



Metropolitan Transportation Authority

# June 2011

**MTA Board Action Items**



**MEETING AGENDA**  
**METROPOLITAN TRANSPORTATION AUTHORITY BOARD**  
**June 29, 2011 9:30 a.m.**  
 347 Madison Avenue  
 Fifth Floor Board Room  
 New York, NY

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| <b>AGENDA ITEMS</b>  | <b><u>Page</u></b> |
|--|--------------------|
| <b>1. PUBLIC COMMENTS PERIOD</b>   |                    |
| <b>2. APPROVAL OF MINUTES</b>  |                    |
| MTA Regular Board Meeting of May 25, 2011                                  | 1                  |
| NYCT/MaBSTOA/SIR/Bus Company Regular Board Meeting of May 25, 2011         | 5                  |
| MTA Metro-North Railroad Regular Board Meeting of May 25, 2011             | 9                  |
| MTA Long Island Rail Road Regular Board Meeting of May 25, 2011            | 12                 |
| Triborough Bridge & Tunnel Authority Regular Board Meeting of May 25, 2011 | 15                 |
| MTA Capital Construction Regular Board Meeting of May 25, 2011             | 19                 |
| <b>3. COMMITTEE ON FINANCE</b>   |                    |
| Action Item(s)   |                    |
| SWAP Novation (Dedicated Tax Fund Bond 2008A)                              | 21                 |
| Transportation Revenue Bonds 2011A   | 23                 |
| 2011 State Public Works Enforcement Fund (PWEF) Assessment                 | 36                 |
| MTA HQ Procurements  | 37                 |
| Non-Competitive ( <i>no items</i> )  | --                 |
| Competitive  | 38                 |
| Ratifications ( <i>no items</i> )  | --                 |
| Real Estate Items  | 39                 |
| <b>4. COMMITTEE ON TRANSIT OPERATIONS</b>                                  |                    |
| Action Item(s)   |                    |
| Construction Services for 301-303 E. 83 <sup>rd</sup> Street               | 47                 |
| Transit Adjudication Bureau (TAB) Hearing Officers                         | 49                 |
| Procurements   | 52                 |
| Non-Competitive ( <i>no items</i> )  | --                 |
| Competitive  | 56                 |
| Ratifications  | 58                 |
| <b>5. COMMITTEE ON BUS OPERATIONS (<i>no items</i>)</b>                    | --                 |
| <b>6. METRO-NORTH RAILROAD &amp; LIRR COMMITTEES</b>                       |                    |
| Action Item(s)   |                    |
| Public Hearing to Set Fares for Fairfield Metro-Center Station             | 64                 |
| Procurements   | 65                 |
| Non-Competitive  | 69                 |
| Competitive  | 70                 |
| Ratifications  | 80                 |

|  |    |
|--|----|
| <b>7. COMMITTEE ON MTA BRIDGES &amp; TUNNELS OPERATIONS</b>                  |    |
| Procurements   | 82 |
| Non-competitive ( <i>no items</i> )  | -- |
| Competitive  | 85 |
| Ratifications ( <i>no items</i> )  | -- |
| <b>8. OTHER MTA BUSINESS</b>   |    |
| Action Item  |    |
| MTA'S 2012-2014 DBE Goal   | 88 |
| <b>9. FIRST MUTUAL TRANSPORTATION ASSURANCE CO (FMTAC) (<i>no items</i>)</b> |    |

Date of next MTA Board meeting: Wednesday, July 27, 2011 at 9:30 a.m.

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

**Wednesday, May 25, 2011  
9:30 a.m.**

**The following members were present:**

**Hon. Jay H. Walder, Chairman & CEO  
Hon. Andrew M. Saul, Vice Chairman  
Hon. Robert C. Bickford  
Hon. James F. Blair  
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. Nancy Shevell**

**The following members were absent:**

**Hon. John H. Banks, III  
Hon. Patrick J. Foye  
Hon. Charles G. Moerdler  
Hon. James L. Sedore, Jr.  
Hon. Vincent Tessitore, Jr.  
Hon. Carl V. Wortendyke**

Diana Jones Ritter, MTA Managing Director, Fredericka Cuenca, Chief of Staff, James B. Henly, MTA General Counsel, Board Member Andrew Albert, Board Member Norman Brown, Board Member Ira Greenberg, Thomas Prendergast, President of NYCTA, Helena E. Williams, President of Long Island Railroad, Howard Permut, President of Metro-North Rail Road, James Ferrara, President of TBTA, Darryl Irick, President, MTA Bus Operations, Michael Horodniceanu, President of MTA Capital Construction, and Hilary Ring, Director, MTA Government 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 (LI Bus), and the First Mutual Transportation Assurance Company. Refer to the other agencies' minutes of this date for items on the agendas of the Boards of the other agencies.

Chairman Walder called the meeting to order.

1. **PUBLIC SPEAKERS.** There were no speakers addressing items on the MTA agenda. Refer to the other agencies' minutes of this date for the list of speakers.
2. **MINUTES.** Upon motion duly made and seconded, the Board approved the minutes of regular Board meeting held on April 27, 2011.
3. **CHAIRMAN'S REMARKS.**

Chairman Walder announced that MTA had launched a new improved website, which went live on Tuesday, May 24, 2011. The Chairman expressed the importance of providing MTA customers with real-time information that is easily accessible, and noted that the mta.info website has been the most important piece in improving how the MTA communicates.

Chairman Walder introduced Paul Fleuranges, who oversees the website in his role as Senior Director of Corporate and Internal Communications, who gave a brief presentation on the new features to meet the growing expectations of the riders.

Refer to the video recording of the May 25, 2011 meeting for the details of Mr. Fleuranges' presentation.

4. **COMMITTEE ON FINANCE.**
  - A. **Action Item.** Upon motion duly made and seconded, the Board approved the following action item, described in further detail in the attached staff summary.
    1. **2010 – 2011 Station Maintenance Billing.** Approved the issuance of the station maintenance billing to New York City and the counties for the period April 1, 2010 to March 31, 2011.
  - B. **Procurement Item.** Upon motion duly made and seconded, the Board approved the following procurement item. The specifics are set forth in the attached staff summary.
    1. **MedPricer, LLC - E-Procurement Pilot Program – No. 11085-0100.** Approved a resolution: (i) declaring it is in the public interest for the MTA to undertake a

four-month e-procurement pilot program that will test the effectiveness, practicability and feasibility of MTA agencies' use of e-procurement to award contracts for supplies, materials and equipment, miscellaneous procurements and/or personal and miscellaneous services using the competitive request for proposals process ("RFP"); (ii) authorizing the solicitation of competitive e-procurement responses to the RFP for contracts selected for inclusion in the pilot and waiving the requirements of the All-Agency Procurement Guidelines and the All-Agency Guidelines for the Procurement of Services to the extent necessary to implement the e-procurement pilot program; and (iii) authorizing a contract with MedPricer, LLC to provide e-procurement-related services for the e-procurement pilot program.

- C. **Real Estate Items.** 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.

**New York City Transit Authority**

1. Lease agreement with Famiglia-DeBartolo, LLC d/b/a Famous Famiglia for the retail sale of food and beverages located at 74 Street-Broadway/Roosevelt Avenue, Jackson Heights Station (Space A1: at the intersection of 75 Street and Roosevelt Avenue), Flushing and Queens Boulevard Lines, Elmhurst, NY.

**Triborough Bridge and Tunnel Authority**

2. Agreement with Governors Island Corporation d/b/a The Trust for Governors Island granting reciprocal easements with respect to Brooklyn Battery Tunnel and its ventilation building (the "Ventilation Building") and footbridge connecting Ventilation Building to Governors Island.

**Long Island Rail Road**

3. Sale of property to Forman St. Realty Corp., located at Forman Street (District 100, Section 215, Block 2, Part of Lot 73 and Lot 84), Town of Babylon, Suffolk County, N.Y.
4. Second amendment to a license agreement with Long Island City Roots, Inc. for expansion of a community garden and NYC firefighter memorial located at the LIRR's Degnon Terminal siding in Long Island City (Queens Block 115, p/o Lot 68), N.Y.
5. Amendment of a lease agreement with Town of Oyster Bay for a farmer's market in the Parking Lot at the LIRR Hicksville Station (north side of the right-of-way, east of Jerusalem Avenue), Hicksville, N.Y.

5. **OTHER MTA BUSINESS.** Upon motion duly made and seconded, the Board approved the following item. The specifics are set forth in the attached staff summary and documentation.
  1. Amendment of Committee Charters. Approved amendments to the Committee Charters to reflect the creation of a committee dedicated to the oversight of security matters and the increased focus on safety at each of the operating committees.
6. **FIRST MUTUAL TRANSPORTATION ASSURANCE COMPANY (FMTAC).** This meeting served as FMTAC's thirteenth annual Board meeting.
7. **EXECUTIVE SESSION.** Upon motion duly made and seconded, the Board convened an executive session to discuss matter relating to collective negotiations.
8. **ADJOURNMENT.**

Upon motion duly made and seconded, the Board voted to adjourn the meeting at 10:37 a.m.

Respectively submitted,

Victoria Clement  
Assistant Secretary

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

**Wednesday, May 25, 2011  
9:30 a.m.**

**The following members were present:**

**Hon. Jay H. Walder, Chairman & CEO  
Hon. Andrew M. Saul, Vice Chairman  
Hon. Robert C. Bickford  
Hon. James F. Blair  
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. Nancy Shevell**

**The following members were absent:**

**Hon. John H. Banks, III  
Hon. Patrick J. Foye  
Hon. Charles G. Moerdler  
Hon. James L. Sedore, Jr.  
Hon. Vincent Tessitore, Jr.  
Hon. Carl V. Wortendyke**

Diana Jones Ritter, MTA Managing Director, Fredericka Cuenca, Chief of Staff, James B. Henly, MTA General Counsel, Board Member Andrew Albert, Board Member Norman Brown, Board Member Ira Greenberg, Thomas Prendergast, President of NYCTA, Helena E. Williams, President of Long Island Rail Road, Howard Permut, President of Metro-North Rail Road, James Ferrara, President of TBTA, Darryl Irick, President, MTA Bus Operations, Michael Horodniceanu, President of MTA Capital Construction, and Hilary Ring, Director, MTA Government Affairs also attended the meeting.

1. **CHAIRMAN JAY WALDER CALLED THE MEETING TO ORDER**

2. **PUBLIC COMMENT PERIOD**

Two public speakers addressed NYC Transit/MTA Bus issues.

Murray Bodin discussed events which took place at a Port Authority of New York and New Jersey meeting he attended, and commented on the existence of holdover members on the Board.

Matthew Shotkin discussed an article printed in AM New York concerning delayed subway service.

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 April 27, 2011.

4. **CHAIRMAN JAY WALDER'S COMMENTS**

Details of Chairman Walder's comments 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. **PRESENTATION ON RECENT CHANGES TO THE MTA WEBSITE**

Paul Fleuranges, Senior Director of MTA Corporate and Internal Communications, discussed the recent changes to the MTA website, [www.mta.info](http://www.mta.info), and introduced several of the new features provided. Details of this item 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.

6. **COMMITTEE ON FINANCE**

**Real Estate Action Item(s):**

Upon motion duly made and seconded, the Board voted to authorize a lease agreement with Famiglia-DeBartolo, LLC for the operation of a pizzeria at street level at 74<sup>th</sup> Street-Broadway/Roosevelt Avenue Station, Flushing & Queens Boulevard Lines, Elmhurst, New York. Details of the above item 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.

**7. COMMITTEE ON TRANSIT OPERATIONS**  
**NYC Transit**

**Action Item(s)**

**Station Entrance Closure:** Upon motion duly made and seconded, the Board approved the permanent closure of a lightly used station entrance at the Briarwood/Van Wyck Boulevard substation on the E and F lines in Queens. This action is necessitated by the fact that the New York State Department of Transportation (NYSDOT) is rebuilding a section of the Van Wyck Expressway. All work will be performed by NYSDOT; NYC Transit will assume responsibility for the subway entrances after completion of the work. Details of the above item 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.

**S311 Tunnel Constructors:** Upon motion duly made and seconded, the Board authorized MTA Capital Construction Company to finalize a settlement agreement for Contract C-26503, Construction of Running Tunnels and Station Structures for the #7 Line Extension, to S311 Tunnel Constructors, JV. Details of the above item 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.

**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). 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 a majority vote (Schedule 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 approved the ratifications 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.

**8. OTHER BUSINESS**

**Committee Charter Amendments:** Upon motion duly made and seconded, the Board approved amendments to the noted Committee Charters, to reflect the creation of a committee dedicated to oversight of security matters and the increased focus on safety at the operating committees. 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.

9. **EXECUTIVE SESSION**

Upon motion duly made and seconded, the Board voted to convene an executive session to consider collective bargaining matters.

10. **ADJOURMENT**

Upon motion duly made and seconded, the Board voted to resume public session whereupon, upon motion duly made and second, the meeting was adjourned at 10:37 a.m.

Respectfully submitted,



Marjell Tanne  
Assistant Secretary

Minutes of the Regular Meeting  
Metro-North Commuter Railroad Company  
Wednesday, May 25, 2011  
9:30 a.m.

The following members were present:

Hon. Jay H. Walder, Chairman & CEO  
Hon. Andrew M. Saul, Vice Chairman  
Hon. Robert C. Bickford  
Hon. James F. Blair  
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. Nancy Shevell

The following members were absent:

Hon. John H. Banks, III  
Hon. Patrick J. Foye  
Hon. Charles G. Moerdler  
Hon. James L. Sedore, Jr.  
Hon. Vincent Tessitore, Jr.  
Hon. Carl V. Wortendyke

Diana Jones Ritter, MTA Managing Director, Fredericka Cuenca, Chief of Staff, James B. Henly, MTA General Counsel, Board Member Andrew Albert, Board Member Norman Brown, Board Member Ira Greenberg, Thomas Prendergast, President of NYCTA, Helena E. Williams, President of Long Island Railroad, Howard Permut, President of Metro-North Rail Road, James Ferrara, President of TBTA, Darryl Irick, President, MTA Bus Operations, Michael Horodniceanu, President of MTA Capital Construction, and Hilary Ring, Director, MTA Government Affairs also attended the meeting.

1. Public Comment:

There were two public speakers. None of the speakers discussed items specific to Metro-North.

2. Approval of Minutes – Upon motion duly made and seconded, the minutes of the Regular Board Meeting of April 27, 2011 were unanimously approved.

3. Chairman's Comments: The Chairman discussed recent changes to the Metropolitan Transportation Authority website. The details of Chairman Walder's comments and

the comments of Board Members are contained in the minutes of the meeting of the Board of the Metropolitan Transportation Authority held this day.

4. Committee on Finance

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

Action Item:

- 2010-2011 Station Maintenance Billing.

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

5. Committee on Metro-North Railroad and Long Island Rail Road Operations:

MTA Metro-North Railroad Procurements:

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

Personal Service Contracts

- The Cecil Group – Conceptual Transit-Oriented Development Plan.

Upon motion duly made and seconded, the Board approved the following ratification of completed procurement action requiring majority vote by the Board.

Ratification of Completed Procurement Actions

- Atlantic Detroit Diesel Allison (ADDA) – Unit-Exchange (UTEX) of a right and left side turbocharger assembly for a diesel locomotive.

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

6. Other Matters:

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

Action Item:

- Amendment of Committee Charters – Amendment to committee charters to reflect the creation of a committee dedicated to oversight of security matters with the operating committees increasing their focus on safety at their respective meetings.

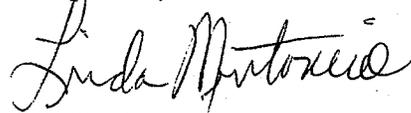
A staff summary and the charter for the Committee on Operations of the Metro-North Commuter Railroad are filed with the records of this meeting.

7. Executive Session:

Upon motion duly made and seconded, the Board unanimously voted to convene in Executive Session to discuss an issue related to collective bargaining. Upon motion duly made and seconded, the Board unanimously voted to re-convene in Public Session.

8. Upon motion duly made and seconded, the Board unanimously voted to adjourn the meeting at 10:37 a.m.

Respectfully submitted,



Linda Montanino  
Assistant Secretary

May 2011 Board Minutes  
Legal/Corporate

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

**Meeting Held At  
347 Madison Avenue  
New York, NY 10017**

**Wednesday, May 25, 2011  
9:30 a.m.**

The following members were present:

Hon. Jay H. Walder, Chairman & CEO  
Hon. Andrew M. Saul, Vice Chairman  
Hon. Robert C. Bickford  
Hon. James F. Blair  
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. Nancy Shevell

The following members were absent:

Hon. John H. Banks, III  
Hon. Patrick J. Foye  
Hon. Charles Moerdler  
Hon. James L. Sedore, Jr.  
Hon. Vincent Tessitore, Jr.  
Hon. Carl V. Wortendyke

Diana Jones Ritter, MTA Managing Director, Fredericka Cuenca, Chief of Staff, James B. Henly, MTA General Counsel, Board Member Andrew Albert, Board Member Norman Brown, Board Member Ira Greenberg, Thomas Prendergast, President of NYCTA, Helena E. Williams, President of Long Island Rail Road, Howard Permut, President of Metro-North Railroad, James Ferrara, President of TBTA, Darryl Irick, President, MTA Bus Operations, Michael Horodniceanu, President of MTA Capital Construction, and Hilary Ring, Director, MTA Government 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 SPEAKERS**

There were two public speakers, neither of whom addressed issues specific to the Long Island Rail Road.

**2. APPROVAL OF MINUTES**

Upon motion duly made and seconded, the Board unanimously approved the minutes of the Board meeting held on April 27, 2011.

**3. CHAIRMAN'S REMARKS**

Chairman Walder discussed changes and updates to the MTA's website. Paul Fleuranges, MTA Senior Director of Corporate and Internal Communications, delivered a presentation for the Board highlighting the new features of the updated website. Chairman Walder stated that MTA was setting a standard in terms of the information that it was providing its customers. Refer to the minutes of the Metropolitan Transportation Authority for comments and questions from other Board members regarding the new website.

**4. COMMITTEE ON FINANCE**

Upon motion duly made and seconded, the Board approved a request to issue the station maintenance billing to New York City and the counties for the period April 1, 2010 to March 31, 2011.

In addition, the Board approved the following real estate action items:

- Sale of LIRR property located at District 100, Section 215, Block 2, Parts of lots 73 and 84, Town of Babylon, Suffolk County, New York, to Forman St. Realty Corp.
- Second Amendment of License Agreement with Long Island City Roots, Inc., for expansion of a community garden and NYC Firefighter Memorial located at the intersection of 47<sup>th</sup> Avenue and 30<sup>th</sup> Street in Long Island City, New York
- Amendment of Lease Agreement with the Town of Oyster Bay for use of a portion of an existing parking lot for the short term occupancy of a farmers market, between Jerusalem Avenue and Broadway, at the Hicksville Station, Hicksville, New York

Details of the above items are on file with the records of this meeting.

**5. LONG ISLAND COMMITTEE**

Prior to the Long Island Committee presentation, Chairman Walder updated the Board regarding the May 8 Amtrak derailment in one of the East River Tunnels. He noted that the Amtrak derailment had caused a week of delays for LIRR commuters, and that the May 8 incident was one in a series of incidents. He noted his concern about safety in the tunnels and said that he was particularly concerned about water in the tunnels. He stated that he had reached out to Amtrak Chairman and Chief Executive Officer Joseph Boardman and said that Amtrak had responded quickly and had identified the appropriate next steps. He observed that the tunnels were difficult to work in and that work in the tunnels will affect service, but he stated that Amtrak was on the right path. He said that the tunnels were Amtrak's tunnels, but that MTA would work closely with Amtrak to make sure that the work gets done. Board Member Pally thanked Chairman Walder for his attention to this issue, and agreed that MTA needs to monitor the implementation of the Amtrak work plan.

There were no Long Island Rail Road procurements recommended to the Board for approval this month.

**6. ACTION ITEM**

Chairman Walder presented an action item to amend the committee charters to reflect the creation of a committee dedicated to oversight of security matters and the increased focus on safety at the operating committees. Upon motion duly made and seconded, this action item was approved. Details of this item are on file with the records of this meeting.

