



Metropolitan Transportation Authority

September 2011

MTA Board Action Items



MEETING AGENDA
METROPOLITAN TRANSPORTATION AUTHORITY BOARD
September 28, 2011 9:30 a.m.
347 Madison Avenue
Fifth Floor Board Room
New York, NY

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9. EXECUTIVE SESSION

Date of next MTA Board meeting: Wednesday, October 26, 2011 at 9:30 a.m.

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

**Wednesday, July 27, 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. Fernando Ferrer
Hon. Patrick J. Foye
Hon. Jeffrey A. Kay
Hon. Mark D. Lebow
Hon. Charles G. Moerdler
Hon. Susan Metzger
Hon. Mark Page
Hon. Mitchell H. Pally
Hon. James L. Sedore, Jr.
Hon. Nancy Shevell
Hon. Carl V. Wortendyke**

The following members were absent:

**Hon. Jonathan A. Ballan
Hon. John H. Banks, III
Hon. Ed Watt**

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, 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 of MTA Bus Operations, Michael Horodniceanu, President of MTA Capital Construction, and Hilary Ring, Director, Community Affairs also attended the meeting. Board member Wortendyke abstained from votes on all matters taken at 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 fourteen speakers; the following speakers addressed items specific to the MTA agenda. Refer to the other agencies' minutes of this date for the list of other speakers.

Andrew Simmons, Lashay's Construction & Development Co.
Sandra Wilkin, Women's Builders Council
Marty Goodman, TWU Local 100 member
Walter Edwards, Harlem Business Alliance
James Heylinger, AMENY
Jeffrey Smalls, Smalls Electrical
Veronica Vanterpool, Tri State Campaign
Gene Russianoff, Straphangers Campaign
Matt Shotkin, private citizen
Moriah Kingberg, Transportation Alternatives
Kendra Pierre-Louis, Transportation Alternatives
Paul Piazza, TWU Local 100 board member

2. **MINUTES.** Upon motion duly made and seconded, the Board approved the minutes of regular Board meeting held on June 29, 2011.
3. **CHAIRMAN'S REMARKS.**

Chairman Walder noted that his tenure as MTA Chairman will end in late October, 2011, and he stated that his focus during the next few months will be to continue to help the organization advance its many important initiatives, and to continue to find ways to provide service efficiently and effectively.

4. **COMMITTEE ON FINANCE.**

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

1. **Patricia Keightley – AFT Project – No. 11130-0100.** Approved a competitive contract with Patricia Keightley to provide technical design, fabrication, crating,

storage, delivery and oversight of installation of materials at the Hunters Point Avenue station-NYCT.

2. Various Contractors – MTA Police Vehicles – Nos. 10095-0100 thru -1000. Approved competitive contracts with 54th Street Auto Center, Inc., APOW Towing, LLC, Bills Service of Stamford, Inc., Elite Towing and Flatbedding Corporation, Five J's Automotive Limited, J & M Towing & Recovery, Inc., Knights Collision Experts, Inc., Mike's Heavy Duty Towing, Inc., Robert's Service Center, Inc., and Staten Island Towing, Service, Inc. to provide as-needed towing services for the MTA Police Department fleet of vehicles.
 3. ChallengePost, Inc. – MTA Web/Phone Software Applications Competition – No. 10120-0100. Approved a competitive contract with ChallengePost, Inc. to design, implement, manage and promote MTA Web/Phone Software Applications Competition.
 4. Legal Interpreting Services, Inc. - American Sign Language (ASL) Interpreting Services – No. 09198-0100, S/A #1. Approved a modification to a competitive contract for as-needed legal interpreting services for the hearing-impaired at MTA public hearings, meetings and special events.
 5. BIP Software, Inc. – BizNet UCP Proprietary Software Maintenance – No. 09158-0100, S/A #3. Approved a modification to a competitive contract to extend the software maintenance agreement with BIP Software, Inc. for a period of forty-eight (48) months for the maintenance of BizNet, a proprietary, electronic directory of certified DBE firms.
 6. Verifone, Inc. – On-Board Bus Hardware Subsystem – No. 11043-0100 to 0400. Ratification of a competitive, negotiated purchase contract made to Verifone, Inc. to be the systems integrator for deployment of the on-board Bus Hardware Subsystem on all the buses in Staten Island, including the option to purchase 500 smart card readers, (Phase 1).
- 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 at street level located at 74th Street-Broadway/Roosevelt Avenue (Unit 17), Jackson Heights Station, Flushing and Queens Boulevard Lines, Elmhurst, N.Y.

Metro-North Railroad

2. Lease agreement with Spices and Tease Inc. d/b/a Spices and Tease for the retail sale of high-quality tenant-branded spices and teas located at Retail Space MKT-21/22, Grand Central Terminal, Manhattan, N.Y.
3. Lease agreement with Les Poissoniers Inc. d/b/a Wild Edibles for the retail sale of fresh fish and seafood products in Retail Space MKT-17/18/19, Grand Central Terminal, Manhattan, N.Y.
4. Lease agreement with Shake Shack Grand Central LLC d/b/a Shake Shack for a modified full-service restaurant with seating and take-out service selling Shake Shack burgers, hot dogs, fries, soft and dense frozen custards, fountain drinks, beer and wine in Retail Space LC-19/23 and Storage Spaces LCS-1G and LCS-1H, Grand Central Terminal, Manhattan, N.Y.
5. Lease agreement with Apple Inc. d/b/a Apple for the sale of Apple-branded merchandise plus incidental sale of third party accessories associated with tenant-branded merchandise located in the East and Northeast Balconies and Hall B Elevator Lobby, Grand Central Terminal, Manhattan, N.Y.
6. Consent to the granting of temporary and permanent easements between Midtown Trackage Ventures, LLC and the County of Westchester in support of the relocation, construction and maintenance of the Crane Road Bridge in the Village of Scarsdale, N.Y.

Metropolitan Transportation Authority

7. Award of a competitive negotiated personal services contract to Cushman & Wakefield, Inc. to provide real estate brokerage, advisory, design and project management services to MTA Real Estate for a two-year period with three one-year extensions at the MTA's option.
8. A resolution authorizing the MTA Director of Real Estate to negotiate and enter into pilot program license agreement with third parties for the purpose of testing business concepts and their potential to create new revenue streams and/or provide customer amenities.

5. OTHER MTA BUSINESS – SECURITY COMMITTEE. 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. MTAPD Radio – Strategic Partnerships. Authorized the MTA Director of Security to enter into agreements to form strategic partnerships with local and state governmental entities consistent with the selected alternatives analysis undertaken by Booz Allen Hamilton, Inc. of the MTA Police Department's radio system and the Executive Committee's recommendation to proceed with the first alternative, which will allow the MTAPD to leverage and utilize existing radio system infrastructure as it moves ahead with the design, construction and operation of a public safety-grade

two-way land mobile radio communications network in the most cost-efficient manner, while protecting the safety of MTA customers and police officers.

6. JOINT SESSION OF THE BOARD AND FINANCE COMMITTEE OF THE MTA FOR CHIEF FINANCIAL OFFICER'S PRESENTATION OF 2011 MID-YEAR FORECAST, 2012 PRELIMINARY BUDGET AND 2012-2015 FINANCIAL PLAN.

MTA Chief Financial Officer Robert Foran presented the MTA 2011 Mid-Year Forecast, 2012 Preliminary Budget and the 2012-2015 Financial Plan to the Finance Committee and MTA Board members, supplemented by presentations by Diana Ritter, MTA Managing Director, addressing a number of MTA's expected cost-savings targets through 2015, and Linda Kleinbaum, Deputy Executive Director of Administration, highlighting new opportunities for funding the Capital Program resulting from MTA's cost-savings initiatives. Copies of the Mid-Year Forecast, Preliminary Budget, and Financial Plan were distributed to Board members at the Board meeting.

Chairman Walder thanked Robert Foran, Diana Ritter and Linda Kleinbaum for the presentations and invited Board discussion concerning the proposed financial plan. The details of the presentation and Board members' comments with respect thereto are included in the videotape of the meeting produced by the MTA and maintained in MTA records.

7. **EXECUTIVE SESSION.** Upon motion duly made and seconded, the Board voted to convene an executive session to discuss matters concerning collective negotiations and employment. The Board approved a resolution authorizing amendments to the MaBSTOA Pension Plan and approved a motion duly made and seconded to return to public session.
8. **ADJOURNMENT.**

Upon motion duly made and seconded, the Board voted to adjourn the meeting at 11:40 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, July 27, 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. Fernando Ferrer
Hon. Patrick J. Foye
Hon. Jeffrey A. Kay
Hon. Mark D. Lebow
Hon. Charles G. Moerdler
Hon. Susan Metzger
Hon. Mark Page
Hon. Mitchell H. Pally
Hon. James L. Sedore, Jr.
Hon. Nancy Shevell
Hon. Carl V. Wortendyke**

The following members were absent:

**Hon. Jonathan A. Ballan
Hon. John H. Banks, III
Hon. Ed Watt**

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, 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 of MTA Bus Operations, Michael Horodniceanu, President of MTA Capital Construction, and Hilary Ring, Director, Community Affairs also attended the meeting. Board member Wortendyke abstained from votes on all matters.

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

2. **PUBLIC COMMENT PERIOD**

Thirteen public speakers addressed NYC Transit/MTA Bus issues.

Sandra Wilkin thanked the MTA on behalf of the Women's Builders Council for allowing minorities a greater opportunity to work with the MTA.

Marty Goodman, TWU Local 100, spoke against the layoffs of NYC Transit workers.

Walter Edwards, Harlem Business Alliance, expressed gratitude for the changes that Chairman Walder brought to the organization, in particular, the increase in work opportunities for minorities.

James Heylinger, President of the Association of Minority Enterprises of New York, praised the mindset that Chairman Walder and Mike Garner brought to the MTA in regard to providing equal opportunity for minorities.

Jeffrey Smalls, Smalls Electrical, thanked Chairman Walder and Michael Garner for the implementation of the Mentor Program.

Veronica Vanterpool, Tri State Campaign, urged the Board to arrive at a more sustainable financial plan.

Gene Russianoff, Straphangers Campaign, questioned the new capital plan and the long-term fiscal health of the MTA.

Matt Shotkin praised Chairman Walder for making decisions when necessary and for his manner of conducting Board meetings.

Moriah Kingberg, Transportation Alternatives, urged the Board to fight for more funding for the MTA's budget.

Kendra Pierre-Louis, Transportation Alternatives, urged the Board to join them in their fight for affordable, reliable and efficient transportation.

Paul Piazza, TWU Local 100, protested the layoffs of minority workers and the closures of kiosk and station booths, and commented on the MTA's operating budget.

Vittorio Bugatti suggested cost neutral measures that could be implemented by the MTA with regard to improving express and local bus service in Staten Island.

George Kaufer proposed extending the S93 Bus route as a way to improve bus service in Staten Island.

3. **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.

4. **MINUTES**

Upon motion duly made and seconded, the Board unanimously approved the minutes of the regular board meeting of MTA NYC Transit, the Manhattan and Bronx Surface Transit Operating Authority, the Staten Island Railway Transit Operating Authority, and MTA Bus Company held on June 29, 2011.

5. **COMMITTEE ON FINANCE**

Real Estate Action Item(s):

MTA New York City Transit: Upon motion duly made and seconded, the Board voted to authorize a lease agreement with Famiglia-DeBartolo, LLC for the sale of food and beverages at street level at 74 Street-Broadway/Roosevelt Avenue Station, Flushing & Queens Boulevard Lines, Elmhurst, New York.

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

Action Item(s):

Construction Services for 250 E 87th Street: Upon motion duly made and seconded, the Board authorized MTACC to enter into an agreement with 280 E 87th Street Owners Corp. to construct alterations to a privately owned building located at 280 E 87th Street, and increase the previously Board approved amount of funding for asbestos abatement work at that location.

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

Competitive Procurements: Upon motion duly made and seconded, the Board approved the competitive procurements requiring a majority vote (Schedules G, H, and I in the Agenda). Details of the above items are set forth in staff summaries, copies of which are on file with the records of the meeting of the Board of the NYC Transit/SIR/MTA Bus Company.

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

7. **CFO PRESENTATION TO A JOINT SESSION OF THE BOARD & FINANCE COMMITTEE**

Robert E. Foran, MTA Chief Financial Officer, provided a presentation on the 2011 Mid-Year Forecast, the 2012 Preliminary Budget and the July Financial Plan 2012-2015. 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.

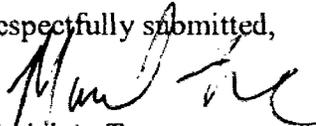
8. **EXECUTIVE SESSION**

Upon motion duly made and seconded, the Board voted to convene an executive session to discuss matters concerning collective negotiations and employment. In the executive session, the Board approved a resolution authorizing amendments to the MaBSTOA Pension Plan.

9. **ADJOURNMENT**

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 11:40 a.m.

Respectfully submitted,


Mariel A. Tanne
Assistant Secretary

Minutes of the Regular Meeting
Metro-North Commuter Railroad Company
Wednesday, July 27, 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. Fernando Ferrer
Hon. Patrick J. Foye
Hon. Jeffrey A. Kay
Hon. Mark D. Lebow
Hon. Charles G. Moerdler
Hon. Susan Metzger
Hon. Mark Page
Hon. Mitchell H. Pally
Hon. James L. Sedore, Jr.
Hon. Nancy Shevell
Hon. Carl V. Wortendyke

The following members were absent:

Hon. Jonathan A. Ballan
Hon. John H. Banks, III
Hon. Ed Watt

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, 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 of MTA Bus Operations, Michael Horodniceanu, President of MTA Capital Construction, and Hilary Ring, Director, Community Affairs also attended the meeting. Board Member Wortendyke abstained from all votes at this meeting.

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

1. Public Comment:

There were fourteen public speakers. None of the speakers discussed items specific to Metro-North. The subject matter of the public comments is contained in the minutes of the meeting of the Board of the Metropolitan Transportation Authority held this day.

2. Approval of Minutes – Upon motion duly made and seconded, the minutes of the Regular Board Meeting of June 29, 2011 were approved.

3. Chairman's Comments: Chairman Walder discussed his upcoming departure from the MTA in October, 2011. He noted that, until his departure, he will continue to focus on the initiatives that have been put in place; driving forward these initiatives and finding ways to continue to provide services as efficiently and as effectively as possible. Chairman Walder stated that he has enjoyed working with every member of the Board and MTA staff. The details of Chairman Walder's comments are contained in the minutes of the meeting of the Board of the Metropolitan Transportation Authority held this day.

4. Committee on Finance

Real Estate Action Items:

Upon motion duly made and seconded, the Board, among other items, approved the following real estate item recommended to it by the Committee on Finance.

- Lease agreement with Spices and Teas, Inc. for the retail sale of high-quality tenant-branded spices and teas and related accessories in Retail Space MKT-21/22 at Grand Central Terminal.
- Lease agreement with Les Poissoniers, Inc. for the retail sale of fresh fish and seafood products in Retail Space MKT-17/18/19 at Grand Central Terminal.
- Lease agreement with Shake Shack Grand Central, LLC for the sale of burgers, hotdogs, fries, frozen custards, fountain drinks, beer and wine in Retail Space LCS-1G and LCS-H at Grand Central Terminal.
- Lease agreement with Apple, Inc. for the retail sale of tenant-branded merchandise, plus the incidental sale of third-party accessories associated with tenant-branded merchandise in the East and Northeast Balconies and Hall b Elevator Lobby at Grand Central Terminal.
- Consent to the granting of temporary and permanent easements between Midtown Trackage Ventures, LLC and the County of Westchester in support of the relocation, construction and maintenance of the Crane Road Bridge in the Village of Scarsdale, New York.

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

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

Action Item:

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

- Public Hearing for New Haven Line fare increase requested by the Connecticut Department of Transportation.

Long Island Rail Road Procurements:

The Board voted on Long Island Rail Road items. Among the items approved is a non-competitive procurement requiring two-thirds vote to award a non-competitive purchase and public works contract to Ansaldo STS USA, Inc. to (1) provide engineering services and parts required to support LIRR's, NYCT's and MNR's current inventory of equipment designed and manufactured by Ansaldo and (2) purchase of new equipment that must be installed on LIRR's fleet of rolling stock in connection with the East Side Access project. The details of the above item, are contained in the minutes of the Long Island Rail Road held this day and the staff summaries and reports filed with those minutes.

MTA Metro-North Railroad Procurements:

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

Non-Competitive Purchases and Public Work Contracts

- S&C Distribution – Joint MNR and LIRR procurement led by Metro-North for the Purchase of various relay test equipment.

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

Personal Service Contracts

- Arsenal Security Group (Arsenal) – Multi-agency, Metro-North led personal service contract for as needed PCI-DSS Consulting Services.
- William Saffady – Records Retention Consultant.

Miscellaneous Service Contracts

- Selco Manufacturing Corp. – General and specialized machine shop work – NWP Work Equipment Facility.
- Kawasaki Railcar, Inc. – Design, manufacture, test and delivery of 25 M-8 single cars.

