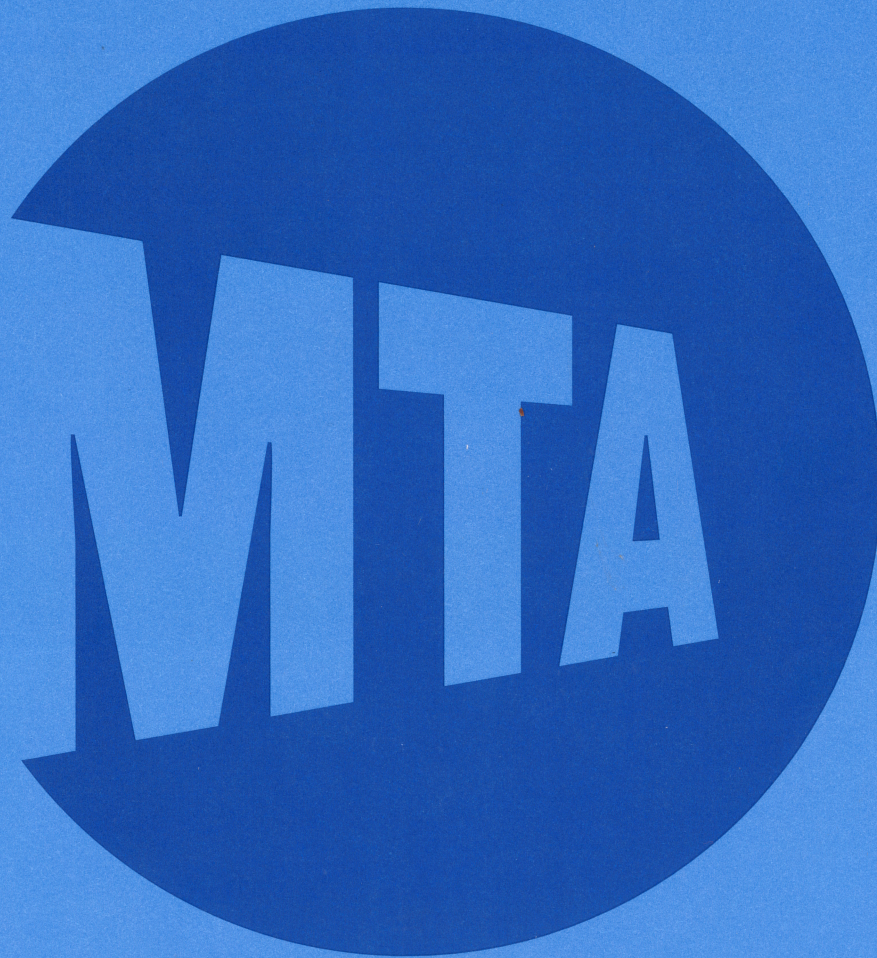




Metropolitan Transportation Authority

January 2010

MTA Board Action Items



MEETING AGENDA
METROPOLITAN TRANSPORTATION AUTHORITY BOARD
January 27, 2010 9:30 a.m.

347 Madison Avenue
Fifth Floor Board Room
New York, NY

AGENDA ITEMS

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Date of next MTA Board meeting: Wednesday February 24, 2010 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, December 16, 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. Doreen M. Frasca
Hon. Jeffrey A. Kay
Hon. Mark D. Lebow
Hon. Susan Metzger
Hon. Mark Page
Hon. Mitchell H. Pally
Hon. James L. Sedore, Jr.
Hon. Nancy Shevell
Hon. Carl V. Wortendyke**

The following member was absent:

Hon. Norman Seabrook

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, Thomas Prendergast, President of NYCTA, Howard Permut, President of Metro-North, Helena E. Williams, President, Long Island Railroad, Susan Kupferman, President of TBTA, Joseph A. Smith, President, LI Bus, MTA 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.** The following speakers addressed MTA agenda items. Refer to the MTA Agencies' minutes for the list of other speakers.

Honorable Christine Quinn, President, NYC Council – Councilmember Quinn urged the Board to allow for public participation and comment in the process of making budget cuts, and offered alternate money saving proposals to eliminating free student MetroCards and raising Access-A-Ride (“AAR”) fares, including reallocation of capital funds to pay for operating expenses.

Honorable Scott Stringer, Manhattan Borough President – Borough President Stringer urged the Board to find alternatives to the cuts proposed in the budget, and spoke against eliminating free student MetroCards and reduction of AAR service.

Honorable Charles Barron, NYC Councilmember – Councilmember Barron commented on the MTA's budget deficit, speaking against the proposed budget cuts and the elimination of free student MetroCards.

Honorable Letitia James, NYC Councilmember – Councilmember James advocated that the Board pursue alternative methods of generating revenue to avoid service cuts and layoffs, including renegotiation of the Atlantic Yards deal for a higher price.

Honorable James Vacca, NYC Councilmember – Councilmember Vacca urged the Board to consider the alternative plan proposed by various members of the NYC Council in order to avoid reduction of service and elimination of student MetroCards.

Honorable Robert Jackson, NYC Councilmember – Councilmember Jackson asked the Board to postpone the vote on the budget to allow time for development of more considered alternative proposals. Although understanding the serious revenue shortfall facing the MTA, he spoke in favor of a public comment period and advocated on behalf of free student MetroCards.

Honorable Elizabeth Crowley, NYC Councilmember – Councilmember Crowley urged the Board to consider the money saving alternatives proposed by NYC Councilmembers to avoid service cuts.

Honorable Ydenas Rodriquez, NYC Councilmember – Councilmember Rodriquez spoke against the elimination of free student MetroCards.

Honorable Leroy Comrie, NYC Councilmember – Councilmember Comrie advocated on behalf of postponing the vote on the budget to allow more time for public discourse.

Bernadette Boggs – Mrs. Boggs commented on the transit workers' Widows and Orphans' fund and advocated on behalf of TWU workers.

Gene Russianoff, NYPIRG – Mr. Russianoff proposed using federal stimulus money designated for the capital program for operating costs in order to eliminate service cuts and retain student MetroCards.

Dwayne Sampson, COMTO – Mr. Sampson spoke against the elimination of student MetroCards and reduction of bus services that heavily impact upon the elderly population.

Bill Henderson, PCAC - Mr. Henderson recognized the role the city and state have played in the MTA's current financial crisis, but urged the Board to avert service cuts and the elimination of student MetroCards or AAR services.

Matthew Shotkin – Mr. Shotkin spoke against the budget cuts and the elimination of student MetroCards.

Steve Millies, Bail Out the People – Mr. Millies spoke against the elimination of student MetroCards and proposed service cuts to AAR.

Michael White – Mr. White was critical of the Atlantic Yards deal, asserting that it has contributed to MTA's current budget concerns.

Lucy Koteen - Ms. Koteen spoke against the Atlantic Yards deal.

George Spitz – Mr. Spitz advocated in favor of light rail replacement of the Second Avenue Subway line to save on the operating budget.

Kenneth Kearns, of Bronx Community Board Number 10 – Mr. Kearns spoke against the elimination of the BX 14 bus, noting the communities it serves have few other public transportation options.

James Branch – Mr. Branch urged the Board to seek federal assistance for the MTA budget deficit.

2. **MINUTES.** Upon motion duly made and seconded, the Board approved the minutes of the regular Board meeting held on November 18, 2009.
3. **MTA CONSOLIDATED 2010 OPERATING BUDGET.**

Chairman Walder introduced the proposed adoption of the 2010 Operating Budget and Financial Plan, noting that instead of having a discussion today about how to make improvements in the transit system, the fiscal situation required discussion of reductions in service and how to achieve a balanced budget for 2010. Mr. Walder stated that this is the beginning of the process and that the Board in voting on a 2010 budget plan, is not being asked to make a final decision today on major service reductions. The Chairman noted that the process will involve further review, discussion and public hearings.

The Chairman stated that the MTA needs to rethink every aspect of our operation to permanently reduce costs and to ensure that every tax-payer dollar is used as efficiently as possible. Mr. Walder said that we must look for efficiencies and for changes in productivity. He stated that these changes will result in significant savings that will grow overtime. However, these savings will not be enough in the course of one year to address the issues that the MTA faces today.

The Chairman went on to say that the MTA faces difficult decisions about critical services and that it will have to look seriously at ways to cut costs so that the savings can be re-invested in improving services to our customers.

Following an extensive discussion by the Board on the budget and related issues facing MTA, Chairman Walder asked for a vote on the proposed budget item.

Upon motion duly made and seconded, the Board (1) adopted the MTA's Consolidated and Agencies' 2009 Final Estimate, the 2010 Final Proposed Budget, and the Four-Year Financial Plan for 2010-2013 (December Plan), and authorized the related matters, including Policy Actions, Gap Closing Programs and Cash Management Actions set forth in the Staff Summary and (2) authorized staff, under the direction of the Chairman, to proceed with steps necessary for MTA to notice and conduct public hearings to elicit public comment prior to any final Board action with respect to major service reductions and the phase-out of school fare discounts, and for staff, as directed by the Chairman, to take other needed administrative actions consistent with the 2010 Final Proposed Budget following its adoption.

The details of Board members' comments with respect to the above matters are included in the audiotape of the meeting produced by the MTA and maintained in MTA records.

4. **COMMITTEE ON GOVERNANCE.** Upon motion duly made and seconded, the Board approved the following items. The specifics are set forth in the attached staff summaries and documentation.
 1. **Revisions to Codes of Ethics.** Approved the revised All-Agency Code of Ethics and the Board Member Code of Ethics.
 2. **Revisions to the Governance Guidelines.** Approved revisions to the Governance Guidelines
 3. **Revisions to the MTA By-Laws.** Approved revisions to the MTA By-laws.
 4. **Revisions to the Board Committee Charters.** Approved amendments to the committee charters.
 5. **Labor Governance Guideline.** Approved Labor Governance Guidelines.
- 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 summaries and documentation.
 1. **Lund Fire Products Co., Inc. – Fire Suppression System Repairs & Maintenance - # E-3923, Sole Source, Renewal.** Approved the award of a sole source miscellaneous service contract for the repairs and maintenance to Kidde Dual Spectrum Fire Suppression Systems.

2. Clean Energy – Compressed Natural Gas (“CNG”) Station Maintenance and Repair - # E-3383, Renewal. Approved the modification to an existing public work contract to extend the contract beyond term and add funding for services and certain materials necessary for preventive maintenance and emergency repairs to two (2) CNG stations located at Mitchel Field and Rockville Centre depots.
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.

New York City Transit Authority

1. Permit to Solaris, LLC to enter a portion of LIRR right-of-way adjacent to 48-39 Barnett Avenue (Block 119, Lot 4), Queens, N.Y.
2. License agreement with Consolidated Edison, Inc. for the installation of power conduit and easement purchase option for maintenance on a portion of MTA property located at 38-30 and 38-32/26 43rd Street (Block 183, Lots 373 and 375), Queens, N.Y.

Long Island Rail Road

3. License agreement with the Town of Brookhaven for the operation of commuter parking at LIRR’s Ronkonkoma station, Ronkonkoma, N.Y.
4. License agreement with Newsstation, Inc. for the operation of a newsstand at the Atlantic Terminal Entry Pavilion, Flatbush Avenue Station, Brooklyn, N.Y.
5. Conveyance of parcel located on the north side of 94th Avenue (a/k/a Atlantic Avenue - Block 9989, portion of lot 70) and east of the Van Wyck Expressway to New York City Economic Development Corporation (NYCEDC), on behalf of New York City Department of Transportation (NYCDOT) in furtherance of the Atlantic Avenue extension, Jamaica, N.Y.

Metro-North Railroad

6. License agreement with BASF Catalysts, LLC for employee parking, storage, freight loading and ancillary uses of property located at 1050 Lower South Street, along a portion of Metro-North’s Hudson line right-of-way in Peekskill, N.Y.
7. License agreement with Answer Vending, Inc. for the provision of beverage and snack vending machines, including branded snack and beverage vending exclusivity rights located at Metro-North stations and employee facilities throughout New York State.

8. License agreement with US Concepts, LLC d/b/a Johnnie Walker Blue Label for the operation of a complimentary engraving service of Johnnie Walker Blue Label bottles in the Graybar Passage, Grand Central Terminal, N.Y.
7. **EXECUTIVE SESSION.** Upon motion duly made and seconded, the Board voted to convene an executive session to consider a matter regarding collective bargaining and current litigation.
8. **PUBLIC SESSION.** Upon motion duly made and seconded, the public session resumed.

Upon motion duly made and seconded, the Board voted to adjourn the meeting at 12:33 p.m.

Respectively submitted,

Victoria Clement
Assistant Secretary

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

**Wednesday, December 16, 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. Doreen M. Frasca
Hon. Jeffrey A. Kay
Hon. Mark D. Lebow
Hon. Susan Metzger
Hon. Mark Page
Hon. Mitchell H. Pally
Hon. James L. Sedore, Jr.
Hon. Nancy Shevell
Hon. Carl V. Wortendyke**

The following member was absent:

Hon. Norman Seabrook

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, Thomas Prendergast, President of NYCTA, Howard Permut, President of Metro-North, Helena E. Williams, President, Long Island Railroad, Susan Kupferman, President of TBTA, Joseph A. Smith, President, LI Bus, MTA 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

Twenty-two public speakers addressed NYC Transit/MTA Bus issues.

Honorable Christine Quinn, President, NYC Council, urged the Board to allow for public participation and comment in the process of making budget cuts, and offered alternate money saving proposals to eliminating free student MetroCards and raising Access-A-Ride ("AAR") fares, including reallocation of capital funds to pay for operating expenses.

Honorable Scott Stringer, Manhattan Borough President, urged the Board to find alternatives to the cuts proposed in the budget, and spoke against eliminating free student MetroCards and reduction of AAR service.

Honorable Charles Barron, NYC Councilmember, spoke against the proposed budget cuts.

Honorable Letitia James, NYC Councilmember, presented the Board with alternative methods of generating revenue so as to avoid service cuts and layoffs, including renegotiation of the Atlantic Yards deal for a higher price.

Honorable James Vacca, NYC Councilmember, urged the Board to consider the alternative plan proposed by various members of the NYC Council, in order to avoid reduction of service and elimination of student MetroCards.

Honorable Robert Jackson, NYC Councilmember, asked the Board to postpone the vote on the budget to allow time for development of more considered alternative proposals. Although understanding the serious revenue shortfall facing the MTA, he spoke in favor of a public comment period and advocated on behalf of students and free MetroCards.

Honorable Elizabeth Crowley, NYC Councilmember, urged the Board to consider the money saving alternatives proposed by NYC Councilmembers to avoid service cuts.

Honorable Ydenas Rodriquez, NYC Councilmember, spoke against the elimination of free student MetroCards.

Honorable Leroy Comrie, NYC Councilmember, advocated on behalf of postponing the vote on the budget to allow more time for public discourse.

Bernadette Boggs advocated on behalf of TWU workers.

Gene Russianoff, NYPIRG, proposed using federal stimulus money designated for the capital program for operating costs in order to eliminate service cuts and retain student MetroCards.

Dwayne Sampson, COMTO, urged against the elimination of student MetroCards and against reduction of bus services that heavily impact upon the elderly population.

Bill Henderson, PCAC, recognized the role the city and state have played in the MTA's current financial crisis, but urged the Board to avert service cuts and the elimination of student MetroCards or AAR services.

Michelle Keller, L375 DC37, spoke in favor of wage increases for members of DC 37.

Matthew Shotkin spoke against the budget cuts.

Larry Scarlino, L375 DC37, spoke in favor of wage increases for members of DC 37.

Steve Millies, Bail Out the People, spoke against the elimination of student MetroCards and proposed service cuts to AAR.

Michael White was critical of the Atlantic Yards deal, asserting that the MTA sustained a net loss in the sale which could have prevented some of the current budget concerns.

Lucy Koteen spoke against the Atlantic Yards deal.

George Spitz urged light rail replacement of the Second Avenue Subway line to save on the operating budget.

Kenneth Kearns, of Bronx Community Board Number 10, spoke against the elimination of the Bx 14 bus, noting the communities it serves have few other public transportation options.

James Branch urged the Board to seek federal assistance for the budget deficit.

3. MINUTES

Upon motion duly made and seconded, the Board unanimously approved the minutes 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 November 18, 2009.

4. MTA 2010 BUDGET

Upon motion duly made and seconded, the Board voted to approve the proposed 2010 budget. Details of the discussion surrounding the vote 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.

5. COMMITTEE ON GOVERNANCE

New York City Transit

Upon motion duly made and seconded, the Board approved revisions to the MTA All-Agency Code of Ethics, NYC Transit Board Committee Charter, MTA Bus Board Committee Charter, as well as the Labor Governance Guidelines. Details of the revisions and of the discussion surrounding the vote 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.

6. COMMITTEE ON TRANSIT/SIR/MTA BUS OPERATIONS

NYC Transit

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 (Schedules E, G and I 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 a majority vote (Schedule E, F, G, 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 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 approved the non-competitive procurements 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: None.
Procurement Ratifications: None.

6. COMMITTEE ON REAL ESTATE

There were no NYC Transit/MTA Bus real estate items for approval.

7. EXECUTIVE SESSION

Upon motion duly made and seconded the Members voted to convene into Executive Session to discuss a litigation matter. Upon motion duly made and seconded, the Members voted to resume public session.

8. ADJOURNMENT

Upon motion duly made and seconded, the Members unanimously voted to adjourn the meeting at 12:33 p.m.

Respectfully submitted,



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
December 16, 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. Hon. Allen P. Cappelli
Hon. Donald Cecil
Hon. Doreen M. Frasca
Hon. Jeffrey A. Kay
Hon. Mark D. Lebow
Hon. Susan Metzger
Hon. Mark Page
Hon. Mitchell H. Pally
Hon. James L. Sedore, Jr.
Hon. Nancy Shevell
Hon. Carl V. Wortendyke

The following member was absent:

Hon. Norman Seabrook

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, Thomas Prendergast, President of NYCTA, Howard Permut, President of Metro-North, Helena E. Williams, President, Long Island Railroad, Susan Kupferman,, President TBTA, Joseph J. Smith, President of LI Bus, MTA 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 twenty-four public speakers, most of whom spoke with respect to the 2010 MTA Budget. The Honorable Letitia James, Michael White and Lucy Koteen also spoke in opposition to the Atlantic Yards project.

2. APPROVAL OF MINUTES

Upon motion duly made and seconded, the Board unanimously approved the minutes of the Board meeting held on November 18, 2009.

3. 2010 BUDGET ADOPTION

Chairman Walder addressed the public speakers' concerns about the 2010 MTA Budget. Vice-Chairman Saul and Board Members Sedore, Kay, Albert, Shevell, Cappelli, Metzger, Pally, Greenberg, Page, Brown, Blair, Wortendyke and Lebow all spoke about the proposed 2010 budget. Details of the Chairman's remarks, and the Board Members' subsequent comments, are contained in the minutes of the meeting of the Metropolitan Transportation Authority held this day.

At the conclusion of the Board Members' remarks, the Board approved the MTA's Consolidated and the Agencies' 2009 Final Estimate, the MTA's and the Agencies' 2010 Final Proposed Budgets for 2010-2013 (December Plan), including approval of policy actions, gap closing programs, and cash management actions, and also authorized staff, under the direction of the Chairman, to proceed with steps necessary for MTA to notice and conduct public hearings to elicit public comment, prior to any final Board action, with respect to major service reductions and phase-out of school fare discounts and to take other needed administrative actions, as directed by the Chairman, consistent with the 2010 Final Proposed Budget following its adoption. The details of the 2010 Budget Adoption Materials are contained in the minutes of the Metropolitan Transportation Authority held this day and the staff summaries and materials filed with those minutes.

4. COMMITTEE ON GOVERNANCE

Upon motion duly made and seconded, the Board approved Governance Committee items. Included among those items were revisions to the MTA Code of Ethics, the Board Member Code of Ethics, the MTA Governance Guidelines, the MTA By-Laws, and the Long Island Committee charter. 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 LIRR/LI BUS OPERATIONS

Upon motion duly made and seconded, the Board approved the following LIRR non-competitive and competitive procurements recommended to it by the Committee on LIRR/LI Bus Operations. There were no ratifications. The item related to New York State Industries for the Disabled, Inc., which had been approved by the Committee, was withdrawn and was not submitted to the Board for approval.

Non-Competitive Procurements

1. **DVI Communications/
Federal Engineering, Inc.
Sole Source
Contract No. 6051** **\$68,939
Not-to-Exceed**

Sole source contract to DVI Communications / Federal Engineering Inc. (DVI) to prepare and submit applications for additional 700MHz Public Service Spectrum frequencies required as part of the MTA's Police Radio Initiative, covering Region 8 in New York and New Jersey and Region 19 in Connecticut. This award is a ride of NYCT's contract with DVI.
2. **Solari Corporation
Sole Source
Contract No. TBD** **\$68,809
Fixed Price**

Sole source contract to Solari Corporation (Solari) for the purchase of new Solari signage to be installed in the Penn Station Waiting Room. This award consists of the purchase of fifteen Thin-Film Transistor (TFT) flat panel monitors. The total cost for the signage is \$68,809, and covers all equipment, shipping, installation and warranty/maintenance costs for a one-year period from date of system acceptance, and is contained within the existing LIRR Operating Budget. Pricing for the signage is consistent with previous Solari orders, and is deemed fair and reasonable.
3. **Fire Command Company
Ride LI Bus Contract No. E-3812
Contract No. TBD** **\$100,000
Not-to-Exceed**

Ride of Long Island Bus (LIB) Contract No. E-3812 with Fire Command Company, for a period of eighteen months, from January 1, 2010 through June 30, 2011, for as-needed inspection, maintenance, fill/recharge, repair and test of fire extinguishers in an amount not to exceed \$100,000. The LIB contract is a ride of a competitively bid Nassau County Contract, and covers a three-year term, from July 1, 2008 thru June 30, 2011. In accordance with MTA Joint-Agency Initiatives, the LIRR is seeking to ride this contract for the remaining eighteen-month period, to be co-terminous with LI Bus, to facilitate a joint agency, follow-on contract. Applying the LIB contract pricing to the current 3-year LIRR Price Schedule reflects a savings of \$2,312.25, or 1.16%, from the expiring LIRR contract. LIRR's operating budget will fund this contract.

Competitive

1. **American Occupational Health
Mgmt., Inc., d/b/a/Take Care
Employer Solutions, Inc.
Competitive RFP
Contract No. 5917** **\$4,426,412
Not-to-Exceed**

LIRR requests MTA Board approval to (i) extend the term of LIRR, MNR, LI Bus, MTA Bus, and MTAHQ's (hereinafter the "Agencies") contracts with American Occupational Health Management, Inc, d/b/a Take Care Employer Solutions, Inc ("Take Care"), to continue to manage and operate the Agencies' on-site Occupational Health Services facilities for an additional twelve months, from January 1, 2010 through December 31,

2010, and (ii) increase the combined total contract funding by \$4,426,412, from \$23,710,427 to a revised, not-to-exceed amount of \$28,136,839.

2. **Summit Security Services, Inc.** **\$781,588**
Competitive RFP
Contract No. BP02386/BP03446
LIRR requests MTA Board approval to (i) add guard security services at two new facilities, beginning January 1, 2010, through contract completion in May 2011, and (ii) increase contract funding by \$781,588, from \$6,165,407, to a revised not-to-exceed amount of \$6,946,995.
3. **Kiewit Constructors, Inc.** **\$322,402**
Competitive
Contract No. 6000
LIRR requests MTA Board approval to modify its Contract No. 6000 with Kiewit Constructors, Inc. to upgrade the surface painting preparation standard originally specified in the base contract to a more stringent standard for the 201 column surfaces requiring painting along the Atlantic Avenue Viaduct and to add \$322,402 to cover the associated scope of work.

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

6. **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 a joint procurement involving Metro-North, LIRR, MTA Capital Construction and MTA Headquarters for prequalification of 81 consultants to perform design, engineering, supervision inspection services and miscellaneous professional services to support the 2010-2014 Capital Program and other operating needs. The 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.

7. **COMMITTEE ON CAPITAL CONSTRUCTION, PLANNING AND 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 Town of Brookhaven for the operation of commuter parking at LIRR's Ronkonkoma Station, Ronkonkoma, New York.
- b. License Agreement with Newsstation Inc. for the operation of a newsstand at the Flatbush Avenue Station, Brooklyn, New York.
- c. Conveyance of parcel on north side of 94th Avenue in furtherance of widening of Atlantic Avenue, Jamaica, New York.

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

8. EXECUTIVE SESSION

Upon motion duly made and seconded, the Board voted to convene an executive session to consider Collective Bargaining and Litigation matters.

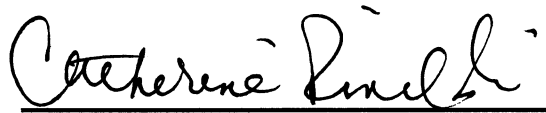
9. PUBLIC SESSION

Upon motion duly made and seconded the public session resumed.

10. ADJOURNMENT

Upon motion duly made and seconded, the Board unanimously voted to adjourn the meeting. The meeting was adjourned at 12:33 P.M.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Catherine Rinaldi", written over a horizontal line.

Catherine A. Rinaldi
Secretary

Minutes of the Regular Meeting
Metro-North Commuter Railroad Company

Wednesday, December 16, 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. Doreen M. Frasca
Hon. Jeffrey A. Kay
Hon. Mark D. Lebow
Hon. Susan Metzger
Hon. Mark Page
Hon. Mitchell H. Pally
Hon. James L. Sedore, Jr.
Hon. Nancy Shevell
Hon. Carl V. Wortendyke

The following member was absent:

Hon. Norman Seabrook

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, Thomas Prendergast, President of NYCTA, Howard Permut, President of Metro-North, Helena E. Williams, President, Long Island Railroad, Susan Kupferman, President of TBTA, Joseph A. Smith, President, LI Bus, MTA 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 24 public speakers. Murray Bodin of Concerned Grandparents asked two questions: (1) why customers have to sign a receipt when you get a ticket from a ticket agent but not at a ticket machine and (2) why trains have to blow their whistle ½ mile before the station rather than making an announcement on the station platform. The details of the remaining comments made are contained in the minutes of the meeting of the Board of the Metropolitan Transportation Authority held this day.

2. Approval of Minutes – Upon motion duly made and seconded, the minutes of the Regular Board Meeting of November 18, 2009 meeting were unanimously approved.

3. MTA 2010 Budget Adoption Materials

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

- MTA Consolidated 2010 Operating Budget. (1) Adoption of MTA's Consolidated and Agencies' 2009 Final Estimate, the 2010 Final Proposed Budget, and the Four-Year Financial Plan for 2010-2013 (December Plan), including approval of Policy Actions, Gap Closing Programs, and Cash Management Actions. (2) Board authorization for staff, under the direction of the Chairman, to proceed with steps necessary for MTA to notice and hold public hearings, prior to any final Board action with respect to major service reductions and phase-out of school fare discounts, and for staff, as directed by the Chairman, to take other needed administrative actions consistent with the 2010 Final Proposed Budget following its adoption.

The details of Chairman Walder's statement and the comments made by Board members are contained in the minutes of the meeting of the Board of the Metropolitan Transportation Authority held this day and the staff summaries and reports filed with those minutes.

4. Committee on Governance

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

- Revisions to the Codes of Ethics
- Revisions to the Governance Guidelines
- Revisions to Board Committee Charters
- Labor Relations Guidelines

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

5. Committee on Transit Operations:

The Board voted on Transit items. Among the items approved by the Board was a competitive procurement requiring majority vote to award a joint New York City Transit (NYCT) and Metro-North Railroad procurement for two Indefinite Quantity (IQ) contracts for risk assessment consultant services. 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.

6. Committee on LIRR/LI Bus Operations:

The Board voted on Long Island Rail Road items. Among the items approved by the Board was a competitive procurement requiring majority vote to extend the term of LIRR. MNR, LI Bus, Bus Company and MTAHQ's contract with American Occupational Health Management, Inc., d/b/a Take Care Employer Solutions, Inc. ("Take Care") to continue managing and operating the agencies' on-site Occupational Health Services facilities for an additional 12 months and to increase the combined total contract funding. The details of the above item are contained in the minutes of the Committee on LIRR/LI Bus Operations and the staff summaries and reports filed with those minutes.

7. Committee on Metro-North Railroad Operations:

Mr. Sedore reported that Metro-North's east of Hudson on-time performance in November 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

- Mateson Chemical Corp. – Two (2) year purchase agreement for various size AC vaporizer gel packs.
- USSC, LLC – Drop sash window hardware/parts – MNR M-2/4/6 commuter railcar fleets.

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

Request to use RFP for Procurement of Purchases and Public Works in lieu of Sealed Bids

- MNR's on-call construction program – pre-qualification-construction contractors.

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

Personal Service Contracts

- General Engineering Consultants – Pre-qualification for general engineering.
- Day Engineering, PC – On-call environmental engineering and occupational safety consulting services.

A staff summary and report setting forth the details of the above items are filed with the records of this meeting.

8. 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.

- License agreement with BASF Catalysts, LLC for employee parking, storage, freight loading and ancillary uses along a portion of Metro-North's Hudson line right-of-way in Peekskill, New York.
- License agreement with Answer Vending for the provision of snack and beverage vending machine services at MTA Metro-North stations and employee facilities.
- License agreement with US Concepts LLC d/b/a Johnnie Walker Blue Label for the operation of a complimentary engraving service in the Graybar Passage Kiosk, Grand Central Terminal, New York.

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

9. Next Meeting - January 27, 2010 at 9:30 a.m.

10. Upon motion duly made and seconded, the Board unanimously voted to adjourn the meeting at 12:33 p.m.

Respectfully submitted,



Linda Montanino
Assistant Secretary

Dec. 2009 Board Minutes
Legal/Corporate

**Minutes of the Regular Meeting
Triborough Bridge and Tunnel Authority
December 16, 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. Doreen M. Frasca
Hon. Jeffrey A. Kay
Hon. Mark D. LeBow
Hon. Susan Metzger
Hon. Mark Page
Hon. Mitchell H. Pally
Hon. James E. Sedore, Jr
Hon. Nancy Shevell
Hon. Carl V. Wortendyke

Not Present:

Hon. Norman Seabrook

Frederick Cuenca, Acting Chief of Staff; James B. Henly, General Counsel, MTA; Catherine Blue, Acting Corporate Secretary; Board Member James Blair; Board Member Ira Greenberg; Michael F. Horodniceanu, President MTA Capital Construction Company; Susan L. Kupferman, President, MTA Bridges and Tunnels; Howard R. Permut, President, Metro-North Commuter Railroad; Thomas Prendergast, President, New York City Transit; Helena E. Williams, President, Long Island Rail Road; 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.

1. **Public Speakers**

There were twenty four public speakers. None of the speakers commented on issues regarding the Triborough Bridge and Tunnel Authority. The subject matter of the public comments is contained in the minutes of the meeting of the Board of the Metropolitan Transportation Authority.

2. **Approval of the Minutes of the Regular Meeting November 18, 2009**

The Minutes of the meeting held November 18, 2009 were unanimously approved.

3. **MTA 2010 Budget Adoption Materials**

Upon a motion duly made and seconded, the MTA Board approved the following:

- MTA's Consolidated and Agencies' 2009 Final Estimate, 2010 Final Proposed Budget, and the Four-Year Financial Plan for 2010-2013 (December Plan), including the approval of Policy Actions, Gap Closing Programs, and Cash Management Actions; and
- Authorization for staff, under the direction of the Chairman, to proceed with steps necessary for MTA to notice and conduct public hearings to elicit public comment, prior to any final Board action with respect to major service reductions and phase-out of school fare discounts, and for staff, as directed by the Chairman, to take other needed administrative actions consistent with the 2010 Final Proposed Budget following its adoption.

A copy of the staff summary and details of the above items are contained in the minutes of the Board of the Metropolitan Transportation Authority and filed with the minutes of that meeting.

The details of Chairman Walder's statement and the comments made by Board members regarding the above items are contained in the minutes of the Board of the Metropolitan Transportation Authority

4. **Committee on Governance**

Upon a motion duly made and seconded, the MTA Board approved the following items:

- Amendment to the existing MTA All-Agency Code of Ethics and the MTA Board Members Code of Ethics;
- Revisions to the MTA Governance Guidelines;
- Revisions to Board Committee Charters including the Committee on Operations of the Triborough Bridge and Tunnel Authority; and
- MTA Labor Governance Guidelines.

A copy of the staff summaries and details of the above items are filed with the minutes of this meeting.

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

Procurements

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

Competitive Procurements

Chairman Pally stated that there are seven competitive procurements totaling \$13.948 million.

Upon a motion duly made and seconded, the Board approved the following competitive procurement items recommended to it by the Committee for MTA Bridges and Tunnels Operations.

