)**

- |    |   |  |                                      |
|----|---|--|--------------------------------------|
| 1. | <b>Various (GEC Contractors)<br/>Competitive RFP<br/>Contract No. N/A</b> | <b>\$2,300,000,000<br/>Not-to-Exceed</b> | <i><u>Staff Summary Attached</u></i> |
|----|---|--|--------------------------------------|

Long Island Rail Road (“LIRR”) requests Metropolitan Transportation Authority (“MTA”) Board approval to retain the consultants listed in the Attachment who propose to perform personal services for design, engineering, construction supervision and inspection services, and miscellaneous construction-related professional services to support both the 2020 – 2024 Capital Program and the 2020 – 2024 needs of MTA Operating Divisions.

In conjunction with ongoing Transformation efforts, the Long Island Rail Road initiated a joint procurement, on behalf of itself, Metro-North Railroad, MTA Capital Construction, MTA Headquarters, MTA Bridges and Tunnels, New York City Transit (including MTABC), and the Construction and Development (C&D) organization that is being created (hereinafter “the Agencies”) to identify and retain qualified engineering, design and construction management consultant firms (“General Engineering Consultants”—GECs) who will be available to the Agencies for future service assignments. It is anticipated that the C&D organization will be the primary user of the GEC pool in support of the proposed \$51.4 Billion 2020-2024 Capital program. The GEC pre-qualification and procurement approach has been used successfully for the past 20 years. It has been proven by the Agencies to streamline the request for proposal process and reduce procurement lead time and overall project time, as well as lower administrative costs, while ensuring appropriate on-going competition and best value in making GEC project assignments.

**DECEMBER 2019**

**MTA LONG ISLAND RAIL ROAD**

**LIST OF COMPETITIVE PROCUREMENTS FOR BOARD APPROVAL**

*Procurements Requiring Two-Thirds Vote*

**Schedule C: Competitive Requests for Proposals (Award of Purchase and Public Work Contracts) (Staff Summaries required for items estimated to be greater than \$1,000,000.)**

- |    |   |  |                                      |
|----|---|--|--------------------------------------|
| 1. | <b>Various (GEC Contractors)<br/>Competitive RFP<br/>Contract No. N/A</b> | <b>\$2,300,000,000<br/>Not-to-Exceed</b> | <i><u>Staff Summary Attached</u></i> |
|----|---|--|--------------------------------------|

Long Island Rail Road (“LIRR”) requests Metropolitan Transportation Authority (“MTA”) Board approval to retain the consultants listed in the Attachment who propose to perform personal services for design, engineering, construction supervision and inspection services, and miscellaneous construction-related professional services to support both the 2020 – 2024 Capital Program and the 2020 – 2024 needs of MTA Operating Divisions.

In conjunction with ongoing Transformation efforts, the Long Island Rail Road initiated a joint procurement, on behalf of itself, Metro-North Railroad, MTA Capital Construction, MTA Headquarters, MTA Bridges and Tunnels, New York City Transit (including MTABC), and the Construction and Development (C&D) organization that is being created (hereinafter “the Agencies”) to identify and retain qualified engineering, design and construction management consultant firms (“General Engineering Consultants”—GECs) who will be available to the Agencies for future service assignments. It is anticipated that the C&D organization will be the primary user of the GEC pool in support of the proposed \$51.4 Billion 2020-2024 Capital program. The GEC pre-qualification and procurement approach has been used successfully for the past 20 years. It has been proven by the Agencies to streamline the request for proposal process and reduce procurement lead time and overall project time, as well as lower administrative costs, while ensuring appropriate on-going competition and best value in making GEC project assignments.



Pictured above is a recent photo of NYCT's Tiffany Street Central Warehouse in the Bronx. As part of Procurement & Supply Chain's continuous review of the location of material in our storerooms, inventory movement and transactional data is being analyzed to strategically position fast moving materials to locations that will increase efficiency in our storeroom operations. Recent re-racking of high transactional items closer to our receiving and shipping areas, yielded initial results of an increase of approximately 15% in internal order fulfillment capacity.

PROCUREMENTS

The Procurement Agenda this month includes 4 actions for a proposed expenditure of \$604.0M.

<b>Subject</b> Request for Authorization to Award Various Procurements					
<b>Department</b> Procurement & Supply Chain – NYCT					
<b>Department Head Name</b> Stephen M. Plochochi					
<b>Department Head Signature</b> 					
<b>Project Manager Name</b> Rose Davis					
<b>Board Action</b>					
<b>Order</b>	<b>To</b>	<b>Date</b>	<b>Approval</b>	<b>Info</b>	<b>Other</b>
1	Committee	12/16/19			
2	Board	12/18/19			

December 6, 2019			
<b>Department</b> Law and Procurement – MTACC			
<b>Department Head Name</b>			
<b>Department Head Signature</b>			
<b>Internal Approvals</b>			
	<b>Approval</b>		<b>Approval</b>
	President NYCT		President MTACC
	SVP Operations Support		Pres. MTA Bus/SVP DOB
X	Capital Prog. Management	X	Subways
	Law	X	Diversity/Civil Rights

<b>Internal Approvals (cont.)</b>							
<b>Order</b>	<b>Approval</b>	<b>Order</b>	<b>Approval</b>	<b>Order</b>	<b>Approval</b>	<b>Order</b>	<b>Approval</b>

**PURPOSE**

To obtain approval of the Board to award various contracts and purchase orders, and to inform the NYC Transit Committee of these procurement actions.

**DISCUSSION**

**NYC Transit proposes to award Noncompetitive procurements in the following categories: NONE**

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

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

<b>NYC Transit proposes to award Competitive procurements in the following categories:</b>		
<u>Procurements Requiring Two-Thirds Vote:</u>	<u># of Actions</u>	<u>\$ Amount</u>
Schedule C: Competitive Requests for Proposals (Award of Purchase and Public Work Contracts)	2	\$ 601.2 M
	SUBTOTAL	2      \$ 601.2 M
<b>MTA Capital Construction proposes to award Competitive procurements in the following categories: NONE</b>		
<b>MTA Bus Company proposes to award Competitive procurements in the following categories: NONE</b>		
<b>MTA Capital Construction proposes to award Ratifications in the following categories: NONE</b>		
<b>MTA Bus Company proposes to award Ratifications in the following categories: NONE</b>		
<b>NYC Transit proposes to award Ratifications in the following categories:</b>		
<u>Schedules Requiring Majority Vote:</u>		
Schedule K: Ratification of Completed Procurement Actions	2	\$ 2.8 M
	SUBTOTAL	2      \$ 2.8 M
	TOTAL	4      \$ 604.0 M
<p><b>COMPETITIVE BIDDING REQUIREMENTS:</b> The procurement actions in Schedules A, B, C and D are subject to the competitive bidding requirements of PAL 1209 or 1265-a relating to contracts for the purchase of goods or public work. Procurement actions in the remaining Schedules are not subject to these requirements.</p> <p><b>BUDGET IMPACT:</b> The purchases/contracts will result in obligating funds in the amounts listed. Funds are available in the current operating/capital budgets for this purpose.</p> <p><b>RECOMMENDATION:</b> That the purchases/contracts be approved as proposed. (Items are included in the resolution of approval at the beginning of the Procurement Section.)</p>		