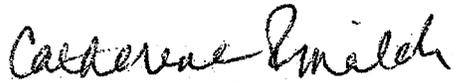
**7. EXECUTIVE SESSION**

Upon motion duly made and seconded, the Board unanimously voted to convene in Executive Session to discuss an issue related to collective bargaining. Upon motion duly made and seconded, the Board unanimously voted to re-convene in Public Session.

**8. ADJOURNMENT**

Upon motion duly made and seconded, the Board unanimously voted to adjourn the meeting. The meeting was adjourned at 10:37 AM.

Respectfully submitted,



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Catherine A. Rinaldi  
Secretary

**Minutes of the Regular Meeting  
Triborough Bridge and Tunnel Authority  
May 25, 2011**

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. Robert C. Bickford  
Hon. James F. Blair  
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. Nancy Shevell

Not Present:

Hon. John H. Banks, III  
Hon. Patrick J. Foye  
Hon. Charles G. Moerdler  
Hon. James E. Sedore, Jr.  
Hon. Vincent Tessitore, Jr.  
Hon. Carl V. Wortendyke

Diana Jones Ritter, MTA Managing Director; Fredericka Cuenca, Chief of Staff;  
James B. Henly, General Counsel, MTA; Board Member Andrew Albert; Board Member  
Norman Brown; Board Member Ira Greenberg; James Ferrara, President, MTA Bridges and  
Tunnels; Michael F. Horodniceanu, President MTA Capital Construction Company; Darryl Irick,  
President MTA Bus Operations; Howard Permut, President, Metro-North Commuter Railroad;

Thomas Prendergast, President, New York City Transit; Helena E. Williams, President, Long Island Rail Road; and Hilary Ring, Director, MTA Government 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 Speakers**

There were two public speakers. Mr. Murray Bodin, Concerned Grandparents, stated that he has been unable to arrange a meeting with Triborough Bridge and Tunnel personnel to discuss toll lanes and striping. The second speaker did not specifically comment 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 April 27, 2011**

Upon a motion duly made and seconded, the minutes of the Meeting held April 27, 2011 were unanimously approved.

**3. Chairman's Opening Remarks**

Chairman Walder introduced the new MTA website. Mr. Paul Fleuranges, Sr. Director Corporate and Internal Communications-MTA, gave a presentation on the MTA website and stated that it was easier to navigate and discussed its enhanced features. The details of Mr. Walder's comments and Mr. Fleuranges presentation are contained in the minutes of the meeting of the Board of the Metropolitan Transportation Authority.

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

**Procurements**

Commissioner Lebow stated there are no non-competitive procurements or ratifications this month. He stated that there are four competitive procurements totaling \$3.158 million.

**Competitive Procurements**

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

**Personal Service Contracts**

|                       |  |                |
|-----------------------|--|----------------|
| B&H Engineering, P.C. | Contract No. PSC-10-2881D<br>Provide biennial bridge inspection and design of miscellaneous structural repairs at the Henry Hudson and Queens Midtown Tunnel Approach Bridges. | \$1,105,927.00 |
|-----------------------|--|----------------|

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

|                   |  |                |
|-------------------|--|----------------|
| PB Americas, Inc. | Contract No. PSC-00-2570<br>Additional design and design services during construction for Contract BB-28/BB-81, Rehabilitation of Tunnels Walls, Roadway and Drainage/Rebuild Tunnel Water System at the Brooklyn Battery Tunnel | \$1,377,863.00 |
|-------------------|--|----------------|

**Modifications to Purchase & Public Works Contracts**

|                        |   |              |
|------------------------|---|--------------|
| Conti of New York, LLC | Contract No. BW-89<br>Additional funding to perform as-needed deck and roadway repairs under Contract BW-89, Replacement of the Bronx Approach and Miscellaneous Repairs to the Queens Approach at the Bronx-Whitestone Bridge. | \$400,000.00 |
|------------------------|---|--------------|

**Modifications to Miscellaneous Procurement Contracts**

|                 |  |              |
|-----------------|--|--------------|
| E-Transit, Inc. | Contract No. 02-TD-2636<br>Exercise the second two-year option for maintenance of the Video Surveillance System at all B&T facilities. | \$274,093.08 |
|-----------------|--|--------------|

**5. Other Business**

**Amendment of Committee Charters**

Upon a motion duly made and seconded, the Board approved amendments to the committee charters to reflect the creation of a committee dedicated to oversight of security matters and the increased focus on safety at operating committees.

The staff summary and the amended charter for the Committee on Operations of the Triborough Bridge and Tunnel Authority are filed with the records of this meeting.

6. **Executive Session**

Upon a motion duly made and seconded, the Board unanimously voted to convene in Executive Session to discuss a matter related to collective bargaining.

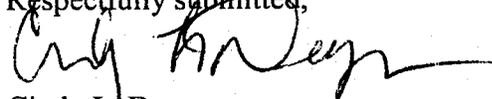
7. **Public Session**

Upon a motion duly made and seconded, the Board unanimously voted to reconvene in Public Session.

8. **Adjournment**

Upon a motion duly made and seconded, the Board unanimously voted to adjourn the meeting at 10:37 a.m.

Respectfully submitted,



Cindy L. Dugan  
Assistant Secretary

Regular Board Meeting  
MTA Capital Construction Company  
347 Madison Avenue  
New York, NY 10017

Wednesday, May 25, 2011  
9:30 a.m.

**The following members were present:**

**Hon. Jay H. Walder, Chairman & CEO**  
**Hon. Andrew M. Saul, Vice Chairman**  
**Hon. Robert C. Bickford**  
**Hon. James F. Blair**  
**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. Nancy Shevell**

**The following members were absent:**

**Hon. John H. Banks, III**  
**Hon. Patrick J. Foye**  
**Hon. Charles G. Moerdler**  
**Hon. James L. Sedore, Jr.**  
**Hon. Vincent Tessitore, Jr.**  
**Hon. Carl V. Wortendyke**

Diana Jones Ritter, MTA Managing Director, Fredericka Cuenca, Chief of Staff, James B. Henly, MTA General Counsel, Board Member Andrew Albert, Board Member Norman Brown, Board Member Ira Greenberg, Thomas Prendergast, President of NYCTA, Helena E. Williams, President of Long Island Railroad, Howard Permut, President of Metro-North Rail Road, James Ferrara, President of TBTA, Darryl Irick, President, MTA Bus Operations, Michael Horodniceanu, President of MTA Capital Construction, and Hilary Ring, Director, MTA Government 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.

**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 April 27, 2011.

**MTA Capital Construction Action Items**

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

- Authorization for a settlement agreement for Contract C-26503, Construction of Running Tunnels & Station Structures for the #7 Line Extension, with S3 II Tunnel Constructors, JV

**MTA Capital Construction Procurements**

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

- Award of Contract C-11473 to Henry Brothers Electronics (HBE), Inc. for Integrated Electronic Security System work
- A ratification of the modifications to the contract with E.E. Cruz and Tully Construction Company, JV, LLC for Second Avenue Subway work
- A ratification of the modification to the contract with S3 Tunnel Constructors, JV for Second Avenue Subway work
- Modification of the East Side Access contract for design and general engineering services with PB Americas/STV, Inc./Parsons Transportation Group – Joint Venture
- A modification of the East Side Access contract CH053 with Perini Corporation
- A modification of the East Side Access contract CM009 with Dragados/Judlau, JV transferring scope from future contract CS078
- A modification of the East Side Access contract CM019 with Dragados/Judlau, JV transferring scope from future contract CS078

**Adjournment**

Upon motion duly made and seconded, the MTA Board voted to adjourn the public meeting at 10:37 a.m.

Respectfully submitted,

Patrick Killackey  
Secretary

# Staff Summary

|   |
|---|
| <b>Subject</b><br>Swap Novation (Dedicated Tax Fund Bond 2008A)                   |
| <b>Department</b><br>Finance  |
| <b>Department Head Name</b><br>Robert E. Foran, Chief Financial Officer <i>RF</i> |
| <b>Department Head Signature</b>  |
| <b>Project Manager Name</b><br>Patrick J. McCoy, Director of Finance <i>PJM</i>   |

|                                |
|--------------------------------|
| <b>Date</b><br>June 29, 2011   |
| <b>Vendor Name</b>             |
| <b>Contract Number</b>         |
| <b>Contract Manager Name</b>   |
| <b>Table of Contents Ref #</b> |

| Board Action |               |      |          |      |       |
|--------------|---------------|------|----------|------|-------|
| Order        | To            | Date | Approval | Info | Other |
| 1            | Finance Comm. | 6/27 | X        |      |       |
| 2            | Board         | 6/29 | X        |      |       |

| Internal Approvals |                          |       |                                   |
|--------------------|--------------------------|-------|-----------------------------------|
| Order              | Approval                 | Order | Approval                          |
| 1                  | Legal <i>[Signature]</i> | 2     | Chief of Staff <i>[Signature]</i> |
|                    |                          |       |                                   |

**PURPOSE:**

To seek authorization to enter into negotiations with a Board approved counterparty to explore novation of the Citigroup swap described below and execute such transaction if negotiations are successful.

**SUMMARY and BACKGROUND:**

MTA is party to an outstanding swap with a notional amount of \$350 million with Citigroup Financial Products Inc. (Citigroup) which is currently associated with Dedicated Tax Fund (DTF) Variable Rate Refunding Bonds Series 2008A. The swap is a synthetic fixed payor agreement based on 67% of one month LIBOR and requires MTA to make periodic fixed rate payments of 3.3156% to Citigroup. In turn, MTA receives periodic payments from Citigroup amounting to 67% of one month LIBOR. The outstanding DTF Bonds and the Swap Agreement have a final maturity of 11/01/2031.

The existing DTF bonds are being remarketed effective June 22 with letters of credit from Morgan Stanley Bank and the Bank of Tokyo-Mitsubishi (Bank of Tokyo) due to the June 25 expiration of the liquidity facility with Dexia Credit Local (Dexia). The prior arrangement with Dexia was in the form of a Standby Bond Purchase Agreement (SBPA) with bond insurance provided by Assured Guaranty, as successor to Financial Security Assurance Inc. The insurance policy extends to the swap agreement and the periodic payments from MTA to Citigroup, as well as termination payments borne by MTA. MTA Finance determined that the letters of credit provide a strong security for the underlying Bonds at an attractive cost. However, the new liquidity providers (Morgan Stanley Bank and Bank of Tokyo) have required the termination of the insurance policy with Assured Guaranty and termination of the insurance on the bonds causes a similar insurance termination on the Swap.

The possibility of a termination of the insurance policy on the swap was contemplated by MTA in 2008 when the swap transaction was amended. Accordingly, the swap transaction could stay outstanding with an amendment to reflect the elimination of insurance. However, for its own business purposes and irrespective of the above referenced amendments to the underlying bonds, Citigroup has expressed its desire to exit the agreement and is willing to assume the mark-to-market payment to a new counterparty to ensure MTA's economic position in the agreement is unaffected, as well as such legal costs as MTA will incur to negotiate swap documents with a new counterparty. This action would effectively transfer the risk borne by Citigroup to the new counterparty. This process is referred to as a "novation" and requires the consent of MTA as provided for the existing swap documentation. Citigroup's ratings are A3/A/A+ from Moody's, Standard & Poor's and Fitch respectively. The mark-to-market value of this transaction as of June 16, 2011 was negative \$39.8 million.

**ALTERNATIVES:**

# Staff Summary

MTA could opt to leave the existing agreement with Citigroup in place.

## RECOMMENDATION:

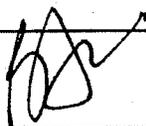
MTA has swaps outstanding with a notional value of \$877 million with Citigroup and its related counterparty arms. This novation being recommended will reduce such exposure and further diversify the swap portfolio to add a new and more highly rated counterparty.

Because of the long dated maturity of the swap, the existing ratings of Citigroup and MTA's concentration of swap exposure to Citigroup and related entities, staff recommends that the Board authorize and delegate to staff such authority to identify a specific, more highly rated counterparty, to enter into novation negotiations and to execute a novated swap consistent with the existing Board swap policy. The Board hereby authorizes the Chief Financial Officer and his designees to execute such documents and agreements as are necessary or desirable in connection with the novation.

## MTA Board Approved Counterparties:

| <u>Firm</u>  | <u>Ratings (Moody's/S&amp;P/Fitch)</u> |
|--|--|
| 1. Barclays Bank, PLC.                             | Aa3/AA-/AA-                            |
| 2. Bank of America, N.A.                           | Aa3/A/A+                               |
| • Merrill Lynch Commodities, Inc (commodity swaps) | A2/A/A+                                |
| 3. Citibank, N.A.                                  | A1/A+/A+                               |
| 4. Deutsche Bank AG (DB)                           | Aa3/A+/AA-                             |
| • DB Energy Trading LLC (commodity swaps)          | Aa3/A+/AA-                             |
| 5. Goldman Sachs Bank USA                          | A1/A/A+                                |
| • GS Mitsui Marine Derivative Products L.P.        | Aa1/AAA/NAF                            |
| 6. Jefferies & Company                             | DB Backing                             |
| 7. Loop Capital Markets, LLC                       | DB Backing                             |
| 8. Morgan Stanley Capital Services Inc.            | A2/A/A                                 |
| 9. Ramirez & Co., Inc                              | DB Backing                             |
| 10. RBC Capital Markets                            | Aaa/AA-/AA                             |
| 11. Siebert Brandford Shank & Co., LLC             | DB Backing                             |
| 12. Wells Fargo Bank, N.A.                         | Aa2/AA/AA-                             |

# Staff Summary

|   |
|---|
| <b>Subject</b><br>Authorization to Issue Transportation Revenue Bonds, Series 2011A   |
| <b>Department</b><br>Finance  |
| <b>Department Head Name</b><br>Robert E. Foran, Chief Financial Officer  |
| <b>Department Head Signature</b>  |
| <b>Project Manager Name</b><br>Patrick J. McCoy, Director of Finance     |

|                                |
|--------------------------------|
| <b>Date</b><br>June 29, 2011   |
| <b>Vendor Name</b>             |
| <b>Contract Number</b>         |
| <b>Contract Manager Name</b>   |
| <b>Table of Contents Ref #</b> |

| Board Action |               |      |          |      |       |
|--------------|---------------|------|----------|------|-------|
| Order        | To            | Date | Approval | Info | Other |
| 1            | Finance Comm. | 6/27 | X        |      |       |
| 2            | Board         | 6/29 | X        |      |       |

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

In connection with the proposed issuance of Transportation Revenue Bonds, 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 \$500 million of capital projects contained in approved capital programs of the transit, bus, and commuter systems.

**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 \$500 million of capital projects of the transit, bus, and commuter systems:

- Series 2011A 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, bus, and commuter systems, 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, the 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:

- 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

# Staff Summary

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 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 Program Review Board approved bond financed capital needs of the MTA agencies' capital programs.

## **RECOMMENDATION:**

The MTA Board 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.

HDW  
4/25/11

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**METROPOLITAN TRANSPORTATION AUTHORITY**

**SERIES 2011A  
TRANSPORTATION REVENUE BOND  
SUPPLEMENTAL RESOLUTION**

**Adopted June 29, 2011**

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**TABLE OF CONTENTS**

Page

**ARTICLE I**

**DEFINITIONS AND STATUTORY AUTHORITY**

Section 1.01. Supplemental Resolution..... 1  
Section 1.02. Definitions..... 1  
Section 1.03. Authority for this Supplemental Resolution..... 1

**ARTICLE II**

**AUTHORIZATION OF SERIES 2011A BONDS**

Section 2.01. Authorized Principal Amount, Designation and Series..... 2  
Section 2.02. Purposes..... 2  
Section 2.03. Dates, Maturities, Principal Amounts and Interest..... 2  
Section 2.04. Interest Payments..... 2  
Section 2.05. Denominations, Numbers and Letters ..... 3  
Section 2.06. Places of Payment and Paying Agent..... 3  
Section 2.07. Sinking Fund Installments ..... 3  
Section 2.08. Redemption Prices and Terms..... 3  
Section 2.09. Delegation to an Authorized Officer ..... 3  
Section 2.10. Sale of Series 2011A Bonds ..... 6  
Section 2.11. Forms of Series 2011A Bonds and Trustee's Authentication Certificate ..... 7  
Section 2.12. Appointment of Trustee and Paying Agent ..... 7

**ARTICLE III**

**DISPOSITION OF SERIES 2011A BOND PROCEEDS**

Section 3.01. Disposition of Series 2011A Bond Proceeds..... 8

**ARTICLE IV**

**TAX COVENANTS AND DEFEASANCE**

Section 4.01. Tax Covenants Relating to the Series 2011A Bonds..... 8  
Section 4.02. Defeasance..... 9

**SERIES 2011A  
TRANSPORTATION REVENUE FUND 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 2011A 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.

"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 2011A 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 2011A 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 2011A 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 2011A Bonds issued to finance Capital Costs shall not exceed \$500,000,000 (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 2011A Bonds, shall not be counted.

Series 2011A Bonds shall be designated as, and shall be distinguished from the Obligations of all other Series by the title, "Transportation Revenue Bonds, Series 2011A" or such other title or titles set forth in one or more Certificates of Determination.

**Section 2.02. Purposes.** The purposes for which the Series 2011A 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 2011A Bonds, except as otherwise provided in the Resolution, shall be dated the date or dates determined in any Certificate of Determination. The Series 2011A 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 2011A 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 2011A 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 2011A Bonds shall be issued in fully registered form without coupons in the denomination of \$5,000 or any integral multiple thereof.

The Series 2011A 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 2011A Bonds shall be payable to the registered owner of each Series 2011A Bond when due upon presentation of such Series 2011A Bond at the principal corporate trust office of the Trustee. Except as otherwise provided in any Certificate of Determination, interest on the registered Series 2011A 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 2011A 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 2011A 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 2011A Bonds.

**Section 2.08. Redemption Prices and Terms.** The Series 2011A 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 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 2011A Bonds:

(a) to determine whether and when to issue any Series 2011A Bonds constituting Capital Cost Obligations, the amount of the Series 2011A Bonds to be applied to finance Capital Costs, and the amount of the proceeds of the Series 2011A Bonds estimated to be necessary to pay the Costs of Issuance of the Series 2011A Bonds and capitalized interest, if any;

(b) to determine the purpose or purposes for which the Series 2011A 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 2011A 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 2011A Bonds, which principal amounts (and the aggregate of all such Series and subséries) 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 2011A Bonds and the amount and due date of each Sinking Fund Installment, if any;

(e) to determine the date or dates which the Series 2011A Bonds shall be dated and the interest rate or rates of the Series 2011A Bonds or the manner of determining such interest rate or rates; provided, however, that any Series 2011A Bonds issued as Tax-Exempt Obligations shall be subject to a maximum interest rate of not greater than 10% per annum, any Series 2011A 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 2011A Bonds; provided, however, that if the Series 2011A Bonds are to be redeemable at the election of the Issuer, the Redemption Price shall not be greater than one hundred three percent (103%) of the principal amount of the Series 2011A Bonds to be redeemed, plus accrued interest thereon up to but not including the date of redemption;

(g) to determine whether the sale of the Series 2011A Bonds shall be conducted on either a negotiated or competitive bid basis and, as applicable, to determine the purchase price for the Series 2011A Bonds to be paid by the purchasers referred to in one or more Purchase Agreements or the purchase price for the Series 2011A 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 2011A Bonds;

(h) to take all actions required for the Series 2011A 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 2011A Bonds issuable in fully registered form;

(i) to determine whether to issue all or any portion of the Series 2011A Bonds as Tax Exempt Obligations, Taxable Obligations, Put Obligations, Variable Interest Rate Obligations or as any other form of Obligations permitted by the Resolution and any matters related thereto, including (i) the terms and provisions of any such Series 2011A Bonds, (ii) the selection of remarketing agents, tender agents, calculation 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 2011A 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 2011A 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 2011A 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 2011A 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 2011A 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 2011A 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 2011A 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 2011A 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 2011A 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 2011A 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 2011A 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 2011A 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 2011A 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 2011A 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 2011A 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) 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 2011A Bonds and for implementing the terms of the Series 2011A 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 2011A Bonds and Trustee's Authentication Certificate.** Subject to the provisions of the Resolution, the form of registered Series 2011A 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 2011A Bonds.