Personal Service Contracts

STV Incorporated	Contract No. PSC-08-2849C Provide miscellaneous construction inspection services on an as-needed basis for Project GFM-488. The aggregate not-to-exceed amount is \$7,000,000.00 for this contract and two contracts (PSC-08-2849 A and B) approved by the October Board.	\$7,000,000.00 (aggregate not-to-exceed amount for this contract and 2 contracts approved by the October Board)
LiRo Engineers, Inc.	Contract No. PSC-09-2854 Provide construction management and inspection services for Project TN-87B, Anchorage and Tower Protection at the Throgs Neck Bridge.	\$2,276,635.00

WSP Sells	Contract No. PSC-09-2855 Provide construction management and inspection services for Project BW-97/97A, Concrete Repairs to the Queens Anchorage and Rehabilitation of the Bronx and Queens Eyebar Chambers at the Bronx-Whitestone Bridge.	\$1,478,466.41
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Miscellaneous Service Contracts

Dom's Lawnmaker, Inc.	Contract No. 08-MNT-2835 Provide landscaping services at various Authority facilities. The services performed under this contract are for grounds maintenance, including grass cutting, weed and brush removal from highway shoulders, roadway medians, and service building areas at Authority facilities. This maintenance is necessary to provide motorists with adequate lines of sight while transiting adjacent roadways.	\$997,319.49
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Modifications to Personal Service Contracts and Miscellaneous Service Contracts Awarded as Contracts for Services

Greenman-Pedersen, Inc./ Parsons Transportation Group of New York, Inc., Joint Venture	Contract No. PSC-07-2814 Additional construction management and inspection services for Project BW-89/WBM-342, Bronx Approach Replacement and Queens Approach Repairs at the Bronx-Whitestone Bridge.	\$663,695.26
LiRo Engineers, Inc./ Parsons Brinckerhoff Construction Engineers, Inc., Joint Venture	Contract No. PSC-04-2719 Additional construction management and inspection services for Project TB-64B, Deck Replacement on the Randall's and Ward's Island Viaducts at the Triborough Bridge (now RFK Bridge).	\$199,420.00

Modifications to Purchase & Public Works Contracts

Conti of New York, LLC

Contract No. BW-89
Additional funding for (i) as-needed
deck and roadway repair work, (ii)
repair of a floor beam top flange
identified during the 2009 Biennial
inspection and (iii) an increase in the
estimated quantity for the excavation
support system.

\$1,333,400.00

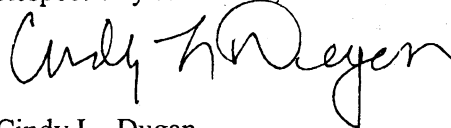
Ratifications

Commissioner Pally stated that there are no ratifications.

6. Adjournment

Upon a motion duly made and seconded, the Board unanimously voted to adjourn the meeting at 12:33 p.m.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Cindy L. Dugan", written in a cursive style.

Cindy L. Dugan
Assistant Secretary

Regular Board Meeting
347 Madison Avenue
New York, NY 10017

Wednesday, December 16, 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. Doreen M. Frasca
Hon. Jeffrey A. Kay
Hon. Mark D. Lebow
Hon. Susan Metzger
Hon. Mark Page
Hon. Mitchell H. Pally
Hon. James L. Sedore, Jr.
Hon. Nancy Shevell
Hon. Carl V. Wortendyke

The following member was absent:

Hon. Norman Seabrook

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, Thomas Prendergast, President of NYCTA, Howard Permut, President of Metro-North, Helena E. Williams, President, Long Island Railroad, Susan Kupferman, President of TBTA, Joseph A. Smith, President, LI Bus, MTA 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 November 18, 2009.

MTA Capital Construction Action Items

Upon motion duly made and seconded, the MTA Capital Construction Committee approved the following action item:

- An amendment of the Design Work and Utility Relocations Agreement with 415 Madison Avenue for an entrance to the future LIRR Concourse as part of the East Side Access Project

MTA Capital Construction Procurements

Upon motion duly made and seconded, the MTA board approved the following procurement actions:

- Award of three contracts for on-call concrete consultant services to Haks Engineering, Simpson Gumpertz & Heger, and STV Engineering
- A modification of the South Ferry Terminal Station Structural Box contract with Schiavone/Granite-Halmar JV for a global settlement of contract issues and claims.

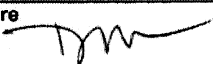

Adjournment

Upon motion duly made and seconded, the MTA Board voted to adjourn the public.

Respectfully submitted,



Miriam Cukier
Secretary

Staff Summary

Subject
2010B New Money Bond Issuance Authorization
Department
Finance
Department Head Name
David Moretti, Acting Chief Financial Officer
Department Head Signature

Project Manager Name
Patrick J. McCoy, Director of Finance 

Date
January 25, 2010
Vendor Name
Contract Number
Contract Manager Name
Table of Contents Ref #

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance Comm.	1/25	X		
2	Board	1/27	X		

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

In connection with the proposed issuance of Transportation Revenue Bonds by MTA the MTA Finance Department is seeking MTA Board authorization and approval of the necessary documentation to issue new money bonds, notes or other obligations to provide net proceeds (exclusive of premiums) sufficient to fund up to \$650 million of capital projects contained in approved capital programs of the transit and commuter systems (including MTA Bus).

Attached to this staff summary is a 2010 Projected Bond Issuance Calendar which provides a preliminary estimate of financings necessary to meet the MTA and TBTA Capital Programs spending needs. The additional bond issuances described in the calendar, as well as any refundings, will be brought to the MTA or TBTA Board, as appropriate, for approval as necessary during the remainder of this year. The assumptions in the attached schedule including Capital Program cashflow estimates and interest rate assumptions were approved by the Board in December in conjunction with the adoption of the MTA 2010 Budget and 2011-2013 Financial Plan. 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, including potential refundings, the status of the ongoing commercial paper program as warranted, any anticipated adjustment in the financing schedule, and information relating to amendments, modifications, or terminations of previously outstanding swap transactions.

PURPOSE:

1. To obtain MTA Board approval of the following resolution, documents and activities in connection with the issuance of bonds in an aggregate principal amount necessary to provide net proceeds (exclusive of premiums) sufficient to fund up to \$650 million of capital projects of the transit and commuter systems (including MTA Bus):

- Series 2010B 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 entered into in connection with the issuance of the Transportation Revenue Bonds.

2. With respect to the above-referenced financial transactions set forth in paragraph 1, to obtain MTA Board approval delegating authority to the Chairman and Chief Executive Officer, the Vice-Chairman, and in each case, on behalf of MTA and TBTA, the Acting Chief Financial Officer 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:

Staff Summary

- 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, 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 related thereto, as they shall deem advisable. The MTA Board hereby further delegates to such officers authority to take such other actions as may be necessary or desirable to effectuate the foregoing transaction.

3. On behalf of MTA and its subsidiaries and affiliates, to authorize the Chairman and Chief Executive Officer, the Vice-Chairman, and in each case, on behalf of MTA, the Acting Chief Financial Officer 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.

ALTERNATIVES:

There are no alternative sources of funds to provide for the capital needs of the MTA agencies' capital programs.

RECOMMENDATION:

The MTA and TBTA Boards approve the above-referenced resolutions and documents and all other actions described above, including the execution and delivery of such other documents, and the taking of all other actions, from time to time deemed necessary or desirable by such officers in connection therewith.

Attachment: Projected 2010 Bond Issuance Calendar.

METROPOLITAN TRANSPORTATION AUTHORITY

**SERIES 2010B
TRANSPORTATION REVENUE BOND
SUPPLEMENTAL RESOLUTION**

Adopted January __, 2010

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**SERIES 2010B
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 Series 2010B 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, 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.

"Build America Bonds" shall mean Series 2010B Bonds issued in the form authorized by Sections 54AA and 6431 of the Code.

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

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 2010B BONDS

Section 2.01. Authorized Principal Amount, Designation and Series.

Pursuant to the provisions of the Resolution and in order to finance Capital Costs, a Series of Transportation Revenue Obligations (which may be issued in one or more Series or subseries, which for purposes of this Supplemental Resolution shall collectively be referred to herein as the "Series 2010B Bonds", constituting Capital Cost Obligations, 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 net original issue discount 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 2010B Bonds), shall not exceed the amount or amounts determined in a Certificate of Determination to be necessary to effectuate the purposes set forth in Section 2.02 hereof; provided, however, that the Series 2010B Bonds issued to finance Capital Costs shall not exceed \$650,000,000 (excluding all amounts excluded above, such as net original issue discount, underwriters' discount, capitalized interest and Costs of Issuance). For all purposes of this Section 2.01, net original issue premium as determined to be advisable by an Authorized Officer in connection with the marketing of the Series 2010B Bonds, shall not be counted.

Series 2010B Bonds shall be designated as, and shall be distinguished from the Obligations of all other Series by the title, "Transportation Revenue Bonds, Series 2010B" or such other title or titles set forth in one or more Certificates of Determination.

As may be determined by an Authorized Officer pursuant to any Certificate of Determination authorized hereunder to be in the Authority's interest, a portion of the Series 2010B Bonds may be issued as Obligations in the form of Build America Bonds. Any such Build America Bonds would be issued as a separate Series or subseries of bonds and conform to the requirements of the Code, this Supplemental Resolution and the Resolution.

Section 2.02. Purposes. The purposes for which the Series 2010B 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, all to the extent and in the manner provided in this Supplemental Resolution.

Section 2.03. Dates, Maturities, Principal Amounts and Interest. The Series 2010B Bonds, except as otherwise provided in the Resolution, shall be dated the date or dates determined in any Certificate of Determination. The Series 2010B 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 any Certificate of Determination.

Section 2.04. Interest Payments. The Series 2010B Bonds shall bear interest from their date or dates and be payable on such date or dates as may be determined pursuant to any Certificate of Determination. Except as otherwise provided in any Certificate of Determination, interest on the Series 2010B 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 any Certificate of Determination, the Series 2010B Bonds shall be issued in fully registered form without coupons in the denomination of \$5,000 or any integral multiple thereof.

The Series 2010B Bonds shall be lettered and numbered as provided in any Certificate of Determination.

Section 2.06. Places of Payment and Paying Agent. Except as otherwise provided in any Certificate of Determination, principal and Redemption Price of the Series 2010B Bonds shall be payable to the registered owner of each Series 2010B Bond when due upon presentation of such Series 2010B Bond at the principal corporate trust office of the Trustee. Except as otherwise provided in any Certificate of Determination, interest on the registered Series 2010B 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 2010B 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 2010B Bonds, if any, determined in any Certificate of Determination shall be subject to redemption in part, by lot, or otherwise as determined in accordance with Section A-404 of the Resolution, on each date in the year or years determined in any 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 2010B Bonds.

Section 2.08. Redemption Prices and Terms. The Series 2010B 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, or otherwise as determined in accordance with Section A-404 of the Resolution, 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 or otherwise as determined pursuant to Section 2.09.1(f)) determined in any 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 2010B Bonds:

(a) to determine whether and when to issue any Series 2010B Bonds constituting Capital Cost Obligations, the amount of the Series 2010B Bonds to be applied to finance Capital Costs, and the amount of the proceeds of the Series 2010B Bonds estimated to be necessary to pay the Costs of Issuance of the Series 2010B Bonds and capitalized interest, if any;

(b) to determine the purpose or purposes for which the Series 2010B 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 2010B Bonds to be issued for 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 2010B 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 2010B Bonds and the amount and due date of each Sinking Fund Installment, if any;

(e) to determine the date or dates which the Series 2010B Bonds shall be dated and the interest rate or rates of the Series 2010B Bonds or the manner of determining such interest rate or rates; provided, however, that any Series 2010 Bonds issued as Tax-Exempt Obligations shall be subject to a maximum interest rate of not greater than 10% per annum, any Series 2010 Bonds 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 15% 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 2010B Bonds; provided, however, that if the Series 2010B Bonds are to be redeemable at the election of the Issuer, the Redemption Price (except in the case of Series 2010B Bonds issued as Build America Bonds) shall not be greater than one hundred three percent (103%) of the principal amount of the Series 2010B Bonds to be redeemed, plus accrued interest thereon up to but not including the date of redemption; and to determine any redemption provisions with respect to Series 2010B Bonds issued as Build America Bonds, which provisions may include make whole call provisions requiring an Owner to receive the full benefit of such Owner's bargain upon initial purchase;

(g) to determine whether the sale of the Series 2010B Bonds shall be conducted on either a negotiated or competitive bid basis and, as applicable, to determine the

purchase price for the Series 2010B Bonds to be paid by the purchasers referred to in one or more Purchase Agreements or the purchase price for the Series 2010B 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 2010B Bonds;

(h) to take all actions required for the Series 2010B 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 any Certificate of Determination such terms and provisions as may be appropriate or necessary to provide for uncertificated securities in lieu of Series 2010B Bonds issuable in fully registered form;

(i) to determine whether to issue all or any portion of the Series 2010B Bonds as Tax-Exempt Obligations, Taxable Obligations, Put Obligations, Variable Interest Rate Obligations, Build America Bonds 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 Series 2010B Bonds, (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 any 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 2010B 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 2010B 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; and

(l) to determine such other matters specified in or permitted by (i) Sections 202, 203, and A-201 of the Resolution or (ii) this Supplemental Resolution, including preparation of any documentation therefor.

2. Any Authorized Officer shall execute any Certificate of Determination evidencing the determinations made pursuant to this Supplemental Resolution and 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 2010B Bonds are delivered, 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 2010B 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 2010B 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 2010B 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 2010B 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 2010B 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 Series 2010B 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 2010B 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 2010B 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 2010B 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 the Series 2010B 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 a good faith check, if any, received by the Issuer from the purchasers of the Series 2010B 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 2010B 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 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 or any tax certificate deemed necessary in connection with Build America Bonds) 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, the Continuing Disclosure Agreement, the terms of any Credit Facility or other such agreement or arrangement, and the issuance, sale and delivery of the Series 2010B Bonds and for implementing the terms of the Series 2010B 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 2010B Bonds and Trustee's Authentication Certificate. Subject to the provisions of the Resolution, the form of registered Series 2010B 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 2010B Bonds.

ARTICLE III

DISPOSITION OF SERIES 2010B BOND PROCEEDS

Section 3.01. Disposition of Series 2010B Bond Proceeds. Any proceeds of the sale of the Series 2010B Bonds, other than accrued interest, if any, shall be deposited, simultaneously with the issuance and delivery of the Series 2010B Bonds, in the Proceeds Account which is deemed to be established for such Series in the Proceeds Fund to be applied, or shall otherwise be applied pursuant to any Certificate of Determination to:

- (a) the payment of all or any part of the Capital Costs; and
- (b) 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 any Certificate of Determination, the accrued interest, if any, and any capitalized interest, received on the sale of the Series 2010B Bonds shall be deposited in the Debt Service Fund.

ARTICLE IV

TAX COVENANTS AND DEFEASANCE



Section 4.01. Tax Covenants Relating to the Series 2010B 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 2010B 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 2010B 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 2010B 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 2010B 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 2010B Bonds, including any subseries thereof, which the Issuer determines pursuant to the applicable Certificate of Determination to issue as Taxable Obligations.

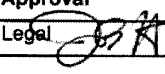

Section 4.02. Defeasance. In the event the Issuer shall seek, prior to the maturity or redemption date thereof, to pay or cause to be paid, within the meaning and with the effect expressed in the Resolution, all or less than all Outstanding Series 2010B Bonds issued as Tax-Exempt Obligations and the 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 2010B 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 2010B 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 2010B Bonds issued as Tax-Exempt Obligations in determining gross income for Federal income tax purposes.

Staff Summary

Subject Transportation Revenue Anticipation Note
Department Finance
Department Head Name David Moretti, Acting Chief Financial Officer
Department Head Signature 
Project Manager Name Patrick J. McCoy, Director of Finance 

Date January 25, 2010
Vendor Name
Contract Number
Contract Manager Name
Table of Contents Ref #

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance Comm.	1/25	X		
2	Board	1/27	X		

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

The MTA Finance Department is seeking MTA Board authorization of the necessary documentation and activities to issue Transportation Revenue revenue anticipation notes ("RANs") to finance, on a short-term basis, up to \$700 million of operating needs for the transit and commuter systems in anticipation of state subsidies to be received later in the year. The notes will mature and be paid off by the end of the year and therefore will be used only to address a timing mismatch between expenses and revenues. The Finance Department is also seeking NYCTA, MaBSTOA, LIRR, MNCRC, MTA Bus and TBTA board authorization of related documentation activities to complete the RAN issuance. The MTA Finance Department will report to the Finance Committee the results of the RAN issue.

PURPOSE:

1. To obtain MTA Board approval of the annexed resolution, documents and activities in connection with the issuance of RANs in an aggregate principal amount necessary to finance, on a short-term basis, up to \$700 million of operating needs for the transit and commuter systems in anticipation of state subsidies to be received later in the year.

The Resolution authorizes Metropolitan Transportation Authority to issue Transportation Revenue Obligations, including providing for the issuance of an aggregate principal amount of Transportation Revenue Notes ("RANs") in one or more series necessary to finance, on a short-term basis, up to \$700 million of operating costs of the transit and commuter systems for the 2010 Fiscal Year, plus applicable issuance costs and any original issue discount. The RANs will be issued in compliance with MTA's existing Transportation Revenue General Resolution and will be payable from (1) operating subsidies received by the MTA, and (2) farebox operating revenues to the extent such subsidies are delayed or insufficient to repay the RANs.

2. With respect to the above-referenced transaction set forth in paragraph 1, to obtain MTA Board approval delegating authority to the Chairman and Chief Executive Officer, the Vice Chairman, the Acting Chief Financial Officer, 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 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 Deposit Agreement,
- o Paying Agent Agreements.

Any such documents will be in substantially the form of any document previously entered into by MTA for previous issues and programs or otherwise substantially conform to the terms of the Resolution authorizing the RANs, 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. The MTA Board hereby further delegates to such officers authority to take such other actions as may be necessary or desirable to effectuate such transactions.

3. With respect to the above referenced transaction set forth in paragraph 1, to obtain approval of the respective Boards of NYCTA, MaBSTOA, LIRR, MNCRC, and MTA Bus and TBTA delegating authority to the Chairman and Chief Executive Officer, the Vice Chairman, the Acting Chief Financial Officer of MTA and the Director of Finance of MTA to execute and deliver a Deposit Agreement in substantially the form of the Deposit Agreement attached as Exhibit B to the Resolution referred to in paragraph 1, with such changes as approved by any one or more of the foregoing officers. Such Boards hereby delegate to such officers authority to perform the obligations of such respective entities under the Deposit Agreement and to take such other actions as may be necessary or desirable to effectuate such transaction.

4. On behalf of MTA and its subsidiaries and affiliates, to authorize the Chairman and Chief Executive Officer, the Vice Chairman, the Acting Chief Financial Officer 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 notes.

ALTERNATIVES:

Bank lending facilities are the only viable alternative to a public note issue. Based on the MTA's experience with the 2009 RAN and indicative pricing from large commercial lenders, it is estimated that a bank lending facility will cost at least one percent more than a public note issue.

RECOMMENDATION:

The Board approve the above-referenced 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.

METROPOLITAN TRANSPORTATION AUTHORITY

SERIES 2010 TRANSPORTATION REVENUE ANTICIPATION NOTE RESOLUTION

Adopted January 27, 2010

SERIES 2010 TRANSPORTATION REVENUE ANTICIPATION NOTE RESOLUTION

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

SECTION 1. Pursuant to Title 11 of Article 5 of the Public Authorities Law, as amended (the "Act"), there is hereby authorized to be issued in one or more series from time to time by the Authority notes, designated "Revenue Anticipation Notes, Series 2010" (the "Notes"), in the aggregate principal amount of up to Seven Hundred Million (\$700,000,000) for the purpose of paying a portion of the Operating and Maintenance Expenses (as defined in the General Resolution Authorizing Transportation Revenue Obligations adopted by the Authority on March 26, 2002, as supplemented, the "Transportation Resolution") or providing working capital for any one or more Related Transportation Entities in accordance with the provisions of the Transportation Resolution (including any amounts necessary to pay all costs incurred in connection with the issuance of the Notes). Such Notes shall constitute Revenue Anticipation Notes as defined in the Transportation Resolution.

SECTION 2. The Notes shall be issued in fully-registered form, subject to the provisions of a book-entry system (as hereinafter described), shall be in the denomination of \$100,000 or any integral multiple of \$1,000 in excess of \$100,000 and shall be numbered from one (1) consecutively upwards. The Notes shall be dated the date or dates, mature on the date or dates (not later than December 31, 2010), and shall bear interest from such date or dates at the rate or rates set forth (i) in the letter or letters of the Chairman and Chief Executive Officer, any Vice-Chairman, the Chief Financial Officer or the Director of Finance of the Authority delivered to the successful bidder or bidders pursuant to Section 16 hereof if the Notes are sold by competitive bid or (ii) in the certificate or certificates of the Chairman and Chief Executive Officer, any Vice-Chairman, the Chief Financial Officer or the Director of Finance of the Authority delivered pursuant to Section 16 hereof if the Notes are sold in a negotiated sale. The rate or rates of interest on the Notes shall be calculated on the basis of twelve (12) 30-day months and a three hundred sixty (360) day year for a term of days specified in the letter or letters or certificate or certificates referred to in the preceding sentence. The Notes shall be designated as "Revenue Anticipation Notes, Series 2010" or such other title or titles set forth in the letter or letters or certificate or certificates delivered pursuant to Section 16 hereof.

SECTION 3. The payment of the principal of and interest on the Notes shall be made in lawful money of the United States of America in immediately available funds at the principal corporate trust office of The Bank of New York Mellon, New York, New York, which is hereby appointed Paying Agent for the Notes (the "Paying Agent"), upon presentation and surrender, subject to the provisions of the Letter of Representations (as hereinafter defined), of the Notes to the Paying Agent at maturity. The Chairman and Chief Executive Officer, any Vice-Chairman, the Chief Financial Officer or the Director of Finance of the Authority is hereby authorized to enter into such agreements and make such other arrangements with the Paying Agent as such officer deems necessary or appropriate to enable the Paying Agent to accomplish its duties under this resolution.

SECTION 4. The Notes shall be executed in the name of the Authority by the facsimile signature of its Chairman and Chief Executive Officer, any Vice-Chairman, the Chief Financial Officer or the Director of Finance of the Authority and the seal of the Authority (or a facsimile

thereof) shall be affixed, impressed, imprinted, engraved or otherwise reproduced thereon and attested by the Secretary or an Assistant Secretary of the Authority. The Notes shall be issued in substantially the form attached hereto as Exhibit A, with such changes therein or variations thereof as the Chairman and Chief Executive Officer, any Vice-Chairman, the Chief Financial Officer or the Director of Finance of the Authority may deem necessary or appropriate upon the issuance thereof. The Authority may, pending the delivery of the Notes in definitive form, issue and deliver the Notes in temporary form.

It is anticipated that CUSIP identification numbers will be printed on the Notes, but neither the failure to print such number on any Note nor any error with respect thereto shall constitute cause for a failure or refusal by the purchaser thereof to accept delivery of and pay for said Notes. All expenses in relation to the printing of CUSIP numbers on said Notes shall be paid for by the Authority.

SECTION 5. The Chairman and Chief Executive Officer, any Vice-Chairman, the Chief Financial Officer or the Director of Finance of the Authority is hereby authorized to take all actions required for the Notes to be eligible under the rules and regulations of The Depository Trust Company ("DTC"), 55 Water Street, New York, New York, for investment and rating as uncertificated securities and, to the extent required, to execute and deliver the Letter of Representations, among DTC, the Authority and the Paying Agent, in form satisfactory to DTC (the "Letter of Representations"). DTC is hereby appointed as the initial Securities Depository (as hereinafter defined) for the Notes, with Cede & Co., as nominee thereof, being the initial Securities Depository Nominee (as hereinafter defined) and initial registered owner of the Notes. The Authority, the Paying Agent and any agent of the Authority may treat any Securities Depository Nominee in whose name any Note is registered as the owner of such Note for all purposes under this resolution. For so long as the Securities Depository Nominee is the registered owner of the Notes, procedures with respect to the transfer of ownership of and payment of principal of and interest on such Notes so held shall be in accordance with arrangements among the Authority, the Paying Agent and the Securities Depository.

So long as the Notes are registered in the name of the Securities Depository Nominee, the Authority and the Paying Agent shall have no responsibility or obligation to any Securities Depository participant, indirect participant or beneficial owner of the Notes. Without limiting the immediately preceding sentence, the Authority and the Paying Agent shall have no responsibility or obligation with respect to (i) the accuracy of the records of any Securities Depository, any Securities Depository Nominee or any Securities Depository participant or indirect participant with respect to any beneficial ownership interest in the Notes, (ii) the delivery to any Securities Depository participant, indirect participant, beneficial owners or any other person, other than the Securities Depository Nominee, of any notice with respect to the Notes, or (iii) the payment to any Securities Depository participant, indirect participant, beneficial owner or any other person, other than the Securities Depository Nominee, of any amount with respect to the principal of or interest on the Notes.

The Authority, in its sole discretion and without the consent of any other person, may terminate the services of any Securities Depository with respect to the Notes. Notice of such termination shall be given by the Authority to the Paying Agent prior to or simultaneously with such termination.

Consistent with book-entry provisions, one typewritten certificate for each \$500,000,000, or such other amount as shall be consistent with the practices of DTC, or portion thereof in aggregate principal amount of Notes bearing each interest rate applicable to the Notes shall be prepared for the Notes and registered in the name of the Securities Depository Nominee. There shall be no physical distribution of certificates to beneficial owners of such Notes. In the event that the Notes do not qualify to be held by the Securities Depository or that either the Authority determines to discontinue the book-entry only system or DTC determines to discontinue providing its service with respect to the Notes and there is no successor Securities Depository, certificates for the Notes in substantially the form set forth in Exhibit A hereto shall be delivered.

As used herein, "Securities Depository" means a recognized securities depository selected by the Authority to maintain a book-entry system in respect to the Notes, and shall include any substitute for or successor to the securities depository initially acting as Securities Depository.

As used herein, "Securities Depository Nominee" means, as to any Securities Depository, such Securities Depository or the nominee of such Securities Depository in whose name there shall be registered on the registration books maintained by the Authority the certificates for the Notes to be delivered to and immobilized at such Securities Depository during the continuation with such Securities Depository of participation in its book-entry system.

SECTION 6. The Notes shall be special obligations of the Authority payable solely from the items pledged for the payment thereof specified in this Section 6 in accordance with their terms and the terms of this resolution. There is hereby pledged for the payment of the principal of and interest on the Notes (i) the first monies received on or after July 1, 2010, from amounts required to be deposited in the Mobility Tax Trust Account in the Metropolitan Transportation Authority Financial Assistance Fund and which the State is legally obligated to pay to the Authority for the benefit of any Related Transportation Entity under Section 92-ff of Article VI of the State Finance Law, up to an amount equal to principal of and interest on the Notes, (ii) the first Payments (as defined in Section 8 of this resolution), other than those described in the preceding clause (i), received by any Related Transportation Entity on or after October 1, 2010, if the amount on deposit in the Payment Fund is less than fifty percent (50%) of the principal amount of and interest on the Notes, up to an amount equal to such fifty percent (50%) amount of principal of and interest on the Notes, (iii) all of the monies deposited or caused to be deposited in the Payment Fund (as hereinafter defined) pursuant to the Deposit Agreement (as hereinafter defined) (such monies being hereinafter referred to as the "Deposited Monies"), and (iv) the Payment Fund including any investment income thereon (collectively, the "Pledged Amounts"). The Notes are also payable from and secured by any available Revenues or Net Proceeds of Qualified Agreements, which are available to be transferred to accounts held by the Authority or any other Related Transportation Entity pursuant to Section 504(d) of the Transportation Resolution (the "Additional Payments") under the following circumstances: (a) if and to the extent, on and after December 7, 2010, the amount on deposit in the Payment Fund is less than seventy-five percent (75%) of the principal amount of and interest on the Notes; (b) if and to the extent, on and after December 16, 2010, the amount on deposit in the Payment Fund is less than one hundred percent (100%) of the principal amount of and interest on the Notes; and (c) if the Pledged Amounts are insufficient to pay the Notes when due. Prior to their deposit into the Payment Fund, all monies subject to such deposit obligation, other than the Payments

referred to in clause (i) above, are subject to the prior liens created and existing under the Interagency Agreement and the Transportation Resolution securing Obligations, Parity Debt, Subordinated Indebtedness or Subordinated Contract Obligations and to the covenant of the Authority to make certain payments which may become due under a number of leveraged lease transactions from such monies prior to any such monies becoming available for transfer pursuant to Section 504(d) of the Transportation Resolution. The Interagency Agreement and the Transportation Resolution are collectively referred to herein as the "Existing Lien Documents". The lien of the Existing Lien Documents on the Payments is subordinate to the lien created by this resolution. The State of New York (the "State") shall not be liable on the Notes, and the Notes shall not be a debt of the State. The pledge hereby created shall be valid and binding from and after the date of the issuance of the Notes; the Pledged Amounts and the Additional Payments hereby pledged shall immediately be subject to the lien of this pledge without any physical delivery thereof or further act; and the lien of this pledge shall be valid and binding as against all parties having claims of any kind in tort, contract or otherwise against the Authority, irrespective of whether such parties have notice thereof.

SECTION 7. A separate account, the Revenue Anticipation Notes, Series 2010 Payment Fund (the "Payment Fund"), to be held by the Paying Agent for the benefit of the holders of the Notes into which Payment Fund there will be deposited the Deposited Monies, is hereby established and such Payment Fund will be maintained as a separate account at the Paying Agent for the benefit of the holders of the Notes separate and apart from all other monies of the Authority and the Paying Agent. Amounts in the Payment Fund may be invested in obligations described in clauses (i), (ii), (iii), (iv), (vi) and (ix) in the definition of Authorized Investments in the Transportation Resolution which are not callable prior to their maturity and which mature not later than the date on which the proceeds thereof are required to be used to pay the Notes. Interest received on such obligations shall be deposited into and retained in the Payment Fund. So long as the Notes shall remain outstanding and unpaid unless the provisions of Section 18 of this resolution have been satisfied, except as permitted hereby, the Pledged Amounts may not be used for any purpose other than the payment of the outstanding principal of and interest on the Notes.

SECTION 8. So long as the Notes shall remain outstanding and unpaid unless the provisions of Section 18 of this resolution have been satisfied, the Authority covenants and agrees (i) that it will at all times comply with its obligations in connection with payment of the monies (a) which the State (along with New York City and certain counties) is legally obligated to pay to the Authority for the benefit of any Related Transportation Entity under Section 18-b of the Transportation Law and Sections 88-a, 89-c and 92-ff of Article VI of the State Finance Law, (b) which TBTA is legally obligated to pay to the Authority for the benefit of LIRR and MNCRC under Section 569-c of the Public Authorities Law and to the Transit Authority under Section 1219-a of the Public Authorities Law, (c) which The City of New York (the "City") and Dutchess, Nassau, Orange, Putnam, Rockland, Suffolk and Westchester counties (the "Transportation District") are legally obligated to pay to the Authority for the costs of operation, maintenance and use of each passenger station of the Commuter System located within their respective areas under and pursuant to Section 1277 of the Act for the twelve month period ended March 31, 2010, (d) certain mortgage recording taxes and real property taxes with respect to certain real property located in the City required by State statute to be paid to the Transit Authority, and (e) that are made available from amounts allocable to the payment of capital costs

to reimburse the Authority or any other Related Transportation Entity for expenses related to employees working on capital projects (collectively, the "Payments"); (ii) that it will at all times use its best efforts to take all actions legally available to it and determined by the Authority to be necessary to enforce the payment of the Payments which the State, TBTA, the City or the counties in the Transportation District, as the case may be, are legally obligated to pay at such time as is necessary to assure the payment of the Notes; (iii) that it will not repeal this resolution, amend or terminate the Deposit Agreement, by and among the Authority, the Transit Authority, MaBSTOA, MTA Bus Company, LIRR, MNCRC and TBTA, relating to the Notes (the "Deposit Agreement") or take any other action impairing the authority given hereunder with respect to the payment of the Notes; (iv) that it will not repeal, amend or modify the action taken by the Board of the Authority on February 24, 2010 relating to the monthly advance of amounts described in clause (b) of this Section 8 so as to delay the timing or reduce the amounts to be transferred by TBTA to the Authority or any other Related Transportation Entity in any month; and (v) that it will, until the Notes are paid, deposit into the Payment Fund immediately upon such monies becoming available all Payments and, subject to Section 6 of this resolution, Additional Payments necessary so that the amount on deposit in the Payment Fund (valuing any investments on deposit therein as well as any investment obligations which the Paying Agent is instructed to purchase with the Payments or Additional Payments then being deposited into the Payment Fund at their full principal amount at maturity and including any investment income received or to be received on such investments) shall equal the amount necessary to pay principal and interest on the Notes then issued and outstanding.

SECTION 9. The Authority represents and warrants that:

(a) it is a body corporate and politic constituting a public benefit corporation of the State, duly created and validly existing under the provisions of the Act, with full power and legal right to adopt this resolution and approve, execute and deliver the Deposit Agreement and perform its obligations hereunder and thereunder. The adoption of this resolution and the approval of the Deposit Agreement has been duly accomplished in a manner consistent with the requirements of the Act;

(b) the provisions of this resolution and the Deposit Agreement do not conflict with or violate the Authority's bylaws, any statute, rule, regulation, court order or act applicable to the Authority or any contract or other agreement entered into or any action taken by the Authority;

(c) no outstanding notes have heretofore been authorized or issued by the Authority secured by the Payments or the Additional Payments received by the Authority for the benefit of the Related Transportation Entities and such Payments and Additional Payments have not been pledged or assigned by the Authority to secure any other outstanding obligation or indebtedness of the Authority, except as provided in the Existing Lien Documents (the lien of the Existing Lien Documents on the Payments is subordinate to the lien created by this resolution) and except for the obligation of the Authority to make certain payments which may become due under a number of leveraged lease transactions from such monies prior to any such monies becoming available for transfer pursuant to Section 504(d) of the Transportation Resolution;

(d) as of the date hereof and except as created or provided by this resolution, there are no pledges, assignments, judgments, mortgages, encumbrances, charges upon or liens against the

Pledged Amounts and Additional Payments that would create any interest equal, prior or superior to the pledge created under this resolution of the Pledged Amounts, other than the liens and pledges created pursuant to the Existing Lien Documents which are subordinate to the lien of this resolution on Payments and prior to the lien of this resolution on Additional Payments and except for the obligation of the Authority to make certain payments which may become due under a number of leveraged lease transactions from such monies prior to any such monies becoming available for transfer pursuant to Section 504(d) of the Transportation Resolution; and

(e) except to the extent provided in the Existing Lien Documents, no outstanding notes have heretofore been authorized or issued by the Authority secured by the Deposited Monies and the Deposited Monies have not been pledged or assigned by the Authority to secure any other outstanding obligation or indebtedness of the Authority.

