



Metropolitan Transportation Authority

November 2009

MTA Board Action Items



MEETING AGENDA
METROPOLITAN TRANSPORTATION AUTHORITY BOARD
November 18, 2009 9:30 a.m.

347 Madison Avenue
Fifth Floor Board Room
New York, NY

AGENDA ITEMS

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

Date of next MTA Board meeting: Wednesday December 16, 2009 at 9:30 a.m.

The legal and popular names of the Metropolitan Transportation Authority operating agencies are used throughout this agenda package. The following table displays the official name and corresponding legal name for each agency.

<u>Popular</u>	<u>Legal Name</u>	<u>Abbreviation</u>
MTA New York City Transit	New York City Transit Authority	NYC Transit
MTA Long Island Rail Road	The Long Island Rail Road Company	LIRR
MTA Long Island Bus	Metropolitan Suburban Bus Authority	LI Bus
MTA Metro-North Railroad	Metro-North Commuter Railroad Company	MNR
MTA Bridges and Tunnels	Triborough Bridge and Tunnel Authority	B&T
MTA Capital Construction	MTA Capital Construction Company	MTA CC
MTA Bus Company	MTA Bus Company	MTA Bus

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

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

Sections of the Board book are separated by blue pages and are color coded as follows:

<u>Section</u>	<u>Color</u>
Information and Action Items	White
Non-Competitive Procurements	Green
Competitive Procurements	Yellow
Ratifications	Red

**Metropolitan Transportation Authority
Regular Board Meeting
347 Madison Avenue
New York, NY 10017**

**Wednesday, October 28, 2009
9:30 a.m.**

The following members were present:

**Hon. Jay H. Walder, Chairman & CEO
Hon. Andrew M. Saul, Vice Chairman
Hon. Andrew Albert
Hon. John H. Banks, III
Hon. Robert C. Bickford
Hon. Norman E. Brown
Hon. Allen P. Cappelli
Hon. Donald Cecil
Hon. Jeffrey A. Kay
Hon. Mark D. Lebow
Hon. Susan Metzger
Hon. Mark Page
Hon. Mitchell H. Pally
Hon. Norman Seabrook
Hon. James L. Sedore, Jr.
Hon. Nancy Shevell
Hon. Carl V. Wortendyke**

The following member was absent:

Hon. Doreen M. Frasca

Charles Monheim, Chief Operating Officer, Fredericka Cuenca, Acting Chief of Staff, James B. Henly, General Counsel, Catherine A. Blue, Acting Corporate Secretary, Board Member James Blair, Board Member Ira Greenberg, Board Member Vincent Tessitore, Jr., Board Member Ed Watt, Howard H. Roberts, Jr., President of NYCTA, Howard Permut, President of Metro-North, Helena E. Williams, President, Long Island Railroad, Susan Kupferman, President of TBTA, Joseph J. Smith, President of MTA Bus, LI Bus & Sr. V.P. NYCT Department of Buses, Michael Horodniceanu, President of MTA Capital Construction, and Douglas Sussman, Director, Community Affairs 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, 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 agencies' minutes of this date for items on the agendas of the Boards of the other agencies.

1. **PUBLIC SPEAKERS.** There were ten speakers. The following speaker addressed an MTA agenda item. Refer to the MTA Agencies' minutes for the list of other speakers.

Gene Russianoff, Straphangers Campaign - Mr. Russianoff welcomed Chairman Walder and provided transit-themed Halloween candy to the Board conveying messages relating to the fares, funding for the MTA's Capital Program, labor matters, and transparency at the MTA. Mr. Russianoff expressed that riders want good transit service and he said that he hopes the MTA delivers better service.

2. **CHAIRMAN'S REMARKS.** Chairman Walder stated that he is honored to have the opportunity to serve as Chairman of the MTA and he looks forward to working with the Board and the MTA staff. Chairman Walder said that he values the Board members' time and commitment and he plans to make good use of the Board's time.

Chairman Walder, reflecting on his confirmation process, stated that the most consistent message expressed to him throughout was that taxpayers and riders want greater value for their investment and improved transparency and credibility from the MTA, which the Chairman said was an appropriate goal. With respect to transparency and accessibility, Chairman Walder announced that starting in November all board materials will be accessible on the MTA website.

Chairman Walder thanked Helena Williams for her service as Acting Chief Executive Officer, former Board member David Mack for his long-standing and strong leadership to the MTA Board, and former Chairman Hemmerdinger for his service and help during the transition. Chairman Walder said that he looks forward to working with everyone to accomplish great things and take the organization to greater heights.

3. **MINUTES.** Upon motion duly made and seconded, the Board approved the minutes of the special Board meeting held on September 16, 2009 and the regular Board meeting held on September 23, 2009.

4. **COMMITTEE ON FINANCE.**

A. **Action Items.** Upon motion duly made and seconded, the Board approved the following action items. The specifics are set forth in the attached staff summaries and documentation.

1. **TBTA Bond Anticipation Note Authorization.** Approved resolutions and documentation in connection with the issuance of a series of Obligations and Bond Anticipation Notes in connection with the financing of capital projects of TBTA and/or to refund existing TBTA indebtedness.

2. File for and Accept Federal Grants. Approved the resolution authorizing (i) the filing of applications for Federal capital assistance for the balance of FFY 2009 and FFY 2010; (ii) the Chairman & Chief Executive Officer or any of his designees to make required certifications; and (iii) the acceptance of grants.

B. Procurement Items. Upon motion duly made and seconded, the Board approved the following procurement items. The specifics are set forth in the attached staff summaries and documentation. Action on the competitive contract with Skyline Connections, Inc. was deferred pending further review.

1. Transport for London ("TfL") – Expert Services for MTA – No. 09241-0100. Approved a non-competitive contract to provide expert services to MTA within the framework of a broader Cooperation Agreement between MTA and TfL.
2. George Kocur, PhD. – Technology and Telecommunications Issues – No 09228-0100. Approved a non-competitive contract to provide consulting services relating to technology and telecommunication issues for the MTA and the Agencies.
3. Vanguard Integrity Professionals, Inc. – Multi-agency Software Maintenance Renewal – No.06017-0100, S/A #3. Approved additional funding for the renewal of a non-competitive contract for maintenance and support services for proprietary Vanguard software for a three-year period.
4. Practicing Law Institute – Mandatory All-agency Continuing Legal Education Courses – No. 09133-0100. Approved a competitive contract to provide continuing legal education courses for approximately 240 attorneys from all of the agencies to fulfill the New York State mandatory continuing legal education requirements.

5. **COMMITTEE ON MSBA.** Upon motion duly made and seconded, the Board approved the following procurement items. The specifics are set forth in the attached staff summary and documentation.

1. Air & Power Transmission, Inc. – Oil/Carbon Separator Kits - # E-3919, Sole Source. Approved the award of a non-competitive purchase contract for 160 oil/carbon separator kits.
2. INFOR Global Solutions, Inc. – Maintenance Service for SmartStream System - # E-3920, Sole Source, Renewal. Approved the award of non-competitive contracts for maintenance support services for an enhanced version of the proprietary SmartStream system for use by the MTA Bus Company and MSBA.

6. **COMMITTEE ON CAP. CONSTR., PLANNING & REAL ESTATE.** Upon motion duly made and seconded, the Board approved the following Real Estate items. The specifics are set forth in the attached staff summaries and documentation. Refer to the minutes of the MTA Capital Construction Company for additional items related to this Committee.

Metro-North Railroad

1. Resolution authorizing the acquisition by negotiated purchase or condemnation of three temporary easements and one fee simple interest in support of the federally-funded project to replace and rebuild the bridge over the Hudson Line located adjacent to Bridge Street, Poughkeepsie, N.Y.
2. Resolution authorizing the acquisition by negotiated purchase or condemnation of fee simple interest in property located at 401 East Fordham Road (Block 3273, Lot 102), in support of the Bronx Station/Capacity Improvement Project, Bronx, N.Y.
3. License agreement with Elaine Calvert for the operation of a mobile coffee and food vending truck along the Harlem Line in Wassaic, N.Y.
4. License agreement with The Stearn Company d/b/a The Beverage Bar for storing tenant's inventory located at storage space MC 18-6, Grand Central Terminal, N.Y.
5. License agreement with Hudson Group, Inc. d/b/a Hudson News for storing tenant's inventory located at storage space LPS-1F, Grand Central Terminal, N.Y.

Long Island Rail Road

6. License agreement with Carol Stahl and Alan Reider, Trustees U/T/A dated 11/25/91 ("Stahl"), for parking for the medical offices' employees and patients located at the right-of-way adjacent to 450 Endo Boulevard, Garden City, N.Y.
7. **EXECUTIVE SESSION.** Upon motion duly made and seconded, the Board voted to convene an executive session to consider a matter regarding proposed, pending, or current litigation.

Upon motion duly made and seconded, the Board voted to consider a motion tabled at the Special Board meeting, held on September 16, 2009, concerning a litigation matter. Upon vote thereon the previously tabled motion to withdraw from a litigation matter was not approved. Board members Pally and Seabrook voted in favor of the motion.

8. **PUBLIC SESSION RESUMED.** Upon motion duly made and seconded, the public session resumed.

Upon motion duly made and seconded, the Board voted to adjourn the meeting at 11:30 a.m.

Respectively submitted,

Victoria Clement
Assistant Secretary

**Minutes of Regular Board Meeting
MTA New York City Transit, Manhattan and Bronx Surface
Transit Operating Authority, MTA Bus Company
And
Staten Island Rapid Transit Operating Authority**

**Meeting Held At:
Metropolitan Transportation Authority
347 Madison Avenue
New York, NY 10017**

**Wednesday, October 28, 2009
9:30 a.m.**

The following members were present:

Hon. Jay H. Walder, Chairman & CEO
Hon. Andrew M. Saul, Vice Chairman
Hon. Andrew Albert
Hon. John H. Banks, III
Hon. Robert C. Bickford
Hon. Norman E. Brown
Hon. Allen P. Cappelli
Hon. Donald Cecil
Hon. Jeffrey A. Kay
Hon. Mark D. Lebow
Hon. Susan Metzger
Hon. Mark Page
Hon. Mitchell H. Pally
Hon. Norman Seabrook
Hon. James L. Sedore, Jr.
Hon. Nancy Shevell
Hon. Carl V. Wortendyke

The following member was absent:

Hon. Doreen M. Frasca

Charles Monheim, Chief Operating Officer, Fredericka Cuenca, Acting Chief of Staff, James B. Henly, General Counsel, Catherine A. Blue, Acting Corporate Secretary, Board Member James Blair, Board Member Ira Greenberg, Board Member Vincent Tessitore, Jr., Board Member Ed Watt, Howard H. Roberts, Jr., President of NYCTA, Howard Permut, President of Metro-North, Susan Kupferman, President of TBTA, Joseph J. Smith, President of MTA Bus, LI Bus & Sr. V.P. NYCT Department of Buses, Michael Horodniceanu, President of MTA Capital Construction, and Douglas Sussman, Director, Community Affairs 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, and the MTA Bus Company.

1. CHAIRMAN JAY WALDER CALLED THE MEETING TO ORDER

Details of Chairman Walder's opening statement are set forth in minutes recorded by the MTA, copies of which are on file with the records of the meeting of the Board of the NYC Transit/SIR/MTA Bus Company.

2. PUBLIC COMMENT PERIOD

Eight public speakers addressed NYC Transit issues.

Kendra Hill, TWU Local 100, spoke against the closing of token booths and entrances to the subway stations, urging the Board to restore all booths to revenue transaction status.

Andreeva Pinder, TWU Local 100, urged the Board to keep subway token booths and entrances open, highlighting safety concerns affecting the riding community.

Brian Clark, TWU Local 100, spoke against service cuts.

Irene Smith, from First Transit, a paratransit provider, asked the Board to ensure that employees of First Transit are treated more fairly.

Gene Russianoff of the Straphangers Campaign welcomed Chairman Walder and expressed his hope for improvement in service and avoidance of future fare increases.

Tracy Moore, TWU Local 100, spoke in favor of the arbitration award regarding the TWU-NYC Transit collective bargaining agreement.

Dennis Boyd, TWU Local 100, spoke in favor of the arbitration award regarding the TWU-NYC Transit collective bargaining agreement.

Daniel Small, TWU Local 100, urged the Board to honor the arbitration award regarding the collective bargaining agreement between NYC Transit and the TWU.

3. MINUTES

Upon motion duly made and seconded, the Board unanimously approved the minutes of the special meeting of MTA New York City Transit, the Manhattan and Bronx Surface Transit Operating Authority, the Staten Island Railway Transit Operating Authority, and MTA Bus Company held on September 16, 2009, as well as those of the regular board meeting of MTA New York City Transit, the Manhattan and Bronx Surface Transit Operating Authority, the Staten Island Railway Transit Operating Authority, and MTA Bus Company held on September 23, 2009.

4. **COMMITTEE ON NYC TRANSIT/SIR/MTA BUS COMPANY OPERATIONS**
New York City Transit

Action Item: upon motion duly made and seconded, the Board approved an MTA NYC Transit tariff change to provide three-leg transfers to B61 and B62 customers using value-based MetroCards. This change will be effective January 1, 2010.

Procurements

Non-Competitive Procurements: Upon motion duly made and seconded, the Board approved the non-competitive procurements requiring a two-thirds vote (Schedule A in the Agenda) and those requiring a majority vote (Schedule J 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 the NYC Transit/SIR/MTA Bus Company.

Competitive Procurements: Upon motion duly made and seconded, the Board approved the competitive procurements requiring a two-thirds vote (Schedules B and C in the Agenda) and those requiring majority vote (Schedules H and L 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 the NYC Transit/SIR/MTA Bus Company.

Procurement Ratifications: Upon motion duly made and seconded, the Board ratified the procurements requiring a two-thirds vote (Schedule D in the Agenda) and those requiring 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 the NYC Transit/SIR/MTA Bus Company.

MTA Bus Company

Procurements

Non-Competitive Procurements: Upon motion duly made and seconded, the Board ratified the procurements requiring a two-thirds vote (Schedule A in the Agenda) and those requiring a majority vote (Schedule E 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 the NYC Transit/SIR/MTA Bus Company.

Competitive Procurements: None.

Procurement Ratifications: None.

6. **EXECUTIVE SESSION**

Upon motion duly made and seconded, the Members unanimously voted to convene in Executive Session to discuss a matter regarding proposed, pending, or current litigation. Upon motion duly made and seconded, the Board voted to resume public session.

7. **ADJOURMENT**

Upon motion duly made and seconded, the Members unanimously voted to adjourn the meeting at 11:30 a.m.

Respectfully submitted,

A handwritten signature in black ink, appearing to read 'Gena Usenheimer', written in a cursive style.

Gena Usenheimer
Assistant Secretary

**MINUTES OF MEETING OF THE BOARD OF
THE LONG ISLAND RAIL ROAD COMPANY**

**Meeting Held At
347 Madison Avenue
New York, New York
October 28, 2009
9:30 A.M.**

The following members were present:

Hon. Jay H. Walder, Chairman and CEO
Hon. Andrew M. Saul, Vice Chairman
Hon. Andrew Albert
Hon. John H. Banks, III
Hon. Robert C. Bickford
Hon. Norman E. Brown
Hon. Allen P. Cappelli
Hon. Donald Cecil
Hon. Jeffrey A. Kay
Hon. Mark D. Lebow
Hon. Susan Metzger
Hon. Mark Page
Hon. Mitchell H. Pally
Hon. Norman Seabrook
Hon. James L. Sedore, Jr.
Hon. Nancy Shevell
Hon. Carl V. Wortendyke

The following member was absent:

Hon. Doreen M. Frasca

Charles Monheim, Chief Operating Officer, Fredericka Cuenca, Acting Chief of Staff, James B. Henly, General Counsel, Catherine A. Blue, Acting Corporate Secretary, Board Member James F. Blair, Board Member Ira Greenberg, Board Member Vincent Tessitore, Jr., Board Member Ed Watt, Howard H. Roberts, Jr., President of NYCTA, Howard Permut, President of Metro-North, Susan Kupferman,, President of TBTA, Joseph J. Smith, President of MTA Bus, LI Bus & Sr. V.P. NYCT Department of Buses, Michael Horodniceanu, President of MTA Capital Construction, and Douglas Sussman, Director, Community Affairs, also attended the meeting.

1. PUBLIC SPEAKERS

There were ten (10) public speakers, none of whom addressed issues specific to the Long Island Rail Road.

2. CHAIRMAN'S REMARKS

The Chairman stated that he was honored to serve as the new Chairman of the Metropolitan Transportation Authority and thanked Long Island Rail Road president Helena E. Williams for her service as interim Executive Director and Chief Executive Officer. Further details of the Chairman's remarks are contained in the minutes of the meeting of the Metropolitan Transportation Authority held this day.

3. **APPROVAL OF MINUTES**

Upon motion duly made and seconded, the Board unanimously approved the minutes of the Board meeting held on September 23, 2009.

4. **COMMITTEE ON FINANCE**

Upon motion duly made and seconded, the Board approved Finance Committee items. Included among those items were: (1) renewal of a contract with Vanguard Integrity Professionals, Inc. for maintenance and support services for proprietary software used by the MTA agencies to audit and monitor security access and controls for critical multi-agency applications; and (2) award of a competitively negotiated contract with Practising Law Institute to provide continuing legal education courses for approximately 240 attorneys from all of the MTA agencies to fulfill New York's mandatory continuing legal education requirements. The details of these items are contained in the minutes of the Metropolitan Transportation Authority held this day and the staff summaries and materials filed with those minutes.

5. **COMMITTEE ON NEW YORK CITY TRANSIT AUTHORITY/MA BSTOA/SIR/MTA BUS OPERATIONS**

Upon motion duly made and seconded, the Board approved items from the Committee on New York City Transit Authority/MA BSTOA/SIR/MTA Bus Operations. Included among these items was a non-competitive multi-agency contract with Racine Railroad Products, Inc. for the purchase of non-inventory replacement parts for maintenance and repair of equipment used by NYCT, SIR, LIRR and Metro-North. Details of this item are contained in the minutes of the MTA New York City Transit Authority, the Manhattan and Bronx Surface Transit Operating Authority, the MTA Bus Company, and the Staten Island Rapid Transit Operating Authority held this day and the staff summaries and materials filed with those minutes.

6. **COMMITTEE ON LIRR/LI BUS OPERATIONS**

Upon motion duly made and seconded, the Board approved the following LIRR non-competitive procurements and ratification recommended to it by the Committee on LIRR/LI Bus Operations. There were no competitive procurements.

Non-Competitive Procurements

1.	Harsco Rail	\$ 300,000-LIRR
	Sole Source	\$ 600,000-MNR
	Contract No. IT05198	<u>\$ 40,000-SIRTOA</u>
		\$ 940,000 Not-to-Exceed

LIRR requests Board approval of a joint LIRR/MNR/SIR procurement for sole source contracts with Harsco Rail ("Harsco") for a three-year period in a total not-to-exceed amount of \$940,000 (LIRR - \$300,000, MNR - \$600,000 and SIRTOA \$40,000) to provide replacement parts and technical assistance to support and maintain the Railroad's Harsco equipment used to support infrastructure maintenance.

- | | | |
|----|---|---|
| 2. | Rails Company
Non-Competitive
Contract No. IT05515 | \$ 680,000-LIRR
\$ 800,000-MNR
\$1,480,000 Not-to-Exceed |
|----|---|---|

LIRR requests Board approval of a joint LIRR/MNR sole source contract with Rails Company for a three-year period in a total not-to-exceed amount of \$1,480,000 (LIRR - \$680,000 and MNR - \$800,000) to provide replacement parts required to repair and maintain switch heaters.

Ratification

- | | | |
|----|---|--------------------|
| 1. | First Data Government Solutions
Non-Competitive
Contract No. IT05566 | \$37,177.81 |
|----|---|--------------------|

LIRR requests MTA Board ratification of a sole source renewal contract with First Data Government Solutions (FDGS) to continue to provide LIRR with maintenance on its current Mail & Ride Interactive Voice Recognition (IVR) system for one additional year. The amount of the award is \$37,177.81. The contract term is September 1, 2009 through August 31, 2010.

Details of the above items are set forth in staff summaries, copies of which are on file with the records of this meeting.

With respect to LIRR's request for ratification of the First Date Government Solutions contract, Chairman Walder noted that MTA was hoping to look at technologies that would permit the MTA to present a single, coordinated face to the customers of its different agencies. Board Member Pally noted that the First Data Government Solutions contract was being extended for a year, during which time period the MTA agencies could determine what other technologies might be available to meet this objective.

7. **COMMITTEE ON METRO-NORTH RAILROAD OPERATIONS**

Upon motion duly made and seconded, the Board unanimously approved Metro-North Committee items. Included among those items was the exercise of a two-year option on behalf of MNR, SIR and LIRR with Choice Distribution, Inc. for common hardware fasteners (e.g., nuts, bolts, washers, and lock nuts) used to support maintenance and repair of equipment, including rail cars, locomotives, subway cars, buses, maintenance vehicles and communications apparatus. Details of this item are contained in the minutes of the Metro-North Commuter Railroad Company and the staff summaries and materials filed with those minutes.

8. **REAL ESTATE**

Upon motion duly made and seconded, the Board unanimously approved the following real estate action item referred to it by the Committee on Capital Construction, Planning and Real Estate:

- a. License agreement with Carol Stahl and Alan Reider for parking of employees and patients at the rear of their medical office building at 450 Endo Blvd., Garden City, New York.

Details of the above action item is set forth in a staff summary, a copy of which is on file with the records of this meeting.

9. **EXECUTIVE SESSION**

Upon motion duly made and seconded, the Board voted to convene an executive session to discuss proposed, pending or current litigation.


10. **PUBLIC SESSION**

Upon motion duly made and seconded, the public session resumed.

11. **ADJOURNMENT**

Upon motion duly made and seconded, the Board unanimously voted to adjourn the meeting. The meeting was adjourned at 11:30 A.M.

Respectfully submitted,


Catherine A. Rinaldi
Secretary

Minutes of the Regular Meeting
Metro-North Commuter Railroad Company

Wednesday, October 28, 2009
9:30 a.m.

The following members were present:

Hon. Jay H. Walder, Chairman & CEO
Hon. Andrew M. Saul, Vice Chairman
Hon. Andrew Albert
Hon. John H. Banks, III
Hon. Robert C. Bickford
Hon. Norman E. Brown
Hon. Allen P. Cappelli
Hon. Donald Cecil
Hon. Jeffrey A. Kay
Hon. Mark D. Lebow
Hon. Susan Metzger
Hon. Mark Page
Hon. Mitchell H. Pally
Hon. Norman Seabrook
Hon. James L. Sedore, Jr.
Hon. Nancy Shevell
Hon. Carl V. Wortendyke

The following member was absent:

Hon. Doreen M. Frasca

Charles Monheim, Chief Operating Officer, Fredericka Cuenca, Acting Chief of Staff, James B. Henly, General Counsel, Catherine A. Blue, Acting Corporate Secretary, Board Member James Blair, Board Member Ira Greenberg, Board Member Vincent Tessitore, Jr., Board Member Ed Watt, Howard H. Roberts, Jr., President of NYCTA, Howard Permut, President of Metro-North, Susan Kupferman, President of TBTA, Joseph J. Smith, President of MTA Bus, LI Bus & Sr. V.P. NYCT Department of Buses, Michael Horodniceanu, President of MTA Capital Construction, and Douglas Sussman, Director, Community Affairs 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, the Metro-North Commuter Railroad Company, the MTA Capital Construction Company, the MTA Bus Company, and the First Mutual Transportation Assurance Company.

1. Public Comment:

There were ten public speakers. The details of the comments made are contained in the minutes of the meeting of the Board of the Metropolitan Transportation Authority held this day.

2. Chairman's Opening Remarks

The details of Chairman Walder's remarks are contained in the minutes of the Board of the Metropolitan Transportation Authority held this day.

3. Approval of Minutes – Upon motion duly made and seconded, the minutes of the Special Board Meeting of September 16, 2009 and the Regular Board Meeting of September 23, 2009 meeting were unanimously approved.

4. Committee on Finance:

Upon motion duly made and seconded, the Board unanimously approved the following item recommended to it by the Committee on Finance.

- Board Authorization to File for and Accept Federal Grants.

A staff summary and resolution setting forth the details of the above item is filed with the records of this meeting.

5. MTA HQ Procurements

The Board voted on MTA HQ Procurements. Among the items approved by the Board was a competitive procurement requiring majority vote to award an all-agency contract to Practising Law Institute to provide mandatory continuing legal education courses. The details of the above item are contained in the meeting of the Board of the Metropolitan Transportation Authority held this day and the staff summaries and reports filed with those minutes.

6. Committee on Transit Operations

The Board voted on transit items. Among the items approved by the Board was a non-competitive purchase and public works contract requiring two-thirds vote to award a contract to Racine Railroad Products, Inc. for the purchase of non-inventory replacement track parts for NYC Transit, LIRR, MNR and Staten Island Railway. The details of the above item are contained in the minutes of the Committee on Transit Operations and the staff summaries and reports filed with those minutes.

7. Committee on Long Island Rail Road

The Board voted on Long Island Rail Road items. Among the items approved by the Board were non-competitive procurements requiring two-thirds vote to award (1) a contract to Harsco Rail to provide LIRR, MNR, and SIRTOA with replacement parts and technical assistance to support and maintain the Railroads' Harsco equipment used to support infrastructure maintenance and (2) a contract to Rails

Company to provide LIRR and MNR with replacement parts required to repair and maintain switch heaters. The details of the above items are contained in the minutes of the Committee on Transit Operations and the staff summaries and reports filed with those minutes.

8. Committee on Metro-North Railroad Operations:

Mr. Sedore reported that Metro-North's east of Hudson on-time performance in September 2009 was 98.2%.

Procurements:

Upon motion duly made and seconded, the Board unanimously approved the following non-competitive procurements requiring two-thirds vote by the Board.

Non-Competitive Purchases and Public Work Contracts

- Loram Maintenance of Way, Inc. – Rail Grinding Services.