## ARTICLE III

### DISPOSITION OF SERIES 2011A BOND PROCEEDS

**Section 3.01. Disposition of Series 2011A Bond Proceeds.** Any proceeds of the sale of the Series 2011A Bonds, other than accrued interest, if any, shall be deposited, simultaneously with the issuance and delivery of the Series 2011A 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 2011A Bonds shall be deposited in the Debt Service Fund.

## ARTICLE IV

### TAX COVENANTS AND DEFEASANCE

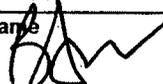
**Section 4.01. Tax Covenants Relating to the Series 2011A Bonds.** The Issuer covenants that, in order to maintain the exclusion from gross income for Federal income tax purposes of the interest on the Series 2011A Bonds issued as Tax Exempt Obligations, the Issuer will satisfy, or take such actions 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 2011A 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 2011A 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 2011A 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 2011A Bonds, including any subseries thereof, which the Issuer determines pursuant to the applicable Certificate of Determination to issue as Taxable Obligations.

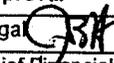
**Section 4.02. Defeasance.** In the event the Issuer shall seek, prior to the maturity or redemption date thereof, to pay or cause to be paid, within the meaning and with the effect expressed in the Resolution, all or less than all Outstanding Series 2011A Bonds issued as Tax Exempt Obligations and 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 2011A 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 2011A 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 2011A Bonds issued as Tax Exempt Obligations in determining gross income for Federal income tax purposes.

# Staff Summary

|   |
|---|
| <b>Subject</b><br>2011 State PWEF Assessment  |
| <b>Department</b><br>Chief Financial Officer  |
| <b>Department Head Name</b><br>Bob E. Foran        |
| <b>Department Head Signature</b><br>               |
| <b>Project Manager Name</b><br>Douglas F. Johnson  |

|                                |
|--------------------------------|
| <b>Date</b><br>June 14, 2011   |
| <b>Vendor Name</b>             |
| <b>Contract Number</b>         |
| <b>Contract Manager Name</b>   |
| <b>Table of Contents Ref #</b> |

| Board Action |               |      |          |      |       |
|--------------|---------------|------|----------|------|-------|
| Order        | To            | Date | Approval | Info | Other |
| 1            | Finance Comm. | 6/27 | X        |      |       |
| 2            | Board         | 6/29 | X        |      |       |
|              |               |      |          |      |       |
|              |               |      |          |      |       |

| Internal Approvals |   |       |  |  |  |
|--------------------|---|-------|--|--|--|
| Order              | Approval  | Order | Approval   |  |  |
| 2                  | Legal                     | 3     | Chief of Staff  |  |  |
| 1                  | Chief Financial Officer  |       |  |  |  |
|                    |   |       |  |  |  |

**Purpose:**

To authorize actions relating to the payment of the State assessment on the MTA and its constituent agencies for the Public Work Enforcement Fund for calendar 2011.

**Discussion:**

Chapter 511 of the Laws of 1995, as amended, requires State agencies and authorities to pay to the State Comptroller an assessment based upon 1/10 of 1% of the value of public work (construction) contracts entered into (excluding rolling stock contracts). The assessments are deposited in the State Public Work Enforcement Fund to reimburse the State Department of Labor for its costs in enforcing the State's prevailing-wage law. The State and the MTA have entered into a simple annual estimate-and-settlement procedure agreement. Payments are made each year based upon the estimated amount of public works contracts as adjusted to reflect actual experience.

Actual figures show that the estimated 2010 assessment was less than required by the actual results, with the underpayment amounting to \$106,569. This underpayment is added to the estimated 2011 assessment, which is described below. Based on the actual average spending rates, it is assumed that in calendar year 2011, MTA's constituent agencies are projected to let \$2,401,020,749 worth of construction contracts. This represents a \$663 million increase in contract values over the actual 2010 level. Taking into account the 2010 underpayment of \$106,569, the total 2011 assessment requires a payment of \$2,507,590.

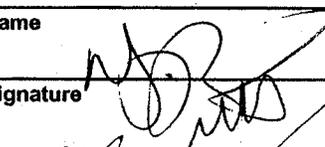
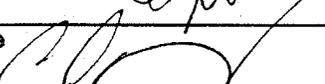
**Financial Implications:**

The 2011 MTAHQ Budget contains sufficient funds for this payment.

**Recommendation:**

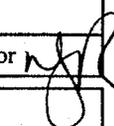
The Board should authorize staff to remit the 2011 assessment including the adjustment for the 2010 underpayment, to the State Department of Labor.

# Staff Summary

|  |
|--|
| <b>Subject</b><br>Request for Authorization to Award Various Procurements  |
| <b>Department</b><br>Managing Director   |
| <b>Department Head Name</b><br>Diana Jones Ritter  |
| <b>Department Head Signature</b><br>            |
| <b>Division Head Name</b><br>Clifford Shockley  |

|   |
|---|
| <b>Date</b><br>June 14, 2011            |
| <b>Vendor Name</b><br>Various           |
| <b>Contract Number</b><br>Various       |
| <b>Contract Manager Name</b><br>Various |
| <b>Table of Contents Ref #</b>          |

| Board Action |         |         |          |      |       |
|--------------|---------|---------|----------|------|-------|
| Order        | To      | Date    | Approval | Info | Other |
| 1            | Finance | 6/27/11 |          |      |       |
| 2            | Board   | 6/29/11 |          |      |       |
|              |         |         |          |      |       |
|              |         |         |          |      |       |

| Internal Approvals |   |       |   |
|--------------------|---|-------|---|
| Order              | Approval  | Order | Approval  |
|                    |   |       | Office of Civil Rights  |
|                    |   |       | Legal   |
| 3                  | CFO   |       | EITG  |
| 1                  | Procurement  | 2     | Managing Director  |

**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:

|      | <u># of Actions</u> | <u>\$ Amount</u> |
|------|---------------------|------------------|
| None |                     | \$ - 0 -         |

MTAHQ proposes to award Competitive procurements in the following categories:

Schedules Requiring Majority Vote

|   |          |                   |
|---|----------|-------------------|
| Schedule F: Personal Services Contracts     | 1        | \$ 125,970        |
| Schedule G: Miscellaneous Service Contracts | 1        | \$ 30,000         |
| <b>SUBTOTAL</b>                             | <b>2</b> | <b>\$ 155,970</b> |

MTAHQ presents the following procurement actions for Ratification:

|              |          |                   |
|--------------|----------|-------------------|
| None         |          | \$ -0-            |
| <b>TOTAL</b> | <b>2</b> | <b>\$ 155,970</b> |

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

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

**LIST OF PROCUREMENTS FOR BOARD APPROVAL, JUNE 2011**  
**COMPETITIVE PROCUREMENTS**

**METROPOLITAN TRANSPORTATION AUTHORITY**

*Procurements Requiring Majority Vote:*

**F. Personal Service Contracts**

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

1. **AFT Project** – Technical design, fabrication, crating, storage, delivery and installation of bronze sculpture at the station specified below.  
Competitively negotiated – 2 proposals – 12 months, Polich Tallix  
Brighton Line, Avenue H Station – NYCT (Contract No. 11011-0100 - \$125,970)

**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. **As-Needed Glass Replacement Services  
For MTA Police Vehicles  
Contract Nos. 10291-0100 thru -0500**

**\$30,000\***

(\*combined for 5 firms  
not-to-exceed)

- a. **Four Star Auto Glass Corporation**
- b. **Liberty Glass Company**
- c. **Safelite Fulfillment, Inc.**
- d. **Suffolk Auto Glass**
- e. **Touch Of Glass Auto Glass of NYC, Inc**

Competitively negotiated – 5 proposals – 36 months

Contractors to perform glass replacement services on an as-needed basis for the MTA Police Department (MTAPD) fleet of vehicles. The fully-loaded hourly labor rates for the above firms ranging from \$10 to \$60 were reduced through negotiations to a range of \$10 to \$40; and the proposed discounts for replacement glass ranging from 30% to 56% off list prices were increased through negotiations to a range of 40% to 65%. These rates compare favorably with the current competitively negotiated contracts which hourly rates range from \$25.75 to \$40 and 36% to 65% discount off of list price. Based on the above, the prices are deemed to be fair and reasonable.

**JUNE 2011**  
**MTA REAL ESTATE**  
**LIST OF REAL ESTATE ACTION ITEMS FOR BOARD APPROVAL**

**ACTION ITEMS**

**METROPOLITAN TRANSPORTATION AUTHORITY**

Lease agreement with Grace Holmes, Inc., d/b/a J.Crew for ground-floor retail space at 347 Madison Avenue, New York, New York.

Modifications to advertising contracts with CBS Outdoor, Inc. and Van Wagner Transportation Advertising, LLC.

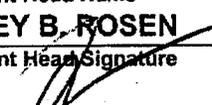
**MTA CAPITAL CONSTRUCTION COMPANY**

Authorization to enter into agreements with property owner and tenants to secure the necessary rights to perform work and temporarily vacate commercial spaces at 301 East 69<sup>th</sup> Street to allow for utility relocation in connection with the Second Avenue Subway project.

**MTA NEW YORK CITY TRANSIT**

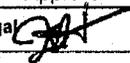
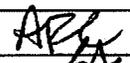
License Agreement between New York State-Department of Transportation and NYCT for use of the Outerbridge Park & Ride Lot.

# Staff Summary

|   |
|---|
| <b>Subject</b><br><b>347 MADISON AVENUE LEASE</b>   |
| <b>Department</b><br><b>REAL ESTATE</b>   |
| <b>Department Head Name</b><br><b>JEFFREY B. ROSEN</b>  |
| <b>Department Head Signature</b><br> |
| <b>Project Manager Name</b><br><b>DAVID BOSCH</b>   |

|                                     |
|-------------------------------------|
| <b>Date</b><br><b>JUNE 27, 2011</b> |
| <b>Vendor Name</b>                  |
| <b>Contract Number</b>              |
| <b>Contract Manager Name</b>        |
| <b>Table of Contents Ref #</b>      |

| Board Action |                   |         |          |      |       |
|--------------|-------------------|---------|----------|------|-------|
| Order        | To                | Date    | Approval | Info | Other |
| 1            | Finance Committee | 6/27/11 | X        |      |       |
| 2            | Board             | 6/29/11 | X        |      |       |
|              |                   |         |          |      |       |
|              |                   |         |          |      |       |

| Internal Approvals |   |       |   |
|--------------------|---|-------|---|
| Order              | Approval  | Order | Approval  |
|                    |   | 1     | Legal  |
| 3                  | Chief of Staff           |       |   |
| 2                  | Chief Financial Officer  |       |   |
|                    | Civil Rights  |       |   |

| <b>Narrative</b>           |  |                |                        |  |                        |  |   |                |              |  |          |   |                |              |    |          |   |                |              |    |          |   |                |              |    |          |   |                |              |    |          |   |                |              |    |          |   |                |              |    |          |   |                |              |    |          |   |                |              |    |          |    |                |              |    |          |
|----------------------------|--|----------------|------------------------|--|------------------------|--|---|----------------|--------------|--|----------|---|----------------|--------------|----|----------|---|----------------|--------------|----|----------|---|----------------|--------------|----|----------|---|----------------|--------------|----|----------|---|----------------|--------------|----|----------|---|----------------|--------------|----|----------|---|----------------|--------------|----|----------|---|----------------|--------------|----|----------|----|----------------|--------------|----|----------|
| <b>AGENCY:</b>             | Metropolitan Transportation Authority ("MTA")  |                |                        |  |                        |  |   |                |              |  |          |   |                |              |    |          |   |                |              |    |          |   |                |              |    |          |   |                |              |    |          |   |                |              |    |          |   |                |              |    |          |   |                |              |    |          |   |                |              |    |          |    |                |              |    |          |
| <b>LESSEE:</b>             | Grace Holmes, Inc., d/b/a J. Crew ("J.Crew")   |                |                        |  |                        |  |   |                |              |  |          |   |                |              |    |          |   |                |              |    |          |   |                |              |    |          |   |                |              |    |          |   |                |              |    |          |   |                |              |    |          |   |                |              |    |          |   |                |              |    |          |    |                |              |    |          |
| <b>LOCATION:</b>           | Ground-floor retail space on Southeast corner of Madison Avenue and 45 <sup>th</sup> Street (the "Premises") in the building at 347 Madison Avenue, New York, New York (the "Building") space  |                |                        |  |                        |  |   |                |              |  |          |   |                |              |    |          |   |                |              |    |          |   |                |              |    |          |   |                |              |    |          |   |                |              |    |          |   |                |              |    |          |   |                |              |    |          |   |                |              |    |          |    |                |              |    |          |
| <b>ACTIVITY:</b>           | Retail sale of men's, women's and children's apparel, accessories, footwear, outerwear, and related items sold under the J. Crew label   |                |                        |  |                        |  |   |                |              |  |          |   |                |              |    |          |   |                |              |    |          |   |                |              |    |          |   |                |              |    |          |   |                |              |    |          |   |                |              |    |          |   |                |              |    |          |   |                |              |    |          |    |                |              |    |          |
| <b>ACTION REQUESTED:</b>   | Approval of terms  |                |                        |  |                        |  |   |                |              |  |          |   |                |              |    |          |   |                |              |    |          |   |                |              |    |          |   |                |              |    |          |   |                |              |    |          |   |                |              |    |          |   |                |              |    |          |   |                |              |    |          |    |                |              |    |          |
| <b>TERM:</b>               | 10 years   |                |                        |  |                        |  |   |                |              |  |          |   |                |              |    |          |   |                |              |    |          |   |                |              |    |          |   |                |              |    |          |   |                |              |    |          |   |                |              |    |          |   |                |              |    |          |   |                |              |    |          |    |                |              |    |          |
| <b>TERMINATION OPTION:</b> | MTA may terminate the lease upon 18 months' notice delivered during the first year of the lease, or upon 12 months' notice given after the first anniversary of the commencement date.   |                |                        |  |                        |  |   |                |              |  |          |   |                |              |    |          |   |                |              |    |          |   |                |              |    |          |   |                |              |    |          |   |                |              |    |          |   |                |              |    |          |   |                |              |    |          |   |                |              |    |          |    |                |              |    |          |
| <b>SPACE:</b>              | Ground floor - 7,000 square feet<br>Basement - 3,200 square feet   |                |                        |  |                        |  |   |                |              |  |          |   |                |              |    |          |   |                |              |    |          |   |                |              |    |          |   |                |              |    |          |   |                |              |    |          |   |                |              |    |          |   |                |              |    |          |   |                |              |    |          |    |                |              |    |          |
| <b>COMPENSATION:</b>       | <table border="1"> <thead> <tr> <th></th> <th><u>Annual</u></th> <th><u>Monthly</u></th> <th><u>Annual Increase</u></th> <th><u>Per sq. ft. of ground floor space</u></th> </tr> </thead> <tbody> <tr> <td>1</td> <td>\$1,458,333.33</td> <td>\$145,833.33</td> <td></td> <td>\$250.00</td> </tr> <tr> <td>2</td> <td>\$1,802,500.00</td> <td>\$150,208.33</td> <td>3%</td> <td>\$257.50</td> </tr> <tr> <td>3</td> <td>\$1,856,575.00</td> <td>\$154,714.58</td> <td>3%</td> <td>\$265.23</td> </tr> <tr> <td>4</td> <td>\$1,912,272.25</td> <td>\$159,356.02</td> <td>3%</td> <td>\$273.18</td> </tr> <tr> <td>5</td> <td>\$1,969,640.42</td> <td>\$164,136.70</td> <td>3%</td> <td>\$281.38</td> </tr> <tr> <td>6</td> <td>\$2,028,729.63</td> <td>\$169,060.80</td> <td>3%</td> <td>\$289.82</td> </tr> <tr> <td>7</td> <td>\$2,089,591.52</td> <td>\$174,132.63</td> <td>3%</td> <td>\$298.51</td> </tr> <tr> <td>8</td> <td>\$2,152,279.27</td> <td>\$179,356.61</td> <td>3%</td> <td>\$307.47</td> </tr> <tr> <td>9</td> <td>\$2,216,847.64</td> <td>\$184,737.30</td> <td>3%</td> <td>\$316.69</td> </tr> <tr> <td>10</td> <td>\$2,283,353.07</td> <td>\$190,279.42</td> <td>3%</td> <td>\$326.19</td> </tr> </tbody> </table> |                | <u>Annual</u>          | <u>Monthly</u>                           | <u>Annual Increase</u> | <u>Per sq. ft. of ground floor space</u> | 1 | \$1,458,333.33 | \$145,833.33 |  | \$250.00 | 2 | \$1,802,500.00 | \$150,208.33 | 3% | \$257.50 | 3 | \$1,856,575.00 | \$154,714.58 | 3% | \$265.23 | 4 | \$1,912,272.25 | \$159,356.02 | 3% | \$273.18 | 5 | \$1,969,640.42 | \$164,136.70 | 3% | \$281.38 | 6 | \$2,028,729.63 | \$169,060.80 | 3% | \$289.82 | 7 | \$2,089,591.52 | \$174,132.63 | 3% | \$298.51 | 8 | \$2,152,279.27 | \$179,356.61 | 3% | \$307.47 | 9 | \$2,216,847.64 | \$184,737.30 | 3% | \$316.69 | 10 | \$2,283,353.07 | \$190,279.42 | 3% | \$326.19 |
|                            | <u>Annual</u>  | <u>Monthly</u> | <u>Annual Increase</u> | <u>Per sq. ft. of ground floor space</u> |                        |  |   |                |              |  |          |   |                |              |    |          |   |                |              |    |          |   |                |              |    |          |   |                |              |    |          |   |                |              |    |          |   |                |              |    |          |   |                |              |    |          |   |                |              |    |          |    |                |              |    |          |
| 1                          | \$1,458,333.33   | \$145,833.33   |                        | \$250.00                                 |                        |  |   |                |              |  |          |   |                |              |    |          |   |                |              |    |          |   |                |              |    |          |   |                |              |    |          |   |                |              |    |          |   |                |              |    |          |   |                |              |    |          |   |                |              |    |          |    |                |              |    |          |
| 2                          | \$1,802,500.00   | \$150,208.33   | 3%                     | \$257.50                                 |                        |  |   |                |              |  |          |   |                |              |    |          |   |                |              |    |          |   |                |              |    |          |   |                |              |    |          |   |                |              |    |          |   |                |              |    |          |   |                |              |    |          |   |                |              |    |          |    |                |              |    |          |
| 3                          | \$1,856,575.00   | \$154,714.58   | 3%                     | \$265.23                                 |                        |  |   |                |              |  |          |   |                |              |    |          |   |                |              |    |          |   |                |              |    |          |   |                |              |    |          |   |                |              |    |          |   |                |              |    |          |   |                |              |    |          |   |                |              |    |          |    |                |              |    |          |
| 4                          | \$1,912,272.25   | \$159,356.02   | 3%                     | \$273.18                                 |                        |  |   |                |              |  |          |   |                |              |    |          |   |                |              |    |          |   |                |              |    |          |   |                |              |    |          |   |                |              |    |          |   |                |              |    |          |   |                |              |    |          |   |                |              |    |          |    |                |              |    |          |
| 5                          | \$1,969,640.42   | \$164,136.70   | 3%                     | \$281.38                                 |                        |  |   |                |              |  |          |   |                |              |    |          |   |                |              |    |          |   |                |              |    |          |   |                |              |    |          |   |                |              |    |          |   |                |              |    |          |   |                |              |    |          |   |                |              |    |          |    |                |              |    |          |
| 6                          | \$2,028,729.63   | \$169,060.80   | 3%                     | \$289.82                                 |                        |  |   |                |              |  |          |   |                |              |    |          |   |                |              |    |          |   |                |              |    |          |   |                |              |    |          |   |                |              |    |          |   |                |              |    |          |   |                |              |    |          |   |                |              |    |          |    |                |              |    |          |
| 7                          | \$2,089,591.52   | \$174,132.63   | 3%                     | \$298.51                                 |                        |  |   |                |              |  |          |   |                |              |    |          |   |                |              |    |          |   |                |              |    |          |   |                |              |    |          |   |                |              |    |          |   |                |              |    |          |   |                |              |    |          |   |                |              |    |          |    |                |              |    |          |
| 8                          | \$2,152,279.27   | \$179,356.61   | 3%                     | \$307.47                                 |                        |  |   |                |              |  |          |   |                |              |    |          |   |                |              |    |          |   |                |              |    |          |   |                |              |    |          |   |                |              |    |          |   |                |              |    |          |   |                |              |    |          |   |                |              |    |          |    |                |              |    |          |
| 9                          | \$2,216,847.64   | \$184,737.30   | 3%                     | \$316.69                                 |                        |  |   |                |              |  |          |   |                |              |    |          |   |                |              |    |          |   |                |              |    |          |   |                |              |    |          |   |                |              |    |          |   |                |              |    |          |   |                |              |    |          |   |                |              |    |          |    |                |              |    |          |
| 10                         | \$2,283,353.07   | \$190,279.42   | 3%                     | \$326.19                                 |                        |  |   |                |              |  |          |   |                |              |    |          |   |                |              |    |          |   |                |              |    |          |   |                |              |    |          |   |                |              |    |          |   |                |              |    |          |   |                |              |    |          |   |                |              |    |          |    |                |              |    |          |

## FINANCE COMMITTEE MEETING

### Grace Holmes, Inc., d/b/a J. Crew ("J.Crew") (Cont'd)

#### COMMENTS:

The Premises have been leased to J.Crew since 2001, pursuant to a lease that is scheduled to expire on January 21, 2012. J.Crew currently pays \$950,000 per year for the Premises (\$135.71 per square foot of ground floor space).