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

6. Chief Financial Officer's Presentation to a Joint Session of the Board & Finance Committee:

Chairman Walder introduced to a Joint Session of the Board and Finance Committee the July Financial Plan 2012-2015. MTA's Chief Financial Officer, Robert Foran presented the MTA 2012 Preliminary Budget and July Financial Plan 2012-2015. Ms. Diane Jones Ritter, MTA Managing Director presented the cost savings and efficiency initiatives. Ms. Linda Kleinbaum, Deputy Director of Administration MTA presented the 2012-2014 Capital Program Funding Strategy. The details of the above, as well as, Board member questions and comments on the presentation are contained in the Power Point presentation filed with the records of this meeting and in the minutes of the Board of the Metropolitan Transportation Authority held this day.

7. Executive Session:

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

8. Public Session:

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

9. Adjournment:

Upon a motion duly made and seconded, the Board unanimously voted to adjourn the meeting at 11:40 a.m.

Respectfully submitted,



Linda Montanino
Assistant Secretary

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

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

**Wednesday, July 27, 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. Fernando Ferrer
Hon. Patrick J. Foye
Hon. Jeffrey A. Kay
Hon. Mark D. Lebow
Hon. Susan Metzger
Hon. Charles G. Moerdler
Hon. Mark Page
Hon. Mitchell H. Pally
Hon. James L. Sedore, Jr.
Hon. Nancy Shevell
Hon. Carl V. Wortendyke

The following members were absent:

Hon. Jonathan A. Ballan
Hon. John H. Banks, III
Hon. Ed Watt

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, Thomas Prendergast, President of NYCTA, Helena E. Williams, President of Long Island Rail Road, Howard Permut, President of Metro-North Railroad, James Ferrara, President, TBTA, Darryl Irick, President, MTA Bus Operations, Michael Horodniceanu, President of MTA Capital Construction, and Hilary Ring, Director, Community Affairs, also attended the meeting. Board Member Wortendyke abstained from all votes at this 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 fourteen public speakers, none of whom addressed issues specific to the Long Island Rail Road.

2. APPROVAL OF MINUTES

Upon motion duly made and seconded, the Board approved the minutes of the Board meeting held on June 29, 2011.

3. CHAIRMAN'S REMARKS

The Chairman commented upon his upcoming departure from the MTA. Refer to the minutes of the Metropolitan Transportation Authority held this day for details of the Chairman's remarks.

4. LONG ISLAND COMMITTEE/METRO-NORTH COMMITTEES

Upon motion duly made and seconded, the Board approved the following procurement items recommended by the Long Island Committee:

- Award of a multi-agency (LIRR, MNR, NYCT and MTA CC) sole source omnibus contract to Ansaldo STA USA, Inc., in an aggregate not-to-exceed amount of \$29.5 million over a 36-month period for the following: engineering services and parts required to support LIRR's, NYCT's and MNR's current inventory of equipment designed and manufactured by Ansaldo; and the purchase of new equipment that must be installed on LIRR's fleet of rolling stock in connection with the East Side Access project, to be funded by MTA CC.
- Approval of a request to issue a change order, including a nine-month contract extension, in the not-to-exceed amount of \$1,024,620 to Standard Parking Corporation for continued management, operation and maintenance of the Mineola Intermodal Parking Garage.

In addition, upon motion duly made and seconded, the Board approved the following multi-agency procurement items recommended by the Metro-North Committee.

- Award of a non-competitive, three-year joint MNR and LIRR purchase contract with S & C Distribution for various signal relay test equipment in the not-to-exceed amount of \$145,000.
- Award of a competitive, three-year, multi-agency (MNR, LIRR, NYCT) personal service contract to Arsenal Security Group for as-needed Payment Card Industry consulting services at a total not-to exceed cost of \$1,386,000.

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

5. SECURITY COMMITTEE

Upon motion duly made and seconded, the Board approved an item authorizing the MTA Director of Security to enter into agreements to form strategic partnerships with local and state governmental entities in order to effectuate the update of the MTA Police Department's radio system. The Board item also updated the Board regarding the results of the alternatives analysis undertaken by Booz Allen Hamilton, Inc. of the MTA PD radio system. LIRR and MTA PD are acting jointly as project manager of the Booz Allen Hamilton contract. Details of this item are contained in a staff summary, which is on file with the records of this meeting.

6. BUDGET PRESENTATION

MTA Chief Financial Officer Robert Foran presented the MTA 2012 Preliminary Budget/July Financial Plan 2012-2015 to the Board. Volumes 1 and 2 of the 2012 Preliminary Budget are on file with the records of this meeting. MTA Managing Director Diana Jones Ritter delivered the section of the presentation regarding cost savings and efficiency initiatives, and MTA Deputy Executive Director/Administration Linda Kleinbaum delivered the section of the presentation regarding the funding of MTA's Capital Program. A copy of the Power Point presentation is on file with the records of this meeting. Refer to the minutes of the Metropolitan Transportation Authority held this day for details regarding Mr. Foran's, Ms. Ritter's and Ms. Kleinbaum's remarks, as well as Board member questions and comments on the presentation.

7. EXECUTIVE SESSION

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

8. ADJOURNMENT

Upon motion duly made and seconded, the Board voted to adjourn the meeting. The meeting was adjourned at 11:40 AM.

Respectfully submitted,



Catherine A. Rinaldi
Secretary

Minutes of the Regular Meeting
Triborough Bridge and Tunnel Authority
July 27, 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. Fernando Ferrer
Hon. Patrick J. Foye
Hon. Jeffrey A. Kay
Hon. Mark D. LeBow
Hon. Susan Metzger
Hon. Charles G. Moerdler
Hon. Mark Page
Hon. Mitchell H. Pally
Hon. James E. Sedore, Jr.
Hon. Nancy Shevell
Hon. Carl V. Wortendyke

Not Present:

Hon. Jonathan A. Ballan
Hon. John H. Banks, III
Hon. Ed Watt

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; James Ferrara, President, MTA Bridges and Tunnels; Michael Horodniceanu,
President, MTA Capital Construction; 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, Community Affairs, MTA also attended the meeting. Board member Wortendyke abstained from votes on all matters taken at 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 fourteen public speakers. None of the speakers specifically commented on issues regarding the Triborough Bridge and Tunnel Authority. The subject matter of the public comments is contained in the minutes of the meeting of the Board of the Metropolitan Transportation Authority.

2. Approval of the Minutes of the Regular Meeting June 29, 2011

Upon a motion duly made and seconded, the minutes of the Meeting held June 29, 2011 were unanimously approved.

3. Chairman's Opening Remarks

Chairman Walder stated that his tenure at the MTA will end in late October. It is very important that, between now and then, he continues to focus on the initiatives that have been put in place; driving forward these initiatives; and finding ways to continue to provide services as efficiently and as effectively as possible. Chairman Walder stated that for his part, he has thoroughly enjoyed working with every member of the Board and MTA staff. He stated that he wants to ensure that the focus today and for the next two months is on the business at hand in terms of this organization. The details of Chairman Walder's comments 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 Cappelli stated there are no non-competitive procurements or ratifications this month. He stated that there are five competitive procurements which total \$15.1 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

STV Incorporated	Contract No. PSC-10-2886 Provide construction administration and management services for VN-03B, Toll Plaza Improvements at the Verrazano-Narrows Bridge.	\$4,764,614.33
LiRo Engineers, Inc.	Contract No. PSC-10-2888 Provide construction management and inspection services for Project TN-82B, Interim Repairs to Orthotropic Deck Structures and the Throgs Neck Bridge.	\$4,541,525.00
Ross & Baruzzini, Inc.	Contract No. PSC-10-2887 Provide design and design support services for Task 26, Installation of an Integrated Electronic Security System at the Throgs Neck Bridge.	\$1,409,990.92

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

WSP-Sells STV Incorporated HNTB New York Engineering & Architecture, P.C. Edwards and Kelcey Engineers, Inc. Gannett Fleming Engineers and Architects, P.C.	Contract No. PSC-06-2807 A - E Increase funding in the aggregate amount of \$4,000,000 for five personal service contracts to provide miscellaneous design services on an as-needed basis for various projects, which include design scoping, designing safety and red flag repairs, deck repairs, structural steel repairs, value engineering, condition inspections and engineering investigations. The contracts will be extended through May 31, 2014.	\$4,000,000.00 (aggregate not-to-exceed amount for the 5 contracts)
Atkins, P.A.	Contract No. PSC-08-2843 Additional work for the All Electronic Tolling (AET) pilot at the Henry Hudson Bridge.	\$401,870.00

5. **Chief Financial Officer's Presentation to a Joint Session of the Board and Finance Committee**

Chairman Walder introduced to a Joint Session of the Board and Finance Committee the July Financial Plan 2012-2015.

A presentation was given by MTA's Chief Financial Officer, Robert Foran, with additional comments by Ms. Diane Jones Ritter, MTA Managing Director, and Ms. Linda Kleinbaum, Deputy Director of Administration MTA, on aspects of the following items:

- 2011 Mid-Year Forecast;
- 2012 Preliminary Budget;
- 2012-2015 July Financial Plan; and
- 2012-2014 Capital Program Funding Strategy.

The details of Mr. Walder's comments and presentations made by Mr. Foran, Ms. Jones Ritter, and Ms. Kleinbaum, are contained in the minutes of the Board of the Metropolitan Transportation Authority.

Commissioner Moerdler stated that the MTA should consider non-farebox increases including rationalizing leakage from Bridge and Tunnel revenues such as avoiding the toll on the Henry Hudson Bridge by using Broadway to travel to and from the City.

Commissioner Cappelli stated that he wanted to recognize the MTA's operational efficiencies under Chairman Walder's leadership which has made it a leaner yet more efficient operation. For example, he stated that although revenue has declined on Bridges and Tunnels, its contribution to subsidize New York City Transit has increased largely due to savings from cost cutting that has gone on in B&T's operations. He stated that it is remarkable and a shining example to government as to how to do more with less. Commissioner Cappelli stated that he applauds B&T and all of the MTA's operations.

Commissioner Albert stated that there are other funding streams to consider in the future, such as tolling the free bridges and the return of congestion pricing.

The comments made by the Board are contained in the minutes of the Board of the Metropolitan Transportation Authority.

6. **Executive Session**

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

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 11:40 a.m.

Respectfully submitted,

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

Cindy L. Dugan
Assistant Secretary

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

Wednesday, July 27, 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. Fernando Ferrer
Hon. Patrick J. Foye
Hon. Jeffrey A. Kay
Hon. Mark D. Lebow
Hon. Charles G. Moerdler
Hon. Susan Metzger
Hon. Mark Page
Hon. Mitchell H. Pally
Hon. James L. Sedore, Jr.
Hon. Nancy Shevell
Hon. Carl V. Wortendyke

The following members were absent:

Hon. Jonathan A. Ballan
Hon. John H. Banks, III
Hon. Ed Watt

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, 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 of MTA Bus Operations, Michael Horodniceanu, President of MTA Capital Construction, and Hilary Ring, Director, Community Affairs also attended the meeting. Board member Wortendyke abstained from votes on all matters.

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 June 29, 2011.

MTA Capital Construction Action Items

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

- Authorization to enter into an agreement with 250 East 87th St. Owners Corp. for 86th Street Station work in support of the Second Avenue Subway project and increase the funding amount for asbestos abatement work at 250 East 87th St.
- Authorization to enter into a settlement agreement with Schiavone/Kiewit Joint Venture for Northern Boulevard Crossing work in support of the East Side Access project.

MTA Capital Construction Procurements

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

- A ratification of a modification to the Fulton Street Transit Center design services contract with Ove Arup & Partners Consulting Engineers, P.C. for construction phase design work.
- Ratification of two modifications to the Second Avenue Subway Tunneling contract with S3 Tunnel Constructors, JV.
- Two modifications to the East Side Access Harold Structures Part I contract with Perini Corporation.
- Modification to the East Side Access 44th Street Vent Plant and 245 Park Avenue Street Entrance with Yonkers Contracting Company.

Adjournment

Upon motion duly made and seconded, the MTA Board voted to adjourn the public meeting at 11:40 a.m.

Respectfully submitted,

Patrick Killackey
Secretary

Staff Summary

Subject Board Authorization to File for and Accept Federal Grants
Department Administration
Department Head Name Linda Kleinbaum
Department Head Signature
Project Manager Name Marc Albrecht

Date September 28, 2011
Vendor Name
Contract Number
Contract Manager Name
Table of Contents Ref #

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance Comm.	9/26/11	X		
2	Board	9/28/11	X		

Internal Approvals			
Order	Approval	Order	Approval
1	Administration <i>[Signature]</i>		
2	Corporate Affairs <i>[Signature]</i>		
3	Budget and Finance <i>[Signature]</i>		
4	Legal <i>[Signature]</i>		

Narrative

Purpose

To secure MTA Board approval to file for and accept Federal grants for Federal Fiscal Year (FFY) 2011 and 2012.

Discussion

Enclosed is a resolution for Board action prepared in conformance with past practices to:

- 1) Authorize filing of applications in request of Federal capital assistance for the balance of FFY 2011 and FFY 2012.
- 2) Authorize the Chairman/Chief Executive Officer or any of his designees to make required certifications.
- 3) Authorize acceptance of grants.

Projects authorized to be submitted for Federal funding are those referenced in the published Notice of Public Hearing and described in the MTA Description of Projects for FFY 2012. A copy of the resolution requesting MTA Board approval and the list of the projects are attached to this staff summary.

A Public Hearing was held in accordance with FTA regulations on June 20, 2011 at the MTA. The Deputy Director of Grant Management read into the record the amounts of Federal funds and dollar amounts of work covered by the Notice.

The federal law requires that grantees consider all substantive public comments. It has been MTA practice to take substantive comments under consideration, fulfilling the federal requirement. Twenty-three members of the public spoke at the public hearing. There were comments from the speakers about the recent service changes and some comments about the proposed capital projects. MTA and agency staff have reviewed the public comments and considered these comments on the proposed program of projects for federal funding.

A transcript of the hearing and written statements submitted in conjunction with the hearing are attached under separate cover.

Recommendation

It is recommended that the MTA Board approve the attached resolution in order to permit the filing and acceptance of Federal capital assistance for FFY 2011 and 2012.

**RESOLUTION ADOPTED AT A MEETING OF
METROPOLITAN TRANSPORTATION AUTHORITY**

June 20, 2011

WHEREAS, on and after June 1, 2011, a Notice of Public Hearing on the projects to be considered for inclusion in applications to the United States Department of Transportation (USDOT) for Federal financial assistance under Section 5309 and/or Section 5307 and/or Section 5314 of Title 49, Chapter 53, United States Code, as well as funds available for transit use under successor legislation to Title I of the Safe Accountable, Flexible, Efficient Transportation Equity Act: A Legacy for Users (SAFETEA-LU) was published in newspapers of general circulation (including newspapers oriented to minority communities) in the geographic area to be served thereby, which Notice contained a summary of the capital improvement program for the balance of federal fiscal year 2011 and federal fiscal year 2012 for the New York City Transit Authority, Manhattan and Bronx Surface Transit Operating Authority, Long Island Rail Road, Metro-North Commuter Railroad, Capital Construction Company, MTA Bus Company and Metropolitan Suburban Bus Authority; and

WHEREAS, the full program of projects, including descriptions of individual projects, for the balance of federal fiscal year 2011 and federal fiscal year 2012, was available to the public, as indicated in the notices published in newspapers, either by request or at public offices in the area served by the Authority; and

WHEREAS, all of the principal elected officials of each general purpose unit of government within the service areas of the mass transportation operators for whom assistance is being sought under the said project application were notified by mail of such application; and

WHEREAS, on June 20, 2011 the Public Hearing was conducted by the Authority affording to all concerned the opportunity to present their views, and to submit written statements concerning the projects, including consideration of the economic and social effects of the projects, their impact on the environment and their consistency with the goals and objectives of such urban planning as has been promulgated by the affected communities; and

WHEREAS, the members of the Authority have had an opportunity to review the testimony given at the said Public Hearing, and the statements submitted in connection therewith.

NOW, THEREFORE, BE IT RESOLVED BY METROPOLITAN TRANSPORTATION AUTHORITY:

1. The Chairman and Chief Executive Officer, or any of his designees, be and each of them hereby is, with respect to applications for grants for projects under Section 5309 and/or Section 5307 of Title 49, Chapter 53, United States Code, as well as funds available for transit under Title I of SAFETEA-LU, authorized to certify to the United States Department of Transportation that the Authority has (a) afforded an adequate opportunity for a Public Hearing on the projects pursuant to adequate prior notice, and

has held such Hearing; (b) considered the economic and social effects of the projects and their impact on the environment, including requirements under the Clean Air Act, the Federal Water Pollution Control Act and other applicable federal environmental statutes, and their consistency with goals and objectives of such urban planning as has been promulgated by the affected communities; (c) found that the projects are consistent with the official plans for the comprehensive development of the urban area to be affected; and (d) found that the projects are in the best overall public interest taking into consideration the need for fast, safe and efficient public transportation services, and conservation of environment, historic sites and natural resources and the cost of eliminating or minimizing any adverse effects.