## **BOARD RESOLUTION**

**WHEREAS**, in accordance with Sections 1265-a and 1209 of the Public Authorities Law and the All-Agency General Contract Procurement Guidelines, the Board authorizes the award of certain noncompetitive purchase and public work contracts, and the solicitation and award of requests for proposals in regard to purchase and public work contracts; and

**WHEREAS**, in accordance with the All-Agency Service Contract Procurement Guidelines and General Contract Procurement Guidelines the Board authorizes the award of certain noncompetitive miscellaneous service and miscellaneous procurement contracts, certain change orders to purchase, public work, and miscellaneous service and miscellaneous procurement contracts, and certain budget adjustments to estimated quantity contracts; and

**WHEREAS**, in accordance with Section 2879 of the Public Authorities Law and the All-Agency Service Contract Procurement Guidelines, the Board authorizes the award of certain service contracts and certain change orders to service contracts.

NOW, the Board resolves as follows:

1. As to each purchase and public work contract set forth in annexed Schedule A, the Board declares competitive bidding to be impractical or inappropriate for the reasons specified therein and authorizes the execution of each such contract.
2. As to each request for proposals (for purchase and public work contracts) set forth in Schedule B for which authorization to solicit proposals is requested, for the reasons specified therein, the Board declares competitive bidding to be impractical or inappropriate, declares it is in the public interest to solicit competitive request for proposals, and authorizes the solicitation of such proposals.
3. As to each request for proposals (for purchase and public work contracts) set forth in Schedule C for which a recommendation is made to award the contract, the Board authorizes the execution of said contract.
4. As to each action set forth in Schedule D, the Board declares competitive bidding impractical or inappropriate for the reasons specified therein, and ratifies each action for which ratification is requested.
5. The Board authorizes the execution of each of the following for which Board authorization is required: (i) the miscellaneous procurement contracts set forth in Schedule E; (ii) the personal service contracts set forth in Schedule F; (iii) the miscellaneous service contracts set forth in Schedule G; (iv) the modifications to personal/miscellaneous service contracts set forth in Schedule H; (v) the contract modifications to purchase and public work contracts set forth in Schedule I; and (vi) the modifications to miscellaneous procurement contracts set forth in Schedule J.
6. The Board ratifies each action taken set forth in Schedule K for which ratification is requested.

**DECEMBER 2019**

**LIST OF COMPETITIVE PROCUREMENTS FOR BOARD APPROVAL**

**Procurements Requiring Two-Thirds Vote:**

**C. Competitive Requests for Proposals (Award of Purchase and Public Work Contracts)**  
(Staff Summaries required for items estimated to be greater than \$1,000,000.)

	<b>\$601,195,077 (Aggregate Est.)</b>	
<b>Nova Bus, a Div. of Prevost Car (US), Inc.</b>	<b>\$359,583,342</b>	<b><u>Staff Summary Attached</u></b>
<b>New Flyer of America, Inc.</b>	<b>\$241,611,735</b>	
<b>Two Proposals – 99-month contract</b>		
<b>1-2. Contract# B-40666</b>		
	Furnish and deliver 275 low-floor 40-foot diesel-electric hybrid buses with an option to purchase up to 558 additional buses.	

# Staff Summary

Item Number 1-2			
Department, Department Head Name: Procurement & Supply Chain, Stephen M. Plochochi			
Internal Approvals			
Order	Approval	Order	Approval
1	Materiel	6	President
2	X Law		
3	X CFO		
4	X DDCR		
5	X Buses		

<b>SUMMARY INFORMATION</b>	
<b>Vendor Names</b> Nova Bus, a Division of Prevost Car (US), Inc. and New Flyer of America, Inc.	<b>Contract No.</b> B-40666
<b>Description</b> Furnish and Deliver 275 Low-Floor 40-foot Diesel-Electric Hybrid Buses with Options to Purchase up to 558 additional Buses	
Total Amount: \$601,195,077 (\$218,905,330 base + \$382,289,747 options)	
Nova Bus, a Division of Prevost Car (US), Inc \$359,583,342 (\$132,349,722 base + \$227,233,620 options)	
New Flyer of America Inc. \$241,611,735 (\$86,555,608 base + \$155,056,127 options)	
<b>Contract Term (including Options, if any)</b> 99 months from Notice of Award (inclusive of delivery of the buses and provision of warranty support)	
<b>Option(s) included in Total Amount?</b> <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
<b>Renewal?</b> <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
<b>Procurement Type</b> <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Noncompetitive	
<b>Solicitation Type</b> <input checked="" type="checkbox"/> RFP <input type="checkbox"/> Bid <input type="checkbox"/> Other:	
<b>Funding Source</b> <input type="checkbox"/> Operating <input checked="" type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other:	

**Purpose**

To request that the Board approve the purchase, pursuant to subdivision 9(g) of Section 1209 of the Public Authorities Law, of 275 low-floor 40-foot diesel-electric hybrid buses (“hybrid buses”) with options for up to 210 additional hybrid buses and up to 348 low-floor 40-foot diesel buses (“diesel buses”) for a total of 833 buses as well as related items such as spare parts, special tools and equipment, diagnostic testing, technical documentation, and training. The purchase of these buses will be split into an award for 165 hybrid buses with options for up to 126 additional hybrid buses and up to 209 diesel buses from Nova Bus (Nova Bus), a Division of Prevost Car (US), Inc. in the amount of \$359,583,342 (\$132,349,722 for the base award and \$227,233,620 for the options); and an award for 110 hybrid buses with options for up to 84 additional hybrid buses and up to 139 diesel buses from New Flyer of America, Inc. (New Flyer) in the amount of \$241,611,735 (\$86,555,608 for the base award and \$155,056,127 for the options), for a combined total award amount of \$601,195,077. The Board is also requested to authorize the Assistant Chief Procurement Officer to approve the exercise of the options once funding becomes available.