Upon motion duly made and seconded, the Board unanimously approved the following competitive procurements requiring majority vote by the Board.

Modifications to Personal/Miscellaneous Service Contracts

- Jacobs Civil Consultants, Inc. – Inspection/Design/Construction Support Services for Croton-Harmon & Peekskill Station Improvements.

Modifications to Miscellaneous Procurement Contracts

- Choice Distribution, Inc. – Multi-Agency Hardware Fastener Program.

Upon motion duly made and seconded, the Board unanimously approved the following ratifications requiring majority vote by the Board.

Ratification of Completed Procurement Actions

- Emergency Procurement of Third Rail Materials.
- Emergency Drain Pipe Repair-Middletown Station.

Staff summaries and reports setting forth the details of the above items are filed with the records of this meeting.

9. Committee on MTA Capital Construction, Planning & Real Estate

The Board voted on MTA Capital Construction, Planning and Real Estate items.

Upon motion duly made and seconded, the Board, among other items, approved the following real estate items recommended to it by the Committee on MTA Capital Construction, Planning & Real Estate.

- Approval to proceed with acquisition by negotiated purchase or condemnation, where appropriate, of one fee property interest and three temporary easements in support of the federally-funded project to replace and rebuild the bridge over the Hudson Line at Bridge Street in the Town of Poughkeepsie.
- Approval to proceed with condemnation, if necessary, of the fee title in property known as 401 East Fordham Road (Block 3273, portion of Lot 102), Bronx, New York, in support of the Bronx Stations / Capacity Improvement (Fordham Station) Project; Bronx, New York.
- License Agreement with Elaine Calvert for operation of a mobile coffee truck at Wassaic Station on the Harlem Line located in Wassaic, New York.
- License Agreement with The Stearn Company d/b/a The Beverage Bar for the storage of inventory in Storage Space MC 18-6 for Tenant's business conducted in the store premises, Grand Central Terminal, New York.
- License Agreement with Hudson Group (HG) Inc. d/b/a Hudson News for the storage of inventory in Storage Space LPS-1 F for Tenant's business conducted in the store premises, Grand Central Terminal, New York.

Staff summaries setting forth the details of the above items are filed with the records of this meeting.

10. Next Meeting - November 18, 2009 at 9:30 a.m.

11. Executive Session: Upon motion duly made and seconded, the Board unanimously voted to convene in Executive Session to discuss pending or current litigation. Upon motion duly made and seconded, the Board unanimously voted to re-convene in Public Session.

12. Upon motion duly made and seconded, the Board unanimously voted to adjourn the meeting at 11:30 a.m.

Respectfully submitted,



Linda Montanino
Assistant Secretary

**Minutes of the Regular Meeting
Triborough Bridge and Tunnel Authority
October 28, 2009**

Meeting Held at
347 Madison Avenue
New York, New York 10017

9:30 A.M.

The following members were present:

Hon. Jay H. Walder, Chairman & CEO
Hon. Andrew M. Saul, Vice Chairman
Hon. Andrew Albert
Hon. John H. Banks, III
Hon. Robert C. Bickford
Hon. Norman E. Brown
Hon. Allen P. Cappelli
Hon. Donald Cecil
Hon. Jeffrey A. Kay
Hon. Mark D. Lebow
Hon. Susan Metzger
Hon. Mark Page
Hon. Mitchell H. Pally
Hon. Norman Seabrook
Hon. James E. Sedore, Jr
Hon. Nancy Shevell
Hon. Carl V. Wortendyke

The following member was absent:

Hon. Doreen M. Frasca

Charles Monheim, Chief Operating Officer; Fredericka Cuenca, Acting Chief Of Staff; James B. Henly, General Counsel, MTA; Catherine Blue, Acting Corporate Secretary; Board Member James Blair; Board Member Ira Greenberg; Board Member Vincent Tessitore, Jr.; Board Member Edward Watt; Michael F. Horodniceanu, President MTA Capital Construction Company; Howard R. Permut, President, Metro-North Commuter Railroad; Susan L. Kupferman, President, MTA Bridges and Tunnels; Joseph J. Smith, President MTA Bus, Long Island Bus and Senior Vice President, New York City Transit Department of Buses; and Douglas R. Sussman, Director, Community Affairs, MTA 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, the Metro-North Commuter Railroad Company, the MTA Capital Construction Company, the MTA Bus Company, and the First Mutual Transportation Assurance Company.

Chairman's Opening Remarks

Chairman Walder thanked the Board for its previous service and promised his close cooperation with them in the future. He stated his belief that MTA is asked to do more, challenge itself and rise to the next level. He thanked Helena Williams, David Mack and Dale Hemmerdinger for their service and assistance. Details of the Chairman's remarks are on file with the minutes of the Metropolitan Transportation Authority.

1. **Public Speakers**

There were ten public speakers. Mr. Murray Bodin, Concerned Grandparents, spoke on a non agenda MTA Bridges and Tunnels issue with respect to exit ramp striping.

2. **Approval of the Minutes of the Board Meeting September 23, 2009 and Special Board Meetings**

The Minutes of the Special Board meeting held September 16, 2009, and the Minutes of the Regular Board meeting held September 23, 2009, were unanimously approved.

3. **Committee on Finance**

Upon the motion of Vice Chairman Saul, duly seconded, the Board approved a resolution authorizing the necessary documentation and delegation of authority to issue a Series of Obligations and Bond Anticipation Notes (BAN'S) to generate net proceeds of \$150 million for purposes of providing capital to finance TBTA capital Progress and/or to refund existing TBTA indebtedness. (A copy of the Resolution and documentation is on file with these minutes.)

4. **Committee for MTA Bridges and Tunnels Operations**

Upon a motion duly made and seconded the Board approved the following competitive procurements:

Modifications to Miscellaneous Procurement Contracts

Ammann & Whitney Consulting Engineers, PC	Contract No. PSC-08-2849A and B Provide miscellaneous construction inspection services on an as-needed basis. The aggregate not-to-exceed amount for the two contracts is \$7,000,000.	\$7,000,000.00 (aggregate not-to-exceed amount for the two contracts is \$7,000,000)
LiRo Engineers, Inc.		

Miscellaneous Service Contracts

American Industrial Doors, Inc.	Contract No. 08-MNT-2829Y	\$410,200.00 (B&T)
	Contractor to provide preventative	\$188,684.00 (LIB)
United Steel Products, Inc.	maintenance and repair to overhead	\$523,360.00 (MNR)
	rolling doors located at various B&T, LIB	<u>\$ 75,300.00 (MNR)</u>
	and MNR facilities for a period of three	\$1,197,544.00
	years.	
Triport International A.G.E.R. Inc.	Contract No. 09-MNT-2850	\$478,000.00
	Contractor to provide all labor, materials	
	and equipment necessary to perform	
	preventive maintenance, inspections,	
	scheduled and unscheduled maintenance	
	and all related repairs on our heavy duty	
	vehicles.	

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

Parsons Brinckerhoff/Chas. H. Sells (Joint Venture)	Contract No. PSC-03-2672	\$1,473,359.16
	Additional construction support services	
	for the Conceptual Design for Project	
	BW-89, Elevated and On-Grade Deck	
	Replacement at the Bronx-Whitestone	
	Bridge.	

Modifications to Purchase & Public Works Contracts

Conti of New York, LLC	Contract No. BW-89	\$1,394,000.00
	Additional work under Contract BW-89,	
	Replacement of the Bronx Approach and	
	Miscellaneous Repairs to the Queens	
	Approach at the Bronx-Whitestone	
	Bridge.	

5. **Executive Session**

The Board met in Executive session on matters unrelated to MTA Bridges and Tunnels.

6. **Adjournment**

Upon a motion duly made and seconded, the Board unanimously voted to adjourn the Meeting at 11:30 a.m.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Cindy L. Dugan", with a long horizontal flourish extending to the right.

Cindy L. Dugan
Assistant Secretary

Metropolitan Transportation Authority
Regular Board Meeting
347 Madison Avenue
New York, NY 10017
Wednesday, October 28, 2009
9:30 a.m.

The following members were present:

Hon. Jay H. Walder, Chairman & CEO
Hon. Andrew M. Saul, Vice Chairman
Hon. Andrew Albert
Hon. John H. Banks, III
Hon. Robert C. Bickford
Hon. Norman E. Brown
Hon. Allen P. Cappelli
Hon. Donald Cecil
Hon. Jeffrey A. Kay
Hon. Mark D. Lebow
Hon. Susan Metzger
Hon. Mark Page
Hon. Mitchell H. Pally
Hon. Norman Seabrook
Hon. James L. Sedore, Jr.
Hon. Nancy Shevell
Hon. Carl V. Wortendyke

The following member was absent:

Hon. Doreen M. Frasca

Charles Monheim, Chief Operating Officer, Fredericka Cuenca, Acting Chief of Staff, James B. Henly, General Counsel, Catherine A. Blue, Acting Corporate Secretary, Board Member James Blair, Board Member Ira Greenberg, Board Member Vincent Tessitore, Jr., Board Member Ed Watt, Howard H. Roberts, Jr., President of NYCTA, Howard Permut, President of Metro-North, Susan Kupferman, President of TBTA, Joseph J. Smith, President of MTA Bus, LI Bus & Sr. V.P. NYCT Department of Buses, Michael Horodniceanu, President of MTA Capital Construction, and Douglas Sussman, Director, Community Affairs also attended the meeting

Chairman Walder called the meeting to order.

Public Comment Period

There were no public speakers on any issues regarding MTA Capital Construction.

Approval of Minutes

Upon motion duly made and seconded, the MTA Board unanimously approved the minutes of the regular Board meeting held on September 23, 2009.

MTA Capital Construction Action Items

Upon motion duly made and seconded, the MTA Capital Construction Committee approved the following action items.

- Authorization to enter into an agreement with 135 William Street Associates LLC for a not to exceed amount of \$1 million for all services necessary to relocate the heating plant servicing 135 William Street to accommodate the construction of an entrance to the Fulton Street Transit Center.
- Authorization to enter into a design services agreement with Archstone Management for a not to exceed amount of \$385,000 to advance the design of changes to 301-303 East 83rd Street to accommodate an entrance to the 2nd Avenue Subway.
- Authorization to enter into a design services agreement with 250 East 87th Street Owner's Corp for a not to exceed amount of \$1.3 million to advance the design of utility relocations and structural modifications to accommodate the construction of an ancillary facility for the 2nd Avenue Subway.

MTA Capital Construction Procurement Items

Upon motion duly made and seconded, the MTA Capital Construction Committee approved the following procurement items.

- Award of on-call contracts, with no financial commitment, to eight firms for environmental consultant services to support MTACC's projects: 1) Weston Solutions, 2) Airtek Environmental Corp., 3) Gannett Fleming, Inc., 4) STV Group, Inc., 5) AKRF, Inc., 6) LiRo Engineers, Inc., 7) Hatch Mott MacDonald, Inc., and 8) Langan Engineering & Environmental Services.
- A ratification of an award of a contract to Intergraph Corporation to support the completion of the software for the electronic security program.

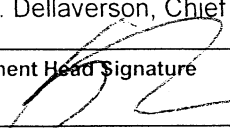

Adjournment

Upon motion duly made and seconded, the MTA Board voted to adjourn the public meeting at 11:30 a.m.

Respectfully submitted,


Miriam Cukier
Secretary

Staff Summary

Subject Bond Authorization
Department Finance
Department Head Name Gary J. Dellaverson, Chief Financial Officer
Department Head Signature 
Project Manager Name Patrick J. McCoy, Director of Finance 

Date November 18, 2009
Vendor Name
Contract Number
Contract Manager Name
Table of Contents Ref #

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance Comm.	11/16	X		
2	Board	11/18	X		

Internal Approvals			
Order	Approval	Order	Approval
	Chief of Staff	1	Legal 

In connection with the proposed issuance of MTA debt, the MTA Finance Department is seeking amended and restated MTA Board authorization and approval of the necessary documentation to issue new money bonds, notes or other obligations to finance an additional \$200 million of capital projects set forth in the transit and commuter capital programs (including MTA Bus). MTA and TBTA have issued \$2,129,993,339 of bonds against the January 2009 authorization of \$2,289,000,000 to fund existing approved transit, commuter, TBTA and MTA Bus capital programs. Capital spending requirements in 2009 have exceeded the adopted budget assumptions and are now anticipated to exceed the remaining 2009 authorized amount of \$159,006,661. MTA Capital Programs is assessing spending on existing approved projects to provide an explanation for the variance. Authorization is being sought to provide for this additional \$200 million in Transportation Revenue Bond issuance authority by raising the total 2009 authorization amount to \$2,489,000,000.

The MTA Finance Department will continue to report to the Finance Committee of the Board at each regularly scheduled meeting of such committee on the status of the proposed debt issuance schedule, the results of each bond issue, planned bond issues for the following month, the status of the ongoing commercial paper program as warranted, and any anticipated adjustment in the financing schedule.

PURPOSE:

1. To obtain, as applicable, MTA Board approval of the following amended and restated resolution, documents and activities in connection with the issuance of bonds in an increased aggregate principal amount necessary to finance an additional \$200 million of capital projects of the transit and commuter systems (including MTA Bus):

- Supplemental Resolution authorizing Metropolitan Transportation Authority Transportation Revenue Obligations, including providing for the issuance of the following:
 - o An aggregate principal amount of Transportation Revenue Bonds in one or more series necessary to finance capital projects of the transit and commuter systems (including MTA Bus), plus applicable issuance costs and any original issue discount, and
 - o Parity Reimbursement Obligations and other Parity Debt in an amount sufficient to secure any Credit Facilities in connection with the issuance of the Transportation Revenue Bonds.

2. To obtain, MTA Board approval for the refunding of any and all outstanding bonds, notes and other obligations, provided that the MTA Chief Financial Officer or the MTA Director of Finance makes a determination that the refunding of such bonds, notes or other obligations will be beneficial to the obligors thereof and/or their affiliates and subsidiaries. All such refundings shall be in addition to the continuing existing approval of the MTA Board to bond out the commercial paper program from time to time, as necessary or convenient, and to continue rolling over or reissuing the commercial paper under the Transportation Revenue commercial paper program up to its existing authorization of not to exceed \$750 million and renewed or new Credit Facilities or program documentation related thereto. It is understood that, within any year, the full \$750 million in commercial paper notes may be issued, bonded out, and reissued again, and the amount of such notes issued

from time to time shall not decrease the availability of \$2.489 billion in new money bonds, notes or obligations authorized to be issued by this Staff Summary.

3. With respect to the above-referenced financial transactions set forth in paragraphs 1 and 2, to obtain the MTA Board approval, as applicable, delegating authority to the Chairman and Chief Executive Officer, and the Chief Financial Officer of MTA, the Director of Budgets and Financial Management of MTA and the Director of Finance of MTA to award the obligations either pursuant to competitive bid or to members (or entities related to such firms) of the MTA underwriting syndicate (as defined in the Supplemental Resolution) to execute and/or deliver in each case, where appropriate:

- o Notices of Sale and bid forms,
- o Purchase Agreements with underwriters,
- o Official Statements and other disclosure documents,
- o Continuing Disclosure Agreements and related filings,
- o Remarketing Agreements,
- o Issuing and Paying Agent Agreements,
- o Dealer and Broker-Dealer Agreements,
- o Credit Facilities and related Parity Reimbursement Obligations and Parity Debt,
- o Escrow Agreements, and
- o Investment Agreements.

Any such documents will be in substantially the form of any document previously entered into by MTA for previous issues and programs, with such changes as approved by any one or more of the foregoing officers. In addition, such officers are hereby authorized to terminate, amend, supplement, replace or extend any such documents, including Credit Facilities (and related Parity Reimbursement Obligations and Parity Debt) and other documents related thereto, as they shall deem advisable. The MTA Board hereby further delegate to such officers authority to take such other actions as may be necessary or desirable to effectuate such transactions.

4. On behalf of MTA and its subsidiaries and affiliates, to authorize the Chairman and Chief Executive Officer, the Vice Chairmen, the Chief Financial Officer of the MTA, the Director of Budgets and Financial Management of MTA and the Director of Finance of MTA to take such other actions as may be necessary or desirable to effectuate the issuance of the new money bonds, commercial paper and other financial transactions set forth in paragraphs 1 through 3.

ALTERNATIVES:

The Board could determine to slow the pace of capital spending by strictly limiting the amounts available. The Board could determine to eliminate projects from existing approved Capital Programs.

RECOMMENDATION:

The MTA Board approve the above-referenced amended and restated resolution 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. This authorization shall continue in effect until the adoption in 2010 by the MTA and TBTA Boards of subsequent new money bond issuance supplemental resolutions.

METROPOLITAN TRANSPORTATION AUTHORITY

**MULTIPLE SERIES
TRANSPORTATION REVENUE BOND
SUPPLEMENTAL RESOLUTION**

**Adopted January 28, 2009, as amended on
November 18, 2009**

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**MULTIPLE SERIES
TRANSPORTATION REVENUE BOND
SUPPLEMENTAL RESOLUTION**

BE IT RESOLVED by the Metropolitan Transportation Authority (the "Issuer"),
as follows:

ARTICLE I

DEFINITIONS AND STATUTORY AUTHORITY

Section 1.01. Supplemental Resolution. This resolution is supplemental to, and is adopted, in accordance with Article II and Article A-VIII of, a resolution of the Issuer adopted on March 26, 2002, entitled "General Resolution Authorizing Transportation Revenue Obligations" (the "Resolution").

Section 1.02. Definitions.

1. All capitalized terms which are used but not otherwise defined in this Multiple Series Transportation Revenue Bond Supplemental Resolution (the "Supplemental Resolution") shall have the same meanings, respectively, as such terms are given by Section 102 of the Resolution.

2. In this Supplemental Resolution:

"Authorized Officer" shall include the officers designated as such in the Resolution, and the Director of Budgets and Financial Management, as well as any officer duly designated as "Acting" in said officer's capacity, except that, for the purposes of any delegation set forth herein that does not expressly include any Assistant Secretary, "Authorized Officer" shall not include any Assistant Secretary of the Issuer.

"Board" shall mean the members of the Issuer acting as such pursuant to the provisions of the Issuer Act.

"Bond Counsel" shall mean Hawkins Delafield & Wood LLP, Nixon Peabody LLP or any other attorney or firm of attorneys of nationally recognized standing in the field of law relating to the issuance of obligations by state and municipal entities, selected by the Issuer.

"Code" shall mean the Internal Revenue Code of 1986, as amended, and regulations thereunder.

"MTA DTF Series 2009 Net New Money Proceeds" shall have the meaning set forth for the term "Series 2009 Net New Money Proceeds" in a certain supplemental resolution adopted, on the same date of adoption of this Supplemental Resolution, by the MTA under its Dedicated Tax Fund Obligation Resolution adopted March 26, 2002.

"Multiple Credit Series 2009 Net New Money Proceeds" shall mean, as of any date of calculation, the aggregate of the Series 2009 Net New Money Proceeds, the MTA DTF

Series 2009 Net New Money Proceeds, the TBTA Senior Series 2009 Net New Money Proceeds and the TBTA Subordinate Series 2009 Net New Money Proceeds.

“Refunding Obligations for Savings” shall mean Refunding Obligations issued pursuant to Section 204 of the Resolution and this Supplemental Resolution in connection with which there has been delivered a certificate of an Authorized Officer (A) setting forth (1) the maximum annual Calculated Debt Service on the Obligations and Parity Debt (*including* the Refunding Obligations then proposed to be issued *but not including* the Obligations and Parity Debt to be refunded) and (2) the maximum annual Calculated Debt Service on the Obligations and Parity Debt as calculated immediately prior to the issuance of the Refunding Obligations (*including* the Obligations and Parity Debt to be refunded *but not including* the Refunding Obligations) and (B) stating that the maximum annual Calculated Debt Service set forth pursuant to (1) above is not greater than the maximum annual Calculated Debt Service set forth pursuant to (2) above. For the purposes of this definition, maximum annual Calculated Debt Service shall be calculated in each case for the then current and each future calendar year.

“Series CP-1 Notes Resolution” shall mean the Series CP-1 Transportation Revenue Bond Anticipation Note and Related Parity Debt Supplemental Resolution adopted by the Issuer on May 30, 2002.

“Series CP-1 Series Resolution” shall mean the Series CP-1 Transportation Revenue Bond Supplemental Resolution adopted by the Issuer on May 30, 2002.

“Series 2009 Bonds” shall mean the Transportation Revenue Bonds, Series 2009, authorized by Article II of this Supplemental Resolution in one or more Series or subseries.

“Series 2009 Net New Money Proceeds” shall have the meaning set forth in Section 2.01 of this Supplemental Resolution.

“TBTA Senior Series 2009 Net New Money Proceeds” shall have the meaning set forth for the term “Series 2009 Net New Money Proceeds” in a certain supplemental resolution adopted, on the same date of adoption of this Supplemental Resolution, by the TBTA under its General Resolution Authorizing General Revenue Obligations adopted on March 26, 2002.

“TBTA Subordinate Series 2009 Net New Money Proceeds” shall have the meaning set forth for the term “Series 2009 Net New Money Proceeds” in a certain supplemental resolution adopted, on the same date of adoption of this Supplemental Resolution, by the TBTA under its 2001 Subordinate Revenue Resolution Authorizing Subordinate Revenue Obligations adopted on March 26, 2002.

Section 1.03. Authority for this Supplemental Resolution. This Supplemental Resolution is adopted pursuant to the provisions of the Issuer Act and the Resolution.

ARTICLE II

AUTHORIZATION OF SERIES 2009 BONDS

Section 2.01. Authorized Principal Amount, Designation and Series.

Pursuant to the provisions of the Resolution and in order to finance Capital Costs and to issue Refunding Obligations, multiple Series of Transportation Revenue Obligations (which may be issued at one time or from time to time in any number of Series or subseries, which for purposes of this Supplemental Resolution shall collectively be referred to herein as the "Series 2009 Bonds", constituting Capital Cost Obligations or Refunding Obligations, as applicable, subject to redesignation as hereinafter provided) entitled to the benefit, protection and security of such provisions are hereby authorized to be issued in an aggregate principal amount not exceeding the principal amount necessary so that, after giving effect to any original issue discount (exclusive of any premium) and underwriters' discount from the principal amount, the amount to be deposited in the Proceeds Account pursuant to, or otherwise applied to effectuate the purposes of, Section 2.02 and Section 3.01 of this Supplemental Resolution (exclusive of the amount so deposited therein determined in any Certificate of Determination as estimated to be necessary to pay capitalized interest or to pay any Costs of Issuance of the Series 2009 Bonds payable from such Proceeds Account or otherwise applied to pay such Costs of Issuance), shall not exceed the amount or amounts determined in one or more Certificates of Determination to be necessary to effectuate the purposes set forth in Section 2.02 hereof; provided, however, that as of any date of original issuance of any Series or subseries of Series 2009 Bonds issued to finance Capital Costs, the amount of Multiple Credit Series 2009 Net New Money Proceeds shall not exceed \$2,489,000,000 (it being the intent of this Supplemental Resolution that such increased authorization be limited to this Supplemental Resolution). The net amounts authorized to finance Capital Costs (excluding (i) all amounts excluded above, such as original issue discount, underwriters' discount, capitalized interest and Costs of Issuance, (ii) costs financed through the issuance of Refunding Obligations for Savings, and (iii) amounts related to Capital Costs as set forth in clause (iii) of the definition of Capital Costs) pursuant to this Section and made available pursuant to issuances hereunder are hereinafter referred to as the "Series 2009 Net New Money Proceeds". Except as otherwise provided in a related Certificate of Determination, Transportation Revenue Bond Anticipation Notes, Series CP-1 Credit Enhanced issued or to be issued pursuant to the Series CP-1 Notes Resolution, or Bonds to be issued pursuant to the Series CP-1 Series Resolution shall not constitute Series 2009 Bonds and the proceeds thereof shall not be included in the calculations of Series 2009 Net New Money Proceeds or Multiple Credit Series 2009 Net New Money Proceeds. Nothing in this Supplemental Resolution is intended to preclude the issuance of Series 2009 Bonds as Refunding Obligations in accordance with Section 203 of the Resolution, but any such issuance shall be subject to the limitations set forth above respecting net new money proceeds, while issuances of Refunding Obligations for Savings and Refunding Obligations issued to refund any Outstanding Variable Interest Rate Obligations in order to manage interest rate exposure and the risk of accelerated principal payments to credit enhancers in connection with disruptions in the variable rate market shall not be subject to such limitations.

Series 2009 Bonds shall be designated as, and shall be distinguished from the Obligations of all other Series by the title, "Transportation Revenue Bonds, Series 2009" or such other title or titles set forth in the related Certificate of Determination.

The authority to issue Obligations and take related actions granted under previous resolutions of the Issuer shall continue in full force and effect. The authorization to issue the Series 2009 Bonds shall continue in effect until the adoption in 2010 by the MTA Board of a subsequent new money bond issuance supplemental resolution; provided, however, that to the extent the Issuer has pursuant to the provisions hereof (i) issued any Put Obligations or (ii) issued any other Obligations or taken any other action which assumes the future issuance of Obligations based on the authority granted under this Supplemental Resolution, the authority to issue such Obligations and take other related actions shall continue in effect without any further action by the Issuer.

Section 2.02. Purposes. The purposes for which the Series 2009 Bonds are issued shall be set forth in one or more Certificates of Determination and may include the payment of all or any part of the Capital Costs and the refunding or restructuring of all or any portion of any Outstanding Obligations or Parity Debt deemed advisable by an Authorized Officer in accordance with Section 204 of the Resolution, all to the extent and in the manner provided in this Supplemental Resolution.

Section 2.03. Dates, Maturities, Principal Amounts and Interest. The Series 2009 Bonds, except as otherwise provided in the Resolution, shall be dated the date or dates determined in the related Certificate of Determination. The Series 2009 Bonds shall mature on the date or dates and in the year or years and principal amount or amounts, and shall bear interest at the rate or rates per annum, if any, specified in or determined in the manner provided in the related Certificate of Determination.