2. The Chairman and Chief Executive Officer, or any of his designees be, and each of them hereby is, authorized to deliver to the said department a copy of the published notices of and transcript of the said Hearing, including those written statements submitted in connection therewith, and to advise the said department (a) that it may consider the applications as the Authority's final applications, subject to such revisions as the Chairman and Chief Executive Officer or his designees may deem acceptable; (b) that the views, if any, concerning the projects of those principal elected officials of each general purpose unit of government within the service areas of the mass transportation operators for whom assistance is being sought under the said applications, are as set forth in the transcript of the said Public Hearing and those written statements submitted in connection therewith.
3. The Chairman and Chief Executive Officer, or any of his designees be and each of them hereby is, authorized to execute and file applications and accept from the United States of America, on behalf of the Authority, grants of financial assistance under successor legislation to Section 5309 and/or Section 5307 of Title 49, Chapter 53, United States Code, as well as funds available for transit use under Title I of SAFETEA-LU (in such amounts as may become available) in connection with the projects upon such terms and conditions as the Chairman and Chief Executive Officer, or any of their designees shall deem acceptable.

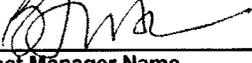
CERTIFICATION

The undersigned hereby certifies that she is the Assistant Secretary of Metropolitan Transportation Authority, a public benefit corporation of the State of New York, and that the foregoing is a true and correct copy of a resolution adopted at a meeting of the said Authority duly held on the 28th day of September 2011, at 347 Madison Avenue, New York, New York at which meeting a quorum of the said Authority was present and acting throughout.

Victoria Clement
Assistant Secretary

Dated: _____

Staff Summary

Subject 2 Broadway COPs Retirement, combined with MTA and/or TBTA refunding
Finance
Department Head Name Robert E. Foran, Chief Financial Officer
Department Head Signature 
Project Manager Name Patrick J. McCoy, Director of Finance 

Date September 28, 2011
Vendor Name
Contract Number
Contract Manager Name
Table of Contents Ref #

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance Comm.	9/26	X		
2	Board	9/28	X		

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

PURPOSE:

To obtain MTA and TBTA Board approval for a combined purchase pursuant to a tender offer for auction rate securities and a redemption of fixed-rate securities to retire all or a portion of outstanding 2 Broadway Certificates of Participation ("COPs") to be accomplished in conjunction with the contemporaneous refunding of certain MTA Transportation Revenue and/or TBTA bonds. Board approval is being requested for the aforementioned transaction, including approval of the following:

- (1) a public tender offer for outstanding auction rate COPs at a price not to exceed 100% plus accrued interest;
- (2) the attached supplemental resolutions authorizing the issuance of fixed-rate refunding bonds the net proceeds of which in the aggregate shall not exceed \$350 million either as MTA Transportation Revenue Bonds and/or TBTA Subordinate Revenue Bonds to refund MTA and TBTA bonds maturing between November 1, 2011 and January 1, 2012, freeing-up MTA and TBTA debt service funds ("MTA/TBTA Refunding Bonds");
- (3) the application of such freed-up MTA and TBTA debt service funds as a result of the MTA/TBTA bond refunding (along with, to the extent necessary, application of TBTA revenues to fund the retirement of the COPs related to TBTA's applicable percentage of the Two Broadway rent) to retire via the tender offer up to \$348 million of outstanding COPs that are in the auction rate mode and to retire via redemption all or a portion of the \$26.505 million outstanding fixed rate COPs;
- (4) the re-assignment or novation of the outstanding swaps related to the auction rate COPs that will be retired.

Such Board approvals are conditioned upon the MTA Chief Financial Officer, the Director of Finance or other Authorized Officer of the MTA determining that, based on such assumptions as are determined by such officer to be reasonable including future variable rates assumed to be

the lesser of implied forward rates for the one-month LIBOR Index or its 20-year average for the failed auction rate COPs, the combined transaction, when analyzed in the aggregate is expected to: (1) generate overall Present Value savings of not less than 5% of the MTA/TBTA Refunding Bonds to be issued, (2) reduce total debt service, including payments on the COPs, over the life of the issues, (3) not increase assumed debt service in any future year, and (4) be beneficial to each of the obligors thereof and/or their affiliates and subsidiaries.

DISCUSSION:

\$347.8 million of \$374.3 million outstanding COPs are in a failed auction rate mode. The auction fail rate is 275% of LIBOR, a relatively low rate currently, but one that exposes MTA to a significant potential cost increase if and when short-term interest rates increase. The floating rate COPs have an associated interest rate swap whereby the MTA receives a floating rate equal to the lesser of: (a) the actual bond rate or (b) 67% of one-month LIBOR minus 45 basis points, in exchange for which MTA pays a fixed rate of 3.092%. If short term interest rates rise, the mismatch between the floating auction rate paid by MTA and the floating swap rate received by MTA will be increasingly imbalanced, resulting in higher net debt service costs.

Given currently attractive fixed-rate market conditions, staff proposes a combined strategy of refunding outstanding MTA and TBTA Bonds to produce available cash to accomplish the purchase pursuant to a tender offer or redemption and retirement of all or a portion of the COPs. This proposed strategy is expected to: (1) eliminate MTA's highly leveraged LIBOR risk exposure in the failing auction-rate market described above, (2) generate present value savings of at least 5% of the refunding bonds to be issued (compared to the assumed interest cost of the COPS, both fixed-rate and auction-rate securities), and (3) result in debt service payable on the MTA/TBTA Refunding Bonds that will not exceed in any future year the amount which would otherwise be expected to have been payable as principal and interest on the COPS or be payable over a longer time than such amounts would have been paid.

The combined MTA/TBTA Refunding Bonds/COP financing plan is a more efficient strategy compared to a standalone COP refunding because it allows MTA to capture maximum value of accumulated debt service fund monies to redeem or repurchase all outstanding COPs and avoid any new issuance of lower-rated, higher-cost refunding COPs. Although MTA and/or TBTA refunding bonds are required to be issued to free-up such monies, the resulting future savings from the early retirement of the COPs program will more than offset the new debt service on the MTA/TBTA Refunding Bonds.

The expected aggregate present value savings (based on assumed future interest rates of the auction rate COPs) exceeds the overall 3% minimum present value savings set forth in the Board Refunding Policy. In addition, this proposed refunding does not extend MTA's future years' debt service costs nor is it expected to create losses in any future year when comparing the newly issued refunding bonds' debt service incurred to the expected savings from the early retirement of the COPs program.

ALTERNATIVES:

The Board could determine to either: (1) leave the COPs outstanding until short term interest rates rise to a higher level (and assume the risk of the refinancing rate at such time); (2) approve a standalone refunding of the COPs with newly issued refunding COPs, reducing expected present value savings due to the higher interest rate required on the lower rated

refunding COPs; or (3) seek credit enhancement of the existing COPs to achieve a lower multiple of the auction fail rate.

RECOMMENDATION:

The MTA and TBTA Boards approve the above-referenced resolutions and documents and all other actions described above, including the execution and delivery of such other documents, and the taking of all other actions, including without limitation, the dissemination of tender documents and the completion of any purchase of COPs pursuant thereto, the reassignment or novation of the related swaps, and the application of freed up MTA/TBTA debt service funds to the purchase or redemption of COPs and the payment of legal and advisor fees related to swap reassignment or novation, if any, and other costs of issuance and transaction costs, from time to time deemed necessary or desirable by such officers in connection therewith. The authorization to issue the MTA/TBTA Refunding Bonds and take other related actions hereunder shall continue in effect without any further action by the Issuers until January 1, 2012, unless (a) the Issuers shall have confirmed the effectiveness of this authorization for an additional period, or (b) the Issuers shall have modified or repealed this authorization.

TRIBOROUGH BRIDGE AND TUNNEL AUTHORITY

**SERIES 2011B 2001 SUBORDINATE REVENUE BOND
SUPPLEMENTAL RESOLUTION**

Adopted September 28, 2011

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**SERIES 2011B 2001 SUBORDINATE REVENUE BOND
SUPPLEMENTAL RESOLUTION**

BE IT RESOLVED by the Triborough Bridge and Tunnel 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 "2001 Subordinate Resolution Authorizing General Revenue Obligations" (the "Resolution").

Section 1.02. Definitions

1. All capitalized terms which are used but not otherwise defined in this Series 2011B 2001 Subordinate Revenue Bond Supplemental Resolution (the "Supplemental Resolution") shall have the same meanings, respectively, as such terms are given by Section 102 of the Resolution.

2. In this Supplemental Resolution:

"Authorized Officer" shall include the officers designated as such in the Resolution, and the Chairman and Chief Executive Officer, the Chief Financial Officer or the Director of Finance, MTA, 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, when used with respect to the Issuer, the board of the Issuer acting as such pursuant to the provisions of the Issuer Act, and when used with respect to the MTA, the members of the MTA acting as such pursuant to the provisions of the MTA Act.

"Bond Counsel" shall mean Nixon Peabody LLP, Hawkins Delafield & Wood 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.

"Series 2011C Net Proceeds" shall have the meaning set forth in Section 2.01 of the Series 2011C Transportation Revenue Bond Supplemental Resolution.

"TBTA Series 2011B Net Proceeds" shall have the meaning set forth in Section 2.01 of this Supplemental Resolution.

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 2011B 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 Subordinate Revenue Obligations (which may be issued at one time or from time to time in any number of Series or subseries, which for purposes of this Supplemental Resolution shall collectively be referred to herein as the "Series 2011B Bonds", constituting Capital Cost Subordinate Revenue 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 or premium and underwriters' discount from the principal amount, the amount to be deposited in the Proceeds Account pursuant to, or otherwise applied to effectuate the purposes of, Section 2.02 and Section 3.01 of this Supplemental Resolution (exclusive of the amount so deposited therein determined in any Certificate of Determination as estimated to be necessary to pay any Costs of Issuance of the Series 2011B Bonds payable from such Proceeds Account or otherwise applied to pay such Costs of Issuance), shall not exceed the amount or amounts determined in one or more Certificates of Determination to be necessary to effectuate the purposes set forth in Section 2.02 hereof; provided, however, that as of any date of original issuance of any Series 2011B Bonds the amount of proceeds of Series 2011B Bonds issued to finance Capital Costs (excluding all amounts excluded above, such as net original issue discount, underwriters' discount and Costs of Issuance) (the "TBTA Series 2011B Net Proceeds") when added to the Series 2011C Net Proceeds shall not exceed \$350,000,000. 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 2011B Bonds, shall not be counted.

The Series 2011B Bonds shall be designated as, and shall be distinguished from the Obligations of all other Series by the title, "Subordinate Revenue Bonds, Series 2011B" or such other title or titles set forth in the Certificate of Determination.

Section 2.02. Purposes. The purposes for which the Series 2011B Bonds are being issued are the financing of Capital Costs by providing funds for the payment when due of all or any portion of the Obligations maturing on or before January 1, 2012 deemed advisable by an Authorized Officer and specified in any Certificate of Determination, all to the extent and in the manner provided in this Supplemental Resolution.

Section 2.03. Dates, Maturities, Principal Amounts and Interest. The Series 2011B Bonds, except as otherwise provided in the Resolution, shall be dated the date or dates determined in any Certificate of Determination. The Series 2011B 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 2011B 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 2011B 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 2011B Bonds shall be issued in fully registered form without coupons in the denomination of \$5,000 or any integral multiple thereof.

The Series 2011B Bonds shall be lettered and numbered as provided in any Certificate of Determination.

Section 2.06. Places of Payment. Except as otherwise provided in any Certificate of Determination, principal and Redemption Price of the Series 2011B Bonds shall be payable to the registered owner of each Refunding Bond when due upon presentation of such Refunding Bond at the principal corporate trust office of the Trustee. Except as otherwise provided in any Certificate of Determination, interest on the registered Series 2011B 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 2011B 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 2011B 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, as set forth in any Certificate of Determination, 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 2011B Bonds.

Section 2.08. Redemption Prices and Terms. The Series 2011B 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) 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 2011B Bonds:

(a) to determine whether and when to issue any Series 2011B Bonds constituting Capital Cost Subordinate Revenue Obligations for the purposes described in Section 2.02 hereof, and to determine the principal amount of Series 2011B Bonds to be issued, the amount of the proceeds of the Series 2011B Bonds to be applied to the payment of Capital Costs and the Obligations maturing on or before January 1, 2012 to be paid from such proceeds and the date or dates, if any, on which such Obligations shall be paid, and the amount of the proceeds of the Series 2011B Bonds estimated to be necessary to pay the Costs of Issuance of the Series 2011B Bonds;

(b) to determine whether the principal amounts of Series 2011B Bonds to be issued constitute a separate Series or a subseries of Series 2011B Bonds, and to determine Accreted Values and Appreciated Values, if applicable;

(c) to determine the maturity date and principal amount of each maturity of the Series 2011B Bonds and the amount and due date of each Sinking Fund Installment, if any;

(d) to determine the date or dates which the Series 2011B Bonds shall be dated and the interest rate or rates, or the manner of determining the interest rate or rates, if any, of the Series 2011B Bonds; provided, however, that the Series 2011B Bonds shall be subject to a maximum true interest cost not greater than 6.0% ;

(e) to determine the Redemption Price or Redemption Prices, if any, and the redemption terms, if any, for the Series 2011B Bonds; provided, however, that if the Series 2011B 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 2011B Bonds to be redeemed, plus accrued interest thereon up to but not including the date of redemption;

(f) to determine the purchase price for the Series 2011B Bonds to be paid by the purchasers referred to in the Purchase Agreement 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 any 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 2011B Bonds;

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

(h) 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;

(i) to determine whether to (i) enter into an escrow agreement or other arrangement in connection with the issuance of Series 2011B Bonds, including the selection of escrow agents, verification agents and the manner of determining specified matters relating to the defeasance of the refunded obligations and (ii) purchase SLGs or open market securities and the form and substance thereof and any related investment agreement; and

(j) 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 one or more Certificates of Determination evidencing the determinations made pursuant to this Supplemental Resolution and any such Certificate of Determination shall be conclusive evidence of the determinations of such Authorized Officer as stated therein. More than one Certificate of Determination may be delivered to the extent more than one Series or subseries of Series 2011B Bonds are delivered from time to time, or other authority is exercised under this Supplemental Resolution from time to time and each such Certificate of Determination shall be delivered to the Trustee prior to the authentication and delivery of the respective Series or subseries of Series 2011B 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.

Section 2.10. Sale of Series 2011B Bonds. Each Authorized Officer is hereby authorized to sell and award the Series 2011B 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 2011B 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.

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 of the Series 2011B Bonds, in substantially the form most recently executed or delivered by the Issuer in connection with the sale of Obligations, with such changes, omissions, insertions and revisions as such officer shall deem advisable. The Issuer authorizes any of said officers to deliver a certification to the effect that such Preliminary Official Statement or Official Statement, if deemed necessary or appropriate, together with such other documents, if any, described in such certificate, was deemed final as of its date for purposes of Rule 15c2-12 of the Securities and Exchange Commission as applicable.

Each Authorized Officer is hereby authorized to make public and to authorize distribution of a final Official Statement in substantially the form of each Preliminary Official Statement or the most recently executed and delivered Official Statement if there is not a Preliminary Official Statement, with such changes, omissions, insertions and revisions as such officer shall deem advisable, to sign such Official Statement and to deliver such Official Statement to the purchasers of such issue of the Series 2011B 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, with such changes, omissions, insertions and revisions as such officer shall deem advisable (the "Continuing Disclosure Agreement"), said execution being conclusive evidence of the approval of such changes, omissions, insertions and revisions.

The proceeds of each good faith check, if any, received by the Issuer from the purchasers of the Series 2011B Bonds under the terms of the related Purchase Agreement 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 2011B 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 and to do and cause to be done any and all acts necessary or proper for carrying out the Purchase Agreement, the Continuing Disclosure Agreement, and the issuance, sale and delivery of the Series 2011B Bonds and for implementing the terms of the Series 2011B 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 2011B Bonds and Trustee's Authentication Certificate. Subject to the provisions of the Resolution, the form of registered Series 2011B 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 any 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 2011B Bonds.

ARTICLE III

DISPOSITION OF REFUNDING BOND PROCEEDS

Section 3.01. Disposition of Refunding Bond Proceeds. Any proceeds of the sale of the Series 2011B Bonds, other than accrued interest, if any, shall be deposited, simultaneously with the issuance and delivery of the Series 2011B Bonds, at one time or from time to time in one or more Series or subseries, in the Proceeds Account which is deemed to be established for each Series in the Proceeds Fund to be applied, or shall otherwise be applied pursuant to any Certificate of Determination to the payment of all or any portion of Capital Costs in accordance with Section 2.02 hereof; and the balance of such proceeds, exclusive of accrued interest, shall be deposited in the COI 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, received on the sale of the Series 2011B Bonds shall be deposited in the Debt Service Fund.

ARTICLE IV

TAX COVENANTS AND DEFEASANCE

Section 4.01. Tax Covenants Relating to the Series 2011B 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 2011B Bonds, 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 2011B Bonds, 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 2011B 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, other than the right (which is hereby abrogated solely as to the Issuer's failure to observe, or refusal to comply with the above covenant) to declare the principal of all Obligations then Outstanding, and the interest accrued thereon, to be due and payable pursuant to Section 567 of the Issuer Act, and (b) neither the Owners of the Obligations of any Series or holders of any Parity Debt (other than the Series 2011B 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.