**Discussion**

On January 22, 2019, the Board adopted a resolution authorizing the use of a competitive Request for Proposal in lieu of competitive bidding to award a contract for the purchase of 275 hybrid buses. On October 21, 2019, the Board adopted a revised resolution authorizing the addition of options for up to 558 additional low-floor 40-foot buses (210 hybrid buses and 348 diesel buses). These 833 low-floor 40-foot buses will be purchased to replace aging buses that have reached the end of their 12-year useful life.

The solicitation, which allowed the award to be split, was advertised in May 2019. Additionally, eight bus manufacturers were directly contacted. Pursuant to the statutory framework, the selection criteria, listed in descending order, were as follows: Overall Project Cost, Delivery, Overall Quality of Proposer and Product, New York State Content, and Other Relevant Matters. Selection Committee (“SC”) members were drawn from NYC Transit Department of Buses (“DOB”), Procurement, Capital Planning & Budget, and Operations Planning.

Two low-floor 40-foot bus manufacturers, Nova Bus and New Flyer, attended the pre-proposal conference held on May 16, 2019. Initial proposals were received on June 28, 2019, from both manufacturers for the original requirement of 275 hybrid buses.

After the SC reviewed the initial proposals, both Nova Bus and New Flyer were invited for oral presentations and subsequently, negotiations. Oral presentations and negotiations were conducted on a series of dates spanning from August 2019 through October 2019. Negotiations centered on pricing, delivery schedules, New York State Content, alternate proposals including hybrid propulsion systems from both BAE Systems, Inc. (“BAE”) and Allison Transmission Inc. (“Allison”), the additional 558 option buses, as well as exceptions/deviations/clarifications to the technical specifications, and the terms and conditions.

BAFOs for 275 hybrid buses with options for up to 210 additional hybrid buses and up to 348 diesel buses were received from both Nova Bus and New Flyer on November 15, 2019; the hybrid and diesel portions were separated for evaluation. The SC reviewed the hybrid portion of the BAFOs in accordance with the evaluation criteria and unanimously recommended a split award of 165 hybrid buses with an option for up to 126 additional hybrid buses for Nova Bus and 110 hybrid buses with an option for up to 84 additional hybrid buses for New Flyer because Nova Bus’s superior delivery schedule and greater New York State Content outweighed New Flyer’s lower price for hybrid buses and slightly higher technical evaluation. It should be noted that Nova Bus will begin delivery of hybrid production buses 22 weeks before New Flyer.

The SC then evaluated the diesel portion of the BAFOs in accordance with the evaluation criteria and unanimously recommended a split award of 209 diesel option buses for Nova Bus and 139 diesel option buses for New Flyer because Nova Bus’s superior delivery schedule, lower price, and greater New York State Content outweighed New Flyer’s slightly higher technical evaluation. It should be noted that while both Nova Bus and New Flyer are able to begin delivery of the diesel option buses at the same time, Nova Bus will build diesel buses at a higher rate and complete the delivery of 209 diesel buses 14 weeks before New Flyer is able to complete the delivery of 139 diesel buses.

Splitting the award enables NYC Transit to retire over-aged buses at an accelerated pace, which will increase the reliability of the fleet and result in significant savings on maintenance costs. Additionally, a split award will continue to foster price and technological competition, and allow DOB to mitigate potential performance and supply risks between two manufacturers instead of relying on only one bus manufacturer for such a large order. The SC unanimously agreed that splitting the award yielded the best value for NYC Transit. In regard to the portion of the award for the New Flyer hybrid buses, it was determined that the hybrid propulsion systems would be split between BAE and Allison to achieve similar competitive benefits on a subsystem level and allow NYC Transit to continue to gain experience with both systems in the NYC environment.

The award to Nova Bus will consist of \$130,197,045 (\$789,073 per bus) for the 165 hybrid buses with propulsion systems manufactured by BAE, \$524,656 for qualification testing, diagnostic tools and manuals, \$429,481 for an estimated quantity of training, and \$1,198,540 for capital spares for a total award amount of \$132,349,722, which is \$4,194,236 or 3.07 percent below Nova Bus’s initial proposal of \$136,543,958 for a quantity of 165 hybrid buses.

The award to Nova Bus will also include options to purchase up to 126 additional hybrid buses at \$789,073 per bus (est. \$99,423,198), up to 209 diesel buses at \$605,867 per bus (est. \$126,626,268), and estimated quantities of related items such as spare parts, special tools and equipment, diagnostic testing, technical documentation, and training (est. \$1,184,154).

The award to New Flyer will consist of \$84,572,130 for 110 hybrid buses, which includes \$46,898,907 for 60 hybrid buses with hybrid propulsion systems manufactured by BAE (\$781,648 per bus) and \$37,673,223 for 50 hybrid buses with hybrid propulsion systems manufactured by Allison (\$753,464 per bus); \$548,233 for qualification testing, diagnostic tools and manuals; \$640,601 for an estimated quantity of training; and \$794,644 for capital spares for a total award amount of \$86,555,608, which is \$3,805,168 or 4.21 percent below New Flyer’s initial proposal of \$90,360,776 for a quantity of 110 hybrid buses.

The award to New Flyer will also include options to purchase up to 84 additional hybrid buses with propulsion systems manufactured by BAE at \$778,974 per bus (est. \$65,433,854), up to 139 diesel buses at \$634,669 per bus (est. \$88,219,054); and estimated quantities of related items such as spare parts, special tools and equipment, diagnostic testing, technical documentation, and training (est. \$1,403,220).

The combined total award amount of \$218,905,330 results in a total savings of \$4,679,341 or 2.09 percent below the initial pricing received from Nova Bus for 275 hybrid buses, and \$868,135 or 0.40 percent below the initial pricing received from New Flyer for 275 hybrid buses. The final average unit price per bus of \$780,979 is \$79,916 or 9.28 percent below DOB’s estimate of \$860,895. Procurement, DOB, and NYC Transit’s Cost Price Analysis Unit have determined the final prices to be fair and reasonable.