In anticipation of the scheduled expiration of the current lease, MTA Real Estate issued a request for proposals to lease the Premises (the "RFP"). MTA Real Estate received two proposals in response to the RFP, one from J.Crew and one from BankUnited, Inc. J.Crew proposed to continue the current use of its busy store, while BankUnited, a Florida-based bank, proposed a bank branch for the space. J.Crew proposed rent over the 10-year term with a present value (calculated at 9%) of \$12,609,193.27 (\$208.33 per sq. ft. for year one, \$250 per sq. ft. on an annualized basis), while BankUnited, Inc. offered rent over a 10-year term with a present value of \$8,171,311.47 (\$175 per sq. ft. for year one). Both proposals were considered responsive to the RFP. MTA Real Estate elected to enter into negotiations with J.Crew based on its significantly higher rent proposal, limited scope of improvements it needs to make to the Premises, and its history as a strong tenant presenting an attractive retail frontage at 347 Madison.

As has been discussed, the MTA contemplates selling or net leasing the Building for redevelopment. In order to accommodate such a disposition, the proposed lease will be terminable by the MTA for convenience as described above. If such termination were to result in a term of less than 24 months, the MTA will be obligated to provide the tenant with one day of free rent for each day by which the termination date precedes the second anniversary of lease commencement. If the MTA terminates the lease prior to the fifth anniversary of the commencement of the new lease, the MTA will be obligated to compensate J.Crew for the cost of new improvements (capped at \$500,000) to the extent not yet amortized on a monthly straight-line basis over the first five years of the lease term.

MTA Real Estate is pleased with the proposal outcome, as it will allow the MTA to continue to derive income from the Premises, at a significantly higher rate than it does now, without adversely affecting its ability to dispose of the Building for redevelopment.

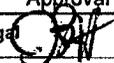
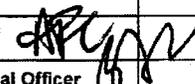
Based on the foregoing, MTA Real Estate requests authorization to enter into a lease agreement with J.Crew on the above-described terms and conditions.

# Staff Summary

|  |
|--|
| Subject<br><b>Contract Modifications</b>   |
| Department<br><b>REAL ESTATE</b>   |
| Department Head Name<br><b>JEFFREY B. ROSEN</b>  |
| Department Head Signature<br> |
| Project Manager Name<br><b>Claretha Fennick</b>  |

|                              |
|------------------------------|
| Date<br><b>JUNE 27, 2011</b> |
| Vendor Name                  |
| Contract Number              |
| Contract Manager Name        |
| Table of Contents Ref #      |

| Board Action |                   |         |          |      |       |
|--------------|-------------------|---------|----------|------|-------|
| Order        | To                | Date    | Approval | Info | Other |
| 1            | Finance Committee | 6/27/11 | X        |      |       |
| 2            | Board             | 6/29/11 | X        |      |       |
|              |                   |         |          |      |       |
|              |                   |         |          |      |       |

| Internal Approvals |   |       |   |
|--------------------|---|-------|---|
| Order              | Approval  | Order | Approval  |
|                    |   | 1     | Legal  |
| 3                  | Chief of Staff           |       |   |
| 2                  | Chief Financial Officer  |       |   |
|                    | Civil Rights  |       |   |

**Narrative**

AGENCY: All agencies

CONTRACTORS: CBS Outdoor, Inc. ("CBS") and Van Wagner Transportation Advertising, LLC ("Van Wagner")

ACTIVITY: Advertising

ACTION REQUESTED: Authorization to adjust contract provisions

COMMENTS:

The sale of advertising in and on MTA facilities is handled by private contractors pursuant to three separate contracts, two of which are held by CBS and one of which is held by Van Wagner. One of the CBS contracts, which expires at the end of 2015, relates to advertising in subway cars, subway stations and subway station sidewalk entrances. The other, which expires at the end of 2016, grants rights to advertise on buses and commuter trains, in Metro-North and LIRR train stations and along Metro-North and LIRR right-of-way. The Van Wagner contract, which also expires at the end of 2016, relates to exterior locations on NYCT properties.

Under such contracts, the contractors sell advertising space at specified locations to third parties, post the advertisements and collect the revenues. Each contract provides for a specified split of revenues as between the contractor and MTA, subject to a minimum annual guaranteed amount or "MAG". The MTA's revenue share for both the CBS subway contract and the Van Wagner contract is 65%. The MTA's revenue share for the CBS bus/commuter rail contract is 70%.

Each of the contracts grants the contractor the exclusive right to sell "static" ads – i.e. printed, non-digital, advertising of varying shapes and sizes – at specified locations, and affords the contractor the opportunity, with the consent of the Director of Real Estate as contract administrator, to install new equipment and associated infrastructure and/or software for displaying static ads at additional locations and/or digital ads in lieu of static ones ("New Equipment"). However, with very limited exceptions, the contracts do not obligate the contractors to invest in New Equipment; and experience has demonstrated that the contractors are insufficiently incentivized to generate incremental revenue by investing in New Equipment, given that (a) the contracts have finite (and now relatively short remaining) terms and (b) except as the MTA may otherwise agree, the contracts only allow the contractors to recoup such investments through their own limited shares (i.e. 30% or 35%, as the case may be) of such revenue. The result has been that the MTA has been deprived of revenue, and opportunities to communicate more effectively with passengers, that contractor investments in New Equipment could generate for the MTA.

## FINANCE COMMITTEE MEETING

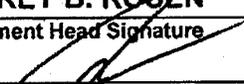
### CBS Outdoor, Inc and Van Wagner Transportation Advertising, LLC (Cont'd)

#### COMMENTS: (Cont'd)

Consequently, Board authorization is hereby requested to enter from time to time into modifications to the aforementioned contracts to induce the contractors to invest in New Equipment, in each case on the following terms:

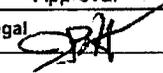
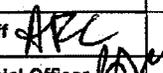
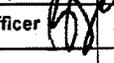
- In consideration of the contractor having funded the capital cost of such New Equipment (as well as all operating expenses associated with such New Equipment), the incremental revenue attributable to such New Equipment (i.e., revenue in excess of the revenue from any static advertising that such New Equipment replaces) may be applied by the contractor first to pay an allowance for the contractor's operating expenses attributable to such New Equipment, and then to allow the contractor to recoup its capital investment in such New Equipment with interest on the outstanding balance of such capital investment at the rate of 10% per annum. Once such return of and on investment have been achieved, such incremental revenue will be treated as gross revenue in the normal course for purposes of calculating the MTA's revenue share.
- Upon contract termination, the MTA will only be required to compensate the contractor for its then as yet un-recouped capital expenditure if, but only if, the contract is terminated early and for the MTA's convenience. The MTA will be granted sufficient title and intellectual property rights to be able to take over (or cause a subsequent advertising contractor to take over) operation of the New Equipment upon expiration or early termination of the contract.
- MAGs will be unaffected.

# Staff Summary

|   |
|---|
| <b>Subject</b><br><b>TEMPORARY ACCESS AND CLOSURE</b>   |
| <b>Department</b><br><b>REAL ESTATE</b>   |
| <b>Department Head Name</b><br><b>JEFFREY B. ROSEN</b>  |
| <b>Department Head Signature</b><br> |
| <b>Project Manager Name</b><br><b>HELENE CINQUE</b>   |

|                                     |
|-------------------------------------|
| <b>Date</b><br><b>JUNE 27, 2011</b> |
| <b>Vendor Name</b>                  |
| <b>Contract Number</b>              |
| <b>Contract Manager Name</b>        |
| <b>Table of Contents Ref #</b>      |

| Board Action |                   |         |          |      |       |
|--------------|-------------------|---------|----------|------|-------|
| Order        | To                | Date    | Approval | Info | Other |
| 1            | Finance Committee | 6/27/11 | X        |      |       |
| 2            | Board             | 6/29/11 | X        |      |       |
|              |                   |         |          |      |       |
|              |                   |         |          |      |       |

| Internal Approvals |   |       |   |
|--------------------|---|-------|---|
| Order              | Approval  | Order | Approval  |
|                    |   | 1     | Legal  |
| 3                  | Chief of Staff           |       |   |
| 2                  | Chief Financial Officer  |       |   |
|                    | Civil Rights  |       |   |

**Narrative**

**AGENCY:** MTA Capital Construction Company ("MTACC")

**LOCATION:** 301 East 69<sup>th</sup> Street, located on the east side of Second Avenue in Manhattan between 69th and 70th Streets

**ACTIVITY:** Temporary access to three commercial condominium units in 301 East 69<sup>th</sup> Street (Block 1444, Lot 1) and temporary closure of three commercial tenants therein in order to complete utility relocation required to support the Second Avenue Subway Project.

**ACTION REQUESTED:** Authorization to enter into an access agreement and temporary vacate and work agreements

**COMMENTS:**  
 In September 2010, in connection with the Second Avenue Subway project, the MTA acquired permanent and temporary easements by eminent domain in a large residential / commercial condominium building located at 301 E. 69th Street (Block 1444, Lot 1) (the "Building"). The easements are required for an entrance to the Second Avenue Subway's 72<sup>nd</sup> Street Station. The easements acquired by the MTA are within the Building's ground floor, basement and sub-surface levels. MacArthur Properties, LLC is the owner of five commercial condominium spaces in the building, two of which were included in the MTA's taking.

In order to construct the new entrance, while maintaining essential services to the Building, the MTA must relocate some of the utilities from the permanent and temporary easement areas to other portions of the Building that were not acquired by eminent domain, including the ground floor and basement spaces currently owned by MacArthur Properties and occupied by its three remaining commercial tenants (1320 2nd Ave. Cleaners Inc., Hollywood Tanning Salon and Body Craft). Those three tenants will need to close their businesses for approximately 3-6 months while the MTA's contractors perform such utility relocation work.

If satisfactory terms and conditions can be negotiated, the MTA will compensate MacArthur Properties for lost rent and associated losses and compensate the commercial tenants for all necessary and reasonable expenses resulting from the temporary closures in accordance with the federal Uniform Relocation Assistance and Real Property Acquisition Policies Act and applicable federal regulations.

If agreements cannot be reached with the owner or any of the tenants, the MTA must initiate a condemnation proceeding under the Eminent Domain Procedure Law ("EDPL") to secure the necessary rights to perform the work and temporarily vacate the commercial spaces where the work will be done. A resolution authorizing such an acquisition is attached for the Board's approval.

## BOARD RESOLUTION

**WHEREAS**, the MTA and the MTA Capital Construction Company (collectively, the "MTA") are engaged in the Second Avenue Subway construction project (the "Project"); and

**WHEREAS**, on September 23, 2010, the MTA acquired permanent and temporary easements by eminent domain in a residential / commercial condominium building located at 301 E. 69<sup>th</sup> Street (Block 1444, Lot 1) (the "Building") for purposes of constructing a new subway entrance for the Project's new 72<sup>nd</sup> Street Station; and

**WHEREAS**, in order to construct the new entrance, while maintaining essential services to the Building, the MTA must relocate some of the utilities from the permanent and temporary easement areas to other portions of the Building that were not acquired by eminent domain, including the ground floor and basement spaces currently owned by MacArthur Properties and currently occupied by three separate commercial tenants (1320 2nd Ave. Cleaners Inc., Hollywood Tanning Salon and Body Craft);

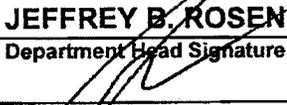
**WHEREAS**, the MTA's utility relocation work will require that the three commercial spaces listed above be closed for approximately 3-6 months; and

**WHEREAS**, the MTA will endeavor to negotiate agreements with the affected property owners and businesses in the Building to effectuate the required utility relocation work and temporary business closures, but if negotiations are unsuccessful the MTA will need to initiate a condemnation proceeding under the Eminent Domain Procedure Law ("EDPL") to secure the necessary rights to perform this work and temporarily vacate the commercial spaces where the work will be performed.

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

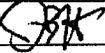
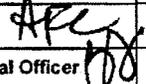
**RESOLVED** that, pursuant to Section 1267 of the Public Authorities Law and the EDPL, the MTA is hereby authorized to proceed with the acquisition of temporary access rights by negotiated agreement or by eminent domain in portions of the Building located at 301 E. 69<sup>th</sup> Street (Block 1444, Lot 1).

# Staff Summary

|   |
|---|
| Subject<br><b>LICENSE AGREEMENT</b>   |
| Department<br><b>REAL ESTATE</b>  |
| Department Head Name<br><b>JEFFREY B. ROSEN</b>   |
| Department Head Signature<br> |
| Project Manager Name<br><b>MICHAEL DANIELS</b>  |

|                              |
|------------------------------|
| Date<br><b>JUNE 27, 2011</b> |
| Vendor Name                  |
| Contract Number              |
| Contract Manager Name        |
| Table of Contents Ref #      |

| Board Action |                   |         |          |      |       |
|--------------|-------------------|---------|----------|------|-------|
| Order        | To                | Date    | Approval | Info | Other |
| 1            | Finance Committee | 6/27/11 | X        |      |       |
| 2            | Board             | 6/29/11 | X        |      |       |
|              |                   |         |          |      |       |
|              |                   |         |          |      |       |

| Internal Approvals |   |       |   |
|--------------------|---|-------|---|
| Order              | Approval  | Order | Approval  |
|                    |   | 1     | Legal  |
| 3                  | Chief of Staff           |       |   |
| 2                  | Chief Financial Officer  |       |   |
|                    | Civil Rights  |       |   |

**Narrative**

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

**LICENSOR:** New York State Department of Transportation ("NYSDOT")

**LOCATION:** Outerbridge Park and Ride, Pleasant Plains, Staten Island

**ACTIVITY:** License to permit operation of X22 bus route service at the Outerbridge Park and Ride Lot

**ACTION REQUESTED:** Approval of terms

**TERM:** One year, commencing on date of the signing of the License, renewing automatically.

**TERMINATION RIGHT:** Upon written notice

**SPACE:** Outerbridge Park and Ride Lot

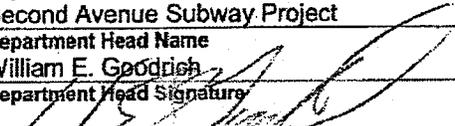
**COMPENSATION:** One dollar, payment waived

**COMMENTS:**  
 In order to alleviate congestion on the X22 line associated with the elimination of the Atlantic Express route AE7, NYCT recently notified the MTA Bus Operations Committee of its plans to add four more trips per day to Midtown Manhattan on the X22. Some X22 routes will also serve the Outerbridge Park and Ride lot, previously served only by the eliminated AE7. NYSDOT has agreed to allow the Department of Buses to operate the X22 route on the Outerbridge Park & Ride Lot.

To enable the X22 to serve the Outerbridge Park and Ride, MTA Real Estate proposes to enter into a license agreement with NYSDOT.

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

# Staff Summary

|   |
|---|
| <b>Subject</b><br>Construction Services for 301 - 303 E83rd Street<br>(Block 1546, Lot 1)                             |
| <b>Department</b><br>Second Avenue Subway Project   |
| <b>Department Head Name</b><br>William E. Goodrich  |
| <b>Department Head Signature</b><br> |
| <b>Program Manager / Project Manager Name</b><br>Anil Parikh/Manan Garg   |

|  |
|--|
| <b>Date</b><br>June 2011                   |
| <b>Vendor Name</b><br>Archstone Management |
| <b>Contract Number</b><br>N/A              |
| <b>Contract Manager Name</b>               |
| <b>Table of Contents Ref #</b>             |

| Board Action |                |         |          |      |       |
|--------------|----------------|---------|----------|------|-------|
| Order        | To             | Date    | Approval | Info | Other |
| 1            | NYCT Committee | 6/27/11 | X        |      |       |
| 2            | MTA Board      | 6/29/11 | X        |      |       |

| Internal Approvals |  |       |   |
|--------------------|--|-------|---|
| Order              | Approval   | Order | Approval  |
| 2                  | Chief Financial Officer<br> | 4     | President<br>                |
| 1                  | General Counsel<br>         | 3     | Executive Vice President<br> |

**PURPOSE:**

MTACC is seeking the MTA's Board Approval to enter into an agreement with Archstone Management to make revisions to a private building located at 301-303 E.83rd Street for a not-to-exceed amount of \$2,630,000. The revisions are required to accommodate an entrance to the 86<sup>th</sup> St. Station of the Second Avenue Subway.

**DISCUSSION:**

The Second Avenue Subway (SAS) project will require permanent and temporary easements for entrances, ventilation facilities and other support functions to be built partially or entirely within privately owned buildings. As design has progressed for this project, it is evident that a number of facilities must be built in a cooperative effort with private property owners to minimize any potential impacts and consequential damages in the event of interruption of critical building utilities. Agreements will, therefore, be required with building owners to cover engineering services and construction. It is anticipated that MTACC will be coming to the Board for a number of these types of agreements for SAS as they are negotiated as design and construction proceeds.

Plans for the SAS include building a stair and escalator entrance for the 86<sup>th</sup> St Station at 301-303 E.83rd Street and 2<sup>nd</sup> Avenue. This entrance will impact one privately owned building. The work that must be done includes:

- Mechanical, electrical, and plumbing relocations impacted by the SAS facility.
- Construction of heating plant replacement (temporary and permanent).
- Construction of gas meter room reconfiguration.
- Structural changes to building impacted by the SAS facility.
- Construction phase consultant services during building owner's construction.
- Construction phase support to review construction drawings, specifications, calculations and shop drawings provided by MTA, its consultants and contractors for entrance construction.

In October 2009, MTACC entered into a Board approved agreement with Archstone Management ("Archstone") for a not-to-exceed amount of \$385,000 for a design to make the necessary revisions to the property at 301-303 E.83rd St. to accommodate the 86<sup>th</sup> St. Subway station entrance at that location. The design has been completed with all required deliverables received, reviewed and accepted by MTACC. MTACC is now seeking to enter an agreement with Archstone for the construction work involved to make the revisions.

**ALTERNATIVES:**

The alternative is for the MTA to contract directly for this work and assume all risk associated with this work. This is not recommended because the building owners are in the best position to plan, design and contract for this work. Furthermore, if the MTA contracts for the construction work, the MTA becomes responsible for any problems or issues that arise as a result of the construction within the private building.

# Staff Summary

**FUNDING IMPACT:**

The work will be funded from the MTA's 2005-2009 Capital Plan.

**RECOMMENDATIONS:**

MTACC recommends that the Board approve entering into an agreement with Archstone Management (301-303 E83rd Street) to proceed with Construction for revisions needed for the entrance to the 86<sup>th</sup> St. Station subway entrance at 301-303 E. 83<sup>rd</sup> St. for a not-to-exceed amount of \$2,630,000.