Section 4.02. Additional Covenants. 1. The Issuer covenants and agrees that it will not issue any Senior Obligations under the Senior Resolution (other than pursuant to Section 205 thereof) unless in addition to satisfying the requirements of the Senior Resolution, an Authorized Officer delivers to the trustee under the Senior Resolution a certificate demonstrating that for any period of 12 consecutive calendar months out of the 18 complete calendar months next preceding the date of authentication and delivery such issue of Senior Obligations, Net Revenues are at least equal to 1.10 times

the Combined Maximum Annual Calculated Debt Service for all Subordinate Revenue Obligations, Parity Debt, Senior Obligations and Senior Parity Debt. 2. The Issuer covenants and agrees that in addition to complying with the provisions of Section 604 of the Bond Resolution, the Issuer shall at all times establish, levy, maintain and collect, or cause to be established, levied, maintained and collected, such tolls, rentals and other charges in connection with the TBTA Facilities as shall always be sufficient, together with other money available therefor (including the anticipated receipt of proceeds of sale of Obligations or other bonds, notes or other obligations or evidences of indebtedness of the Issuer that will be used to pay the principal of Obligations issued in anticipation of such receipt, but not including any anticipated or actual proceeds from the sale of TBTA Facilities), to equal or exceed in each calendar year the greater of (a) an amount equal to the sum of amounts necessary in such calendar year (i) to pay all Operating Expenses of the Issuer, plus (ii) to pay the sum of Calculated Debt Service as defined in the Bond Resolution and Calculated Debt Service as defined in the Senior Resolution, plus (iii) to maintain any reserve established by the Issuer pursuant to the Senior Resolution, in such amount as may be determined from time to time by an Authorized Officer in his or her judgment, or (b) an amount such that Revenues less Operating Expenses shall equal at least 1.10 times the sum of Calculated Debt Service as defined in the Senior Resolution and Calculated Debt Service as defined in the Bond Resolution for such calendar year.

Section 4.03. 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 2011B Bonds 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 2011B Bonds 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 2011B Bonds 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 2011B Bonds in determining gross income for Federal income tax purposes.

METROPOLITAN TRANSPORTATION AUTHORITY

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

Adopted September 28, 2011

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

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

ARTICLE I

DEFINITIONS AND STATUTORY AUTHORITY

Section 1.01. Supplemental Resolution. This resolution is supplemental to, and is adopted in accordance with Article II and Article A-VIII of, a resolution of the Issuer adopted on March 26, 2002, entitled "2001 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 2011C 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, when used with respect to the Issuer, the board of the Issuer acting as such pursuant to the provisions of the Issuer Act.

"Bond Counsel" shall mean Nixon Peabody LLP, Hawkins Delafield & Wood 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.

"Series 2011C Net Proceeds" shall have the meaning set forth in Section 2.01 of this Supplemental Resolution.

"TBTA Series 2011A Net Proceeds" shall have the meaning set forth in Section 2.01 of the 2001 Subordinate Revenue Bond Supplemental Resolution adopted September 28, 2011.

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 2011C 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 at one time or from time to time in any number of Series or subseries, which for purposes of this Supplemental Resolution shall collectively be referred to herein as the "Series 2011C 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 or premium and underwriters' discount from the principal amount, the amount to be deposited in the Proceeds Account pursuant to, or otherwise applied to effectuate the purposes of, Section 2.02 and Section 3.01 of this Supplemental Resolution (exclusive of the amount so deposited therein determined in any Certificate of Determination as estimated to be necessary to pay any Costs of Issuance of the Series 2011C Bonds payable from such Proceeds Account or otherwise applied to pay such Costs of Issuance), shall not exceed the amount or amounts determined in one or more Certificates of Determination to be necessary to effectuate the purposes set forth in Section 2.02 hereof; provided, however, that as of any date of original issuance of any Series 2011C Bonds the amount of proceeds of Series 2011C Bonds issued to finance Capital Costs (excluding all amounts excluded above, such as net original issue discount, underwriters' discount and Costs of Issuance) (the "Series 2011C Net Proceeds") when added to the TBTA Series 2011A Net Proceeds shall not exceed \$350,000,000. 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 2011C Bonds, shall not be counted.

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

Section 2.02. Purposes. The purposes for which the Series 2011C Bonds are being issued are the financing of Capital Costs by providing funds for the payment when due of all or any portion of the Obligations maturing on or before January 1, 2012 deemed advisable by an Authorized Officer and specified in any Certificate of Determination, all to the extent and in the manner provided in this Supplemental Resolution.

Section 2.03. Dates, Maturities, Principal Amounts and Interest. The Series 2011C Bonds, except as otherwise provided in the Resolution, shall be dated the date or dates determined in any Certificate of Determination. The Series 2011C 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 2011C 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 2011C 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 2011C Bonds shall be issued in fully registered form without coupons in the denomination of \$5,000 or any integral multiple thereof. The Series 2011C Bonds shall be lettered and numbered as provided in any Certificate of Determination.

Section 2.06. Places of Payment. Except as otherwise provided in any Certificate of Determination, principal and Redemption Price of the Series 2011C Bonds shall be payable to the

registered owner of each Refunding Bond when due upon presentation of such Refunding Bond at the principal corporate trust office of the Trustee. Except as otherwise provided in any Certificate of Determination, interest on the registered Series 2011C 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 2011C 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 2011C 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, as set forth in any Certificate of Determination, 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 2011C Bonds.

Section 2.08. Redemption Prices and Terms. The Series 2011C 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) 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 2011C Bonds:

(a) to determine whether and when to issue any Series 2011C Bonds constituting Capital Cost Obligations for the purposes described in Section 2.02 hereof, and to determine the principal amount of Series 2011C Bonds to be issued, the amount of the proceeds of the Series 2011C Bonds to be applied to the payment of Capital Costs and the Obligations maturing on or before January 1, 2012 to be paid from such proceeds and the date or dates, if any, on which such Obligations shall be paid, and the amount of the proceeds of the Series 2011C Bonds estimated to be necessary to pay the Costs of Issuance of the Series 2011C Bonds;

(b) to determine whether the principal amounts of Series 2011C Bonds to be issued constitute a separate Series or a subseries of Series 2011C Bonds, and to determine Accreted Values and Appreciated Values, if applicable;

(c) to determine the maturity date and principal amount of each maturity of the Series 2011C Bonds and the amount and due date of each Sinking Fund Installment, if any;

(d) to determine the date or dates which the Series 2011C Bonds shall be dated and the interest rate or rates, or manner of determining the interest rate or rates, if any, of the Series 2011C Bonds; provided, however, that the Series 2011C Bonds shall be subject to a maximum true interest cost of not greater than 6.0% ;

(e) to determine the Redemption Price or Redemption Prices, if any, and the redemption terms, if any, for the Series 2011C Bonds; provided, however, that if the Series 2011C 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 2011C Bonds to be redeemed, plus accrued interest thereon up to but not including the date of redemption;

(f) to determine the purchase price for the Series 2011C Bonds to be paid by the purchasers referred to in the Purchase Agreement 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 any 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 2011C Bonds;

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

(h) 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;

(i) to determine whether to (i) enter into an escrow agreement or other arrangement in connection with the issuance of Series 2011C Bonds, including the selection of escrow agents, verification agents and the manner of determining specified matters relating to the defeasance of the refunded obligations and (ii) purchase SLGs or open market securities and the form and substance thereof and any related investment agreement; and

(j) 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 one or more Certificates of Determination evidencing the determinations made pursuant to this Supplemental Resolution and any such Certificate of Determination shall be conclusive evidence of the determinations of such Authorized Officer, as stated therein. More than one Certificate of Determination may be delivered to the extent more than one Series or subseries of Series 2011C Bonds are delivered from time to time, or other authority is exercised under this Supplemental Resolution from time to time and each such Certificate of Determination shall be delivered to the Trustee prior to or contemporaneously with the authentication and delivery of the respective Series or subseries of Series 2011C 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.

Section 2.10. Sale of Series 2011C Bonds. Each Authorized Officer is hereby authorized to sell and award the Series 2011C 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 2011C 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.

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 of the Series 2011C Bonds, in substantially the form most recently executed or delivered by the Issuer in connection with the sale of Obligations, with such changes, omissions, insertions and revisions as such officer shall deem advisable. The Issuer authorizes any of said officers to deliver a certification to the effect that such Preliminary Official Statement or Official Statement, if deemed necessary or appropriate, together with such other documents, if any, described in such certificate, was deemed final as of its date for purposes of Rule 15c2-12 of the Securities and Exchange Commission as applicable.

Each Authorized Officer is hereby authorized to make public and to authorize distribution of a final Official Statement in substantially the form of each Preliminary Official Statement or the most recently executed and delivered Official Statement if there is not a Preliminary Official Statement, with such changes, omissions, insertions and revisions as such officer shall deem advisable, to sign such Official Statement and to deliver such Official Statement to the purchasers of such issue of the Series 2011C 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, with such changes, omissions, insertions and revisions as such officer shall deem advisable (the "Continuing Disclosure Agreement"), said execution being conclusive evidence of the approval of such changes, omissions, insertions and revisions.

The proceeds of each good faith check, if any, received by the Issuer from the purchasers of the Series 2011C Bonds under the terms of the related Purchase Agreement 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 2011C 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 and to do and cause to be done any and all acts necessary or proper for carrying out the Purchase Agreement, the Continuing Disclosure Agreement, and the issuance, sale and delivery of the Series 2011C Bonds and for implementing the terms of the Series 2011C 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 2011C Bonds and Trustee's Authentication Certificate. Subject to the provisions of the Resolution, the form of registered Series 2011C 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 any 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 2011C Bonds.

ARTICLE III

DISPOSITION OF REFUNDING BOND PROCEEDS

Section 3.01. Disposition of Refunding Bond Proceeds. Any proceeds of the sale of the Series 2011C Bonds, other than accrued interest, if any, shall be deposited, simultaneously with the issuance and delivery of the Series 2011C Bonds, at one time or from time to time in one or more Series or subseries, in the Proceeds Account which is deemed to be established for each Series in the Proceeds Fund to be applied, or shall otherwise be applied pursuant to any Certificate of Determination to the payment of all or any part of the Capital Costs in accordance with Section 2.02 hereof; and 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, , received on the sale of the Series 2011C Bonds shall be deposited in the Debt Service Fund.

ARTICLE IV

TAX COVENANTS AND DEFEASANCE

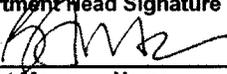
Section 4.01. Tax Covenants Relating to the Series 2011C Bonds. The Issuer covenants that, in order to maintain the exclusion from gross income for Federal income tax purposes of the interest on the Series 2011C Bonds, the Issuer will satisfy, or take such actions as are necessary to cause to be satisfied, 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 2011C Bonds, 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 2011C 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 2011C 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.

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 2011C Bonds 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 2011C Bonds 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 2011C Bonds 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 2011C Bonds in determining gross income for Federal income tax purposes.

Staff Summary

Subject Authorization to Issue Transportation Revenue Bonds, Series 2011D
Department Finance
Department Head Name Robert E. Foran, Chief Financial Officer
Department Head Signature 
Project Manager Name Patrick J. McCoy, Director of Finance 

Date September 28, 2011
Vendor Name
Contract Number
Contract Manager Name
Table of Contents Ref #

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance Comm.	9/26	X		
2	Board	9/28	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 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 and commuter systems:

- Series 2011D Supplemental Resolution authorizing Metropolitan Transportation Authority Transportation Revenue Obligations, including providing for the issuance of the following:
 - o An aggregate principal amount of Transportation Revenue Bonds in one or more series necessary to finance capital projects of the transit and commuter systems, 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.

METROPOLITAN TRANSPORTATION AUTHORITY

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

Adopted September 28, 2011

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**SERIES 2011D
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 2011D 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 2011D 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 2011D 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 2011D 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 2011D 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 2011D Bonds, shall not be counted.

Series 2011D Bonds shall be designated as, and shall be distinguished from the Obligations of all other Series by the title, "Transportation Revenue Bonds, Series 2011D" 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 2011D 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 2011D Bonds, except as otherwise provided in the Resolution, shall be dated the date or dates determined in any Certificate of Determination. The Series 2011D 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 2011D 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 2011D 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 2011D Bonds shall be issued in fully registered form without coupons in the denomination of \$5,000 or any integral multiple thereof.

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

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

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

(b) to determine the purpose or purposes for which the Series 2011D 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 2011D 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 2011D Bonds, which principal amounts (and the aggregate of all such Series and subseries) shall not exceed the principal amounts permitted by Section 2.01 of this Supplemental Resolution, and to determine Accreted Values and Appreciated Values, if applicable;

(d) to determine the maturity date and principal amount of each maturity of the Series 2011D Bonds and the amount and due date of each Sinking Fund Installment, if any;

(e) to determine the date or dates which the Series 2011D Bonds shall be dated and the interest rate or rates of the Series 2011D Bonds or the manner of determining such interest rate or rates; provided, however, that any Series 2011D Bonds issued as Tax-Exempt Obligations shall be subject to a maximum interest rate of not greater than 10% per annum, any Series 2011D 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 2011D Bonds; provided, however, that if the Series 2011D 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 2011D 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 2011D Bonds shall be conducted on either a negotiated or competitive bid basis and, as applicable, to determine the purchase price for the Series 2011D Bonds to be paid by the purchasers referred to in one or more Purchase Agreements or the purchase price for the Series 2011D 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 2011D Bonds;

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

(i) to determine whether to issue all or any portion of the Series 2011D 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 2011D 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 2011D 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 2011D 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 2011D 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 2011D 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 2011D 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 2011D 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 2011D 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 2011D 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 2011D 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 2011D 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 2011D 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 2011D 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 2011D 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 2011D 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 2011D 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 2011D Bonds and for implementing the terms of the Series 2011D 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 2011D Bonds and Trustee's Authentication Certificate. Subject to the provisions of the Resolution, the form of registered Series 2011D 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 2011D Bonds.

ARTICLE III

DISPOSITION OF SERIES 2011D BOND PROCEEDS

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

ARTICLE IV

TAX COVENANTS AND DEFEASANCE

Section 4.01. Tax Covenants Relating to the Series 2011D 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 2011D 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 2011D 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 2011D 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 2011D 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 2011D 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 2011D 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 2011D 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 2011D 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 2011D Bonds issued as Tax Exempt Obligations in determining gross income for Federal income tax purposes.

Staff Summary

Subject	Request for Authorization to Award Various Procurements
Department	Managing Director
Department Head Name	Diana Jones Ritter
Department Head Signature	
Division Head Name	Clifford Shockley
Division Head Signature	

Date	September 19, 2011
Vendor Name	Various
Contract Number	Various
Contract Manager Name	Various
Table of Contents Ref #	

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance	9/26/11			
2	Board	9/28/11			

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>
Schedule F: Personal Service Contracts		
• Dept. of Homeland Security Grant/TEEX	1	\$ 1,200,000
Schedule G: Miscellaneous Service Contracts		
• Meggitt Training Systems	1	\$ 39,000
SUBTOTAL	2	\$ 1,239,000

MTAHQ proposes to award Competitive procurements in the following categories:

Schedules Requiring Majority Vote

Schedule E: Miscellaneous Procurement Contracts	1	\$ 2,042,640
Schedule F: Personal Services Contracts	2	\$ 6,766,622
Schedule G: Miscellaneous Service Contracts	2	\$ 7,336,414
Schedule H: Modifications to Personal/Miscellaneous Service Contracts	1	\$ 11,000
Schedule J: Modifications to Miscellaneous Procurement Contracts	2	\$ 2,278,627
SUBTOTAL	8	\$ 18,435,303

MTAHQ presents the following procurement actions for Ratification:

Schedule D: Ratification of Completed Procurement Actions (Schedules A-C)	1	\$ 7,526,026
TOTAL	11	\$27,200,329

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

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

BOARD RESOLUTION

METROPOLITAN TRANSPORTATION AUTHORITY

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

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

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

NOW, the Board resolves as follows:

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

2. As to each request for proposals (for purchase and public work contracts) set forth in Schedule B for which authorization to solicit proposals is requested, for the reasons specified therein the Board declares competitive bidding to be impractical or inappropriate, declares it is in the public interest to solicit competitive request for proposals and authorizes the solicitation of such proposals.

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

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

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

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

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

LIST OF PROCUREMENTS FOR BOARD APPROVAL, SEPTEMBER 2011
NON-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. | Department of Homeland Security Grant for Incident Management and Decision Making Training Texas Engineering Extension Services
Contract No. 11174-0100 | \$1,200,000
(not-to-exceed) | <u>Staff Summary Attached</u> |
|----|--|---------------------------------------|--------------------------------------|

Non-competitive – 26 months

Contractor to provide regional emergency responders with incident management and decision making training. This contract is federally-funded by the Department of Homeland Security –DHS. The DHS has designated only Texas Engineering Extension Services (TEEX) to provide incident management training for approximately 200 individuals from the MTA and its Operating Agencies and also from regional transportation agencies, such as Amtrak, New York City Police and Fire Departments, Connecticut Department of Transportation, etc. The training is projected to involve approximately 90 to 110 MTA employees. The objective of this training will center on protocols germane to consequence management. TEEX command incident management training addresses a number of priorities and capabilities that the Department of Homeland Security is encouraging State and local jurisdictions to establish. This training course assists with establishing priorities for the National Planning Scenarios, National Preparedness Goals, the Universal Task List, and the Target Capabilities List. This course using a multidiscipline, jurisdictional team building approach focuses on the Incident Command Post critical decision-making requirements within the command and control nodes. The course exercises incident management skills, staff responsibilities, and related decision-making requirements.