Nova Bus and New Flyer will each build four pilot buses in order to expedite delivery of the production buses. Pilot buses are scheduled to be provided to NYC Transit by Nova Bus in May 2020 and New Flyer in October 2020. Pilot buses from each manufacturer will be used for configuration audit and qualification testing.

The balance of 267 hybrid buses is scheduled to begin being delivered in December 2020 and be completed in October 2021, for an overall period of 93 weeks from Notice of Award. The above delivery schedules are based on the assumption that Notice of Award will be issued on or before December 31, 2019.

The total New York State Content for the hybrid buses including options will be \$153,675,059, which represents 40.04 percent of the total award amount for 485 hybrid buses. Nova Bus has committed to meeting a New York State Content of 44.07 percent and New Flyer has committed to meeting a New York State Content of 33.91 percent. The total New York State Content for the diesel option buses will be \$62,606,901, which represents 28.79 percent of the total award amount for 348 diesel buses. Nova Bus has committed to meeting a New York State Content of 30.41 percent, and New Flyer has committed to meeting a New York State Content of 26.48 percent. In addition to sourcing materials and services from New York State companies, Nova Bus will manufacture these buses in its facility located in Plattsburgh, New York, and New Flyer will utilize its facility in Jamestown, New York, to build subassemblies that will later be incorporated into each of its buses at its manufacturing facility located in St. Cloud, Minnesota.

### **M/W/DBE Information**

The MTA Department of Diversity and Civil Rights (DDCR) has established a zero percent M/WBE and zero percent SDVOB goals on this contract as, historically, there has been limited M/WBE attainment due to the lack of subcontracting availability.

### **Impact on Funding**

The base contract will be funded with 100 percent MTA funds. Funds for these 275 hybrid buses have been approved in the MTA 2015–2019 Capital Program. A WAR certificate will be secured prior to award. The 558 option buses will be funded as part of the MTA 2020–2024 Capital Program. No award will be made until the 2020–2024 funding is available, or an alternative funding source is identified.

### **Inventory**

There will be an increase in inventory of unique parts associated with these 275 hybrid buses that are not common to the existing fleets. Additionally, the contract includes approximately \$1,198,540 in spare parts for the Nova Bus hybrid buses and \$794,644 in spare parts for the New Flyer hybrid buses.

### **Alternatives**

There are no alternatives as not awarding this contract will seriously undermine NYC Transit’s fleet plan and its ability to retire older buses in a competitive environment. There is no reason to believe that conducting another solicitation will result in a better outcome.

### **Recommendation**

It is recommended that the Board approve the purchase, pursuant to subdivision 9(g) of Section 1209 of the Public Authorities Law, of 275 hybrid buses with options for up to 210 additional hybrid buses and up to 348 diesel buses for a total of 833 buses and related items such as spare parts, special tools and equipment, diagnostic testing, technical documentation, and training. The purchase of these buses will be split into an award for 165 hybrid buses with options for 126 additional hybrid buses, and 209 diesel buses from Nova Bus in the amount of \$359,583,342 (\$132,349,722 for the base award and \$227,233,620 for the options); and an award for 110 hybrid buses with options for 84 additional hybrid buses and 139 diesel buses from New Flyer in the amount of \$241,611,735 (\$86,555,608 for the base award and \$155,056,127 for the options), for a combined total award amount of \$601,195,077. The Board is also requested to authorize the Assistant Chief Procurement Officer to approve the exercise of the options once funding becomes available.

**DECEMBER 2019**

**LIST OF RATIFICATIONS FOR BOARD APPROVAL**

**Procurements Requiring Majority Vote:**

**K. Ratification of Completed Procurement Actions (Involving Schedule E-J)**  
(Staff Summaries required for items estimated to be greater than \$1,000,000.)

	<b>John P. Picone, Inc.</b>	<b>\$2,785,000 (Aggregate)</b>	<b><u>Staff Summary Attached</u></b>
1.	<b>Contract# A-36090.25</b>	<b>\$1,010,000</b>	
2.	<b>Contract# A-36090.200</b>	<b>\$1,775,000</b>	

Modification to the contract for the renewal of six stations and line structure repair on the Sea Beach line for (1) revised communication systems at the New Utrecht Avenue station; and (2) reconfigured stairs and control house passageway leading to the southbound platform at the 8th Avenue station.

Schedule K: Ratification of Completed Procurement Actions



Item Number: 1-2

<b>Vendor Name (Location)</b> John P. Picone, Inc. (Lawrence, New York)
<b>Description</b> Renewal of Six Stations and Line Structure Repair on the Sea Beach Line, Borough of Brooklyn
<b>Contract Term (including Options, if any)</b> December 30, 2014–October 31, 2019
<b>Option(s) included in Total Amt?</b> <input type="checkbox"/> Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> n/a
<b>Procurement Type</b> <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Noncompetitive
<b>Solicitation Type</b> <input type="checkbox"/> RFP <input type="checkbox"/> Bid <input checked="" type="checkbox"/> Other: Modification
<b>Funding Source</b> <input type="checkbox"/> Operating <input checked="" type="checkbox"/> Capital <input checked="" type="checkbox"/> Federal <input type="checkbox"/> Other:
<b>Requesting Dept./Div., Dept./Div. Head Name:</b> Capital Program Management, Alok Saha

<b>Contract Number</b> A-36090	<b>AWO/Mod. #s</b> 25, 200
<b>Original Amount:</b>	\$ 188,761,000
<b>Prior Modifications:</b>	\$ 24,668,025
<b>Prior Budgetary Increases:</b>	\$ 0
<b>Current Amount:</b>	\$ 213,429,025
<b>This Request:</b>	\$ 2,785,000
Mod. 25: \$1,010,000 Mod. 200: \$1,775,000	
<b>% of This Request to Current Amt.:</b>	1.3%
<b>% of Modifications (including This Request) to Original Amount:</b>	14.5%

**Discussion:**

These retroactive modifications are for (1) revised communication systems at the New Utrecht Avenue station; and (2) reconfigured platform stairs P1/P2 and control house passageway leading to the southbound platform at the 8th Avenue station.

The base contract provides for the renewal of six stations along the Sea Beach line in Brooklyn: 8th Avenue, Fort Hamilton Parkway, New Utrecht Avenue, 18th Avenue, 20th Avenue, and Bay Parkway. The work includes concrete repairs; repair of steel structural members; replacement of all interior/exterior stairs, windows, and doors; replacement/upgrade of existing electrical, security, signal, and communication systems; demolition and replacement of platform columns, tunnel arches, parapets, canopies, and concrete platform slabs; construction of four new Americans with Disabilities Act (“ADA”)–compliant elevators at the New Utrecht Avenue station; and construction of an ADA-compliant ramp at the 8th Avenue station’s northbound platform. (This has since changed to an elevator.)