Section 2.04. Interest Payments. The Series 2009 Bonds shall bear interest from their date or dates and be payable on such date or dates as may be determined pursuant to the related Certificate of Determination. Except as otherwise provided in the related Certificate of Determination, interest on the Series 2009 Bonds shall be computed on the basis of twelve 30-day months and a 360-day year.

Section 2.05. Denominations, Numbers and Letters. Unless otherwise provided in the related Certificate of Determination, the Series 2009 Bonds shall be issued in fully registered form without coupons in the denomination of \$5,000 or any integral multiple thereof.

The Series 2009 Bonds shall be lettered and numbered as provided in the related Certificate of Determination.

Section 2.06. Places of Payment and Paying Agent. Except as otherwise provided in the related Certificate of Determination, principal and Redemption Price of the Series 2009 Bonds shall be payable to the registered owner of each Series 2009 Bond when due upon presentation of such Series 2009 Bond at the principal corporate trust office of the Trustee. Except as otherwise provided in the related Certificate of Determination, interest on the registered Series 2009 Bonds will be paid by check or draft mailed on the interest payment date by the Paying Agent, to the registered owner at his address as it appears on the registration books or, at the option of any Owner of at least one million dollars (\$1,000,000) in principal amount of the Series 2009 Bonds, by wire transfer in immediately available funds on each interest payment

date to such Owner thereof upon written notice from such Owner to the Trustee, at such address as the Trustee may from time to time notify such Owner, containing the wire transfer address (which shall be in the continental United States) to which such Owner wishes to have such wire directed, if such written notice is received not less than twenty (20) days prior to the related interest payment date (such notice may refer to multiple interest payments).

Section 2.07. Sinking Fund Installments. The Series 2009 Bonds, if any, determined in the related Certificate of Determination shall be subject to redemption in part, by lot, on each date in the year or years determined in the Certificate of Determination at the principal amount thereof plus accrued interest up to but not including the date of redemption thereof, from mandatory Sinking Fund Installments which are required to be made in amounts sufficient to redeem on each such date the principal amount of such Series 2009 Bonds.

Section 2.08. Redemption Prices and Terms. The Series 2009 Bonds may also be subject to redemption prior to maturity, at the option of the Issuer, upon notice as provided in Article A-IV of the Resolution, at any time as a whole or in part (and by lot within a maturity if less than all of a maturity is to be redeemed), from maturities designated by the Issuer on and after the date and in the years and at the Redemption Prices (expressed as a percentage of principal amount) determined in the related Certificate of Determination, plus accrued interest up to but not including the redemption date.

Section 2.09. Delegation to an Authorized Officer. 1. There is hereby delegated to each Authorized Officer, subject to the limitations contained in this Supplemental Resolution, the following powers with respect to the Series 2009 Bonds:

(a) to determine whether and when to issue any Series 2009 Bonds constituting Capital Cost Obligations or Refunding Obligations and to determine the amount of the Series 2009 Net New Money Proceeds, the amount of the proceeds of the Series 2009 Bonds to be applied to refunding purposes as well as the specific Obligations or Parity Debt or portions of either to be refunded and the date or dates, if any, on which such Refunded Bonds shall be redeemed, the amount of the Multiple Credit Series 2009 Net New Money Proceeds, and the amount of the proceeds of the Series 2009 Bonds estimated to be necessary to pay the Costs of Issuance of the Series 2009 Bonds and capitalized interest, if any;

(b) to determine the purpose or purposes for which the Series 2009 Bonds are being issued, which shall be one or more of the purposes set forth in Section 2.02 of this Supplemental Resolution;

(c) to determine the principal amounts of the Series 2009 Bonds to be issued for each of the purposes set forth in Section 2.02 of this Supplemental Resolution and whether such principal amounts constitute a separate Series or a subseries of Series 2009 Bonds, which principal amounts (and the aggregate of all such Series and subseries) shall not exceed the principal amounts permitted by Section 2.01 of this Supplemental Resolution, and to determine Accreted Values and Appreciated Values, if applicable;

(d) to determine the maturity date and principal amount of each maturity of the Series 2009 Bonds and the amount and due date of each Sinking Fund Installment, if any;

(e) to determine the date or dates which the Series 2009 Bonds shall be dated and the interest rate or rates of the Series 2009 Bonds or the manner of determining such interest rate or rates; provided, however, that any Obligations issued as Tax-Exempt Obligations shall be subject to a maximum interest rate of not greater than 10% per annum, any Obligations issued as Taxable Obligations shall be subject to a maximum interest rate of not greater than 12% per annum, any Variable Interest Rate Obligations issued as Tax-Exempt Obligations shall be subject to a maximum interest rate of not greater than 12% per annum, any Variable Interest Rate Obligations issued as Taxable Obligations shall be subject to a maximum interest rate of not greater than 18% per annum and any Parity Reimbursement Obligations shall be subject to a maximum interest rate of not greater than 25% per annum, or, in each such case, such higher rate or rates as determined by the Issuer's Board;

(f) to determine the Redemption Price or Redemption Prices, if any, and the redemption terms, if any, for the Series 2009 Bonds; provided, however, that if the Series 2009 Bonds are to be redeemable at the election of the Issuer, the Redemption Price shall not be greater than one hundred three percent (103%) of the principal amount of the Series 2009 Bonds to be redeemed, plus accrued interest thereon up to but not including the date of redemption;

(g) to determine whether the sale of the Series 2009 Bonds shall be conducted on either a negotiated or competitive bid basis and, as applicable, to determine the purchase price for the Series 2009 Bonds to be paid by the purchasers referred to in the Purchase Agreement or the purchase price for the Series 2009 Bonds to be paid by the winning bidder, if such sale is conducted by competitive bid pursuant to a Notice of Sale, in either case as such document is described in Section 2.10 of this Supplemental Resolution, which may include such original issue discount and original issue premium as shall be determined in the related Certificate of Determination; provided, however, that the underwriters' discount reflected in such purchase price shall not exceed \$10.00 for each one thousand dollars (\$1,000) principal amount of the Series 2009 Bonds;

(h) to take all actions required for the Series 2009 Bonds to be eligible under the rules and regulations of The Depository Trust Company ("DTC") for investment and trading as uncertificated securities, to execute and deliver a standard form of letter of representation with DTC and, notwithstanding any provisions to the contrary contained in this Supplemental Resolution, to include in the related Certificate of Determination such terms and provisions as may be appropriate or necessary to provide for uncertificated securities in lieu of Series 2009 Bonds issuable in fully registered form;

(i) to determine whether to issue all or any portion of the Series 2009 Bonds as Tax-Exempt Obligations, Taxable Obligations, Put Obligations, Variable Interest Rate Obligations or as any other form of Obligations permitted by the Resolution and any matters related thereto, including (i) the terms and provisions of any such Obligations, (ii) the selection of remarketing agents, tender agents, auction agents, dealers, bidding agents or any other agents or parties to ancillary arrangements and the terms of any such arrangements, and (iii) the methods for determining the accrual of Debt Service;

(j) to determine the advisability, as compared to an unenhanced transaction, of obtaining one or more Credit Facilities, to select a provider or providers thereof and to

determine and accept the terms and provisions and price thereof, to determine such other matters related thereto as in the opinion of the officer executing the related Certificate of Determination shall be considered necessary or appropriate and to effect such determinations by making any changes in or additions to this Supplemental Resolution required by Credit Facility providers, if any, or required by a Rating Agency in order to attain or maintain specific ratings on the Series 2009 Bonds, or relating to the mechanisms for the repayment of amounts advanced thereunder or payment of fees, premiums, expenses or any other amounts, notices, the provision of information, and such other matters of a technical, mechanical, procedural or descriptive nature necessary or appropriate to obtain or implement a Credit Facility with respect to the Series 2009 Bonds, and to make any changes in connection therewith;

(k) to make such changes in or from the form of this Supplemental Resolution as may be necessary or desirable in order to cure any ambiguities, inconsistencies or other defects;

(l) to determine whether to (i) enter into an escrow agreement or other arrangement in connection with the issuance of Refunding Obligations, including the selection of escrow agents, verification agents and the manner of determining specified matters relating to the defeasance of Obligations and (ii) purchase SLGs or open market securities and the form and substance thereof and any related investment agreement, and to determine the application of any amounts released in connection with any such refunding; and

(m) to determine such other matters specified in or permitted by (i) Sections 202, 203, 204 and A-201 of the Resolution or (ii) this Supplemental Resolution, or to determine matters relating to the payment or defeasance of Obligation Anticipation Notes, including preparation of any documentation therefor.

2. Any Authorized Officer shall execute one or more Certificates of Determination evidencing the determinations made pursuant to this Supplemental Resolution and any such Certificate of Determination shall be conclusive evidence of the determinations of such Authorized Officer, as stated therein. More than one Certificate of Determination may be delivered to the extent more than one Series or subseries of Series 2009 Bonds are delivered from time to time, or other authority is exercised under this Supplemental Resolution from time to time and each such Certificate of Determination shall be delivered to the Trustee prior to the authentication and delivery of the respective Series or subseries of Series 2009 Bonds by the Trustee or other documentation. Determinations set forth in any Certificate of Determination shall have the same effect as if set forth in this Supplemental Resolution. Any such Authorized Officer may exercise any authority delegated under this Supplemental Resolution from time to time following issuance of any Series 2009 Bonds, as appropriate for any purposes, including, in order to change interest rate modes or auction periods, obtain a substitute or additional Credit Facility or to appoint new or additional agents or other parties deemed appropriate to a particular form or mode of Obligation or manner of sale.

Section 2.10. Sale of Series 2009 Bonds. If it is determined that any sale of Bonds shall be conducted on a negotiated basis, each Authorized Officer is hereby authorized to sell and award the Series 2009 Bonds to the purchasers who shall be on the list of underwriters then approved by the Issuer and shall be referred to in the Purchase Agreement or Agreements, which Purchase Agreement or Agreements shall be substantially in the form most recently

executed or delivered by the Issuer in connection with the sale of Obligations, with such revisions to reflect the terms and provisions of the Series 2009 Bonds as may be approved by the officer executing the Purchase Agreement (each, a "Purchase Agreement"). Each Authorized Officer is hereby authorized to agree to the selection of the representative of the underwriters as referred to in the Purchase Agreement or Agreements and to execute and deliver the Purchase Agreement or Agreements for and on behalf and in the name of the Issuer with such changes, omissions, insertions and revisions as may be approved by the officer executing the Purchase Agreement or Agreements, said execution being conclusive evidence of such approval and concurrence in the selection of the representative of the underwriters.

If it is determined that any sale of Bonds shall be conducted on a competitive bid basis, each Authorized Officer is hereby further authorized to conduct the sale and award of the Series 2009 Bonds on the basis of a competitive bid, pursuant to the terms of a notice of sale, including bid form (the "Notice of Sale"), in a form, including any limitations on permitted bidders and a description of the basis for determining the winning bidder or bidders, determined by such Authorized Officer. Each Authorized Officer is hereby authorized to conduct such competitive sale of the Series 2009 Bonds in a manner consistent with this Supplemental Resolution and to utilize the services of the Authority's financial advisor and the services of an electronic bidding service, as such Authorized Officer shall determine, and the execution by such Authorized Officer of a letter of award shall be conclusive evidence of such award.

Each Authorized Officer is hereby authorized to make public and to authorize the use and distribution by said purchasers or other appropriate parties of a preliminary official statement, offering circular, or other disclosure document (the "Preliminary Official Statement") in connection with each public offering or any private placement of the Series 2009 Bonds, in substantially the form most recently executed or delivered by the Issuer in connection with the sale of Obligations, with such changes, omissions, insertions and revisions as such officer shall deem advisable. The Issuer authorizes any of said officers to deliver a certification to the effect that such Preliminary Official Statement or Official Statement, if deemed necessary or appropriate, together with such other documents, if any, described in such certificate, was deemed final as of its date for purposes of Rule 15c2-12 of the Securities and Exchange Commission as applicable.

Each Authorized Officer is hereby authorized to make public and to authorize distribution of a final Official Statement in substantially the form of each Preliminary Official Statement or the most recently executed and delivered Official Statement if there is not a Preliminary Official Statement, with such changes, omissions, insertions and revisions as such officer shall deem advisable, to sign such Official Statement and to deliver such Official Statement to the purchasers of such issue of the Series 2009 Bonds, such execution being conclusive evidence of the approval of such changes, omissions, insertions and revisions.

Each Authorized Officer is hereby authorized to execute and deliver for and on behalf and in the name of the Issuer, to the extent determined by such Authorized Officer to be necessary or convenient, a Continuing Disclosure Agreement, substantially in the form appended to the Purchase Agreement or Notice of Sale, with such changes, omissions, insertions and revisions as such officer shall deem advisable (the "Continuing Disclosure Agreement"), said

execution being conclusive evidence of the approval of such changes, omissions, insertions and revisions.

The proceeds of each good faith check, if any, received by the Issuer from the purchasers of each issue of Series 2009 Bonds under the terms of the related Purchase Agreement or Notice of Sale may be invested by the Issuer pending application of the proceeds of such good faith check for the purposes provided in Section 2.02 of this Supplemental Resolution at the time of the issuance and delivery of such Series 2009 Bonds.

Each Authorized Officer (including any Assistant Secretary of the Issuer) is hereby authorized and directed to execute, deliver, amend, replace or terminate any and all documents and instruments (including any remarketing agreements, tender agency agreements, dealer agreements, broker-dealer agreements, tender agent agreements, or auction agency agreements, any escrow agreements, any investment agreements or arrangements, or any reimbursement agreements or documents or instruments relating to a Credit Facility deemed appropriate to a given form or mode of an Obligation) and to do and cause to be done any and all acts necessary or proper for carrying out each Purchase Agreement or Notice of Sale, each Continuing Disclosure Agreement, the terms of any Credit Facility or other such agreement or arrangement, and the issuance, sale and delivery of each issue of the Series 2009 Bonds and for implementing the terms of each issue of the Series 2009 Bonds and the transactions contemplated hereby or thereby.

When reference is made in this Supplemental Resolution to the authorization of an Authorized Officer to do any act, such act may be accomplished by any of such officers individually.

Section 2.11. Forms of Series 2009 Bonds and Trustee's Authentication Certificate. Subject to the provisions of the Resolution, the form of registered Series 2009 Bonds, and the Trustee's certificate of authentication, shall be substantially in the form set forth in Exhibit One to the Resolution including, if necessary, any changes to comply with the requirements of DTC or the provisions of this Supplemental Resolution or any Certificate of Determination.

Section 2.12. Appointment of Trustee and Paying Agent. Unless otherwise provided by Certificate of Determination, The Bank of New York Mellon, as successor in interest to JPMorgan Chase Bank, N.A. shall be the Trustee under the Resolution and the Paying Agent for the Series 2009 Bonds.

Section 2.13. Payment Agreements. The Board of the Issuer has adopted Guidelines For Entering Into Payment Agreements (the "Guidelines"). The Board of the Issuer, consistent with the Guidelines, hereby authorizes the Chairman, any Vice Chairmen, the Executive Director, the Chief Financial Officer, the Director of Budgets and Financial Management, or the Director of Finance of the Issuer, as well as any officer duly designated as "Acting" in said officer's capacity, from time to time to terminate, amend, supplement, replace, extend or otherwise modify any existing "payment agreements," as defined in the Guidelines which constitute Qualified Swaps at any time for purposes including, but not limited to, the effectuation of a change in the basis for or timing of the payments to be made thereunder,

modifications of the terms or provisions relating to termination provisions, the provision of collateral thereunder, or the granting of option rights to the counterparty, as such Authorized Officer determines to be necessary or desirable and consistent with the terms and provisions of the Guidelines, and to enter into other documents necessary or appropriate to completing any such transaction, substantially in the form of the previously used ISDA Master Agreement, Schedule and Confirmation thereto, or similar products, and to negotiate the terms thereof with any "Authorized Payment Agreement Provider," as hereinafter defined, which shall be the provider of such payment agreement, or competitively bid such payment agreement among any Authorized Payment Agreement Providers, and to make such changes, omissions, insertions and revisions as such officer shall deem advisable, said execution being conclusive evidence of the approval of such changes, omissions, insertions and revisions.

The procurement, negotiation or entering into of any new payment agreement in connection with any Series 2009 Bonds for either new money or refunding purposes, shall require the affirmative prior approval of the Board by amended or new resolution.

For purposes of this Section 2.13, an "Authorized Payment Agreement Provider" shall mean any (i) entity qualified pursuant to a request for qualification, request for proposal or similar process, or (ii) other entity selected by the Chairman, the Executive Director or the Chief Financial Officer, as well as any officer duly designated as "Acting" in said officer's capacity.

Any such Authorized Officer is hereby authorized to find and determine on behalf of the Authority the reasons for entering into any such transactions, including, without limitation, that such transactions are reasonably expected to, among other things, reduce the Issuer's exposure to changes in interest rates and/or are projected to result in a lower net cost of borrowing than other alternatives.

ARTICLE III

DISPOSITION OF SERIES 2009 BOND PROCEEDS

Section 3.01. Disposition of Series 2009 Bond Proceeds. Any proceeds of the sale of the Series 2009 Bonds, other than accrued interest, if any, shall be deposited, simultaneously with the issuance and delivery of the Series 2009 Bonds, at one time or from time to time in one or more Series or subseries, in the Proceeds Account which is deemed to be established for each Series in the Proceeds Fund to be applied; or shall otherwise be applied pursuant to a Certificate of Determination to:

- (a) the payment of all or any part of the Capital Costs;
- (b) the refunding of any Obligations or Parity Debt or portions of either; and
- (c) the balance of such proceeds, exclusive of accrued interest, shall be deposited in the Costs of Issuance Account and applied to the payment of Costs of Issuance or otherwise applied to the payment of Costs of Issuance.

Unless otherwise provided in a Certificate of Determination, the accrued interest, if any, and any capitalized interest, received on the sale of the Series 2009 Bonds shall be deposited in the Debt Service Fund.

ARTICLE IV

TAX COVENANTS AND DEFEASANCE

Section 4.01. Tax Covenants Relating to the Series 2009 Bonds. The Issuer covenants that, in order to maintain the exclusion from gross income for Federal income tax purposes of the interest on the Series 2009 Bonds issued as Tax-Exempt Obligations, the Issuer will satisfy, or take such actions as are necessary to cause to be satisfied, each provision of the Code necessary to maintain such exclusion. In furtherance of this covenant, the Issuer agrees to comply with such written instructions as may be provided by Bond Counsel. In furtherance of the covenant contained in the preceding sentence, the Issuer agrees to continually comply with the provisions of any "Arbitrage and Use of Proceeds Certificate" or "Tax Certificate" to be executed by the Issuer in connection with the execution and delivery of any Series 2009 Bonds issued as Tax-Exempt Obligations, as amended from time to time.

Notwithstanding any other provision of the Resolution to the contrary, upon the Issuer's failure to observe, or refusal to comply with, the above covenant (a) the Owners of the Series 2009 Bonds, or the Trustee acting on their behalf, shall be entitled to the rights and remedies provided to Owners or the Trustee under Section 702 of the Resolution, and (b) neither the Owners of the Obligations of any Series or holders of any Parity Debt (other than the Series 2009 Bonds or the Trustee acting on their behalf), nor the Trustee acting on their behalf, shall be entitled to exercise any right or remedy provided to the Owners, the Parity Debt holders or the Trustee under the Resolution based upon the Issuer's failure to observe, or refusal to comply with, the above covenant.

The provisions of the foregoing covenants set forth in this Section shall not apply to any Series 2009 Bonds, including any subseries thereof, which the Issuer determines pursuant to the applicable Certificate of Determination to issue as Taxable Obligations.

Section 4.02. Defeasance. In the event the Issuer shall seek, prior to the maturity or redemption date thereof, to pay or cause to be paid, within the meaning and with the effect expressed in the Resolution, all or less than all Outstanding Series 2009 Bonds issued as Tax-Exempt Obligations and the provisions of Section 4.01 hereof shall then be of any force or effect, then, notwithstanding the provisions of Article A-XI of the Resolution, the Series 2009 Bonds issued as Tax-Exempt Obligations which the Issuer then seeks to pay or cause to be paid shall not be deemed to have been paid within the meaning and with the effect expressed in Section A-1101 of the Resolution unless (i) the Issuer has confirmed in writing that the Owners of the Series 2009 Bonds issued as Tax-Exempt Obligations which the Issuer then seeks to pay or cause to be paid will continue, after such action, to have the benefit of a covenant to the effect of the covenant of the Issuer contained in Section 4.01 hereof or (ii) there shall have been delivered to the Trustee an Opinion of Bond Counsel to the effect that non-compliance thereafter with the applicable provisions of the Code will not affect the then current treatment of interest on the Series 2009 Bonds issued as Tax-Exempt Obligations in determining gross income for Federal income tax purposes.

Staff Summary



Metropolitan Transportation Authority

Page 1 of 1

Subject Request for Authorization to Award Various Procurements
Department Administration
Department Head Name Linda Kleinbaum
Department Head Signature
Division Head Name Clifford Shockley

Date November 5, 2009
Vendor Name Various
Contract Number Various
Contract Manager Name Various
Table of Contents Ref #

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance	11/16/09			
2	Board	11/18/09			

Internal Approvals			
Order	Approval	Order	Approval
			Office of Civil Rights
	Executive Director		Legal
3	Budgets & Financial Mgmt.		EITG
1	Procurement	2	Administration

PURPOSE:

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

DISCUSSION:

MTAHQ proposes to award Non-competitive procurements in the following categories:

of Actions \$ Amount

None - 0 -

MTAHQ proposes to award Competitive procurements in the following categories:

Schedules Requiring Majority Vote

Schedule F: Personal Service Contracts

	1	\$765,087.54
SUBTOTAL	1	\$765,087.54

MTAHQ presents the following procurement actions for Ratification:

	None	- 0 -
TOTAL	1	\$765,087.54

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 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, upon the recommendation of the Executive Director, 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 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.
7. The Board authorizes the budget adjustments to estimated quantity contracts set forth in Schedule L.

LIST OF PROCUREMENTS FOR BOARD APPROVAL, NOVEMBER 2009
COMPETITIVE PROCUREMENTS

METROPOLITAN TRANSPORTATION AUTHORITY

Procurements Requiring Majority Vote:

F. Personal Service Contracts

Staff Summaries required for items greater than: \$100K Sole Source; \$250K Other Non-Competitive, \$1M Competitive)

- | | | |
|----|---|---------------------|
| 1. | Skyline Connections, Inc. | \$765,087.54 |
| | Web-based Contract Compliance System | (Fixed) |
| | For MTA Office of Civil Rights | |
| | Contract No. 07167-0100 | |

Competitively negotiated – 4 proposals – 5 years

Contractor to provide a proprietary web-based Contract Compliance System for the MTA Office of Civil Rights (OCR). This system will automate the processes involved in certifying Minority, Women and Disadvantaged Business Enterprises (M/W/DBE), and gathering and monitoring M/W/DBE participation data. The system will allow firms to submit their certification applications online, which is not currently done. This web-based system will provide OCR with a more efficient contract integrity monitoring process that will: 1) track M/W/DBE subcontracts at all agencies for every prime contractor and subcontractor; 2) monitor the firms with respect to compliance with M/W/DBE participation commitments; 3) generate notifications, form letters and emails; 4) generate key regulatory reports, such as semi-annual FTA reports, quarterly New York State reports, quarterly MTA Board reports, special request reports and various internal management reports; and 5) give MTA agencies the ability to upload contract information.

Of the four proposals that were received, two were deemed non-responsive because they did not meet the technical requirements of the RFP. After negotiations with the two short-listed firms, Skyline and CherryRoad Technologies, it was determined by the Selection Committee that Skyline's offer presented the best technical solution at a substantially lower cost. The fixed cost of \$765,087.54 negotiated with Skyline is \$1,953,950.26 or 71.86% lower than the cost of \$2,719,037.80 proposed by CherryRoad. Skyline's off-the-shelf software, which is in use at other governmental organizations (e.g., Washington, D.C. DOT, NYS Dormitory Authority, Empire State Development Corp., etc.) meets 75% to 80% of MTA's needs and requires only two modifications to meet all of MTA's requirements. CherryRoad's proposal would have to build the software from scratch because they did not have an existing, off the shelf product. Based on the above factors and savings, the fixed price of \$765,087.54 negotiated with Skyline, which includes five years of software maintenance and support, is deemed fair and reasonable.

Subject Request for Authorization to Award Various Procurements					
Department Materiel					
Department Head Name Stanley J. Grill					
Department Head Signature <i>Stanley J. Grill</i>					
Project Manager Name Rose Davis					
Board Action					
Order	To	Date	Approval	Info	Other
1	Committee	11/16/09			
2	Board	11/18/09			

October 26, 2009			
Vendor Name			
Contract Number			
Contract Manager Name			
Table of Contents Ref #			
Internal Approvals			
	Approval		Approval
	President <i>[Signature]</i>	X	Capital Construction Co.
	Executive VP <i>[Signature]</i>	X	Subways
X	Capital Prog. Management	X	Buses
	Law	X	Off. Of Civil Rights

Internal Approvals (cont.)							
Order	Approval	Order	Approval	Order	Approval	Order	Approval
	MTA Bus Co.						