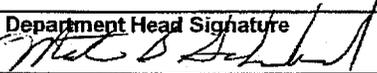


**New York City Transit**

**ACTION ITEM: APPOINTMENT OF TRANSIT ADJUDICATION BUREAU  
SENIOR HEARING OFFICERS**

The purpose of the staff summary is to obtain Board approval for the following actions relative to the appointment of hearing officers for the Transit Adjudication Bureau (TAB): 1) the amendment of existing retainer agreements with TAB's current panel of 28 hearing officers to amounts not to exceed \$30,000 annually; and 2) the one-year renewal of retainer agreements with two individuals to serve in the capacity of senior hearing officers.

# Staff Summary

|   |
|---|
| <b>Subject</b><br>TAB Hearing Officers  |
| <b>Department</b><br>Law Department   |
| <b>Department Head Name</b><br>Martin Schnabel  |
| <b>Department Head Signature</b><br> |
| <b>Project Manager Name</b><br>Dorothy Samuel   |

|                                |
|--------------------------------|
| <b>Date</b><br>June 1, 2011    |
| <b>Vendor Name</b>             |
| <b>Contract Number</b>         |
| <b>Contract Manager Name</b>   |
| <b>Table of Contents Ref #</b> |

| Board Action |                |         |          |      |       |
|--------------|----------------|---------|----------|------|-------|
| Order        | To             | Date    | Approval | Info | Other |
| 1            | NYCT Committee | 6/27/11 | X        |      |       |
| 2            | Board          | 6/29/11 | X        |      |       |
|              |                |         |          |      |       |
|              |                |         |          |      |       |

| Internal Approvals  |                          |       |                 |
|---|--------------------------|-------|-----------------|
| Order   | Approval                 | Order | Approval        |
|  | President                | X     | Labor Relations |
|  | Executive VP             | X     | Subways         |
| X   | Capital Prog. Management | X     | Buses           |
| X   | Legal                    | X     | System Safety   |

## Purpose

To obtain Board approval for the following actions relative to the appointment of hearing officers for the Transit Adjudication Bureau (TAB): 1) the amendment of existing retainer agreements with TAB's current panel of 28 hearing officers to amounts not to exceed \$30,000 annually; and 2) the one-year renewal of retainer agreements with two individuals to serve in the capacity of senior hearing officers.

## Discussion

In accordance with Paragraph Two of § 1209-a of the Public Authorities Law (PAL), TAB maintains a roster of per diem hearing officers appointed by the President of NYCT. There are currently 30 hearing officers on TAB's roster, two of whom serve as senior hearing officers under separate retainers.

TAB affirmatively recruits candidates for hearing officers on a periodic basis and utilizes a wide variety of sources in so doing, including advertisements in the *New York Law Journal* and the law schools within the City of New York, referrals from current hearing officers and resumes submitted by interested attorneys. The most recent class of new hearing officers was recruited in 2009, with the next such recruitment scheduled for mid-2012. Appointees to the hearing officer position serve on a per diem basis and are paid at an hourly rate, consistent with that paid by other agencies in the City of New York engaged in summons adjudication, of \$39.47 (or \$276.29 for a seven hour day). Our present roster of 28 hearing officers is comprised of eleven male and 17 female attorneys; 23 of the hearing officers are white, three are black and two are Hispanic.

TAB's retainer agreements with hearing officers have historically included a provision pursuant to which annual compensation may not exceed \$20,000. In recent years, as we have witnessed a small but continuing increase in the number of TAB hearings, the effect of the \$20,000 annual limitation – pursuant to which the maximum number of days any hearing officer can work is 72 – has been to reduce TAB's flexibility in assigning hearing officers during the latter months of the year. With specific regard to 2011, we have witnessed an increase of 15% (from 5,818 to 6,683) in the number of hearings held during the first quarter of the year as

compared to the same period in 2010. Particularly in light of the fact that we have experienced some degree of attrition from the panel during the past year and given that we are not scheduled to initiate a new class of TAB hearing officers until 2012, it appears quite likely that continuation of the \$20,000 restriction will serve to materially impair TAB's flexibility in assigning hearing officers later this year. In order to avert that circumstance as well as the potential of an associated backlog in addressing hearing adjudications by mail, TAB is requesting that the annual limitation upon individual hearing officers' compensation be raised to \$30,000. As PAL § 1209(7)(b) mandates Board approval with respect to the award of any personal services contract in excess of \$20,000, this matter is being submitted for approval at this time. It is to be noted that this requested increase in the annual retainer caps will not have the effect of increasing total expenditures.

The second request seeks approval for the appointment of two individuals to continue to serve in the capacity of senior hearing officers. In addition to conducting hearings, TAB's senior hearing officers are responsible for training and supervising the panel of hearing officers, reviewing decisions and chairing the TAB Appeals Board, a three-member panel with responsibility to review appeals of hearing officer determinations. Two individuals have served as TAB senior hearing officers for a significant period of time. Debra Siedman DeWan, who was appointed in January 1990, serves three days per week as a senior hearing officer and is presently compensated at a rate of \$56.75 per hour; Rebecca Novak was appointed in July 1995, serves two days per week and is paid an hourly rate of \$49.33.

NYC Transit requests approval to renew its agreements with Ms. Novak and Ms. DeWan for the period from July 1, 2011 through June 30, 2012. Both have demonstrated themselves to be highly competent attorneys who have served with excellence as senior hearing officers for a substantial period of time. Given their demonstrated knowledge and experience with respect to legal issues affecting TAB and their prior performance in this capacity, Ms. Novak and Ms. DeWan are viewed as the best candidates for the senior hearing officer positions. In light of budgetary constraints, it is proposed to maintain their respective hourly rates at those in effect for the year ending June 30, 2011.

### Alternatives

As noted, the current circumstance pursuant to which hearing officers are restricted to \$20,000 annual retainers will likely serve to limit TAB's flexibility in addressing the needs of the hearing process, an outcome which is not recommended.

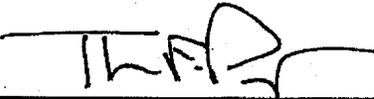
### Impact on Funding

Funding for per diem and senior hearing officers has been included in TAB's 2011 operating budget. Approval of these recommendations will not necessitate an increase in funding.

### Recommendation

That the Board approve the amendment of existing retainer agreements with TAB hearing officers to increase the maximum annual compensation to \$30,000 and the renewal of the one year agreements with Rebecca Novak and Debra Siedman DeWan to serve as senior hearing officers as above described.

Approved for Submission to the Board:

  
Thomas F. Prendergast, President



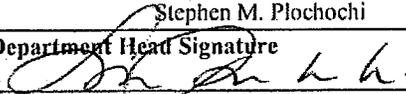
## PROCUREMENTS

The Procurement Agenda this month includes 5 actions for a proposed expenditure of \$53.8M.

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

**Department** Materiel Division – NYCT

**Department Head Name** Stephen M. Plochochi

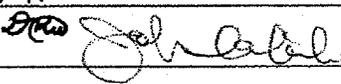
**Department Head Signature** 

**Project Manager Name** Rose Davis

June 15, 2011

**Department** Law and Procurement - MTACC

**Department Head Name** John Abeli

**Department Head Signature** 

**Table of Contents Ref #**

| Board Action |           |         |          |      |       |
|--------------|-----------|---------|----------|------|-------|
| Order        | To        | Date    | Approval | Info | Other |
| 1            | Committee | 6/27/11 |          |      |       |
| 2            | Board     | 6/29/11 |          |      |       |
|              |           |         |          |      |       |
|              |           |         |          |      |       |

| Internal Approvals  |                          |   |                        |
|---|--------------------------|---|------------------------|
|   | Approval                 |   | Approval               |
|  | President NYCT           |  | President MTACC        |
|  | Executive VP             | X   | Subways                |
| X   | Capital Prog. Management | X   | Buses                  |
|   | Law                      | X   | Diversity/Civil Rights |

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

**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: NONE

MTA Capital Construction proposes to award Non-Competitive procurements in the following categories: NONE

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

Schedules Requiring Two-Thirds Vote:

|  |   |    |        |
|--|---|----|--------|
| Schedule C: Competitive Requests for Proposals (Award of Purchase and Public Work Contracts) | 1 | \$ | 52.8 M |
|--|---|----|--------|

Schedules Requiring Majority Vote:

|   |          |           |               |
|---|----------|-----------|---------------|
| Schedule G: Miscellaneous Service Contracts | 2        | \$        | .3 M          |
|   | <u>3</u> | <u>\$</u> | <u>53.1 M</u> |

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

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

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

Schedules Requiring Majority Vote:

|   |          |           |               |
|---|----------|-----------|---------------|
| Schedule K: Ratification of Completed Procurement Actions | 2        | \$        | .7 M          |
|   | <u>2</u> | <u>\$</u> | <u>.7 M</u>   |
|   | <u>5</u> | <u>\$</u> | <u>53.8 M</u> |

**BUDGET IMPACT:** The purchases/contracts will result in obligating NYC Transit and MTA Capital Construction Co. 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, 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.



JUNE 2011

LIST OF COMPETITIVE PROCUREMENTS FOR BOARD APPROVAL

Procurements Requiring Two-Thirds Vote:

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

1. **Ozone Park Lumber & Mid-Island Electrical Sales Corp.**      \$52,840,870 (Est.)      Staff Summary Attached      6.8  
**Contract #08E9880 – Five-year contract**  
Estimated quantity contract to furnish and deliver building materials and electrical and plumbing supplies.

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. **Approved Storage and Waste Hauling, Inc.**      \$80,033.00 (Est., incl. option)  
**Three Bids/Low-Bidder – Four-year contract, with a one-year option**  
**RFQ #0000004032**

This contract is for the removal, transportation and lawful disposal of regulated medical waste from NYC Transit's Medical Assessment Centers, maintenance facilities, depots and station crew quarters. Approved Storage submitted the lowest bid and was deemed technically qualified to perform the work by NYC Transit's Office of System Safety. This contract with Approved Storage is for the estimated amount of \$64,026 for four years plus a one year option for \$16,007 for a total estimated amount of \$80,033. Approved Storage's unit price is 4% less than the previous contract price and is 34% less than the price submitted by the next lowest bidder. Based on these comparisons, Approved Storage's bid price of \$80,033 was found to be fair and reasonable.

JUNE 2011

**LIST OF COMPETITIVE PROCUREMENTS FOR BOARD APPROVAL**

**G. Miscellaneous Service Contracts Cont'd**

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

3. **Permadur Industries, Inc. d/b/a**                      **\$216,255.00 (Est.)**  
**Sissco Material Handling Equipment**  
**One Bid Only – Three-year contract**  
**Contract #10I0313**

This contract is for the inspection of various cranes, below-the-hook lifting devices, jacks and cranes associated with drop tables at 16 Division of Car Equipment (DCE) maintenance and overhaul shops which include overhead, floor operated and monorail types, are used to lift and transport subway car bodies, trucks, wheels, axles and other components and equipment used for the maintenance and repair of the subway car fleet. A "below-the-hook lifting device" is a sling, hook, magnet or other device that is suspended from the hook of an overhead crane or hoisting device and used to lift an object. Jacks and drop tables are supports used for the maintenance and servicing of subway car components.

Annual safety inspections for cranes and below-the-hook lifting devices and biannual inspections for jacks are mandated by Occupational Safety and Health Administration (OSHA). The inspections are conducted in accordance with standards and procedures set by OSHA, the Crane Manufacturer's Association of America, the American Society of Mechanical Engineers and the American National Standards Institute. These independent inspections are conducted in addition to the monthly inspections performed in-house by NYC Transit personnel. When an annual inspection reveals the need for a repair, NYC Transit personnel will perform the work.

Because only a single bid was received at the bid opening, a survey was conducted which revealed that due to its administrative oversight, one company, Whiting Services, Inc., missed the bid opening date and a second company, Konecranes America, Inc., needed additional technical information. Both companies indicated that they were interested in submitting quotations and therefore both companies were asked by Procurement to do so. Permadur Industries Inc. d/b/a Sissco (Sissco), the single bidder and the incumbent vendor currently providing this service, remained the lowest bidder. Sissco's unit prices reflect a 10.9% decrease from the previous contract. The final price of \$216,255 was found to be fair and reasonable.

JUNE 2011

LIST OF RATIFICATIONS FOR BOARD APPROVAL

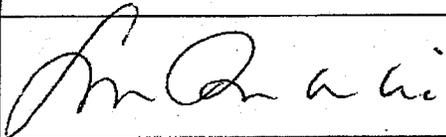
Procurements Requiring Majority Vote:

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

(Staff Summaries required for items requiring Board approval.)

- |   |                    |                               |      |
|---|--------------------|-------------------------------|------|
| 1. E.E. Cruz and Tully<br>Construction Company, JV, LLC<br>Contract #C-26005.35   | \$310,000.00       | <u>Staff Summary Attached</u> | 6.10 |
| Modification to the contract for civil, structural, and utility relocation for the Second Avenue Subway, 96th Street Station, in order to make revisions to the gas main tie-in south of 95 <sup>th</sup> Street. |                    |                               |      |
| 2. Ove Arup & Partners,<br>Consulting Engineers, P.C.<br>Contract # CM-1252.49  | \$359,634.00 (NTE) | <u>Staff Summary Attached</u> | 6.11 |
| Modification to the contract for design services for the Fulton Street Transit Center, in order to perform additional construction phase design services to incorporate design changes and out of scope work.     |                    |                               |      |

# Staff Summary

|  |                   |                   |           |      |       |
|--|-------------------|-------------------|-----------|------|-------|
| Item Number 1  |                   |                   |           |      |       |
| Division & Division Head Name: VP Materiel, Stephen M. Plochochi                 |                   |                   |           |      |       |
| Division Head Signature & Date   |                   |                   |           |      |       |
|  |                   |                   |           |      |       |
| Board Reviews  |                   |                   |           |      |       |
| Order  | To                | Date              | Approval  | Info | Other |
|  |                   |                   |           |      |       |
|  |                   |                   |           |      |       |
| Internal Approvals   |                   |                   |           |      |       |
| Order  | Approval          | Order             | Approval  |      |       |
| 1 <input checked="" type="checkbox"/>  | Materiel          | 5 <i>12/12/08</i> | EVP       |      |       |
| 2 <input checked="" type="checkbox"/>  | Law               | 6 <i>12/12/08</i> | President |      |       |
| 3 <input checked="" type="checkbox"/>  | OMB               |                   |           |      |       |
| 4 <input checked="" type="checkbox"/>  | Div./Civil Rights |                   |           |      |       |

|   |   |
|---|---|
| <b>SUMMARY INFORMATION</b>  |   |
| Vendor Name<br>Ozone Park Lumber & Mid-Island Electrical Sales Corp.  | Contract Number<br>08E9880  |
| Description<br>Estimated Quantity purchase contract to furnish & deliver building materials and electrical & plumbing supplies.<br>(Multi-agency contract)        |   |
| Total Amount<br>\$52,840,870 (est.)   |   |
| Contract Term (including Options, if any)<br>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<br><input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive  |   |
| Solicitation Type<br><input checked="" type="checkbox"/> RFP <input type="checkbox"/> Bid <input type="checkbox"/> Other:   |   |
| Funding Source<br><input checked="" type="checkbox"/> Operating <input type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other: |   |

## I. PURPOSE/RECOMMENDATION

To obtain Board approval to award an estimated quantity purchase contract to furnish and deliver (1) Building materials and plumbing supplies to 128-13 Rockaway Boulevard. Corp d/b/a Ozone Park Lumber (Ozone) at an estimated value of \$27,327,575 and for (2) Electrical supplies to Mid-Island Electrical Sales Corp. (Mid-Island) at an estimated value of \$25,513,295, for multiple MTA agencies over the five year contract term for each participating agency in the following estimated dollar amounts: New York City Transit (including MTA Bus Company and Staten Island Rapid Transit Operating Authority): (1) \$22,116,536 (2) \$20,276,298; Metro North Railroad: (1) \$4,027,717 (2) \$3,581,143; Triborough Bridge and Tunnel Authority: (1) \$1,183,322 (2) \$1,655,854, for a total estimated amount of \$52,840,870 for all trades. Each participating agency shall issue its own purchase order for its estimated amount. Mid-Island is a New York State certified women-owned business enterprise (WBE).

## II. DISCUSSION

Pursuant to subdivision 9(f) of Section 1209 of the Public Authorities Law, an Authorizing Resolution to issue a Request for Proposal (RFP) was approved by the Board in June 2008. Contract 08E9880 is to furnish and deliver building materials, electrical and plumbing supplies and related items, providing delivery to all specified MTA agency work sites, storerooms and other locations throughout the five boroughs of New York City, Westchester, Putnam and Dutchess counties in New York, and Fairfield and New Haven counties in Connecticut. This contract includes New York City Transit, as the lead agency, including the Departments of Subways and Buses, MTA Bus Company (MTAB) and Staten Island Rapid Transit Operating Authority (SIRTOA) collectively referred to as NYCT, and Metro North Railroad (MNR) and Triborough Bridge & Tunnel Authority (B&T) as joint participants.

The contract structure is such that materials are purchased utilizing the contract's pre-priced items list (over 630 items) which are subject to PPI adjustments, catalogs published to the industry for building materials, plumbing and electrical supplies to which the contractor applies a discount, and items not pre-priced or available through catalogs, for which the contractor charges a mark-up to the substantiated cost. The discount and mark-up rates are fixed for the term of the contract, and are quoted separately for building materials, electrical and plumbing supplies. Each proposer was also requested to provide an overall discount if it receives an award for all proposed trades for all agencies. Additionally the price schedule includes a section for the provision of materials for NYCT's Station Component Program for custom building supply related items such as railings, stairways and canopies to be installed by in house forces in the pursuit of station rehabilitation projects. Station Component item pricing is based on the contractor charging a markup to the substantiated cost. The RFP allowed for the possibility of separate contract awards for individual trades, separate contract awards for each agency, or multiple awards based on specific geographic regions.

The continuing goal of this program is to more efficiently provide general building materials, electrical and plumbing supplies to using departments by reducing the lead-time necessary to order materials and by the contractor providing just-in-time tailgate delivery directly to work locations. Additional savings are realized by eliminating costs associated with storing and handling of the materials as inventory items. Other benefits of the contract are 24/7 delivery, ability to pick-up materials from supplier locations, and return of unused materials.

NYCT Procurement conducted a market outreach to approximately forty building material, electrical and plumbing suppliers including major retailers and M/WBE firms. NYCT, MTAB and SIRTOA were included in the initial solicitation and ultimately MNR and B&T elected to participate. LIRR and LI Bus did not participate due to their use of federal funds and differing operational needs. A significant effort went into the analysis of the items purchased over a three year period for inclusion into the contract's pre-priced items lists. MTA Internal Audit provided NYCT with lists of potential pre priced items for MNR and B&T. NYCT's System-wide Contract Management (SWCM) group, which acts as the contract administrator for NYCT, also provided historical data.

The RFP was publicly advertised and purchased by twenty-one firms. The initial pre-proposal conference was attended by eleven firms. After addressing comments and questions raised by potential proposers, Procurement conducted a second pre-proposal conference that was attended by seven firms.

Proposals were received on August 18, 2010 from seven Proposers, of which only six were considered to be viable. One Proposer, W.W. Grainger, Inc. (Grainger) was immediately eliminated on the basis of submitting a non-conforming Proposal. The six viable Proposals ranged as follows: three firms, Mid-Island, Louis Shiffman Electric (Shiffman) and Monarch Electric (Monarch), offered to furnish and deliver just electrical supplies to all agencies; one firm, Kelly & Hayes Electric (Kelly & Hayes), offered to furnish and deliver electrical and plumbing supplies to all agencies; and two firms, Ozone and SDI, Inc. (SDI), offered to furnish and deliver building materials, electrical and plumbing supplies (all three trades) to all agencies. The RFP evaluation criteria were: (1) Technical (ability of Proposers to provide full range of items; demonstrated abilities to manage similar contracts and meet delivery requirements; size and quality of warehouse and delivery facilities and equipment; quality and capabilities of staff; strategy for contract management and project coordination, both internally and with subcontractors; reporting capabilities; technological capabilities for placing and tracking of orders; return policy and quality assurance program), (2) Overall Price, and (3) Other Relevant Factors (exceptions taken, and quality of written and oral presentations).