SECTION 10. So long as the Notes shall remain outstanding and unpaid unless the provisions of Section 18 of this resolution have been satisfied, the Authority covenants and agrees that:

(a) it will maintain the exclusion from gross income of interest on the Notes pursuant to Section 103(a) of the Internal Revenue Code of 1986 (the "Code") and, in furtherance thereof, it will continually comply with the provisions of the "Arbitrage Certificate" to be executed by the Authority in connection with the execution and delivery of the Notes, as amended from time to time;

(b) it will execute and deliver all such further instruments and take all such further action as may be required to carry out the provisions of this resolution;

(c) it will comply with Section 610 of the Transportation Resolution;

(d) except to the extent permitted herein or in the Existing Lien Documents, it will not authorize or issue notes payable from or secured by the Payments and the Additional Payments and the Payments and the Additional Payments will not be pledged or assigned by the Authority to secure any other obligation or indebtedness of the Authority;

(e) except to the extent permitted herein or in the Existing Lien Documents, it will not authorize or issue any notes or other evidences of indebtedness secured by the Pledged Amounts and the Additional Payments and the Pledged Amounts and the Additional Payments will not be pledged or assigned by the Authority to secure any other obligation or indebtedness of the Authority;

(f) except to the extent permitted herein or in Existing Lien Documents and except for the obligation of the Authority to make certain payments which may become due under a number of leveraged lease transactions from such monies prior to any such monies becoming available for transfer pursuant to Section 504(d) of the Transportation Resolution, it will not pledge or assign, create, allow to attach, or suffer to be created or exist any judgment, mortgage, pledge, encumbrance, assignment, charge on or lien against the Payments and the Additional Payments received by the Authority for the benefit of any Related Transportation Entity;

(g) except to the extent permitted in the Existing Lien Documents and except for the obligation of the Authority to make certain payments which may become due under a number of leveraged lease transactions from such monies prior to any such monies becoming available for transfer pursuant to Section 504(d) of the Transportation Resolution, it will not pledge or assign, create, allow to attach, or suffer to be created or exist any judgment, mortgage, pledge, encumbrance, assignment, charge on or lien against the Pledged Amounts and the Additional Payments that would create any interest equal, prior or superior to the pledge created under this resolution of the Pledged Amounts or the Additional Payments;

(h) it will comply with its covenants and agreements contained in the Deposit Agreement, and enforce, for the benefit of the holders of the Notes, the covenants and agreements of the Transit Authority, MaBSTOA, MTA Bus Company, LIRR, MNCRC and TBTA contained in the Deposit Agreement; and

(i) any amounts which the State is legally obligated to pay to the Authority for the benefit of any Related Transportation Entity under Section 92-ff of the State Finance Law for deposit in the Corporate Transportation Account in the Metropolitan Authority Special Assistance Fund established pursuant to Section 1270-a of the Public Authorities Law are hereby designated for the payment of operating costs of one or more Related Transportation Entities and available to be paid into the Payment Fund as Payments or Additional Payments.

The provisions of clauses (d), (e), (f) and (g) hereof shall not prohibit the Authority from issuing (A) any Obligations or Parity Debt (each as defined in the Transportation Resolution) or (B) any notes or other evidences of indebtedness ("Other Indebtedness") payable from or secured by Payments or Pledged Amounts if, in the case of such Other Indebtedness, (i) any claim to, lien on, pledge of, or right to receive such Payments or Pledged Amounts for the benefit of such Other Indebtedness is expressly made subordinate to any such claim, lien, pledge or right for the benefit of the Notes; (ii) such Other Indebtedness has no interest payment dates, redemption dates or maturity dates on or prior to December 31, 2010 and does not grant to any holder of such Other Indebtedness, or trustee therefor, any right to accelerate any of such dates; and (iii) such Other Indebtedness requires no deposit in respect of any payment thereon or in any fund or account maintained in connection with such Other Indebtedness from the Payments or Pledged Amounts prior to December 31, 2010 or such later date on which the Notes have been paid or such earlier date on which the provisions of Section 18 of this resolution have been satisfied.

Notwithstanding any other provision of this resolution, the Authority may issue bonds, notes or other obligations payable from amounts payable to the Authority under Section 92-ff of Article VI of the State Finance Law in accordance with Section 1270-h of the Act. The Authority covenants and agrees that no amounts payable to the Authority under said Section 92-ff shall be deposited for the benefit of or applied to the payment of principal of and interest on such bonds on or prior to December 31, 2010 or such later date on which the Notes issued and outstanding have been paid or such earlier date on which the provisions of Section 18 of this resolution have been satisfied.

Notwithstanding any other provision of this resolution, the covenant contained in Section 10(a) hereof above shall survive the payment of the Notes and the interest thereon, including any payment or discharge and satisfaction pursuant to Section 18 of this resolution.

SECTION 11. The Authority shall transfer the proceeds, net of costs of issuance, received from the sale of the Notes to the Trustee under the Transportation Resolution for deposit in the Revenue Fund created and established thereunder. Any amounts transferred pursuant to clause (d) of Section 504 of the Transportation Resolution shall be applied to the payment of Operating and Maintenance Expenses or working capital of a Related Transportation Entity as the Authority may determine in accordance with the provisions of the Transportation Resolution.

SECTION 12. The Authority may deem and treat the holder of a Note as the absolute owner thereof for the purpose of receiving payment of, or on account of, the principal and interest due on said Note and for all other purposes. The Authority agrees to indemnify and save the Paying Agent harmless from and against any loss, cost, charge, expense, judgment or liability incurred by it, acting in good faith and without negligence or default hereunder, in so treating such holder.

SECTION 13. In accordance with section 1271 of the Act, the Authority does hereby include the pledge and agreement of the State with the holders of the Notes that the State will not limit or alter the denial of authority under subdivision 9 of Section 1269 of the Act or the rights vested in the Authority by the Act to fulfill the terms of any agreement made with such holders, or in any way impair the rights and remedies of such holders until the Notes, together with the interest thereon, are fully met and discharged.

SECTION 14. This resolution shall be deemed to constitute a contract between the Authority and the holders from time to time of the Notes and such holders shall be entitled to all of the rights and remedies provided or permitted by law, to the extent permitted by the Act and this resolution.

SECTION 15. The right of the holders of the Notes to appoint or cause to be appointed a trustee under Section 1273 of the Act and to declare the Notes due and payable or cause the Notes to be declared due and payable prior to the maturity date thereof under paragraph (e) of subsection 2 of Section 1273 of the Act or otherwise is hereby abrogated.

SECTION 16. There is hereby delegated to the Chairman and Chief Executive Officer, any Vice-Chairman, the Chief Financial Officer and the Director of Finance of the Authority the power to determine when and whether to issue any Notes, whether to issue the Notes in one series or in multiple series, the principal amounts of Notes to be issued, the dated date and maturity date of the Notes and whether the sale of the Notes shall be conducted on either a negotiated or competitive bid basis and, as applicable, to determine the purchase price for the Notes to be paid by the purchasers referred to in the Purchase Agreement (as hereinafter defined) or the purchase price for the Notes to be paid by the winning bidder, if such sale is conducted by competitive bid pursuant to a Notice of Sale (as hereinafter defined), in either case as such document is described in this Section 16, 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 Notes. In the case of Notes sold on a negotiated basis (including Notes sold in a private placement or evidencing the obligation of the Authority under a revolving credit or other loan agreement), the Chairman and Chief Executive Officer, any Vice-Chairman, the Chief Financial Officer or the Director of Finance of the Authority shall also determine the interest rate or rates to be borne by the Notes which shall not exceed seven percent (7% per annum).

If it is determined that any sale of Notes shall be conducted on a negotiated basis (including a private placement of the Notes), the Chairman and Chief Executive Officer, any Vice-Chairman, the Chief Financial Officer or the Director of Finance of the Authority is hereby authorized to sell and award the Notes to the purchasers who shall be on the list of underwriters then approved by the Authority (and if sold in a private placement may include affiliates of such underwriters) 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 Authority in connection with the sale of Obligations, with such revisions to reflect the terms and provisions of the Notes as may be approved by the officer executing the Purchase Agreement (each, a "Purchase Agreement"). The Chairman and Chief Executive Officer, any Vice-Chairman, the Chief Financial Officer or the Director of Finance of the Authority 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 Authority 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 such negotiated sale shall take the form of entering into one or more revolving credit or other loan agreements or private placement pursuant to a note purchase agreement, the Chairman and Chief Executive Officer, any Vice-Chairman, the Chief Financial Officer or the Director of Finance of the Authority is hereby authorized to enter into and to execute and deliver such revolving credit or other loan agreements or note purchase agreement with one or more lenders or note purchasers. Such revolving credit or other loan agreement or agreements shall be, and any separate note purchase agreement used in connection with a private placement may be, in a form containing provisions substantially similar to those reflected in this resolution with such changes, omissions, insertions and revisions, including limiting the items constituting Payments or Additional Payments, as may be approved by the officer executing such agreement or agreements, such execution being conclusive evidence of the approval of and concurrence in the selection of such lenders and the form of such loan agreement or agreements.

If it is determined that any sale of Notes shall be conducted on a competitive bid basis, the Chairman and Chief Executive Officer, any Vice-Chairman, the Chief Financial Officer or the Director of Finance of the Authority is hereby further authorized to conduct the sale and award of the Notes 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 which shall be the bidder or bidders whose bid will produce the lowest net interest cost to the Authority for the Notes or portions thereof covered by such proposal or proposals determined, as provided in the Official Notice of Sale, by the Chairman and Chief Executive Officer, any Vice-Chairman,

the Chief Financial Officer or the Director of Finance of the Authority. The Chairman and Chief Executive Officer, any Vice-Chairman, the Chief Financial Officer or the Director of Finance of the Authority is hereby authorized to conduct such competitive sale of the Notes in a manner consistent with this 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 the Chairman and Chief Executive Officer, any Vice-Chairman, the Chief Financial Officer or the Director of Finance of the Authority of a letter of award shall be conclusive evidence of such award.

The Chairman and Chief Executive Officer, any Vice-Chairman, the Chief Financial Officer or the Director of Finance of the Authority 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 Notes, in substantially the form most recently executed or delivered by the Authority in connection with the sale of Obligations, with such changes, omissions, insertions and revisions as such officer shall deem advisable. The Authority authorizes any of said officers to deliver a certification to the effect that, if deemed necessary or appropriate, such Preliminary Official Statement or Official Statement 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.

The Chairman and Chief Executive Officer, any Vice-Chairman, the Chief Financial Officer or the Director of Finance of the Authority 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 Notes, such 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 Authority from the purchasers of each issue of Notes under the terms of the related Purchase Agreement or Notice of Sale may be invested by the Authority pending application of the proceeds of such good faith check for the purposes provided in this resolution at the time of the issuance and delivery of such Notes.

The Chairman and Chief Executive Officer, any Vice-Chairman, the Chief Financial Officer or the Director of Finance of the Authority is hereby authorized and directed to execute, deliver, amend, replace or terminate any and all documents and instruments (including any escrow agreements, any investment agreements or arrangements, deemed appropriate) 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, or other such agreement or arrangement, and the issuance, sale and delivery of each issue of the Notes and for implementing the terms of each issue of the Notes and the transactions contemplated hereby or thereby.

The Deposit Agreement substantially in the form annexed hereto as Exhibit B is hereby approved in all respects and the Chairman and Chief Executive Officer, any Vice-Chairman, the Chief Financial Officer or the Director of Finance of the Authority is hereby authorized to execute and deliver such Deposit Agreement for and on behalf of and in the name of the Authority with such changes, omissions, insertions and revisions as may be approved by the officer executing the Deposit Agreement, such execution being conclusive evidence of such approval.

When reference is made in this resolution to the authorization of the Chairman and Chief Executive Officer, any Vice-Chairman, the Chief Financial Officer or the Director of Finance of the Authority to do any act, such act may be accomplished by any of such officers individually. Any reference to an officer of the Authority in this resolution shall also include any officer duly designated as "Acting" in said officer's capacity.

There is hereby delegated to the Chairman and Chief Executive Officer or any Vice-Chairman, the Chief Financial Officer or the Director of Finance of the Authority the power to make any changes in or additions to this resolution necessary (i) to allow the Notes to constitute Revenue Anticipation Notes (as defined in the Transportation Resolution) payable from and secured by a lien on the Payments prior to the lien created under the Transportation Resolution or (ii) to attain or maintain specific ratings on the Notes deemed advantageous to the Authority including, without limitation, changes to the dates and percentages referred to in clause (i) of Section 6 hereof or in clauses (a) and (b) of Section 6 hereof.

The Chairman and Chief Executive Officer, any Vice-Chairman, the Chief Financial Officer or the Director of Finance of the Authority shall execute and deliver to each bidder or bidders to whom Notes will be sold and awarded a letter evidencing the determinations made pursuant to Section 16 of this resolution and any such letter or letters shall be conclusive evidence of the determinations of the Chairman and Chief Executive Officer or any Vice-Chairman, the Chief Financial Officer or the Director of Finance of the Authority as stated therein. Determinations set forth in the letter or letters shall have the same effect as if set forth in this resolution.

The Chairman and Chief Executive Officer, any Vice-Chairman, the Chief Financial Officer or the Director of Finance of the Authority shall execute one or more Certificates of Determination evidencing the determinations made pursuant to this resolution and any such Certificate of Determination shall be conclusive evidence of the determinations of the Chairman and Chief Executive Officer or any Vice-Chairman, the Chief Financial Officer or the Director of Finance of the Authority, as stated therein. The Certificate of Determination shall be delivered to the Paying Agent prior to the delivery of the Notes. Determinations set forth in the Certificate of Determination shall have the same effect as if set forth in this resolution.

The Chairman and Chief Executive Officer, any Vice-Chairman, the Chief Financial Officer or the Director of Finance are, and each of them hereby is, authorized and directed to do and perform all things and to execute all instruments in the name of the Authority or otherwise, as they respectively deem advisable, and to make all payments, to the end that the Authority may carry out the objects of this resolution and its obligations under the terms of the Notes. No recourse shall be had for the payment of the principal of or the interest on the Notes or for any

claim based thereon or on this resolution against any member or officer of the Authority or any person executing the Notes.

SECTION 17. Each of the following events is defined as and shall constitute an "Event of Default" under this resolution:

(a) if default shall be made in the due and punctual payment of the principal, or interest on, any Notes when and as the same shall become due and payable at maturity and such default shall continue for a period of 30 days, or

(b) if default shall be made by the Authority in the performance or observance on its part of any other of the covenants, agreements or conditions contained in this resolution or in the Notes, and such default shall continue for a period of 60 days after written notice thereof to the Authority by the Paying Agent or to the Authority and to the Paying Agent by the owners of a majority in principal amount of the Notes Outstanding; provided, however, that if such default shall be such that it cannot be corrected within such 60 day period, it shall not constitute an Event of Default if corrective action is instituted within such period and diligently pursued until the failure is corrected.

(c) Upon an Event of Default, the noteholders shall have such remedies as may be available at law.

SECTION 18. Upon (i) the payment by or on behalf of the Authority of the outstanding principal of and interest on the Notes, in accordance with their terms and the terms of this resolution, or (ii) the deposit into the Payment Fund by or on behalf of the Authority of monies and/or investment obligations, valued at their full principal amounts and including any investment income received or to be received on such obligations, in an amount which shall be sufficient to pay the principal of and interest on the Notes then issued and outstanding as the same become due and payable, the covenants, contracts, agreements and other obligations of the Authority to the holders of the Notes shall terminate and be discharged and satisfied and such holders shall no longer have the benefit of the Deposit Agreement; provided, however, that upon deposit of the required monies and investment obligations into the Payment Fund in accordance with clause (ii) above the monies and investment obligations then on deposit in the Payment Fund shall be immediately set aside by the Paying Agent into a separate account to be held by the Paying Agent in escrow solely for the payment of the Notes then outstanding.

SECTION 19. If any term or provision of this resolution or the Notes or the application thereof for any reason or circumstances shall to any extent be held invalid or unenforceable, the remaining provisions or the application of such term or provision to persons in situations, other than those as to which it is held invalid or unenforceable, shall not be affected thereby, and each term and provision hereof and thereof shall be valid and enforced to the fullest extent permitted by law.

SECTION 20. All the covenants, promises and agreements in this resolution shall bind and inure to the benefit of the Authority, the holders of the Notes and their respective successors and assigns.

SECTION 21. The laws of the State shall govern this resolution and the Notes.

SECTION 22. This resolution may not be amended or modified while the Notes are outstanding, except for such amendments which, in the opinion of Hawkins Delafield & Wood LLP, (i) shall not adversely affect the interests of the holders of the Notes or (ii) are necessary to clarify any ambiguity, inconsistency or defective provision contained herein.

SECTION 23. If the date for making any payment or the last date for performance of any act or the exercising of any right shall be a legal holiday or a day on which banking institutions in New York City are authorized by law to remain closed, such payment may be made or act performed or right exercised on the next succeeding day that is not a legal holiday or a day on which such banking institutions are authorized by law to remain closed, with the same force and effect as if done on the nominal date therefor, and no interest shall accrue for the period after such nominal date.

SECTION 24. Terms used herein and not otherwise defined shall have the respective meanings assigned thereto in the Transportation Resolution. Except where the context otherwise requires, words importing the singular number shall include the plural number and vice versa, and words importing persons shall include firms, associations and corporations.

SECTION 25. This resolution shall take effect immediately.

EXHIBIT A

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METROPOLITAN TRANSPORTATION AUTHORITY

REVENUE ANTICIPATION NOTE, SERIES 2010

CUSIP No.

METROPOLITAN TRANSPORTATION AUTHORITY (herein called the "Authority"), a body corporate and politic constituting a public benefit corporation created and existing under and by virtue of the laws of the State of New York, acknowledges itself indebted, and for value received hereby promises to pay to _____, or registered assigns, on the ____ day of December, 2010, upon presentation and surrender of this Note at the principal corporate trust office of _____, New York, New York, as Paying Agent, the principal sum of

_____ (\$____)

and interest on such principal sum, in lawful money of the United States of America, in immediately available funds, at the rate per annum of _____ per centum (____%) (calculated on the basis of twelve (12) 30-day months and a three hundred sixty (360) day year for a term of ____ days).

This Note is one of a duly authorized issue of Notes which are special obligations of the Authority issued in the aggregate principal amount of _____ Dollars (\$____) and is issued under and pursuant to Title 11 of Article 5 of the Public Authorities Law, as amended (the "Act"), and under and pursuant to a resolution of the Authority adopted on the ____ day of January, 2010, entitled "Series 2010 Transportation Revenue Anticipation Note Resolution" (the "Resolution"). The right of the holders of the Notes to appoint a trustee under Section 1273 of the Act and to declare the Notes due and payable or to cause the Notes to be declared due and payable prior to the maturity date thereof under paragraph (e) of subsection 2 of Section 1273 of the Act or otherwise has been abrogated.

This Note is a special obligation of the Authority payable solely from the items pledged thereto and the other sources of payment set forth in the Resolution. There is hereby pledged for the payment of this Note (i) (a) the first monies to be received on or after July 1, 2010 from amounts required to be deposited in the Mobility Tax Trust Account in the Metropolitan Transportation Authority Financial Assistance Fund and which the State is legally obligated to pay to the Authority for the benefit of any Related Transportation Entity under Section 92-ff of Article VI of the State Finance Law, and (b) the first monies, other than those described in the preceding clause (a), to be received on or after October 1, 2010 if the amount on deposit in the Payment Fund is less than fifty percent (50%) of the principal amount of and interest on the Notes, up to an amount equal to such fifty percent (50%) amount of the principal of and interest on the Notes of the monies (A) which the State is legally obligated to pay to the Authority for the benefit of any Related Transportation Entity under Section 18-b of the Transportation Law and Sections 88-a, 89-a and 92-ff of Article VI of the State Finance Law, (B) which TBTA is legally

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obligated to pay to the Authority for the benefit of any Related Transportation Entity under Section 569-c of the Public Authorities Law and to the Transit Authority under Section 1219-a of the Public Authorities Law, (C) which The City of New York (the "City") and Dutchess, Nassau, Orange, Putnam, Rockland, Suffolk and Westchester counties (the "Transportation District") are legally obligated to pay to the Authority for the costs of operation, maintenance and use of each passenger station of the Commuter System located within their respective areas under and pursuant to Section 1277 of the Act for the twelve month period ended March 31, 2010, and (D) that are made available from amounts allocable to the payment of capital costs to reimburse the Authority or any other Related Transportation Entity for expenses related to employees working on capital projects (collectively, the "Payments"); (ii) all of the monies deposited or caused to be deposited in the Revenue Anticipation Note, Series 2010 Payment Fund (the "Payment Fund"), pursuant to the Deposit Agreement, by and among the Authority, the New York City Transit Authority, Manhattan and Bronx Surface Transit Operating Authority, MTA Bus Company, The Long Island Rail Road Company, the Metro-North Commuter Railroad Company and Triborough Bridge and Tunnel Authority, relating to the Notes; and (iii) the Payment Fund including any investment income thereon. There is hereby further pledged for the payment of this Note, upon the terms and conditions provided in the Resolution, any available Revenues or Net Proceeds of Qualified Agreements (each as defined in the General Resolution Authorizing Transportation Revenue Obligations adopted by the Authority on March 26, 2002, as supplemented, the "Transportation Resolution"); such pledge being subordinate to the lien of the Transportation Resolution on such amounts.

The Note is not subject to redemption prior to its maturity.

The State of New York shall not be liable on this Note, and this Note shall not be a debt of the State of New York.

The laws of the State of New York shall govern the Resolution and this Note.

The Authority hereby designates that this Note shall constitute a Revenue Anticipation Note as defined in the Transportation Resolution.

It is hereby certified, recited and declared that all conditions, acts and things required by the Constitution and laws of the State of New York to exist, happen and be performed precedent to and in the issuance of this Note, exist, have happened and have been performed in due time, form and manner and that the issuance of this Note does not violate any constitutional or statutory limitation of indebtedness prescribed by the laws of the State of New York.

IN WITNESS WHEREOF, METROPOLITAN TRANSPORTATION AUTHORITY has caused this Note to be signed in its name and on its behalf by the facsimile signature of its Chairman and Chief Executive Officer and its corporate seal or a facsimile thereof to be impressed, imprinted or otherwise reproduced hereon and attested by its Secretary or an Assistant Secretary, all as of the __ day of _____, 2010.

ATTEST:

METROPOLITAN TRANSPORTATION
AUTHORITY

By _____

[facsimile]

ASSISTANT SECRETARY
[SEAL]

CHAIRMAN AND CHIEF EXECUTIVE
OFFICER

NEW YORK CITY TRANSIT AUTHORITY

DEPOSIT AGREEMENT RESOLUTION

Be it Resolved by the Board of the New York City Transit Authority, as follows:

SECTION 1. In accordance with the provisions of Title 9 of Article 5 of the Public Authorities Law, the New York City Transit Authority (the "TA") is hereby authorized to enter into a Deposit Agreement, by and among the Metropolitan Transportation Authority (the "Authority"), The Long Island Rail Road Company, Metro-North Commuter Railroad Company, the TA, the Manhattan and Bronx Surface Transit Operating Authority, MTA Bus Company and Triborough Bridge and Tunnel Authority (such Agreement hereinafter referred to as the "Agreement"). The form of the Agreement, in substantially the form annexed hereto as Exhibit A, is hereby approved in all respects, and the Chairman and Chief Executive Officer, any Vice Chairman, the Chief Financial Officer and the Director of Finance (the "Authorized Officers") are, and each is, hereby authorized and directed to execute and deliver the Agreement for, on, behalf of, and in the name of, the TA, with such changes and revisions as such Authorized Officer shall deem advisable, said execution and delivery to be conclusive evidence of such approval.

SECTION 2. On behalf of the TA, the Authorized Officers are, and each is, hereby authorized to take any and all actions necessary for the TA to perform its obligations under the Agreement.

SECTION 3. The Authorized Officers, the Secretary and the Assistant Secretary of the TA are, and each of them hereby is, authorized and directed to execute and deliver any and all documents and instruments and to do and cause to be done any and all acts necessary or proper for carrying out (i) the sale and delivery of the Revenue Anticipation Notes, Series 2010 issued by the Authority pursuant to its Revenue Anticipation Note, Series 2010 Resolution, adopted January 27, 2010, and (ii) any and all other acts contemplated in connection with such Note Resolution and the Agreement.

SECTION 4. This resolution shall become effective upon its adoption.

METRO-NORTH COMMUTER RAILROAD COMPANY

DEPOSIT AGREEMENT RESOLUTION

Be it Resolved by the Board of Metro-North Commuter Railroad Road Company, as follows:

SECTION 1. In accordance with the provisions of Title 9 of Article 5 of the Public Authorities Law, Metro-North Commuter Railroad Company ("MNCRC") is hereby authorized to enter into a Deposit Agreement, by and among the Metropolitan Transportation Authority (the "Authority"), The Long Island Rail Road Company, MNCRC, the New York City Transit Authority, the Manhattan and Bronx Surface Transit Operating Authority, MTA Bus Company and Triborough Bridge and Tunnel Authority (such Agreement hereinafter referred to as the "Agreement"). The form of the Agreement, in substantially the form annexed hereto as Exhibit A, is hereby approved in all respects, and the Chairman and Chief Executive Officer, any Vice Chairman, the Chief Financial Officer and the Director of Finance (the "Authorized Officers") are, and each is, hereby authorized and directed to execute and deliver the Agreement for, on, behalf of, and in the name of, MNCRC, with such changes and revisions as such Authorized Officer shall deem advisable, said execution and delivery to be conclusive evidence of such approval.

SECTION 2. On behalf of MNCRC, the Authorized Officers are, and each is, hereby authorized to take any and all actions necessary for MNCRC to perform its obligations under the Agreement.

SECTION 3. The Authorized Officers, the Secretary and the Assistant Secretary of MNCRC are, and each of them hereby is, authorized and directed to execute and deliver any and all documents and instruments and to do and cause to be done any and all acts necessary or proper for carrying out (i) the sale and delivery of the Revenue Anticipation Notes, Series 2010 issued by the Authority pursuant to its Revenue Anticipation Note, Series 2010 Resolution, adopted January 27, 2010, and (ii) any and all other acts contemplated in connection with such Note Resolution and the Agreement.

SECTION 4. This resolution shall become effective upon its adoption.

MTA BUS COMPANY

DEPOSIT AGREEMENT RESOLUTION

Be it Resolved by the Board of MTA Bus Company, as follows:

SECTION 1. In accordance with the provisions of Title 9 of Article 5 of the Public Authorities Law, MTA Bus Company ("MTA Bus") is hereby authorized to enter into a Deposit Agreement, by and among the Metropolitan Transportation Authority (the "Authority"), The Long Island Rail Road Company, Metro-North Commuter Railroad Company, the New York City Transit Authority, the Manhattan and Bronx Surface Transit Operating Authority, MTA Bus and Triborough Bridge and Tunnel Authority (such Agreement hereinafter referred to as the "Agreement"). The form of the Agreement, in substantially the form annexed hereto as Exhibit A, is hereby approved in all respects, and the Chairman and Chief Executive Officer, any Vice Chairman, the Chief Financial Officer and the Director of Finance (the "Authorized Officers") are, and each is, hereby authorized and directed to execute and deliver the Agreement for, on, behalf of, and in the name of, MTA Bus, with such changes and revisions as such Authorized Officer shall deem advisable, said execution and delivery to be conclusive evidence of such approval.

SECTION 2. On behalf of MTA Bus, the Authorized Officers are, and each is, hereby authorized to take any and all actions necessary for MTA Bus to perform its obligations under the Agreement.

SECTION 3. The Authorized Officers, the Secretary and the Assistant Secretary of MTA Bus are, and each of them hereby is, authorized and directed to execute and deliver any and all documents and instruments and to do and cause to be done any and all acts necessary or proper for carrying out (i) the sale and delivery of the Revenue Anticipation Notes, Series 2010 issued by the Authority pursuant to its Revenue Anticipation Note, Series 2010 Resolution, adopted January 27, 2010, and (ii) any and all other acts contemplated in connection with such Note Resolution and the Agreement.

SECTION 4. This resolution shall become effective upon its adoption.

TRIBOROUGH BRIDGE AND TUNNEL AUTHORITY

DEPOSIT AGREEMENT RESOLUTION

Be it Resolved by the Board of Triborough Bridge and Tunnel Authority, as follows:

SECTION 1. In accordance with the provisions of Title 3 of Article 3 of the Public Authorities Law, Triborough Bridge and Tunnel Authority ("TBTA") is hereby authorized to enter into a Deposit Agreement, by and among the Metropolitan Transportation Authority (the "Authority"), The Long Island Rail Road Company, Metro-North Commuter Railroad Company, the New York City Transit Authority, the Manhattan and Bronx Surface Transit Operating Authority, MTA Bus Company and TBTA (such Agreement hereinafter referred to as the "Agreement"). The form of the Agreement, in substantially the form annexed hereto as Exhibit A, is hereby approved in all respects, and the Chairman and Chief Executive Officer, any Vice Chairman, the Chief Financial Officer and the Director of Finance (the "Authorized Officers") are, and each is, hereby authorized and directed to execute and deliver the Agreement for, on, behalf of, and in the name of, TBTA, with such changes and revisions as such Authorized Officer shall deem advisable, said execution and delivery to be conclusive evidence of such approval.

SECTION 2. On behalf of TBTA, the Authorized Officers are, and each is, hereby authorized to take any and all actions necessary for TBTA to perform its obligations under the Agreement.

SECTION 3. The Authorized Officers, the Secretary and the Assistant Secretary of TBTA are, and each of them hereby is, authorized and directed to execute and deliver any and all documents and instruments and to do and cause to be done any and all acts necessary or proper for carrying out (i) the sale and delivery of the Revenue Anticipation Notes, Series 2010 issued by the Authority pursuant to its Revenue Anticipation Note, Series 2010 Resolution, adopted January 27, 2010, and (ii) any and all other acts contemplated in connection with such Note Resolution and the Agreement.

SECTION 4. This resolution shall become effective upon its adoption.

MANHATTAN AND BRONX SURFACE TRANSIT OPERATING AUTHORITY

DEPOSIT AGREEMENT RESOLUTION

Be it Resolved by the Board of the Manhattan and Bronx Surface Transit Operating Authority, as follows:

SECTION 1. In accordance with the provisions of Title 9 of Article 5 of the Public Authorities Law, Manhattan and Bronx Surface Transit Operating Authority ("MaBSTOA") is hereby authorized to enter into a Deposit Agreement, by and among the Metropolitan Transportation Authority (the "Authority"), The Long Island Rail Road Company ("LIRR"), Metro-North Commuter Railroad Company ("MNCRC"), the New York City Transit Authority (the "TA") MaBSTOA, MTA Bus Company ("MTA Bus"), and Triborough Bridge and Tunnel Authority ("TBTA") (such Agreement hereinafter referred to as the "Agreement"). The form of the Agreement, in substantially the form annexed hereto as Exhibit A, is hereby approved in all respects, and the Chairman and Chief Executive Officer, any Vice Chairman, the Chief Financial Officer and the Director of Finance (the "Authorized Officers") are, and each is, hereby authorized and directed to execute and deliver the Agreement for, on, behalf of, and in the name of, MaBSTOA, with such changes and revisions as such Authorized Officer shall deem advisable, said execution and delivery to be conclusive evidence of such approval.

SECTION 2. On behalf of MaBSTOA, the Authorized Officers are, and each is, hereby authorized to take any and all actions necessary for MaBSTOA to perform its obligations under the Agreement.

SECTION 3. The Authorized Officers, the Secretary and the Assistant Secretary of MaBSTOA are; and each of them hereby is, authorized and directed to execute and deliver any and all documents and instruments and to do and cause to be done any and all acts necessary or proper for carrying out (i) the sale and delivery of the Revenue Anticipation Notes, Series 2010 issued by the Authority pursuant to its Revenue Anticipation Note, Series 2010 Resolution, adopted January 27, 2010, and (ii) any and all other acts contemplated in connection with such Note Resolution and the Agreement.

SECTION 4. This resolution shall become effective upon its adoption.

THE LONG ISLAND RAIL ROAD COMPANY

DEPOSIT AGREEMENT RESOLUTION

Be it Resolved by the Board of The Long Island Rail Road Company, as follows:

SECTION 1. In accordance with the provisions of Title 9 of Article 5 of the Public Authorities Law, The Long Island Rail Road Company ("LIRR") is hereby authorized to enter into a Deposit Agreement, by and among the Metropolitan Transportation Authority (the "Authority"), LIRR, Metro-North Commuter Railroad Company, the New York City Transit Authority, the Manhattan and Bronx Surface Transit Operating Authority, MTA Bus Company and Triborough Bridge and Tunnel Authority (such Agreement hereinafter referred to as the "Agreement"). The form of the Agreement, in substantially the form annexed hereto as Exhibit A, is hereby approved in all respects, and the Chairman and Chief Executive Officer, any Vice Chairman, the Chief Financial Officer and the Director of Finance (the "Authorized Officers") are, and each is, hereby authorized and directed to execute and deliver the Agreement for, on, behalf of, and in the name of, the LIRR, with such changes and revisions as such Authorized Officer shall deem advisable, said execution and delivery to be conclusive evidence of such approval.