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 Non-Competitive procurements in the following categories:

Procurements Requiring Two Thirds Vote:		# of Actions	\$ Amount
Schedule A:	Non-Competitive Purchases and Public Work Contracts	2	\$ 4.5 M
	• Kone Spares \$ 3.0 M		
	• Pandrol USA, LP \$ 1.5 M		
Schedules Requiring Majority Vote			
Schedule E:	Miscellaneous Procurement Contracts	1	\$ 3.3 M
	• Infor Global Solutions, Inc. \$ 3.3 M		
Schedule G:	Miscellaneous Service Contracts	1	\$.6 M
	• Spacesaver Systems of NJ, Inc. \$.6 M		
SUBTOTAL		4	\$ 8.4 M

NYC Transit proposes to award Competitive procurements in the following categories:

Schedules Requiring Majority Vote

Schedule F: Personal Service Contracts	4	\$	36.0 M
Schedule G: Miscellaneous Service Contracts	2	\$.5 M
Schedule L: Budget Adjustments to Estimated Quantity Contracts	3	\$	1.8 M
	<u>9</u>	<u>\$</u>	<u>38.3 M</u>

NYC Transit proposes to award Ratifications in the following categories:

Schedules Requiring Two-Thirds Vote:

Schedule D: Ratification of Completed Procurement Actions	1	\$.05 M
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Schedules Requiring Majority Vote:

Schedule K: Ratification of Completed Procurement Actions:	3	\$	1.6 M
	<u>4</u>	<u>\$</u>	<u>1.7 M</u>
	17	\$	48.4 M

BUDGET IMPACT: The purchases/contracts will result in obligating NYC Transit funds in the amounts listed. Funds are available in the current 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

WHEREAS, in accordance with Section 1265-a and 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 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 Guidelines for Procurement of Services, the Board authorizes the award of certain service contracts and certain change orders to service contracts.

NOW, upon the recommendation of the Executive Director, 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.
7. The Board authorizes the budget adjustments to estimated contracts set forth in Schedule L.

NOVEMBER 2009

LIST OF NON-COMPETITIVE PROCUREMENTS FOR BOARD APPROVAL

Procurements Requiring Two-Thirds Vote:

Page

A. Non-Competitive Purchases and Public Work Contracts

(Staff Summaries required for all items greater than: \$100K Sole Source; \$250K Other Non-Competitive.) Note – in the following solicitations, NYC Transit attempted to secure a price reduction. No other substantive negotiations were held except as indicated for individual solicitations.

- | | | | | |
|----|--|-----------------------|-------------------------------|----|
| 1. | Kone Spares
Sole Source – Three-year omnibus
Purchase of inventory and non-inventory bus parts. | \$3,000,000.00 (Est.) | <u>Staff Summary Attached</u> | 57 |
| 2. | Pandrol USA, LP
Sole Source – Three-year omnibus
Purchase of inventory and non-inventory subway parts. | \$1,500,000.00 (Est.) | <u>Staff Summary Attached</u> | 58 |

Procurements Requiring Majority Vote:

E. Miscellaneous Procurement Contracts

(Staff Summaries required for all items greater than: \$100K Sole Source; \$250K Other Non-Competitive; \$1M Competitive.)

- | | | | | |
|----|--|-----------------------|-------------------------------|----|
| 3. | Infor Global Solutions, Inc.
Non-Competitive – Five-year contract, with 2 one-year options
Contract #09H0162
Technical Support for Spear Computerized Maintenance Management Systems. | \$3,277,042.00 (Est.) | <u>Staff Summary Attached</u> | 59 |
|----|--|-----------------------|-------------------------------|----|

G. Miscellaneous Service Contracts

(Staff Summaries required for all items greater than: \$100K Sole Source; \$250K Other Non-Competitive; \$1M RFP; No Staff Summary required if sealed bid procurement.)

- | | | | | |
|----|--|--------------------|-------------------------------|----|
| 4. | Spacesaver Systems of NJ, Inc.
Non-Competitive – Five-year contract
Req. # U-A274311
Provide preventive and remedial maintenance for 13 Hanel Rotomats and 46 Lean-Lift vertical storage units. | \$600,668.00 (NTE) | <u>Staff Summary Attached</u> | 60 |
|----|--|--------------------|-------------------------------|----|

Schedule A: Non-Competitive Purchases and Public Work Contracts

Item Number: 1

Vendor Name (& Location) Kone Spares (Moline, IL)		Contract Number NONE	Renewal? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
Description Purchase of non-inventory and inventory escalator and powerwalk parts		Total Amount: \$3,000,000.00 (Est.)	
Contract Term (including Options, if any) Three years		Funding Source <input checked="" type="checkbox"/> Operating <input type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other:	
Option(s) included in Total Amount? <input type="checkbox"/> Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> n/a		Requesting Dept/Div & Dept/Div Head Name: Division of Materiel, Stanley J. Grill	
Procurement Type <input type="checkbox"/> Competitive <input checked="" type="checkbox"/> Non-competitive			
Solicitation Type <input type="checkbox"/> RFP <input type="checkbox"/> Bid <input checked="" type="checkbox"/> Other: Sole Source			

Discussion:

This omnibus approval will cover items identified as obtainable only from Kone Spare (Kone) and will eliminate the need to advertise and prepare individual procurement staff summaries for board approval for each procurement over the \$15,000 small purchase threshold. There are approximately 214 items covered by this approval for the purchase of escalator and powerwalk parts supplied by Kone. These items are identified as obtainable only from Kone for the following reasons: sole pre-qualified manufacturer on the Qualified Products List, and not available from any distributors or other sources; publicly advertised within a twelve month period without an acceptable alternate supplier; or proprietary to Kone. These items are advertised a minimum of once every twelve months to seek competition. These sole source parts will be purchased on an as required basis. NYC Transit currently has 176 escalators and two powerwalks throughout the NYC Transit system. Procurement performed a price analysis on previously purchased sole-source items and found a weighted average annual price decrease of 0.29%. Each item released from the omnibus approval will be subject to a price analysis and Procurement will determine whether the price offered is fair and reasonable.

Schedule A: Non-Competitive Purchases and Public Work Contracts

Item Number: 2

Vendor Name (& Location) Pandrol USA, LP (Bridgeport, NJ)		Contract Number NONE	Renewal? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
Description Purchase of non-inventory and inventory track material		Total Amount: \$1,500,000.00 (Est.)	
Contract Term (including Options, if any) Three years		Funding Source <input checked="" type="checkbox"/> Operating <input type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other:	
Option(s) included in Total Amount? <input type="checkbox"/> Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> n/a		Requesting Dept/Div & Dept/Div Head Name: Division of Materiel, Stanley J. Grill	
Procurement Type <input type="checkbox"/> Competitive <input checked="" type="checkbox"/> Non-competitive			
Solicitation Type <input type="checkbox"/> RFP <input type="checkbox"/> Bid <input checked="" type="checkbox"/> Other: Sole Source			

Discussion:

This omnibus approval will cover items identified as obtainable only from Pandrol USA, LP (Pandrol) and will eliminate the need to advertise and prepare individual procurement staff summaries for board approval for each procurement over the \$15,000 small purchase threshold. There are approximately six items covered by this approval for the purchase of track material supplied by Pandrol. These items are identified as obtainable only from Pandrol for the following reasons: sole pre-qualified manufacturer and not available from any distributors or other sources; publicly bid within a twelve month period without an acceptable alternate supplier; or proprietary to Pandrol. These items are advertised a minimum of once every twelve months to seek competition. These sole source parts will be purchased on an as-required basis. The current omnibus approval for \$5,500,000 million dollars was approved by the Board in September 2006 and expired on October 30, 2009. That amount was based on the Division of Track's annual forecasts for eight items as well as any potential special projects. Pursuant to that approval, \$3,760,034 has been spent. Orders for 2010 have already been placed. Two of those eight items were for rail fastener tie plates: one for use on 100 lb. rail (01-63-0010) and one for use on 115 lb. rail (01-63-0004). These two plates, which will now be competitively bid, represented \$2,801,666 or 74.5% of the dollars released off the omnibus. These plates can be rolled, machined, cast or forged. Pandrol is the sole distributor of a rolled plate which, historically, has been the most cost effective product. Other suppliers of track material didn't have the tooling or the interest in manufacturing these plates by any method and competing with Pandrol. Through continuous discussions with other suppliers of track material, they recently have stated they would be willing to make the investment in castings to manufacture the plates if the items were competitively bid. Therefore, Procurement will proceed with a competitive solicitation for the plates in the future. Procurement performed a price analysis on the six remaining items and found that the weighted average increase between the current omnibus (2006-2009) and the previous omnibus (2001-2006) was 12.3%. The PPI for Rolled Steel Shape Manufacturing was examined and it reflects a 12.6% annual price increase over the 2001 -2006 time period. Pricing for any non-competitive procurements will be established by a request for quotation for each item from Pandrol on an as needed basis, and each individual procurement will require a determination that the price received is fair and reasonable and that NYC Transit is receiving most favored customer pricing.

Schedule E: Miscellaneous Procurement Contracts

Item Number: 3

Vendor Name (& Location) Infor Global Solutions, Inc. (Alpharetta, Ga.)		Contract Number 09H0162	Renewal? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
Description Technical support for Spear 3i Computerized Maintenance Management System (CMMS)		Total Amount: \$ 3,277,042.00 (Est.)	
Contract Term (including Options, if any) Five years with 2 one-year options		Funding Source <input checked="" type="checkbox"/> Operating <input type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other:	
Option(s) included in Total Amount? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> n/a		Requesting Dept/Div & Dept/Div Head Name: Division of Technology and Information Services, Sidney Gellineau	
Procurement Type <input type="checkbox"/> Competitive <input checked="" type="checkbox"/> Non-competitive			
Solicitation Type <input type="checkbox"/> RFP <input type="checkbox"/> Bid <input checked="" type="checkbox"/> Other: Sole Source			

Discussion:

This contract provides for continued software support services, including remote diagnostics, problem resolution and updates for the existing Spear 3i Computerized Maintenance Management System (CMMS) and professional services to implement changes and enhancements to the software via individual Task Orders. Beginning in 1993, the Department of Buses (DOB) implemented a fleet-wide maintenance system known as Maintenance Information, Diagnostics and Analysis System (MIDAS)) under a contract with IBM for \$6.6M that used software developed by Tenable later known as Spear. In August 1998, a subsequent contract was awarded to IBM for \$5M for the implementation of a Rolling Stock Maintenance Information System (RSMIS) for the Division of Car Equipment (DCE) using Spear software to track and record subway car maintenance history. This contract also included the acquisition of an enterprise-wide license of Spear 2000 Work Manager to be used as the standard platform for maintenance management throughout NYC Transit. In October 1999, Spear Technologies, Inc. (Spear) was awarded a contract for \$4.1M to implement MIDAS 2000 for DOB, and in December 2001, Spear was awarded a five-year non-competitive personal services indefinite quantities contract in the estimated amount of \$11M to develop and enhance the existing Computerized Maintenance Management Systems (CMMS) in place at DOB, DCE, Automated Fare Collection and Central Electronic Shop and rollout a CMMS for track and signal maintenance. In April 2006, Spear Technologies, Inc. was acquired by Hansen Information Technologies, Inc. (Hansen) and, in 2007, Hansen was acquired by Infor Global Solutions, Inc. as a wholly owned subsidiary. Due to the proprietary nature of the software, this new contract is being awarded on a sole source basis. Given the investment of more than \$25M in Spear software, and the importance of its applications, an expenditure of approximately 1% of acquisition cost per year for software maintenance is warranted. Negotiations with Infor focused on terms and conditions and pricing for software database support and the billing rate for professional services. Approximately 67% of the total cost will be for software maintenance and the balance will be for consultant hours to be used on an 'as needed' basis. Infor's final proposal of \$3,277,042 consists of \$2,272,831 for database support and consultant services for five years and \$1,004,211 for the two one-year options. Infor's rates for software support increase by 3% from the prior contract and also escalate 3% on an annual basis thereafter, the same percentage increase agreed to in the previous contract. The rates for professional services initially decrease by 9% from the prior contract, and then escalate 3% annually. The total contract amount of \$3,277,042 contains rates that are consistent with other contracts for similar requirements and the final price is considered fair and reasonable.

Schedule G: Miscellaneous Service Contracts

Item Number: 4

Vendor Name (& Location) Spacesaver Systems of New Jersey (Phillipsburg, NJ)
Description Preventive and remedial maintenance for storage units
Contract Term (including Options, if any) Five years
Option(s) included in Total Amount? <input type="checkbox"/> Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> n/a
Procurement Type <input type="checkbox"/> Competitive <input checked="" type="checkbox"/> Non-competitive
Solicitation Type <input type="checkbox"/> RFP <input type="checkbox"/> Bid <input checked="" type="checkbox"/> Sole Source

Contract Number U-A274311	Renewal? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
Total Amount:	\$600,668.00 (not-to-exceed)
Funding Source <input checked="" type="checkbox"/> Operating <input type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other:	
Requesting Dept/Div & Dept/Div Head Name: Division of Supply Logistics, Edward Spellman	

Discussion:

The contractor will provide preventive and unlimited remedial maintenance for 13 Hanel Rotomat and 46 Lean-Lift Vertical Storage units, of which eight are equipped with cameras to allow stock handlers to view the contents of the bin without having to bring the tray down. Hanel Rotomats and Lean-Lifts (storage units) are used in areas where there is limited floor space in order to utilize the storeroom's height and are located at various NYC Transit storerooms. The storage units increase efficiency and productivity by bringing the part(s) to the stock handler rather than having to retrieve various items from different stock bins. The eight Lean-lifts equipped with cameras were acquired under capital contracts and six are located in the Grand Avenue Bus Depot and two are located in the Zerega Bus facility. Currently, storage units are being maintained under a contract with Spacesaver, which expires on December 31, 2009. Spacesaver is the sole provider in the New York/New Jersey area for sales and service for all Hanel Rotomat and Lean-Lift vertical storage units. Under the contract, Spacesaver will perform preventive maintenance twice a year and unlimited remedial repairs on all 59 storage units. Spacesaver submitted an initial price of \$710,460, and, through negotiations, this was reduced by \$109,792 for a final price of \$600,668. Spacesaver agreed to reduce their prices for both Rotomats and Lean-lifts. Rotomats' first year unit price will be \$1,785 with a 2% annual increase over the next four years. Lean-lifts (without cameras) first year unit price will be \$2,024 with a 3% annual increase over the next four years. Lean-lifts (with cameras) first year unit price will be \$3,000 followed by a 3% annual increase for the next four years. Compared to current contract pricing, units that are common to the prior contract have continued to increase by 2% and 3%. Based on the savings achieved through negotiations, the price is considered fair and reasonable.

NOVEMBER 2009

LIST OF COMPETITIVE PROCUREMENTS FOR BOARD APPROVAL

Procurements Requiring Majority Vote:

Page

F. Personal Service Contracts

(Staff Summaries required for all items greater than: \$100K Sole Source; \$250K Other Non-Competitive; \$1M Competitive.)

1. Dynamic Network Resources, Inc.	\$9,000,000.00 (Est.)	<u>Staff Summary Attached</u>	66
2. Management Concepts Systems & Services, Inc. (MCSS)	\$9,000,000.00 (Est.)	↓	
3. Hill International, Inc.	\$9,000,000.00 (Est.)	↓	
4. The Louis Berger Group, Inc.	\$9,000,000.00 (Est.)	↓	
Five-Proposals – Five-year contract			
Contract #s CM-1379, CM-1380, CM-1381, and CM-1401			
Consultant IQ contract to provide temporary personnel to assist Construction Managers with schedule control support for all phases of project design and construction.			

G. Miscellaneous Service Contracts

(Staff Summaries required for all items greater than: \$100K Sole Source; \$250K Other Non-Competitive; \$1M RFP; No Staff Summary required if sealed bid procurement.)

5. **SCI Engineering, P.C.** \$107,750.00 (Est.)
Four Bids/Low Bidder - Three-year contract
Contract # 08K0019R

This contract is to conduct paint coating condition surveys and provide reports relating to overcoat painting of steel elevated viaduct structures throughout the NYC Transit subway system. The coating condition survey reports will include visual inspections for application defects and dry film testing. The previous contract was achieved through small purchase procedures and was comprised of only 18 days of inspections within two years compared to 43 days plus 12 written reports and use of a manlift, all within the three year term of this contract. A more intensive and extensive inspection policy was adopted to combat substantial problems experienced on one of the more recent overcoat painting contracts. Four bids were received; SCI Engineering, Inc. submitted an estimated price of \$107,000. The low bid is considered fair and reasonable due to the presence of adequate competition.

NOVEMBER 2009

LIST OF COMPETITIVE PROCUREMENTS FOR BOARD APPROVAL

G. Miscellaneous Service Contracts Cont'd

(Staff Summaries required for all items greater than: \$100K Sole Source; \$250K Other Non-Competitive; \$1M RFP; No Staff Summary required if sealed bid procurement.)

6. Tool & Precision Machining, Inc. \$447,400.00 (Est.)

Three Bids/Low Bidder - Two-year contract

Contract # 09C0065

This estimated quantities contract is for the repair and fabrication of elevator and escalator mechanical components. The contractor is required to fabricate, modify and repair escalator and elevator mechanical components on a system-wide basis. The components are for escalators and elevators for which manufacturers no longer stock these parts or parts are no longer available as the companies are no longer in business. The contractor is required to fabricate components utilizing outdated drawings and designs and complex reverse engineering methods, thus a high level of expertise is required. Tool & Precision Machining, Inc. (T&P) submitted a price of \$447,400, which reflects an hourly labor rate of \$24 per hour. T&P's price reflects a 29.8% decrease in price in comparison to the previous contract. The prior (incumbent) contractor had been receiving contracts for this work for approximately two decades. T&P has successfully completed numerous machining assignments for MOW-Elevator/Escalator and its workmanship has been considered to be excellent. T&P has also served as a subcontractor for the incumbent, Titan Machine, and its work in this context has also been considered to be excellent. The bid amount is considered to be fair and reasonable due to the presence of adequate competition.

NOVEMBER 2009

LIST OF COMPETITIVE PROCUREMENTS FOR BOARD APPROVAL

L. Budget Adjustments to Estimated Quantity Contracts

(Expenditures which are anticipated to exceed the lesser of \$250,000 or \$50,000 in the event such expenditures exceed 15% of the adjusted contract budget, including any contract modifications.)

7. NYS Industries for the Disabled Contract # 06D9378 Feb. 1, 2007 – Jan. 31, 2011	Original Amount:	\$ 3,000,000
	Prior Modifications:	\$ 0
	Prior Budgetary Increases:	\$ 0
	Current Amount:	\$ 3,000,000
	This Request:	\$ 1,500,000
	% of This Request to Current Amount:	50.0%
	% of Modifications (including This Request) to Original Amount:	50.0%

Discussion

This miscellaneous service contract with the New York State Industries for the Disabled (NY-SID) provides temporary office personnel on an as needed basis to perform various administrative functions such as word processing and data entry. These temporary employees are used to supplement regular staff during periods of high production and to provide coverage when employees are either on long term sick leave or vacation. The contract originally estimated that the total expenditures for the four year term would be \$3,000,000. This amount, however, has been reached and based on a survey of departments that utilize temporary office personnel; an additional \$2,000,000 is estimated that will be expended for the remaining 17 months of the contract. The primary users of temporary office personnel services are Paratransit, Human Resources and Corporate Communications. Paratransit has had to more than double its staff and is currently utilizing 12 temporary staff members to answer phones and process reimbursement vouchers. Human Resources will need temporary staff to prepare and scan files into PeopleSoft and will use more test monitors due to higher than anticipated exam schedules in titles that are administered by NYC Transit as well as 45 titles previously administered by New York City DCAS, effective January 2010. Corporate Communications will continue to utilize temporary staff to receive and record customer complaints and process MetroCard claims. The combination of past usage and projected needs by these and other using departments has resulted in the increased estimated expenditures under this contract.

NOVEMBER 2009

LIST OF COMPETITIVE PROCUREMENTS FOR BOARD APPROVAL

L. Budget Adjustments to Estimated Quantity Contracts Cont'd

(Expenditures which are anticipated to exceed the lesser of \$250,000 or \$50,000 in the event such expenditures exceed 15% of the adjusted contract budget, including any contract modifications.)

8. Permadur Industries, Inc. d/b/a Sissco Material Handling Equipment Contract # 06G9462R Nov. 7, 2007 – Nov. 6, 2010	Original Amount:	\$ 190,899
	Prior Modifications:	\$ 0
	Prior Budgetary Increases:	\$ 0
	Current Amount:	\$ 190,899
	This Request:	\$ 86,883
	% of This Request to Current Amount:	45.5%
	% of Modifications (including This Request) to Original Amount:	45.5%

Discussion

This miscellaneous service contract is for the biannual inspection of jacks and the annual inspection of various cranes and hoists, below-the-hook lifting devices and drop tables, as mandated by the Occupational Safety and Health Administration (OSHA) at the Dept. of Subways' maintenance and overhaul shops. These independent inspections act as a check on and a complement to the monthly inspections performed in-house. Should an inspection reveal the need for a repair, NYC Transit personnel perform the work in the majority of instances. The contractor (SISSCO) has almost completed the second year of this three year contract. For the first year, \$79,984.00 was expended; for the second year, \$106,327.00 has been expended, leaving only \$4,588.00 available for the third year. Actual expenditures exceeded the original anticipated expenditure due to (a) the need to inspect recently purchased equipment, (b) the need to inspect equipment not in service (previously only in-service equipment was inspected) and (c) required re-inspections of repaired equipment which failed its initial inspection. As a result, this contract does not have sufficient funds to cover the inspection requirements anticipated for the balance of the contract term.

NOVEMBER 2009

LIST OF COMPETITIVE PROCUREMENTS FOR BOARD APPROVAL

L. Budget Adjustments to Estimated Quantity Contracts Cont'd

(Expenditures which are anticipated to exceed the lesser of \$250,000 or \$50,000 in the event such expenditures exceed 15% of the adjusted contract budget, including any contract modifications.)

9. Vanguard Direct PO #: 00846353 Feb. 1, 2008 – Jan. 31, 2010	Original Amount:	\$	405,183
	Prior Modifications:	\$	0
	Prior Budgetary Increases:	\$	0
	Current Amount:	\$	405,183
	 This Request:	 \$	 177,181
	 % of This Request to Current Amount:		 43.7%
	% of Modifications (including This Request) to Original Amount:		43.7%

Discussion

This contract for commercial printing and bulk mailing services requires additional funds as a result of several unanticipated mailings required by Human Resources (postcards for Wage Works Flexible Spending Program and COBRA Continuation Coverage) and the addition of departments/divisions — Corporate Communications, Paratransit, and the Transit Museum — whose mailings were previously handled under a now defunct contract with the New York State Industries for the Blind. The amount requested for this budget adjustment is based on the estimated shortfall between the current funds and the anticipated level of expenditures through the duration of the contract.

Staff Summary

Item Number 1-4					
Division & Division Head Name: VP Materiel, Stanley J. Grill					
Division Head Signature & Date <i>Stanley J. Grill</i>					
Board Reviews					
Order	To	Date	Approval	Info	Other
Internal Approvals					
Order	Approval	Order	Approval		
1	Materiel <i>UD</i>	5	EVP <i>Mike</i>		
2 X	Law	6	President <i>Mr</i>		
3 X	Budget	7			
4 X	CPM	8			

SUMMARY INFORMATION	
Vendor Name Four Staffing contracts (see below)	Contract Number CM-1379/1380/1381 & 1401
Description Indefinite Quantity Contract to Provide Schedulers	
Total Amount \$9,000,000 each	
Contract Term (including Options, if any) 5 years	
Option(s) included in Total Amount? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
Renewal? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
Procurement Type <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive	
Solicitation Type <input checked="" type="checkbox"/> RFP <input type="checkbox"/> Bid <input type="checkbox"/> Other:	
Funding Source <input type="checkbox"/> Operating <input checked="" type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other:	

Narrative

I. PURPOSE/RECOMMENDATION:

To obtain Board approval to award four competitive Indefinite Quantity Multi-Agency Staffing contracts to Provide Schedulers to the firms listed below, for an estimated amount of \$9 million each, with a contract duration of 60 months and an overall budget of \$9 million. The work will be performed on an "as-needed" basis. Each task order comes with approved funding without obligating MTA participating agencies to commit a minimum amount to any of the four firms:

Contract Number/Firms

1. CM-1379-Dynamic Network Resources, Inc. (DNR)
2. CM-1380-Management Concepts Systems & Services, Inc. (MCSS)
3. CM-1381-Hill International, Inc. (Hill)
4. CM-1401-The Louis Berger Group, Inc. (LBG)

II. DISCUSSION:

This Request for Proposal (RFP) is an MTA Joint Agency Procurement for NYCT, Metro-North Railroad (MNR) and MTA Bus Company (MTABC). These contracts are estimated at \$7.5 million each for NYCT, \$800,000 for MTABC and \$700,000 for MNR for an estimated total value of \$9 million. Although each contract is for \$9 million, this is for award purposes only in the event one company provides all required staff. In actuality, only \$9 million overall is estimated to be expended. These four firms will provide temporary staff to provide program and project schedule control support for all phases of project design and construction. Other than current staff, each awardee gets a chance to fill vacancies. The prime responsibility of Schedule Control personnel is to assist various program areas by providing scheduling services to Construction Managers to more efficiently control and monitor their projects from pre-design phase to close-out. These services shall be performed under the general direction of the Construction Managers pursuant to the issuance of task orders by each agency. All MTA agencies were invited to join this procurement prior to beginning the solicitation. All but MNR and MTABC declined for reasons ranging from having no need for these services to having indefinite quantity design contracts that include these services as part of comprehensive task orders.

Eleven firms submitted proposals consisting of Schedule J-Responsibility Questionnaire, Technical Narrative, Cost Proposals and other supporting documentation in response to this one-step RFP. The Selection Committee (SC) reviewed the proposals and recommended the following eight firms make oral presentations: MCSS, Liro Engineers, Hill International, The Louis Berger Group, Greyhawk Construction Managers, The Kohl Group, L.J. Gonzer Associates and Dynamic Network Resources. The other three; URS Corporation, V.J. Associates and Secretariat International were not recommended as they failed to demonstrate that they understood the RFP intent of providing staff to augment in-house personnel as opposed to the management of scheduling projects. After oral presentations were made, the SC recommended MCSS, Hill, Louis Berger, DNR and Greyhawk for negotiations. Liro, Kohl and L.J. Gonzer were not recommended as their presentations revealed that they did not have enough qualified candidates and were not as

proactive in seeking new candidates as the selected five.