After the Selection Committee completed review of all proposals, it voted to invite all six Proposers for oral presentations. Oral presentations were conducted between December 21, 2010 and January 11, 2011. Kelly & Hayes was eliminated from further consideration because of its inadequate written proposal followed by an oral presentation in which it provided inadequate responses to essential details regarding how it would handle the operational requirements. The Selection Committee was confident that each of the remaining five firms were technically qualified with respect to the evaluation criteria and each were invited to participate in negotiations (Ozone, SDI, Shiffman, Mid-Island and Monarch). Fifteen site tours to the Proposers' various facilities were conducted.

Negotiations were conducted in March 2011 and primarily focused on prices for pre-priced items, catalog discounts, and non-catalog item mark-ups. Further clarifications were required for identification of manufacturers, catalog/model numbers and item descriptions. Questions and proposed changes to several articles of the contract and scope of work were discussed with the Proposers with appropriate revisions and clarifications made to the contract documents.

Best and Final Offers (BAFO) were received from all five Proposers on May 27, 2011. After a review of all of the BAFOs in accordance with the evaluation criteria, the Selection Committee determined that although all Proposers were capable of performing the work there were qualitative differences between the Proposers. The Selection Committee voted unanimously to award a single contract for building materials and plumbing supplies, and a separate contract for electrical supplies. The Selection Committee voted unanimously to award the building materials and plumbing supplies portions of the work to Ozone. Ozone offered pricing significantly lower than its competition by approximately \$8.8M or 26% lower and when evaluating Ozone's and SDI's proposals in accordance with the Technical and Other Relevant Matters of the Evaluation Criteria, Ozone was rated to be superior.

The Selection Committee voted unanimously to award the electrical portion of the work to Mid-Island. Mid-Island offered the lowest overall price, approximately \$792K or 3.1% lower than Shiffman, the next lowest priced proposal for electrical supplies. Mid-Island's electrical pricing was considerably lower than the electrical pricing from Ozone. When evaluating Mid-Island's and Shiffman's proposals in accordance with the Technical and Other Relevant Matters of the Evaluation Criteria, Mid-Island was rated to be superior. Although Mid-Island's pricing for MNR was 0.4% higher than Monarch, the lowest priced electrical proposal for MNR (by approximately \$15K out of \$3.5M), due to the quality and locations of Mid-Island's warehouse facilities, the Selection Committee included Mid-Island in its determination to award the electrical supplies for MNR along with the other participating agencies. Additionally, Monarch did not comply with the requirement to submit financial statements.

For NYCT and B&T, combined BAFO pricing for Building Supply, Electrical and Plumbing materials is 8.28% or \$4.1M lower than current pricing and 7.43% lower than pre BAFO pricing. Due to system limitations, MNR was unable to provide current pricing data and was not included in this comparison. A review of the documents submitted by the Proposers disclosed no significant adverse information within the meaning of the Responsibility Guidelines. The Office of the Controller performed a financial review of the selected Contractors and concluded that there is reasonable assurance that they are financially capable of fulfilling these contracts.

### III. D/M/WBE INFORMATION

M/WBE goals for this procurement were established at 2% MBE and 2% WBE. Ozone will exceed the goals established through the use of subcontractors. Mid-Island is a New York State certified WBE and will also meet the MBE through subcontracting.

### IV. IMPACT ON FUNDING

Funding will be made available from the Operating Budget of each agency.

### V. ALTERNATIVES

It is not anticipated that a re-solicitation of this requirement would yield a greater degree of competition or more favorable pricing.

**Schedule K: Ratification of Completed Procurement Actions**



Item Number: 1

|  |   |
|--|---|
| <b>Vendor Name (&amp; Location)</b>  |   |
| E.E. Cruz and Tully Construction Company, JV, LLC (Holmdel, NJ)  |   |
| Civil, structural, and utility relocation for the Second Avenue Subway route – 96 <sup>th</sup> Street Station   |   |
| <b>Contract Term (including Options, if any)</b>   |   |
| May 28, 2009 – June 14, 2013   |   |
| <b>Option(s) included in Total Amount?</b>   | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> n/a                  |
| <b>Procurement Type</b>  | <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive                          |
| <b>Solicitation Type</b>   | <input type="checkbox"/> RFP <input type="checkbox"/> Bid <input checked="" type="checkbox"/> Other: Modification |
| <b>Funding Source</b>  |   |
| <input type="checkbox"/> Operating <input checked="" type="checkbox"/> Capital <input checked="" type="checkbox"/> Federal <input type="checkbox"/> Other: |   |
| <b>Requesting Dept/Div &amp; Dept/Div Head Name:</b>   |   |
| MTA Capital Construction, Michael Horodniceanu   |   |

|  |                           |
|--|---------------------------|
| <b>Contract Number</b>   | <b>AWO/Modification #</b> |
| C-26005  | 35                        |
| <b>Original Amount:</b>  | \$ 325,000,000            |
| <b>Prior Modifications:</b>  | \$ 7,533,021              |
| <b>Prior Budgetary Increases:</b>                                      | \$ 0                      |
| <b>Current Amount:</b>   | \$ 332,533,021            |
| <b>This Request:</b>   | \$ 310,000                |
| <b>% of This Request to Current Amount:</b>                            | 0.9%                      |
| <b>% of Modifications (including This Request) to Original Amount:</b> | 2.4%                      |

**Discussion:**

This retroactive modification is for changes to the 30 inch gas main at 95<sup>th</sup> St. This contract (contract "C2A") is for civil, structural, and utility relocation work for the new 96<sup>th</sup> Street Station for the Second Avenue Subway project, including cut and cover excavation for the Station, from 95<sup>th</sup> to 99<sup>th</sup> Streets. This contract also includes the relocation and the restoration of utilities, demolition of the existing Century Lumber Building and interior demolition at the Astor Terrace Condominium; construction of temporary and permanent support of excavation retaining structures including the construction of slurry walls, secant pile walls and micro pile walls; connection to the existing tunnel north of 99<sup>th</sup> Street; installation of temporary roadway decking; construction of the 96<sup>th</sup> Street Station invert slab; construction of certain station entrance and ancillary building structural elements.

Contract C1 was awarded in 2007 for the construction of a tunnel boring machine (TBM) launch box between 95<sup>th</sup> and 91<sup>st</sup> Streets and the mining of two tunnels from the TBM launch box to the existing 63<sup>rd</sup> Street Station at Lexington Avenue. Under contract C1, a new 30" gas main in 42" carrier pipe was constructed and supported beneath Second Avenue from the decking structure in the TBM launch box area, up to the northern limit of contract C1 at 95<sup>th</sup> Street, where the new gas line was temporarily tied-in to the existing gas line which was buried in the roadbed.

Contract C2A requires the contractor to remove the existing 30" gas line at 95<sup>th</sup> Street and construct and support a new 30" gas main in 42" carrier pipe, but with two elbows configured so as to relocate the new gas main under the east sidewalk. The project teams met regularly with the utility companies to review utility issues which impacted both contracts. Prior to the award of contract C2A, Con Edison was able to determine that the 30" gas main must penetrate through the TBM launch box slurry wall constructed by the C1 contractor. However, at that time Con Edison could not commit to the final location. Accordingly, contract C2A was awarded with drawings that provided only a general location and no design details, since the details of the slurry wall penetration and reinforcement design are dependent on the final location. Eventually, Con Edison decided to shift the tie-in further south to minimize conflicts with new and existing Con Edison electrical conduits in the TBM launch box; this also required a change in the vertical profile of the tie-in to avoid a cellar door in the east sidewalk south of the 95<sup>th</sup> Street intersection.

The modification requires the contractor, using a design provided by the C1 contractor and approved by the Second Avenue Subway design consultant, to construct the slurry wall penetration and reinforcement. Also, the modification requires the contractor to provide an additional 10 linear feet of 30" gas main, and additional welded bends, in 42" carrier pipe. Finally, the modification requires the contractor to provide support while Con Edison performs the gas tie-ins and to provide related work including: pressure test the line; reroute an existing 12" water pipe; reroute existing electrical and telecom cables; and restore the sidewalk. The contractor's initial proposal was \$449,428; MTACC's revised estimate was \$297,607. Following negotiations, the lump sum of \$310,000 was agreed upon and found to be fair and reasonable. Savings of \$139,428 were achieved. The contractor was authorized to proceed with the work, which occurred between July and November 2010, prior to formal approval in order not to impact the schedule and to complete gas work required by Con Ed before the heating season start. On January 18, 2011, the President, MTACC ratified this decision and MTACC began the AWO approval process shortly thereafter.

**Schedule K: Ratification of Completed Procurement Actions**



Item Number: **2**

|  |   |
|--|---|
| <b>Vendor Name (&amp; Location)</b>  |   |
| Ove Arup & Partners Consulting Engineers P.C. (New York, NY)   |   |
| <b>Description</b>   |   |
| Design services for the Fulton Street Transit Center   |   |
| <b>Contract Term (including Options, if any)</b>   |   |
| August 1, 2003 – November 30, 2014   |   |
| <b>Option(s) included in Total Amount?</b>   | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> n/a                  |
| <b>Procurement Type</b>  | <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive                          |
| <b>Solicitation Type</b>   | <input type="checkbox"/> RFP <input type="checkbox"/> Bid <input checked="" type="checkbox"/> Other: Modification |
| <b>Funding Source</b>  |   |
| <input type="checkbox"/> Operating <input checked="" type="checkbox"/> Capital <input checked="" type="checkbox"/> Federal <input type="checkbox"/> Other: |   |
| <b>Requesting Dept/Div &amp; Dept/Div Head Name:</b>   |   |
| MTA Capital Construction, Michael Horodniceanu   |   |

|   |                               |
|---|-------------------------------|
| <b>Contract Number</b>  | <b>AWO/Modification #</b>     |
| CM-1252   | 49                            |
| <b>Original Amount:</b>   | \$ 19,729,370                 |
| <b>Option Amount:</b>   | \$ 36,890,152                 |
| <b>Total Amount:</b>  | \$ 56,619,522                 |
| <b>Prior Modifications:</b>   | \$ 35,168,082                 |
| <b>Prior Budgetary Increases:</b>                                   | \$ 0                          |
| <b>Current Amount:</b>  | \$ 91,787,604                 |
| <b>This Request:</b>  | \$ 359,634<br>(not-to-exceed) |
| <b>% of This Request to Current Amount:</b>                         | 0.39%                         |
| <b>% of Modifications (including This Request) to Total Amount:</b> | 62.75%                        |

**Discussion:**

This retroactive modification is to perform additional construction phase design services. This contract is for design services on the Fulton Street Transit Center (FSTC) project. The center will connect to a new underground corridor into the World Trade Center site and improve connections among major subway routes in Lower Manhattan. The base contract, \$19,729,370 was for Conceptual Design and Preliminary Engineering with major modifications issued to exercise the contract options for Final Design (FD) \$ 27,550,000 and a modified Construction Phase Support Services (CPS) \$ 9,340,152.

In December 2007, MTACC sent out a single RFP for all the remaining construction work on the FSTC and received only one proposal, which was far in excess of the budget; the solicitation was subsequently cancelled. MTACC determined that a repackaging plan that allowed for specialty contractors to be able to competitively bid on smaller packages was in the best interests of the FSTC project. The FSTC Construction Contract Package 4 was then divided into six smaller contract packages. As previously reported, this repackaging effort has resulted in competitively priced construction bids, the aggregate of which was for far less than the rejected sole proposal. However this has also extended the overall completion schedule to 2014. This repackaging effort has required several design consultant contract modifications as well as an increased CPS budget.

Retroactive Modification No. 49 is for various design services associated with construction of the Fulton Street Transit Center packages. Between January 7, 2010 and March 31, 2011, the consultant performed 21 task orders, averaging \$17,125 for necessary additional work items. MTACC staff used the contractual task order procedure to process this work, which expedites the necessary additional consultant work. The original contract did not establish a budget for task order work and a prior modification, No. 37, awarded in June, 2010 established a \$99,000 task order budget to cover these ongoing task orders. Upon further analysis during the FSTC construction, it was determined that the task order budget of \$99,000 would not suffice and a contractual modification for additional money would eventually be required.

The task orders are grouped into three categories of work: (A) Reviews and Redesign due to third party requirements, \$149,100. This consists of six task orders for the review and analysis of Contractor Value Engineering, and changes due to NYC DEP, NYC DOT, SHPO and DDC. (B) Revisions and Redesign due to field conditions or changes in standards, eight task orders totaling \$106,536. (C) Support during Construction and Additional Work Orders, \$103,784. This consists of seven task orders covering items such as an additional safety review of the contractor's tower crane proposal and supporting calculations and documentation; review of the contractor's AWO request regarding steel for the project; production of additional clarifying drawings at MTACC direction; additional safety review of the structural impact of the contractor hoist installation, etc.

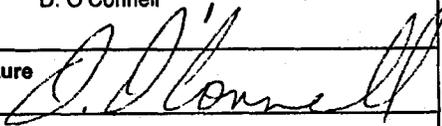
This modification will add \$359,634 to the contract to pay for task orders approved under the contract task order procedure. All records and timecards were reviewed by Procurement and the final price was determined to be fair and reasonable.



**Metro-North Railroad**

**Action Items  
Action 2011**

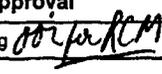
# Staff Summary

|                                  |   |
|----------------------------------|---|
| <b>Subject</b>                   | Public Hearing For Setting Fairfield Metro-Center Station Fares                   |
| <b>Department</b>                | Operations Planning & Analysis  |
| <b>Department Head Name</b>      | D. O'Connell  |
| <b>Department Head Signature</b> |  |
| <b>Project Manager Name</b>      |   |

|                               |              |
|-------------------------------|--------------|
| <b>Date</b>                   | June 6, 2011 |
| <b>Vendor Name</b>            |              |
| <b>Contract Number</b>        |              |
| <b>Contract Manager Name</b>  |              |
| <b>Table of Contents Ref#</b> |              |

| Board Action |                |      |          |      |       |
|--------------|----------------|------|----------|------|-------|
| Order        | To             | Date | Approval | Info | Other |
| 1            | M-N Comm. Mtg. |      | X        |      |       |
| 2            | MTA Fin. Comm. |      | X        |      |       |
| 3            | MTA Board Mtg. |      | X        |      |       |

| Internal Approvals  |                    |       |                     |
|---|--------------------|-------|---------------------|
| Order   | Approval           | Order | Approval            |
| 4  | President          |       | Budget              |
|   | VP Operations      |       | VP Capital Programs |
| 3  | VP Financial Admin |       | Engr/Const          |
|   | Controller         |       | Project Reporting   |

| Internal Approvals (cont.) |  |       |                      |       |                 |       |  |
|----------------------------|--|-------|----------------------|-------|-----------------|-------|--|
| Order                      | Approval   | Order | Approval             | Order | Approval        | Order | Approval   |
| 1                          | VP Planning  |       | Government Relations |       | Labor Relations | 2     | General Counsel  |
|                            | Press  |       | VP Human Resources   |       | Personnel       |       | Other  |

## Narrative

### Purpose:

To authorize a public hearing with regard to setting fares for Fairfield Metro-Center station in conjunction with the opening of the new station in October 2011.

### Discussion:

Metro-North will commence service to/from Fairfield Metro-Center station, effective October 16, 2011. In conjunction with the opening of this station, the Connecticut Department of Transportation (CDOT) has formally notified us that they want the fares for travel to this station to be the same as the existing fares to Fairfield station.

Section 1266 of the New York Public Authorities Law requires that MTA conduct a public hearing prior to instituting any fare changes, including setting fares at new stations.

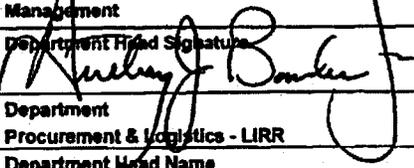
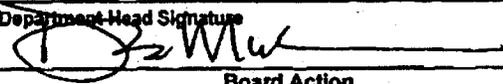
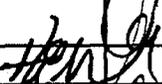
### Recommendation:

That the Board authorize a public hearing with regard to setting fares for Fairfield Metro-Center station in conjunction with the opening of the new station in October 2011.

**METRO-NORTH/LONG  
ISLAND COMMITTEES**

**PROCUREMENTS FOR  
BOARD ACTION**

**JUNE 27, 2011**

|   |                    |             |                 |             |              |  |   |              |                 |
|---|--------------------|-------------|-----------------|-------------|--------------|--|---|--------------|-----------------|
| <b>Subject</b><br>Request for Authorization to Award Various Procurements   |                    |             |                 |             |              | <b>Date</b><br>June 10, 2011   |   |              |                 |
| <b>Department</b><br>Procurement & Material Management - MNR  |                    |             |                 |             |              | <b>Department</b><br>Law and Procurement - MTACC   |   |              |                 |
| <b>Department Head Name</b><br>Anthony J. Bombace, Jr., Sr. Director, Procurement & Material Management               |                    |             |                 |             |              | <b>Department Head Name</b><br>John Abill, Acting Deputy General Counsel   |   |              |                 |
| <b>Department Head Signature</b><br> |                    |             |                 |             |              | <b>Department Head Signature</b><br> |   |              |                 |
| <b>Department</b><br>Procurement & Logistics - LIRR   |                    |             |                 |             |              |  |   |              |                 |
| <b>Department Head Name</b><br>Dennis L. Mahon, Chief Procurement & Logistics Officer                                 |                    |             |                 |             |              |  |   |              |                 |
| <b>Department Head Signature</b><br> |                    |             |                 |             |              |  |   |              |                 |
| <b>Board Action</b>   |                    |             |                 |             |              | <b>Internal Approvals</b>  |   |              |                 |
| <b>Order</b>  | <b>To</b>          | <b>Date</b> | <b>Approval</b> | <b>Info</b> | <b>Other</b> | <b>Order</b>   | <b>Approval</b>   | <b>Order</b> | <b>Approval</b> |
| 1   | MNR/LIRR Committee | 6-27-11     | X               |             |              | X  |  President, MNR      |              | X               |
| 2   | MTA Board          | 6-29-11     | X               |             |              | X  |  President, LIRR    |              | X               |
|   |                    |             |                 |             |              | X  |  President, MTACC |              | X               |

**PURPOSE:**

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

**DISCUSSION:**

MNR proposes to award Non-Competitive procurements in the following categories: NONE

LIRR proposes to award Non-Competitive procurements in the following categories:

| <u>Schedules Requiring Two-Thirds Vote (or more, where noted)</u> | <u># of Actions</u> | <u>\$ Amount</u> |
|---|---------------------|------------------|
| Schedule A: Non-Competitive Purchase and Public Works Contracts   | 1                   | \$21,420         |
| <b>SUBTOTAL</b>   | <b>1</b>            | <b>\$21,420</b>  |

MTACC proposes to award Non-Competitive procurements in the following categories: NONE



## METROPOLITAN TRANSPORTATION AUTHORITY

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

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

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

NOW, the Board resolves as follows:

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



JUNE 2011

MTA LONG ISLAND RAIL ROAD

LIST OF NON-COMPETITIVE PROCUREMENTS FOR BOARD APPROVAL

Procurements Requiring Two-Thirds Vote

**Schedule A: Non-Competitive Purchase and Public Works Contracts**

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

- |    |                                       |                     |
|----|---------------------------------------|---------------------|
| 1. | <b>VAE Nortrak North America Inc.</b> | <b>\$21,420</b>     |
|    | <b>Sole Source</b>                    | <b>Fixed Amount</b> |
|    | <b>Contract No. TBD</b>               |                     |

LIRR requests MTA Board approval to award a Sole Source Contract to VAE Nortrak North America, Inc. (Nortrak) in the fixed amount of \$21,420 for the purchase of switch plates for the #10 119RE double slip switches in Hall Interlocking. The current switch plates, purchased from Nortrak from 1980 to 1995 in support of operating maintenance programs, are approaching the end of their useful life. Nortrak, the Original Equipment Manufacturer and the sole responsible source to provide these items, owns the proprietary drawings required to manufacture the replacement switch plates, which must be compatible with the existing installed switches. LIRR advertised its intent to award a Sole Source Contract in the NYS Contract Reporter and the New York Post and no other vendor expressed an interest in competing for this procurement. Negotiations with Nortrak resulted in payment terms of ½% 10 day, net 30. Adjusting for the changes in the price of steel as reported by the Product Price Index (PPI) the offer by Nortrak is comparable to previously purchased switch plates. Further, Nortrak has certified that the prices being charged LIRR are not greater than prices charged their most favored transit customer for similar quantity purchases. As a result of the above, pricing is determined to be fair and reasonable. Funding for these switch plates is included in LIRR's Operating Budget.