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. | Meggitt Training Systems
Maintenance of MTA Police's
Mobile Firearms Road Range
Contract No. 1166-0100 | \$39,000
(Total) |
|----|---|----------------------------|

Non-competitive – 60 months

Vendor to continue to provide routine and remedial maintenance services for two MTAPD mobile firearm training ranges that were purchased in 2001 and 2004. These mobile firearm training ranges are used for the training and qualifying of MTA Police officers. Meggitt Training Systems is the sole manufacture of these firearm trailers and since these firearm trailers are proprietary to them, they are the only vendor that can provide maintenance services. The yearly maintenance cost of \$7,800, which will remain fixed for the five-year term, is the same yearly cost that is being paid under the current five-year contract. Based on the above, the yearly cost of \$7,800 is deemed to be reasonable.

Staff Summary

Schedule F: Personal Service Contracts

Item Number:					
Dept & Dept Head Name: Security/Douglas Zeigler					
Division & Division Head Name: Office of Security/Anthony Mercogliano					
Board Reviews					
Order	To	Date	Approval	Info	Other
1	Finance	9/26/11			
2	Security	9/26/11			
3	Board	9/28/11			
Internal Approvals					
Order	Approval	Order	Approval		
1	Procurement <i>[Signature]</i>	3	Office of Civil Rights <i>[Signature]</i>		
2	Office of Security <i>[Signature]</i>	4	Legal <i>[Signature]</i>		
3	<i>[Signature]</i>	5	Budgets & Financial Mgmt. <i>[Signature]</i>		

SUMMARY INFORMATION	
Vendor Name: Texas Engineering Extension Service	Contract Number: 11174-0100
Description: Incident Management and Decision Making Training	
Total Amount: \$1,200,000	
Contract Term (including Options, if any) October 1, 2011 through December 31, 2013	
Option(s) included in Total Amount? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
Renewal? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
Procurement Type: <input type="checkbox"/> Competitive <input checked="" type="checkbox"/> Non-competitive	
Solicitation Type: <input type="checkbox"/> RFP <input type="checkbox"/> Bid <input checked="" type="checkbox"/> Other:	
Funding Source: <input type="checkbox"/> Operating <input type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other:	

Narrative

I. PURPOSE/RECOMMENDATION

To recommend that the Board approve the award of a federally-funded (Department of Homeland Security–DHS), non-competitive personal services contract to Texas Engineering Extension Service (TEEX) to provide regional emergency responders with incident management and decision making training for the period October 1, 2011 through December 31, 2013 for a total amount of \$1,200,000.

II. DISCUSSION

The DHS has designated only TEEX to provide incident management training in the total amount of \$1,200,000 for approximately 200 individuals from the MTA and its Operating Agencies and also from regional transportation agencies, such as Amtrak, New York City Police and Fire Departments, Connecticut Department of Transportation, etc.

In 2010, DHS approved a grant totaling \$75,891,550 to the MTA under the 2010 Transit Security Grant Program (TSGP). The TSGP is an important component of a coordinated, national effort to strengthen the security of America’s critical infrastructure. \$1,200,000 of this grant has been allocated for the incident management and decision making training.

In 2006 and 2009 a total of 113 regional first line responders received TEEX training. The TEEX training contract which is proposed for approval will provide training for approximately 200 first line responders. The training is projected to involve approximately 90 to 110 MTA employees. The objective of this training will center on protocols germane to consequence management. TEEX command incident management training addresses a number of priorities and capabilities that the Department of Homeland Security is encouraging State and local jurisdictions to establish. This training course assists with establishing priorities for the National Planning Scenarios, National Preparedness Goals, the Universal Task List, and the Target Capabilities List. This course using a multidiscipline, jurisdictional team building approach focuses on the Incident Command Post critical decision-making requirements within the command and control nodes. The course exercises incident management skills, staff responsibilities, and related decision-making requirements.

III. D/M/WBE INFORMATION

The Office of Civil Rights assigned a zero participation goal for this contract.

IV. IMPACT ON FUNDING

The total cost of \$ 1.2 Million for TEEX training is funded through the 2010 Transit Security Grant Program.

V. ALTERNATIVES

Do not award this contract – MTA is the largest transportation authority in the country and is thus a viable target for terrorist attacks. Training emergency responders to handle incident management and decision making is critical. Not awarding this contract would prevent emergency responders from being able to effectively and efficiently operate in the event of responding to a terrorist attack.

Perform service in-house – This is not a feasible alternative because the MTA does not have the staff with the specialized expertise or experience to provide the necessary training.

LIST OF PROCUREMENTS FOR BOARD APPROVAL, SEPTEMBER 2011
COMPETITIVE PROCUREMENTS

METROPOLITAN TRANSPORTATION AUTHORITY

Procurements Requiring Majority Vote:

E. Miscellaneous Procurement Contracts

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

- | | | | |
|----|--|---------------------------------------|--------------------------------------|
| 1. | All-Agency Internet Service Providers
Contract No. 11001-0100 thru -0300 | \$2,042,640
(not-to-exceed) | <u>Staff Summary Attached</u> |
| | a. Abovenet Communications, Inc. | | |
| | b. Sidera Networks, LLC | | |
| | c. Sprint Communications Co., LP | | |

Competitively negotiated – 5 proposals – 60 months

Vendors to provide access to internet services for the MTA and its agencies. The MTA requires a highly reliable Internet environment at MTAHQ and the agencies for: i) public access to the MTA website, which supports all MTA agencies; ii) employee access to the Internet from their desktop workstations, etc.; and iii) providing the MTA with Internet service and support 24 hours/day, 7 days/week and 365 days/year. The MTA will reduce the number of ISP providers and the locations served while increasing circuit diversity and bandwidth. The combined proposals to provide these services from the three firms above were \$34,766 per month; this was negotiated down to a monthly fee of \$34,044; for a savings of \$722 or 2.1%. The combined monthly cost of \$50,499 under the current ISP contracts will be reduced to \$34,044 per month under the proposed contracts; a reduction of \$16,455 per month or 32.6%. Based on the above negotiated savings, the total not-to-exceed cost of \$2,042,640 is deemed fair and reasonable.

F. Personal Service Contracts

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

- | | | | |
|----|---|---------------------------------------|--------------------------------------|
| 2. | Portfolio Manager for FMTAC
Dwight Asset Management Co.
Contract No. 11031-0100 | \$2,000,000
(not-to-exceed) | <u>Staff Summary Attached</u> |
|----|---|---------------------------------------|--------------------------------------|

Competitively negotiated – 10 proposals – 60 months

Contractor to provide portfolio management services in connection with the assets held within the First Mutual Transportation Assurance Company (FMTAC), MTA's wholly owned captive insurance company. In July 2006 the Board approved a contract engaging Dwight Asset Management Co. as Portfolio Manager to maximize the investment return of the six trust fund accounts while addressing their cash flow needs. Each fund is regulated by the New York State Insurance Law with respect to the amount of liquid assets that must be available to cover its insurable risk. Based on the current value of the portfolio in the amount of \$325 million, Dwight's five year fee of \$1,787,500 is considerably lower than the fees of \$2,125,000 and \$2,575,000 proposed by the other two short-listed firms. The contract is proposed to be awarded in the not-to-exceed amount of \$2 million, to take into account possible increases in the value of the total portfolio over the five year contract term and/or additional trust funds being added to the portfolio. Based on the above negotiated savings, the total not-to-exceed cost of \$2 million is deemed fair and reasonable.

METROPOLITAN TRANSPORTATION AUTHORITY
COMPETITIVE PROCUREMENTS

3. **Insurance Broker Services** **\$4,766,622** **Staff Summary Attached**
Willis of New York **(not-to-exceed)**
Contract No. 11020-0100

Competitively negotiated – 8 proposals – 96 months

To authorize MTA Risk and Insurance Management (MTA RIM) to: (a) to utilize Owner Controlled Insurance Program (OCIP) coverage for projects within the 2010-2014 Capital Program and (b) to award a competitively negotiated broker services contract to Willis of New York (Willis) as broker of record for designated projects within the OCIP 2010-2014 Capital Program. This new Owner Controlled Insurance Program (OCIP) would include NYCT, LIRR, MNR and SBMP projects expected to be awarded during the balance of the 2010 – 2014 Capital Program. With an approximate listing of over 200 projects, construction values are estimated to be over \$1 billion. By combining all of these projects into a single OCIP, the MTA benefits by maximizing its purchasing power. As a result of negotiations, the original cost of \$5,705,588 proposed by Willis for the eight-year period was reduced to \$4,766,622, a negotiated savings of \$938,966 or 16.45%. Willis' total cost of \$4,766,622 and average hourly rate of \$115.44 compared favorably with the costs of the other two short listed proposers (AON and Marsh). Based on the negotiated savings and favorable cost comparison with the other two short listed proposers, the negotiated cost of \$4,766,622 is deemed to be fair and reasonable.

G. Miscellaneous Service Contracts

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

4. **As-Needed, All Seasonal Ground Maintenance** **\$94,860**
& Landscaping Services, MTAPD (Stormville, NY) **(not-to-exceed)**
George F Grieco (d/b/a Cedar Creek Farm Maintenance)
Contract No. 11109-0100

Sealed Bids/Low Bidder – 4 Bids – 24 months

Contractor to perform as-needed ground maintenance and landscaping services for the MTA Police K-9 Facility located in Stormville, NY. Maintenance and landscaping services will include: grass cutting (approximately 21 acres), tree work, driveway maintenance repair, general landscaping and snow plowing services, etc. The hourly rates obligated under this contract are the same rates paid under the current competitively awarded contracts. Based on the above, the low bid is considered to be fair and reasonable.

5. **All-Agency Telecommunication Maintenance Services** **\$7,241,554.25** **Staff Summary Attached**
Shared Technologies, Inc. **(not-to-exceed)**
Contract No. 11012-0100

Competitively Negotiated – 5 proposals – 60 months

All Agency telephone maintenance contractor is required to provide telephone network services. These services require 24-hr/7-day remedial telephone maintenance including addition and relocation of telephone system components, and changes to telephone configurations, etc. The proposed contract provides for on-site coverage at key locations and as-needed support at other locations. As a result of negotiations, the original cost of \$8,511,683 proposed by Shared Technologies for the five-year period was reduced to \$6,941,554.25; for a savings of \$1,570,129 or 18.45%. This negotiated price of \$908,482.75 is also lower than the \$7,850,037 paid under the current contract. Based on the above, the negotiated cost of \$6,941,554.25 for the five-year term is deemed fair and reasonable.

METROPOLITAN TRANSPORTATION AUTHORITY
COMPETITIVE PROCUREMENTS

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

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

6. **UtiliSave, LLC** **\$11,000**
Expense Reduction Services **(not-to-exceed)**
Contract No. 08174-0100, S/# 3

Base Amount: \$19,000

Ride Competitively-negotiated NY State Contract No. 20518

Consultant to continue to conduct independent Audit of MTA's water and sewage bills: to: (i) identify billing errors; (ii) negotiate with the utility company to correct the errors; (iii) settle payment discrepancies; and (iv) ensure that refunds are received by the MTA, if any (MTA will not remit unless it receives refunds). Over the past three years, Utilisave found electrical and sewer overcharges of \$74,940.62 of which \$18,735.16 was paid to Utilisave. The 25% percentage fee (of the savings recovered) is the current flat fee negotiated under the NYS contract. Based on the above, the NYS fees are considered fair and reasonable.

J. Modifications to Miscellaneous Procurement Contracts

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

7. **Autodesk, Inc.** **\$1,217,922** Staff Summary Attached
Web-Based Project Management System **(not-to-exceed)**
Contract No. 03153-0100

Base Amount = 4,000,000

Increase funding for the second and third years of the three-year option with Autodesk, Inc for licensing fees and technical training for the proprietary all-agency Web-Based project management system (WPMS) to support MTA capital program design projects. WPMS was chosen to improve communication and collaboration in the management of MTA Capital Program design and construction projects and to assist in the automation of their work process, workflow accountability through tracking assignments, reduction in the cost of mailing, printing and duplication of paper documents, and speed up review and approval of submissions (i.e. drawings, request for information, schedules, change orders, etc.). The total amount of \$1,217,922 includes \$938,922 for the two years licensing fees and \$279,000 for technical training. The annual licensing fee of \$756,000 established under the base agreement was negotiated down to \$469,461 for a savings of \$286,539 or 37.9%. The technical training fee was negotiated down from \$1,880 per day to \$1,800, for a savings of \$80 per day or 4.2% (The training fee is \$290 or 13.9% lower than the Federal Government (GSA) rates). Based on the above, the total amount \$1,217,922 is deemed to be fair and reasonable.

METROPOLITAN TRANSPORTATION AUTHORITY
COMPETITIVE PROCUREMENTS

8. **Yardi Systems, Inc.** **\$1,060,705** **Staff Summary Attached**
Software Maintenance Renewal/Licensing **(not-to-exceed)**
and Programming Services
Contract No. 96069-0100

Base plus previous change orders = 2,972,750.72

Increase funding to: (i) extend the maintenance of the Proprietary Voyager Business Application Software for a period of five years and (ii) procure additional licensing and custom programming services. The Yardi database system is a customized off the shelf product that is utilized by the MTA Real Estate Department (RED). It comprises an inventory of approximately 14,000 MTA real estate interests (stations, rights-of-way, bridges, yards, depots, etc.), as well as information on 1000 acquisitions, 420 subway entrance agreements, and 10,000 tenants. All tenant billing, including percent rent, security deposit increases and other specific real estate functions are performed via this system. The total amount of \$1,060.75 consists of (i) 748,605 for five years of maintenance and (ii) \$312,100 for new software licensing and custom programming. The maintenance fee is the same as the current contracts, which has been in effect since 2009. The original proposal for the new licenses and custom programming was \$338,823. This amount was negotiated down to \$312,100, a reduction of \$26,723 or 7.88%. Based on the above, the total amount of \$1,060,705 is considered fair and reasonable.

Staff Summary

Schedule E: Miscellaneous Procurement Contracts

Item Number:

Vendor Name (& Location) Sprint Communications Co., LP, Sidera Networks, LLC and Abovenet Communications, Inc.
Description Internet Service Providers for MTA and the Agencies
Contract Term (including Options, if any) October 1, 2011 to September 30, 2016
Option(s) included in Total Amount? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
Procurement Type <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive
Solicitation Type <input checked="" type="checkbox"/> RFP <input type="checkbox"/> Bid <input type="checkbox"/> Other:

Contract Number 11001-0100 thru -0300	Renewal? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
Total Amount	\$2,042,640
Funding Source <input checked="" type="checkbox"/> Operating <input type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other:	
Requesting Dept/Div & Dept/Div Head Name	
Contract Manager Paul Fallon	

I. PURPOSE:

To obtain Board approval to award three competitively negotiated, all-agency, miscellaneous procurement contracts to three Internet service providers: i) Sprint Solutions Inc. ii) Sidera Networks, LLC and iii) Abovenet Communications, Inc., to provide access to Internet services. These contracts will be for a five-year term from October 1, 2011 to September 30, 2016, with a combined cost not to exceed \$2,042,640 for the three firms.

II. DISCUSSION:

MTA requires a highly reliable Internet environment at MTAHQ and the agencies for: i) public access to the MTA website, which supports all MTA agencies; ii) employee access to the Internet from their desktop workstations, etc.; and iii) providing the MTA with Internet service and support 24 hours/day, 7 days/week and 365 days/year. Currently the MTA has five (5) Internet providers across the agencies. This RFP reduces the number of providers from five to three and also increases efficiency by reducing the number the locations served while increasing circuit diversity and bandwidth. MTA and its agencies have thirteen circuits that provide a maximum of 416Mbps of bandwidth; this consolidation will reduce the circuits from thirteen to five while increasing bandwidth to 900Mbps.

In order to continue to provide these services MTA issued a Request for Proposals, which was publicly advertised, and letters advising potential proposers of the RFP's availability were mailed to 6 firms. Five (5) proposals were received. A selection committee consisting of representatives from MTAHQ, NYCT, LIRR, MNR and B&T Information Services Departments evaluated the proposals and determined that all five firms were technically qualified. As a result of negotiations, awards will be made to Abovenet, Sidera and Sprint, which presented the lowest pricing. These firms will provide dedicated, redundant high-speed Internet connections throughout the New York City metropolitan area. MTA agencies will utilize three ISPs to provide day-to-day Internet service and to ensure uninterrupted communications with customers, employees and suppliers in the event that service by one of the Internet Service Providers is disrupted. Maintaining redundant Internet services suppliers is, therefore, critical to operations.

The combined proposals to provide these services from the three firms above were \$34,766 per month; this was negotiated down to a monthly fee of \$34,044; for a savings of \$722 or 2.1%. The combined monthly cost of \$50,499 under the current ISP contracts will be reduced to \$34,044 per month under the proposed contracts; a reduction of \$16,455 per month or 32.6%. Based on the above negotiated savings, the total not-to-exceed cost of \$2,042,640 is deemed fair and reasonable.