Negotiations with the five firms centered on average hourly rates, fixed fees and overhead rates. A review of the cost proposals indicated significant differences in prices. In order to streamline the evaluation process, the firms were asked to provide revised cost proposals based on separating rates for sub consultants and the prime consultants (LBG and Greyhawk have subs whose rates are lower); renewal discounts for continuing employees; other direct costs as well as buyout options. Subsequently, the firms submitted their Best and Final Offers (BAFOs) on September 2, 2009. Of the five firms under consideration for award, MCSS was the only firm that also submitted an Alternate proposal with rolled up rates with an overall cost reduction. The Base contract involves salary, overhead and profit. For evaluation purposes, projected labor hours used was by title. The following represents the total cost per firm. This cost consists of average direct rates, overhead, profit, out-of-pocket expenses and sub consultant mark-up where applicable. DNR: \$10,421,395; MCSS: Base proposal \$10,720,084 – Alternate proposal \$10,316,856; LBG: \$11,133,621; Hill: \$12,669,715 and Greyhawk: \$13,726,899.

The SC reconvened on October 2, 2009 to make final selections and unanimously selected DNR, LBG, Hill and MCSS' Alternate Proposal. Although MCSS's Alternate Price was lower overall, those rates amounted to about a 24% increase over the prior contract rates over a five year period, or approximately 5% per year for existing staff. As MCSS has five incumbent personnel providing scheduling services, Procurement determined that the 24% increase exceeded current market conditions. Thereafter, following discussions with MCSS regarding current personnel, MCSS reduced its rates to reflect an average annual increase of approximately 2.35%. The revised rates were acceptable as this concession brought MCSS' final cost to \$9,897,383 and saved NYCT an additional \$419,473. The MCSS Alternate Proposal of rolled up rates will be applicable only to the five incumbent Schedulers. New hires will be in accordance with the rates in the Base proposal.

These prices were considered fair and reasonable by both Procurement and participating agencies. These selections were based on the firms' ability to provide qualified schedulers at the best price. Greyhawk was not selected because its final price was not in the established competitive range.

Procurement's investigation of the selected firms disclosed no "significant adverse information (SAI)" within the meaning of the All Agency Responsibility Guidelines for DNR, MCSS and Hill. However, information that may be considered SAI was submitted by LBG. LBG answered "Yes" to question #3, Part IV of the Responsibility Questionnaire that it is the subject of pending investigation by the US Attorney's Office, pursuant to a Grand Jury subpoena, involving its contract work for the US Agency for International Development and the Department of Defense. This information does not directly impact this award as these contracts are job shopper type contracts and not for design or construction management services. An award to LBG will not be made until an SAI memo is signed by the Chairman and Chief Executive Officer of the MTA.

MBE/WBE

The Division of Business Programs established 0% goals for this project.

PREVIOUS WORK OF THE SELECTED CONSULTANTS FOR MTA OR AFFILIATES

MCSS - IQ Scheduling Support Services -CM-1061, CM-1138, CM-1226 (NYCT)

DNR - IQ Cost Estimating and Cost Control – CM-1340 (NYCT)

HILL – On Call Construction Management Services – No. 5884 (LIRR); Independent Engineer's Certification Program – No. 2-01-02240-0-0 and 07263-0100 (MTAHQ)

LBG – IQ Environmental Services – CM-1182 (NYCT)

III. IMPACT ON FUNDING:

The cost of these contracts will be funded with 100% MTA funds provided on a task order basis by the individual capital project requiring these services. Task orders will not be issued until an approved WAR Certificate is received.

IV. ALTERNATIVES:

Perform the work using in-house personnel. Currently, there are insufficient in-house personnel resources to perform the specific tasks required under the scope of work for this project.

V. CAPITAL PROGRAM REPORTING:

This contract has been reviewed for compliance with the requirements of the 1986 legislation applicable to Capital Contract Awards and the necessary inputs have been secured from the responsible functional departments.

NOVEMBER 2009

LIST OF RATIFICATIONS FOR BOARD APPROVAL

Procurements Requiring Two-Thirds Vote:

Page

D. Ratification of Completed Procurement Actions

(Staff Summaries required for items requiring Board approval.) Note – in the following solicitations, NYC Transit attempted to secure a price reduction. No other substantive negotiations were held except as indicated for individual solicitations.

- | | | | | |
|----|--|--------------------|--------------------------------------|-----------|
| 1. | Diversified Electric Services, Inc.
Contract #09B0050 | \$51,520.00 | <u>Staff Summary Attached</u> | 71 |
| | Perform modification to breakers, and various other devices on a Con Ed feeder that serves SIRTOA. | | | |

Procurements Requiring Majority Vote:

K. Ratification of Completed Procurement Actions (Involving Schedule E-J)

(Staff Summaries required for items requiring Board approval.)

- | | | | | |
|----|--|----------------------------|--------------------------------------|-----------|
| 2. | Battelle Memorial Institute
Contract #CM-1062.9 | \$657,816.00 (NTE) | <u>Staff Summary Attached</u> | 72 |
| | Modification to the consultant contract for safety analysis related to the Communication Based Train Control System on the Canarsie Line, in order to perform continued safety analysis and extend the term of the contract. | | | |
| 3. | Bay Boiler Rentals
Contract # 09H0176
Immediate Operating Need | \$474,800.00 (Est.) | <u>Staff Summary Attached</u> | 73 |
| | Rental of a mobile boiler unit. | | | |
| 4. | L.K. Comstock & Co.
Contract # S-32726.51 | \$393,840.00 | <u>Staff Summary Attached</u> | 74 |
| | Modification to the contract for the Corona Yard Signaling System in order to provide additional communications requirements. | | | |

Schedule D: Ratification of Completed Procurement Actions

Item Number: 1

Vendor Name (& Location) Diversified Electric Services, Inc (Seymour, CT)
Description Modification to high tension breakers and various other devices
Contract Term (including Options, If any) Immediate
Option(s) included in Total Amount? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> n/a
Procurement Type <input type="checkbox"/> Competitive <input checked="" type="checkbox"/> Non-competitive
Solicitation Type <input type="checkbox"/> RFP <input type="checkbox"/> Bid <input checked="" type="checkbox"/> Other: Immediate Operating Need

Contract Number 09B0050	Renewal? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
Total Amount: \$ 51,520.00	
Funding Source <input checked="" type="checkbox"/> Operating <input type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other:	
Requesting Dept/Div & Dept/Div Head Name: Staten Island Railway, John Gaul	

Discussion:

It is requested that the Board ratify the declaration of an immediate operating need made by the Vice President, Materiel and approve the award of a contract for the modification of six high tension breakers, and various other related devices. In about 1987, the breakers and associated equipment were manufactured and installed by a contractor and later modified (in about 1991) by the Staten Island Railway (SIR) for maintenance purposes. In 2007, a SIR power maintainer was seriously injured when working on ancillary equipment. As part of its investigation, the Office of System Safety determined that, while the SIR modification of the breakers was not the root cause of the accident, the equipment should be modified to assure compliance with ANSI/IEEE standards. In mid-2008, cost proposals for the design, furnishing, installation and testing of modifications were obtained from the original equipment manufacturer (PACS at \$97K) and a second specialty firm (National Breakers Service at \$117K). The decision was made to use the services of the original equipment manufacturer. However, in winter 2008, commercial discussions ended due to the contractor raising unacceptable conditions in connection with its liability concerns. On February 23, 2009, the Vice President, Materiel approved the declaration of an immediate operating need (ION) to ensure the issuance of a contract by informal competition in time for the equipment modifications to be installed and tested starting immediately after the 2009 May – September embargo by Con Edison, which must provide alternate electrical power during the SIR maintenance shutdown. In spring 2009, cost proposals were obtained from the National Breakers Service (\$162,200 updated) and a third specialty firm (Diversified Electric Services at \$51,250). The latter firm has successfully performed maintenance and modifications of legacy power equipment for NYC Transit. Its proposal was found technically acceptable and the cost is considered fair and reasonable. On September 2, 2009, the contract was awarded pursuant to the ION. The work will be completed before the 2010 summer embargo.

Schedule K: Ratification of Completed Procurement Actions

Item Number: 2

Vendor Name (& Location)	
Battelle Memorial Institute (Columbus, OH)	
Description	
Consultant Services for the Communication Based Train Control System – Canarsie Line	
Contract Term (including Options, if any)	
February 23, 1998 – January 31, 2009	
Option(s) included in Total Amount?	<input type="checkbox"/> Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> n/a
Procurement Type	<input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive
Solicitation Type	<input type="checkbox"/> RFP <input type="checkbox"/> Bid <input checked="" type="checkbox"/> Other: Modification
Funding Source	
<input type="checkbox"/> Operating <input checked="" type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other:	
Requesting Dept/Div & Dept/Div Head Name:	
Capital Program Management, Cosema E. Crawford	

Contract Number	AWO/Modification #
CM-1062	9
Original Amount:	
	\$ 4,387,805.00
Prior Modifications:	
	\$ 2,488,103.00
Prior Budgetary Increases:	
	\$ 0
Current Amount:	
	\$ 6,875,908.00
This Request:	
	\$657,816.00 (not-to-exceed)
% of This Request to Current Amount:	
	9.6%
% of Modifications (including This Request) to Original Amount:	
	71.7%

Discussion:

This contract is to provide safety advice and recommendations regarding the implementation of the new technology Communications Based Train Control (CBTC) system, along the Canarsie line. NYC Transit is completing the implementation of signal modernization using CBTC on the entire Canarsie Line from the Canarsie Yard and Rockaway Parkway Station in Brooklyn to the 8th Avenue Station in Manhattan. Since late 2006, CBTC has been operational along the full length of the line (10 miles). NYC Transit Department of Car Equipment installed CBTC equipment on the R-143 fleet consisting of 212 cars, which were expected to be adequate for all forecasted Canarsie line passenger service. However, due to an unexpected increase in passenger demand, anticipated further growth and the need to maintain sufficient spare cars, it was determined that the R-143 fleet was not large enough. In June 2006, the Board approved several actions to accommodate this increased revenue service by using R-160 cars on Canarsie which are designed and delivered ready for installation of CBTC equipment by NYC Transit. On February 10th 2009, the CPM Senior VP & Chief Engineer approved a retroactive waiver for a not to exceed limit of \$250,000 to keep the project going while the modification is being negotiated. Soon after the submission of their proposal, Battelle lost several key personnel and was required to restructure their team. This took a significant amount of time as key personnel departed and the new proposal required a detailed review by MTA Audit and Procurement prior to negotiations. This retroactive modification is to extend the consultant contract term by an additional 26 months from February 1, 2009 to March 31, 2011 and to perform additional safety analysis task work including: integration of the R160 railcars with the CBTC system; provide safety analyses of vigilance devices (devices that ensure train operator alertness), ATO safety certification; safety assessment of the electronic relay devices in various NYC Transit application environments; and support safety certification activities during the extended project schedule of the existing Canarsie CBTC Signal contract. This modification includes \$139,000 of retroactive work. The modification has an average reduction in labor rates of 1.62%, and is within 1.2% of NYC Transit's estimate of \$649,974. The final price has been found to be fair and reasonable.

Schedule K: Ratification of Completed Procurement Actions

Item Number: 3

Vendor Name (& Location) Bay Boiler Rentals, Inc. (Brooklyn, NY)		Contract Number 09H0176	Renewal? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
Description Rental of a mobile boiler		Total Amount: \$474,800.00 (Est.)	
Contract Term (including Options, if any) Three years		Funding Source <input checked="" type="checkbox"/> Operating <input type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other:	
Option(s) included in Total Amount? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> n/a			
Procurement Type <input type="checkbox"/> Competitive <input checked="" type="checkbox"/> Non-competitive			
Solicitation Type <input type="checkbox"/> RFP <input type="checkbox"/> Bid <input checked="" type="checkbox"/> Other: Immediate Operating Need			
Requesting Dept/Div & Dept/Div Head Name: Department of Subways, Steve A. Feil			

Discussion:

On August 7, 2009, the Vice President, Materiel, declared an immediate operating need with respect to the need for the rental of a mobile boiler to meet the heating needs at the Coney Island Car Shop. It is requested that the Board ratify the award of a miscellaneous procurement contract to Bay Boiler Rentals, Inc. (Bay) for the rental of a mobile boiler at the site for three years. The high pressure steam heating plant at Coney Island Shop is approximately 80 years old and has exceeded its useful life expectancy. The heating plant is in need of an additional boiler to operate during the 2009-2010 heating season, and until permanent new additional boilers can be installed. The heating plant currently serves approximately 650 employees with heat during the cold weather months, and provides steam year-round for parts cleaning operations. As a result of the extra demand during the heating season, two boilers are needed to be operational at all times. Currently, two of the three boilers at the shop are shut down and considered to be in very bad condition. The remaining boiler is currently operational, but the Department of Subways does not believe that this single boiler will reliably operate or meet all of the shop's needs during the cold weather season. A capital project for the installation of new boilers within the next three years is now in the planning stages. In the meantime, the Department of Subways has requested the rental of a mobile boiler for three years, with an option to rent a second boiler. Quotes were sought from seven firms. Three quotes were received. Bay submitted the low quote with a total price of \$672,200, which includes the rental of one boiler for three years at \$474,800, plus the option to rent a second boiler for one year at \$197,400. The contractor will provide maintenance and around-the-clock repair services on two hours' notice from the Project Manager. On September 23, 2009, Bay was awarded this procurement and completed the installation of the boiler on October 13, 2009. Based on effective price competition, the quoted price is considered fair and reasonable.

Schedule K: Ratification of Completed Procurement Actions

Item Number: 4

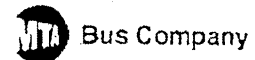
Vendor Name (& Location)	
L.K. Comstock & Co. (Corona, NY)	
Description	
Reconfiguration of the Corona Yard Signal System	
Contract Term (including Options, if any)	
September 18, 2006 – September 18, 2010	
Option(s) included in Total Amount?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> n/a
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: Modification
Funding Source	
<input type="checkbox"/> Operating <input checked="" type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other:	
Requesting Dept/Div & Dept/Div Head Name:	
Capital Program Management, Cosema E. Crawford	

Contract Number	AWO/Modification #
S-32726	51
Original Amount:	\$ 73,940,000.00
Prior Modifications:	\$ 1,491,885.00
Prior Budgetary Increases:	\$ 0
Current Amount:	\$ 75,431,885.00
This Request:	\$ 393,840.00
% of This Request to Current Amount:	0.5%
% of Modifications (including This Request) to Original Amount:	2.5%

Discussion:

The contract is for the Corona Yard signal system modernization and reconfiguration, including the installation of seven lay-up tracks, new four-story signal master control tower building complex, new relay room, yard lighting, signal power upgrade from 25 Hz to 60 Hz, and decommissioning of compressor house and equipment. The project will modernize the Yard to make it ready for the new CBTC and ATS-B technology scheduled to be installed on the Flushing Line. The contract was designed in-house. The modification is principally to revise the master tower communications wiring, panels and closets for ease of maintenance at a cost of approximately \$280,000. These revisions were requested by Subways after contract award. Also, the contract requires NYC Transit to provide SONET/ATM circuits, which are needed in 4Q2009 for the first phase of the migration of signal control operations to the new tower. However, the SONET/ATM network will not be completed until June 2010. Accordingly, the modification adds a 2,700', 100-pair communications cable for the new tower at a cost of approximately \$81,000. Upon completion of SONET/ATM, this cable will serve as backup and reserve for future communications growth. Finally, the modification relocates an existing emergency alarm to the new tower and extends two existing telephone lines from the car wash to the new tower. These revisions valued at approximately \$32,840. The contractor submitted an initial proposal of \$689,894. NYC Transit's revised estimate was \$387,775. Following negotiations, a lump sum price of \$393,840 was agreed upon and is considered to be fair and reasonable. Savings of \$296,054 were obtained. After final negotiations, the Senior Vice President, CPM signed a retroactive waiver on October 8, 2009 and the contractor was directed to proceed, to avoid NYC Transit delay to the beneficial use of the new master control tower and to the substantial completion date. The first phase of transition to the new tower is scheduled for February 2010, thus the communications work needed to enable the move had to begin immediately.

Staff Summary



Subject Procurements
Department MTA Bus Company
Department Head Name Joseph J. Smith
Department Head Signature
Project Manager Name

Date October 29, 2009
Vendor Name N/A
Contract Number N/A
Contract Manager Name N/A
Table of Contents Ref #

Board Action					
Order	To	Date	Approval	Info	Other
1	Committee	11-16-09		X	
2	Board	11-18-09		X	

Internal Approvals			
Order	Approval	Order	Approval
1	President		

PURPOSE:

To obtain (i) approval of the Board to award various contracts/contract modifications and purchase orders, as reviewed by the MTA Bus Committee, and (ii) ratification of the procurements listed below.

DISCUSSION:

MTA Bus Company proposes to award Non-Competitive procurements in the following categories:

None

MTA Bus Company proposes to award Competitive procurements in the following categories:

None

MTA Bus Company seeks ratifications in the following categories:

None

MTA Bus Company
BOARD RESOLUTION

WHEREAS, in accordance with Section § 1265-a and § 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 requests 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 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 Guidelines for Procurement of Services, the Board authorizes the award of certain service contracts and certain change orders to service contracts.

NOW, upon the recommendation of the Executive Director, 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.
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.
7. The Board authorizes the budget adjustments to estimated contracts set forth in Schedule L.



Long Island Rail Road

Subject Request for Authorization to Award Various Procurements						Date November 18, 2009			
Department Procurement & Logistics						Vendor Name			
Department Head Name Dennis L. Mahon, Chief Procurement & Logistics Officer						Contract Number			
Department Head Signature 						Contract Manager Signature			
Project Manager Name									
Board Action						Internal Approvals			
Order	To	Date	Approval	Info	Other	Order	Approval	Order	Approval
1	LI Committee	11.09.09				X	President		VP & Chief Financial Officer
2	MTA Board	11.18.09				X	Sr. VP-Administration		VP, General Counsel & Secy
							Sr. VP-Operations		
							Executive VP		

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 categories:

Schedules Requiring Majority Vote

		<u># of Actions</u>	<u>\$ Amount</u>
Schedule F:	Personal Service Contracts <ul style="list-style-type: none"> • HK Systems, Corp. \$0.125M 	1	\$0.125M
Schedule G:	Miscellaneous Service Contracts <ul style="list-style-type: none"> • New York State Industries for the Disabled (NYSID) \$0.100M 	1	\$0.100M
SUBTOTAL:		2	\$0.225M

LIRR proposes to award Competitive Procurements in the following categories:

Schedules Requiring Majority Vote

		<u># of Actions</u>	<u>\$ Amount</u>
Schedule H:	Mods. to Personal. Svc. Contracts & Misc. Svc. Contracts	1	\$0.159M
	• Lichtenstein Consulting Engineers		\$0.159M
	SUBTOTAL:	1	\$0.159M

LIRR proposes to award Ratifications in the following categories:

None

TOTAL:	3	\$0.384M
---------------	----------	-----------------

BUDGET IMPACT:

The purchases/contracts will result in obligating LIRR operating and capital funds in the amount listed. Funds are available in the current 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.)

**STANDARD FORM OF RESOLUTION PURSUANT TO ALL-AGENCY PROCUREMENT
GUIDELINES AND THE GUIDELINES FOR SERVICE CONTRACTS**

THE LONG ISLAND RAIL ROAD

WHEREAS, in accordance with Section 1265-a of the Public Authorities and the All-Agency Procurement Guidelines, the Board authorized with 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, upon the recommendation of the Executive Director, 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 there in 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 authorized 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 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.

LIST OF NON-COMPETITIVE PROCUREMENTS FOR BOARD APPROVAL
NOVEMBER 2009

MTA LONG ISLAND RAIL ROAD

Procurements Requiring Majority Vote

Page

Schedule F: Personal Service Contracts

(Staff Summaries required for all items greater than: \$100K Sole Source; \$250K Other Non-Competitive; \$1M Competitive)

- | | | | | |
|-----------|---|--|--------------------------------------|-----------|
| 1. | HK Systems, Corp.
Sole Source
Contract No. TBD | \$125,000
Not-to-Exceed | <i><u>Staff Summary Attached</u></i> | 85 |
| | <p>LIRR requests MTA Board approval to award a three-year sole source contract to HK Systems Corp. (HK) in an amount not-to-exceed \$125,000 to provide both on-site and off-site Technical Services required to support LIRR's Automated Material Handling System (AMHS) and Train Movement Alarm Systems (TMAS). The AMHS is vital in allowing the LIRR Stores department to provide seamless, timely responses to material requests, which support Life Cycle Maintenance and State-of-Good Repair activities. The TMAS is essential for car shop operations and ensures the safe movement of trains in and out of the Hillside Facility. HK Systems is the Original Equipment Manufacturer for these systems and therefore, the single responsible source for this service.</p> | | | |

Procurements Requiring Majority Vote

Schedule G: Miscellaneous Service Contracts

(Staff Summaries required for all items greater than: \$100K Sole Source; \$250K Other Non-Competitive; \$1M RFP; No Staff Summary required if Sealed Bid Procurement)

- | | | | |
|-----------|--|--|--|
| 2. | New York State Industries
For the Disabled (NYSID)
Miscellaneous Services
Contract No. BP03518 | \$100,000
Not-to-Exceed | |
| | <p>LIRR requests MTA Board approval to award a three-year, miscellaneous services contract in the not-to-exceed amount of \$100,000, to the New York State Industries for the Disabled ("NYSID") to provide direct mail services in support of LIRR's Public Affairs Department. The services include sorting, collating, folding, insertion, labeling and delivery of bulk LIRR mailings to a United States Post Office location identified by LIRR. The renewal contract is being awarded to NYSID in accordance with Section 162 of the New York State Finance Law ("State Finance Law"), which states that preferred sources shall be granted the right to provide services to New York State Agencies in order to advance social and economic goals. Under the State Finance Law, a preferred source provider, such as NYSID is expressly exempt from New York Statutory competitive procurement requirements provided (i) it is capable of providing the service in the form, function and utility required by the LIRR and (ii) the price offered is as close to the prevailing market prices as is practical, but in no event greater than 15% above the prevailing market price. NYSID currently is under contract with New York City Dept. of Housing Preservation and Development ("HP&D") for similar direct mail services, and LIRR has determined that NYSID is able to comply with the contract specifications. When comparing NYSID's proposed LIRR pricing for services common to both the LIRR and HP&D, the LIRR found the pricing to be similar, and in some cases, lower than those contained in the HP&D contract. New York State Office of General Services has reviewed and approved NYSID's pricing. Funding for this contract is covered in LIRR's Operating Budget.</p> | | |

Schedule F: Personal Service Contracts

Staff Summary



Long Island Rail Road

Page 1 of 2

Item Number:					
Dept & Dept Head Name: Procurement & Logistics; Dennis Mahon <i>[Signature]</i> 11/29/09					
Division & Division Head Name: Maintenance of Equipment, Michael Gelormino					
Contract # 11-0000000000000000					
Board Reviews					
Order	To	Date	Approval	Info	Other
1	LI Committee	11.09.09			
2	MTA Board	11.18.09			
Internal Approvals					
Order	Approval	Order	Approval		
6	President <i>[Signature]</i>	3	VP/CFO <i>[Signature]</i>		
5	Executive VP <i>[Signature]</i>	2	Sr. VP/Operations <i>[Signature]</i>		
4	VP/Gen'l Counsel & Sec'y <i>[Signature]</i>	1	Sr. VP/Administration <i>[Signature]</i>		

SUMMARY INFORMATION	
Vendor Name	Contract Number
HK Systems Corp.	TBD
Description Technical Support Services for Material Handling System and Train Movement Alarm Systems	
Total Amount \$125,000 Not-to-Exceed	
Contract Term (including Options, if any) 3 Year Contract	
Options(s) included in Total Amount: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
Renewal? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
Procurement Type <input type="checkbox"/> Competitive <input checked="" type="checkbox"/> Non-Competitive	
Solicitation Type <input type="checkbox"/> RFP <input type="checkbox"/> Bid <input checked="" type="checkbox"/> Other: Sole Source	
Funding Source <input checked="" type="checkbox"/> Operating <input type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other:	

Narrative:

I. PURPOSE/RECOMMENDATION

LIRR requests MTA Board approval to award a three-year Sole Source Contract to HK Systems Corp. (HK) in an amount not-to-exceed \$125,000 to provide both on-site and off-site Technical Services required to support LIRR's Automated Material Handling System (AMHS) and Train Movement Alarm Systems (TMAS). The AMHS is vital in allowing the LIRR Stores department to provide seamless, timely responses to material requests, which support Life Cycle Maintenance and State-of-Good Repair activities. The TMAS is essential for car shop operations and ensures the safe movement of trains in and out of the Hillside Facility.

II. DISCUSSION

This contract provides for two scheduled on-sites visits per year for a minimum of four days per visit over the 3-year term of the contract. The scheduled visits are for HK technical personnel to perform inspections and to provide scheduled maintenance to the systems so that they remain a state of good repair. Additionally, the HK technicians will provide training for LIRR forces during these scheduled site visits, if requested to do so, at no additional cost. Also included in this contract are provisions for off-site phone support, as well as emergency on-site support, as requested by LIRR, to perform unscheduled maintenance and repairs. HK Systems has been providing technical support and spare parts for these systems since their installation in 2007.

HK Systems is the Original Equipment Manufacturer for these systems and therefore, the single responsible source for this service. LIRR advertised its intent to award a sole source procurement in the NYS Contract Reporter and the New York Post and no other vendor expressed interest in competing for this work. These systems are unique to LIRR due to its operation and equipment and therefore there was no opportunity to pursue a joint procurement for these services.

Schedule F: Personal Service Contracts

Staff Summary



Long Island Rail Road

Page 2 of 2

The labor rate for the current contract is fixed through the three-year period and represents a 1.25% annual increase over the previous contract. The fixed portion of the contract (\$75,600) is for the scheduled visits and represents 60% of the not-to-exceed value. The remaining \$49,400 of the not-to-exceed amount is set aside to be authorized on as required basis for unscheduled and emergency repairs. The hourly labor rates and per diem travel expenses for emergency on-site support have been reviewed and deemed to be fair and reasonable. In addition, the off-site phone support is billed as a lump sum only after LIRR exceeds the amount of 72 calls over the contract period. The LIRR did not exceed the allowable amount of calls with the previous contract therefore no charges were incurred. Additionally, HK has certified that prices offered are equal to or less than prices quoted to their most favored customer. The pricing for this contract has been deemed to be fair and reasonable.