Revised communication systems at the New Utrecht Avenue station

**Modification 25:** The base contract provides for upgrading communication systems at the New Utrecht Avenue Station including: Public Address and Customer Information Screen (“PA/CIS”); Customer Help Points; closed-circuit television (“CCTV”); and a hardwire telephone system. However, the design for these systems was still under development during the bid period for this contract. To avoid delaying the contract award and overall project schedule, it was determined to award the contract based on the preliminary design of the communication systems and to address implementation of the final communication design through the issuance of modifications during the construction phase.

This modification provides for incorporating the final design of the communication systems at the New Utrecht Avenue station. Changes include the use of a continuous consolidated wireway system for the entire length of the platforms and passageways; cable revisions; and revisions to the layout of the Customer Help Point system. The contractor submitted its revised proposal in the amount of \$2,169,509. The revised in-house estimate is \$1,037,900. Negotiations resulted in the agreed-upon lump-sum price of \$1,010,000. Savings of \$1,159,509 were achieved.

Reconfigured Platform Stairs P1/P2 at the 8th Avenue station, southbound platform

**Modification 200:** The original intent of this project was to provide ADA-compliant access for the 8th Avenue station’s southbound platform. However, during the design phase of the project, it was determined that the location of a new elevator would block the only vehicle access to an adjoining property. As these property issues could not be addressed without delaying the contract award, ADA access to the southbound platform of the 8th Avenue station was excluded from the original contract. Subsequent agreement with the adjacent property owner provides sufficient clearance to allow the construction of a new elevator for the southbound platform. However, given the timing of the agreement with the property owner in relation to the project’s Substantial Completion date, it was determined that adding the new elevator under this contract would result in significant delays and potential impact costs. The new elevator will be included in a separate contract for ADA-accessibility work at other NYC Transit stations, which is anticipated to be awarded by the 2nd quarter of 2020. To facilitate the future installation of the new elevator on the southbound platform, several changes to the contract work were required, including relocating the access ramp to the adjoining property; building a foundation for the future elevator; and providing platform foundation work with additional support beams and a widened section of the southbound platform. These changes were addressed under separate modifications.

This modification provides for reconfiguring platform stairs P1/P2 and the layout of the control house passageway to create additional customer queuing capacity for the future elevator. The work includes shifting the platform stairs away from the control house and providing additional structural supports. This modification also includes revisions associated with the construction of a reinforced concrete retaining wall. The contractor submitted its revised proposal in the amount of \$2,624,869. The revised in-house estimate is \$1,836,818. Negotiations resulted in the agreed-upon lump-sum price of \$1,775,000. Savings of \$849,869 were achieved.

Procurement finds all agreed-upon pricing to be fair and reasonable.

Pursuant to the approval of retroactive waivers by the SVP, Capital Program Management, work under both modifications commenced immediately to maintain the stations' reopening dates. The SVP, Operations Support (Modification 25), and the VP, Materiel (Modification 200), authorized payments up to the negotiated amounts for work completed prior to the approval of these modifications.

In connection with a previous contract awarded to Picone, Picone was found to be responsible notwithstanding Significant Adverse Information ("SAI") pursuant to the All-Agency Responsibility Guidelines and such responsibility finding was approved by the MTA Chairman and Chief Executive Officer in consultation with the MTA General Counsel in December 2014. No new SAI has been found relating to Picone, and Picone has been found to be responsible.



# Bridges and Tunnels

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## Procurements December 2019



# Staff Summary



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

<b>Date:</b> 12/4/2019
<b>Vendor Name:</b>
<b>Contract Number:</b>
<b>Contract Manager Name:</b>
<b>Table of Contents Ref #:</b>

Board Action					
Order	To	Date	Approval	Info	Other
1	President	12/4/2019			
2	MTA B&T Committee	12/16/2019			
3	MTA Board	12/18/2019			

Internal Approvals			
Order	Approval	Order	Approval
	President <i>DD</i>		VP & Chief Financial Officer <i>MMT</i>
	SVP & General Counsel <i>MMT</i>		VP Operations
	VP & Chief of Staff		VP & Chief Engineer
			VP & Chief Procurement Officer <i>BB</i>

Internal Approvals (cont.)							
Order	Approval	Order	Approval	Order	Approval	Order	Approval
	Chief Financial Officer <i>MMT</i>		Chief Technology Officer		Chief Health & Safety Officer		Chief EEO Officer
	Chief Security Officer		Chief Maintenance Officer		MTA Office of Civil Rights		

**PURPOSE:**

To obtain approval of the Board to award various contracts and purchase orders, and to inform the MTA B&T Committee of these procurement actions.

**DISCUSSION:**

MTA B&T proposes to award Non-Competitive procurements in the following categories: None

MTA B&T proposes to award Competitive procurements in the following categories:

	<u># of Actions</u>	<u>Dollar Amount</u>
<b><u>Schedule Requiring Majority Vote:</u></b>		
Schedule F: Personal Service Contracts	2	\$6.313M
<b>SUBTOTAL</b>		<b>\$6.313M</b>

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

<b>TOTAL</b>	<b>\$6.313M</b>
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**BUDGET IMPACT:**

The purchases/contracts will result in obligating MTA B&T and Capital funds in the amount listed. Funds are available in the current MTA B&T operating/capital budgets for this purpose.