Staff Summary

Schedule F: Personal Service Contracts



Item Number:					
Dept & Dept Head Name: General Counsel – James B. Henly					
Division & Division Head Name: Director, Risk & Insurance Management - Laureen Coyne					
Board Reviews					
Order	To	Date	Approval	Info	Other
1	Finance	9/26/11			
2	Board	9/28/11			
Internal Approvals					
Order	Approval	Order	Approval		
1	Procurement <i>[Signature]</i>	4	Office of Civil Rights <i>[Signature]</i>		
2	General Counsel <i>[Signature]</i>	5	Legal <i>[Signature]</i>		
3	Risk & Ins. Mgmt <i>[Signature]</i>	6	Budgets & Financial Mgmt. <i>[Signature]</i>		

SUMMARY INFORMATION	
Vendor Name: Dwight Asset Management Co.	Contract Number: 11031-0100
Description: Portfolio Manager for FMTAC	
Total Amount: \$2 million (not to exceed)	
Contract Term (including Options, if any): November 1, 2011 through October 31, 2016	
Option(s) included in Total Amount? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
Renewal? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
Procurement Type: <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive	
Solicitation Type: <input checked="" type="checkbox"/> RFP <input type="checkbox"/> Bid <input type="checkbox"/> Other:	
Funding Source: <input type="checkbox"/> Operating <input type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other:	

Narrative

I. PURPOSE

To obtain MTA Board approval to award a competitively negotiated, personal services contract to Dwight Asset Management Co. (Dwight) to provide portfolio management services in connection with the assets held within the First Mutual Transportation Assurance Company (FMTAC), MTA's wholly owned captive insurance company. The contract will be for a period of 60 months from November 1, 2011 through October 31, 2016, at a total cost not to exceed \$2 million.

II. DISCUSSION

FMTAC's assets, which currently total approximately \$325 million, are separated into six trust funds. In July 2006 the Board approved a contract engaging Dwight Asset Management Co. as Portfolio Manager to maximize the investment return of the six trust fund accounts while addressing their cash flow needs. Each fund is regulated by the New York State Insurance Law with respect to the amount of liquid assets that must be available to cover its insurable risk. FMTAC's Investment Guidelines define the types of investments the Portfolio Manager can participate in for each fund. A short description of the six trust funds is annexed to this Staff Summary as Appendix 1.

MTA's current competitively awarded contract for portfolio management services will expire on October 31, 2011. In order to continue these necessary services, a Request for Proposal (RFP) was publicly advertised and letters informing potential proposers of the RFP's availability were mailed to 101 firms, 77 of which were D/M/WBE firms. Ten proposals were received on June 7, 2011.

The Selection Committee, comprised of representatives of MTA Finance, Treasury, Legal, Risk and Insurance Management (RIM), and the Office of Civil Rights, evaluated the proposals and selected three firms as finalists: Dwight, AAM Insurance Investment Management and Alliance Bernstein. Two finalists, AAM Insurance Investment Management and Alliance Bernstein, were invited for oral presentations. Dwight was not invited for orals because the Selection Committee had enough knowledge and experience with Dwight under their current contract. Upon conclusion of oral presentations and further discussion, the selection committee recommended Dwight is the most qualified firm to perform the services required by the RFP. MTA has conducted a responsibility review and other due diligence on Dwight Asset Management Co. and has deemed them to be responsible for award.

Dwight originally proposed a fee of 15 basis points for the first \$300 million of assets managed and 12.5 basis points for the next \$200 million in assets. This fee was negotiated down to a straight 11 basis points. Based on the current value of the portfolio in the amount of \$325 million, Dwight's five year fee would be \$1,787,500, which is considerably lower than the fees of \$2,125,000 and \$2,575,000 proposed by the other two short listed firms. The negotiated fee of 11 basis points is also lower than the 12.5 basis points paid under the current contract. The contract is proposed to be awarded in the amount not-to-exceed amount of \$2 million, to take into account possible increases in the value of the total portfolio over the five year contract term and/or additional trust funds being added to the portfolio. Based on the above negotiated savings, the total not-to-exceed cost of \$2 million is deemed fair and reasonable.

III. D/M/WBE INFORMATION

No D/M/WBE goals were established by the MTA Office of Civil Rights for this contract.

IV. IMPACT ON FUNDING

The total cost of the contract is \$2,000,000. It will be funded by FMTAC's general operating fund.

V. ALTERNATIVES

1. Do not contract for a Portfolio Manager - This alternative is not recommended. Failure to provide this service would limit FMTAC in maximizing its investment returns.
2. Perform services in-house. This alternative is not feasible or cost effective. MTA does not have staff with specialized expertise for these services.

APPENDIX 1

FMTAC Trust Funds

1. FMTAC Excess Loss Fund is an excess loss facility to insure excess liability risk for the purpose of protecting the MTA agencies against catastrophic losses. ELF provides a \$50 million per occurrence liability policy, subject to designated self-insured retentions by each of the MTA agencies. This fund has a portfolio value of \$64.1 million.
2. FMTAC General Operating Account holds the monies to fund the self-insured retentions for various Owner Controlled Insurance Programs, All Agency Protective Liability, Non-Revenue Vehicles, Paratransit Access-a-Ride, and Stations and Force Account Liability. It has a portfolio value of \$162.9 million.
3. FMTAC Liberty Trust holds the collateral and loss funding for the first \$500,000 per occurrence for the Owner Controlled Insurance Program for the construction of the East Side Access project. This trust has a portfolio value of \$25.4 million.
4. FMTAC Liberty '06 Trust holds the collateral and loss funding for the first \$500,000 per occurrence for the Owner Controlled Insurance Program for the New York City Transit Authority. This trust has a portfolio value of \$26.7 million.
5. FMTAC Master Builders Risk Trust holds the loss funding for the self-insured retentions for the MTA and its subsidiaries, as well as third party contractors performing Capital Program construction work on behalf of the MTA and its subsidiaries. The builders' risk coverage will pay for covered causes of loss meaning risks of direct physical loss except those causes of loss specifically excluded by the policy, in an amount not to exceed \$50 million. This trust has a portfolio value of \$47.8 million.
6. FMTAC Discover Re Trust provides for the payment of claims for New York City Transit Authority Paratransit and Non-Revenue Vehicles as of March 2009. This program pays for Paratransit claims not to exceed \$1 million and Non-Revenue claims not to exceed \$.5 million. This trust account has a portfolio value of \$60.7 million.

Staff Summary

Schedule F: Personal Service Contracts

Item Number:					
Dept & Dept Head Name: General Counsel /James Henly					
Division & Division Head Name: Risk and Insurance Management/Laureen Coyne					
Board Reviews					
Order	To	Date	Approval	Info	Other
1	Finance	9/26/11			
2	Board	9/28/11			
Internal Approvals					
Order	Approval	Order	Approval		
1	Procurement <i>CS</i>	4	Office of Civil Rights <i>My</i>		
2	General Counsel <i>SH</i>	5	Legal <i>SH</i>		
3	Risk & Insurance Mgmt <i>JH</i>	6	Budgets & Financial Mgmt. <i>JH</i>		

SUMMARY INFORMATION	
Vendor Name: Willis of New York	Contract Number: 11020-0100
Description: Insurance Broker Services	
Total Amount: \$4,766,622 (not-to-exceed amount)	
Contract Term (including Options, if any): Eight (8) Years	
Option(s) included in Total Amount? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
Renewal? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
Procurement Type: <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive	
Solicitation Type: <input checked="" type="checkbox"/> RFP <input type="checkbox"/> Bid <input type="checkbox"/> Other:	
Funding Source: <input type="checkbox"/> Operating <input checked="" type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other:	

Narrative

I. PURPOSE

To authorize MTA Risk and Insurance Management (MTA RIM) (a) to utilize Owner Controlled Insurance Program (OCIP) coverage for projects within the 2010-2014 Capital Program and (b) to award a competitively negotiated broker services contract to Willis of New York (Willis) as broker of record for designated projects within the OCIP 2010-2014 Capital Program. The OCIP brokerage services are to be performed at a total cost not to exceed \$4,766,622 for the eight (8) year term of the contract. The OCIP and broker contract will cover the balance of the 2010-2014 Capital Program for projects of NYCT, LIRR, MNR and the Small Business Mentor Program (SBMP).

II. DISCUSSION

Over the years, OCIPs (a/k/a wrap-up insurance) have been successfully utilized on several agency capital projects. Completed OCIP programs include LIRR's Renovation of Penn Station, Main Line Electrification and Hillside/Holban Maintenance of Equipment, NYCT Stations 1998, MTA Two Broadway, LIRR's High Level Platform and Diesel Shops & Yards, NYCT's 63rd Street Connector Tunnel, Franklin Avenue Shuttle, NYCT Stations 1999 and MNR's Park Avenue Viaduct program. OCIP Programs in closeout include the NYCT 2000-2004 Capital Program Stations and Escalators/Elevators and Line Structures, and the LIRR/MNR 2000-2004 Capital Program. Active OCIPs include the NYCT 2005-2009 Capital Program, LIRR/MNR 2005-2009 Capital Program, MTACC East Side Access, and MTACC Second Avenue Subway.

Generally, OCIPs produce cost savings for large projects in excess of \$100 million that have a high percentage of labor cost relative to total construction dollars. These savings have been demonstrated at the MTA. In September 2003, the MTA commissioned a study with Deloitte & Touche concerning the cost effectiveness of the then most recent capital program OCIPs. The results indicated that the OCIPs in question were producing estimated savings ranging from 0.5% to 4% of total contract cost. Further, a dual bid (i.e., contractors required to bid both with and without insurance) that was conducted for the First Avenue Vent Plant Project, showed that use of the OCIP would save at least 4% of the total contract cost (in that case, savings of approximately \$7 million). In addition to cost savings, OCIPs benefit the MTA by covering our capital construction projects with higher limits of insurance and provide uniform insurance coverage across all trades, thereby better protecting the interests of the MTA.

This new OCIP would include NYCT, LIRR, MNR and SBMP projects expected to be awarded during the balance of the 2010 – 2014 Capital Program. With an approximate listing of over 200 projects, construction values are estimated to be over \$1 billion. By combining all of these projects into a single OCIP, the MTA benefits by maximizing its purchasing power. Under the OCIP, each contractor and subcontractor of every tier working on the projects included in the program will be provided with a uniform Workers' Compensation, Commercial General Liability, Excess Liability and Builder's Risk Insurance policy. We anticipate that coverage will be provided for the entire term of the OCIP and will be non-cancelable except for non-payment of premium or non-compliance with serious safety recommendations. Broker services to be provided in support of the OCIP include placing and maintaining the insurance coverage; administering the program to the contractors by producing insurance manuals, enrolling contractors, issuing insurance policies, and maintaining records; supporting agency safety policies and procedures with safety consulting services; and defending the positions of the MTA and its agencies through claims consulting services. The option to provide education and training on insurance and surety bonds for SBMP contractors is also included.

To procure brokerage services for the proposed OCIP, a Request for Proposal(s) (RFP) was publicly advertised and letters informing potential proposers of the RFP's availability were mailed to 20 firms, 10 of which were MBE/WBE firms. Eight (8) proposals were received on March 29, 2011. A selection committee, comprised of representatives from MTA RIM, MTA Legal, NYCT Capital Program Management, MNR Procurement, LIRR Capital Program Management and MTA Office of Civil Rights, evaluated the proposals and recommended that three firms (Willis, Marsh and AON) be invited to make oral presentations. Upon conclusion of the oral presentations, the selection committee determined Willis to be the most qualified to perform the services required by the RFP.

The selection committee's recommendation reflected that Willis had exhibited the best understanding of the program and offered flexibility in design and delivery; was experienced with Small Business Mentor Programs; and had proposed a service plan and cost proposal that was most in line with the goals and expectations of the program manager. MTA has conducted a responsibility review and other due diligence on Willis and has determined it to be responsible for award.

As a result of negotiations, the original cost of \$5,705,588 proposed by Willis for the eight-year period was reduced to \$4,766,622, a negotiated savings of \$938,966 or 16.45%. Willis' total cost of \$4,766,622 and average hourly rate of \$115.44 compared favorably with the costs of the other two short listed proposers (AON and Marsh). Based on the negotiated savings and favorable cost comparison with the other two short listed proposers, the negotiated cost of \$4,766,622 is deemed to be fair and reasonable.

III. D/M/WBE INFORMATION

Participation goals of 10% MBE and 10% WBE were established by the MTA Civil Right for this contract.

IV. IMPACT ON FUNDING

The total not-to-exceed cost of \$4,766,622 is to be provided by the 2010-2014 Capital Program, and will be allocated across the projects of the agencies participating in the program. Specific funding sources and amounts will not be known until the funding for the remainder of the Capital Plan is authorized. Payment obligations will not be incurred absent funding.

V. ALTERNATIVES

Do not utilize OCIP Coverage - This alternative is neither cost effective nor desirable. The alternative to an OCIP would be to require each contractor to purchase insurance coverage and provide the MTA with evidence of that insurance. Based on MTA's prior experience, insuring the program utilizing contractor-supplied insurance in lieu of an OCIP could cost MTA an additional 0.5% to 4% in insurance premiums. OCIPs also provide for greater control over job site safety and assure that all contractors will have proper insurance coverage in place for the term of the programs. Should an OCIP not be purchased, these assurances/benefits will be lost.

Perform service in-house - This alternative is neither feasible nor cost effective. MTA does not have the staff with the specialized expertise or experience to perform the necessary insurance brokerage services for the OCIP program.

Staff Summary

Schedule G: Miscellaneous Service Contracts

Item Number:

Vendor Name (& Location): Shared Technologies, Inc.
Description: Telecommunication Maintenance Services for the MTA and its Agencies
Contract Term (including Options, if any): October 1, 2011 through September 30, 2016
Option(s) included in Total Amount? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
Procurement Type: <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive
Solicitation Type: <input checked="" type="checkbox"/> RFP <input type="checkbox"/> Bid <input type="checkbox"/> Other:

Contract Number: 11012-0100	Renewal? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
Total Amount: \$7,241,554.25 (not-to-exceed)	
Funding Source: <input checked="" type="checkbox"/> Operating <input type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other:	
Requesting Dept/Div & Dept/Div Head Name: Executive/EITG & D. Ritter/W. Hibri	
Contract Manager: Paul Nagpal	

DISCUSSION:

To obtain Board approval to award a competitively negotiated, all-agency, miscellaneous services contract to Shared Technologies, Inc. to provide comprehensive Telecommunications Maintenance Services and Upgrades at various MTA locations, for a period of five (5) years from October 1, 2011 through September 30, 2016 at a cost not to exceed \$7,241,554.25, including \$300,000 for contingencies.

The current competitively awarded telephone maintenance contract which was approved by the Board in May 2006 for a period of five years will expire September 30, 2011. In order to continue these essential services, a competitive Request for Proposal (RFP) was publicly advertised and letters informing prospective proposers of the availability of the RFP package were sent to 31 firms of which 10 were D/M/WBE firms. Five firms, BlackBox, Shared Technologies, Verizon, Global Maintenance Services and TeleQuest Communication Technologies submitted proposals. A Selection Committee consisting of representatives from the Long Island Rail Road, Metro-North, MTAPD and MTAHQ recommended inviting three firms for oral presentation, namely; Blackbox, Verizon and Shared Technology. Oral presentations were held with the three firms, and as a result of the oral presentations, the selection committee recommended Procurement to negotiate with Black Box and Shared Technologies (the two technically qualified firms) and award a contract to the firm with the lower cost. As a result of negotiations Shared Technologies, Inc. was selected for award. MTA has conducted a responsibility review and other due diligence on Shared Technologies, Inc. and has deemed them to be responsible for award. MTA Department of Diversity and Civil Rights has established 10% MBE and 5% WBE goals for this contract.

The telephone maintenance contractor is required to provide a high level of quality telephone services and must have the ability to maintain the Authority's telephone network, which services MTA Headquarters and the Agencies. These services require 24-hr/7-day remedial telephone maintenance including addition and relocation of telephone system components, and changes to telephone configurations, etc. The proposed contract provides for on-site coverage at key locations and as-needed support at other locations. The proposed contract includes services at the following locations:

- The central PBX located at 347 Madison Avenue, servicing MTA-HQ and Metro-North in the Madison Avenue facilities, Grand Central Station, and the Inspector General's Office remotely.
- The 2 Broadway location which includes MTA-HQ, MTA-B&T, and MTA-NYCT
- The MTA-BSC located at West 34th Street
- Metro-North Railroad on Lexington Avenue
- The East Side Access project location on Seventh Avenue
- MTA Police Department locations at Madison Avenue, Long Island, Queens, and Westchester
- The Long Island Rail Road at Jamaica Station and the Hillside Support Facility

As a result of negotiations, the original cost of \$8,511,683 proposed by Shared Technologies for the five-year period was reduced to \$6,941,554.25; for a savings of \$1,570,129 or 18.45%. This negotiated cost is \$1,087,322 lower than the best and final price of \$8,028,876 offered by the other short listed firm and incumbent, Blackbox and is also \$908,482.75 lower than the \$7,850,037 paid under the current contract. Based on the above, the negotiated cost of \$6,941,554.25 for the five-year term is deemed fair and reasonable.