III. D/M/WBE INFORMATION

There are no M/W/DBE goals for this solicitation.

IV. IMPACT ON FUNDING

This contract is funded by LIRR's operating budget.

V. ALTERNATIVES

None at this time. HK Systems is the Original Equipment Manufacturer who developed and manufactured both the AMHS and TMAS systems, which are proprietary to them. HK Systems is the only known responsible source for these services.

LIST OF COMPETITIVE PROCUREMENTS FOR BOARD APPROVAL
NOVEMBER 2009

MTA LONG ISLAND RAIL ROAD

Procurements Requiring Majority Vote

Page

Schedule H: Mods. To Personal Service Contracts and Miscellaneous Service Contracts Awarded as Contracts for Services.

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

- | | | | | |
|----|---|--|--------------------------------------|----|
| 1. | Lichtenstein Consulting Engineers
Contract No. 5973-1-22-A | \$159,038
Not-to-Exceed | <i><u>Staff Summary Attached</u></i> | 89 |
| | LIRR requests MTA Board approval to award additional funds to the existing Design and Construction Phase Services Agreement to Lichtenstein Consulting Engineers (LCE) in the not-to-exceed amount of \$159,038. This additional funding increases the total authorized amount to \$928,352 from the original Board authorized amount of \$769,313. | | | |

Schedule H: Modifications to Personal Services and Miscellaneous Services Contracts

Staff Summary



Long Island Rail Road

Item Number:

Vendor Name (& Location) Lichtenstein Consulting Engineers 350 Fifth Ave., Suite 2920 NY,NY 10118	
Description: Construction Phase Services for Rehabilitation of 3 bridges and Abutments on Port Washington Line.	
Contract Term (including Options, if any) September 2007 to October 2011	
Option(s) included in Total Amount? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
Procurement Type <input type="checkbox"/> Competitive <input checked="" type="checkbox"/> Non-Competitive	
Solicitation Type <input checked="" type="checkbox"/> RFP <input type="checkbox"/> Bid <input type="checkbox"/> Other:	
Funding Source <input type="checkbox"/> Operating <input checked="" type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other:	
Requesting Dept/Div & Dept/Div Head Name: Department of Prgm. Mgmt. / Kevin Tomlinson	

Contact Number 5973-1-22-A	AWO/Modificaiton # Mod # 1
Original Amount:	\$769,313
Prior Modifications:	\$0.00
Prior Budgetary Increases:	\$0.00
Current Amount:	\$769,313
This Request:	\$159,038
% of This Request to Current Amount:	21%
% of Modifications (including This Request) to Original Amount:	21%

Discussion:

On December 4, 2009 LIRR will undertake repairs to two bridges on the Long Beach branch (Powell Creek and Hog Island Channel) and the swing bridge (Dutch Kills) on the Long Island City branch. Lichtenstein Consulting Engineers (LCE) were the original consultants on the bridge design. Most of the work on the Long Beach branch will be done using track outages with extremely critical time constraints, causing LIRR to require Lichtenstein to be at the construction sites every weekend when work is being performed. In addition we require them to be at Powell Creek and at Hog Island Channel simultaneously. As a result, additional funding is required to be added to the existing Design and Construction Phase Services (CPS) Agreement in the not-to-exceed amount of \$159,038. These additional funds increase the total authorized amount to \$928,352 from the original authorization of \$769,313. The base contract design services were completed in December 2008. In March 2009, LIRR requested an updated proposal for the CPS portion of the design contract with a start date of October 2009 and an anticipated end date of August 2011. This portion of the contract, now valued at \$488,414 based on the revised work elements added to the scope, will provide LIRR Program Management with office support and onsite to interpret design drawings and specifications for the Construction Contractor, make design changes based on site conditions and provide on-site direction for unknown conditions. As a result of negotiations between the parties, LCE's proposed pricing has been determined to be fair and reasonable. Funding for this work is covered in LIRR's Capital Budget.



Subject	Request for Authorization to Award Various Procurements
Department	Procurement & Material Control
Department Head Name	John T. Brennan
Department Head Signature	<i>[Signature]</i>
Project Manager Name	Various

Date	October 27, 2009
Vendor Name	Various
Contract Number	Various
Contract Manager Name	Various
Table of Contents Ref #	

Board Action					
Order	To	Date	Approval	Info	Other
1	LI Committee	11/10/09			
2	Finance Committee	11/16/09			
3	MTA Board	11/18/09			

Internal Approvals			
Order	Approval	Order	Approval
X	President		VP Administration
	Sr. VP Operations		CIO
	VP Finance		Other
X	General Counsel		

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

DISCUSSION:

LI Bus proposes to award Non-Competitive procurements in the following categories: None

LI Bus proposes to award Competitive procurements in the following categories: None

LI Bus presents the following procurement actions for Ratification: None

BUDGET IMPACT: None

RECOMMENDATION: None

MTA LONG ISLAND BUS

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, upon the recommendation of the Executive Director, 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 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.

7. The Board authorizes the budget adjustments to estimated contracts set forth in Schedule L.



Subject Request for Authorization to Award Various Procurements					
Department Procurement and Material Management					
Department Head Name Anthony J. Bombace, Jr.					
Department Head Signature					
Project Manager Name Various					
Board Action					
Order	To	Date	Approval	Info	Other
1	M-N Comm Mtg	11-16-09	X		
2	MTA Board Mtg	11-18-09	X		

Date November 2, 2009		
Vendor Name Various		
Contract Number Various		
Contract Manager Name Various		
Table of Contents Ref #		
Internal Approvals		
Approval		Approval
X President		Budget
X Acting Sr. VP Operations		Capital Programs
X Sr. VP Administration		Engr/Const
X VP Finance & IT	X	Chief of Staff

Internal Approvals (cont.)							
Order	Approval	Order	Approval	Order	Approval	Order	Approval
	VP Planning		Government Relations		Labor Relations	X	General Counsel
	Press		Safety		Human Resources		Other

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

Schedules Requiring Majority Vote

Schedule E: Miscellaneous Procurement Contracts	1	\$255,000
• Harris Stratex Networks, Inc. \$255,000		
SUB TOTAL:		1 \$255,000

MNR proposes to award competitive procurements in the following categories:

NONE

MNR presents the following procurement actions for Ratification:

Schedules Requiring Two-Thirds Vote (or more, where noted)

Schedule D: Ratification of Completed Procurement Actions

NONE

Schedules Requiring Majority Vote

Schedule K: Ratification of Completed Procurement Actions

NONE

SUB TOTAL: NONE

TOTAL: 1 \$255,000

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, upon the recommendation of the Executive Director, 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.

NOVEMBER 2009

METRO-NORTH RAILROAD

LIST OF NON-COMPETITIVE PROCUREMENTS FOR BOARD APPROVAL

Schedules Requiring Majority Vote:

Page

E. Miscellaneous Procurement Contracts

(Staff Summaries required for all items greater than: \$100K Sole Source; \$250K Other Non-Competitive)

- | | | | |
|----|--|----------------------------------|--------------------------------------|
| 1. | Harris Stratex Networks, Inc. | \$255,000 (not-to-exceed) | <u>Staff Summary Attached</u> |
| | Software Support Services for MNR's Network Management System (NMS) | | |

101

Non-competitive, negotiated, three (3)-year miscellaneous procurement contract with Harris Stratex Networks, the Original Software Developer, to provide software support services for Metro-North's Network Management System (NMS). As a result of a competitively negotiated 2005 contract to integrate & install a MNR system-wide Fiber Optic Communication System, the awarded contractor, GE Transportation, included the Harris NMS system to monitor and report real-time status of the overall network and provide diagnostic information related to the entire communication network and related subsystems.

The NMS, which is an exclusive and proprietary product of Harris, requires on-going maintenance and software support services in order for MNR's staff to successfully monitor and maintain optimal performance of the fiber optic communication network. The NMS software is proprietary to Harris Stratex, and software support and modifications are provided solely by Harris Stratex. Software support includes 24/7 telephone technical support, software fixes and patches, and software updates and enhancements. Joint procurement with LIRR was not possible as they do not utilize any of Harris Stratex products and related services, and do not plan to implement the Harris NMS system on LIRR's fiber optic network. Support services begin in January 2010.

A three (3)-year software maintenance contract was negotiated and resulted in the following: a 25% discount from Harris Stratex' commercial rates and three (3)-year fixed rates during the new term ('09 - '12). The overall cost of the new contract has increased only 1.25% from the overall costs paid for the prior contract ('06-'09). This procurement is to be funded by the MNR Operating Budget.

Schedule E: Miscellaneous Procurement Contracts



Item Number: E

Vendor Name (& Location) Harris Stratex Networks, Inc.
Description Network Management System Support Services
Contract Term (including Options, if any) Three Years
Option(s) included in Total Amount? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
Procurement Type <input type="checkbox"/> Competitive <input checked="" type="checkbox"/> Non-competitive
Solicitation Type <input type="checkbox"/> RFP <input type="checkbox"/> Bid <input checked="" type="checkbox"/> Other: Sole Source

Contract Number 0000068069	AWO/Modification #
Renewal?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
Total Amount:	\$255,000 Not-to-exceed
Funding Source <input checked="" type="checkbox"/> Operating <input type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other:	
Requesting Dept/Div & Dept/Div Head Name: Procurement & Material Management, Anthony J. Bombace, Jr.	

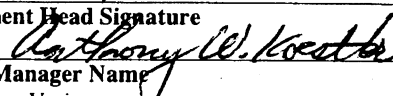
Discussion:

Non-competitive, negotiated, three (3)-year miscellaneous procurement contract with Harris Stratex Networks, the Original Software Developer, to provide software support services for Metro-North's Network Management System (NMS). As a result of a competitively negotiated 2005 contract to integrate & install a MNR system-wide Fiber Optic Communication System, the awarded contractor, GE Transportation, included the Harris NMS system to monitor and report real-time status of the overall network and provide diagnostic information related to the entire communication network and related subsystems.

The NMS, which is an exclusive and proprietary product of Harris, requires on-going maintenance and software support services in order for MNR's staff to successfully monitor and maintain optimal performance of the fiber optic communication network. The NMS software is proprietary to Harris Stratex, and software support and modifications are provided solely by Harris Stratex. Software support includes 24/7 telephone technical support, software fixes and patches, and software updates and enhancements. Joint procurement with LIRR was not possible as they do not utilize any of Harris Stratex products and related services, and do not plan to implement the Harris NMS system on LIRR's fiber optic network. Support services begin in January 2010.

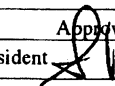
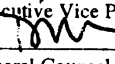
A three (3)-year software maintenance contract was negotiated and resulted in the following: a 25% discount from Harris Stratex' commercial rates and three (3)-year fixed rates during the new term ('09-'12). The overall cost of the new contract has increased only 1.25% from the overall costs paid for the prior contract ('06-'09). This procurement is to be funded by the MNR Operating Budget.

Staff Summary

Subject:	Request for Authorization to Award Various Procurements
Department:	Procurement & Materials
Department Head Name	Anthony W. Koestler
Department Head Signature	
Project Manager Name	Various

Date	October 23, 2009
Vendor Name	
Contract Number	
Contract Manager Name	
Table of Contents Ref #	

Board Action					
Order	To	Date	Approval	Info	Other
1	President	10/23/09			
2	MTA B&T Committee	11/9/09			
3	MTA Board	11/18/09			

Internal Approvals			
Order	Approval	Order	Approval
	President 		VP Staff Services
	Executive Vice President 		VP Procurement & Materials
	General Counsel		VP Labor Relations
	VP Operations		VP & Chief Engineer

Internal Approvals (cont.)							
Order	Approval	Order	Approval	Order	Approval	Order	Approval
	Chief Financial Officer		Chief Technology Officer		Chief Health & Safety Officer		VP Strategic Initiatives
	Chief Security Officer		Chief Maintenance Officer		MTA Office of Civil Rights		Chief EEO Officer

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:

<u>Schedules Requiring Two-Thirds Vote</u>		<u># of Actions</u>	<u>\$ Amount</u>
Schedule A	Non-Competitive Purchases and Public Work Contracts	1	\$144M
SUBTOTAL		1	\$144M

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

<u>Schedules Requiring Majority Vote</u>		<u># of Actions</u>	<u>\$ Amount</u>
Schedule I	Modifications to Purchase & Public Works Contracts	1	\$6.287M
SUBTOTAL		1	\$6.287M

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

TOTAL	2	\$6.431M
-------	---	----------

BUDGET IMPACT:

The purchases/contracts will result in obligating MTA B&T and Capital Construction 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 § 1265-a and § 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 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, upon the recommendation of the Executive Director, 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.
7. The Board authorizes the budget adjustments to estimated contracts set forth in Schedule L.

LIST OF NON-COMPETITIVE PROCUREMENTS FOR BOARD APPROVAL
NOVEMBER 2009

MTA BRIDGES & TUNNELS

Procurements Requiring Two-Thirds Vote:

Page

A: Non-Competitive Purchases and Public Work Contracts

(Staff Summaries required for all items greater than \$100K Sole Source; \$250K Other Non-Competitive)

- | | | | | |
|----|--|---------------|-------------------------------|-----|
| 1. | Verizon Network Integration, Corp.
Contract No. 100967 | \$ 144,233.08 | <u>Staff Summary Attached</u> | 109 |
| | Install new fiber optic cable from the Henry Hudson service building PBX room to Verizon's Manhattan central office. | | | |

Schedule A: Non-Competitive Purchases and Public Work Contracts

Item Number: **1** (Final)

Vendor Name (& Location) Verizon Network Integration, Corp., New York, NY		Contract Number 100967		Renewal? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
Description Conduit and Fiber Optic Cable		Total Amount: \$144,233.08			
Contract Term (including Options, if any) Four Months		Funding Source <input checked="" type="checkbox"/> Operating <input type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other:			
Option(s) included in Total Amount? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		Requesting Dept/Div & Dept/Div Head Name: Technology, Tariq Habib			
Procurement Type <input type="checkbox"/> Competitive <input checked="" type="checkbox"/> Non-competitive		Contract Manager: Nancy Lackenbauer			
Solicitation Type <input type="checkbox"/> RFP <input type="checkbox"/> Bid <input checked="" type="checkbox"/> Other: Sole Source					

Discussion:

To obtain approval in accordance with the All-Agency Procurement Guidelines to award a sole source public work contract, Contract 100967, to Verizon Network Integration Corp. (Verizon) located at 560 Lexington Ave., 8th floor, NY, NY that will require the Contractor to provide all labor and materials to install conduit and fiber optic cable at the Henry Hudson Bridge facility to Verizon's Manhattan central office. The value of this procurement is \$144,233.08 over a period of 4 months.

The Authority requires Verizon to install new fiber optic cable from the Henry Hudson service building PBX room to Verizon's Thayer Street central office in Manhattan. Verizon owns, operates and maintains a fiber optic cable that provides leased line voice and data communication services at the Henry Hudson Bridge's service building. This cable currently runs across the upper level of the bridge from Verizon's site in the Bronx to the service building on the Manhattan side of the bridge. Due to planned construction work at the bridge the conduit and cable that runs along the span must be removed. Instead of replacing the conduit on the bridge, the conduit and cable will be installed from the PBX room in the service building to Verizon's Manhattan central office on Thayer Street. This work will enable the Authority to maintain uninterrupted voice and data service at the facility throughout the construction project. B&T advertised its intent to award a sole source contract to Verizon in the NYS Contract Reporter and local newspapers. No other firm expressed an interest in participating in this procurement. Verizon's proposed cost of \$144,233.08 is 51% less than the user's estimate of \$294,075. The Authority initiated negotiations, however, Verizon declined to reduce its proposal. The price is considered to be fair and reasonable. Verizon has performed satisfactorily under previous B&T contracts. After review, Verizon was determined to be a responsible contractor. Funding is available in the Authority's Operating Budget under G.L. # 7030.

LIST OF COMPETITIVE PROCUREMENTS FOR BOARD APPROVAL
NOVEMBER 2009

MTA BRIDGES & TUNNELS

Procurements Requiring Majority Vote:

Page

I: Modifications to Purchase & Public Works Contracts

(Approvals/Staff Summaries required for individual change orders greater than \$250K. Approvals without Staff Summaries required for change orders greater than 15% of previous approved amount which are also at least \$50K)

- | | | | | |
|----|---|------------------------|--------------------------------------|-----|
| 1. | Conti of New York, LLC
Contract No. BW-89 | \$ 6,286,860.00 | <u>Staff Summary Attached</u> | 113 |
| | Additional work and a credit due to de-escalation of raw steel material prices under Contract BW-89, Replacement of the Bronx Approach and Miscellaneous Repairs to the Queens Approach at the Bronx-Whitestone Bridge. | | | |

Schedule I: Modifications to Purchase and Public Works Contracts

Item Number: **1** (Final)

Vendor Name (& Location) Conti of New York, LLC, South Plainfield, New Jersey	Contract Number BW-89	AWO/Modification #
Description Replacement of the Bronx Approach and Miscellaneous Repairs to the Queens Approach at the Bronx-Whitestone Bridge	Original Amount:	\$192,777,291.00
Contract Term (including Options, if any) October 23, 2008 – October 22, 2012	Prior Modifications:	\$3,291,230.00
Option(s) included in Total Amount? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	Prior Budgetary Increases:	N/A
Procurement Type <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive	Current Amount:	\$196,068,521.00
Solicitation Type <input type="checkbox"/> RFP <input checked="" type="checkbox"/> Bid <input type="checkbox"/> Other:	This Request:	\$6,286,860.00
Funding Source <input checked="" type="checkbox"/> Operating <input checked="" type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other:	% of This Request to Current Amount:	3.2%
Requesting Dept/Div & Dept/Div Head Name: Engineering & Construction, Thomas Bach, P.E.	% of Modifications (including This Request) to Original Amount:	5.0%

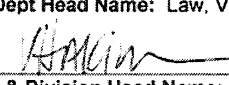

Discussion:

Approval is requested to modify Contract BW-89 with Conti of New York, LLC (Conti) for additional funding in the amount of \$6,286,860. On October 23, 2008, Contract BW-89 was awarded to Conti in the amount of \$192,777,291 for a four year duration. The Bronx-Whitestone was opened to traffic in 1939 and is B&T's second oldest bridge. The work to be performed under this contract may be briefly described as: (i) phased replacement of the Bronx Approach, which includes the installation of mini-pile foundations and new piers; (ii) structural steel and concrete repairs on the Queens Approach; (iii) installation of temporary and permanent barrier systems; (iv) electrical and lighting work; (v) installation of a fire standpipe system; (vi) replacement of the maintenance facility under the lower Bronx Approach Span, including underground storage tank removals; (vii) Maintenance and Protection of Traffic and (viii) performing asbestos and incidental lead abatement.

This staff summary requests approval to perform various under deck structural and concrete repairs, which were identified in the 2009 Biennial Inspection. B&T authorized Conti to purchase long lead-time materials and initiate under deck repairs in a not to exceed amount of \$200,000. In addition, the Engineer deems it prudent to amend the Contract for a \$3,000,000 credit pursuant to the Steel Price Adjustment clause due to the de-escalation of raw steel material prices required for the Project. The Contract contained an allowance and provisions to address the escalation and de-escalation of steel materials in an effort to share the risk of fluctuating raw steel material pricing at the time of bid. Additional engineering design, construction and construction management change orders resulting from the Biennial Inspection will be presented to the Board for approval in upcoming months.

Conti submitted proposals for these repairs totaling \$10,124,246.39. The Engineer's revised estimate is \$8,545,351.16. Negotiations resulted in reductions totaling \$837,386.39. B&T and Conti agreed to the amount of \$9,286,860, which is 8.7% above the estimate and is considered fair and reasonable. The total net amount of this amendment is \$6,286,860. Funding is available in the amount of \$9,286,860 in the Major Maintenance Budget and (\$3,000,000) is to be credited to the 2005 – 2009 Capital Program under Project BW-89.

Staff Summary

Item Number					
Dept & Dept Head Name: Law, Veronique Hakim 					
Division & Division Head Name: N/A					
Board Reviews					
Order	To	Date	Approval	Info	Other
1	Committee	11/09/09			
2	Board	11/18/09			
Internal Approvals					
Order	Approval	Order	Approval		
1	Agency President				

SUMMARY INFORMATION	
Vendor Name N/A	Contract Number N/A
Description Request for Authorization to Award Various Procurements	
Total Amount \$ 119,450,768	
Contract Term (including Options, if any) Various	
Option(s) included in Total Amount? <input type="checkbox"/> Yes <input type="checkbox"/> No Various	
Renewal? Various <input type="checkbox"/> Yes <input type="checkbox"/> No	
Procurement Type Various <input type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive	
Solicitation Type Various <input type="checkbox"/> RFP <input type="checkbox"/> Bid <input type="checkbox"/> Other:	
Funding Source Various <input type="checkbox"/> Operating <input type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other:	

I. PURPOSE/RECOMMENDATION

To obtain Board approval to award various contracts and purchase orders as reviewed by the MTA Capital Construction Committee and the NYC Transit Committee.

II. DISCUSSION

MTA Capital Construction proposes to award Non-Competitive Procurements in the following categories:

of Actions \$ Amount

None

MTA Capital Construction proposes to award Competitive Procurements in the following categories:

Schedule Requiring Majority Vote

Schedule H Modification to Personal/Miscellaneous Service Contracts	2	\$ 34,500,768 (NTE)
---	---	---------------------

Schedule Requiring Two-Thirds Vote

Schedule C Modification to Personal/Miscellaneous Service Contracts	1	\$ 84,950,000 (NTE)
---	---	---------------------

SUBTOTAL	3	\$ 119,450,768 (NTE)
----------	---	----------------------

MTA Capital Construction proposes to award Ratifications in the following categories:

None

TOTAL	3	\$ 119,450,768 (NTE)
-------	---	----------------------

Staff Summary

Contract Cost and Terms

N/A

Renewal Information (if applicable)

N/A

Background on Selected Firm

N/A

III. D/M/WBE INFORMATION

N/A

IV. IMPACT ON FUNDING

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

V. ALTERNATIVES

N/A

BOARD RESOLUTION

WHEREAS, in accordance with Section 1265-a and 1209 of the Public Authorities Law and the All Agency Procurement guidelines, the Board authorizes the award of certain non-competitive purchase and public works 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 service and miscellaneous procurement contracts, certain change orders to purchase, public work, and miscellaneous service and miscellaneous procurement contracts;

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, upon the recommendation of the Executive Director, 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; 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 contracts set forth in Schedule L.

LIST OF COMPETITIVE PROCUREMENTS FOR BOARD APPROVAL

NOVEMBER 2009

Procurements Requiring Majority Vote:

Page

H. Modification to Personal/Miscellaneous Service Contracts

(Staff Summaries required for items requiring Board Approval)

- | | | | | |
|----|--|----------------------------|--------------------------------------|-----|
| 1. | Parsons Brinckerhoff Quade & Douglas
and Bovis Lend Lease, JV (New York, NY)
Contract # CM-1265 | \$ 22,258,944 (NTE) | <u>Staff Summary Attached</u> | 121 |
| | Construction Consultant Management Services for the Fulton Street Transit Center | | | |
| 2. | Ove Arup & Partners Consulting
Engineers P.C. (New York, NY)
Contract # CM-1252 | \$ 12,241,824 (NTE) | <u>Staff Summary Attached</u> | 123 |
| | Design services for the Fulton Street Transit Center | | | |

Procurements Requiring Two-Thirds Vote:

C. Competitive Request for Proposal (Award of Purchase and Public Work Contracts)

(Staff Summaries required for items requiring Board Approval)

- | | | | | |
|----|---|----------------------------|--------------------------------------|-----|
| 3. | Schiavone/Kiewit, a Joint Venture
Contract # CQ039 | \$ 84,950,000 (NTE) | <u>Staff Summary Attached</u> | 125 |
| | Northern Boulevard Crossing | | | |

Schedule H: Modifications to Personal & Miscellaneous Service Contracts

Item Number: 1

Vendor Name (& Location) Parsons Brinckerhoff Quade & Douglas and Bovis Lend Lease, a Joint Venture (New York, NY)		Contract Number CM-1265	AWO/Modification # 10
Description Construction Consultant Management Services for FSTC		Original Amount: \$ 18,972,397.00	
Contract Term (including Options, if any) March 29, 2004 – December 31, 2009		Prior Modifications: \$ 1,538,536.00	
Option(s) included in Total Amount? <input type="checkbox"/> Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> n/a		Prior Budgetary Increases: \$ 0	
Procurement Type <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive		Current Amount: \$ 20,510,933.00	
Solicitation Type <input type="checkbox"/> RFP <input type="checkbox"/> Bid <input checked="" type="checkbox"/> Other: Modification		This Request: \$ 22,258,944.00 (not-to-exceed)	
Funding Source <input type="checkbox"/> Operating <input checked="" type="checkbox"/> Capital <input checked="" type="checkbox"/> Federal <input type="checkbox"/> Other:		% of This Request to Current Amount: 108.5%	
Requesting Dept/Div & Dept/Div Head Name: MTA Capital Construction, Michael Horodniceanu		% of Modifications (including This Request) to Original Amount: 125.4%	

Discussion:

This contract with PB/Bovis JV is for construction consultant management (CCM) services for the Fulton Street Transit Center (FSTC). The original not-to-exceed amount was \$18,972,397 and the original duration was 53 months. Current approved modifications have increased the contract value to \$20,510,933 and extended the duration to 69 months to December 31, 2009.

This modification would extend the contract an additional 54 months to the end of June 2014 to coincide with the completion of construction of the Fulton Street Transit Center. This time extension is needed to provide the project management staffing and support services necessary to manage the estimated remaining \$568.0 million in construction through project completion. MTACC does not maintain adequate in-house staff to manage this project without the support service of a CCM contractor. Since PB/Bovis has been the CCM since 2004, its team is familiar enough with the project details to efficiently and effectively carry out the additional work set out in this contract modification. Three FSTC contracts have been completed for a total value of \$212.8 million and three contracts are currently in construction for \$274.9 million. The remaining work includes the Transit Center building, a contract in which PB/Bovis's expertise in managing building construction is particularly valuable. Total contract construction is estimated to cost over \$800 million.