# Staff Summary

| Item Number C  |                         |         |                     |      |       |
|--|-------------------------|---------|---------------------|------|-------|
| Dept & Dept Head Name:<br>Procurement & Material Management, Anthony J. Tambace, Jr. |                         |         |                     |      |       |
| Division & Division Head Name:<br>Administration - Sr. VP - Admin. - R. Burney       |                         |         |                     |      |       |
| <b>Board Reviews</b>   |                         |         |                     |      |       |
| Order  | To                      | Date    | Approval            | Info | Other |
| 1  | M-N Comm.Mtg.           | 6-27-11 | x                   |      |       |
| 2  | MTA Board Mtg.          | 6-29-11 | x                   |      |       |
| <b>Internal Approvals</b>  |                         |         |                     |      |       |
| Order  | Approval                | Order   | Approval            |      |       |
|  | President               |         | Sr. V.P. Operations |      |       |
|  | Sr. V.P. Administration | X       | V.P. Finance & IT   |      |       |
|  | General Counsel         |         | Capital Programs    |      |       |

| SUMMARY INFORMATION   |   |
|---|---|
| Vendor Name<br>Ansaldo STS USA, Inc.  | Contract Number<br>77083  |
| Description<br>Design and Furnish: Pre-Wired Signal Houses and Cases for CP-266 (Woodmont, CT) to CP-271 (New Haven, CT)  |   |
| Total Amount<br>\$5,036,011   |   |
| Contract Term (including Options, if any)<br>13- Months   |   |
| Option(s) included in Total Amount?   | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |
| Renewal?  | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |
| Procurement Type<br><input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive  |   |
| Solicitation Type<br><input checked="" type="checkbox"/> RFP <input type="checkbox"/> Bid <input type="checkbox"/> Other:   |   |
| Funding Source<br><input type="checkbox"/> Operating <input type="checkbox"/> Capital <input type="checkbox"/> Federal <input checked="" type="checkbox"/> Other: ConnDOT |   |

## Narrative

- I. **PURPOSE/RECOMMENDATION:** To obtain MTA Board approval to make an award to Ansaldo STS USA, Inc. The project consists of the Design and Furnish of Pre-Wired Signal Houses and Cases from CP-266 (Woodmont, CT) to CP-271 (New Haven, CT).
- II. **DISCUSSION:** MNR has an immediate requirement to retain a vendor to perform application engineering (design) prior to fabricating and delivering new pre-wired communications and signal houses and cases. These houses and cases will be located in Connecticut from Woodmont to New Haven, will support the West Haven Station Project and will be installed by MNR Forces. This procurement is 100% funded by the State of Connecticut Department of Transportation (ConnDOT). Further, these signal houses and cases will be compatible with and necessary to support the future PTC (Positive Train Control) system.

The scope of work for the Signal Houses includes:

- Detailed engineering/design of all hardware, software, and system configuration requirements.
- Manufacture and deliver signal equipment with software, control panels, computer engineering application package, portable diagnostic test set, training rack, and backup reliability equipment.
- Provide Metro-North employee training on system servicing and maintenance.
- Provide on-site field support during Metro-North's installation of the equipment.

On December 6, 2010, RFP No. 77083 was advertised in the New York State Contract Reporter, and on December 14, 2011, was advertised in the New York Post, El Diario and the Daily Challenge. On February 18, 2011, two technical and cost proposals were received from Ansaldo STS USA, Inc. and Alstom Signaling Inc.

# Staff Summary

A Selection Committee comprised of 3 members representing Metro-North's C&S Department and Procurement and Material Management Department evaluated the proposals. The criteria for selection established in the RFP are as follows:

1. Technical Capability
2. Experience
3. Cost
4. Project Plan

After a technical evaluation of the 2 proposals, the Selection Committee selected both firms: Ansaldo and Alstom, to provide oral presentations.

Subsequent to the oral presentations and after receiving formal responses to MNR's questions, the firms were requested to provide their Best and Final Offer (BAFO). Alstom's final price proposal is \$8,336,985.00 and Ansaldo final price proposal is \$5,036,011.00. The Selection Committee unanimously determined that Ansaldo STS USA, Inc. was the best qualified vendor to provide the required services. Additionally, Ansaldo has demonstrated their capability of providing the desired professional and quality services required based upon prior work performed under previous MNR contracts. Ansaldo's price of \$5,036,011.00 is approx. 40% less than the other vendor.

MNR deems Ansaldo's cost proposal of \$5,036,011.00 to be fair and reasonable for the level of effort anticipated for this project. It is recommended that the MTA Board approve the selection of Ansaldo STS USA, Inc. to design and furnish the pre-wired signal houses and cases.

- III. **D/M/WBE INFORMATION:** The MTA Office of Civil Rights did not establish minority participation goals for the contract.
- IV. **IMPACT ON FUNDING:** The total cost for this effort is \$5,036,011.00. The period of performance is thirteen (13) months. This procurement is 100% funded by the State of Connecticut Department of Transportation (ConnDOT).
- V. **ALTERNATIVES:** None. MNR and CDOT do not have the design and manufacturing capability to fabricate signal houses and cases.



JUNE 2011

MTA LONG ISLAND RAIL ROAD

LIST OF COMPETITIVE PROCUREMENTS FOR BOARD APPROVAL

Procurements Requiring Majority Vote

**Schedule F: Personal Service Contracts**

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

- |    |  |                                       |                               |
|----|--|---------------------------------------|-------------------------------|
| 2. | <b>Oliver Wyman, Inc. of New York<br/>Competitive<br/>Contract No. TBD</b> | <b>\$25,000,000<br/>Not to Exceed</b> | <u>Staff Summary Attached</u> |
|----|--|---------------------------------------|-------------------------------|

LIRR, on behalf of itself and NYCT, MTA Bus, MNR and LI Bus (the "Agencies"), requests MTA Board approval to award a three-year competitively solicited, negotiated, multi-agency contract to the firm, Oliver Wyman, Inc. of New York ("OW") to provide professional consulting services to develop various strategies to lower the cost of the upcoming \$4.5 billion in MTA-wide rolling stock purchases, including analytical support, expert advice, knowledge transfer, and implementation services at the MTA for a period up to three years, for a total not-to-exceed price of \$25 million.

Staff Summary



| Item Number:  |                          |         |                       |      |       |
|---|--------------------------|---------|-----------------------|------|-------|
| Dept & Dept Head Name:<br>Dennis Mahon, Chief Procurement & Logistics Officer |                          |         |                       |      |       |
| Division & Division Head Name:  |                          |         |                       |      |       |
| Board Reviews   |                          |         |                       |      |       |
| Order   | To                       | Date    | Approval              | Info | Other |
| 1   | LI Committee             | 6.27.11 |                       |      |       |
| 2   | MTA Board                | 6.29.11 |                       |      |       |
| Internal Approvals  |                          |         |                       |      |       |
| Order   | Approval                 | Order   | Approval              |      |       |
| 6   | President                | 3       | VP/CFO                |      |       |
| 5   | Executive VP             | 2       | Sr. VP/Operations     |      |       |
| 4   | VP/Gen'l Counsel & Sec'y | 1       | Sr. VP/Administration |      |       |

| SUMMARY INFORMATION  |                        |
|--|------------------------|
| Vendor Name<br>Oliver Wyman, Inc. of New York  | Contract Number<br>TBD |
| Description<br>Rolling Stock Asset Class Strategy  |                        |
| Total Amount<br>Initial Fixed Fee \$.680M/\$2.99M<br>Total Project: \$25 million (Not-to- Exceed)  |                        |
| Contract Term (Including Options, if any)<br>3 Years   |                        |
| Options(s) included in Total Amount: <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No                                 |                        |
| Renewal? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No   |                        |
| Procurement Type<br><input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-Competitive                             |                        |
| Solicitation Type<br><input checked="" type="checkbox"/> RFP <input type="checkbox"/> Bid <input type="checkbox"/> Other:                |                        |
| Funding Source<br><input type="checkbox"/> Operating <input checked="" type="checkbox"/> Capital Federal <input type="checkbox"/> Other: |                        |

Narrative

**I. PURPOSE/RECOMMENDATION**

To obtain MTA Board approval to award a competitively-solicited, negotiated, multi-agency (LIRR, NYCT Subways, NYCT Buses, MTA Bus, and MNR,) (the "Agencies") contract to the firm, Oliver Wyman, Inc. of New York ("OW") to provide professional consulting services to develop various strategies to lower the cost of the \$3.5 billion in planned rolling stock purchases including analytical support, expert advice, knowledge transfer, and implementation services at the MTA for a period up to three years, for a total not-to-exceed price of \$25 million. Based on the proposal received, it is estimated that this initiative will save at least \$352 million or about 10% of rolling stock expenditures still to be made in the 2010-14 Capital Program.

**II. DISCUSSION**

The MTA currently faces a \$10 billion funding gap for the 2010-2014 Capital program, as well as significant operating budget challenges. The MTA has already responded with a set of initiatives to drive down costs in the agencies by doing our business more efficiently and effectively. This rolling stock strategy furthers a commitment to the Capital Program Oversight Committee to reduce the cost of high spend asset areas by reducing the cost of capially funded rolling stock acquisitions across all agencies.

Two areas of capital program – buses and subway/rail cars – account for \$3.5 billion of remaining capital spend in the 2010-2014 Capital Plan. Currently, NYCT and MTA Bus operate and maintain approximately 5,600 buses in the following categories: 40-foot buses (70 % of the fleet); 60-foot articulated buses (12% of the fleet) and 45-foot express buses (18% of the fleet). The fleet also includes 1,675 paratransit vans. The remaining 2010-2014 Capital Program proposes to purchase 1,437 buses, including \$587 million for 702 standard buses, \$401 million for 418 articulated buses, and \$247 million for 317 express buses, plus the purchase of 958 paratransit vans for \$78 million. NYCT has a total of 6,465 subway cars (2,779 in the "A" Division and 3,686 in the "B" Division). The 2010-2014 Capital Program includes \$291 million for a contract option to buy 123 "A" Division subway cars and \$748 million to buy 340 "B" Division cars.

Both Long Island Rail Road and Metro-North also plan new rail car purchases. LIRR currently has a fleet of 836 M-7 EMU cars, 170 M-3 EMU cars, 45 locomotives, 134 bi-level coaches, and a fleet of work locomotives and other maintenance rolling stock. Included in the LIRR capital program is \$356 million to begin replacement of its M-3 fleet and \$81 million to test a new type of diesel equipment in non-electrified territory. In addition, \$715 million from the capital program has been allocated by MTA Capital Construction to jointly participate in the M-3 replacement purchase for rail cars needed to support East Side Access opening day service. Metro-North Railroad, upon delivery of car purchases already made under the prior and current capital programs, will have a revenue fleet of 1,278 units: 213 push-pull coaches, 918 electric cars, 53 locomotives, and 14 buses for its East of Hudson service;

## Staff Summary

and 15 locomotives and 65 coaches for its West of Hudson service. The remaining Metro-North capital program includes \$25 million to allow for replacement or major repair of additional New Haven Line fleet, as well as \$13 million for replacement of locomotives for switching and shuttle service.

This contract will identify the drivers of the life cycle costs of the Agencies' rolling stock assets and develop strategies to maximize the effective and efficient use of capital expenditures for buses and rail cars to lower life cycle costs while maintaining customer benefits. Opportunities exist for MTA to specify a more cost-effective, fit-for-purpose design for MTA's operating environment, to ensure efficient life-cycle cost based procurements, and to incorporate advancements in technologies and amenities to deliver noticeable improvements to customers in a more cost effective manner and at a lower overall cost.

As a result of the drive to make every dollar count, the MTA drafted and released an RFP to solicit consultant services to assist in lowering of capital costs of rolling stock purchases. In order to ensure efficient use of capital funds, the consultant will develop for the MTA a robust model of the life cycle costs of these assets that identifies drivers of cost, but focus on priority drivers involving capital funding which, if adjusted, could lower the life cycle costs of the asset. For those capitally funded drivers which promise significant savings opportunities for the capital program, strategies will be identified for implementation. The strategies are expected to include designing-to-cost, design improvements, peer agencies comparisons, strategic sourcing, extensions of useful life and the development of in-house capacity to replicate all of the above without consultant support. The proposed strategies are expected to deliver both immediate and long-term savings to the capital program. Each phase will conclude with a written report with findings and recommendations for savings.

The RFP was publicly advertised and letters advising potential proposers of the RFPs availability were sent to 27 firms. Four (4) proposals were received. This was a two-stage-review procurement with a technical committee and an executive selection Committee. The technical committee, comprised of representatives from NYCT, MNR, LIRR, MTAHQ, evaluated the proposals and three (3) firms (Oliver Wyman, McKinsey and Price Waterhouse Coopers) were shortlisted and invited for oral presentations. Upon conclusion of the oral presentations, the technical committee determined that two firms, McKinsey and Oliver Wyman, were the most technically qualified and best-suited firms to provide the services identified in the RFP. These two firms were recommended to the executive committee which was comprised of the MTA Deputy Executive Director, the Presidents of New York City Transit, Metro-North Railroad, Long Island Rail Road and MTA Bus. After subsequent meetings with the two firms, further evaluation and discussions, it was unanimously recommended by the executive committee that Oliver Wyman provided the most qualified team and the best commercial structure for this assignment based on their extensive experience in rail and subway, quality of staff being committed to the project, favorable customer references and their proposed knowledge transfer.

Pursuant to negotiations recently completed, the project will be executed as follows:

**Phase 1 - (Fixed Fee \$680,000, inclusive of out-of-pocket expenses):**

OW will gather sufficient data and other information pertaining to the Agencies' rolling stock programs, history, experience, and practices in order to develop the following deliverables, which shall be subject to MTA's approval: (i) a clear, comprehensive and detailed plan for developing and implementing under Phase 2 multiple targeted projects that will result in up-front savings to the Capital Program with respect to pending or imminent rolling stock purchases, (ii) a detailed plan for a series of individually negotiated task orders for future work, including estimate of savings; (iii) plans for the development and delivery in Phase 2 of one or more life cycle cost models for each model of each type of rolling stock; and (iv) a detailed plan for developing a knowledge transfer and training program.

It is anticipated that Phase 1 will be completed within three months from the date of award. Upon completion of Phase 1, the Agencies and OW will individually and jointly assess OW's work to date, including the realistic opportunities for OW to develop cost savings and efficiencies based upon the approved Phase 1 deliverables and the path forward. The decision to continue to Phase 2 will be at the sole discretion of the Agencies.

**Phase 2 - (Fixed Fee \$2,992,000, inclusive of out-of-pocket expenses):**

OW will perform the following tasks during this phase: (i) implementation of the projects targeted for up-front savings, as identified in Phase 1; (ii) development and delivery of the life cycle model(s) for each specific rolling stock model as agreed to under Phase 1, (iii) development of a detailed project work plan consisting of a series of individually negotiated task orders ("Task Orders") for work targeted to achieve project cost savings in the Agencies' rolling stock program, including risks, risk mitigation, probability of success including contingency percentages if appropriate; and (iv) a knowledge transfer and training program designed to enable the Agencies to implement savings opportunities identified by OW using their own forces. The activities identified in (i) are the highest priority, and it is anticipated that those projects will be implemented within three months from the commencement of Phase 2, with the understanding that certain activities (such as assistance with vendor negotiations) may necessarily extend past the initial three-month period. Phase 2 in its entirety is expected to be completed within six months.

## Staff Summary



Under Phase 2, the Agencies will receive a credit for these fixed fees against any contingent fees earned in Phase 3.

### Phase 3 – (Contingent Fee or Fixed Fee basis, to be negotiated based upon individual task orders)

Each Task Order of this phase will be authorized solely at the discretion of the Agencies. If the assessment by the Agencies of future Task Orders, potential savings and associated risks indicates an acceptable likelihood of success for any or all of the Task Orders identified by OW in Phase 2, the Agencies may elect to proceed on a task by task basis to implement them. If an individual task order is implemented with OW, the fee to be specified for a component will be one of the following:

A fixed fee for service where OW will propose and MTA will either accept or negotiate based upon a specified scope of services, staffing, and deliverables.

Contingent fee for services where OW will accept a fee based on the percentage of measurable actual savings achieved off of an agreed baseline and verified by a previously agreed audit or verification and appeals process, based upon a specified scope of services, staffing, and deliverables.

Contingent Fee for guaranteed savings, based upon a specified scope of services, staffing, and deliverables, with an OW guarantee of a minimum savings amount. OW will guarantee the MTA a minimum amount of savings (e.g., 5x proposed fee). If the minimum savings do not materialize, no payment is due OW.

OW would additionally be entitled to out-of-pocket expenses capped at 10 percent of the fee. If MTA and OW do not agree on a fee with respect to a particular Task Order, or if MTA elects not to proceed with a Task Order for any other reason in its discretion, MTA may, at its own risk and expense, implement such work using its own employees or other third-party consulting resources, without any further compensation to OW for that Task Order. The contract with OW will contain extensive intellectual property protections that will ensure that MTA will have full rights to use and modify all materials produced by OW in connection with this contract.

The Agencies have conducted a complete responsibility review and other due diligence on Oliver Wyman Inc. and has deemed them to be responsible for award.

### III. D/M/WBE INFORMATION

No D/M/WBE goals were established by the MTA's Department of Diversity and Civil Rights for this contract.

### IV. IMPACT ON FUNDING

Funding is provided through the capital program. All monies are to be deducted from savings generated from existing rolling stock purchases.

### V. ALTERNATIVES

Perform all services in-house: This alternative is not practical. The Authority does not have the resources or the trained personnel to perform these services. The development of a fully integrated life cycle model with capital cost drivers and a component "tear-down" approach to specification, cost and design is currently outside the scope of services provided by in-house personnel.

Do not approve award of this contract. This is not practical or cost effective. This would delay and compromise MTA's ability to streamline the impact of purchase and operations of new rolling stock and realize recurring savings as a result of these services.

JUNE 2011

LIST OF COMPETITIVE PROCUREMENTS FOR BOARD APPROVAL

Procurements Requiring Majority Vote

**I. Modifications To Purchase and Public Work Contracts**

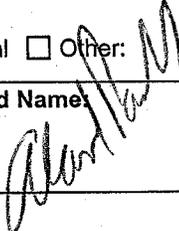
(Staff Summaries required for individual change orders greater than \$250K. Approval without Staff Summary required for change orders greater than 15% of the adjusted contract amount which are also at least \$50K)

1. **Granite-Traylor-Frontier Joint Venture \$3,795,678** Staff Summary Attached  
**Contract No. CQ031**  
**Modification Nos. 49 & 50**

This request is for the approval of modifications for payment for the fluctuations in the Euro currency exchange rate and payment of a unit item over-run. The budget for these modifications will come from the Contract's contingency and there will be no additional cost to the overall Project's budget.