SECTION 2. On behalf of the LIRR, the Authorized Officers are, and each is, hereby authorized to take any and all actions necessary for the LIRR to perform its obligations under the Agreement.

SECTION 3. The Authorized Officers, the Secretary and the Assistant Secretary of the LIRR are, and each of them hereby is, authorized and directed to execute and deliver any and all documents and instruments and to do and cause to be done any and all acts necessary or proper for carrying out (i) the sale and delivery of the Revenue Anticipation Notes, Series 2010 issued by the Authority pursuant to its Revenue Anticipation Note, Series 2010 Resolution, adopted January 27, 2010, and (ii) any and all other acts contemplated in connection with such Note Resolution and the Agreement.

SECTION 4. This resolution shall become effective upon its adoption.

EXHIBIT B

DEPOSIT AGREEMENT

by and among

METROPOLITAN TRANSPORTATION AUTHORITY,

THE LONG ISLAND RAIL ROAD COMPANY,

METRO-NORTH COMMUTER RAILROAD COMPANY,

NEW YORK CITY TRANSIT AUTHORITY,

MANHATTAN AND BRONX SURFACE TRANSIT OPERATING AUTHORITY,

MTA BUS COMPANY

and

TRIBOROUGH BRIDGE AND TUNNEL AUTHORITY

Dated as of _____, 2010

DEPOSIT AGREEMENT

DEPOSIT AGREEMENT, dated as of _____, 2010, by and among METROPOLITAN TRANSPORTATION AUTHORITY (the "Authority"), a body corporate and politic constituting a public benefit corporation of the State of New York (the "State"), THE LONG ISLAND RAIL ROAD COMPANY ("LIRR"), a body corporate and politic constituting a public benefit corporation of the State and a subsidiary corporation of the Authority, METRO-NORTH COMMUTER RAILROAD COMPANY ("MNCRC"), a public benefit corporation of the State and a subsidiary corporation of the Authority, NEW YORK CITY TRANSIT AUTHORITY, a body corporate and politic constituting a public benefit corporation of the State ("TA"), MANHATTAN AND BRONX SURFACE TRANSIT OPERATING AUTHORITY, a public benefit corporation of the State and a subsidiary of the Transit Authority ("MaBSTOA"), MTA BUS COMPANY, a public benefit corporation of the State and a subsidiary of the Authority ("MTA Bus") and TRIBOROUGH BRIDGE AND TUNNEL AUTHORITY, a body corporate and politic constituting a public benefit corporation of the State ("TBTA").

The parties hereto mutually agree as follows:

SECTION 1. Deposits. The Authority, LIRR, MNCRC, TA, MaBSTOA, MTA Bus and TBTA hereby agree that, (i) commencing on July 1, 2010, they shall immediately upon receipt thereof deposit or cause to be deposited into the Revenue Anticipation Note, Series 2010 Payment Fund (the "Payment Fund") established under the Series 2010 Transportation Revenue Anticipation Note Resolution, adopted by the Authority on January 27, 2010 (the "Series 2010 Resolution") all Payments which constitute amounts which the State is legally obligated to pay to the Authority for the benefit of any Related Transportation Entity under Section 92-ff of Article VI of the State Finance Law from amounts required to be deposited in the Mobility Tax Trust Account in the Metropolitan Transportation Authority Financial Assistance Fund until the amount on deposit in the Payment Fund, calculated as provided in the Series 2010 Resolution, shall equal principal and interest on the Notes (as defined in the Series 2010 Resolution) until paid or provision for payment thereof is made in accordance with the Series 2010 Resolution and (ii) commencing on October 1, 2010, to the extent the amount then on deposit in the Payment Fund is less than fifty percent (50%) of the principal amount of and interest on the Notes, they shall immediately upon receipt thereof deposit or cause to be deposited into the Payment Fund all other Payments until the amount on deposit in the Payment Fund, calculated as provided in the Series 2010 Resolution, shall equal fifty percent (50%) principal and interest on the Notes until paid or provision for payment thereof is made in accordance with the Series 2010 Resolution. The Authority, LIRR, MNCRC, TA, MaBSTOA, MTA Bus and TBTA hereby agree that they shall deposit or cause to be deposited into the Revenue Fund (the "Revenue Fund") created under the General Resolution Authorizing Transportation Revenue Obligations, adopted by the Authority on March 26, 2002, as supplemented (the "Transportation Resolution"), all Additional Payments (as defined in the Series 2010 Resolution) at the times required by the Transportation Resolution. The Authority shall direct the trustee under the Transportation Resolution (the "Transportation Trustee") to establish such separate account or subaccount in the Revenue Fund as is necessary or appropriate to allow the Transportation Trustee to segregate all such Additional Payments, if any, specified in a certificate of an Authorized Officer of MTA so deposited from any other amounts on deposit in the Revenue

Fund. The Authority shall further direct the Transportation Trustee that, if all or any portion of the amounts so deposited in such account or subaccount are not then required, after applying all other amounts then on deposit in the Revenue Fund, pursuant to Section 504 of the Transportation Resolution to be deposited into a Debt Service Fund, established under the Transportation Resolution, or any fund or account established for the benefit of any Subordinated Indebtedness or Subordinated Contract Obligation (each as defined in the Transportation Resolution), the Transportation Trustee shall promptly in accordance with Section 504(d) of the Transportation Resolution, transfer such moneys to the Authority, and the Authority shall upon such transfer immediately deposit such Additional Payments, if any, into the Payment Fund to the extent and at the times necessary to meet the requirements of clauses (a), (b) and (c) of Section 6 of the Series 2010 Resolution until the amount on deposit in the Payment Fund, calculated as provided in the Series 2010 Resolution, shall equal principal and interest on the Notes until paid, or provision for payment thereof is made in accordance with the Series 2010 Resolution. Amounts deposited in the Payment Fund are referred to herein as "Deposited Monies".

Unless otherwise stated herein, capitalized terms used herein shall have the meaning ascribed to such terms in the Series 2010 Resolution.

SECTION 2. LIRR Representations. The LIRR represents and warrants that:

(a) it is a public benefit corporation of the State, and a subsidiary corporation of the Authority, validly existing under the provisions of the Metropolitan Transportation Authority Act, Title 11 of Article 5 of the Public Authorities Law, as amended (the "Act"), with full power and legal right to enter into this agreement and perform its obligations hereunder;

(b) except as provided in the Existing Lien Documents, no outstanding notes have heretofore been authorized or issued by the LIRR secured by the Payments and Additional Payments received and Deposited Monies and the Payments and Additional Payments received and Deposited Monies have not heretofore been pledged or assigned by the LIRR to secure any other outstanding obligation or indebtedness of the LIRR (the lien of the Existing Lien Documents on the Payments is subordinate to the lien on the Payments of the Series 2010 Resolution); and

(c) the provisions of this agreement do not conflict with or violate the LIRR's bylaws, any statute, rule, regulation, court order or act applicable to the LIRR or any contract or other agreement entered into or any action taken by the LIRR.

SECTION 3. Authority Representations. The Authority hereby reaffirms the representations and warranties made in the Series 2010 Resolution.

SECTION 4. MNCRC Representations. MNCRC represents and warrants that:

(a) it is a public benefit corporation of the State, and a subsidiary corporation of the Authority, duly created and validly existing under the provisions of the Act, with full power and legal right to enter into this agreement and perform its obligations hereunder;

(b) except as provided in the Existing Lien Documents, no outstanding notes have heretofore been authorized or issued by MNCRC secured by the Payments and Additional Payments received and Deposited Monies and the Payments and Additional Payments received and Deposited Monies have not heretofore been pledged or assigned by MNCRC to secure any other outstanding obligation or indebtedness of MNCRC (the lien of the Existing Lien Documents on the Payments is subordinate to the lien on the Payments of the Series 2010 Resolution); and

(c) the provisions of this agreement do not conflict with or violate MNCRC's bylaws, any statute, rule, regulation, court order or act applicable to MNCRC or any contract or other agreement entered into or any action taken by MNCRC.

SECTION 5. TA Representations. TA represents and warrants that:

(a) it is a public benefit corporation of the State, duly created and validly existing under the provisions of the New York City Transit Authority Act, Title 9 of Article 5 of the Public Authorities Law, as amended (the "Transit Act"), with full power and legal right to enter into this agreement and perform its obligations hereunder;

(b) except as provided in the Existing Lien Documents, no outstanding notes have heretofore been authorized or issued by TA secured by the Payments and Additional Payments received and Deposited Monies and the Payments and Additional Payments received and Deposited Monies have not heretofore been pledged or assigned by TA to secure any other outstanding obligation or indebtedness of TA (the lien of the Existing Lien Documents on the Payments is subordinate to the lien on the Payments of the Series 2010 Resolution); and

(c) the provisions of this agreement do not conflict with or violate TA's bylaws, any statute, rule, regulation, court order or act applicable to TA or any contract or other agreement entered into or any action taken by TA.

SECTION 6. MaBSTOA Representations. MaBSTOA represents and warrants that:

(a) it is a public benefit corporation of the State, and a subsidiary corporation of the TA, duly created and validly existing under the provisions of the Transit Act with full power and legal right to enter into this agreement and perform its obligations hereunder;

(b) except as provided in the Existing Lien Documents, no outstanding notes have heretofore been authorized or issued by MaBSTOA secured by the Payments and Additional Payments received and Deposited Monies and the Payments and Additional Payments received and Deposited Monies have not heretofore been pledged or assigned by MaBSTOA to secure any other outstanding obligation or indebtedness of MaBSTOA (the lien of the Existing Lien Documents on the Payments is subordinate to the lien on the Payments of the Series 2010 Resolution); and

(c) the provisions of this agreement do not conflict with or violate MaBSTOA's bylaws, any statute, rule, regulation, court order or act applicable to MaBSTOA or any contract or other agreement entered into or any action taken by MaBSTOA.

SECTION 7. MTA Bus Representations. MTA Bus represents and warrants that:

(a) it is a public benefit corporation of the State, and a subsidiary corporation of the Authority, duly created and validly existing under the provisions of the Act, with full power and legal right to enter into this agreement and perform its obligations hereunder;

(b) except as provided in the Existing Lien Documents, no outstanding notes have heretofore been authorized or issued by MTA Bus secured by the Payments and Additional Payments received and Deposited Monies and the Payments and Additional Payments received and Deposited Monies have not heretofore been pledged or assigned by MTA Bus to secure any other outstanding obligation or indebtedness of MTA Bus (the lien of the Existing Lien Documents on the Payments is subordinate to the lien on the Payments of the Series 2010 Resolution); and

(c) the provisions of this agreement do not conflict with or violate MTA's bylaws, any statute, rule, regulation, court order or act applicable to MTA Bus or any contract or other agreement entered into or any action taken by MTA Bus.

SECTION 8. TBTA Representations. TBTA represents and warrants that:

(a) it is a public benefit corporation of the State, and a subsidiary corporation of the Authority, duly created and validly existing under the provisions of the Act, with full power and legal right to enter into this agreement and perform its obligations hereunder;

(b) except as provided in the Existing Lien Documents, no outstanding notes have heretofore been authorized or issued by TBTA secured by the Payments and Additional Payments received and Deposited Monies and the Payments and Additional Payments received and Deposited Monies have not heretofore been pledged or assigned by TBTA to secure any other outstanding obligation or indebtedness of TBTA (the lien of the Existing Lien Documents on the Payments is subordinate to the lien on the Payments of the Series 2010 Resolution); and

(c) the provisions of this agreement do not conflict with or violate TBTA's bylaws, any statute, rule, regulation, court order or act applicable to TBTA or any contract or other agreement entered into or any action taken by TBTA.

SECTION 9. LIRR, MNCRC, TA, MaBSTOA, MTA Bus and TBTA Covenants. So long as the Notes shall remain outstanding and unpaid, the LIRR, MNCRC, TA, MaBSTOA, MTA Bus and TBTA each covenant and agree with the Authority, with each other and with the holders of the Notes:

(a) to take such actions as may be appropriate to assist the Authority in complying with its covenants contained in Section 8 of the Series 2010 Resolution; and

(b) to comply with the covenants contained in Section 10(d), (e), (f) and (g), subject to the provisions of the unlettered paragraph following clause (i), of the Series 2010 Resolution as if the references to the Authority therein were to the LIRR, MNCRC, TA, MaBSTOA, MTA Bus and TBTA, respectively.

SECTION 10. Additional TBTA Covenants. So long as the Notes shall remain outstanding and unpaid, TBTA covenants and agrees with the Authority, LIRR, MNCRC, TA, MaBSTOA, MTA Bus and TBTA, and with the holders of the Notes;

(a) it will not repeal, amend or modify the action taken by the Board of TBTA on February 24, 2010 relating to the monthly advance of amounts described in clause (b) of Section 8 of the Series 2010 Resolution so as to delay the timing or reduce the amounts to be transferred by TBTA to the Authority or any other Related Transportation Entity in any month; and

(b) it will comply with the rate covenant contained in Section 606 of the General Resolution authorizing General Revenue Obligations adopted by TBTA on March 26, 2002, as amended.

SECTION 11. Consents. LIRR, MNCRC, TA, MaBSTOA, MTA Bus and TBTA consent to the application of the Payments received and to the application and pledge of the Deposited Monies in accordance with this Agreement and the Series 2010 Resolution.

SECTION 12. Compliance with Transportation Resolution Rate Covenant. LIRR, MNCRC, TA, MaBSTOA and MTA Bus shall each take such action on its part necessary to comply with and to enable the Authority to comply with the covenant contained in Section 610 of the Transportation Resolution.

SECTION 13. Enforcement. The provisions of this agreement may be enforced by the Authority on behalf of the holders of the Notes by any legal or equitable process, including specific performance.

SECTION 14. No Conflict. The provisions of this agreement are in no way intended to, nor shall such provisions, change or in any manner alter the terms of the Series 2010 Resolution, or the security, rights or remedies of the holders of the Notes. In the event any provisions of this agreement conflict at any time, or in any manner, with the provisions of the Series 2010 Resolution or any Note, the provisions of the Series 2010 Resolution or the Note shall be controlling and conflicting provisions of this agreement shall be completely disregarded.

SECTION 15. Beneficiaries. This agreement shall inure to the benefit of and shall be binding upon the Authority, LIRR, MNCRC, TA, MaBSTOA, MTA Bus and TBTA and their respective successors and assigns.

SECTION 16. Severability. In the event any provision of this agreement shall be held invalid or unenforceable by any court of competent jurisdiction, such holding shall not invalidate or render unenforceable any other provision hereof.

SECTION 17. Governing Law. This agreement shall be governed by, and construed in accordance with, the Constitution and laws of the State.

SECTION 18. Entire Agreement. This agreement represents the entire agreement among the parties.

SECTION 19. Counterpart Signatures. This agreement may be simultaneously executed in several counterparts, each of which shall be an original and all of which shall constitute but one and the same instrument.

IN WITNESS WHEREOF, the Authority, LIRR, MNCRC, TA, MaBSTOA, MTA Bus and TBTA each respectively, has caused this instrument to be executed in its name by its Authorized Officer, all as of the day and year first above written.

METROPOLITAN TRANSPORTATION
AUTHORITY

MANHATTAN AND BRONX SURFACE
TRANSIT OPERATING AUTHORITY

Name:
Title

Name:
Title

THE LONG ISLAND RAIL ROAD
COMPANY

MTA BUS COMPANY

Name:
Title

Name:
Title

METRO-NORTH COMMUTER RAILROAD
COMPANY

TRIBOROUGH BRIDGE AND TUNNEL
AUTHORITY

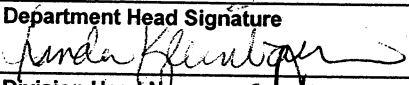

Name:
Title

Name:
Title

NEW YORK CITY TRANSIT AUTHORITY




Name:
Title

Staff Summary

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

Date December 24, 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	1/25/10			
2	Board	1/27/10			

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 H: Modifications to Personal/Miscellaneous Service Contracts	1	\$ 130,000
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MTAHQ presents the following procurement actions for Ratification:

	None	- 0 -
TOTAL	1	\$ 130,000

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.)

LIST OF PROCUREMENTS FOR BOARD APPROVAL, JANUARY 2010
COMPETITIVE PROCUREMENTS

METROPOLITAN TRANSPORTATION AUTHORITY

Procurements Requiring Majority Vote:

H. Modifications 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. AFT Project | \$130,000 |
| Base = \$88,000 | (not-to-exceed) |
| Supplement No. 1 for design, fabrication and delivery of laminated glass panels. Jason Rolfe, Mott Avenue Station-NYCT (Contract No. 08140-0100). | |

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	1/25/10			
2	Board	1/27/10			

January 12, 2010			
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:

<u>Procurements Requiring Two Thirds Vote:</u>		<u># of Actions</u>	<u>\$ Amount</u>
Schedule A: Non-Competitive Purchases and Public Work Contracts		1	\$ 4.0 M
• Knorr Brake Corporation	\$ 4.0 M		
<u>Schedules Requiring Majority Vote</u>			
Schedule G: Miscellaneous Service Contracts		1	\$ 1.4 M
• Trak Engineering, Inc.	\$ 1.4 M		
SUBTOTAL		2	\$ 5.4 M

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

Procurements Requiring Two-Thirds Vote:

	<u># of Actions</u>	<u>\$ Amount</u>
Schedule C: Competitive Requests for Proposals (Award of Purchase and Public Work Contracts)	1	\$ 29.0 M

Schedules Requiring Majority Vote

Schedule F: Personal Service Contracts	2	\$ 2.9 M
Schedule H: Modifications to Personal/Miscellaneous Service Contracts	1	\$ 7.7 M
Schedule I: Modifications to Purchase and Public Works Contracts	1	\$ 7.5 M
SUBTOTAL	5	\$ 47.1 M

NYC Transit proposes to award Ratifications in the following categories:

Schedules Requiring Majority Vote:

Schedule K: Ratification of Completed Procurement Actions:	4	\$ 2.6 M
SUBTOTAL	4	\$ 2.6 M
TOTAL	11	\$ 55.1 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.

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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. Knorr Brake Corporation
Sole Source – Three-year omnibus
Purchase of inventory and non-inventory subway car parts. | \$4,000,000.00 (Est.) | <u>Staff Summary Attached</u> | 97 |
|---|------------------------------|--------------------------------------|----|

Procurements Requiring Majority Vote:

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. Trak Engineering, Inc.
Sole Source – Five-year contract
Contract #08H9936
Installation, maintenance and repair of Trak Engineering fuel management systems at various NYC Transit and MTA Bus locations. | \$1,369,327.05 (Est.) | <u>Staff Summary Attached</u> | 98 |
|---|------------------------------|--------------------------------------|----|

Schedule A: Non-Competitive Purchases and Public Work Contracts



Item Number: 1

Vendor Name (& Location) Knorr Brake Corporation (Westminster, Maryland)
Description Purchase of non-inventory and inventory subway parts
Contract Term (including Options, if any) Three 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"/> Other: Sole Source

Contract Number None	Renewal? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
Total Amount: \$4,000,000.00 (Est.)	
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 Materiel, Stanley J. Grill	

Discussion:

This omnibus approval will cover items identified as obtainable only from Knorr Brake Corporation (Knorr) 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 2,002 items covered by this approval for the purchase of subway car air brake system parts supplied by Knorr. These items are identified as obtainable only from Knorr 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 Knorr. 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 on behalf of NYC Transit's Division of Car Equipment based on forecasts for normal repairs and Scheduled Maintenance System (SMS) for a three year period. Knorr's brake equipment is used on some of the older cars in the NYC Transit fleet – the R44, R46, R62A and R68 cars – with the exception that Knorr was the subcontractor to WABTEC for certain brake parts used on the R142 cars and these will be purchased directly from Knorr as the need arises. The amount requested for this omnibus approval is based on usage from the past three years as well as anticipated SMS requirements for 2011 through 2013. Procurement performed a price analysis on previously purchased sole-source items and found that the weighted average price increased by 5.89% annually over three years. This increase is primarily driven by pricing for four particular items (three individual tread brake unit kits and one slack adjuster ratchet required for the R62A cars). These items, proprietary to Knorr, showed significant price increases when compared to prior procurements. Knorr reported that it encountered substantially higher subcontractor costs for many items contained in the kits as well as for the ratchet because prior sources of supply for these older technology parts were unavailable and new sources of supply needed to be found. These four items are infrequently purchased by NYC Transit and it is anticipated that none of these four items will be purchased during the three year period of this omnibus approval. If these four procurements are eliminated from the overall price analysis, the weighted average annual price increase is 1.27%. This compares favorably with the Producer Price Index for Transportation Equipment Air Brake Parts which shows a 1.9% average annual price increase over the same time period. Each item released from this omnibus approval will be subject to a price analysis and Procurement will determine whether the price offered is fair and reasonable.

Schedule G: Miscellaneous Service Contracts

Item Number: 2

Vendor Name (& Location) Trak Engineering, Inc. (Tallahassee, FL)
Description Installation, maintenance and repair of Trak Fuel Management Systems
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 08H9936	Renewal? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
Total Amount:	\$1,369,327.00 (Est.)
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: Department of Buses, Joseph Smith	

Discussion:

This contract is for the installation, maintenance and repair of Trak Fuel Management Systems (Trak Systems) at various NYC Transit Department of Buses (DOB) and MTA Bus Company (MTAB) locations. The Trak System, which enables the collection of fueling and related mileage data, was purchased in 1994 as part of the MIDAS (Maintenance Information Diagnostic Analysis System) contract. MIDAS/Spear is DOB's system for the collection and analysis of bus maintenance data. The data collected by the Trak System is critical because mileage is essential in determining DOB's preventive maintenance cycles as well as providing a critical measurement for DOB's daily performance reports that include information such as mean distance between failure and mean distance between service interruptions. The Trak System equipment continuously monitors the quantity of diesel fuel, coolant and lubricating oil dispensed from each depot's pumping unit. As fuel is pumped into each bus, the information is stored in the Trak System and later transferred to MIDAS/Spear. DOB operates a minimum of two Trak Systems at each of its 20 locations. The previous contract was recently modified to install Trak Systems at 8 MTAB locations. Transit employees report any failures with the Trak System during the evening fueling process. On-call Trak technicians are then able to complete all repairs to the Trak System by the following morning. Serious disruptions in the fueling process have been virtually eliminated as a result of this service being performed. The new contract provides full service 24/7 maintenance and repair including all parts and labor for all DOB and MTAB systems, totaling \$897,149. The monthly maintenance rate (years 1-3) for the DOB locations is \$13,833 covering 59 Trak Systems at \$234.45 per month, per system. This monthly maintenance rate for years 1-3 of the new contract has increased by 4.1% over the comparable rate agreed upon in June 2008 for Mod. # 7 to the previous contract. It should be noted that prior to Mod. # 7, Trak had never increased the monthly maintenance rate. During years 4 & 5 of this new contract the monthly maintenance rate for the DOB locations will increase an additional 5.2%. Monthly maintenance rates for the 20 Trak Systems at MTAB locations were negotiated on a depot by depot basis to allow for continuous coverage as each newly installed system comes out of warranty. Maintenance for these newly installed MTAB systems was not required under the previous contract offering no opportunity for a rate comparison. Trak Engineering, the Trak System's OEM, submitted an initial price proposal of \$1,452,354.78. A final price of \$1,369,327.05 was agreed upon and is considered fair and reasonable. This amount is based on \$897,149 that will actually be expended through the term of the contract for monthly maintenance costs for all NYC Transit and MTAB locations and \$472,178 for which pricing has been established based upon a DOB/MTAB plan for potential future upgrades, additions and contingencies which may or may not be expended.

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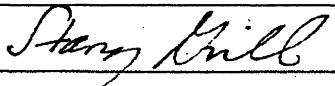


LIST OF COMPETITIVE PROCUREMENTS FOR BOARD APPROVAL

			<u>Page</u>
<u>Procurements Requiring Two-Thirds Vote:</u>			
C. <u>Competitive Requests for Proposals (Award of Purchase and Public Work Contracts)</u> (Staff Summaries required for items requiring Board approval.)			
1. G&K Services, Inc. /Lion Uniform Group	\$29,094,391.00 (Est.)	<u>Staff Summary Attached</u>	101
Three Proposals/Low Proposer – Five-year contract, with a three-year option Contract #08B9834 Supply and distribution of uniform garments.			
<u>Procurements Requiring Majority Vote:</u>			
F. <u>Personal Service Contracts</u> (Staff Summaries required for all items greater than: \$100K Sole Source; \$250K Other Non-Competitive; \$1M Competitive.)			
2. US Security Associates, Inc.	\$2,560,740.00 (Est.)	<u>Staff Summary Attached</u>	103
Five Bids/Low Bidder – Three-year contract Contract # 09C0060 Provide Fire Safety Director Services.			
3. Walter T. Gorman, P.E., P.C.	\$341,675.41 (Est.)		
Three Proposals/Low Proposer – Four-year contract Contract # CMM-1557 This contract is for technical consulting services related to the development and operation of NYC Transit and MTA Bus-owned petroleum (and other chemical) storage and dispensing facilities. The consultant will advise and provide input for technical research, analysis and recommendations regarding design, installation, operation and maintenance issues associated with underground or above-ground petroleum tank storage and dispensing systems, and related equipment. While NYCT has a separate contract for tank repair, the complexity and diversity of the tanks and piping systems necessitate unique expertise to ensure solutions to problems as well as approvals from regulatory bodies such as the FDNY for repairs and modifications. Examples of such tasks are: design of a solution to a recurring problem with flexible underground piping connectors at multiple locations, design and regulatory approval for reactivation of Amsterdam Depot's diesel storage and dispensing system, design of FDNY-approved overhead piping system at Kingsbridge Depot and assistance with fueling system and chemical bulk storage compliance issues when the MTAB depots were acquired. Out of three proposers, the Selection Committee selected two proposers for negotiation. Following negotiations, Walter T. Gorman, P.E., P.C. (Gorman) submitted the lowest BAFO. The Selection Committee also determined that in addition to chemical storage experience, Gorman (the incumbent) has more experience with the regulatory compliance work required under this contract and has performed similar work for NYC Transit in the past. Gorman's average fully-loaded labor rate in the new contract was 8.7% more than the average fully-loaded labor rate in the current contract. The related Producer Price Index increased by 12.3% over a comparable period. At 2.1% lower than the next lowest proposer, the consultant's price was deemed fair and reasonable.			

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LIST OF COMPETITIVE PROCUREMENTS FOR BOARD APPROVAL

H. <u>Modifications to Personal Service Contracts and Miscellaneous Service Contracts Awarded as Contracts for Services</u>				<u>Page</u>
(Approvals/Staff Summaries required for substantial change orders and change orders that cause the original contract to equal or exceed the monetary or durational threshold required for Board approval.)				
4. Verizon Network Integration Corp.	\$7,748,226.00 (Est.)	<u>Staff Summary Attached</u>		105
Contract # 06H9464.1				
Modification to the all-agency contract for the maintenance of Cisco hardware and software.				
I. <u>Modifications to Purchase and Public Work Contracts</u>				
(Staff Summaries required for individual change orders greater than \$250K. Approval without Staff Summary required for change orders greater than 15% of the adjusted contract amount which are also at least \$50K.)				
5. Ozone Park Lumber Industries	\$7,547,330.00 (Est.)	<u>Staff Summary Attached</u>		106
Contract #03E8674.2				
Modification to the contract for the purchase and delivery of building materials, electrical, plumbing supplies and related items, in order to extend the contract term and increase funding.				

Item Number 1					
Division & Division Head Name: VP Materiel, Stanley J. Grill					
Division Head Signature & Date 					
Board Reviews					
Order	To	Date	Approval	Info	Other
Internal Approvals					
Order	Approval	Order	Approval		
1	Materiel 	5	Executive VP 		
2 X	Law	6	President		
3 X	Off. of Civil Rights	7			
4 X	Budget/Operating	8			

SUMMARY INFORMATION	
Vendor Name G&K Services, Inc./Lion Uniform Group	Contract Number 08B9834
Description Supply and Distribution of Uniform Garments	
Total Amount \$29,094,391: NYCT/MTAB - \$23.3M LIRR - \$5.7M	
Contract Term (including Options, if any) 5 years plus 3 year option	
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 checked="" type="checkbox"/> Operating <input type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other:	

PURPOSE/RECOMMENDATION:

To obtain approval from the Board to award a competitively negotiated five year multi-Agency contract to G&K Services/Lion Uniform Group (Lion) of Dayton, Ohio to supply and distribute uniform garments to NYC Transit in the estimated amount of \$23,347,894 of which \$1,975,073 is for MTA Bus (MTAB). NYC Transit also requests that the Long Island Railroad (LIRR) Board grant permission for the LIRR to utilize NYC Transit's RFP process to participate in, and award a five year contract to Lion for uniforms garments pursuant to Public Authorities Law (PAL) 1265 in the estimated amount of \$5,746,497 for a total combined estimated amount of \$29,094,391. The contract also includes an option to extend the term for three additional years for NYC Transit in the estimated amount of \$17,350,901 and LIRR in the estimated amount of \$3,697,745 and award of these options will be subject to separate approval.

DISCUSSION

Pursuant to Section 1209 of the Public Authorities Law, an authorizing resolution to utilize the Request for Proposal (RFP) process for the procurement to supply and distribute uniform garments to NYC Transit employees was approved by the Board in April 2008.

The agencies require that certain employees wear uniforms as part of their job duties. NYC Transit supplies uniforms (garments) to over 23,500 employees in 18 different workgroups and 26 titles at no cost to the employee. The LIRR supplies uniform garments to approximately 2,700 employees in four different workgroups and ten titles. MTA Bus Company requirements for approximately 2200 employees are included and are part of this contract. Long Island Bus's requirements, although originally included, were removed after it was learned that their operating budget includes federal funds, which subjects their garments to Federal Buy America provisions. MetroNorth Railroad did not participate in this solicitation, since they have a contract with Seventh Avenue Trade Apparel for their employee uniforms, including options, which will be in place through 2016.

Each workgroup has its own unique uniform that has been designed to improve customer recognition and safety, as well as employee morale. This contract is "entitlement-based" whereby each employee is entitled to a specified quantity of garments and is part of the Collective Bargaining Agreement (CBA) that the agencies have with their unionized workforce. Uniforms are provided at no cost to the employee through an ordering and distribution process that utilizes internet, fax, and phone with home delivery. The role of the contractor is to take orders, produce, warehouse, and distribute the garments to the employees.

For years, NYC Transit purchased uniforms for its workforce in bulk and distributed them to employees at Uniform Distribution Centers. This program was replaced in January 1997 when NYC Transit awarded its first consolidated uniform contract, which shifted the responsibility of warehousing uniforms to the contractor and allowed employees to order uniforms with home delivery. In July 2002, a successor contract was awarded, and under this program employees were able to order, obtain confirmation, and check delivery status via the internet and to order garments using alpha sizing.

In response to a request for a new uniform garment contract, an RFP was advertised in July 2008 and over 50 proposers were notified. A total of 17 firms ordered the solicitation package, and three proposals were received in January 2009 from VF Imagewear, Inc. (VF), Lion and Elder Manufacturing Inc. (Elder). Subsequent to the receipt of proposals, firms that did not participate were contacted to provide reasons why they did not propose. Some of the responses provided were that the program was too complex and due to the multiple design pieces, they did not have the resources to propose.

VF's initial price proposal for all eight years totaled \$52,614,365; Lion's proposal \$46,121,164 and Elder, \$60,565,860. The NYC Transit Selection Committee reviewed the proposals and recommended that all three firms be invited for oral presentations. Based on the oral presentations and continuing review of the proposals, the Selection Committee again recommended all three firms for negotiations. Examination of the original price proposal submissions by all three firms and some clarifications provided by NYC Transit led to a request for interim price proposals. The results of the interim proposals are as follows: VF - \$51,146,492; Lion - \$44,490,377 and Elder - \$56,109,665.

In an effort to award this RFP as a joint procurement, NYC Transit extended invitations to several MTA Agencies in March 2009, asking them if they wished to participate in this solicitation. In April 2009, the LIRR and MTA Bridges and Tunnels (B&T) responded affirmatively and provided their requirements to be incorporated into the solicitation via a post proposal addendum. Soliciting proposals for LIRR and B&T from the three firms deemed technically qualified by NYC Transit was done after it was determined that the quantities of garments being added as a percentage of NYC Transit's uniform requirements were not substantial enough to warrant a resolicitation. In July 2009, proposals were received from all three firms in response to B&T and LIRR's requirements. B&T, after receipt of their proposals, notified NYC Transit that since their uniform program was not similar to the programs of NYC Transit and LIRR, they deemed it not cost effective for them to be part of this solicitation. The LIRR program, while similar to NYC Transit in that uniforms are ordered and shipped to employees' homes, does not share any commonality in the uniform garments worn by their employees or ordering cycles. NYC Transit's uniform program is more extensive, both in quantity and process. LIRR's initial price proposals from the three firms were as follows: VF, \$11,231,518, Lion, \$10,787,567 and Elder, \$12,347,940.

Prior to concluding negotiations, site visits of all three firms facilities were conducted by NYC Transit and LIRR and based on the visit to Elder's distribution facility in Arkansas, NYC Transit's Selection Committee voted to eliminate Elder due to their lack of capacity to handle NYC Transit's volume of garments as well as price considerations. LIRR decided to continue with Elder since their volume was not as extensive as NYC Transit's. In addition to the inspection of distribution facilities, each firm's overseas manufacturing facilities were audited for social compliance and were found acceptable.