**RECOMMENDATION:**

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

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

**MTA BRIDGES & TUNNELS**  
TRIBOROUGH BRIDGE AND TUNNEL AUTHORITY

**WHEREAS**, in accordance with §559 and §2879 of the Public Authorities Law and the All Agency Procurement Guidelines, the Board authorizes the award of certain non-competitive purchase and public work contracts, and the solicitation and award of request for proposals in regard to purchase and public work contracts; and

**WHEREAS**, in accordance with §2879 of the Public Authorities Law and the All Agency Procurement Guidelines, the Board authorizes the award of certain non-competitive miscellaneous procurement contracts, and certain changes orders to procurement, public work, and miscellaneous procurement contracts; and

**WHEREAS**, in accordance with § 2879 of the Public Authorities Law and the All Agency Guidelines for Procurement of Services, the Board authorizes the award of certain service contracts, and certain change orders to service contracts; and

**NOW**, the Board resolves as follows:

1. As to each purchase and public work contract set forth in annexed Schedule A, the Board declares competitive bidding to be impractical or inappropriate for the reasons specified therein and authorizes the execution of each such contract.
2. As to each request for proposals (for purchase and public work contracts) set forth in Schedule B for which authorization to solicit proposals is requested, for the reasons specified therein, the Board declares competitive bidding to be impractical or inappropriate, declares it is in the public interest to solicit competitive request for proposals and authorizes the solicitation of such proposals.
3. As to each request for proposals (for purchase and public work contracts) set forth in Schedule C for which a recommendation is made to award the contract, the Board authorizes the execution of said contract.
4. The Board ratifies each action set forth in Schedule D for which ratification is requested.
5. The Board authorizes the execution of each of the following for which Board authorization is required: i) the miscellaneous procurement contracts set forth in Schedule E; ii) the personal service contracts set forth in Schedule F; iii) the miscellaneous service contracts set forth in Schedule G; iv) the modifications to personal/miscellaneous service contracts set forth in Schedule H; the contract modifications to purchase and public work contracts set forth in Schedule I; and vi) the modifications to miscellaneous procurement contracts set forth in Schedule J.
6. The Board ratifies each action taken set forth in Schedule K for which ratification is requested.



# Staff Summary

<b>Item Number</b>					
<b>Dept. &amp; Dept. Head Name:</b> Engineering & Construction Department, Joe Keane, P.E. <i>Ar. Stathopoulos For J. Keane</i>					
<b>Division &amp; Division Head Name:</b> Engineering & Construction Department, Aris Stathopoulos, P.E. <i>Ar. Stathopoulos</i>					
<b>Board Reviews</b>					
Order	To	Date	Approval	Info	Other
1	President	12/4/19			
2	MTA B&T Committee	12/16/19			
3	MTA Board	12/18/19			
<b>Internal Approvals</b>					
Order	Approval	Order	Approval		
1	Vice President & Chief Financial Officer <i>[Signature]</i>	4	President <i>[Signature]</i>		
2	Sr. Vice President & General Counsel				
3	Vice President & Chief Procurement Officer <i>BB</i>				

<b>SUMMARY INFORMATION</b>	
<b>Vendor Name:</b> Hardesty & Hanover, LLC	<b>Contract Number</b> PSC-19-3033
<b>Description:</b> Preliminary Design and Design-Build Technical Requirements for Project TN-87C, Tower Fender Protection at the Throgs Neck Bridge	
<b>Total Amount</b> \$2,859,096	
<b>Contract Term (including Options, if any)</b> Three (3) years, two (2) months	
<b>Option(s) included in Total Amount?</b>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
<b>Renewal?</b>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
<b>Procurement Type</b> <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive	
<b>Solicitation Type</b> <input checked="" type="checkbox"/> RFP <input type="checkbox"/> Bid <input type="checkbox"/> Other:	
<b>Funding Source</b> <input type="checkbox"/> Operating <input checked="" type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other:	

## I. PURPOSE/RECOMMENDATION

B&T is seeking Board approval under the All Agency Service Contract Procurement Guidelines to award a competitively solicited personal service contract to develop preliminary designs and design-build (D-B) technical requirements for Project TN-87C, Tower Fender Protection at the Throgs Neck Bridge (TNB) to Hardesty & Hanover, LLC, located at 1501 Broadway, New York, NY 10036, in the not-to-exceed amount of \$2,859,096 for a duration of three (3) years, two (2) months.

## II. DISCUSSION

B&T requires the services of a consultant engineering firm to provide preliminary designs and D-B technical requirements for the construction of a new tower fender system at the TNB. The design scope of services includes: (i) preliminary designs for the full replacement of the existing tower fenders; (ii) analysis and preliminary designs for tower structural hardening; (iii) fireboat mooring platforms and fire standpipe system; (iv) installation of new utilities including electrical feeders and communication systems; (v) new tower flood lights and navigation lighting at the fenders and suspended main span; (vi) electronic security and monitoring; (vii) security fencing; and (viii) environmental permitting.

The service requirements were publicly advertised; four (4) firms submitted qualification information and all four (4) firms were deemed qualified to receive the RFP. Three (3) firms submitted proposals: Hardesty & Hanover, LLC (H&H) (\$2,859,096); Langan Engineering, Environmental, Surveying, Landscape Architecture and Geology, DPC (Langan) (\$2,477,871.15); and Thornton Tomasetti/COWI, a Joint Venture (TTI/COWI) (\$3,498,134.58). The proposals were evaluated against established criteria set forth in the RFP that include: proposed technical solution and understanding of the requirements; qualifications of the proposed personnel; and cost.

## Staff Summary

The Selection Committee recommended that B&T commence negotiations with H&H, the highest rated firm. H&H's technical proposal best demonstrated their experience in the areas of fender system design, D-B RFP preparation and quality oversight and permitting. Their proposed lead engineers' experience in fender system design and permitting are more extensive than the those submitted by the other proposers. Overall, H&H proposed the most qualified multi-disciplined team for the Project and provided the most thorough understanding of the required work, as compared to the other proposers. Langan was rated second highest and proposed the lowest cost, however their technical proposal did not adequately address all the key elements required in the RFP. TTI/COWI's proposal demonstrated they were technically qualified to perform the Work, however their approach to the Project was considered beyond the scope of the RFP. This was reflected in their proposed cost, which was the highest. The proposal submitted by and selection of H&H is considered in B&T's best interest.

H&H submitted a cost proposal in the amount of \$2,859,096. The Engineers Estimate is \$2,969,870. B&T accepted H&H's proposal in the amount of \$2,859,096, which is 3.7% below the Engineer's estimate and is fair and reasonable. Hardesty & Hanover is considered a responsible consultant.

### **III. D/M/WBE INFORMATION**

The Department of Diversity and Civil Rights (DDCR) has established goals of 15% MBE, 15%WBE and 6% SDVOB for this contract. Hardesty & Hanover has submitted an MWBE/SDVOB utilization plan that meets the combined 36% MWBE/SDVOB goal. Hardesty & Hanover has achieved their MWBE/SDVOB goals on previous completed MTA contracts.

### **IV. IMPACT ON FUNDING**

Funding is available in the 2015-2019 Capital Program under Project TN-87C (Task D03703 - \$2,859,096).