Item 1

Page 1 of 2

|   |  |
|---|--|
| <b>Vendor Name (&amp; Location)</b><br>Granite-Traylor-Frontier ("GTF"), Joint Venture  |  |
| <b>Description</b><br>Queens Bored Tunnels and Structures   |  |
| <b>Contract Term (including Options, if any)</b><br>9/28/09 – 4/30/12   |  |
| <b>Option(s) included in Total Amount?</b> <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> n/a   |  |
| <b>Procurement Type</b> <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive  |  |
| <b>Solicitation Type</b> <input type="checkbox"/> RFP <input type="checkbox"/> Bid <input checked="" type="checkbox"/> Other: Modification  |  |
| <b>Funding Source</b><br><input type="checkbox"/> Operating <input checked="" type="checkbox"/> Capital <input checked="" type="checkbox"/> Federal <input type="checkbox"/> Other: |  |
| <b>Requesting Dept/Div &amp; Dept/Div Head Name</b><br>East Side Access, A. Paskoff, P.E.          |  |

|  |                                      |
|--|--------------------------------------|
| <b>Contract Number</b><br>CQ031  | <b>AWO/Modification #</b><br>49 & 50 |
| <b>Original Amount:</b>  | \$ 659,200,700.00                    |
| <b>Prior Modifications:</b>  | \$ 82,059,488                        |
| <b>Prior Budgetary Increases:</b>                                      | \$ 0                                 |
| <b>Current Amount:</b>   | \$ 741,260,188                       |
| <b>This Request</b>  | \$ 3,795,678                         |
| <b>% of This Request to Current Amount:</b>                            | 0.51%                                |
| <b>% of Modifications (including This Request) to Original Amount:</b> | 13.02%                               |

**Discussion:**

The work under the subject contract generally consists of construction of four soft-ground bored tunnels and miscellaneous demolition of surface structures for the East Side Access project. MTACC requests that the Board approve the following Modifications:

Modification No. 49

This modification is for payment for the fluctuations in the Euro currency exchange rate as outlined in the Contract.

The Tunnel Boring Machines ("TBMs") along with the TBM service crews and components and, the Slurry Plant components all came from overseas and were billed for in Euro's. In order to get the most competitive price when this contract was negotiated in the summer of 2009, an escalation clause was added to the contract so that the risk in major fluctuations in currency exchange rate would be shared by the MTA and Contractor. The Contract provides that "payment would be due to the contractor using a "base exchange rate" of \$1.25 per each Euro. The "effective exchange rate" is the actual rate to be used for final payment and is defined as the lower of the following three criteria:

- 1) Actual Euro exchange rate paid
- 2) The Euro exchange rate published in the Wall Street Journal on the same day the Euro Purchase is made
- 3) The monthly Euro exchange average published on the website www.x-rates.com for the month the equipment is delivered to site.

Pursuant to Contract Supplemental Article 7.17 of the contract, a reconciliation modification will be processed adjusting the affected Pay Items and Contract Price whenever the total "effective exchange rate" differed from the "base exchange rate" and the total adjustment reached \$50,000 or after Euro purchases are complete.

The fluctuation of the Euro exchange rate was reviewed according to the requirements in the Contract and it has been determined that the "effective exchange rate" applied to several invoices exceeded the \$1.25 "base exchange rate". Based on the Contract terms, the adjustments shall be calculated by 'subtracting the "base exchange rate" from the "effective exchange rate and multiplying this differential by the actual amount of the purchase in Euros. The delta between the two rates would be considered for payment under this Contract. For the period between September 28, 2009 and December 31, 2010 the sum of \$1,209,400 was due to the Contractor. It is noted that several items subject to the Euro adjustment clause still remain to be invoiced and reviewed. If these items require adjustments, it will be addressed in a later part of this modification and Board approval will be sought if required, at that time.

Modification No. 50

This modification is for additional payment to the Contractor for Bid Item 8A – Queens Open Cut Excavation and TBM Launch Structure (Soil) due to a quantity over-run.

The quantity in Bid Item 8A is 185,000 tons of material to be removed from the Open Cut Excavation, however an additional 32,328 tons of material was removed. The increase in quantity is in large part attributed to debris left behind by the defaulted CQ028 Contractor, large boulders and manmade obstruction with higher densities and deviation in slurry wall geometry. Therefore, an equitable adjustment is due to the Contractor for the additional soil material removal. When the CQ28 Contractor was defaulted, the site was under water making it difficult to take measurements of the as-built conditions. In order to protect the MTA, a unit price was negotiated at the time of award so that the contractor would only be paid for the amount of material actually excavated.

Article 8.07 – Increased or Decreased Contract Quantities – provides that the unit price of an item shall apply if the actual quantity does not vary above 25% of the estimated quantity in the Contract. If the quantity is above and beyond 125%, payment under Equitable Adjustment shall be performed by replacing the unit price with a new negotiated unit price. Since the additional quantity does not exceed 25% of the estimated contract quantity, then the unit price under the Contract (\$80 per ton) applies to the additional material

The cost for the additional soil removal is \$2,586,278 which is considered to be fair and reasonable as the increase in quantity is not above 25% and is therefore being paid at the originally negotiated Contract unit price.

JUNE 2011

MTA LONG ISLAND RAIL ROAD

LIST OF RATIFICATIONS FOR BOARD APPROVAL

*Procurements Requiring Two-Thirds Vote*

**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)

- |           |  |                                   |                                      |
|-----------|--|-----------------------------------|--------------------------------------|
| <b>3.</b> | <b>Structal Bridges USA –<br/>A Division of Canam Steel Corp.<br/>Contract No. TBD</b> | <b>\$367,505<br/>Fixed Amount</b> | <i><u>Staff Summary Attached</u></i> |
|-----------|--|-----------------------------------|--------------------------------------|

Pursuant to an Emergency Declaration, LIRR requests that the MTA Board ratify the award of a Purchase Order to Structal Bridges USA - a Division of Canam Steel Corp. in the fixed amount of \$367,505 to provide a structural steel bridge to replace a bridge damaged beyond economical repair as a result of a vehicular accident.





# Bridges and Tunnels

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## Procurements June 2011

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# Staff Summary



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

|                                 |
|---------------------------------|
| <b>Date:</b> June 6, 2011       |
| <b>Vendor Name:</b>             |
| <b>Contract Number:</b>         |
| <b>Contract Manager Name:</b>   |
| <b>Table of Contents Ref #:</b> |

| Board Action |                   |         |                    |      |       |
|--------------|-------------------|---------|--------------------|------|-------|
| Order        | To                | Date    | Approval           | Info | Other |
| 1            | President         | 6/6/11  | <i>[Signature]</i> |      |       |
| 2            | MTA B&T Committee | 6/27/11 |                    |      |       |
| 3            | MTA Board         | 6/29/11 |                    |      |       |

| Internal Approvals |   |       |                           |
|--------------------|---|-------|---------------------------|
| Order              | Approval                                    | Order | Approval                  |
|                    | President <i>[Signature]</i>                |       | VP Operations             |
|                    | Executive Vice President <i>[Signature]</i> |       | Chief Procurement Officer |
|                    | VP Staff Services/COS                       |       | Chief Engineer            |
|                    | General Counsel                             |       | VP Labor Relations        |

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

**PURPOSE:**

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

**DISCUSSION:**

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

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

| Schedules Requiring Two-Thirds Vote |  | # of Actions | \$ Amount |
|-------------------------------------|--|--------------|-----------|
| Schedule B                          | Competitive Requests for Proposals<br>(Solicitation of Purchase and Public Work Contracts) | 1            | TBD       |
| SUBTOTAL                            |  | 1            | TBD       |

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

|       |   |     |
|-------|---|-----|
| TOTAL | 1 | TBD |
|-------|---|-----|

**BUDGET IMPACT:**

The purchases/contracts will result in obligating MTA Capital Construction funds in an amount to be determined.

**RECOMMENDATION:**

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

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

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

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

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

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

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

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

**LIST OF COMPETITIVE PROCUREMENTS FOR BOARD APPROVAL**  
**JUNE 2011**

**MTA BRIDGES & TUNNELS**

**Procurements Requiring Two-Thirds Vote:**

**B: Request to Use RFP for Procurement of Purchase & Public Works in lieu of Sealed Bid**  
(Staff Summaries only required for items estimated to be greater than \$1 million)

- | <b>1. Contractors to be Determined</b>   | <b>Cost to be Determined</b> | <b><u>Staff Summary Attached</u></b> |
|--|------------------------------|--------------------------------------|
| <b>Contract No. RK-65MQ</b>  |                              |                                      |
| Request that the Board declare competitive bidding to be impractical and/or inappropriate and authorize B&T to enter into a competitive Request for Proposal process for Design/Build Services for the Reconstruction of the Manhattan to Queens Ramp at the Robert F. Kennedy Bridge. |                              |                                      |

# Staff Summary

| <b>Item Number</b>  |                                    |         |   |      |       |
|---|------------------------------------|---------|---|------|-------|
| <b>Dept &amp; Dept Head Name:</b><br>Engineering and Construction, Joe Keane, P.E.<br><i>Joe Keane</i>                |                                    |         |   |      |       |
| <b>Division &amp; Division Head Name:</b><br>Engineering and Construction, Vince Montanti, P.E.<br><i>V. Montanti</i> |                                    |         |   |      |       |
| <b>Board Reviews</b>  |                                    |         |   |      |       |
| Order   | To                                 | Date    | Approval                                    | Info | Other |
| 1   | President                          | 6/6/11  | <i>[Signature]</i>                          |      |       |
| 2   | MTA B&T Committee                  | 6/27/11 |   |      |       |
| 3   | MTA Board                          | 6/29/11 |   |      |       |
| <b>Internal Approvals</b>   |                                    |         |   |      |       |
| Order   | Approval                           | Order   | Approval                                    |      |       |
| 1   | Chief Financial Officer <i>DS</i>  | 4       | Chief of Staff <i>CS</i>                    |      |       |
| 2   | General Counsel <i>[Signature]</i> | 5       | Executive Vice President <i>[Signature]</i> |      |       |
| 3   | Chief Procurement Officer          | 6       | President <i>[Signature]</i>                |      |       |

|  |                                   |
|--|-----------------------------------|
| <b>SUMMARY INFORMATION</b>   |                                   |
| <b>Vendor Name</b><br>N/A  | <b>Contract Number</b><br>RK-65MQ |
| <b>Description</b><br>Design/Build Service for the Reconstruction of the MQ Ramp at the Robert F. Kennedy Bridge   |                                   |
| <b>Total Amount</b><br>\$52,000,000 (estimated)  |                                   |
| <b>Contract Term (including Options, if any)</b><br>Two (2) years  |                                   |
| <b>Option(s) included in Total Amount?</b><br><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No  |                                   |
| <b>Renewal?</b><br><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No   |                                   |
| <b>Procurement Type</b><br><input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive  |                                   |
| <b>Solicitation Type</b><br><input checked="" type="checkbox"/> RFP <input type="checkbox"/> Bid <input type="checkbox"/> Other:   |                                   |
| <b>Funding Source</b><br><input type="checkbox"/> Operating <input checked="" type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other: |                                   |

**Narrative**

**I. PURPOSE/RECOMMENDATION**

B&T is seeking Board approval under the All-Agency Procurement Guidelines to declare competitive bidding to be impractical and/or inappropriate in accordance with the All-Agency Procurement Guidelines, Article III.A.6. and Public Authorities Law §559, and authorize B&T to enter into a competitive Request for Proposal (RFP) process for Design/Build Services for the Reconstruction of the Manhattan to Queens Ramp (MQ Ramp) at the Robert F. Kennedy Bridge (RFKB).

**II. DISCUSSION**

The 2010 Biennial Inspection revealed the need for significant structural work at the MQ Ramp of the RFKB (connecting Manhattan to Queens) - a condition that was exacerbated by the severe winter weather. As a result, the Chief Engineer has determined that the ramp must be replaced on an accelerated schedule to maintain public safety. In addition the ramp needs to be reconstructed before other planned major construction at the plazas can take place over the next several years. The replacement of this ramp is currently included as part of the work planned under the Bronx Toll Plaza replacement project (RK65A) in the 2010-2014 Capital Program. B&T is requesting to advance this part of the project as expeditiously as possible. The fast-tracking of the MQ Ramp work is not expected to impact the planned schedule for the remainder of the RK65A project. The scope of work includes but is not limited to providing all labor, materials and equipment necessary to design and reconstruct the MQ Ramp of the RFKB. The design/build procurement process will enable the project to be awarded and completed approximately one year sooner than the typical design/ bid/ build procurement method. In addition, it will minimize our exposure and costs of interim repairs; allow B&T to sequence these necessary repairs with other planned construction projects to provide the best level of customer service; and take advantage of currently favorable construction market conditions. The project budget is \$52,000,000 over a duration of two years.

## Staff Summary

Based on the above, B&T deems it to be in the public interest to request that the Board adopt a resolution declaring competitive bidding to be impractical in favor of contract award by means of a competitive RFP process.

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

The MTA DDCR will assign applicable goals prior to issuance of the Request for Proposals.

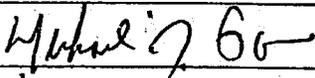
### **IV. IMPACT ON FUNDING**

Funding is available under project RK65A in the 2010-14 Capital Program.

### **V. ALTERNATIVES**

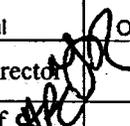
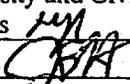
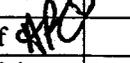
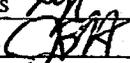
Utilize the conventional design/bid/build procurement process. This process is impractical due to the condition of the ramp and the time constraints in connection with this project.

# Staff Summary

|   |
|---|
| <b>Subject</b><br>Overall Three-Year DBE Goal for FFYs 2012-2014  |
| <b>Department</b><br>Department of Diversity and Civil Rights   |
| <b>Department Head Name</b><br>Michael J. Garner  |
| <b>Department Head Signature</b><br> |
| <b>Project Manager/Division Head</b>  |

|                                |
|--------------------------------|
| <b>Date</b><br>June 17, 2011   |
| <b>Vendor Name</b>             |
| <b>Contract Number</b>         |
| <b>Contract Manager Name</b>   |
| <b>Table of Contents Ref #</b> |

| Board Action |                      |         |          |      |       |
|--------------|----------------------|---------|----------|------|-------|
| Order        | To                   | Date    | Approval | Info | Other |
| 1            | Diversity Committee. | 6/27/11 | X        |      |       |
| 2            | Board                | 6/29/11 | X        |      |       |
|              |                      |         |          |      |       |
|              |                      |         |          |      |       |

| Internal Approvals |   |       |  |
|--------------------|---|-------|--|
| Order              | Approval  | Order | Approval   |
| 4                  | Managing Director  | 1     | Diversity and Civil Rights  |
| 3                  | Chief of Staff     | 2     | Legal                       |
|                    | Chief Financial Officer   |       | Administration   |
|                    | Procurement   |       | Other  |

**PURPOSE**

To obtain Board approval authorizing the Metropolitan Transportation Authority (“MTA”) to establish a 17% goal for the utilization of Disadvantaged Business Enterprises (“DBEs”) in its Agency-wide contracting activities on federally-assisted contracts and procurements for Federal Fiscal Years (“FFYs”) 2012-2014. The proposed DBE goal is the same as the DBE goals for FFYs 2010 and 2011.

**DISCUSSION**

MTA and its subsidiary and affiliated agencies (the “MTA Agencies”), pursuant to federal regulations and Board Policy, have fostered competition by DBEs in their procurement and contracting activities. Pursuant to federal regulations the MTA Agencies must establish an overall three-year goal for the utilization of DBEs in their procurement and contracting activities. The proposed goal covers FFYs 2012-2014.

**The Federal DBE Program**

The U.S. Department of Transportation (“USDOT”) regulations, 49 C.F.R. Part 26, govern the operation of DBE programs managed by recipients of federal transit funds. Pursuant to those regulations, the purpose of the MTA DBE Program is to create a “level playing field” for business enterprises that are majority-owned and run on a daily basis by socially and economically disadvantaged individuals. A principal goal of the regulations is to generate increased opportunities for DBEs to participate on federally-assisted projects while using narrowly-tailored means that do not unduly burden non-DBEs. In order to achieve that goal, the regulations require recipients of transit funds to establish goals for DBE participation that accurately reflect the level of DBE participation that could be expected absent the effects of discrimination or other barriers.

The expected level of DBE participation is determined using a two-step process. The first step in the process requires the development of a “Base Figure” for the relative availability of DBEs. In general, calculating the Base Figure entails dividing the number of DBEs in the market that are ready, willing and able to perform the types of contracts that MTA Agencies anticipate awarding by the total number of all firms ready, willing and able to perform the types of contracts that MTA Agencies anticipate awarding during the period covered by the goal. Using this methodology we arrived at the Base Figure of 17.05%.

Under the federal regulations, the second step after calculating the Base Figure is an examination of evidence from a variety of different sources to determine whether the Base Figure warrants adjustment. We considered the following evidence in order to determine whether an adjustment to the Base Figure is warranted: the ability of DBEs to undertake projects as primes, current capacity of DBEs to participate in MTA’s federally funded contracts, as measured by the volume of work DBEs have performed in recent years; proposed level and allocation of current funding and the statistical information used to determine the availability of DBEs, increased outreach efforts and input from interested parties (e.g., DBEs, minority business associations, local chambers of commerce).

## Staff Summary

Historically, the majority of DBE participation on MTA's contracts has come in the form of subcontracts, with DBEs generally not participating as prime contractors because of the nature, size and cost of most MTA projects. Past DBE participation (mostly in the form of participation on subcontracts) in MTA's procurement activities has been as follows: 9% in FFY 2008, 11% in FFY 2009, 11% in FFY 2010, and 17.8% for the first three months of calendar year 2011. General construction and special trade contracts have yielded both the greatest opportunity for subcontracting and the greatest realization of DBE participation. For FFYs 2012-2014, general construction and special trade contracts will account for nearly 70% of projected work. These two categories also offer the greatest number of available DBEs. Additionally, we continue to engage in aggressive outreach efforts. We anticipate these efforts will yield greater DBE participation. Further, we have proposed to the FTA to create a race neutral mentor program for federally-funded construction projects for small businesses, including DBEs. We anticipate such a program will offer additional opportunity for DBE participation, especially in the areas of general construction and special trades.

We have gathered input from interested parties during meetings that we held to discuss our proposed DBE goal. During the goal setting process, MTA has met and consulted with DBEs, non-DBEs, community-based organizations and DBE advocacy groups. We held a focus group meeting on May 27, 2011 with DBEs, non-DBEs, community-based organizations and DBE advocacy groups. Additionally, we hosted DBE and non-DBE firms as well as other community organizations at a formal briefing on June 13, 2011, where we presented the proposed goal and its rationale. We have received positive feedback on our proposed overall goal of 17% from these interested parties.

For the foregoing reasons, we have determined that the 17% goal for DBE participation is appropriate and no adjustment in our Base Figure is needed. We published our proposed 17% overall DBE goal on June 15, 2011 in the following newspapers: The New York Times, Newsday, El Diario, Minority Commerce Weekly, Amsterdam News, and The Journal News. There is a 45-day comment period after the notice is published. It is contemplated that subject to Board approval, the DBE goal will be forwarded to the FTA by August 1, 2011. If there are any changes to the MTA DBE goal that appear warranted as a result of comments received in response to the newspaper notice, we will present a proposed amended goal to the Diversity Committee and the full MTA Board at a later date.

Our proposed DBE goal is based on the projected value of federally-funded projects which are part of MTA's 2010-2014 Capital Program, and is supported by a combination of federal and local funding sources. The approved five-year Capital Program is currently funded through calendar year 2011. The current value of federally-funded contracts subject to the MTA's FFY 2012-2014 DBE goal is \$2.6 billion. However, this figure is subject to further adjustment depending on the level of local funding that will be allocated for the remaining three years of MTA's 2010-2014 Capital Program. Therefore, we will re-evaluate our overall DBE goal after MTA's Capital Program receives local funding for the remaining three years. If necessary, we will propose adjustments to our overall DBE goal for FFY 2012-2014 in order to reflect the changed circumstances and would seek the Board's approval for a revised goal prior to submitting it to the FTA.

### **BENEFITS TO THE AUTHORITY:**

MTA's DBE Program is designed to provide meaningful opportunities for participation on contracts and purchases by DBEs and to create competition among DBEs and non-DBEs.

### **IMPACT ON FUNDING:**

As a condition of receiving assistance, the MTA Agencies must provide assurances that they will comply with applicable U.S. DOT regulations.

### **ALTERNATIVES:**

Do not approve the proposed DBE goals, or establish a higher or lower DBE goal.

### **RECOMMENDATION:**

It is recommended that the Board approve the proposed three-year 17% DBE goal.