At the conclusion of negotiations, a Best and Final Offers (BAFO) for the Agencies was requested for consolidated and single agency pricing from VF and Lion. A BAFO was also requested from Elder for LIRR only. Pricing that details the program cost for each agency (Single Agency Pricing) and combined (Consolidated Pricing) are as follows:

Single Agency Pricing	NYCT/MTAB			LIRR Only			Total
	5 yr Total	3 yr Option	8 yr Total	5 yr Total	3 yr Option	8 yr Total	
VF Imagewear, Inc.	\$25,769,686	\$18,957,466	\$44,727,152	\$7,251,065	\$4,451,553	\$11,702,618	\$56,429,770
Lion Uniform Group	\$23,811,027	\$17,350,901	\$41,161,928	\$5,861,242	\$3,697,666	\$9,558,908	\$50,720,836
Consolidated Pricing	NYCT/MTAB			LIRR			Consolidated
	5 yr Total	3 yr Option	8 yr Total	5 yr Total	3 yr Option	8 yr Total	Total
VF Imagewear, Inc.	\$25,009,587	\$18,455,519	\$43,465,106	\$6,822,325	\$4,187,790	\$11,010,115	\$54,475,221
Lion Uniform Group	\$23,347,894	\$17,350,901	\$40,698,795	\$5,746,497	\$3,697,745	\$9,444,242	\$50,143,037

Elder's BAFO in the amount of \$11,026,746 for LIRR was deemed too high and was eliminated from further consideration. Based on the results reflected above, the Selection Committee of each agency voted unanimously to select Lion for award of a consolidated contract as the analysis demonstrates that pricing is lower utilizing this method, as opposed to single agency pricing. By obtaining consolidated pricing as a result of this joint procurement, an overall savings of \$577,799 or 1.1% of the combined eight year single agency total amount of \$50,720,836 will be realized. Lion has a demonstrated successful performance record as the incumbent on the current LIRR contract and has positive reference checks with firms such as major airlines and oil companies. Lion's proposed price for five years for both agencies is \$29,094,391, which is \$4,978,009 lower than the combined agencies' five year in-house estimate of \$34,042,400. Through negotiations, the agencies have achieved savings of \$6.8M as a result of the RFP procurement. Lion's prices for garments during the base contract term will be on average 4% less than what is currently being paid by NYCT and 18% less than what LIRR is currently paying. Based on these comparisons, Lion's consolidated pricing for NYC Transit and LIRR has been deemed fair and reasonable.

A background search and review of the documents submitted by Lion have disclosed no adverse information within the meaning of the All-Agency Responsibility Guidelines. Having evaluated all of the available facts, procurement finds Lion responsible for award.

III. D/M/WBE INFORMATION

Based on the Scope of Work, the MBE/WBE goals established as a percentage of the work to be performed in NYS are 2% MBE and 2% WBE. This contract will not be awarded until the M/WBE plan has been approved.

IV. IMPACT ON FUNDING

Funding for the NYC Transit portion of the contract in the amount of \$19.7M is available in Materiel's operating budget for the five year period, which is \$4.6M less than the award amount of \$23.3M. The funded budget for the 3 option years is \$11.4M. Historically, expenditures under this contract have been approximately 73% of the contract amount; therefore additional funds may not be required. If, however, future expenditures begin to deviate from this trend, additional funds will be allocated and/or Materiel will take steps to ensure that expenditures under this contract do not exceed the approved budget. Uniform garments furnished to LIRR and MTAB under this contract will be funded by their operating budgets.

V. ALTERNATIVES

None. NYC Transit/MTAB or LIRR do not possess the resources or storage space to provide uniform garments to their employees.

Staff Summary

Item Number 2 Division & Division Head Name: VP Materiel, Stanley J. Grill Division Head Signature & Date <div style="text-align: center; margin-top: 10px;"> Stanley J. Grill </div>						SUMMARY INFORMATION <table border="1" style="width:100%; border-collapse: collapse;"> <tr> <td style="width: 70%; padding: 5px;"> Vendor Name US Security Associates, Inc. </td> <td style="width: 30%; padding: 5px;"> Contract Number 09C0060 </td> </tr> <tr> <td colspan="2" style="padding: 5px;"> Description Fire Safety Director Services </td> </tr> <tr> <td colspan="2" style="padding: 5px;"> Total Amount \$2,560,740.00 </td> </tr> <tr> <td colspan="2" style="padding: 5px;"> Contract Term (including Options, if any) Five (5) Years </td> </tr> <tr> <td colspan="2" style="padding: 5px;"> Option(s) included in Total Amount? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No </td> </tr> <tr> <td colspan="2" style="padding: 5px;"> Renewal? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No </td> </tr> <tr> <td colspan="2" style="padding: 5px;"> Procurement Type <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive </td> </tr> <tr> <td colspan="2" style="padding: 5px;"> Solicitation Type <input type="checkbox"/> RFP <input checked="" type="checkbox"/> Bid <input type="checkbox"/> Other: </td> </tr> <tr> <td colspan="2" style="padding: 5px;"> Funding Source <input checked="" type="checkbox"/> Operating <input type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other: </td> </tr> </table>		Vendor Name US Security Associates, Inc.	Contract Number 09C0060	Description Fire Safety Director Services		Total Amount \$2,560,740.00		Contract Term (including Options, if any) Five (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 type="checkbox"/> RFP <input checked="" type="checkbox"/> Bid <input type="checkbox"/> Other:		Funding Source <input checked="" type="checkbox"/> Operating <input type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other:					
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Board Reviews <table border="1" style="width:100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 10%;">Order</th> <th style="width: 20%;">To</th> <th style="width: 10%;">Date</th> <th style="width: 20%;">Approval</th> <th style="width: 10%;">Info</th> <th style="width: 10%;">Other</th> </tr> </thead> <tbody> <tr><td> </td><td> </td><td> </td><td> </td><td> </td><td> </td></tr> <tr><td> </td><td> </td><td> </td><td> </td><td> </td><td> </td></tr> <tr><td> </td><td> </td><td> </td><td> </td><td> </td><td> </td></tr> </tbody> </table>						Order	To	Date	Approval	Info	Other																		
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4	Executive VP	8																											
Narrative																													

PURPOSE:

To obtain the approval of the Board to award competitive, personal service contract # 09C0060 to US Security Associates, Inc. to provide Fire Safety Director Services for five years, in the estimated amount of \$2,560,740.00.

DISCUSSION:

Contract 09C0060 requires the Contractor to provide Fire Safety Director Services for three NYCT buildings: 370 Jay Street, 130 Livingston Street and the Rail Control Center (RCC). NYCT, in part based on System Safety's recommendation, voluntarily complies with the NYC Charter & Administrative Code (Code) regarding fire safety directors. For a variety of business and operational reasons, including assuring uninterrupted operations at the RCC, NYCT's contract exceeds the minimum Code requirements. A Fire Safety Director is responsible for conducting fire and evacuation drills, selecting qualified NYCT personnel for a fire brigade (an aggregation of individual fire safety wardens from the various floors) and organizing, training and supervising such personnel; maintaining the availability and state of readiness of the fire brigade; conducting monthly testing of the fire alarm communications system; and providing an Emergency Action Plan (in conjunction with, and as approved by, the NYC Fire Department), etc. The Contractor shall provide a minimum of one (1) Fire Safety Director for each of the three buildings.

370 Jay Street and the RCC both have coverage twenty-four (24) hours per day, seven (7) days per week; while 130 Livingston Street has coverage twelve (12) hours per day between 6:00 AM to 6:00 PM, seven (7) days per week.

The following bids were received and opened on July 16, 2009:

BIDDERS

TOTAL BID AMOUNT

US Security Associates, Inc. (US Security)	\$2,560,740.00
Summit Security Services, Inc. (Summit)	\$2,672,124.00 *
FJC Security Services	\$3,147,144.00
MC2 Security, Inc.	\$3,285,484.00
Harvard Protection Services, LLC	\$3,488,940.00

*Procurement's examination of the apparent low bid (Summit's) immediately after the bid opening, disclosed a mathematical error in its bid. The gross sum bid was shown by the bidder as \$2,466,576.00, but it should have been \$2,672,124.00. Therefore, Summit is not the low bidder. Procurement informed Summit of its finding and the firm acknowledged the mathematical error in its bid submission.

The previous five year contract 03F8712 originally was limited to service 370 Jay Street (from 4:00 PM – 8:00 AM Monday – Friday and 24 hours per day on Saturday and Sunday) and 130 Livingston Street (twelve hours per day between 6:00 AM to 6:00 PM Monday – Friday) in the estimated amount of \$1,392,591.20. Two (2) Budget Adjustments were issued to add additional hours of coverage for (1) 370 Jay Street: 8:00 AM to 4:00 PM Monday – Friday for which coverage was previously provided by NYCT personnel (\$59,259.20), and (2) 130 Livingston Street: to provide coverage between 6:00 AM to 6:00 PM on Saturdays & Sundays due to the increase in the number of occupants on these days (\$76,000.00). A third Budget Adjustment in the estimated amount of \$222,222.00 was issued solely to continue service (24/7) at 370 Jay Street because the building was not vacated as was anticipated at the time of Budget Adjustment # 1. Contract Modification #1 in the estimated amount of \$1,052,990.40 was issued when the RCC opened to add 24 hours per day, seven days per week service for the RCC. Contract Modification #2 was issued to extend the contract term for a four (4) month period in the estimated amount of \$208,204.90 to facilitate the resolicitation of this contract. In summary, the original contract plus Budget Adjustments and Contract Modifications yielded a total estimated contract amount of \$3,011,267.70 for a five year four month term (through February 3, 2010). The current contract, on the other hand, in the estimated amount of \$2,560,740.00 is for 370 Jay Street, 130 Livingston Street and the RCC for a five year term. The current contract also requires an emergency action plan that was not required under the previous contract (the law has since changed and now requires such a plan). The hourly labor rate of \$23.45 for the new contract is lower than the hourly rate of \$28.49 of the previous contract.

NYCT analyzed the LIRR contract with Summit for Unarmed Security Guards and Access Control Services that also includes some Fire Safety Director services. It was determined that the LIRR contract scope of work for Fire Safety Directors does not include all of the requirements set forth in the NYCT contract that are based on the Code. Therefore, it was determined that NYCT could not utilize the LIRR contract.

Based on the result of two qualification hearings and a site tour at one of US Security's other client's location, Subways Engineering, with Procurement's concurrence, deems US Security to be technically qualified to perform the Work. A background search and a review of the documents submitted by US Security has disclosed no significant adverse information within the meaning of the Responsibility Guidelines. Having evaluated all of the available facts, Procurement finds US Security's bid to be responsive and the bidder to be responsible.

Procurement considers US Security's bid amount of \$2,560,740.00, which is 26.73% below the User's independent cost estimate amount of \$3,495,000.00, to be fair and reasonable. The Department of Subways Engineering concurs with this determination and recommends award.

MBE/WBE:

Based on the Scope of Work and lack of opportunity, a zero percent (0%) MBE goal and a zero percent (0%) WBE goal was established for this contract.

IMPACT ON FUNDING:

Funds are available in Subways Engineering's 2009 Operating Budget under Responsibility Center 2649, Account Number 808.25, Function 880 and Job Number 06395.

ALTERNATIVE:

- Do not award this contract and discontinue this function as NYCT is not legally bound by the NYC Charter & Administrative Code provisions that mandate such coverage. This strategy is not recommended as it would be contrary to the recommendations of NYCT's System Safety Department and the business and operational reasons for continuing the service.
- Do not award this contract and arrange for Department of Subways employees to be trained to assume this function. This approach is not recommended as there are not enough currently qualified NYCT employees to assume this function and therefore this strategy will result in an unacceptable lapse in this safety-sensitive function while efforts are made to hire qualified employees. This approach is also not recommended because the cost would be substantially higher than contracting out the service.

Schedule H: Modifications to Personal Service & Miscellaneous Contracts



Item Number: 4

Vendor Name (& Location) Verizon Network Integration Corp. (Frazer, PA)	
Description Maintenance of Cisco hardware and software	
Contract Term (including Options, if any) April 1, 2009 – March 31, 2014	
Option(s) included in Total Amount? <input checked="" type="checkbox"/> Yes <input 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 checked="" type="checkbox"/> Operating <input type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other:	
Requesting Dept/Div & Dept/Div Head Name: Department of Subways, Steve A. Feil	

Contract Number 06H9464	AWO/Modification # 1
Original Amount: (including option)	\$ 2,332,646.00
Prior Modifications:	\$ 0
Prior Budgetary Increases:	\$ 0
Current Amount:	\$ 2,332,646.00
This Request: (Including option)	\$ 7,748,226.00 (Est.)
% of This Request to Current Amount:	332%
% of Modifications (including This Request) to Original Amount:	332%

Discussion:

In July 2000, the Board approved the award of Contract No. W-32648, to a joint venture of Siemens Transportation Systems and E.A. Technologies/Petrocelli to furnish and implement a communication network system known as the SONET/ATM Communications Network System (SACNS). Under that contract, Cisco equipment was installed to provide connectivity and data communication between various systems on SACNS. SACNS transports all NYC Transit internal data and telecommunications, including critical applications such as: Emergency Telephones, Emergency Booth Communications, and the Local and Wide Area Networks. The original award of W-32648 contained an option for Siemens to provide full service maintenance of the network following expiration of the warranty. However, when escalated to present rates, the costs proposed were deemed to be excessive. NYC Transit is now in the process of closing out W-32648 and, following close-out, in-house staff will assume responsibility for operation and maintenance of SACNS. This action is one of several the Board has been asked to approve during the past year so that NYC Transit can assume maintenance of the SACNS. In order to ensure reliability of Cisco network devices used in SACNS, NYC Transit will modify its current three year contract (06H9464) for maintenance of Cisco equipment with Verizon Network Integration Corp. (Verizon) to cover these additional devices. Verizon is a Value Added Reseller (VAR) whereas all work is performed by CISCO. Under the current contract with Verizon, NYC Transit receives Cisco Smartnet 24/7 support with a 4 hour response by Cisco technicians to replace defective equipment. For the 644 components contained in 24 Cisco ATM/Router switches installed under W-32648, NYC Transit will only require Cisco Smartnet Standard Service 8x5 next business day response. The contractor provides replacement parts, while NYC Transit personnel troubleshoot and replace the defective device using spares from inventory. The reasons for selecting this service level instead of full service were due to the high cost of full service, NYC Transit having trained personnel in maintaining this equipment and an inventory of spare parts and because many of these devices are located in restricted areas in proximity of the tracks. Verizon, the lowest priced VAR, was awarded the current maintenance contract on April 1, 2009 and submitted an initial quote of \$4,143,155 for covering Cisco network devices used in SACNS, which represented a discount of 21.18% off of Cisco's NY State list price for 26 months (2/1/10 - 3/31/12) remaining under the base term of the agreement. However, in order to obtain the maximum discount, a Request for Quote was sent to the same VARs that submitted quotes for the base contract solicitation. Three quotes were received and Verizon's quote of \$4,035,540 for prepayment on an annual basis offered the highest discount at 23.22% off of Cisco's NY State list price, which quote is \$107,615 less than its initial quote of \$4,143,155. Discounts from the other two quoters ranged from 17.5% to 20.26% for annual prepayments. Since the discount rate for full service is at 25.57%, NYC Transit requested Verizon to increase their discount rate for coverage of this equipment. However, such deeper discounts are only available with prepayment for the entire amount or a longer contract term. Neither alternative is in NYC Transit's best interest as the savings offered were inadequate to justify and prepayment and prior to exercise of the option, Cisco's service will be reevaluated to determine if a lower coverage level can be employed as familiarity with equipment is gained. Two one year options in the estimated amount of \$3,712,686 are also included in contract amount. Verizon will maintain this 23.22% discount for the option period resulting in a savings of more than \$2.3M off Cisco's NY State list price. Coverage for this equipment will be effective February 1, 2010 and maintenance will co-terminate with the base contract on March 31, 2012. All Cisco equipment and software added during the term of the contract, which require 8x5 next business day response will be extended the same 23.22% discount to the then current NYS list prices in effect at the date of request. Based on the above, Verizon's quote is considered fair and reasonable.

Schedule I: Modifications to Purchase and Public Work Contracts



Item Number: 5

Vendor Name (& Location)	
Ozone Park Lumber Industries (South Ozone Park, NY)	
Description	
Furnish and deliver building materials, electrical and plumbing supplies; tailgate delivery to various locations	
Contract Term (including Options, if any)	
June 1, 2004 – May 31, 2010	
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 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 Materiel, Stanley J. Grill	

Contract Number	AWO/Modification #
03E8674	2
Original Amount:	
	\$ 16,420,587.00
Prior Modifications:	
	\$ 19,500,000.00
Prior Budgetary Increases:	
	\$ 20,221,358.00
Current Amount:	
	\$ 56,141,945.00
This Request:	
	\$ 7,547,330.00 (Est.)
% of This Request to Current Amount:	
	13.4%
% of Modifications (including This Request) to Original Amount:	
	287.8%

Discussion:

This contract is to furnish and deliver building materials, electrical and plumbing supplies and provides for tailgate delivery to any and all NYC Transit work sites and other locations throughout the five boroughs of New York City. The contract is utilized by various departments that perform in-house maintenance, repair, rehabilitation and construction projects. Materials are purchased utilizing the contract's pre-priced items list, contractor-supplied or construction-industry catalog, or electronically-supported materials catalog. The goal of this program was to more efficiently provide general building materials, electrical and plumbing supplies to NYCT's using departments by reducing the lead-time necessary to obtain materials and by providing delivery directly to work locations. Additional savings are realized by NYCT by eliminating costs associated with stocking and handling of the associated materials as commodity items. This modification is for an extension of the contract term by up to an additional nine months from the current expiration date of May 31, 2010 or until completion of the three month start-up period after award of a new contract, whichever happens first. The contractor, Ozone Park Lumber Industries (Ozone), has agreed to extend the contract term under the same contractual terms, conditions and provisions of the contract. Prior to this modification request, two prior budget adjustments were necessary for various NYC Transit-wide projects that were not originally envisioned at contract inception. A new request for proposals (RFP) for contract #08E9880 is currently being solicited as a replacement for the current contract. Modification #1, approved by the Board in March 2009, extended the original contract term by twelve months and increased the contract value by \$19,500,000. This modification was necessary to continue several ongoing projects and to fund capital projects that were not anticipated prior to the second budget adjustment. In addition, research and development of a new market basket of pre-priced items (400 discrete line items) was undertaken during the preparation phase for the new RFP. That effort required time for data capture and analysis, and to better identify the items that NYC Transit had utilized over the life of the current contract and would likely continue to use during the next contract's term. During the initial solicitation preparation process for the new RFP, (08E9880) NYCT made inquiry of the other MTA agencies to participate in this procurement. Each of the other agencies declined for various operational reasons. This Modification #2 to the existing contract (03E8674) became necessary when upon reconsideration, the other MTA agencies opted to participate in the new RFP (08E9880) as a joint procurement, and efforts were needed to expand the market basket (now totaling 450 pre-priced line items after accounting for duplications of existing NYC Transit items) to include those agencies' requirements, as well as to incorporate the unique contractual and operational requirements of those agencies, into the contract documents. This resulted in a substantial revision from the previously approved RFP contract documents, significantly delaying the overall RFP schedule. In the interim, NYC Transit needs to ensure continuation of this vital contracted service while providing the amount of time required to properly solicit, negotiate and award the new contract, which includes a contract start-up time of three months, thus making the request for a nine-month extension under this Modification #2 necessary. System-Wide Contracts Management has requested an increase to provide funding through the nine month extension period as follows: (a) \$5,382,275.00 to provide additional funding for existing projects and for ordinary purchasing of goods under the contract; and (b) \$2,165,055.00 for separate Capital initiatives that had not been reflected in the amount for Modification #1. The final price is considered fair and reasonable.

JANUARY 2010

LIST OF RATIFICATIONS FOR BOARD APPROVAL

Procurements Requiring Majority Vote:

Page

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

(Staff Summaries required for items requiring Board approval.)

- | | | | | |
|----|---|----------------|-------------------------------|-----|
| 1. | EA Technologies/Petrocelli (JV)
Contract # W-32622.104 | \$295,000.00 | <u>Staff Summary Attached</u> | 109 |
| | Modification to the contract to provide a two-way UHF Police Radio Communication System, in order to perform radio system trouble call management, preventative and remedial maintenance and system status updates. | | | |
| 2. | Granite Construction Northeast, Inc.
Contract #A-35870.6 | \$425,000.00 | <u>Staff Summary Attached</u> | 110 |
| | Modification to the contract for the Rehabilitation of Five Stations on the Brighton Line, in order to replace and repair platform columns at the Newkirk Avenue station. | | | |
| 3. | Judlau Contracting, Inc.
Contract #A-35864.10 | \$1,027,702.00 | <u>Staff Summary Attached</u> | 111 |
| | Modification to the contract for the rehabilitation of two stations, in order to perform track work. | | | |
| 4. | Tully Construction Company, Inc.
Contract #C-40419.9 | \$854,864.00 | <u>Staff Summary Attached</u> | 112 |
| | Modification to the contract for the design and construction of the Charleston Annex Bus Facility in order to upgrade from a chain link fence to an expanded-metal security fence. | | | |

Schedule K: Ratification of Completed Procurement Actions

Item Number: 1

Vendor Name (& Location) E.A. Technologies/Petrocelli (JV) (Hauppauge, NY)	
Description Provide two-way UHF Police Radio Communication System	
Contract Term (including Options, if any) December 28, 1999 – March 8, 2006	
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, Frederick E. Smith	

Contract Number	AWO/Modification #
W-32622	104
Original Amount:	
	\$ 88,951,163.00
Prior Modifications:	
	\$ 17,976,034.00
Prior Budgetary Increases:	
	\$ 0
Current Amount:	
	\$ 106,927,197.00
This Request:	
	\$ 295,000.00
% of This Request to Current Amount:	
	0.3%
% of Modifications (including This Request) to Original Amount:	
	20.5%

Discussion:

This contract is to extend above-ground NYPD (14 UHF frequencies), FDNY (2 UHF frequencies) and EMS (1 UHF frequency) radio systems to NYC Transit's underground subway stations, tunnels and under-river tubes. Completion of the contract will allow a single VHF channel, which once served the former Transit Authority Police and today serves the NYPD Transit Bureau, to be freed for use by NYC Transit personnel. On August 21, 2009, the project achieved a milestone when FDNY declared that fire companies responding to incidents in the subway system will use the new 2-channel radio system underground. FDNY began using the radio system on that date, but required NYC Transit and the contractor to put a maintenance program in place as soon as possible. In October 15, 2009, NYC Transit presented and FDNY accepted a support plan summarized as follows: In the event of a radio problem, FDNY contacts a Subways 24-hour trouble desk; four hour response to troubleshoot in the field is provided by the contractor weekdays 8 AM to 4 PM and by Subways the remaining time; problems are solved by contractor (equipment, etc.) or Subways (cable, etc.) as appropriate; preventive maintenance is provided by the contractor on a regularly scheduled basis. The modification covers the cost of the an electrician and a radio technician, as well as a van and an answering service, for 37 weeks from October 15, 2009 to July 1, 2010. The contractor submitted an initial proposal of \$381,605; NYC Transit's estimate was \$361,000. Following negotiations, the lump sum of \$295,000 was agreed upon and is considered fair and reasonable. A net savings of \$86,605 was achieved. On October 15, 2009, the contractor was directed to proceed and on December 9, 2009, the Senior Vice President and Chief Engineer, CPM, approved a retroactive waiver effective from the October date. Various modifications anticipated to total about \$40M will be submitted to the Board in the future. For NYPD, a modification will provide, in certain stations, localized antennas to improve coverage and will provide the system-wide implementation of solutions to the time domain interference problem (a handheld radio at a station entrance or grate may pick up two signals out of sync, causing static which makes normal conversation difficult). For FDNY, a modification will provide continuous radio coverage in all 14 under-river tubes. It is anticipated that maintenance after July 1, 2010 will be included in the NYPD modification which, after pilot tests are completed, is expected to be negotiated in 2Q2010. The contract duration has been informally extended since 2006 as numerous NYPD operational concerns were being addressed. The contract will be formally extended to conform with the time needed to engineer and implement solutions to radio operational problems of concern. Pursuant to a Memorandum of Understanding dated March 31, 1995, the first \$130M in NYC Transit costs attributable to the project were borne solely by MTA, but NYC Transit costs attributable to the project above that threshold will be borne equally by the City and MTA. That threshold has been passed and, in September 2009, the City notified MTA of its intent to reimburse \$11.5M, which is its share of NYC Transit's additional costs incurred through March 2009. The funds are being registered within the City's system for payment to MTA in early 2010.

Schedule K: Ratification of Completed Procurement Actions

Item Number: 2

Vendor Name (& Location) Granite Construction Northeast, Inc. (Tarrytown, NY)	
Description Rehabilitation of Five Stations – Brighton Line	
Contract Term (including Options, if any) October 30, 2008 – December 30, 2011	
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, Frederick E. Smith	

Contract Number	AWO/Modification #
A-35870	6
Original Amount:	
	\$ 161,400,000.00
Prior Modifications:	
	\$ 669,839.00
Prior Budgetary Increases:	
	\$ 0
Current Amount:	
	\$ 162,069,839.00
This Request:	
	\$ 425,000.00
% of This Request to Current Amount:	
	0.3%
% of Modifications (including This Request) to Original Amount:	
	0.7%

Discussion:

This contract is for the rehabilitation of five elevated train stations on the Brighton Line in Brooklyn: Newkirk Avenue, Avenue H, Avenue J, Avenue M and Kings Highway. Improvements will include platform reconstruction; platform canopy replacement; upgraded lighting, electrical, communications, mechanical, plumbing and storm drainage systems; new interior and exterior finishes and incorporation of Arts-for-Transit mosaic work. The project also includes track realignment using Subways in-house forces. Compliance with the Americans with Disabilities Act (ADA) is an integral part of all station designs. The Kings Highway station has been designated as an ADA "key" station where two elevators will be installed to comply with ADA requirements. The contract work includes structural repairs at Newkirk Avenue, which include plaza deck replacement and repair/replacement of the structural steel supporting the plaza deck. Structural steel repair/replacement includes the following: replacement of thirty-eight full columns, thirty column tops and thirty-six column bases; repair of one girder bottom flange; among other repairs. Column bases are below the concrete platforms and column tops are encased in the concrete. Upon removal of the concrete from the plaza and platform levels, it was discovered that additional columns were in need of repair. This retroactive modification is for additional replacement/repair of eight full columns, nine column bottoms, two column tops and the deletion of one girder bottom flange repair. All structural repair work on the north bound and express side of the south bound platforms could only be performed during General Orders, which were scheduled for Newkirk Avenue on September 28, 2009. In order not to impact the schedule, the Senior Vice President and Chief Engineer, CPM, signed a retroactive waiver on December 21, 2009, and the contractor was directed to proceed with the installation. The contractor submitted an initial proposal of \$664,760; NYC Transit's estimate was \$525,635. Following negotiations, the lump sum of \$425,000 was agreed upon and found to be fair and reasonable. A net savings of \$239,760 was achieved.

Schedule K: Ratification of Completed Procurement Actions

Item Number: 3

Vendor Name (& Location) Judlau Contracting, Inc. (College Point, NY)	
Description Rehabilitation of Avenue U and Neck Road Stations – Brighton Line	
Contract Term (including Options, if any) July 28, 2008 – October 30, 2010	
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, Frederick E. Smith	

Contract Number	AWO/Modification #
A-35864	10
Original Amount:	
	\$ 57,748,000.00
Prior Modifications:	
	\$ 214,541.00
Prior Budgetary Increases:	
	\$ 0
Current Amount:	
	\$ 57,962,541.00
This Request:	
	\$ 1,027,702.00
% of This Request to Current Amount:	
	1.8%
% of Modifications (including This Request) to Original Amount:	
	2.2%

Discussion:

This is one of two contracts in project to rehabilitate seven stations on the Brighton Line in Brooklyn. This contract is for the rehabilitation of the elevated Avenue U Station and Neck Road Station. Improvements include platform reconstruction; platform canopy replacement; upgraded lighting, electrical, communications, mechanical, plumbing and storm drainage systems; new Arts-for-Transit mosaics; the demolition and replacement of existing stairs; and the demolition and replacement of the sixty-year old station annex building at each station. The project also includes track realignment using Subways in-house forces. The original project plan provided for Subways to perform all of the track work, specifically to furnish and install the hard-rail connections between the local and express tracks and to perform the tamping and lining of express and local tracks at all the stations on the entire Brighton Line stations rehabilitation project, in conjunction with both the subject two-station contract and with the companion five station contract awarded to Granite. Subways did perform some of the work, specifically the southbound hard-rail connections, the tamping of the express tracks, and the reconstruction of the station tracks at Avenue U and Neck Road Stations in preparation for the tamping the local tracks at those stations. However, in September 2009, Subways determined it could not perform the remaining work. Simultaneously, it was supposed to perform track work on three projects: the Brighton project; the Rockaway Line negative return restoration and upgrade project; and the ongoing mainline State of Good Repair (SGR) program for which FTA has provided funding specifically for in-house force work. However, Subways lacks the manpower and equipment (work trains, tampers, and hopper cars) needed to do all three simultaneously. Of the three in-house projects, Brighton was the only one which construction work had already been farmed-out, so the decision was made to reduce the overall Subways workload by means of out-of-scope modifications to the two Brighton contracts. The Brighton project was also selected for farm-out because the general orders for the Brighton project do not provide a complete diversion of service during construction and would require in-house forces to work on one track while trains are running on an adjacent track, which does not comply with current in-house work rules and safety requirements. This out-of-scope modification adds the portion of the remaining track work associated with the subject contract, consisting primarily of the northbound hard-rail connections and the tamping and lining of the local tracks at the two stations. It also adds tie replacement alongside the northbound platforms, which was not part of the original project but is now required by Subways Track Engineering due to the poor condition of the ties. On December 21, 2009, the Senior Vice President, CPM, approved a retroactive waiver and the contractor was directed to proceed, in order to avoid the creation of an NYC Transit-caused delay to the substantial completion date. The contractor submitted an initial proposal of \$1,404,618; NYC Transit's revised estimate was \$984,000. Following negotiations, a lump sum price of \$1,027,702 was agreed upon and found to be fair and reasonable. Savings of \$376,916 were obtained. A similar modification for the companion five-station project awarded to Granite will be submitted to the Board in the future.

Budget note: The project budget includes \$4.529M allocated for In-House track work, of which \$700K will be transferred to the contract budget to cover the replacement of ties adjacent to the northbound platforms. The balance of \$327K is covered by contract contingency.

Schedule K: Ratification of Completed Procurement Actions

Item Number: 4

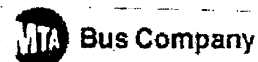
Vendor Name (& Location) Tully Construction Company, Inc. (Tarrytown, NY)
Description Design and construction of the Charleston Annex Bus Facility – Staten Island
Contract Term (including Options, if any) January 30, 2008 – December 30, 2009
Option(s) included in Total Amount? <input type="checkbox"/> 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, Frederick E. Smith

Contract Number	AWO/Modification #
C-40419	9
Original Amount:	\$ 112,900,000.00
Prior Modifications:	\$ 18,030.00
Prior Budgetary Increases:	\$ 0
Current Amount:	\$ 112,918,030.00
This Request:	\$ 854,864.00
% of This Request to Current Amount:	0.8%
% of Modifications (including This Request) to Original Amount:	0.8%

Discussion:

This contract is for the design and construction of the Charleston Bus Annex in Staten Island. On three sides of the property, the contractor is required to furnish and install a 10' high chain-link fence topped with barbed wire. On January 27, 2009, the MTA Department of Security newly required that facilities where buses are stored or serviced must be protected by an expanded-metal security fence. Compared to a conventional chain-link fence, an expanded-metal security fence is virtually impossible to climb or to cut. This requirement applies to newly constructed facilities and on a prioritized basis to existing facilities. This modification is for the additional cost of furnishing and installing the 12' high expanded-metal security fence, in lieu of the contractually specified fencing system. The contractor submitted a proposal of \$1,122,168; NYC Transit's estimate was \$813,545. Following negotiations, the lump sum of \$854,864 was agreed upon and found to be fair and reasonable. Savings of \$267,304 were obtained. The contract is forecast to be substantially complete on May 31, 2010. The security fence requires six months to furnish and install. The acting Senior Vice President, CPM approved a retroactive waiver and the contractor was directed to proceed on January 5, 2010, to avoid the manufacturer's announced increase in the cost of the fencing material and to avoid NYC Transit delay to the substantial completion date. It is anticipated that the security fence will be furnished and mostly installed concurrent with contract work; installation will be finished concurrent with other punch list work in the weeks immediately after substantial completion.

Staff Summary



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

Date January 7, 2010
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	1-25-10		X	
2	Board	1-27-10		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.