Funding for the contract will be available in the budgets of MTA-HQ and the participating Agencies (MTA-PD, MTA-B&T, LIRR, MNR, NYCT)

Staff Summary

Schedule J: Modifications to Miscellaneous Procurement Contracts

Item Number:

Vendor Name (& Location): Autodesk, Inc.	
Description: Web-Based Project Management System (Constructware)	
Contract Term (including Options, if any): October 17, 2005 – June 30, 2013	
Option(s) included in Total Amount? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
Procurement Type: <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive	
Solicitation Type: <input checked="" type="checkbox"/> RFP <input type="checkbox"/> Bid <input type="checkbox"/> Other:	
Funding Source: <input checked="" type="checkbox"/> Operating <input type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other:	
Requesting Dept/Div & Dept/Div Head Name:	

Contract Number: 03153-0100	AWO/Modification # 3
Original Amount:	\$4,000,000.00
Prior Modifications:	\$ 0.00
Prior Budgetary Increases:	\$ 0.00
Current Amount:	\$4,000,000.00
This Request:	\$1,217,922.00
% of This Request to Current Amount:	30.4
% of Modifications (including This Request) to Original Amount:	30.4

DISCUSSION:

To recommend that the Board approve additional funding, for the second and third years of the three-year option, in the amount of \$1,217,922 to a miscellaneous procurement contract with Autodesk, Inc for licensing fees and technical training for the proprietary all-agency Web-Based project management system (WPMS) to support MTA capital program design projects. The amount of \$1,217,922 consists of: i) \$491,661 that was remitted to cover fees for the period July 1, 2011 through June 31, 2012; and ii) \$726,261 to cover fees for the period July 1, 2012 through June 30, 2013.

In February 2005, the MTA received Board approval to award an all agency, miscellaneous procurement for a WPMS for a period of five years, with an option to exercise one three-year option. The total estimated not-to-exceed amount of \$4,000,000 did not include funding for the option years (there was enough money in the base years to fund one of the three-year options). WPMS was chosen to improve communication and collaboration in the management of MTA Capital Program design and construction projects and to assist in the automation of their work process, workflow accountability through tracking assignments, reduction in the cost of mailing, printing and duplication of paper documents, and speed up review and approval of submissions (i.e. drawings, request for information, schedules, change orders, etc.).

The total amount of \$1,217,922 includes \$938,922 for the two years licensing fees and \$279,000 for technical training. The annual licensing fee of \$756,000 established under the base agreement was negotiated down to \$469,461 for a savings of \$286,539 or 37.9%. The technical training fee was negotiated down from \$1,880 per day to \$1,800, for a savings of \$80 per day or 4.2%. (The training fee is \$290 or 13.9% lower than the Federal Government (GSA) rates.) Based on the above, the total amount \$1,217,922 is deemed to be fair and reasonable.

Staff Summary

Schedule J: Modifications to Miscellaneous Procurement Contracts



Item Number:

Page 1 of 1

Vendor Name (& Location): Yardi Systems, Inc.	Contract Number: 96069-0100	AWO/Modification # 10
Description: Software Maintenance Renewal/Licensing and Programming Svcs	Original Amount:	\$1,446,306.00
Contract Term (including Options, if any): September 1, 2011 through August 31, 2016	Prior Modifications:	\$1,526,444.72
Option(s) included in Total Amount? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	Prior Budgetary Increases:	\$
Procurement Type: <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive	Current Amount:	\$2,972,750.72
Solicitation Type: <input checked="" type="checkbox"/> RFP <input type="checkbox"/> Bid <input type="checkbox"/> Other:	This Request:	\$1,060,705.00
Funding Source: <input checked="" type="checkbox"/> Operating <input type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other:	% of This Request to Current Amount:	35.68%
Requesting Dept/Div & Dept/Div Head Name: Real Estate/J. Rosen	% of Modifications (including This Request) to Original Amount:	178.87%

DISCUSSION:

To obtain approval to amend the competitively negotiated, miscellaneous procurement contract with Yardi to: (i) extend the maintenance of the Proprietary Voyager Business Application Software for a period of five years from September 1, 2011 through August 31, 2016 at a cost of \$748,605; and (ii) procure additional licensing and custom programming services at a cost of \$312,100 for a total combined amount of \$1,060,705.

The Yardi database system is a customized off the shelf product that is utilized by the MTA Real Estate Department (RED). It comprises an inventory of approximately 14,000 MTA real estate interests (stations, rights-of-way, bridges, yards, depots, etc.), as well as information on 1000 acquisitions, 420 subway entrance agreements, and 10000 tenants. All tenant billing, including percent rent, security deposit increases and other specific real estate functions are performed via this system.

MTA has been using the Yardi System since July, 2000. In 2003, MTA added Yardi's web-based software, Voyager, which allowed the Agencies' Comptroller Departments to have access to live month-end Accounts Receivable reports as well direct access to view tenant transactions in real time via the intranet. With the development of RED custom reports, significant streamlining of the reporting process and of the transfer of data into the agencies' general ledger system were possible, allowing Agency staff to get the information directly from the system. In 2005/2006, reprogramming of the MTA's custom tenant screens for Voyager began to allow MTA's outsourced tenant management company to access the system via the internet - the MTA tenant management firm began using the Voyager internet access in April 2006. Currently, MTA Real Estate is upgrading to Yardi Voyager - Commercial which is a new system that is designed specifically for the commercial/retail real estate companies. Additional software licenses and custom programming are required to implement this upgrade. In further maintaining pace with technology, a new upgrade will provide additional functionalities such as: Effect transformational business process improvements in RED to manage the \$200 million annual income; tenants will be able to set up ACH payments or pay by credit card; make available to the public on-line, real-time property marketing and unit availability information; take virtual tours of units and obtain and submit applications on line; satisfy several New York State Comptroller audit (2009-S-10) recommendations; RED will be able to manage ongoing Legal activities with tenants, and transform the entire marketing process by making the system proactive in advising all parties (legal, insurance, tenant management, leasing staff) of upcoming critical dates via e-mails, merged word documents and scanned images and automatically maintaining electronic records of all such correspondence. A cost benefit analysis was conducted for new software licensing and customer programming and showed a net benefit of \$406,000. break even of 30 months and return on investment of 24%.

The total amount of \$1,060.75 consists of (i) 748,605 for five years of maintenance and (ii) \$312,100 for new software licensing and custom programming. The proposed maintenance fee is the same as the current contract, which has been in effect since 2009. The original proposal for the new licenses and custom programming was \$338,823. This amount was negotiated to \$312,100, a reduction of \$26,723 or 7.88%. Yard will provide MTA with the most favorable customer pricing. Based on the above, the total amount of \$1,060,705 is considered fair and reasonable.

LIST OF PROCUREMENTS FOR BOARD APPROVAL, SEPTEMBER 2011
PROCUREMENTS FOR RATIFICATION

METROPOLITAN TRANSPORTATION AUTHORITY

Procurements Requiring Two-Thirds Vote:

D. Ratifications of Completed Procurement Actions (Involving Schedules A-C)

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

- | | | |
|---|---------------------------------------|--------------------------------------|
| 1. On-Board Bus Hardware Subsystem
Hosting and Maintenance
Cambridge Systematics, Inc.
Contract No. 11084-0100 | \$7,526,026
(not-to-exceed) | <u>Staff Summary Attached</u> |
|---|---------------------------------------|--------------------------------------|

To recommend that the Board ratify the award of a competitively negotiated, miscellaneous services contract made to Cambridge Systematics to build, host, and maintain a Bus Customer Information System (CIS) Server subsystem for a period of seventy-six (76) months from August 1, 2011 through November 30, 2017 for a total not to exceed cost of \$7,526,026. The server subsystem is the software, hardware, networking, and online services that receives real-time data from the Bus Hardware Subsystem on buses, combines it with reference data such as schedules and routes, and distributes the results to customers via various digital and mobile interfaces. The Bus CIS Server will be installed on a server provided by Cambridge Systematics, Inc. The initial cost of \$7,578,804 submitted by Cambridge was reduced to \$7,526,026 (\$3,200,050 for the development of the software server; and \$4,325,976 for hosting and maintenance services for a period of six years) for a savings of \$52,778 or 0.69%. The negotiated amount of \$7,526,026 is deemed fair and reasonable.

Staff Summary

Schedule D: Ratification of Completed Procurement Actions (Involving Schedules A-C)

Item Number:

Vendor Name (& Location): Cambridge Systematics
Description: Bus CIS Server Software, Hosting, and Maintenance
Contract Term (including Options, if any): 76 (Seventy-Six) months
Option(s) included in Total Amount? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
Procurement Type: <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive
Solicitation Type: <input checked="" type="checkbox"/> RFP <input type="checkbox"/> Bid <input type="checkbox"/> Other:

Contract Number: 11084-0100	Renewal? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
Total Amount: \$7,526,026	
Funding Source: <input type="checkbox"/> Operating <input checked="" type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other:	
Requesting Dept/Div & Dept/Div Head Name: Executive/Customer Info. System & C. Monheim/S. Nair	
Contract Manager: Caron Christian	

DISCUSSION:

To recommend that the Board ratify the award of a competitively negotiated, miscellaneous services contract made to Cambridge Systematics to build, host, and maintain a Bus Customer Information System (CIS) Server subsystem for a period of seventy-six (76) months from August 1, 2011 through November 30, 2017 for a total not to exceed cost of \$7,526,026.

The server subsystem is the software, hardware, networking, and online services that receives real-time data from the Bus Hardware Subsystem on buses, combines it with reference data such as schedules and routes, and distributes the results to customers via various digital and mobile interfaces. The Bus CIS Server will be installed on a server provided by Cambridge Systematics, Inc.

In 2010-2011, the MTA successfully conducted a pilot test for a real-time bus information system ("MTA Bus TimeTM") on NYCT's B63 bus route in Brooklyn. The pilot was part of the MTA's initiative to alert subway and bus riders to the status of their commute in real time. With MTA Bus Time, customers can use the web, text messaging devices, or smart phones, to find out the actual location of their buses in real time. Based on the success of the pilot, MTA Bus Time is being expanded across the city with an initial roll-out to every bus on Staten Island by December 31, 2011, under the first phase of this project. This contract is one of three contracts that are integral for the success of the BUS CIS project. They are: i) the supply and installation of the BUS CIS hardware subsystem which was approved by the Board in July 2011; ii) this contract which is for the build, host and maintenance of the software server; and iii) Short Messaging Service (SMS) gateway service provider, which will be presented to the Board in October for approval.

MTA informed the Board in June 2010 that if the pilot was successful, the MTA would issue a competitive Request for Proposals (RFP) to build, host, and support the required software subsystem. An RFP was publicly advertised and letters were mailed to potential proposers advising them of the RFP's availability. Five (5) firms: Cambridge Systematics, Clever Devices, CMC Americas, Marsys, and Televant submitted proposals. The Selection Committee, consisting of representatives from MTA Headquarters and MTA New York City Transit, evaluated the proposals and invited three firms in for oral presentations, namely, Cambridge Systematics, Clever Devices and CMC Americas. After oral presentations, the selection committee determined that Cambridge Systematics was the most technically qualified and best suited firm to perform these services. MTA has conducted a responsibility review and other due diligence on Cambridge Systematics, Inc. and has deemed them to be responsible for award.

Cambridge Systems, Inc, will use open standards (a standard that is publicly available for its interfaces design and entirely open-source software products to the extent feasible to permit MTA to maintain, adapt, and extend the system on its own, or through vendors other than Cambridge Systematics, in the future).

**Schedule D: Ratification of Completed Procurement
Actions (Involving Schedules A-C)**

This contract calls for a multi-phased approach, which will prioritize initial development and deployment of a system which will be implemented by December 31, 2011 for Staten Island (to coincide with the deployment of the Bus Hardware Subsystem on board the buses in Staten Island), followed by further development of the system, to include coverage for the other boroughs as they become available. The Bus CIS Server subsystem (BCS) will work with the installed Bus Hardware Subsystem ("BHS") being installed by VeriFone, Inc., the bus hardware subsystem provider for Staten Island, to provide the MTA Bus Time functionality.

The deadline for development and deployment of the software server for use in Staten Island is December 31, 2011. In order to ensure timely development, testing and completion of the software server by this deadline, the Contractor was issued a Notice to Proceed on August 1, 2011.

The initial cost of \$7,578,804 submitted by Cambridge was reduced to \$7,526,026 (\$3,200,050 for the development of the software server; and \$4,325,976 for hosting and maintenance services for a period of six years) for a savings of \$52,778 or 0.69%. The negotiated amount of \$7,526,026 is deemed fair and reasonable.

SEPTEMBER 2011
MTA REAL ESTATE
LIST OF REAL ESTATE ACTION ITEMS FOR BOARD APPROVAL

ACTION ITEMS

MTA METRO-NORTH RAILROAD

Approval to proceed with termination, by negotiation or condemnation, of Nextel Communications leasehold interest at 525 North Broadway, North White Plains in support of Metro-North's North White Plains Parking Garage Project in White Plains, New York

MTA LONG ISLAND RAIL ROAD

License Agreement with Outreach Development Corp., for employee and customer parking, west of Hillside Avenue, between Babbage and Bessemer Streets, Richmond Hill, New York

License Agreement with RKSS LLC for employee and customer parking, west of Hillside Avenue, between Babbage and Bessemer Streets, Richmond Hill, New York

License Agreement with Caribbean Auto Sales II Inc., for the sale of used automobiles and placement of an office trailer, located at 76-21 Queens Boulevard, Elmhurst, New York

MTA NEW YORK CITY TRANSIT

Modification of License Agreement with Transit Wireless, LLC for the installation, operation and maintenance of a commercial cellular/PCS and WIFI service in NYCT's underground subway stations

Staff Summary

Subject NEXTEL LEASE TERMINATION
Department REAL ESTATE
Department Head Name JEFFREY B. ROSEN
Department Head Signature
Project Manager Name BENSON GOODWYN

Date SEPTEMBER 26, 2011
Vendor Name
Contract Number
Contract Manager Name
Table of Contents Ref #

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance Committee	9/26/11	X		
2	Board	9/28/11	X		

Internal Approvals			
Order	Approval	Order	Approval
		1	Legal <i>[Signature]</i>
3	Chief of Staff <i>[Signature]</i>		
2	Chief Financial Officer <i>[Signature]</i>		

Narrative

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

TENANT: Nextel of New York, Inc. ("Nextel")

LOCATION: 525 North Broadway, White Plains, New York

ACTIVITY: Termination of lease

ACTION REQUESTED: Authorization to terminate lease

COMMENTS:

In support of Metro-North's North White Plains Garage Project, MTA Real Estate has been attempting to negotiate the termination of a lease pursuant to which Nextel operates a cell phone antenna and ancillary equipment in an area where new construction is contemplated. The lease was in place when 525 North Broadway was acquired by Metro-North in 2008.

MTA Real Estate may not be able to reach a negotiated settlement with Nextel and may be compelled to terminate the lease by eminent domain. In that event, MTA would be compelled to initiate a condemnation proceeding and take steps to satisfy the requirements of the Eminent Domain Procedure Law in order to ensure that the antenna and equipment will be removed in time to allow the garage project to proceed without delay. A resolution authorizing such action is attached for the Board's approval.

BOARD RESOLUTION

WHEREAS, MTA Metro-North owns property known as 525 North Broadway in White Plains, New York, on which it plans to construct a new parking garage for commuter parking; and

WHEREAS, Nextel of New York, Inc. ("Nextel") operates a cell phone antenna on a portion of the 525 North Broadway property, pursuant to a lease; and

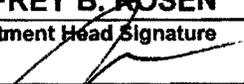
WHEREAS, Nextel's lease must be terminated and the cell phone antenna and ancillary equipment removed to accommodate the garage project; and

WHEREAS, MTA will continue to endeavor to reach a negotiated agreement with Nextel to terminate the lease and remove the equipment, but if negotiations are unsuccessful MTA will need to initiate a condemnation proceeding to terminate the lease pursuant to the Eminent Domain Procedure Law ("EDPL").

NOW THEREFORE, BE IT

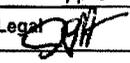
RESOLVED that, pursuant to Section 1267 of the Public Authorities Law and the EDPL, the MTA is hereby authorized to proceed with termination of the Nextel leasehold interest and removal of Nextel's cell phone antenna and ancillary equipment at 525 North Broadway by negotiated agreement or by eminent domain.

Staff Summary

Subject LICENSE AGREEMENT
Department REAL ESTATE
Department Head Name JEFFREY B. ROSEN
Department Head Signature 
Project Manager Name ROBERT GOLDBERG

Date SEPTEMBER 26, 2011
Vendor Name
Contract Number
Contract Manager Name
Table of Contents Ref #

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance Committee	9/26/11	X		
2	Board	9/28/11	X		

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

Narrative

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

LICENSEE: Outreach Development Corp. ("Outreach")

LOCATION: West of Hillside Avenue, between Babbage and Bessemer Streets, Richmond Hill, NY

ACTIVITY: Parking for customers and employees

ACTION REQUESTED: Approval of terms

TERM: Ten years, subject to termination by MTA on 60 days' notice

SPACE: Approximately 6,575 s/f

COMPENSATION:

Year	Annual Compensation	Monthly Compensation	Annual Increase
1.	\$4,200.00	\$350.00	
2.	\$4,326.00	\$360.50	3%
3.	\$4,456.00	\$371.33	3%
4.	\$4,590.00	\$382.50	3%
5.	\$4,728.00	\$394.00	3%
6.	\$4,870.00	\$405.83	3%
7.	\$5,016.00	\$418.00	3%
8.	\$5,166.00	\$430.50	3%
9.	\$5,321.00	\$443.42	3%
10.	\$5,481.00	\$456.75	3%

FINANCE COMMITTEE MEETING

Outreach Development Corp (Cont'd)

COMMENTS: (Cont'd)

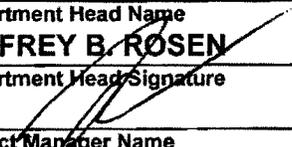
MTA Real Estate issued an RFP for various properties including a parking lot located west of Hillside Avenue, between Babbage & Bessemer Streets, Richmond Hill, Queens, New York. Two unrelated entities, Outreach and RKSS LLC ("RKSS"), responded to the RFP jointly, proposing to share the subject property. RKSS currently occupies the entire property on a month-to-month basis but no longer desires to license the entire property. Rather than dealing with a joint venture, MTA Real Estate proposes to enter into a separate agreement with each entity for a specified portion of the larger property (see following staff summary for RKSS terms).