When the CCM contract was awarded in 2004, MTACC forecasted construction activities to cost approximately \$500 million with a duration of 36 months to be completed by the end of 2007. The assumption for most of that period was that the major components of the FSTC project would be packaged into three to four separate contracts. By July 2005, construction had begun on the rehab of the 2/3 Fulton Street Station and the Dey Street Structural Box, both of which are now complete. However, the design of the Transit Center building was not yet complete and was being revised in an effort to control costs and incorporate additional requirements. A third contract for deconstruction and hazardous material abatement was issued in January 2007 and completed later that year.

In December 2007, a single RFP was sent out for all the remaining construction work on the FSTC (Construction Contract Package 4) for proposals. Since MTACC received only one proposal, which was far in excess of the budget, the solicitation was cancelled. MTACC determined that a repackaging plan that segregated work types, extended the schedule, and allowed for specialty contractors to be able to competitively bid on smaller packages was in the best interests of the project. The FSTC Construction Contract Package 4 was divided into six smaller contract packages to progress the work and obtain more competitive bids.

The proposed increase in the CCM contract budget and duration is the result of the specific workload implications of the changes in the project design and construction plan. One of the CCM's major tasks is to provide preconstruction support during design development, including contract packaging, constructability reviews, cost estimating, and procurement support. In particular, the CCM has expended a significant number of hours reviewing the various iterations of the design over the extended design period, carrying out constructability reviews of the numerous conceptual

design/preliminary engineering and final design packages. In addition, the current nine-contract packaging plan is far more complex than the original, and the CCM has expended significant resources sequencing work.

This modification for CCM services is consistent with MTACC's integrated manpower plan through completion assumed in the plan presented to the MTA Board in May 2009 when the project budget was increased from \$847 million to \$1,400 million and forecast substantial completion changed to June 2014. The changes presented, including the customer benefit milestones defined, drive the resource requirements for the CCM.

The final price of \$24,998,678 is 4.6 percent lower than the MTACC final estimate of \$26,196,072. The final price considers an annual escalation of 2 percent on direct salary rates and has been found to be fair and reasonable. As there is a balance of approximately \$2,700,000 remaining in the contract; the amount requested for approval represents the additional funding required.

Schedule H: Modifications to Personal & Miscellaneous Service Contracts

Item Number: 2

Vendor Name (& Location)	
Ove Arup & Partners Consulting Engineers P.C. (New York, NY)	
Description	
Design services for the Fulton Street Transit Center	
Contract Term (including Options, if any)	
August 1, 2003 – November 30, 2009	
Option(s) included in Total Amount? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> n/a	
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: Modification	
Funding Source	
<input type="checkbox"/> Operating <input checked="" type="checkbox"/> Capital <input checked="" type="checkbox"/> Federal <input type="checkbox"/> Other:	
Requesting Dept/Div & Dept/Div Head Name:	
MTA Capital Construction, Michael Horodniceanu	

Contract Number	AWO/Modification #
CM-1252	30 & 32
Original Amount: (including options)	
	\$ 55,574,360.00
Prior Modifications:	
	\$ 23,229,886.00
Prior Budgetary Increases:	
	\$ 0
Current Amount:	
	\$ 78,804,246.00
This Request: Mod. #30 \$2,901,672 Mod. #32 \$9,340,152	
	\$ 12,241,824.00 (not-to-exceed)
% of This Request to Current Amount:	
	15.5%
% of Modifications (including This Request) to Original Amount:	
	63.8%

Discussion:

This contract is for design services on the Fulton Street Transit Center (FSTC) project. The FSTC will create a focal point for entry to the downtown rapid transit system. The center will connect to a new underground corridor into the World Trade Center site and improve connections and walkways to navigate among major subway routes in Lower Manhattan. In December 2007, MTACC sent out a single RFP for all the remaining construction work on the FSTC (Construction Contract Package 4) for proposals. Since MTACC received only one proposal, which was far in excess of the budget, the solicitation was cancelled. MTACC determined that a repackaging plan that segregated work types, extended the schedule, and allowed for specialty contractors to be able to competitively bid on smaller packages was in the best interests of the FSTC project. The FSTC Construction Contract Package 4 was divided into six smaller contract packages to progress the work and obtain more competitive bids. As previously reported, this repackaging effort has resulted in competitively priced construction bids while also extending the overall completion schedule to 2014. This repackaging effort has required several design consultant contract modifications, including the two presented below. A similar modification for additional consultant construction management services is also being presented in the November 2009 procurement package.

- Retroactive Modification No. 30 is for additional design services associated with construction of the Transit Center Building. The consultant will provide additional design services to produce construction contract drawings (design drawings and specifications for Divisions 2 through 19 as required) for a new construction contract bid solicitation package tentatively entitled "Package 4F: Transit Center Enclosure (A36125)." In order to meet the aggressive schedule set forth in the stimulus package and reduce potential schedule and cost impacts to the FSTC project, this modification was processed retroactively with an effective date of May 29, 2009. Similar to prior repackaging modifications approved by the Board, the scope of work includes nearly 1150 new and significantly revised drawings required to complete this large construction package. The final price is within 6.73% of the NYC Transit estimate and \$600,793 less than initially proposed by the contractor.
- Modification No. 32 will enable the consultant to continue to perform construction phase services (CPS) for an additional 60 months. The value of the base contract award for conceptual design and preliminary engineering plus planned options for Final Design and construction phase services (CPS) was \$55.5M, including only \$6.0M for CPS, far below the typical 30% allocation. MTACC always intended to request additional CPS funding once a final design was agreed upon. Additional design modifications worth \$20.4M incorporated Value Engineering changes and other design modifications without any additional funds for CPS. In addition, the initial CPS budget anticipated fewer construction packages than the nine currently planned. The additional construction packages have led to increases in drawing submissions, reviews and approvals and, in combination with the extended construction schedule, significantly increased contractor coordination requirements, compatibility issues, and the complexity of construction management and design interface. The CPS budget as currently configured represents 20% of the design cost, well below the 30% standard. The final price is within 4.71% of the revised NYC Transit estimate and \$278,898 less than initially proposed by the contractor. Accounting for the availability of \$3,630,768 of construction phase services funds remaining in the contract, only \$9,340,152 of new funding is required.

The final prices of both modifications were found to be fair and reasonable.

Schedule C: Competitive Request for Proposal (Award of Purchase and Public Work Contracts)

STAFF SUMMARY

Page 1 of 2



Item Number 3					
Dept & Dept Head Name: East Side Access, A. Paskoff					
Division and Division Head Name: <i>[Signature]</i>					
Board Reviews					
Order	To	Date	Approval	Info	Other
	Capital Construction, Planning & RE	11/9/09	X		
	Finance	11/16/09	X		
	Board	11/18/09	X		
Internal Approvals					
Order	Approval	Order	Approval		
3	VP Project Controls	6	President		
2	Chief Budget Officer	5	Sr. VP General Counsel		
1	Dir, Procurement	4	Chief Financial Officer		

SUMMARY INFORMATION	
Vendor Name Schiavone/Kiewit, a Joint Venture	Contract Number CQ039
Description Northern Boulevard Crossing	
Total Amount \$84,950,000	
Contract Term 24 Months	
Option(s) included in Total Amount? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
Renewal? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
Procurement Type <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive	
Solicitation Type <input checked="" type="checkbox"/> RFP <input type="checkbox"/> Bid <input type="checkbox"/> Other:	
Funding Source <input type="checkbox"/> Operating <input checked="" type="checkbox"/> Capital <input checked="" type="checkbox"/> Federal <input type="checkbox"/> Other:	

I. PURPOSE/RECOMMENDATION:

To obtain Board approval to award Contract CQ039, Northern Boulevard Crossing for the East Side Access ("ESA") Project to Schiavone/Kiewit, a Joint Venture, in the amount of \$84,950,000 and for a period of 24 months.

II. DISCUSSION:

On October 29, 2008, the Board adopted a resolution declaring that competitive bidding was impractical or inappropriate and that it was in the public interest to issue a competitive Request for Proposal ("RFP"), pursuant to Article IIIF of the All Agency Procurement Guidelines for Contract CQ039, Northern Boulevard Crossing for the East Side Access Project.

The scope of work includes a soft-ground bored tunnel beneath Northern Boulevard, providing and maintaining temporary construction services and facilities, design and installation for ground treatment, ground freezing, and underpinning systems, design for support of excavation, sequence, initial support and lining systems, relocation of utilities, operating and maintaining de-watering operations, excavation and stockpiling of excavated material, furnishing, maintaining and collecting data from instrumentation, excavation and installation of initial support and installation of waterproofing and permanent tunnel lining.

The RFP was advertised and issued as a one-step process in January 2009. A total of seventeen (17) firms requested the RFP of which seven (7) were identified as potential prime contractors or joint venture partners. Proposals were due on May 7, 2009 and one response, from Schiavone/Kiewit, a Joint Venture (which is a joint venture comprised of Schiavone Construction Co. LLC, Inc. and Kiewit Constructors Inc.) was received. In advance of this procurement, MTACC had conducted outreach efforts to encourage contractor participation on our solicitations. MTACC conducted a market survey of the prime firms who obtained the CQ039 solicitation package but did not submit a proposal. In general, the responding firms indicated that they either had a scheduling conflict with the work or they required a joint venture partner to perform the work (due to limits in their financial or technical capacity) but were unsuccessful in finding such a partner. Furthermore, MTACC believes that competition on this solicitation was limited due to national and international firms' unwillingness to venture into the New York City market and other firms' determination that the risk of the work specified for the contract was too great.

The Selection Committee evaluated the proposal based on the RFP evaluation criteria which included the proposer's relevant experience, technical proposal, and other factors. The selection committee found the technical proposal submitted by the proposer to be acceptable and recommended entering negotiations with the joint venture.

Schiavone/Kiewit, a Joint Venture ("SK") supplied a proposal which contained two cost proposals: an original cost proposal of \$93,922,000 representing the base project as designed and an alternate cost proposal of \$96,877,000 representing SK's proposed means of construction. MTACC's estimate for this work is \$57,351,419. Numerous negotiation meetings were held with the proposer and revised proposals were requested and received. The discussions focused on those items reflecting the greatest discrepancy with the internal estimate and the construction schedule. Discussions were also held on technical approach to reduce risk that may have added cost to the proposal or schedule.

During the course of discussions on risk, the parties were able to come to a better understanding of risk allocations between the parties such that SK was confident in abandoning their alternate proposed method which had placed a much larger portion of the risk on the MTACC than the RFP base method.

After the conclusion of negotiations, a final BAFO was requested. SK's BAFO was for \$84,950,000 for work under the contract while MTACC's revised estimate is \$73,330,049. The discrepancy between the estimate and the negotiated price is due to a number of factors. The majority of the difference is in the cost of excavation, temporary support and final concrete lining. The excavation and temporary support work carries significant risk and SK added higher contingencies than the project had estimated for these factors.

Each of the JV partners submitted Responsibility Questionnaires and responsibility and integrity checks were performed by MTACC Procurement and NYCT Vendor Relations. Significant adverse information ("SAI"), within the meaning of the All Agency Responsibility Guidelines, was found on both Schiavone Construction Co. LLC ("Schiavone") and Kiewit Constructors Inc ("Kiewit"). In 1985, as a result of 1984 grand jury indictment in Bronx County, NYDOT and NYCDEP declined to award contracts for which Schiavone was the low bidder. Charges against two individuals were dismissed by the judge and in 1987 not guilty verdicts were returned by jury on all defendants. In 2001, Schiavone voluntarily excluded itself from bidding on the NJDOT Victory Bridge project. This was in accordance with a supplemental agreement between Schiavone and NJDOT. Schiavone had been the low bidder on the design/build project and was unable to resolve design issues with NJDOT during the final design phase of the project; with Schiavone's agreement not to bid on the project NJDOT re-bid the project as a design-bid-build procurement without further incident involving Schiavone. In February 2008, Schiavone received search warrants and a subpoena duces tectum for various project records from the US Attorney's Office and the US Department of Labor related to their compliance with guidelines for participation by minority owned businesses in contracts. Schiavone is cooperating with the investigation.

Prior to 1981 four former affiliate companies: Peter Kiewit Sons, Prairie States Construction Co., Missouri Valley Construction Co. and Big Horn Construction Co. were accused of bid rigging activities. Those companies pleaded no contest or guilty resulting in debarments or suspensions of those companies and the following affiliated companies: Gilbert Corporation of Delaware, Gilbert Central Corp. and Kiewit Eastern Corp. Gilbert Central Corp. and Kiewit Eastern merged into Kiewit Construction Company in 1992 and that entity remains the only currently active entity of all the companies discussed above. The suspensions of the Gilbert and Kiewit companies were based on their affiliation with the other firms and not on any actions of their own. No indictments were issued and the firms were subsequently reinstated with the respective agencies. In 1990, Kiewit Pacific Co. ("KPC"), an affiliate of Kiewit Constructor's parent Kiewit Construction Co. was charged with unlawful disposal of contaminated materials in one of its construction yards. KPC plead nolo contendere to a one count misdemeanor and paid a fine and performed a remediation. In 1994 KPC was charged with two misdemeanor counts relating to a piece of equipment running over a protected species bird. KPC plead nolo contendere to both counts and paid fines to the Court and Fish & Game. In August 2007 Kie-Con a division of KPC was served with a Grand Jury Subpoena from the US Attorney's Office seeking information on waste water disposal and batch plant records at Kie-Con's Antioch California plant. In November 2007 the Contra Costa County DA's Office notified Kie-Con that they intended to file a complaint relating to alleged unlawful discharges from the plant. The DA reports the matter is unresolved at this time and that they may decide upon civil or criminal charges at a later time. Kiewit reports that in December 2007 the two parties entered into a tolling agreement and that they are continuing to cooperate with the US Attorney and the DA.

These issues have been previously disclosed and both Schiavone and Kiewit have been awarded MTA contracts since their disclosure. Despite the existence of the above referenced SAI, MTACC recommends that SK, be found responsible. A SAI memorandum for the approval of the Chairman and Executive Director to find Schiavone and Kiewit responsible notwithstanding SAI is circulating concurrently with this Staff Summary. Award of this Contract will not be made without his approval.

III. MBE/WBE INFORMATION:

The Contract has 6% DBE goals. This contract will not be awarded until OCR has approved SK's DBE participation submittals.

IV. IMPACT ON FUNDING:

Funding for this Contract is available in the 2005 – 2009 Capital Program for the ESA Project.

V. ALTERNATIVES:

There are no viable alternatives for performing this work at this time. Given the complexity of the contract and previous outreach efforts conducted, re-soliciting will not necessarily result in finding additional firms to compete for this work and would cause unacceptable delays to the project. There are no viable alternatives for performing this work at this time.

NOVEMBER 2009

MTA REAL ESTATE

LIST OF REAL ESTATE ACTION ITEMS FOR BOARD APPROVAL

ACTION ITEMS

MTA BRIDGES AND TUNNELS

Amendment of license agreement with City of New York DEP relating to third water tunnel

MTA METRO-NORTH RAILROAD

Acquisition of property from George and Kimberly Grieco in the hamlet of Stormville, Town of East Fishkill, Dutchess County, New York, for the MTA Police Department K-9 training facility

Amendment to extend term of license agreement with Putnam County for the construction, operation and maintenance of a pedestrian bike path in the Maybrook-Beacon rail line right-of-way, Putnam County, New York

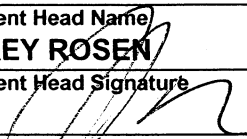
Lease agreement with LLC to be formed by Yorkville Tennis Club, LLC for the operation of a tennis club on the fourth floor of Hall D, Grand Central Terminal, New York

Guidelines for Selection of Tenants for Grand Central Terminal

MTA LONG ISLAND RAIL ROAD


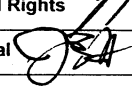

License agreement with Palmetto Hospitality of Garden City II, LLC, for the removal of debris, landscaping and replacement of fencing adjacent to a new Hyatt Hotel on the non-operating Roosevelt Spur, off of the LIRR Central Branch right of way, Garden City, New York

Staff Summary

Subject AMENDMENT OF LICENSE AGREEMENT
Department REAL ESTATE
Department Head Name JEFFREY ROSEN
Department Head Signature 
Project Manager Name PETER HINE

Date SEPTEMBER 21, 2009
Vendor Name
Contract Number
Contract Manager Name
Table of Contents Ref #

Board Action					
Order	To	Date	Approval	Info	Other
1	CC/P/RE Committee	9/21/09	X		
2	Board	11/18/09	X		

Internal Approvals			
Order	Approval	Order	Approval
	Executive Director	2	Civil Rights 
	Chief of Staff	1	Legal 
	Director of B&FM		
3	Dep Exec Dir of Admin 		

Narrative	
AGENCY:	MTA Triborough Bridge & Tunnel Authority ("TBTA")
LICENSEE:	City of NY Department of Environmental Protection ("DEP")
LOCATION:	Block 702, Lot 1, Manhattan
ACTIVITY:	License to extend occupancy
ACTION REQUESTED:	Approval of terms
TERM:	August 1, 2004 – December 31, 2009
SPACE:	Approximately 85,310 square feet
COMPENSATION:	8/1/04 – 7/31/05 \$1,535,580 \$18.00 Per Sq. Ft. 8/1/05 – 7/31/06 \$1,596,065 \$18.70 Per Sq. Ft. 8/1/06 – 7/31/07 \$1,649,413 \$19.33 Per Sq. Ft. 8/1/07 – 7/31/08 \$1,709,674 \$20.04 Per Sq. Ft. 8/1/08 – 7/31/09 \$1,797,565 \$21.07 Per Sq. Ft. 8/1/09 – 12/31/09 Escalation by CPI US Labor Dept. Consumer Price Index for the NY-NJ metropolitan area
COMMENTS:	
<p>In 1994, MTA granted a ten-year easement to DEP to occupy MTA property while excavating Shaft 26B as part of the Third Water Tunnel project.</p> <p>Completion of DEP's work at this site has extended beyond the original termination date of July 31, 2004. After extensive negotiation, both parties have agreed upon the foregoing terms and conditions of a retroactive renewal.</p> <p>Based on the foregoing, the Real Estate Department requests authorization to enter in this amendment.</p>	

Staff Summary



Metropolitan Transportation Authority

Page 1 of 2

Subject FEE ACQUISITION
Department REAL ESTATE
Department Head Name JEFFREY B. ROSEN
Department Head Signature
Project Manager Name BENSON GOODWYN

Date NOVEMBER 9, 2009
Vendor Name
Contract Number
Contract Manager Name
Table of Contents Ref #

Board Action					
Order	To	Date	Approval	Info	Other
1	CC/P/RE Committee	11/9/09.	X		
2	Board	11/18/09	X		

Internal Approvals			
Order	Approval	Order	Approval
	Executive Director	2	Civil Rights
	Chief of Staff	1	Legal
	Director of B&FM		
3	Dep Exec Dir of Admin		

Narrative

AGENCY: Metropolitan Transportation Authority ("MTA")

GRANTOR: George & Kimberly Grieco

LOCATION: 14 Perin Lane (Block 4, Lot 687) and 229 Seaman Road (Block 4, Lot 681), Stormville, NY

ACTIVITY: Acquisition of property for the MTA Police Department ("MTAPD") Canine ("K-9") Unit

ACTION REQUESTED: Approval of terms

INTEREST: Fee

SPACE: Approximately seventy-one (71) acres

COMPENSATION: One million fifty thousand dollars (\$1,050,000.00)

COMMENTS:

In January 2002, as a direct result of the events of September 11, 2001, the MTAPD K-9 Unit was formed to detect explosives and enhance the ability of the MTAPD to protect the public. After its formation, initial training of the K-9 unit was performed with the assistance of the New York State Police and Port Authority Police Department. The MTAPD K-9 unit has grown to fifty highly trained K-9 teams that are deployed throughout the MTA network, including MTA Metro-North Railroad (including Connecticut), MTA Long Island Rail Road, MTA Staten Island Railway and MTA Long Island Bus. The unit is the largest such unit maintained by any mass transit system in the United States.

Training for the K-9 unit is mandated by the New York State Division of Criminal Justice Services, which requires that all K-9 teams perform initial and in-service training programs, with a minimum of 16 hours per month of training. To date, K-9 training has been conducted, under a verbal agreement, at a facility in Montgomery, New York that is owned by the Orange County Sheriff's Office. The location is sub-optimal from an operational perspective due to significant travel time to the facility from the areas where the bulk of MTA ridership is located and lack of transit-specific training tools.

A facility for the K-9 unit was slated for Croton-Harmon Yard but had to be abandoned due to Metro-North's future needs and code compliance issues. Since then, MTA Real Estate has presented MTAPD with agency-owned sites at Hopewell Junction, Harriman, and Beacon, all of which proved to be infeasible. Other law enforcement agencies in the region do not have the capacity to accommodate the unit's training needs. A relatively large property is required both to ensure that suitable buffers can be provided between areas in active use and adjoining properties and because the dogs' olfactory sensitivity is such that areas cannot be re-used for several days after they have been used for training exercises. Over the last two years, MTA Real Estate has conducted a wide-ranging search for suitable locations and has presented MTAPD with over twenty sites, the most suitable of which is the subject property. The fact that the subject property is bisected by Metro-North's Beacon Line presents an excellent opportunity to construct a siding to allow retired rail cars to be placed on the property and used in training exercises specific to mass transit.

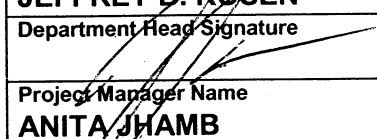
CAPITAL CONSTRUCTION/PLANNING/REAL ESTATE COMMITTEE MEETING **14 Perin Lane (Cont'd)**

COMMENTS: (Cont'd)

The property is in close proximity to major highways and operational expenses for travel will be significantly reduced. MTAPD also plans to use the site for other training activities, for an outdoor firearms range, and possibly as a site for communications antennae. The site contains structures that can be used by the K-9 unit with relatively minor renovations. The negotiated price is within the range of fair market value as determined by an appraiser engaged by MTA Real Estate.


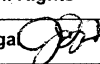

Based on the foregoing, MTA Real Estate requests authorization to acquire the subject property on the above-described terms. The acquisition will be subject to satisfactory completion of all required environmental reviews.

Staff Summary

Subject LICENSE AGREEMENT
Department REAL ESTATE
Department Head Name JEFFREY B. ROSEN
Department Head Signature 
Project Manager Name ANITA JHAMB

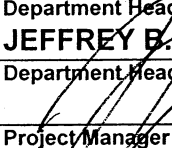
Date NOVEMBER 9, 2009
Vendor Name
Contract Number
Contract Manager Name
Table of Contents Ref #

Board Action					
Order	To	Date	Approval	Info	Other
1	CC/P/RE Committee	11/9/09	X		
2	Board	11/18/09	X		

Internal Approvals			
Order	Approval	Order	Approval
	Executive Director	2	Civil Rights 
	Chief of Staff	1	Legal 
	Director of B&FM		
3	Dep Exec Dir of Admin 		


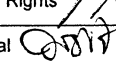

Narrative	
AGENCY:	MTA Metro-North Railroad ("Metro-North")
LICENSEE:	Putnam County ("Putnam")
LOCATION:	Approximately 3.91 miles of right-of-way within the Maybrook-Beacon rail line running southeasterly from Holmes Road to east of Route 164
ACTIVITY:	Construction, operation and maintenance of a pedestrian/bike path
ACTION REQUESTED:	Approval of extended term
TERM:	Original Term: Twenty (20) years (commenced May 15, 1997; expires May 14, 2017) New Expiration Date: December 31, 2019
COMPENSATION:	One (1) dollar, payment waived
COMMENTS:	<p>Putnam currently has a license agreement dated May 15, 1997, for a proposed bike path that is referred to by Putnam as "Maybrook I". The term of the existing agreement is twenty (20) years and is scheduled to expire on May 14, 2017, leaving a remaining term of approximately seven and a half (7.5) years.</p> <p>While Putnam has plans to develop additional sections of the bike path, construction of Maybrook I is slated for federal stimulus funding and New York State Department of Transportation has required that there be a minimum of ten (10) years remaining in the term of the agreement as a condition of funding. A letter amendment to the current license agreement extending the term by approximately two (2) years and seven (7) months would allow Putnam to secure the stimulus funding for the Maybrook I section.</p> <p>A new license agreement superseding the existing Maybrook I agreement, as amended, and including other portions of the Maybrook-Beacon right-of-way, is currently being negotiated and will be brought to the Board for approval at a subsequent date. However, in the interim, MTA Real Estate requests authorization to enter into a letter amendment with Putnam to extend the term of the Maybrook I agreement on the above-described terms and conditions.</p>

Staff Summary

Subject LEASE AGREEMENT
Department REAL ESTATE
Department Head Name JEFFREY B. ROSEN
Department Head Signature 
Project Manager Name NANCY MARSHALL

Date NOVEMBER 9, 2009
Vendor Name
Contract Number
Contract Manager Name
Table of Contents Ref #

Board Action					
Order	To	Date	Approval	Info	Other
1	CC/P/RE Committee	11/9/09	X		
2	Board	11/18/09	X		

Internal Approvals			
Order	Approval	Order	Approval
	Executive Director	2	Civil Rights 
	Chief of Staff	1	Legal 
	Director of B&FM		
3	Dep Exec Dir of Admin 		

Narrative

AGENCY: MTA Metro-North Railroad ("Metro-North")

LESSEE: New LLC to be formed by Yorkville Tennis Club, LLC

LOCATION: Fourth floor, Hall D, Grand Central Terminal, New York

ACTIVITY: Tennis club

ACTION REQUESTED: Approval of terms

TERM: Ten (10) years

SPACE: Approximately 8,800 sq. ft.