Subject Request for Authorization to Award Various Procurements						Date January 27, 2010			
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	01.25.10				X	President		VP & Chief Financial Officer
2	MTA Board	01.27.10				X	Sr. VP-Administration		VP, General Counsel & Serv
							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:

None

LIRR proposed to award Competitive Procurements in the following categories:

Schedules Requiring Majority Vote

		<u># of</u>	<u>\$ Amount</u>
Schedule H:	Mods. to Personal Service Contracts & Misc. Service Contracts	1	\$.200M
	• Ecology Sanitation		\$.200M
	SUBTOTAL:	1	\$.200M

LIRR proposes to award Ratifications in the following categories:

Schedules Requiring Two-Thirds Vote

		<u># of</u>	<u>\$ Amount</u>
Schedule D:	Ratification of Completed Procurement Actions	3	\$1.126M
	• Olie M. Erickson, Inc.		\$0.026M
	• NYS Industries for the Disabled		\$0.661M
	• R.P.M. Tech, Inc.		\$0.439M
	SUBTOTAL:	3	\$1.126M
	TOTAL:	4	\$1.326M

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 COMPETITIVE PROCUREMENTS FOR BOARD APPROVAL
JANUARY 2010

MTA LONG ISLAND RAIL ROAD

Page

Procurements Requiring Majority Vote

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.	Ecology Sanitation Corp Contract Modification Contract BP03083	\$200,000 Not-to-Exceed	<u>Staff Summary Attached</u>	123
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LIRR requests MTA Board approval to issue a Contract Modification to Ecology Sanitation Corporation (Ecology) to increase contract funding in an amount of \$200,000, from \$821,995, to a revised not-to-exceed value of \$1,021,995, for additional costs associated with Ecology's removal and lawful disposal of wooden scrap railroad ties, third rail protection boards, telephone poles and cable reels. The additional funding will cover anticipated expenditures through May 2010 at which time a multi-agency joint procurement will be issued for these services.

Schedule H: Mods. to Personal Service Contracts and Miscellaneous Service Contracts

Staff Summary



Item Number: 1

Vendor Name (& Location) Ecology Sanitation, East Northport, NY	
Description Lawful Removal of Scrap Wooden Railroad Ties	
Contract Term (including Options, if any) January 1, 2008 – December 31, 2010	
Option(s) included in Total Amount? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
Procurement Type <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-Competitive	
Solicitation Type <input type="checkbox"/> RFP <input checked="" type="checkbox"/> Bid <input type="checkbox"/> Other:	
Funding Source <input checked="" type="checkbox"/> Operating <input type="checkbox"/> Capital <input checked="" type="checkbox"/> Federal <input type="checkbox"/> Other:	
Requesting Dept/Div & Dept/Div Head Name: MW Engineering, Richard Semenick	

Contact Number	AWO/Modificaiton #
BP03083	1
Original Amount: \$821,995	
Prior Modifications: \$ 0	
Prior Budgetary Increases: \$ 0	
Current Amount: \$821,995	
This Request: \$200,000	
% of This Request to Current Amount: 24%	
% of Modifications (including This Request) to Original Amount: 24%	

Discussion:

LIRR requests MTA Board approval to issue a Contract Modification to Ecology Sanitation Corporation (Ecology) to increase contract funding in an amount of \$200,000, from \$821,995, to a revised not-to-exceed value of \$1,021,995, for additional cost associated with Ecology's removal and lawful disposal of wooden scrap railroad ties, third rail protection boards, telephone poles and cable reels.

In January 2008, pursuant to competitive bidding, the LIRR issued a three-year Miscellaneous Service Blanket Purchase Order ("BPO") to Ecology in the not to exceed amount of \$821,995.00 for the removal and lawful disposal of scrap wooden railroad ties, third rail protection boards, telephone poles and cable reels along LIRR's 706 miles of right-of-way. The contract funding was based on replacing 350,000 wood ties over the three-year contract period, at a unit price of \$2.35, resulting in a projected average cost of \$22,833 per month. Subsequent to the contract award, the LIRR's Track Department expanded its wood tie replacement program, and instituted a new wooden tie clean-up campaign along the right-of-way. Actual cost in 2008 averaged \$28,302 per month, while in 2009 it averaged \$38,928 per month through October. As a result of the expanded initiatives, contract funding has been depleted in the second year of the three-year contract. Based on this unanticipated increased usage, and the Track Department's schedule to begin two mechanized tie programs simultaneously starting in 2010, the LIRR has elected to re-solicit these services.

In conjunction with MTA HQ's Joint Procurement Initiatives, LIRR will join MNR in a new joint solicitation for these services, anticipated for award in spring 2010. Accordingly, in order to fund services through May 2010, LIRR requests that this contract be modified to increase the contract value by \$200,000, from \$821,995 to a revised not-to-exceed value \$1,021,995. The unit prices remain unchanged and the cost is therefore considered to be fair and reasonable. Funding for these services are included in LIRR's 2010 Operating Budget.

LIST OF RATIFICATIONS FOR BOARD APPROVAL
JANUARY 2010

MTA LONG ISLAND RAIL ROAD

Procurements Requiring Majority Vote

Page

Schedule D: Ratification of Completed Procurement Actions

(Ratifications are to be briefly summarized with staff summaries attached only for unusually large or especially significant items.)

- | | | | | |
|----|---|--|-------------------------------|-----|
| 2. | Olie M. Erickson, Inc.
Emergency Procurement
Contract No. POM5171 | \$26,349
Fixed Amount | | |
| | <p>Pursuant to an Emergency Declaration, LIRR requests MTA Board ratification of the award of a Purchase Order to Olie M. Erickson, Inc. (Erickson) in the fixed amount of \$26,349 to provide and install one replacement General Electric jet engine on LIRR's Kershaw snow blower. This blower is utilized by LIRR as one part of the its fleet of equipment used for clearing snow from its tracks during winter storms. As part of this year's testing and deployment of snow blowers, one unit's jet engine was found to be overheating and not operating properly. The repair of the failed jet engine would take several weeks. Since it was essential to have the unit returned to service as soon as possible so as not to jeopardize LIRR's ability to maintain service, a decision was made to replace the engine in lieu of the repair. The defective engine being replaced, however, will be repaired under a separate competitive procurement and maintained by LIRR as a spare unit. LIRR sought informal bids from three vendors. Erickson was the only firm to submit a bid. Erickson's price was determined to be fair and reasonable, based upon a comparison of the previous price paid by LIRR for a similar engine, after applying increases associated with the appropriate Producer Price Index for this commodity. Additionally, Erickson has certified that the price offered LIRR is equal to or not greater than the price charged to their most favored transit customer or any other Commuter Railroad or Transit Agency. This contract is funded through LIRR's Operating Budget. It is requested that the MTA Board ratify the award to Olie M. Erickson, Inc., in the fixed amount of \$26,349.</p> | | | |
| 3. | New York State Industries
For the Disabled, Inc. (NYSID)
Contract No. BP03504 | \$660,983
Not-to-Exceed | <i>Staff Summary Attached</i> | 127 |
| | <p>LIRR requests MTA Board ratification of a modification to Contract BP02822 with New York State Industries for the Disabled (NYSID) for the janitorial cleaning services at LIRR's Penn Station and West Side Yard facilities. This modification was issued in order to allow additional time to complete detailed negotiations and to submit for final audit and approval from the New York State Office of General Services. This modification extends the term of the contract two months, from January 1, 2010 through February 28, 2010, and increases the contract value by \$660,983 from \$11,402,280 to a revised firm fixed price amount of \$12,735,465.</p> | | | |
| 4. | RPM Tech Inc.
Emergency Procurement
Contract No. POM6418 | \$438,500
Fixed Amount | <i>Staff Summary Attached</i> | 128 |
| | <p>LIRR requests MTA Board ratification of the award of a Purchase Order to RPM Tech Inc in the fixed amount of \$438,500 to provide one Road and Rail Bound High Velocity Cold Air Snow Blower. This equipment will be used to remove snow from third-rail, track beds and the right-of-way.</p> | | | |

Schedule D: Ratification of Completed Procurement Actions

Staff Summary



Long Island Rail Road

Item Number: 3

Vendor Name (& Location) New York State Industries for the Disabled Albany, NY 12203
Description One Month Extension for Janitorial Services at Penn Station and West Side Yard
Contract Term (including Options, if any) January 1, 2006 – February 28, 2010
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: Preferred Source

Contact Number BP02822	Renewal? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
Total Amount: \$660,983	
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: Transportation Dept. / Rod Brooks, VP, Transportation	
Contract Manager: Donald Riker	

Discussion:

LIRR requests that the MTA Board ratify the modification to contract BP02822 with New York State Industries for the Disabled (NYSID) for the janitorial cleaning services at LIRR's Penn Station and West Side Yard facilities. This modification was issued in order to allow additional time to complete detailed negotiations and to submit the negotiated contract for final audit and approval from the New York State Office of General Services (OGS). This modification extends the term of the contract by two months, from January 1, 2010 through February 28, 2010, and increases the contract value by \$660,983 from \$11,402,280 to a revised fixed price amount of \$12,063,263.

This contract was awarded in accordance with Section 162 of the New York 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 contract award to a preferred source provider such as NYSID is expressly exempt from New York State Statutory competitive procurement requirements provided (i) it is capable of providing the service in form, function, and utility required by the agency and (ii) the price it offers is as close as practical, but in no event greater than 15% above the prevailing market price.

Due to the high value of this contract LIRR and NYSID engaged in an extended negotiation of specific elements of the proposed three-year contract based on MTA Audits' review which resulted in significant savings that have thus far reduced the proposed amount by \$748,857, or 5.7%, from \$13,095,050 to \$12,346,193 as negotiations continue. Pending finalization of negotiations, and award of a renewal contract, NYSID agreed to extend the term of the existing contract for a period of two months at the current, negotiated monthly rate. Accordingly, the cost of this modification is considered fair and reasonable. Funding for this contract extension is included in LIRR's operating budget.

Schedule D: Ratification of Completed Procurement Actions

Staff Summary



Item Number: 4

Vendor Name (& Location) R.P.M. Tech Inc. Quebec, Canada
Description High Velocity Air Snow Blower
Contract Term (including Options, if any) N/A
Option(s) included in Total Amount? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
Procurement Type <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-Competitive
Solicitation Type <input type="checkbox"/> RFP <input checked="" type="checkbox"/> Bid <input type="checkbox"/> Other:

Contact Number POM5171	Renewal? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
Total Amount: \$438,500	
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: Engineering / Robert Puciloski, Chief Engineer	
Contract Manager: R. Barone	

Discussion:

Pursuant to an Emergency Declaration, LIRR requests that the MTA Board ratify the award of the Purchase Order to R.P.M. Tech Inc. in the amount of \$438,500 to provide a Road and Rail Bound High Velocity Cold Air Snow Blower. This unique piece of equipment uses high velocity cold air blowers to remove snow from track beds and the right-of-way in lieu of an auger collector box with attached thrower. The blower system, which is much safer to operate because it has less moving mechanical parts, uses modern technology and allows for the cleaning of tracks in a more timely and efficient manner, allowing for the concentration of snow removal around the third rail.

LIRR declared that an emergency existed with regard to the critical need for a High Velocity Cold Air Snow Blower (Blower) since we are currently in the snow season, and based upon the experiences associated with clearing snow during the blizzard which occurred on December 18th and 19th, the addition of one more Blower to LIRR's snow fighting fleet will significantly reduce response time, help to more efficiently clear tracks and do so in a more timely manner, resulting in expedited restoration of normal train operations.

In accordance with its emergency procedure, LIRR sought informal bids from several vendors who provide similar equipment. The award criteria established for this bid were cost and the availability of the equipment. LIRR received one bid response, one "No Bid", and five vendors did not respond. R.P.M. Technologies (R.P.M.) quoted a price of \$438,500 (freight included). The only other respondent, Matrix Railway Corp., stated that they do not currently manufacture blowers that meet our specification. Metro-North Railroad purchased similar equipment in 2004 at a cost of \$356,900. The 2004 price for the equipment purchased under this authorization had a cost of \$400,000. After applying the appropriate Producer Price Index, and compared with the 2004 price for this equipment which reflects an annual increase of 2.3%, pricing has been determined to be fair and reasonable. Additionally, R.P.M. has certified that all prices offered to the Railroad are equal to or not greater than prices charged to their most favored transit customer or any other Commuter Railroad or Transit Agency.

Funding for this contract is included in LIRR's Operating Budget. It is recommended that the MTA Board ratify the award to RPM Tech Inc., in the amount of \$438,500.

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

Date	January 11, 2010
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	1/25/10			
2	Finance Committee	1/25/10			
3	MTA Board	1/27/10			

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:

	<u># of Actions</u>	<u>\$ Amount</u>
<u>Schedule Requiring Majority Vote:</u>		
Schedule E: Miscellaneous Procurement Contracts		
Kronos, Inc.	1	\$ 61,310
SUBTOTAL	<u>1</u>	<u>\$ 61,310</u>

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

LI Bus presents the following procurement actions for Ratification: None

<u>TOTAL</u>	<u>1</u>	<u>\$ 61,310</u>
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BUDGET IMPACT: The purchases/contracts will result in obligating LI Bus funds in the amount listed. Funds are available in the current LI Bus 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).

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.

LIST OF NON-COMPETITIVE PROCUREMENTS FOR BOARD APPROVAL
JANUARY 2010

MTA LONG ISLAND BUS

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)

- | | |
|---|------------------------|
| 1. Kronos, Inc. | \$61,310 |
| Service Renewals | (not-to-exceed) |
| Contract No. E-3939, Sole Source | |

LI Bus requests MTA Board approval to utilize a multi-agency, sole source, non-competitive, miscellaneous procurement contract awarded to Kronos, Inc. ('Kronos'), by the lead agency MTA Bridges & Tunnels, for Kronos proprietary hardware and software maintenance support products and services. A LI Bus service contract will be awarded in an amount not-to-exceed \$61,310 for the term 2/16/2010 thru 2/24/2011. It renews an existing Kronos depot support service program for hardware maintenance, and a Kronos gold support service program for software maintenance, for the Kronos Workforce V6 Time and Attendance/Leave Balance system for LI Bus administration and maintenance employees. The initial phase of project was completed in 2009 and the second, final phase is scheduled for implementation in 2010.

In 2008, LI Bus received MTA Board approval to use the aforementioned all-agency contract for the design, implementation and utilization of Kronos proprietary timekeeper equipment and software. LI Bus is committed to upgrade its Time and Attendance/Leave Balance systems in an effort to improve operations and security, streamline procedures, eliminate waste and better integrate LI Bus with the rest of the MTA family. The system: (i) provides LI Bus with automated processes for collecting Time and Attendance data for its employees; (ii) replaces an outdated, largely manually driven system for collecting information and processing it through the payroll process; and (iii) allows for greater timekeeping control, accountability and offers secure maintenance of related data in compliance with applicable policies, collective bargaining agreements and federal/state laws, rules and regulations. The Kronos system supports the MTA's Shared Services implementation as a direct interface to the planned ERP financial and human resources core PeopleSoft modules.

All prices under this service renewal procurement remain unchanged from the original LI Bus contract awarded in 2008, and are in accordance with prices, terms and conditions in the multi-agency contract. Kronos is considered a responsible contractor; its prices and labor rates were evaluated and deemed fair and reasonable at time of original multi-agency award, and in subsequent amendments. The LI Bus operating budget will fund this procurement.

Staff Summary

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

Date	January 8, 2010
Vendor Name	
Contract Number	
Contract Manager Name	
Table of Contents Ref #	

Board Action					
Order	To	Date	Approval	Info	Other
1	President	1/8/10			
2	MTA B&T Committee	1/25/10			
3	MTA Board	1/27/10			

Internal Approvals			
Order	Approval	Order	Approval
	President <i>[Signature]</i>		VP Procurement & Materials
	VP Staff Services/COS <i>[Signature]</i>		VP Labor Relations
	General Counsel		VP & Chief Engineer
	VP Operations		

Internal Approvals (cont.)					
Order	Approval	Order	Approval	Order	Approval
	Chief Financial Officer		Chief Technology Officer		Chief Health & Safety Officer
	Chief Security Officer		Chief Maintenance Officer		MTA Office of Civil Rights
					VP Strategic Initiatives
					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: None

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

Schedules Requiring Majority Vote		# of Actions	\$ Amount
Schedule G	Miscellaneous Service Contracts	3	\$.379M
SUBTOTAL		3	\$.379M

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

TOTAL	3	\$.379M
-------	---	----------

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.)

MTA BRIDGES & TUNNELS
TRIBOROUGH BRIDGE AND TUNNEL AUTHORITY

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

WHEREAS, in accordance with §2879 of the Public Authorities Law and the All Agency Procurement Guidelines, the Board authorizes the award of certain non-competitive miscellaneous procurement contracts, and certain change 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 COMPETITIVE PROCUREMENTS FOR BOARD APPROVAL
JANUARY 2010

MTA BRIDGES & TUNNELS

Procurements Requiring Majority Vote:

G: Miscellaneous Service Contracts

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

- | | |
|---|----------------------------------|
| 1. GenServe, Inc. | \$ 172,950.00 (B&T) |
| | \$ 35,637.50 (MTAPD LI A) |
| | \$ 32,312.50 (MTAPD Mt. Vernon) |
|
Transportation Technology, Inc. dba | |
| Power Performance Industries | \$ 31,477.50 (MTAPD Beacon) |
| Marine Temperature Systems, Inc. dba | |
| MTS Power Systems | <u>\$ 23,655.00 (MTAPD LI B)</u> |
| Contract No. 09-MNT-2847 | \$ 296,032.50 (Total) |

3 yr. contract – Competitive Bid – Low Bidders/3 Bidders

On October 5, 2009 the Authority issued a joint solicitation for a Contractor to provide preventive maintenance and repair of generators located at various B&T and MTAPD facilities over a period of 3 years. The services are required in order to maintain peak performance of the generators in the event they are needed in an emergency, e.g., power outage at a bridge. The service requirements were publicly advertised. The solicitation notice was sent to fifty-one firms. Six firms requested copies of the solicitation. On November 4, 2009, three bids were submitted. The scope of services under this contract has not changed compared with B&T's current contract. Prior to this joint procurement, the MTAPD acquired maintenance services on an as needed basis. The overall average rate bid under the prospective contract with GenServe, Inc. for B&T represents a 9.6% decrease compared with the current contract. The prices are fixed for a three year period. After evaluation of the bids based on the each price schedule in the solicitation, it was determined that GenServe, Inc., Transportation Technology, Inc. dba Power Performance Industries, and Marine Temperature Systems, Inc. dba MTS Power Systems are the lowest responsive, responsible bidders. Based on competition, the prices are considered fair and reasonable. Funding is available in each agency's Operating Budget.

- | | |
|--|--------------|
| 2. Permadr Industries, Inc. dba Sissco | \$ 46,344.00 |
| Contract No. 09-MNT-2849X | |

3 yr. contract – Competitive Bid - Low Bidder/2 Bidders

On October 15, 2009 the Authority issued a solicitation for a Contractor to provide inspection, maintenance and repair services of vehicle equipment located at various B&T facilities. The services are required in order to maintain the equipment lifts that B&T utilizes to safely repair its vehicles and buses. The service requirements were publicly advertised. The solicitation notice was sent to 168 firms. Two firms requested copies of the solicitation. On November 4, 2009 two bids were submitted. The scope of services under this contract has not changed compared with that under the current contract. The overall average rate under the prospective contract is 2.1% less than the current average rate and 8.2% lower than the user's estimate. The prices are fixed for a three year period. After evaluation of the bids, it was determined that Permadr Industries, Inc., dba Sissco is the lowest responsive, responsible bidder. Based on competition, the price is considered fair and reasonable. Funding is available in the Operating Budget under General Ledger 57410.

LIST OF COMPETITIVE PROCUREMENTS FOR BOARD APPROVAL
JANUARY 2010

- | | | |
|----|---------------------------------|-----------------------------------|
| 3. | Nexcut LLC | \$ 21,057.00 (B&T) |
| | Cintas Corp. | \$ <u>15,312.00 (LIRR)</u> |
| | Contract No. 09-ST5-2848 | \$ 36,369.00 (Total) |

3 yr. contract – Competitive Bid – Low Bidders/7 Bidders

On September 10, 2009 the Authority issued a joint solicitation for contractors to provide on-site document and material destruction and removal of material at various B&T and LIRR facilities. These services are necessary to properly dispose of confidential files and documents and to avoid increasingly expensive off-site storage costs for these materials. The solicitation was publicly advertised and notices were sent to forty-nine firms. Nineteen firms requested copies of the solicitation. On November 6, 2009 seven bids were received. The scope of services for this contract differs compared with that under the current contract in that two additional line items were added to the scope for the removal of overflow bags, videotapes and CDs. For comparable items the prospective rates on average are 62% less than the current rates for B&T and 44% less than those for LIRR. After evaluation of the bids it was determined that Nexcut LLC and Cintas Corp. are the lowest responsive, responsible bidders for B&T and LIRR, respectively. Based on competition the prices are considered fair and reasonable. Funding is available in each agency's Operating Budget.



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					
Board Action					
Order	To	Date	Approval	Info	Other
1	M-N Comm Mtg	1-25-10			
2	MTA Board Mtg	1-27-10			

Date January 8, 2010		
Vendor Name Waste Technology Services, Inc.		
Contract Number		
Contract Manager Name		
Table of Contents Ref #		
Internal Approvals		
Approval		Approval
X President		Budget
X 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:

SUB TOTAL: NONE



MNR proposes to award competitive procurements in the following categories:

<u>Schedules Requiring Two-Thirds Vote (or more, where noted)</u>	<u># of Actions</u>	<u>\$ Amount</u>
---	---------------------	------------------

Schedules Requiring Majority Vote

Schedule F: Personal Service Contracts	1	\$9,000,000
• Waste Technology Services, Inc. \$9,000,000		

SUB TOTAL:	1	\$9,000,000
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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:		
TOTAL:	1	\$9,000,000

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.

JANUARY 2010

METRO-NORTH RAILROAD

LIST OF COMPETITIVE PROCUREMENTS FOR BOARD APPROVAL

Page

Schedules Requiring Majority Vote:

F. Personal Service Contracts

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

1. **Waste Technology Services, Inc.** **\$9M (not-to-exceed)** **Staff Summary Attached**
Transportation and Disposal of Regulated Waste from Various MNR Locations-NY & CT

147

Request for Proposal (RFP) Process, Three (3) proposals received; Contract term is five (5) years. MNR's Environmental Compliance and Services Department and Safety and Security Department requires the services of a vendor to identify regulated and hazardous waste and transport it to an approved disposal/recycling facility. During the course of maintenance operations, capital projects and remediation activities (including spill clean-ups), MNR generates and manages various types of regulated wastes, both hazardous and non-hazardous/industrial. These wastes include polychlorinated biphenyls (PCBs), asbestos, lead paint waste, petroleum-contaminated materials (including soil), solvents, medical waste, transformers, batteries, and waste oils. These wastes are generated daily at various locations throughout MNR's territory in both New York State and Connecticut. MNR's principal goal is to have its environmentally regulated waste handled in a manner that protects health, safety, and the environment while providing MNR with the fullest possible protection from liability.

Representatives of MNR, LIRR, MTA Bus, LI Bus, and NYCT performed an analysis to determine the feasibility of a joint or multi-agency procurement for transportation and disposal services. That analysis concluded that a joint/multi-agency procurement was not feasible due in part to the following considerations:

- 1) Railroad waste sources and types were only similar to LIRR.
- 2) Due to the different territories served by MNR and LIRR, it is not cost effective to have one contract for transport of wastes for both railroads. The transportation of waste over longer distances to a shared facility with another agency would increase costs and the liability of an accidental release of waste during transportation.
- 3) Multi-state license and permit requirements and specific knowledge of Connecticut regulations are required solely by MNR.
- 4) MNR operates wastewater pretreatment plants at its Harmon and Brewster Yards to reduce the amount of oil and grease prior to discharge to municipal plants. To keep the systems running efficiently, the sludge resulting from the treatment process must be removed regularly; sometimes on an emergency basis. This requirement for pre-treatment system sludge removal is unique to MNR.

Twenty-one (21) firms were distributed a copy of the RFP, three (3) firms submitted proposals. The MNR Selection Committee unanimously selected the firm, Waste Technology Services, Inc. (WTS) as being the most technically competent firm to provide the required services.

WTS is the incumbent contractor for this service and has performed excellently. In addition to that excellent past performance, WTS submitted a thorough and well-thought out technical proposal, excellent overall understanding of the work scope requirements reinforced by substantial and pertinent knowledge of MNR operations, and also provided a description of their waste minimization expertise. Further, WTS' prices were the lowest of all proposers, \$1.8M below the Engineer's estimate, and are deemed fair and reasonable. WTS is currently providing waste transportation and disposal services under an existing contract (unit prices were fixed for the period '04-'09). Proposed unit prices were averaged for the period '10-through '15 and compared to the current average of '04-'09 unit prices as part of MNR's cost analysis. An analysis of these rates was performed for the most heavily utilized services as a sample of work that represents typical and representational waste disposal expenditures. The cost analysis concluded those expenditures for the sample items would have decreased approximately 10% if proposed rates for the '10-'14 agreement were utilized for the '04-'09 agreement. Based on this 10% reduction in unit pricing, the total cost for this effort for the five (5)-year period of performance is not-to-exceed \$9M. This represents a \$1M reduction from the total not-to-exceed amount of the '04-'09 contract. This procurement will be funded by MNR's Operating and Capital Budgets and by the State of Connecticut.

Staff Summary

Item Number F					
Dept & Dept Head Name: Procurement & Material Management, Anthony J. Bombace, Jr.					
Division & Division Head Name: Sen. VP – Administration, Raymond Burney					
Board Reviews					
Order	To	Date	Approval	Info	Other
1	M-N Comm.Mtg.	1-25-10	X		
2	MTA Board Mtg.	1-27-10	X		
Internal Approvals					
Order	Approval	Order	Approval		
X	President		Sr. V.P. Operations		
X	Sr. V.P. Admin.		V.P. Planning		
X	V.P. Finance & IT	X	General Counsel		
	Capital Programs				

SUMMARY INFORMATION	
Vendor Name Waste Technology Services, Inc.	Contract Number 63491
Description Transportation & Disposal of Regulated Waste from Various MNR Locations	
Total Amount \$9,000,000.00 (not-to-exceed)	
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 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 checked="" type="checkbox"/> Operating <input checked="" type="checkbox"/> Capital <input type="checkbox"/> Federal <input checked="" type="checkbox"/> Other: CDOT	

Narrative

I. PURPOSE/RECOMMENDATION: To obtain MTA Board approval to award a contract to the firm, Waste Technology Services, Inc. (WTS). The scope of work consists of preparing various types of regulated and hazardous waste for: characterization, handling, loading, transport, and disposal at approved disposal facilities in compliance with all applicable federal and state (NY & CT) rules and regulations.

II. DISCUSSION: MNR has an immediate requirement to retain a vendor to identify regulated and hazardous waste and transport it to an approved disposal/recycling facility. During the course of maintenance operations, capital projects and remediation activities (including spill clean-ups), MNR generates and manages various types of regulated wastes, both hazardous and non-hazardous/industrial. These wastes include polychlorinated biphenyls (PCBs), asbestos, lead paint waste, petroleum-contaminated materials (including soil), solvents, medical waste, transformers, batteries, and waste oils. These wastes are generated daily at various locations throughout MNR's territory in both New York State and Connecticut. MNR's principal goal is to have its environmentally regulated waste handled in a manner that protects health, safety, and the environment while providing MNR with the fullest possible protection from liability.

The scope of work includes:

- preparing each regulated waste type for; characterization, handling, loading, transport, and disposal at an audited facility within the 90 day regulatory limit for disposal of hazardous waste.
- Obtaining/reviewing all necessary licenses and permits, and complying with any applicable federal and state, codes and regulations, in connection with the execution of the work.
- recommending options to reduce the amount of waste generated for disposal i.e., source reduction, recycling/reuse and fuel blending.
- performing sampling and analysis and completing all manifests and Land Disposal Restriction forms and other required information and regulatory documentation, including annual reporting to both New York State and Connecticut, and federal regulatory agencies.
- auditing all disposal facilities for financial stability, regulatory compliance and adequate engineering controls, which along with the indemnification and environmental insurance required under the contract, provides MNR with the fullest protection from liability.

Staff Summary

In May 2009 an analysis was performed by representatives of MNR, LIRR, MTA Bus, LI Bus, and NYCTA to determine the feasibility of a joint or multi-agency procurement among the agencies for transportation and disposal services. It was concluded that a joint/multi-agency procurement was not feasible due in part to the following considerations:

- 1) Railroad waste sources and types were only similar to LIRR.
- 2) Due to the different territories served by MNR and LIRR, it is not cost effective to have one contract for transport of wastes for both railroads. The transportation of waste over longer distances to a shared facility with another agency would increase costs and the liability of an accidental release of waste during transportation.
- 3) Multi-state license and permit requirements and specific knowledge of Connecticut regulations are required solely by MNR.
- 4) MNR operates wastewater pretreatment plants at its Harmon and Brewster Yards to reduce the amount of oil and grease prior to discharge to municipal plants. To keep the systems running efficiently, the sludge resulting from the treatment process must be removed regularly; sometimes on an emergency basis. This requirement for pre-treatment system sludge removal is unique to MNR.

RFP No. 63491 was advertised in the September 21, 2009 edition of the New York State Contract Reporter and September 24, 2009 editions of the New York Post, El Diario, and Daily Challenge. The period of performance for this contract is five (5) years.

Proposals were distributed to twenty-one (21) firms. On October 22, 2009, technical and cost proposals were received from 3 firms: Waste Technology Services, Inc (WTS), Environmental Waste Minimization, Inc, (EWM) and Clean Venture, Inc. (Clean Venture). A survey of non-responding firms found that most firms did not possess the required licenses and certification for both NY and CT.

A Selection Committee comprised of members representing MNR's Department of Environmental Compliance and Services and Procurement and Material Management Department evaluated the proposals. The criteria for selection established in the RFP are: Technical Capability; Experience; Cost; and Project Plan. A proposal price sheet was prepared for the solicitation that included estimated quantities and fixed unit prices for three (3) periods (years 1 and 2, years 3 and 4, and year 5). Estimated quantities represent expenditures under the operating and capital budgets for a five (5)-year period, which total a gross sum proposal price to be used for determining best pricing. The gross sum proposal prices received by MNR from WTS equaled \$8,181,058; the Engineer's estimate equals \$9,998,409.

The Selection Committee conducted an in-depth review of all three firm's project plans, relevant experience, qualifications of key project team members, references, and cost. Subsequent to this evaluation, the Selection Committee unanimously selected and recommended the award of the contract to Waste Technology Services, Inc. WTS is the incumbent contractor for this service and has performed excellently. In addition to that excellent past performance, WTS submitted a thorough and well-thought out technical proposal, excellent overall understanding of the work scope requirements reinforced by substantial and pertinent knowledge of MNR operations, and also provided a description of their waste minimization expertise. This expertise includes the implementation of an internal management system called R4MS (Responsible Reuse, Resource Recovery Management System) which is used to evaluate by-product opportunities.

Further, WTS' prices were the lowest of all proposers, \$1.8M below the Engineer's estimate, and are deemed fair and reasonable. WTS is currently providing waste transportation and disposal services under an existing contract (unit prices were fixed for the period '04-'09). Proposed unit prices were averaged for the period '10-through '15 and compared to the current average of '04-'09 unit prices as part of MNR's cost analysis. An analysis of these rates was performed for the most heavily utilized services as a sample of work that represents typical and representational waste disposal expenditures. The cost analysis concluded those expenditures for the sample items would have decreased approximately 10% if proposed rates for the '10-'14 agreement were utilized for the '04-'09 agreement. Based on this 10% reduction in unit pricing, the total cost for this effort for the five (5)-year period of performance is not-to-exceed \$9M. This represents a \$1M reduction from the not-to-exceed amount of the '04-'09 contract.

III. D/M/WBE INFORMATION: The MTA Office of Civil Rights did not establish minority participation goals for

Staff Summary

this contract.

IV. IMPACT ON FUNDING: The total cost for this effort is not-to-exceed \$9M. The period of performance is five (5) years. This procurement will be funded by MNR's Operating and Capital Budgets and by the State of Connecticut.

V. ALTERNATIVES: None. MNR does not have the equipment, licenses, certifications and staff necessary to sample, analyze, characterize, transport and dispose of regulated waste, including the management of all required paperwork.

Staff Summary

Item Number					
Dept & Dept Head Name: Law, Veronique Hakim <i>V. Hakim</i>					
Division & Division Head Name: N/A					
Board Reviews					
Order	To	Date	Approval	Info	Other
1	Committee	01/25/10			
2	Board	01/27/10			
Internal Approvals					
Order	Approval	Order	Approval		
1	Agency President		<i>[Signature]</i>		

SUMMARY INFORMATION	
Vendor Name N/A	Contract Number N/A
Description Request for Authorization to Award Various Procurements	
Total Amount \$ 10,673,592	
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:

None

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

Schedule Requiring Majority Vote

Schedule I Modification to Purchase or Public Work Contracts	1	\$ 5,000,000 (NTE)
SUBTOTAL	1	\$ 5,000,000 (NTE)

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

Schedule Requiring Two-Thirds Vote

Schedule D Ratifications of Completed Procurement Actions	3	\$ 4,888,592 (NTE)
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Schedule Requiring Majority Vote

Schedule K Ratifications of Completed Procurement Actions (Involving Schedule E-J)	1	\$ 785,000 (NTE)
SUBTOTAL	4	\$ 5,673,592 (NTE)

TOTAL	5	\$ 10,673,592 (NTE)
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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.

MTA CAPITAL CONSTRUCTION

LIST OF COMPETITIVE PROCUREMENTS FOR BOARD APPROVAL

JANUARY 2010

Procurements Requiring Majority Vote:

I. Modification to Purchase and Public Work Contracts
(Staff Summaries required for items requiring Board Approval)

1. GTF, JV \$ 5,000,000 (NTE)
Contract # CQ031
Queens Bored Tunnels and Structures

Staff Summary Attached

Page

157

Schedule I: Modifications to Purchase and Public Work Contracts
Item Number: 1

Vendor Name (& Location) GTF, JV
Description Queens Bored Tunnels and Structures
Contract Term (including Options, if any) September 28, 2009 – June 29, 2013
Option(s) included in Total <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> n/a
Procurement <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive
Solicitation <input checked="" 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: East Side Access, A. Paskoff, P.E.