### **V. ALTERNATIVES**

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

# Staff Summary

<b>Item Number</b>					
<b>Dept. &amp; Dept. Head Name:</b> Engineering & Construction Department, Joe Keane, P.E. <i>Joe Keane</i>					
<b>Division &amp; Division Head Name:</b> Engineering & Construction Department, Aris Stathopoulos, P.E. <i>Aris Stathopoulos</i>					
<b>Board Reviews</b>					
Order	To	Date	Approval	Info	Other
1	President	12/4/19			
2	MTA B&T Committee	12/16/19			
3	MTA Board	12/18/19			
<b>Internal Approvals</b>					
Order	Approval	Order	Approval		
1	Vice President & Chief Financial Officer <i>[Signature]</i>	4	President <i>[Signature]</i>		
2	Sr. Vice President & General Counsel <i>[Signature]</i>				
3	Vice President & Chief Procurement Officer <i>BB</i>				

<b>SUMMARY INFORMATION</b>	
<b>Vendor Name:</b> HNTB New York Engineering and Architecture, P.C.	<b>Contract Number</b> PSC-19-3034
<b>Description:</b> Scoping and Preliminary Design for the Suspended Span Lower Level Deck Rehabilitation at the Verrazzano-Narrows Bridge	
<b>Total Amount</b> \$3,454,081	
<b>Contract Term (including Options, if any)</b> Two (2) Years	
<b>Option(s) included in Total Amount?</b> <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
<b>Renewal?</b> <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
<b>Procurement Type</b> <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive	
<b>Solicitation Type</b> <input checked="" type="checkbox"/> RFP <input type="checkbox"/> Bid <input type="checkbox"/> Other:	
<b>Funding Source</b> <input type="checkbox"/> Operating <input checked="" type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other:	

**I. PURPOSE/RECOMMENDATION**

B&T is seeking Board approval under the All Agency Service Contract Procurement Guidelines to award a competitively solicited personal service contract for Scoping and Preliminary Design Services for the Suspended Span Lower Level Deck Rehabilitation at the Verrazzano-Narrows Bridge (VNB) to HNTB New York Engineering and Architecture, P.C. (HNTB), in the negotiated not-to-exceed amount of \$3,454,081 for a duration of two (2) years.

**II. DISCUSSION**

B&T requires the services of a consultant engineering firm to provide scoping and preliminary design services to assist B&T's Engineering and Construction Department to develop preliminary designs and design-build technical requirements for the suspended span lower level deck rehabilitation at the VNB (Project VN-80). The preliminary design scope of services is to address: (i) rehabilitation of the deck, relief joints and superstructure steel supporting lower level deck; (ii) rehabilitation/replacement alternatives for finger joints and supporting steel elements (at anchorages and towers); (iii) repairs to the center median and side steel curbs, safety walks, parapets and railings; (iv) repairs to the drainage system; (v) main line fire standpipe system; (vi) electrical system upgrades and (vi) lower level condition inspection.

The service requirements were publicly advertised; five (5) firms submitted qualification information and based on their qualifications the five (5) firms were selected to receive the RFP. All firms submitted proposals: HNTB New York Engineering and Architecture, P.C. (HNTB) (\$3,578,813), Louis Berger U.S., Inc. - A WSP Company (LB) (\$4,655,263), Modjeski and Masters, Inc. (M&M) (\$3,645,603.84), Parsons Transportation Group of New York, Inc. (Parsons) (\$5,297,299.48) and Thornton Tomasetti, Inc. (TTI) (\$2,733,163.76). The proposals were evaluated

## Staff Summary

against established criteria set forth in the RFP, including technical work proposed, depth of understanding of the project, qualifications of the firm for specific personnel proposed and cost. Accordingly, the Selection Committee unanimously recommended that negotiations be conducted with HNTB because of their comprehensive and well-developed understanding of the technical requirements, the expertise of their proposed personnel, and the reasonable cost of their proposal.

HNTB's proposal demonstrated a thorough understanding of the required work, project risks, critical schedule and coordination required for the Project. HNTB presented an in-depth inspection strategy for the lower level deck, which is critical to identify the extent of any deck deterioration. HNTB proposed a strong project team that possesses significant prior experience, along with demonstrated capabilities to provide technical data and available research from other projects at B&T facilities. HNTB proposed the second lowest cost and its cost most closely reflected the levels of effort in terms of hours required for the Project. Although TTI submitted the lowest cost, TTI did not demonstrate an understanding of the specific details of the condition inspections and its project team did not demonstrate the same level of technical expertise as compared to HNTB. M&M's proposal did not demonstrate the same level of scope development for the Project. LB submitted the second highest proposed cost and the proposal did not provide specific details on project scope. Parsons' proposal did not demonstrate a detailed understanding of the project scope and its proposed cost was the highest.

HNTB submitted a cost proposal in the amount of \$3,578,813. The Engineer's Estimate is \$3,784,073. Negotiations resulted in B&T and HNTB agreeing to the not-to-exceed amount totaling \$3,454,081 which is 8.7% below the estimate and is considered in B&T's best interest. The negotiated amount is fair and reasonable. HNTB New York Engineering and Architecture, P.C. is considered a responsible consultant.

### **III. D/M/WBE INFORMATION**

The Department of Diversity and Civil Rights (DDCR) has established goals of 15% MBE, 15%WBE and 6% SDVOB for this contract. HNTB has submitted an MWBE/SDVOB utilization plan that meets the combined 36% MWBE/SDVOB goal. HNTB has achieved their MWBE/SDVOB goals on previous completed MTA contracts.

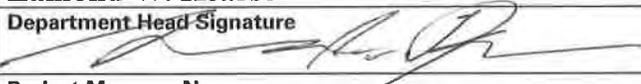
### **IV. IMPACT ON FUNDING**

Funding is available in the 2015-2019 Capital Program under Project VN-80 (Task D03824 - \$3,454,081).

### **V. ALTERNATIVES**

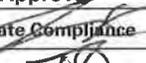
There are no recommended alternatives. B&T does not possess the resources required to perform these services.

# Staff Summary

<b>Subject</b> <b>Public Authorities Law Required Policies</b>
<b>Department</b> <b>Corporate Compliance</b>
<b>Department Head Name</b> <b>Lamond W. Kearse</b>
<b>Department Head Signature</b> 
<b>Project Manager Name</b> <b>Lamond W. Kearse</b>

<b>Date</b> <b>December 18, 2019</b>
<b>Vendor Name</b> <b>N/A</b>
<b>Contract Number</b> <b>N/A</b>
<b>Contract Manager Name</b> <b>N/A</b>
<b>Table of Contents Ref #</b> <b>N/A</b>

Board Action					
Order	To	Date	Approval	Info	Other
1	Governance	12/16/19	X		
2	Board	12/18/19	X		

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

**Purpose:**

To obtain Board approval for revisions to certain existing policies of the MTA and its Agencies, in order to comply with Public Authorities Law Section 2824 (“PAL 2824”).