RENT:

Year	Annual	PSF
1	\$225,000.00	\$25.57
2	\$236,250.00	\$26.85
3	\$248,000.00	\$28.18
4	\$260,500.00	\$29.60
5	\$273,500.00	\$31.08
6	\$287,200.00	\$32.64
7	\$301,500.00	\$34.26
8	\$316,600.00	\$35.98
9	\$332,500.00	\$37.78
10	\$350,000.00	\$39.77

SECURITY: Three (3) month's rent plus additional security for completion of construction work per the "Security for Tenant's Work" section of the standard Grand Central Terminal form of lease

INSURANCE: Standard

CONSTRUCTION PERIOD: Ninety (90) days

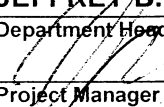
CAPITAL CONSTRUCTION/PLANNING/REAL ESTATE COMMITTEE MEETING**Yorkville Tennis Club, LLC (Cont'd)****COMMENTS:**

In conjunction with MTA Metro-North's continuing efforts to redevelop Grand Central Terminal, provide improved employee facilities (locker rooms) and increase revenue, MTA Real Estate issued a request for proposals ("RFP") for the fourth floor of Hall D at Grand Central Terminal. The space was previously occupied by another tennis club. Proposals were received from Yorkville Tennis Club, LLC ("Yorkville"); Dakodi, LLC; and 42nd Street Development Corporation. The present values of the rents proposed (using a discount rate of 9%) were \$1,755,077, \$828,604 and \$277,867, respectively. The proposed rental stream is significantly higher than the rent paid by the previous tenant.

Yorkville proposes to construct and operate one regulation-size doubles tennis court with a reception area, lounge and men's and women's bathroom and locker facilities. Yorkville, which is owned and operated by Dr. Anthony Scolnick, currently operates two existing tennis clubs in Manhattan, Sutton East Tennis Club and Yorkville Tennis Club. A new legal entity and trade name will be created for this operation. In addition to seasonal and daily rental of court time, the lessee will offer tennis programs similar to the programs offered at Yorkville's existing Manhattan facilities. These programs will be geared towards all age groups and levels of play, and will include lessons, round robins and league play. The club will operate seven days per week. The upgrading of this space for continued use as a tennis club will reinforce Grand Central Terminal's status as a high quality mixed-use destination.



Based on the foregoing, MTA Real Estate requests authorization to enter into a lease agreement with a new LCC entity of Yorkville on the above-described terms and conditions.

Staff Summary

Subject GUIDELINES FOR SELECTION OF TENANTS FOR GRAND CENTRAL TERMINAL
Department REAL ESTATE
Department Head Name JEFFREY B. ROSEN
Department Head Signature 
Project Manager Name NANCY MARSHALL

Date OCTOBER 31, 2009
Vendor Name
Contract Number
Contract Manager Name
Table of Contents Ref #

Board Action					
Order	To	Date	Approval	Info	Other
1	CC/P/RE Committee	11/09/09	X		
2	Board	11/18/09	X		

Internal Approvals			
Order	Approval	Order	Approval
		2	Dep Exec Dir of Admin 
		1	Legal 

PURPOSE:

To obtain MTA Board approval of Guidelines for Selection of Tenants for Grand Central Terminal ("GCT") attached to this Staff Summary (the "GCT Guidelines").

DISCUSSION:

At the request of the Chairman and CEO, the MTA Real Estate Department has reviewed and modified the GCT tenant selection process to clarify the evaluation criteria and selection process to be used in selecting tenants for Grand Central Terminal.

The major changes from the prior process are:

(1) The new GCT Guidelines define a clear objective: to maximize the long-term aggregate revenues that the MTA derives from the leasing of the commercial space at GCT (taken as a whole), while making available to commuters and others an appropriate mix of goods and services and maintaining a level of quality commensurate with GCT's status as an historic landmark and one of New York City's greatest public spaces (the "Objective").

(2) The new GCT Guidelines establish a rebuttable presumption that the Objective will be furthered by the proposal that is responsive and responsible and offers the highest unadjusted present value guaranteed rent amount. Any staff recommendation to award a lease to a responsive and responsible proposer *other than* the responsive and responsible proposer that has offered the highest unadjusted present value guaranteed rent amount must be made by a selection committee comprised of the Director of GCT Development, the Director of Real Estate Operations or his or her designee and the Director of Business Development or his or her designee, and supported by a rationale that is articulated in the Staff Summary presented to the Board in connection with such recommendation.

(3) Representatives of each of Williams Jackson Ewing and Jones Lang LaSalle, MTA's technical consultants for leasing and retail property management services at GCT, will prepare a technical evaluation that will be provided to the selection committee members. Each selection committee member exercises his/her own best independent judgment taking into account the technical evaluations.

(4) There are two evaluation criteria. The first, which accounts for 70% of the score, is designed to evaluate the direct economic value of a proposal. It would be calculated by taking the total of: (a) the present value of the guaranteed rent reduced by up to 50% based on the evaluator's assessment of the viability of the prospective tenant's business plan, the creditworthiness of the prospective tenant and any security deposits/letters of credit that will be

Staff Summary



required and (b) the present value of 50% of the projected percentage rent, reflecting the fact that percentage rent is not guaranteed, further reduced based on the evaluator's assessment of the likelihood of the proposed percentage rent being received. The two sums combined would constitute the measure of the direct economic value of a proposal. The second evaluation criterion, which accounts for the remaining 30% of the score, is the evaluator's determination of the indirect benefit to the MTA, based on the proposed tenant's likelihood of attracting other desirable prospective tenants to GCT, and/or customers for other current or prospective tenants at GCT.

RECOMMENDATION:

It is recommended that the Board approve the GCT Guidelines, which will be effective immediately for all RFPs for commercial space in GCT issued after the date of such approval.

November 18, 2009

GUIDELINES FOR SELECTION OF TENANTS FOR GRAND CENTRAL TERMINAL

Application

These guidelines (“Guidelines”) apply to the selection of lessees for leases of commercial spaces at Grand Central Terminal (“GCT”). They do not apply to the selection of licensees at GCT, which is governed by policies adopted by the Board in January, 2006 and April, 2009. (The principal difference between a lease and license for these purposes is that a license is terminable at the discretion of the licensor for any reason upon short notice, typically 60 days.) These Guidelines supplement the MTA Real Estate Department Policies and Procedures For Licensing-Out, Leasing-Out and Sale Of Real Property, adopted by the Board in February, 2009, as such policies and procedures may be amended from time to time (the “General Policies and Procedures”). In the event of any conflict between these Guidelines and the General Policies and Procedures, these Guidelines will govern.

Purpose and Objective

The purpose of these Guidelines is to provide the MTA Real Estate Department (the “RED”) with standards and procedures for issuing requests for proposals (“RFPs”) and for choosing tenants to recommend for selection for leases of commercial space at GCT. They are intended to further the MTA’s objective of maximizing the long-term aggregate revenues that the MTA derives from the leasing of the commercial space at GCT (taken as a whole), while making available to commuters and others an appropriate mix of goods and services and maintaining a level of quality commensurate with GCT’s status as an historic landmark and one of New York City’s greatest public spaces (the “Objective”). While the Objective is broader than maximizing guaranteed minimum rent for any particular space, these Guidelines establish a *rebuttable presumption* that the Objective will be furthered by the proposal that is “responsive” and “responsible” (as determined by the procedure described below) and offers the highest Unadjusted Guaranteed Rent Amount (as such term is defined below). Therefore, any staff recommendation to award a lease to a responsive and responsible proposer *other than* the responsive and responsible proposer that has offered the highest Unadjusted Guaranteed Rent Amount must be made by a selection committee and supported by a rationale that is articulated in the Staff Summary presented to the Board in connection with such recommendation.

These Guidelines are intended only for the guidance of officers and employees of the MTA. Nothing contained in these Guidelines is intended, or shall be construed, to confer upon any person or entity any right, remedy, claim or benefit under, or by reason

of, any requirement or provision of these Guidelines. Except to the extent prohibited by law, any provision of these Guidelines may be waived by the Board (by ratification or otherwise) or by the Chairman and Chief Executive Officer.

Requests For Proposals

All opportunities to lease commercial space at GCT (except for leases of storage spaces and other incidental spaces that have monetary values below the legal threshold requiring a competitive disposition process) must be offered pursuant to competitive RFPs prepared by the Director of GCT Development, approved by the Director of Real Estate, and advertised in accordance with the General Policies and Procedures. More than one space may be offered pursuant to a single RFP.

For each space being offered, an RFP may identify preferred, mandatory, disfavored and/or prohibited uses, as and where appropriate, to encourage and/or ensure an appropriate mix of merchandise and services in various sections of GCT or to otherwise further the Objective. If an RFP identifies a preferred or mandatory use, it shall make clear whether such use is mandatory or merely preferred; if an RFP identifies a disfavored or prohibited use, it shall make clear whether such use is prohibited or merely disfavored.

Without limiting the generality of the foregoing, each RFP must reference (and each prospective tenant must be provided with access to) the generally-applicable design criteria and rules and regulations for commercial spaces at GCT, and state that compliance with such design criteria and rules and regulations is mandatory.

The Director of GCT Development, with the concurrence of the Director of Real Estate, may elect to exclude national chains and/or discount merchandisers from specified areas of GCT, such as the Dining Concourse, the Lexington Passage and/or the Grand Central Market, provided that they reasonably determine that doing so will further the Objective. Each Staff Summary presented to the Board when the award of the proposed lease for a space is submitted in due course for Board approval shall set forth any preferred, mandatory, disfavored, or prohibited uses applicable to such space; provided, however, that the aforementioned design criteria and rules and regulations need only be referenced, not set forth in full, in such Staff Summaries.

Selection Criteria

The following are the selection criteria (the "Selection Criteria") that shall be used to evaluate proposals:

Selection Criterion A: Direct Economic Benefit to the MTA (Maximum 70 Points).

Each evaluator shall:

First: Start with the Unadjusted Guaranteed Rent Amount for each proposal, as determined by the Technical Consultants as described below. The "Unadjusted Guaranteed Rent Amount" for any proposal is the present value of the guaranteed minimum rent set forth in such proposal, discounted to the first day of the lease term using a discount rate of 6%.

Second: Determine the Guaranteed Rent Adjustment Factor for each proposal and multiply it by the Unadjusted Guaranteed Rent Amount for such proposal, to determine the "Adjusted Guaranteed Rent Amount" for such proposal. The "Guaranteed Rent Adjustment Factor" is an adjustment factor intended to reflect any concerns that the evaluator may have with respect to the certainty of payment of the Unadjusted Guaranteed Rent Amount, taking into account (1) the evaluator's assessment of the viability of the prospective tenant's business plan, (2) the evaluator's assessment of the creditworthiness of the prospective tenant (or any proposed guarantor) and (3) any security deposits and/or letters of credit that will be required (as set forth in the applicable RFP). The Guaranteed Rent Adjustment Factor may be as high as 1.00 (which means the evaluator has no uncertainty about the Unadjusted Guaranteed Rent Amount being received by MTA) and as low as 0.50 (which means the evaluator has great uncertainty about the Unadjusted Guaranteed Rent Amount being received by MTA), provided that if a proposal includes commercially unreasonable backloading of rent then the adjustment factor may be as low as zero to protect MTA's interests.

Third. Take the Unadjusted Percentage Rent Amount for each proposal, as determined by the Technical Consultants. The "Unadjusted Percentage Rent Amount" for any proposal is the present value of the projected percentage rent as set forth in the proposal, discounted to the first day of the lease term using a discount rate of 6%.

Fourth. Determine the Percentage Rent Adjustment Factor for each proposal and multiply it by the Unadjusted Percentage Rent Amount for such proposal to determine the "Adjusted Percentage Rent Amount" for such proposal. The "Percentage Rent Adjustment Factor" is an adjustment factor intended to reflect the evaluator's assessment of the likelihood of percentage rent being received. The Percentage Rent Adjustment Factor may be as high as 0.50 (which means the evaluator has no uncertainty about the Unadjusted Percentage Rent Amount being received by MTA) and as low as zero (which means the evaluator has great uncertainty about the Unadjusted Percentage Rent Amount being received by MTA).

Fifth. Add the Adjusted Guaranteed Rent Amount for each proposal to the Adjusted Percentage Rent Amount for such proposal to determine the "Adjusted Total Rent Amount" for such proposal.

Sixth. Award the proposal with the highest Adjusted Total Rent Amount (the "Highest Adjusted Total Rent Amount") seventy (70) points for the Selection Criterion A score.

Seventh. Calculate the Selection Criterion A score for each of the other proposals by multiplying 70 times a fraction, the numerator of which is such proposal's Adjusted Total Rent Amount and the denominator of which is the Highest Adjusted Total Rent Amount.

Selection Criterion B: Indirect Benefit to the MTA (Maximum 30 Points).

Each evaluator shall determine the likelihood that each prospective tenant will support the elements of the Objective not directly reflected in Selection Criteria A by attracting other desirable prospective tenants to GCT, and/or customers for other current or prospective tenants at GCT. The Selection Criterion B score shall range from 30 (which means that the evaluator believes that the prospective tenant will have an extremely significant positive effect on the elements of the Objective not directly reflected in Selection Criterion A) to zero (which means that the evaluator believes that the prospective tenant will have no positive effect on the elements of the Objective that are not directly reflected in Selection Criterion A).

Total Selection Criterion Score.

The total Selection Criteria score (the "Total Selection Criteria Score") for each proposal shall be the sum of that proposal's Selection Criterion A score plus that proposal's Selection Criterion B score.

Procedures for Evaluation of Proposals

Step 1: Technical Evaluation by Consultants:

All proposals received from prospective tenants shall be independently evaluated by Williams Jackson Ewing and Jones Lang LaSalle or such other outside consultants as may from time to time be retained by the MTA to provide leasing and retail property management services at GCT (the "Technical Consultants").

Each Technical Consultant shall provide the Director of GCT Development with an independent technical evaluation (a "Technical Evaluation") of each such proposal.

If either Technical Consultant considers that a proposal is non-responsive, such Technical Consultant shall promptly raise that issue with the Director of GCT Development and the Director of GCT Development shall undertake the responsiveness review in Step 2 for such proposal. If after such responsiveness review (and any corrective steps permitted in Step 2) the Director of GCT Development determines that such proposal is not responsive, such proposal shall be disqualified and no further technical evaluation shall be performed.

Each Technical Evaluation of each proposal shall include:

- (i) responsiveness to the RFP;
- (ii) a calculation of the Unadjusted Guaranteed Rent Amount;
- (iii) a calculation of the Unadjusted Percentage Rent Amount;
- (iv) a description of any known adverse prior experience (such as arrears, delinquent payments, and failure to comply with lease or license terms) pertaining to business relationships of the prospective tenant or any Affiliate of the prospective tenant (as such term is described below), after due inquiry into the GCT leasing records and the records of the RED's Tenant Management Unit;
- (v) any other matters relating to the responsibility of the proposer;
- (vi) an assessment of the viability of the prospective tenant's business plan (taking into account, as appropriate, the prospective tenant's concept, capabilities and past experience), the creditworthiness of the prospective tenant (or any proposed guarantor) and any security deposits and/or letters of credit that will be required (as set forth in the applicable RFP);
- (vii) an assessment of the likelihood of receiving any proposed percentage rent; and
- (viii) an assessment of the likelihood that the prospective tenant will indirectly further the Objective, by attracting other desirable prospective tenants to GCT, and/or customers for other current or prospective tenants at GCT.

Step 2: Determination of Responsiveness:

The second step after receipt of proposals shall be a determination of responsiveness by the Director of GCT Development using the standard criteria set forth in the General Policies and Procedures (including such prospective tenant's failure to provide all completed forms, supplemental information and signatures required by the applicable RFP). A proposal received in response to an RFP should be deemed to be "not responsive" (and thus disqualified and eliminated from further consideration by the Director of GCT Development) if such proposal (a) contemplates uses that such RFP identified as prohibited uses or (b) fails to provide for uses that such RFP identified as mandatory uses. A prospective tenant may not be disqualified by reason of such prospective tenant having proposed uses that the RFP identified as merely "disfavored" or by reason of having failed to propose uses that the RFP identified as merely "preferred" (although that may properly be taken into account in scoring proposals, as described above under the heading "Selection Criterion B"). If the Director of GCT Development determines that it is in MTA's best interests to permit a proposer to modify

its proposal after the due date to correct deficiencies that would otherwise cause it to be determined to be non-responsive, such proposer shall be afforded such opportunity.

In making the foregoing determination, the Director of GCT Development may rely on the Technical Evaluations.

Step 3: Initial Determination of Responsibility:

The third step is an initial determination of responsibility by the Director of GCT Development. The Director of GCT Development may determine that a prospective tenant is not responsible for any reason contemplated by the General Policies and Procedures (including unsuitability due to a record of criminality, lack of integrity, violations of the Procurement Lobbying Law (State Finance Law §§ 139-j and 139-k)). A prospective tenant should be deemed "not responsible" (and thus disqualified and eliminated from consideration by the Director of GCT Development) if (a) such prospective tenant, or any Affiliate of such prospective tenant, owes, by reason of an amount due not more than five years prior to the date of the RFP, in excess of \$10,000 to the MTA, (b) such amount is not (in the view of the MTA Legal Department) the subject of a bona fide dispute and (c) such amount has remained unpaid for more than 90 days; provided, however, that before disqualifying any prospective tenant by reason of any such non-payment, the Director of GCT Development must provide written notice of such non-payment to such prospective tenant and afford such prospective tenant a period of not less than 30 days to pay the amount that remains unpaid. Late payment, as opposed to non-payment, shall not constitute grounds for disqualification of an otherwise responsible prospective tenant (although it may be taken into account in scoring proposals, as described above under the heading "Selection Criterion A"). If a proposer is deemed to be not responsible, no further consideration of that proposal will be undertaken.

"Affiliate" of a prospective tenant means any entity that (a) controls or owns more than a 30% equity interest in such prospective tenant or (b) is controlled by, or more than a 30% equity interest in which is owned by or for the benefit of, either (i) such prospective tenant or (ii) any person (or any member of the immediate family (i.e., spouse, father, mother, brother, sister, children, and stepchildren) of any person) or entity that controls, or owns more than a 30% equity interest in, such prospective tenant.

In making the foregoing determination, the Director of GCT Development may rely on the Technical Evaluations.

Step 4: Evaluation by the Director of GCT Development:

The Director of GCT Development shall thereafter complete his/her written evaluation of all responsive proposals received from responsible prospective tenants based on the Selection Criteria, using both the numerical scoring and comment sections of an evaluation and scoring form substantially in the form attached hereto as Appendix A (the "Evaluation Form"). In completing such Evaluation Form, the Director of GCT Development must exercise his/her own best independent judgment taking into account the Technical Evaluations.

If the proposal with the highest Total Selection Criteria Score is also the proposal with the highest Unadjusted Guaranteed Rent Amount, then, with the concurrence of the Director of Real Estate, a Staff Summary recommending award of the lease to such proposer may be submitted to the Board for approval without convening a selection committee. However, if the proposal with the highest Total Selection Criteria Score is not the proposal with the highest Unadjusted Guaranteed Rent Amount or if two proposals provide for the same highest Unadjusted Guaranteed Rent Amount, then the Director of GCT Development must convene a selection committee (the "Selection Committee") consisting of the Director of GCT Development, the Director of Real Estate Operations or his or her designee and the Director of Business Development or his or her designee.

Step 5: Evaluation by Selection Committee, If Necessary

If a Selection Committee is required, the members of the Selection Committee shall be furnished with the Technical Evaluations. Each Selection Committee member other than the Director of GCT Development shall complete his/her written evaluation of all responsive proposals received from responsible prospective tenants based on the Selection Criteria, using both the numerical scoring and comment sections of the Evaluation Form. In completing such Evaluation Form, each such Selection Committee member must exercise his/her own best independent judgment taking into account the Technical Evaluation.

A meeting of the Selection Committee shall thereafter convene. At such meeting, the members of the Selection Committee may properly discuss the applicable proposals among themselves and/or with the Consultants. After such discussion is completed, each of the three members may prepare supplemental Evaluation Forms taking into account any such consultation and discussion. Each supplemental Evaluation Form shall include a narrative explanation for the basis of any scoring changes from the scoring in that Selection Committee member's original Evaluation Form. The Total Selection Criteria Score on the three final Evaluation Forms (which will be the original Evaluation Form for each Selection Committee member who does not submit a supplemental Evaluation Form; and shall be the supplemental Evaluation Forms for the other Selection Committee members) shall be added together and the proposals ranked based on such aggregate scoring.

Step 6: Determination of Whether to Present Recommendation to the Board

The Director of Real Estate may (at any time after an RFP is issued) determine, subject to the approval of the Deputy Executive Director of Administration, that it is in the best interest of the MTA to reject all proposals because the process did not yield sufficiently advantageous proposals, if the Director of Real Estate believes that issuing a new RFP would materially further the Objective, or because it has been determined, since the applicable RFP was issued, that the applicable space is better utilized for a non-commercial purpose, in which case the Director of Real Estate shall so report to the Board's Committee on Capital Construction, Planning & Real Estate. Otherwise, the Director of GCT Development shall make a final determination of responsibility with respect to the prospective tenant with the highest Total Selection Criteria Score, based on any new information received after the initial determination of responsibility, and if such prospective tenant continues to be responsible the Director of Real Estate shall submit to the Board a Staff Summary requesting authorization to enter into a lease with such prospective tenant. If such recommended prospective tenant is not the proposer with the highest Unadjusted Guaranteed Rent Amount, then such Staff Summary must include a reasonably detailed explanation of the factors that the Selection Committee took into account in recommending such proposal.

APPENDIX A

Grand Central Terminal Retail Leasing Evaluation Sheet

Space: _____ (Current Tenant)
 Evaluator: _____
 Date: _____

Scoring	A	B	C	D	E	F	G	H	I	J
	Unadjusted Guaranteed Rent Amount	Guaranteed Rent Adjustment Factor*	Adjusted Guaranteed Rent Amount (AxB)	Unadjusted Percentage Rent Amount	Percentage Rent Adjustment Factor**	Adjusted Percentage Rent Amount (DxE)	Adjusted Total Rent Amount (C+F)	Selection Criterion A Score*** (0-70)	Selection Criterion B Score (0-30)	Total Selection Criteria Score (H+I)
Proposer 1										
Proposer 2										
Proposer 3										

*Guaranteed Rent Adjust 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 per guidelines
 **Percentage Rent Adjust Factor: as high as 0.50 (no uncertainty about D) to as low as zero (great uncertainty about D).
 ***Selection Criterion A Score: 70 multiplied by the ratio of the Adjusted Total Rent Amount for the proposer to the the highest Adjusted Total Rent Amount (from column G)

Grand Central Terminal Retail Leasing Evaluation Sheet

Space: _____ Space # _____ (Current Tenant)

Evaluator: _____

Date: _____

Proposer 1

Guaranteed Rent Adjustment Factor selected: _____
Explanation of Guaranteed Rent Adjustment Factor selected:

Percentage Rent Adjustment Factor selected: _____
Explanation of Percentage Rent Adjustment Factor selected:

Selection Criterion B Score: _____
Factors Considered in arriving at Selection Criterion B Score:

Grand Central Terminal Retail Leasing Evaluation Sheet

Space: _____ Space # _____ (Current Tenant)
Evaluator: _____
Date: _____

Proposer 2

Guaranteed Rent Adjustment Factor selected: _____
Explanation of Guaranteed Rent Adjustment Factor selected:

Percentage Rent Adjustment Factor selected: _____
Explanation of Percentage Rent Adjustment Factor selected:

Selection Criterion B Score: _____
Factors Considered in arriving at Selection Criterion B Score:

Grand Central Terminal Retail Leasing Evaluation Sheet

Space: _____ Space # _____ (Current Tenant) _____
Evaluator: _____
Date: _____

Proposer 3

Guaranteed Rent Adjustment Factor selected: _____
Explanation of Guaranteed Rent Adjustment Factor selected: _____

Percentage Rent Adjustment Factor selected: _____
Explanation of Percentage Rent Adjustment Factor selected: _____

Selection Criterion B Score: _____
Factors Considered in arriving at Selection Criterion B Score: _____

Staff Summary

Subject LICENSE AGREEMENT	Date NOVEMBER 9, 2009
Department REAL ESTATE	Vendor Name
Department Head Name JEFFREY B. ROSEN	Contract Number
Department Head Signature	Contract Manager Name
Project Manager Name KRISTIN OLMSTED	Table of Contents Ref #

Board Action					
Order	To	Date	Approval	Info	Other
1	CC/P/RE Committee	11/9/09	X		
2	Board	11/18/09	X		

Internal Approvals			
Order	Approval	Order	Approval
	Executive Director	2	Civil Rights <i>[Signature]</i>
	Chief of Staff	1	Legal <i>[Signature]</i>
	Director of B&FM		
3	Dep Exec Dir of Admin <i>[Signature]</i>		

Narrative	
AGENCY:	MTA Long Island Rail Road ("LIRR")
LICENSEE:	Palmetto Hospitality of Garden City II, LLC
LOCATION:	Block 08, Lot 135, Nassau County, situated on the non-operating Roosevelt Spur off the LIRR's Central Branch, Garden City, New York
ACTIVITY:	Cleanup and beautification of inactive right-of-way
ACTION REQUESTED:	Approval of terms
TERM:	Year-to-year
SPACE:	Approximately 16,154 square feet
COMPENSATION:	\$100 for the first year, with 5% annual increases
COMMENTS:	
<p>Palmetto Hospitality of Garden City II, LLC requested permission to beautify a narrow strip of LIRR property adjacent to the site of a proposed Hyatt hotel it is developing in Garden City. This unused strip of LIRR property is an eyesore, a dumping ground and overgrown with vegetation. The Licensee will incur considerable expense to improve the property, including costs of new plantings, repairing and/or replacing fencing and removing debris.</p> <p>Based on the foregoing, MTA Real Estate requests authorization to enter into a license agreement with Palmetto Hospitality of Garden City II, LLC on the above-described terms and conditions.</p>	