Contract Number	AWO/Modification
CQ031	Mod No. 2
Original Amount:	
	\$ 659,200,700
Prior Modifications:	
	\$ 0
Prior Budgetary Increases:	
	\$ 0
Current Amount:	
	\$ 659,200,700
This Request	
	\$ 5,000,000
% of This Request to Current Amount:	
	.76%
% of Modifications (including This Request) to Original Amount:	
	.76%

Discussion:

East Side Access ("ESA") project Contract CQ031 is for the construction of four soft-ground bored tunnels beneath Sunnyside Yard with a total length of approximately 10,500 feet; construction of three shafts that will provide for tunnel ventilation and emergency egress; miscellaneous structures, including cut-and-cover portal structures for three of the tunnels; construction of underpinning and ground pre-treatment to support structures close to or over the tunnels and excavations; and miscellaneous demolition of surface structures.

The negotiated scope of the contract included an allowance of \$2,000,000 for repair work of the slurry wall constructed under Contract CQ028, Queens Open-Cut Excavation (which MTACC terminated after finding the contractor in default). After contract award, based on a limited exploratory boring and pump test program to assist in assessing the integrity of the wall and whether it provided the required ground water cutoff, ESA determined the extent of the defects in the wall was greater than previously believed. The slurry wall requires this additional repair work to support the completion of the excavation required for the mining of the four tunnels, scheduled to commence by mid-2010.

GTF submitted a cost proposal of \$4,722,000 for the work. MTACC's estimate is \$4,100,000. Negotiations were held, and the parties agreed to the cost of \$4,488,000, which is considered fair and reasonable. An additional \$512,000 is included in this request to cover the impact of potential unknown conditions in this area.

The schedule impacts and related costs, if any, are under review and will be the subject of a future modification, if needed.

MTA CAPITAL CONSTRUCTION

LIST OF RATIFICATIONS FOR BOARD APPROVAL

JANUARY 2010

				<u>Page</u>
<u>Procurements Requiring Two-Thirds Vote:</u>				
D. Ratifications of Completed Procurement Actions (Staff Summaries required for items requiring Board Approval)				
2. Various Vendors	\$ 2,248,592 (NTE)	<u>Staff Summary Attached</u>		161
Contract # Various				
IESS/C3 Contract Wrap-Up Construction and Services				
3. Merrill Communications, LLC (St. Paul, MN)	\$2,500,000 (NTE)	<u>Staff Summary Attached</u>		162
Contract # 09-0444				
Litigation Services Related to Contract C-52038				
4. Access Control Technologies (Clifton, NJ)	\$140,000 (NTE)	<u>Staff Summary Attached</u>		163
Contract # 09-0446				
Lenel Enterprise Software Maintenance Renewal				
<u>Procurements Requiring Majority Vote:</u>				
K. Ratifications of Completed Procurement Actions (Involving Schedule E-J) (Staff Summaries required for items requiring Board Approval)				
5. S3 Tunnel Constructors (Queens, NY)	\$785,000 (NTE)	<u>Staff Summary Attached</u>		164
Contract # C-26002				
Second Avenue Subway: Tunnels from 92 nd Street to 63 rd Street				

Schedule D: Ratifications of Completed Procurement Actions

Item Number: 2

Vendor Name (& Location) Various		Contract Number Various	Renewal? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
Description IESS/C3 Contract Wrap-Up Construction and Services		Total Amount: \$ 2,248,592	
Contract Term (including Options, if any) Various		Funding Source <input type="checkbox"/> Operating <input checked="" 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: MTA Capital Construction, Michael Horodniceanu	
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:			

Discussion:

To request that the Board ratify the addition of Five Star Electric as a signatory under Call Agreement Contract C-31664 and the issuance of non-competitive work orders in the total lump sum amount of \$1,597,500 as well as a non-competitive contract to ARINC, Inc. for the not to exceed amount of \$651,092, all of which were issued pursuant to the Emergency Declaration approved in December 2002 for security-related procurements.

MTACC and NYC Transit have worked to engage the major subcontractors and subconsultants under Contract C-52038 in separate agreements that will collectively complete the work to the point that the core functions of the IESS/C3 system will be ready for operation at a cost within remaining Contract funds. Given the urgent nature of this effort, and the practical consideration that the existing IESS/C3 subcontractors and subconsultants are most familiar with and likely most qualified to perform the wrap-up work required, MTACC considers competitive bidding to be impractical and inappropriate and plans to award work non-competitively pursuant to the 2002 Emergency Declaration. Various procurement methods will be used such as the use of additional work orders under other existing contracts, sole source contracts, Call Agreement contracts or riders to existing MTA or NY State OGS contracts to accomplish the remaining work. As future contracts and change orders that require Board approval are issued, ratification will be requested. Ratification is requested for the following items:

Five Star Electric (FSE): Responsible for the labor, material and equipment associated with the access, intrusion and CCTV systems to be installed at various locations throughout the LIRR, MNR and NYCT systems. FSE was added as a Signatory to existing Call Agreement contract C-31664 with the intent to issue work orders for the various pieces of work. Much of the work is a continuation of work already started by FSE under Contract C-52038. MTACC projects up to 17 work orders for all three agencies ranging from \$200K to \$1M. To date, three work orders have been issued to FSE for a lump sum total of \$1,597,500.

ARINC, Inc.: Utilized as a technology services subconsultant under Contract C-52038 primarily tasked with establishing network connectivity between security locations, MTA agency-specific control centers, and MTA's centralized control center. Contract CM-1402 was awarded on November 20, 2009 in the not-to-exceed amount of \$651,092. Services provided under this agreement include: network assessment, completion of key network spans; implementation and configuration of network management system(s); and implementation of network IT security measures for the project.

Schedule D: Ratifications of Completed Procurement Actions
Item Number: 3

Vendor Name (& Location) Merrill Communications, LLC (St. Paul, MN)		Contract Number 09-0444	AWO/Modification #
Description Litigation Services Related to Contract C-52038		Renewal? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
Contract Term (including Options, if any) July 28, 2009 – July 28, 2010		Total Amount: \$2,500,000	
Option(s) included in Total Amount? <input type="checkbox"/> Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> n/a		Funding Source <input type="checkbox"/> Operating <input checked="" type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other:	
Procurement Type <input type="checkbox"/> Competitive <input checked="" type="checkbox"/> Non-competitive		Requesting Dept/Div & Dept/Div Head Name: Legal and Procurement, V. Hakim	
Solicitation Type <input type="checkbox"/> RFP <input type="checkbox"/> Bid <input checked="" type="checkbox"/> Other: Request for Quote			

Discussion:

As part of the MTA's ongoing Security Program to protect the safety of its transportation network, one element of this program includes a state-of-the-art electronic security system to detect, alert, protect, respond to and recover from threats or incidents through using equipment for surveillance of critical facilities, and the creation of security command centers throughout the MTA region. This Integrated Electronic Security System (IESS) consists principally of access control devices, intrusion sensors, and CCTV cameras with recording devices at various high risk facilities.

The original contractor was defaulted on this project for failure to complete the work and litigation has ensued. Much of the discovery in that lawsuit entails electronically stored information, including, in particular, emails. MTACC anticipates that it will be necessary to produce or make available millions of related records, including hundreds of thousands of emails, culled from databases across the MTA agencies, as well as our consultants' files. All of this material needs to be gathered, culled for relevance and duplication, made searchable, and placed in an order that will make the attorneys' file review manageable and efficient. MTACC will likely also take possession of a similarly massive amount of digitally stored material from the contractor, which will also need to be uploaded into an organized and searchable system.

It is crucial in complex cases to hire a vendor to collect, process, host and image the documents, and further to provide a software product to allow for review of document productions. MTACC's litigation counsel obtained proposals from three e-discovery vendors and recommended Merrill Communications ("Merrill"). Merrill has the expertise and capability to gather all servers, desktops, laptops, external hard drives, and other devices, such as flash drives, cell phones and smart phones needed to be imaged for data collection. Merrill's knowledge in this field is unparalleled and coupled with Merrill's proprietary software product which facilitates performance of the aforementioned tasks.

Under this agreement, Merrill will provide services including: Consulting (outside of general project management), Data Acquisition and Forensics, Tape Restoration, Electronically Stored Information Processing, Imaging and Hosting. The costs are competitive and reasonable for this work. A background search and review of the documentation submitted by Merrill have disclosed no significant adverse information within the meaning of the All-Agency Responsibility guidelines.

Schedule D: Ratifications of Completed Procurement Actions

Item Number: 4

Vendor Name (& Location) Access Control Technologies (Clifton, NJ)		Contract Number 09-0446	AWO/Modification #
Description Lenel Enterprise Software Maintenance Renewal		Renewal? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
Contract Term (including Options, if any) December 19, 2009 – December 19, 2010		Total Amount: \$140,000	
Option(s) included in Total Amount? <input type="checkbox"/> Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> n/a		Funding Source <input type="checkbox"/> Operating <input checked="" type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other:	
Procurement Type <input type="checkbox"/> Competitive <input checked="" type="checkbox"/> Non-competitive		Requesting Dept/Div & Dept/Div Head Name: Security Program/R. Miras	
Solicitation Type <input type="checkbox"/> RFP <input type="checkbox"/> Bid <input checked="" type="checkbox"/> Other: Request for Quote			

Discussion:

As part of the MTA's ongoing Security Program to protect the safety of its transportation network, one element of this program includes a state-of-the-art electronic security system to detect, alert, protect, respond to and recover from threats or incidents through using equipment for surveillance of critical facilities, and the creation of security command centers throughout the MTA region. This Integrated Electronic Security System (IESS) consists principally of access control devices, intrusion sensors, and CCTV cameras with recording devices at various high risk facilities.

As part of the original IESS contract, Lenel Software Version V5.12.0 from Access Control Technologies ("ACT") was purchased for the access control subsystem. The original contractor was defaulted and the MTA owns the Lenel system which has been placed in service. The software agreement expired on December 18, 2009 and needed to be renewed to continue the necessary technical support of the system. The alternative would have required the purchase of a brand new license agreement at a higher cost than this renewal.

In order to continue the maintenance agreement without disruption and avoid purchasing brand new Licenses at a higher cost, a purchase order in the amount not-to-exceed \$140,000 was issued to renew the maintenance agreement for a one year period. The agreement includes licenses for all servers and software support.

Schedule K: Ratifications of Completed Procurement Actions

Item Number: 5

Vendor Name (& Location) S3 Tunnel Constructors (Queens, NY)	
Description Second Avenue Subway: Tunnels from 92 nd Street to 63 rd Street	
Contract Term (including Options, if any) March 20, 2007 – January 24, 2011	
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 checked="" type="checkbox"/> Federal <input type="checkbox"/> Other:	
Requesting Dept/Div & Dept/Div Head Name: MTA Capital Construction, Michael Horodniceanu	

Contract Number	AWO/Modification #
C-26002	76
Original Amount:	
	\$ 337,025,000
Prior Modifications:	
	\$ 6,981,312
Prior Budgetary Increases:	
	\$ 0
Current Amount:	
	\$ 344,006,312
This Request:	
	\$ 785,000.00
% of This Request to Current Amount:	
	0.23%
% of Modifications (including This Request) to Original Amount:	
	2.30%

Discussion:

The contract is for the construction of two bored tunnels from 92nd Street to 63rd Street, including the construction of access shafts at 69th Street and 72nd Street and construction of a tunnel boring machine (TBM) launch box between 91st and 95th Streets. The building at 1766/1768 Second Avenue is adjacent to the TBM launch box work site. Before contract award, the building was leaning out of plumb between 18 and 24 inches. The NYC Department of Buildings (NYCDOB) issued an emergency declaration directing the building owner to stabilize the building and, in June 2009, ordered the owner to vacate the building. A comprehensive design was developed by the owner's engineer and approved by NYCDOB for structural ties as a short-term means to stabilize the structure, followed by construction of an interior masonry core structure and additional ties for long-term remediation. However, the owner did not start the work. Instead, on September 3, 2009, the building owner filed a notice of claim asserting that the entire stabilization work is required as a consequence of vibrations anticipated during the excavation of the TBM launch box. Since NYCDOB will not permit excavation of the TBM launch box until the building is stabilized, delays in stabilizing the building create day-for-day impactable delays of the contract, with impact costs estimated at \$30,000 to \$60,000 per day. While its legal claim is pending, the building owner will not perform or bear the cost of the stabilization work. Since the essence of the building owner's claim is for MTACC to pay for the stabilization, MTACC offered to perform the short-term work required by NYCDOB to stabilize the building sufficiently to allow excavation and bracing of the TBM launch box between 91st and 92nd Streets. On September 18, 2009, MTACC and the building owner executed a legal agreement under which the MTACC contractor is permitted to enter the building and perform such work, with the condition that MTACC bears the cost of that short-term stabilization work and the building owner reserves its right to pursue its claim regarding the remaining long-term stabilization work, which NYCDOB requires prior to re-occupancy of the building. On September 23, 2009, the President of MTACC approved a retroactive waiver and MTACC directed the contractor to proceed the same day. The contractor's proposal was \$877,908. MTACC's revised estimate was \$741,358. The lump sum price of \$785,000 was agreed upon and has been found to be fair and reasonable. The delay associated with this modification is due to the Contractor's inability to perform blasting operations which were delayed from August 18, 2009 until a blasting permit was issued on November 4, 2009, a period of 38 working days. The potential impact cost for this delay is approximately \$1.1M to \$2.2M which is based on a \$30,000 to \$60,000 per day impact. This delay will be addressed in a separate future modification.

JANUARY 2010

MTA REAL ESTATE

LIST OF REAL ESTATE ACTION ITEMS FOR BOARD APPROVAL

ACTION ITEMS

MTA BUS

Lease agreement with New York City for four parcels of land adjacent to, or across from, existing MTA Bus depots in Jamaica and Arverne, Queens, New York.

MTA NEW YORK CITY TRANSIT

Lease agreement with Raina, LLC for NYCT vehicular parking and storage on land known as block 1192 lot 64 (west side of 54th Street) in Woodside, Queens, New York

Lease modification agreement with Roofcom Associates, LP for antenna space for the Department of Buses at 142-146 West 57th Street, New York, New York

License agreement with the New York City Fire Department (FDNY) for a parcel located on a portion of the NYCT Franklin Shuttle right-of-way known as block 1183 lot 43, Brooklyn, New York

MTA LONG ISLAND RAIL ROAD

License agreement with National Railroad Passenger Corporation for use of property for the use and maintenance of billboard structure, LIRR Main Line Branch, Long Island City, New York

License agreement with Hempstead Lincoln Mercury Motors Corp. for parking of automobiles on Valley Stream Branch right-of-way between Franklin Street and Intersection Street, Hempstead, New York

MTA METRO-NORTH RAILROAD

Construction permit with United States Department of Veteran Affairs in support of Metro-North's Cortlandt Parking, Intermodal and Access Improvements Project in Cortlandt, New York

Memorandum of Understanding with New York State Department of Health in support of Metro-North's Cortlandt Parking, Intermodal and Access Improvements Project in Cortlandt, New York

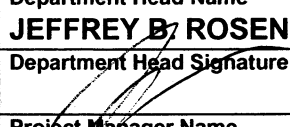
METROPOLITAN TRANSPORTATION AUTHORITY

Lease modification agreement with Rector 469 LLC, Med 469 LLC, 469 TTP LLC for office space at 469 Seventh Avenue, New York, New York

Lease agreement with 333 West 34 SLG Owner LLC for office space for the MTA/Business Service Center at 333 West 34th St., New York, New York

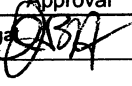


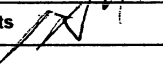
License agreement with Rosen's Café, LLC for the retail sale of breakfast, lunch, snack foods and assorted beverages in the concession space adjacent to the rear lobby at 2 Broadway, New York, New York

Staff Summary

Subject LEASE AGREEMENTS
Department REAL ESTATE
Department Head Name JEFFREY B. ROSEN
Department Head Signature 
Project Manager Name S. ANTMAN/F. PHILLIPS

Date JANUARY 25, 2010
Vendor Name
Contract Number
Contract Manager Name
Table of Contents Ref #

Board Action					
Order	To	Date	Approval	Info	Other
1	CC/P/RE Committee	1/25/10	X		
2	Board	1/27/10	X		

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

Narrative	
AGENCY/TENANT:	MTA Bus Company ("MTA Bus")
LANDLORD:	The City of New York
LOCATIONS:	<ol style="list-style-type: none"> 1) Portion of Marsden St. roadbed ("Marsden Parcel"), Block 12327/Lot 999 Jamaica, Queens, adjacent to the MTA Bus depot known as the Baisley Park Bus Depot, located at 114-15 Guy Brewer Blvd, Jamaica, New York 2) Portion of 167th St. roadbed ("167th St Parcel"), Block 142/Lot 999, Jamaica, Queens, across from the MTA Bus depot known as the Jamaica Bus Depot, located at 165-25 147th Ave., Jamaica, New York 3) Portion of 146th Rd roadbed ("146th St. Parcel"), Block 13296/Lot 999, Jamaica, Queens, adjacent to the MTA Bus depot known as the Jamaica Bus Depot, located at 165-25 147 Ave., Jamaica, New York 4) Portion of 149th St. roadbed ("149th St Parcel"), Block 15855/Lot 999, Far Rockaway, Queens, adjacent to the MTA Bus depot known as the Far Rockaway Bus Depot, located at 49-19 Rockaway Beach, Arverne, New York
SPACE:	<ol style="list-style-type: none"> 1) Marsden Parcel – Approximately 8,100 square feet 2) 167th St Parcel – Approximately 10,240 square feet 3) 146th Rd Parcel- Approximately 5,844 square feet 4) 149th St Parcel – Approximately 9,941 square feet
ACTIVITY:	Parking associated with MTA Bus depots
ACTION REQUESTED:	Approval of terms
TERM:	All are to run conterminously with existing MTA Bus depot subleases through 11/29/26, with two successive options to renew for terms of 14 years each through 2054.
COMPENSATION:	Waived
MAINTENANCE AND REPAIR	Tenant responsibility (subject to NYC reimbursement obligations)

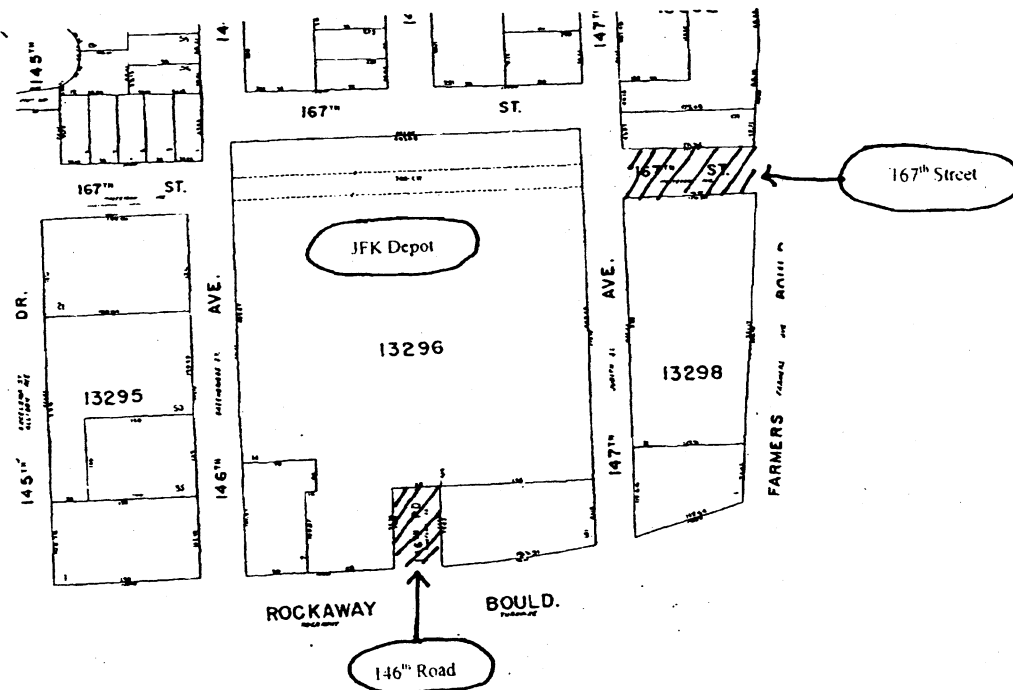
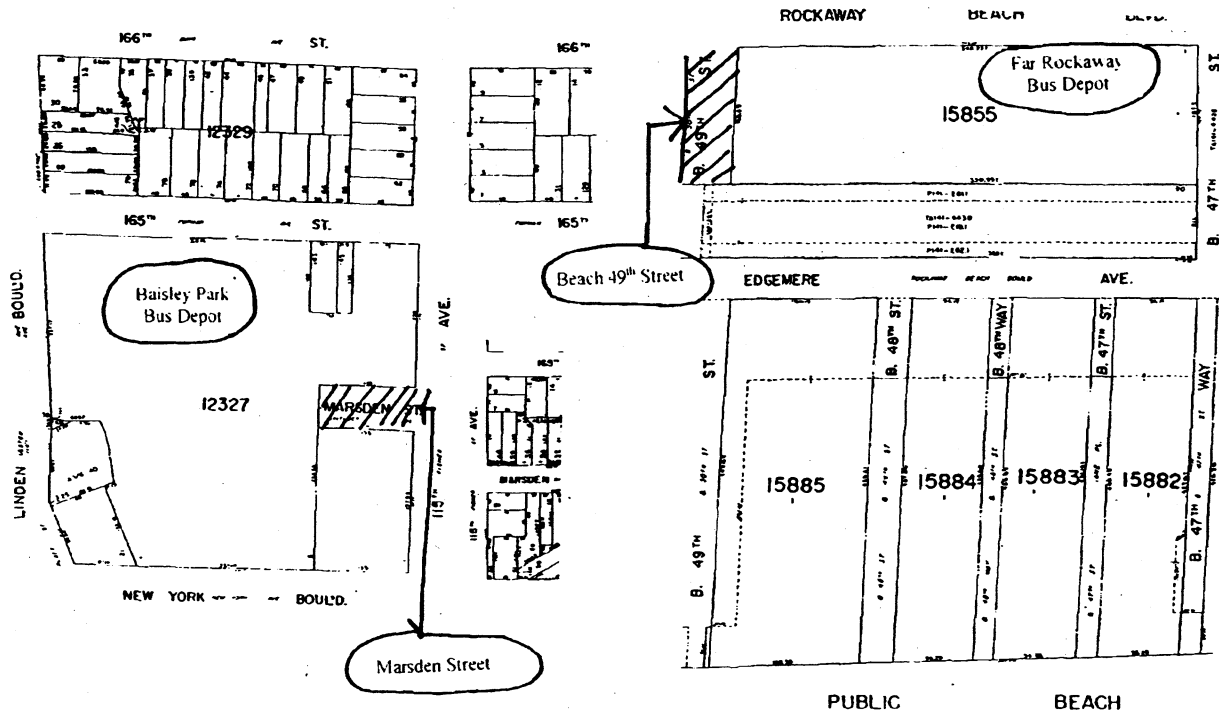
CAPITAL CONSTRUCTION/PLANNING/REAL ESTATE COMMITTEE MEETING**The City of New York (Cont'd)****COMMENTS:**

In 2004, MTA Bus assumed responsibility for the operation of certain bus routes that were previously operated by private companies under franchises from New York City DOT. In connection with such takeover, the City, as lessee, entered into long-term leases with respect to various properties that are occupied by bus depots, and in turn subleased such properties to MTA Bus pursuant to subleases that will all expire on November 29, 2026, subject to extension options.

The four parcels of land identified above are portions of otherwise unused roadbeds that (as shown on the attached drawings) are situated within, adjacent to or directly across from three of the subleased bus depots in Queens. MTA Bus has in practice been using, and requires the continued use of, these parcels for the parking and dispatching of buses. The City has agreed to lease these parcels to MTA Bus for a period conterminous with the terms of the aforementioned subleases.

Based on the foregoing, MTA Real Estate requests authorization to enter into leases for such roadbed parcels on the foregoing terms and conditions.

Staff Summary



Staff Summary

Subject LEASE AGREEMENT
Department REAL ESTATE
Department Head Name JEFFREY B. ROSEN
Department Head Signature
Project Manager Name ANDREW GREENBERG

Date JANUARY 25, 2010
Vendor Name
Contract Number
Contract Manager Name
Table of Contents Ref #

Board Action					
Order	To	Date	Approval	Info	Other
1	CC/P/RE Committee	1/25/10	X		
2	Board	1/27/10	X		

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

AGENCY/TENANT:	MTA New York City Transit ("NYCT")
LANDLORD:	Raina, LLC
ACTIVITY:	Vehicular parking and bulk storage of supplies and equipment
LOCATION:	54-18 Broadway, Woodside, New York
SPACE:	Approximately 12,000 sq ft of paved land
ACTION REQUESTED:	Approval of terms
TERM:	Five (5) Years
BASE RENT:	Years 1 - \$36,000.00 per annum / \$3.00 per sq. ft. Years 2 - \$37,080.00 per annum / \$3.09 per sq. ft. Years 3 - \$38,192.40 per annum / \$3.18 per sq. ft. Years 4 - \$39,338.17 per annum / \$3.28 per sq. ft. Years 5 - \$40,518.32 per annum / \$3.38 per sq. ft.
TAXES:	Tenant is responsible for 100% of all real estate taxes and anticipates being able to exercise its tax exemption
RENEWAL OPTION:	None
MAINTENANCE :	Tenant will be responsible for keeping the surface of the demised premises, and the adjoining sidewalk, in good repair, free from debris, snow and ice
ELECTRICITY:	Tenant expense via direct meter
LANDLORD WORK:	None

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

The subject lot is adjacent to the NYCT Department of Subways' central electronics shop at 33-33 54th Street, Queens. It has been occupied by NYCT since February 1, 2000, under a sublease that, as heretofore extended, will expire on January 31, 2010.

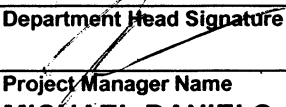
The lot is paved and fenced and provides secure, off-street parking for approximately 12 NYCT vehicles, along with a secure storage area for bulk deliveries to the central electronics shop. It addresses problems with limited on-street parking and concerns with vandalism/vehicle theft in the area. NYCT advised of a continuing requirement for the property and requested that MTA Real Estate negotiate a lease extension.

The leased premises were originally owned by the National Railroad Passenger Corporation, leased to Stathrak, and subleased to NYCT. They were then acquired by the current owner, Raina, LLC, which has agreed to enter into a new, direct lease.

There is no MTA-controlled property available in close proximity to the central electronics shop. The supply of secure, paved land in the area is limited and the Landlord is asking for a modest increase in rent that is consistent with market rents in the area.

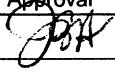



Based on the foregoing, MTA Real Estate Department requests authorization to enter into a lease agreement on the above-described terms and conditions.

Staff Summary

Subject LEASE MODIFICATION AND EXTENSION
Department REAL ESTATE
Department Head Name JEFFREY B. ROSEN
Department Head Signature 
Project Manager Name MICHAEL DANIELS

Date JANUARY 25, 2010
Vendor Name
Contract Number
Contract Manager Name
Table of Contents Ref #

Board Action					
Order	To	Date	Approval	Info	Other
1	CC/P/RE Committee	1/25/10	X		
2	Board	1/27/10	X		

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

Narrative

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

LANDLORD: Roofcom Associates, LP / Carven Associates

LOCATION: 142-146 West 57th Street, New York, New York

SPACE: Part of main roof antenna tower and 79th floor mechanical room (approx. 80 sq.ft.)

ACTION REQUESTED: Approval of terms

EXTENSION TERM: Two years from date of execution of lease modification agreement

EXTENTION BASE RENT: Year One: \$296,215.80 annum / \$24,684.65 monthly

Year Two: \$306,583.35 annum / \$25,548.61 monthly

UTILITIES: Sub-metered electricity - Tenant responsibility

TAX ESCALATION: None

COMMENTS:

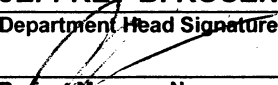
NYCT/Department of Buses ("DOB") has maintained a radio system antenna at the subject leased location since 1989. DOB uses the antenna to maintain citywide radio coverage. The original lease term expired in 2004, at which time NYCT became a month-to-month tenant because the landlord was unwilling to negotiate a renewal.

For the long term, planning for a new agency-wide radio strategy has commenced with the objective of relocating antennas to less costly sites without sacrificing coverage. However, DOB will need several years to fund, design, and construct such a new radio system.

The landlord recently agreed to a two-year renewal. The rent for the first year would be at the current rent, with a 3.5% increase in the second year. DOB has advised that there is no viable alternative to leasing this antenna site at this time.

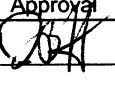
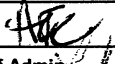
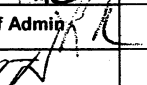
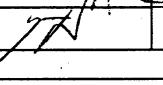
Based on the foregoing, MTA Real Estate requests authorization to enter into a lease modification agreement on the above-described terms and conditions.

Staff Summary

Subject LICENSE AGREEMENT
Department REAL ESTATE
Department Head Name JEFFREY B. ROSEN
Department Head Signature 
Project Manager Name PETER HINE

Date JANUARY 25, 2010
Vendor Name
Contract Number
Contract Manager Name
Table of Contents Ref #

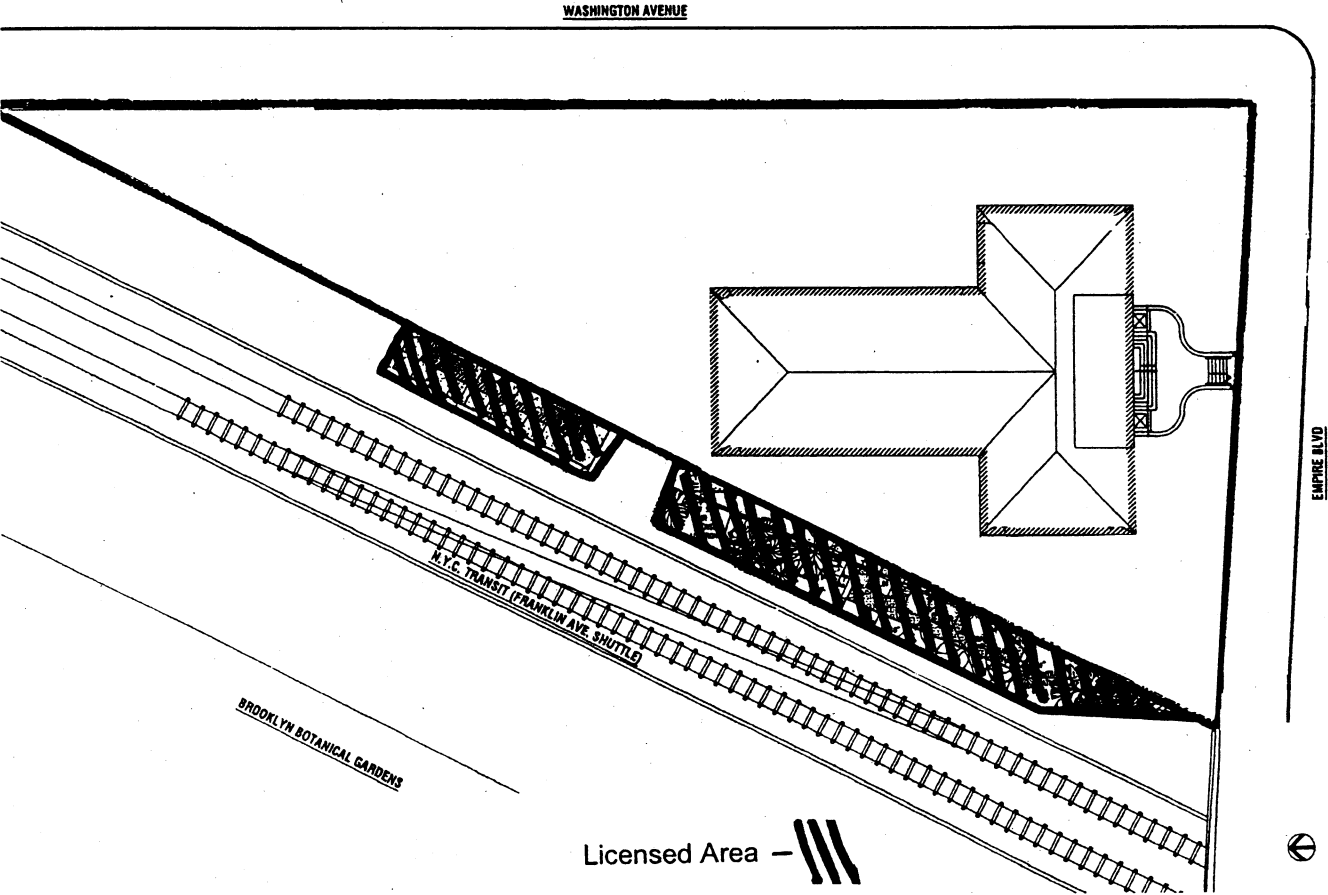
Board Action					
Order	To	Date	Approval	Info	Other
1	CC/P/RE Committee	1/25/10	X		
2	Board	1/27/10	X		

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


Narrative	
AGENCY:	MTA-New York City Transit ("NYCT")
LICENSEE:	The City of New York, acting for the NYC Fire Dept. ("FDNY")
LOCATION:	Block 1183, Lot 43, Brooklyn, New York
ACTIVITY:	License agreement for installation of equipment in conjunction with FDNY facilities
ACTION REQUESTED:	Approval of terms
TERM:	One year, automatically renewed annually
SPACE:	Approximately 2,000 square feet
COMPENSATION:	One dollar, payment waived
COMMENTS:	
<p>In order to upgrade an existing FDNY facility on Empire Boulevard in Brooklyn, which abuts the Franklin Shuttle right of way, the FDNY has requested permission to use approximately 2,000 square feet of NYCT property to install new heating, ventilating & air conditioning and other related equipment. NYCT's Maintenance of Way Department has approved schematic plans for the proposed improvements, and will review final construction plans as well as construction.</p> <p>Based on the foregoing, MTA Real Estate requests authorization to enter into a license agreement with the FDNY on the above-described terms and conditions.</p>	

CAPITAL CONSTRUCTION/PLANNING/REAL ESTATE COMMITTEE MEETING
The City of New York, Acting for the NYC Fire Dept. (Cont'd)

COMMENTS: (Cont'd)



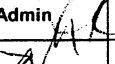
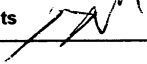


Staff Summary

Subject LICENSE AGREEMENT
Department REAL ESTATE
Department Head Name JEFFREY B. ROSEN
Department Head Signature 
Project Manager Name CLARETHA FENNICK

Date JANUARY 25, 2010
Vendor Name
Contract Number
Contract Manager Name
Table of Contents Ref #

Board Action					
Order	To	Date	Approval	Info	Other
1	CC/P/RE Committee	1/25/10	X		
2	Board	1/27/10	X		

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

Narrative

AGENCY: MTA Long Island Rail Road ("LIRR")

LICENSOR: National Railroad Passenger Corporation aka Amtrak ("Amtrak")

LOCATION: Portion of Amtrak right of way near LIRR Main Line Branch, south of the Hunterspoint Station, Long Island City, New York

ACTIVITY: Continued operation and maintenance of an existing billboard structure, which encroaches on Amtrak right of way

ACTION REQUESTED: Approval of terms

TERM: Nine (9) years

COMPENSATION: LIRR and Amtrak will share the net revenue received by LIRR from the sale of advertising space on the existing billboard structure. LIRR will receive 60% of the revenue and Amtrak will receive 40%.