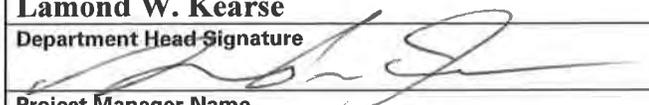
**Discussion:**

PAL 2824 requires formal Board adoption of certain policies. Corporate Compliance has provided an exhibit book that includes the relevant policies for your review. The policies in the exhibit book are new or revisions to existing policies which have been approved by their respective Agencies.

**Recommendation:**

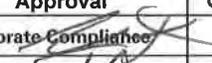
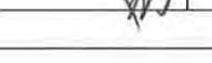
It is recommended that the Board approve the policies contained in the exhibit book.

# Staff Summary

<b>Subject</b> Subsidiary Corporation Name Change Pursuant to Public Authorities Law
<b>Department</b> Corporate Compliance
<b>Department Head Name</b> Lamond W. Kearsse
<b>Department Head Signature</b> 
<b>Project Manager Name</b> Diane Nardi

<b>Date</b> December 18, 2019
<b>Vendor Name</b> N/A
<b>Contract Number</b> N/A
<b>Contract Manager Name</b> N/A
<b>Table of Contents Ref #</b> N/A

Board Action					
Order	To	Date	Approval	Info	Other
1	Governance	12/16/19			
2	Board	12/18/19			

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

## I. PURPOSE:

To obtain Board approval of the following actions needed to change the name of MTA Capital Construction Company (“MTACC”) to “MTA Construction and Development Company”: (i) the filing of a Certificate of Amendment of the Certificate of Incorporation of MTACC; (ii) amendment of the MTACC by-laws to reflect the organizational name change; and (iii) authorization that the Chairman and the Managing Director, and their respective designees, may take such actions as may be necessary to effectuate the name change.

## II. DISCUSSION:

In June 2019, AlixPartners, LLP (“AlixPartners”) submitted to the MTA Board a plan to transform the MTA into a more efficient and effective organization (the “Transformation Plan”). That Transformation Plan contained a series of key recommendations, including that the construction and development function be centralized across the MTA agencies and across the lifecycle of the capital projects.

The MTA Board officially adopted the Transformation Plan in July 2019. Since that time, the MTA agencies have been working to implement AlixPartners’ recommendation of consolidating the agencies’ construction and development work into one central organization. After considering all available options, the MTA has determined that the best and most efficient way to establish this new central organization is to repurpose the MTA’s Capital Construction agency and rename it as “MTA Construction and Development Company.” This name change is permitted under Public Authorities Law, Section 1266(5).

This new MTA Construction and Development organization will better reflect the way the MTA will be managing its capital projects going forward. At the center of this new organization will be four business function teams that will be responsible for the core agency functions of planning, development, project delivery and contracting. The Planning team will focus on building the right projects, and on establishing an MTA-wide vision and priorities that meet the region’s needs. The Development team will focus on using a more cost-efficient and effective design-build contracting approach, allowing the MTA to bundle contracts and achieve greater accountability by contractors. The Delivery team will focus on building projects on time, within budget and more effectively, working hand-in-hand with the leaders of each construction project, and requiring agency accountability for projects from concept through close-out. The Contracting team will work with the development and project delivery teams to develop and administer the construction and consultant contracts. Together, the organization will be focused on establishing an MTA-wide vision for investments,

which maximizes the impacts on system reliability, customer experience and regional mobility, and delivers those investments in the most cost-efficient way.

### **III. ALTERNATIVES:**

Not to pursue the name change. This is not recommended in that a name change will effectuate the ongoing transformation of the MTA and improve the efficiency of the management and execution of the ongoing and future expansion projects.

### **IV. RECOMMENDATIONS:**

That the Board approve the Resolution set forth in Attachment A, which provides for:

- The change, pursuant to Section 1266(5) of the Public Authorities Law of, of the agency name “MTA Capital Construction Company” to “MTA Construction and Development Company,” and commonly referred to as MTA Construction and Development;
- The filing with the Secretary of State of the State of New York of a Certificate of Amendment of the Certificate of Incorporation of MTA Capital Construction Company (in substantially the form set forth in Attachment B);
- Subject to the filing of the Certificate of Amendment of the Certificate of Incorporation of MTA Capital Construction Company, the adoption of the MTA Construction and Development Company’s By-Laws, in substantially the form set forth in Attachment C; and
- Authorization to the Chairman and the Managing Director and their respective designees to take such actions as may be necessary to effectuate the name change to MTA Construction and Development Company.

## **RESOLUTION OF THE MTA BOARD**

**WHEREAS**, pursuant the authority of Section 1266(5) of the Public Authorities Law of the State of New York and a Resolution of the Board of the Metropolitan Transportation Authority (the “MTA”), the MTA created MTA Capital Construction Company (“MTACC”) in July 2003 as a subsidiary corporation of the MTA; and

**WHEREAS**, in connection with the organizational transformation recommended in AlixPartners LLP’s June 2019 MTA Transformation Plan, as adopted by the MTA Board in July 2019, the MTA and MTACC now seek to change the name of MTACC to MTA Construction and Development Company, which action is authorized pursuant to Section 1266(5) of the Public Authorities Law of the State of New York;

**NOW THEREFORE**, the Board resolves as follows:

1. That MTACC is hereby authorized to change its name to MTA Construction and Development Company.
2. That the Chairman of the MTA is authorized to execute the Certificate of Amendment, a copy of which is attached to the Staff Summary as Attachment B, and to cause the Certificate to be filed with the Secretary of State of the State of New York.
3. That the by-laws of MTA Construction and Development Company, a copy of which are attached to the Staff Summary as Attachment C, are approved to become effective upon the filing of the Certificate of Amendment with the Secretary of State.
4. That the Chairman and Managing Director of the MTA, and their respective designees, are hereby authorized to take such actions as may be necessary to effectuate these resolutions.
5. That these resolutions shall take effect immediately.

Dated: December 18, 2019