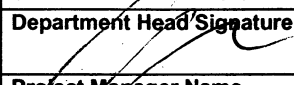
COMMENTS:

In 1972, the LIRR authorized the installation and operation of a billboard structure on a parcel near the Hunterspoint Station, which at the time was assumed to be part of LIRR's Main Line right of way in Long Island City. In 2007, MTA Real Estate became aware that the structure is in fact partially located on the adjacent Amtrak right of way. The structure is comprised of a single pole, imbedded in a concrete foundation, supporting two faces for the display of advertising measuring 14 x 48 feet. The encroachment involves a portion of the foundation supporting the structure, as well as significant portions of the two overhanging faces. The structure is currently owned by Clear Channel Outdoor, subject to an underlying land lease from the LIRR.

After a review of options and extensive discussions with Amtrak, MTA Real Estate has negotiated an agreement that would allow the billboards to remain in place. Because the structure is located within a large active railroad yard, any effort to remove and/or relocate the billboards would be very costly. In view of the fact that the billboards typically generate more than \$250,000.00 in revenue per annum, the parties have concluded that it would be mutually beneficial to leave the structure in place and share the resulting revenues.



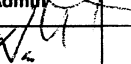
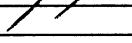
Based on the foregoing, MTA Real Estate Department requests authorization to enter into a license agreement on the above-described terms and conditions.

Staff Summary

Subject LICENSE AGREEMENT
Department REAL ESTATE
Department Head Name JEFFREY B. ROSEN
Department Head Signature 
Project Manager Name DORRIE MASSARIA ROBERTS

Date JANUARY 25, 2010
Vendor Name
Contract Number
Contract Manager Name
Table of Contents Ref #

Board Action					
Order	To	Date	Approval	Info	Other
1	CC/P/RE Committee	1/25/10	X		
2	Board	1/27/10	X		

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

Narrative				
AGENCY:	MTA Long Island Rail Road ("LIRR")			
LICENSEE:	Hempstead Lincoln Mercury Motors Corp.			
LOCATION:	Valley Stream Branch between Intersection Street and Franklin Avenue, Hempstead, New York			
ACTIVITY:	Parking of automobiles			
ACTION REQUESTED:	Approval of terms			
TERM:	Ten years			
SPACE:	Approximately 19,900 square feet			
COMPENSATION:	<u>Year</u>	<u>Annual</u>	<u>PSF</u>	<u>% Increase</u>
	1	\$50,500	\$2.54	
	2	\$50,500	\$2.54	
	3	\$50,500	\$2.54	
	4	\$50,500	\$2.54	
	5	\$51,510	\$2.59	1%
	6	\$52,540	\$2.64	1%
	7	\$53,590	\$2.69	1%
	8	\$54,662	\$2.75	1%
	9	\$55,755	\$2.80	1%
	10	\$56,870	\$2.86	1%



CAPITAL CONSTRUCTION/PLANNING/REAL ESTATE COMMITTEE MEETING

Hempstead Lincoln Mercury Motors Corp (Cont'd)

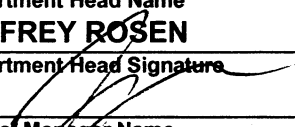
COMMENTS:

In response to a recent request for proposals for a parcel of vacant land at Hempstead, the only proposal received was from the incumbent, Hempstead Lincoln Mercury Motors Corp.

The compensation payment proposed (calculated on a present value basis, using a discount rate of 9%) was \$334,853.94. The compensation offered in the first year of the new agreement is \$50,500, which is an increase of approximately 58% over the current compensation of \$32,000 per annum.

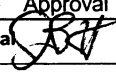

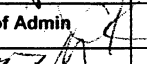
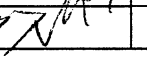
Based on the foregoing, MTA Real Estate requests authorization to enter into a license agreement with Hempstead Lincoln Mercury Motors Corp. on the above-described terms and conditions.

Staff Summary

Subject CONSTRUCTION PERMIT
Department REAL ESTATE
Department Head Name JEFFREY ROSEN
Department Head Signature 
Project Manager Name NEIL MASTROPIETRO

Date JANUARY 25, 2010
Vendor Name
Contract Number
Contract Manager Name
Table of Contents Ref #

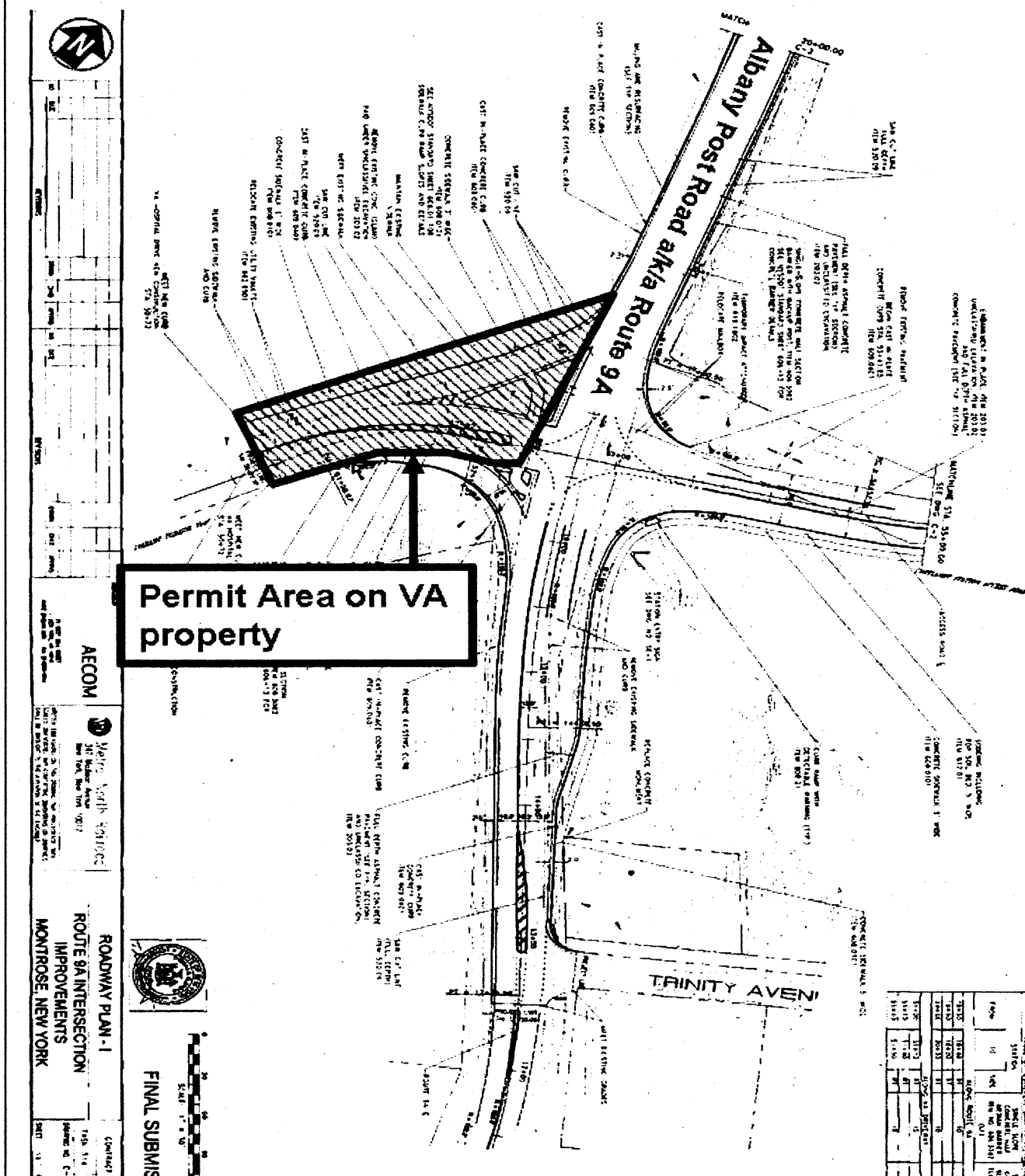
Board Action					
Order	To	Date	Approval	Info	Other
1	CC/P/RE Committee	01/25/10	X		
2	Board	01/27/10	X		

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

Narrative	
AGENCY:	MTA Metro-North Railroad ("Metro-North")
PERMITTOR:	United States Department of Veteran Affairs ("VA")
LOCATION:	2094 Albany Post Road located in the Hamlet of Montrose, Town of Cortlandt, Westchester County, New York
ACTIVITY:	Re-alignment of access road and intersection
ACTION REQUESTED:	Approval of terms
SPACE:	Approximately 20,000 square feet (acres 0.46 acres)
TERM:	Twenty seven (27) months
COMPENSATION:	None
COMMENTS:	
<p>In support of Metro-North's Cortlandt Parking, Intermodal and Access Improvements Project, MTA Real Estate has negotiated terms for a construction permit relating to a portion of the road that provides access to the VA's Montrose facility. Metro-North will be constructing improvements to the intersection on route 9A that provides access to the expanded Cortlandt Station parking facility. The VA's consent is required to use VA's property to reconstruct a portion of the intersection and re-align the intersection of Albany Post Road and the VA's access road (see attached plan).</p> <p>The term of the permit will expire upon the earlier of the completion of the project or twenty seven (27) months from the project's commencement date. The VA has waived payment of compensation and the agreement is in a form approved by MTA Legal.</p> <p>Based on the foregoing, MTA Real Estate requests authorization to accept a construction permit from the VA on the above-described terms and conditions.</p>	

CAPITAL CONSTRUCTION/PLANNING/REAL ESTATE COMMITTEE MEETING
United States Department of Veteran Affairs (Cont'd)

COMMENTS: (Cont'd)



Staff Summary



Metropolitan Transportation Authority

Page 1 of 2

Subject MEMORANDUM OF UNDERSTANDING
Department REAL ESTATE
Department Head Name JEFFREY ROSEN
Department Head Signature
Project Manager Name NEIL MASTROPIETRO

Date JANUARY 25, 2010
Vendor Name
Contract Number
Contract Manager Name
Table of Contents Ref #

Board Action					
Order	To	Date	Approval	Info	Other
1	CC/P/RE Committee	01/25/10	X		
2	Board	01/27/10	X		

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

Narrative

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

OWNER: New York State Department of Health ("NYSDOH")

LOCATION: 2090 Albany Post Road located in the Hamlet of Montrose, Town of Cortlandt, Westchester County, New York

ACTIVITY: Re-alignment of access road and intersection

ACTION REQUESTED: Approval of terms

SPACE: Approximately 5,000 square feet (acres 0.11 acres)

TERM: Approximately twenty seven (27) months

COMPENSATION: None

COMMENTS:

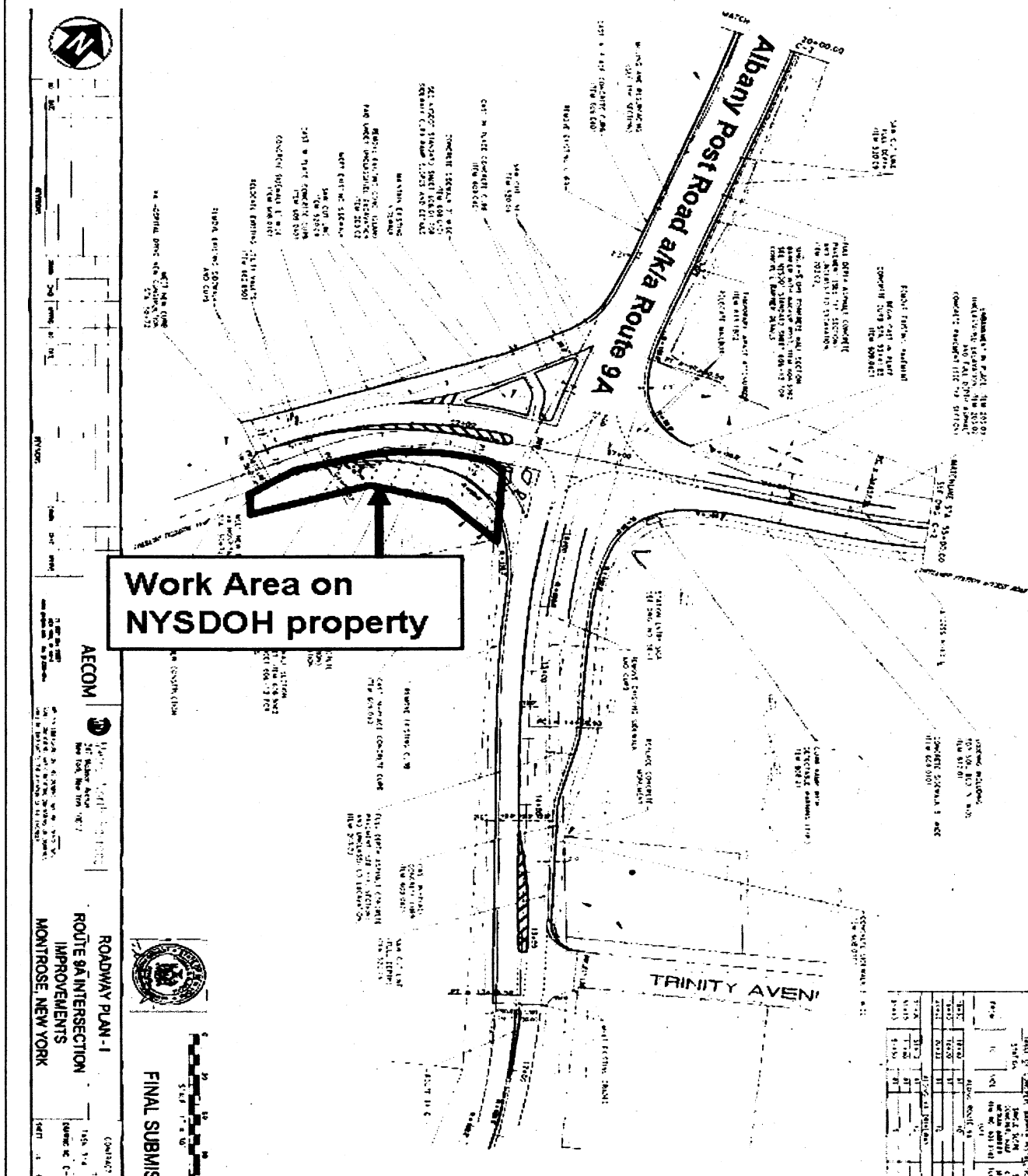
In support of Metro-North's Cortlandt Parking, Intermodal and Access Improvements Project, MTA Real Estate has negotiated terms for a memorandum of understanding with NYSDOH relating to a portion of the road that provides access to NYSDOH's Montrose facility. Metro-North will be constructing improvements to the intersection on route 9A that provides access to the expanded Cortlandt Station parking facility. NYSDOH's consent is required to use NYSDOH's property to reconstruct a portion of the intersection and re-align the intersection of Albany Post Road and NYSDOH's access road (see attached plan).

The term of the agreement will expire upon the earlier of completion of the project or twenty seven (27) months from the project's commencement date. NYSDOH has waived payment of compensation and the agreement is in a form approved by MTA Legal.

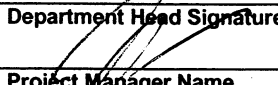
Based on the foregoing, MTA Real Estate requests authorization to enter into a memorandum of understanding with NYSDOH on the above-described terms and conditions.

CAPITAL CONSTRUCTION/PLANNING/REAL ESTATE COMMITTEE MEETING
New York State Department of Health (Cont'd)

COMMENTS: (Cont'd)







Staff Summary

Subject LEASE MODIFICATION
Department REAL ESTATE
Department Head Name JEFFREY B. ROSEN
Department Head Signature 
Project Manager Name MICHAEL DANIELS

Date JANUARY 25, 2010
Vendor Name
Contract Number
Contract Manager Name
Table of Contents Ref #

Board Action					
Order	To	Date	Approval	Info	Other
1	CC/P/RE Committee	1/25/10	X		
2	Board	1/27/10	X		

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

Narrative

AGENCY: MTA Capital Construction Company ("MTA CC")

LESSOR: Rector 469 LLC, Med 469 LLC, 469 TTP LLC

LOCATION: 469 Seventh Avenue, New York, New York

SPACE: Approximately 59,000 rentable square feet ("rsf") of office space comprising the entire 11th, 14th, 15th and 16th floors

ACTION REQUESTED: Approval of terms

EXTENSION TERM: Five years from 1/1/2010 through 12/31/2014

BASE RENT: \$1,800,000.00 per annum / \$30.51 per rsf

BASE RENT ESCALATION: Two percent (2%) per annum commencing on 1/1/2011

TERMINATION RIGHTS: None

TAX ESCALATION: Tenant will be responsible for its proportionate share of the building tax escalation over a new base tax year of July 1, 2009 – June 30, 2010

UTILITIES: Tenant will be responsible for the cost of sub-metered electricity, plus a seven percent (7%) admin/service fee

TENANT IMPROVEMENTS: None

COMMENTS:

MTACC has occupied office space at this location since 1999, initially leasing a multi-floor unit containing approximately 49,611 rsf, and then adding an additional unit containing approximately 9,389 rsf (the balance of the fifteenth floor) in 2000, for a total of approximately 59,000 rsf. The lease term for both units expired on 12/31/2009. The space is occupied by approximately 275 staff and consultants (approximately 214 rsf per person), all of whom work on the MTA's East Side Access ("ESA") project.

CAPITAL CONSTRUCTION/PLANNING/REAL ESTATE COMMITTEE MEETING**Rector 469 LLC, Med 469 LLC, 469 TTP LLC (Cont'd)****COMMENTS: (Cont'd)**

The existing lease (the "Lease") provides for a renewal option with respect to the initial space for the period 1/1/2010 through 12/31/14, at a rent to be established by the parties based on 95% of fair market rent. However, the Lease does not provide for any renewal option with respect to the additional space that was acquired in 2000.

Due to the ongoing nature of the ESA project, MTA CC advised MTA Real Estate ("RED") of a continuing need to house its staff for another five years. There is no other MTA-controlled space available to meet this requirement. Consideration was given to the possibility of relocating; however the space is fully utilized and, based on the disruption and additional costs that would have been incurred (for build-out, furniture, technology, etc), it was determined to be in the MTA's best interests to exercise the renewal option for the initial space and negotiate an extension for the additional space.

A market survey was conducted to determine market rent for office space in the area. Comparables found indicated a range of \$23.67 to \$35.00 per rsf (\$22.49 to \$33.23 at 95%). RED has been able to negotiate a rental rate of \$30.51 per rsf for both the original and additional space.

A lease modification agreement will provide for the extension of the term for the additional space. It will also establish the rental rate for both units and provide for the assignment of the entire leasehold to MTACC, which now handles the ESA project. (The tenant of record on the lease is currently the MTA)

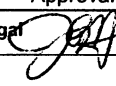
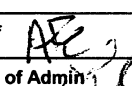
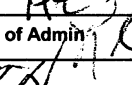
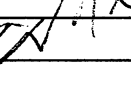
Based on the foregoing, MTA Real Estate requests authorization to enter into a lease modification to extend the term of the Lease on the above-described terms and conditions.

Staff Summary

Subject LEASE AGREEMENT
Department REAL ESTATE
Department Head Name JEFFREY B. ROSEN
Department Head Signature
Project Manager Name ANDREW GREENBERG

Date JANUARY 25, 2010
Vendor Name
Contract Number
Contract Manager Name
Table of Contents Ref #

Board Action					
Order	To	Date	Approval	Info	Other
1	CC/P/RE Committee	1/25/10	X		
2	Board	1/27/10	X		

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

Narrative																	
AGENCY/TENANT:	Metropolitan Transportation Authority ("MTA")																
LANDLORD:	333 West 34 SLG Owner LLC (SL Green, principal)																
LOCATION:	333 West 34 th Street, New York, New York																
ACTIVITY:	Office space for MTA Business Service Center																
ACTION REQUESTED:	Approval of terms																
SPACE:	Approximately 112,940 rentable sq. ft. ("rsf") / 82,700 usable sq. ft. ("usf") of office space comprising part of the 7 th floor and the entire 8 th , 9 th and 10 th floors.																
POSSESSION:	On delivery of the space with Landlord's Work (see below) substantially complete.																
RENT COMMENCEMENT:	Seven months from possession, but no sooner than January 1, 2010.																
TERM:	To commence on possession and expire ten years from Rent Commencement (approximately 10 years, seven months), subject to early termination as described below.																
BASE RENT:	Tenant responsible for Net Rent, payable as follows:																
	<table border="1"> <thead> <tr> <th>Rent Year</th> <th>Gross Base Rent</th> <th>Net Rent*</th> <th>Net Rent per rsf</th> </tr> </thead> <tbody> <tr> <td>1-5</td> <td>\$3,522,598.60</td> <td>\$2,918,369.60</td> <td>\$25.84 per rsf</td> </tr> <tr> <td>6-7</td> <td>\$3,974,358.60</td> <td>\$3,370,129.60</td> <td>\$29.84 per rsf</td> </tr> <tr> <td>8-10</td> <td>\$3,952,900.00</td> <td>\$3,348,671.00</td> <td>\$29.65 per rsf</td> </tr> </tbody> </table>	Rent Year	Gross Base Rent	Net Rent*	Net Rent per rsf	1-5	\$3,522,598.60	\$2,918,369.60	\$25.84 per rsf	6-7	\$3,974,358.60	\$3,370,129.60	\$29.84 per rsf	8-10	\$3,952,900.00	\$3,348,671.00	\$29.65 per rsf
Rent Year	Gross Base Rent	Net Rent*	Net Rent per rsf														
1-5	\$3,522,598.60	\$2,918,369.60	\$25.84 per rsf														
6-7	\$3,974,358.60	\$3,370,129.60	\$29.84 per rsf														
8-10	\$3,952,900.00	\$3,348,671.00	\$29.65 per rsf														
	* Landlord will create a condominium with a separate condominium unit and tax lot coinciding with the space to be leased to MTA. The foregoing Net Rent amounts were derived by subtracting the current taxes (\$ 5.25 per rsf) from the Gross Base Rent. Such amounts will be subject to a one-time adjustment to reflect the City of New York's final assessment for its fiscal year 2010/2011.																
REAL PROPERTY TAXES:	Tenant will not be responsible for any tax payments until the condominium is created, at which point it will become responsible for reimbursing the Landlord for 100% of any taxes attributable to the subject condominium unit. It is anticipated that the MTA will exercise its tax exemption at that time, or as soon thereafter as possible.																

Staff Summary

CAPITAL CONSTRUCTION/PLANNING/REAL ESTATE COMMITTEE MEETING

333 West 34 SLG Owner LLC (Cont'd)

OPERATING EXPENSE ESCALATION:	Tenant to pay its proportionate share of increases in operating expenses over a 2010 base calendar year.
RENEWAL OPTION:	Two 5-year extension terms at 98% of fair market rent (net of real property taxes).
TERMINATION OPTION:	<p>Subject to repayment of the unamortized portion of Landlord's capital costs relating to the transaction, based on a 7-year straight-line amortization with 7% interest, Tenant will have the right to terminate the lease at any time between the 4th and 7th anniversaries of Rent Commencement.</p> <p>If MTA waives its termination option during the first year following Rent Commencement, rent will decrease by \$1.00 per rsf for years 6-10.</p>
UTILITIES:	Tenant will be responsible for the cost of electricity via submeter, at Landlord's actual cost with no mark-up. All other utilities are included in base rent.
SERVICES:	Cleaning, HVAC service, building security and building messenger center will be performed by Landlord and included in base rent. Landlord will provide access to its emergency generator at Tenant's proportionate share of associated actual costs and expenses. Supplemental air-conditioning will be provided at a cost of \$400 per ton per year. If so requested, Landlord will provide future alterations and improvements at Tenant's cost, plus a 7% construction management fee.
MAINTENANCE & REPAIR:	Maintenance and repair of building common areas, common building systems and all structural components of the building will be performed by Landlord and included in base rent. Tenant will be responsible for all non-structural repairs within the leased space.
LANDLORD'S WORK:	Landlord will at its own cost, provide a turn-key initial space build-out (valued at approximately \$45.00 per rsf) based on Tenant's preliminary plans and specifications
ALLOWANCES & CREDITS:	<p>Cushman and Wakefield has agreed to forego 50% of a standard brokerage commission, and the resulting savings to Landlord (approximately \$430,000) will be put back into the deal in the form of credits for free rent, technology or future sundry building charges.</p> <p>Landlord will provide an allowance of up to \$1,000,000 to be used by Tenant if required for technology expenses, with re-payment to be amortized over seven years with 5% interest factor.</p>
SECURITY DEPOSIT:	None

COMMENTS:

The MTA Business Services Center ("BSC"), was created in March 2009 to consolidate and redesign key back-office functions and processes employing a common Enterprise Resource Planning (PeopleSoft) technology platform. Using a "shared services" model, the BSC and its agency partners will streamline and co-locate transactional functions in the areas of Finance, Human Resources and Information Technology (insofar as PeopleSoft is concerned), thereby eliminating redundancies across agencies and maximizing opportunities for greater efficiencies, improved quality and cost savings estimated at approximately \$25 million annually.

BSC's "Phase 1" staff (six people involved in preliminary planning efforts) was accommodated by means of a sublease covering approximately 3,718 rsf of office space on part of the 16th floor of 420 Lexington Avenue. That space is no longer used for BSC-related purposes. BSC's "Phase II" staff (approximately 230 people, engaged in the implementation of the PeopleSoft ERP system and creation of the BSC) was accommodated pursuant to a lease of approximately 54,970 rsf at 3 World Financial Center, the term of which will expire on December 31, 2010. The cost of this lease to the MTA with respect to the 2010 calendar year will be approximately \$2,123,500 (\$38.65 per rsf). BSC submitted to MTA Real Estate a request for leased space of approximately 80,000 usf/100,000-130,000 rsf to house its anticipated "Phase III" personnel (approximately 450 people, to be engaged in actual BSC operations), to be delivered on or before July 1, 2010 so as to allow for technology installation, testing and training in time for deployment on January 1, 2011. (An additional 50 BSC staffers are expected to be accommodated in space currently occupied by NYCT at 2 Broadway).

CAPITAL CONSTRUCTION/PLANNING/REAL ESTATE COMMITTEE MEETING**333 West 34 SLG Owner LLC (Cont'd)****COMMENT: (Cont'd)**

Based in part on its agreement to work for 50% of a full standard commission, Cushman and Wakefield was selected to act as the MTA's exclusive broker for BSC's Phase III requirement. Cushman and Wakefield conducted market surveys in geographic areas that were deemed most appropriate to meet BSC's budget and operational needs (Downtown Brooklyn, Lower Manhattan and LIC, Queens).

To accommodate BSC's short time frame for possession, search criteria included an open space layout containing an existing fit-out that could largely be re-used by the BSC, thereby avoiding the cost and time required for extensive alterations and/or furniture procurements.

Site visits were initially conducted at thirteen locations. Initial evaluations based on operational needs, cost and space configurations yielded a short list consisting of the following five buildings: (1) 4 Metrotech; (2) 7 Hanover Square; (3) 333 West 34th Street; (4) 1 World Financial Center; and (5) 3 World Financial Center (current location with additional space). Proposals were solicited and received from the owners of all five. Subsequent, more detailed analysis shortened the list to three, in order of preference, with further negotiations focusing on the top two alternatives.


Of the aforementioned prospective landlords, only the owner of 333 West 34th Street indicated that it was able and willing to create a separate condominium unit to lease to the MTA. By occupying an entire tax lot, the MTA can take advantage of its tax exempt status and thereby significantly lower its occupancy costs. All costs of creating the condominium are to be included in the base rent.

While the proposed lease would allow BSC to remain at 333 West 34th Street for up to 20 years, termination rights would allow the MTA to relocate BSC as soon as four years from now.

An environmental assessment of the proposed lease and establishment of the BSC's operations at 333 W. 34th Street has been conducted, and it was determined that there would be no significant adverse impacts by this action.

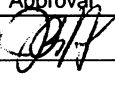


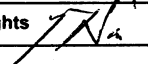
Based on the foregoing, MTA Real Estate requests authorization to enter into a lease agreement on the above-described terms and conditions.

Staff Summary

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

Date JANUARY 25, 2010
Vendor Name
Contract Number
Contract Manager Name
Table of Contents Ref #

Board Action					
Order	To	Date	Approval	Info	Other
1	CC/P/RE Committee	1/25/10	X		
2	Board	1/27/10	X		

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

Narrative

AGENCY: Metropolitan Transportation Authority ("MTA")

LICENSEE: Rosen's Café, LLC ("Rosen's")

LOCATION: 2 Broadway, New York, New York

ACTIVITY: Retail sale of breakfast, lunch, snack foods and assorted beverages to the tenants at 2 Broadway

ACTION: Approval of terms

REQUESTED:

TERM: Ten years

SPACE: Approximately 676 square feet of retail space located in the rear lobby of 2 Broadway, New York, NY

COMPENSATION:

Year	Annual	PSF	Breakpoint	% Increase
1	\$100,000.00	\$153.85	\$1,000,000.00	
2	\$105,000.00	\$161.54	\$1,050,000.00	5%
3	\$110,250.00	\$169.62	\$1,102,500.00	5%
4	\$115,762.00	\$178.10	\$1,157,620.00	5%
5	\$121,550.00	\$187.00	\$1,215,500.00	5%
6	\$127,628.00	\$196.35	\$1,276,280.00	5%
7	\$134,010.00	\$206.17	\$1,340,100.00	5%
8	\$140,710.00	\$216.48	\$1,407,100.00	5%
9	\$147,745.00	\$227.30	\$1,477,450.00	5%
10	\$155,132.00	\$238.66	\$1,551,320.00	5%

Plus 10% of gross sales over breakpoint

COMMENTS:

In response to a recent request for proposals with request to the subject space, two proposals were received. Both proposals were considered to be responsive.

The proposed compensation was evaluated on a present value basis, using a discount rate of 9%. Rosen's has proposed minimum annual compensation of \$779,842.03, plus 10% of gross sales over a natural breakpoint. Shibly

CAPITAL CONSTRUCTION/PLANNING/REAL ESTATE COMMITTEE MEETING

License Agreement – Rosen's Café, LLC (Cont'd)

COMMENTS: (Cont'd)

Inc. d/b/a Dunkin' Donuts proposed minimum annual compensation of \$290,101.68, plus 10% of gross sales over a breakpoint of \$750,000 that would increase by less than 1% annually.

As the space is raw, both proposers included specifications for a full build-out. Rosen's has proposed improvements that would include a full exhaust system and an air scrubber to support a broiler, grill and fryer for full on-site cooking. Shibly Inc proposed improvements that would not allow for full on-site cooking. Rather, Shibly proposed only a range of breakfast and lunch sandwiches that would be warmed within the concession area. Thus, the Rosen's proposal was judged superior with respect to customer service, as well as with respect to proposed compensation.

RED also gave consideration to the business experience and creditworthiness of the proposers. Rosen's has successfully operated a similar concession in the lobby of 347 Madison Avenue. In addition, the proprietor of Rosen's, who will personally guarantee performance of the obligations of the Licensee, operates retail food concessions at several other locations, including Penn Station, One Penn Plaza, the Port Authority Bus Terminal, Newark International Airport and the Newport Centre Mall in New Jersey.

Based on the foregoing, MTA Real Estate requests authorization to enter into a license agreement with Rosen's on the above-described terms and conditions.