The total usable area of the parking lot is approximately 14,775 square feet. Outreach is a not-for-profit corporation, which provides individual and family social services to the community. Outreach will take approximately 6,575 square feet of the property, which will be used for employee and customer parking.

Outreach will be responsible for any and all improvement work that may be required during the term of the agreement, including repair or replacement of fencing and the installation of lighting, for securing its portion of the property, and for all maintenance costs and obtaining the required insurance.

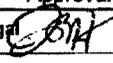
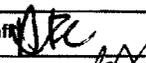
Based on the foregoing, MTA Real Estate requests authorization to enter into a license agreement with Outreach on the above-described terms and conditions.

Staff Summary

Subject LICENSE AGREEMENT
Department REAL ESTATE
Department Head Name JEFFREY B. ROSEN
Department Head Signature 
Project Manager Name ROBERT GOLDBERG

Date SEPTEMBER 26, 2011
Vendor Name
Contract Number
Contract Manager Name
Table of Contents Ref #

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance Committee	9/26/11	X		
2	Board	9/28/11	X		

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

Narrative

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

LICENSEE: RKSS LLC ("RKSS")

LOCATION: West of Hillside Avenue, between Babbage and Bessemer Streets, Richmond Hill, NY

ACTIVITY: Parking for customers and employees

ACTION REQUESTED: Approval of terms

TERM: Ten years, subject to termination by MTA on 60 days' notice

SPACE: Approximately 8,200 s/f

COMPENSATION:

Year	Annual Compensation	Monthly Compensation	Annual Increase
1.	\$5,576.00	\$464.67	3%
2.	\$5,743.28	\$478.61	3%
3.	\$5,915.58	\$492.97	3%
4.	\$6,093.05	\$507.75	3%
5.	\$6,275.84	\$522.99	3%
6.	\$6,464.12	\$538.68	3%
7.	\$6,658.04	\$554.84	3%
8.	\$6,857.78	\$571.48	3%
9.	\$7,063.51	\$588.63	3%
10.	\$7,275.42	\$606.29	3%

FINANCE COMMITTEE MEETING

RKSS LLC (Cont'd)

COMMENTS:

MTA Real Estate issued an RFP for various properties including a parking lot located west of Hillside Avenue, between Babbage & Bessemer Streets, Richmond Hill, Queens, New York. Two unrelated entities, RKSS and Outreach Development Corp. ("Outreach"), responded to the RFP jointly, proposing to share the property. RKSS currently occupies the entire licensed location on a month-to-month basis but no longer desires to license the entire property. Rather than dealing with a joint venture, MTA Real Estate proposes to enter into a separate agreement with each entity for a specific area within the larger property (see prior staff summary for Outreach's terms).

The total usable area of the parking lot is approximately 14,775 s/f. RKSS operates a restaurant across the street from the licensed location, and will occupy approximately 8,200 s/f of the property exclusively for employee and customer parking.

RKSS will be responsible for any and all improvement work that may be required during the term of the agreement, including repair or replacement of fencing and the installation of lighting, for securing its portion of the property and for all maintenance costs and obtaining the required insurance.

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

Staff Summary

Subject LICENSE AGREEMENT	Date SEPTEMBER 26, 2011
Department REAL ESTATE	Vendor Name
Department Head Name JEFFREY B. ROSEN	Contract Number
Department Head Signature	Contract Manager Name
Project Manager Name ROBERT GOLDBERG	Table of Contents Ref #

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance Committee	9/26/11	X		
2	Board	9/28/11	X		

Internal Approvals			
Order	Approval	Order	Approval
		1	Legal <i>SRH</i>
3	Chief of Staff <i>[Signature]</i>		
2	Chief Financial Officer <i>[Signature]</i>		

Narrative

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

LICENSEE: Caribbean Auto Sales II Inc. ("Caribbean")

LOCATION: 76-21 Queens Boulevard, Elmhurst, N.Y.

ACTIVITY: Sale of automobiles and placement of an office trailer

ACTION REQUESTED: Approval of terms

TERM: Up to ten years, subject to termination by MTA on 60 days' notice.

SPACE: Approximately 7,500 s/f

COMPENSATION:

	<u>Year</u>	<u>Annual Compensation</u>	<u>Monthly Compensation</u>	<u>Annual Increase</u>
	1.	\$6,150.00	\$512.50	5%
	2.	\$6,457.50	\$538.13	5%
	3.	\$6,780.48	\$565.04	5%
	4.	\$7,119.50	\$593.30	5%
	5.	\$7,475.48	\$622.96	5%
	6.	\$7,849.25	\$654.11	5%
	7.	\$8,241.72	\$686.81	5%
	8.	\$8,653.81	\$721.16	5%
	9.	\$9,086.50	\$757.21	5%
	10.	\$9,540.83	\$795.07	5%

FINANCE COMMITTEE MEETING

Caribbean Auto Sales II Inc (Cont'd)

COMMENTS: (Cont'd)

MTA Real Estate received a request from Caribbean Auto Sales II Inc. to occupy an unused portion of LIRR property located on the Main Line ROW, at Queens Boulevard, in Elmhurst, New York.

The irregularly-shaped property has limited frontage on Queens Boulevard, with the majority of the property located adjacent to LIRR's elevated ROW. The site, which would otherwise be vacant and LIRR's responsibility to maintain, will be maintained by Caribbean and used exclusively for storage and sale of used automobiles and placement of an office trailer to be used in conjunction with Caribbean's business.

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

Staff Summary

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

Date SEPTEMBER 26, 2011
Vendor Name
Contract Number
Contract Manager Name
Table of Contents Ref #

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance Committee	9/26/11	x		
2	Board	9/28/11	x		

Internal Approvals			
Order	Approval	Order	Approval
		1	MTA Legal 
3	Chief of Staff 	4	President NYCT 
2	Chief Financial Officer 		

for TW

Narrative

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

LICENSEE: Transit Wireless, LLC ("TW")

LOCATION: 277 NYCT underground subway stations

ACTIVITY: License for installation of cellular/PCS and WiFi wireless telecommunications network

ACTION REQUESTED: Approval of modified terms

COMMENTS:

PURPOSE: To request Board approval of a modification to a license agreement between NYCT and TW, and to authorize the Chairman and Chief Executive Officer of NYCT and his/her designees to execute and deliver contracts and other documents and take other actions to implement the proposed modification and, if deemed by the Chairman and Chief Executive Officer to be prudent, to exercise and implement the option included in such proposed modification.

This modification would:

- accelerate the commencement date of the build-out of the network following the imminent completion of the 6 station proof-of-concept stage;
- break the network build-out into 7 phases and reduce the overall period that TW has to complete the build-out of the network; and
- provide NYCT with an option to have TW expand the network's functionality to enable NYCT to use that network for NYCT's own operational purposes.

BACKGROUND: In 2007, following a request for proposals process, the Board approved the award of a license agreement to TW that granted TW an exclusive license to provide commercial cellular/PCS and WiFi service in NYCT's 277 underground subway stations. Under the arrangement, TW acts as a neutral host, constructing the distributed antenna system within the NYCT stations (but not within any of the tunnels between stations) and sublicensing rights to use that system to cellular/PCS carriers and WiFi providers. TW's majority owner is an investment and operating company that specializes in the broadcast and telecommunications fields and is owned by Canada's largest public pension fund.

FINANCE COMMITTEE MEETING

Modification of License Agreement (Cont'd)

BACKGROUND: (Cont'd)

The project is divided into two parts: an initial build ("Initial Build") of 6 stations and a full build ("Full Build") for the remaining 271 stations. The six Initial Build stations, all located in the Chelsea area of Manhattan, are scheduled to go into commercial service this month for AT&T and T-Mobile subscribers. TW continues to negotiate with Verizon, Sprint, MetroPCS and WiFi providers for their participation in the network. The revenues from the sublicensing of the network to carriers and other sublicensees are to be shared 50%/50% as between TW and NYCT.

The current license agreement provides that the costs of the construction of the primary network (which TW estimates at between \$150 – 200 million) are wholly the responsibility of TW. Pursuant to sublicense agreements with TW, the wireless carriers will be obligated to support such capital costs by paying to TW both an up-front per station capital charge for each station as it is constructed and ongoing monthly capital charges for each station. TW will be required to use equity and debt to fund that portion of the capital costs not paid for by the up-front payments from the carriers and then use the ongoing carrier capital repayments to amortize TW's share of the capital costs.

The provisions of the current license agreement that are proposed to be amended under the modification described below:

- condition TW's right to commence the Full Build of the remaining 271 stations on TW having at least one of the major cellular/PCS carriers committed to the entire Full Build and NYCT being satisfied with the certainty and sufficiency of the financing of the entire Full Build;
- provide that once TW starts the Full Build it must complete installations at substantially all of the stations (265 of the 277 stations) or be subject to revocation of the license (which would mean loss of its investment);
- obligate TW to commence the Full Build by no later than January, 2013;
- provide that TW has 4 years to complete the Full Build following commencement (although, because there is an additional 5 year period with aggregate liquidated payments capped at a total of \$6 million before NYCT has the ability to trigger a termination for delay, the practical result is that TW could extend the Full Build period out to 9 years before it would lose its investment); and
- provide that the minimum annual revenue share due to NYCT is \$3 million (which is escalated by CPI and is initially prorated by the proportion of stations in service until installations at all of the stations are completed).

PROPOSED MODIFICATION: As a result of the financial downturn, TW for some time has reported that equity investors and lenders have much less appetite for risk than was the case in 2007 and that carriers' capital budgets for network construction have been reduced. While TW is now completing the Initial Build, there is substantial doubt that it will be able to finance the Full Build under the existing license terms and current market conditions.

TW has approached NYCT to request modifications to the license agreement that would enable TW to attract the investments needed to deliver the contemplated network in the NYCT underground stations. Negotiations have produced a proposed license modification that should permit TW to move forward into the Full Build on terms that would be acceptable to its potential equity investors, debt providers and the carriers, while continuing to providing substantial benefits to NYCT.

The critical change in the proposed license amendment would be to break the Full Build into seven discrete phases. The phases would be required to be constructed in sequential order. Having commenced a particular phase, TW would be obligated to complete that phase. TW would have a set period of time to commence and to complete each phase in the sequence. If TW failed to timely complete a phase, the amended license agreement would provide for delay damages and a failure to complete would lead to a default. If TW completed a phase but failed to commence the next phase within a specified period of time, TW would lose the right to commence any additional phases. If that were to occur, NYCT would be free to seek other alternatives for deployment of cellular/PCS and WiFi service in those stations where the TW network had not been installed. Although MTA would have to undertake the process of soliciting offers from other providers to enable service at the remaining stations, there is no technical or financial requirement that all of the stations be part of a single network. The carriers themselves or another neutral host could provide the service in those stations not served by the TW network.

FINANCE COMMITTEE MEETING

Modification of License Agreement (Cont'd)

As part of the modification, TW would agree to a Full Build construction period of 6 years and commencement of the Full Build by no later than July 26, 2012. This new schedule would accelerate the start of the Full Build and creates greater certainty as to the duration of the project than the original license's Full Build schedule arrangement where TW could extend the Full Build out to 9 years before NYTA had the ability to trigger a termination for delay.

The proposed phasing plan has been structured to protect against TW cherry picking the most highly trafficked stations for early completion, since permitting that would reduce the carriers' incentive to complete all of the stations. The phasing plan also provides geographic diversity so that no particular borough is put at the end of the list with respect to network installation at underground stations. (Above ground stations, which are more prevalent outside of Manhattan, already have cellular access because they have no barriers to radio frequency signals).

An important component of the proposed modification that may provide substantial benefit to NYCT is that TW would agree to grant NYCT an option, which if exercised by NYCT would provide NYCT with wireless communications access to support certain of its own operational networking needs (such as Help Point and New Fare Payments). This option for NYCT access to the TW wireless network would piggyback on the core TW network. Following exercise of the option (which would be exercisable for any or all of the underground stations on a phase by phase basis), NYCT would be obligated to pay the capital costs attributable to the additional infrastructure and an allocable share of the operating costs associated with NYCT's use of the TW network, together with a monthly capacity charge. If NYCT were to exercise this option at all 277 underground stations, the one-time capital costs are estimated not to exceed \$6 million. Up to \$6 million of such costs would be paid through an offset to NYCT's revenue stream under the license agreement. If there were additional capital costs, which is not anticipated, the excess over \$6 million would be required to be paid by NYCT as incurred. NYCT's annual operating cost payments to TW would consist of two components: (1) NYCT's allocable share of TW's actual costs to operate their network (e.g. power, network management and control, outage response, maintenance and repair), which costs are estimated not to exceed \$1.25 million per year for all 277 stations; and (2) a monthly network capacity charge that would range between \$300 to \$600 per month per station (to be escalated by CPI) depending on the level of service requested by NYCT at each station. (If the NYCT network were installed on all 277 stations, the annual capacity charge would range between \$1 to \$2 million (to be escalated by CPI)).

MTA retained NYSTEC, an independent telecommunications consultant on the Board-approved panel of on-call telecommunications consultants, to review the pricing of the network capacity charge associated with the option. NYSTEC concluded, based on its review of the TW network, TW's charges to the carriers for WiFi service, and other industry comparables, that the monthly charge of between \$300 to \$600 per station is below market and is fair and reasonable to NYCT for the bandwidth and service levels associated with the optional network services. By structuring these additional services as future options, before making a commitment NYCT will be able to compare the cost and value of the TW optional network services against the cost and value of the alternative network solutions when each construction phase is commencing.

As part of the proposed modification, TW has also agreed to increase the annual minimum revenue share from \$3 million to \$3.3 million.

In an ideal world, NYCT would hold TW to its original commitment to "build it all" or "lose it all". But the reality in today's financial environment is that such a structure is not commercially feasible. NYCT's choice is to modify the TW license or to hold the line, wait the 16 months TW has left to start the Full Build and then, if TW doesn't commence construction, start over with a new solicitation (which would be likely to result in further delay and a phasing structure very similar to the TW modified structure).

RECOMMENDED ACTIONS:

Page 4 of 5

Because the provision of cellular/PCS and WiFi service in the underground subway stations will enhance customer convenience and will provide operational support and a revenue stream to NYCT, and because the option for an NYCT wireless network may be of substantial value to NYCT, it is recommended that the Board adopt the attached resolution, which authorizes the Chairman and Chief Executive Officer of NYCT and his/her designees to execute the contracts and to take other necessary or appropriate steps as he/she may deem necessary, desirable or appropriate to implement the proposed license modification and, if deemed by the Chairman and Chief Executive Officer of NYCT to be prudent, to exercise and implement the option included in such proposed modification.

RESOLUTION

BOARD OF THE NEW YORK CITY TRANSIT AUTHORITY

WHEREAS, in 2007, following a request for proposal process, the Board of the New York City Transit Authority ("NYCT") approved the award of a license agreement (the "License Agreement") to Transit Wireless LLC ("TW") that granted TW an exclusive license to provide commercial cellular/PCS and WiFi service in NYCT's 277 underground subway stations;

WHEREAS, as a result of the financial downturn following such award, TW for some time has reported that equity investors and lenders have much less appetite for risk than was the case in 2007 and that carriers' capital budgets for network construction have been reduced;

WHEREAS, TW has approached NYCT to request modifications to the License Agreement that would enable TW to attract the investments needed to deliver the contemplated network within the NYCT underground stations;

WHEREAS, the provision of cellular/PCS and WiFi service in the underground subway stations will enhance customer convenience and will provide operational support and a revenue stream to NYCT, and the option for an NYCT wireless network may be of significant value to NYCT; and

WHEREAS, negotiations between NYCT and TW have produced a proposed modification to the License Agreement that should permit TW to move forward into the Full Build on terms that would be acceptable to its potential equity investors, debt providers and the carriers, while continuing to providing substantial benefits to NYCT;

NOW THEREFORE, upon the recommendation of the Chairman and Chief Executive Officer of the NYCT, the Board of the NYCT resolves as follows:

1. The Chairman and Chief Executive Officer and his/her respective designees are hereby authorized to execute and deliver any and all contracts and other necessary or appropriate agreements, documents, writings and other instruments and to take any other necessary or appropriate steps as he/she may deem necessary, desirable or appropriate to implement the modification to the License Agreement between NYCT and TW pertaining to the installation and operation of cellular/PCS and WiFi wireless telecommunications services in NYCT's underground subway stations as more fully described in the Staff Summary to which this Resolution is attached, and, if deemed by the Chairman and Chief Executive Officer of NYCT to be prudent, to exercise and implement the options included in such proposed modification.
2. The Chairman and Chief Executive Officer and his/her designees are hereby authorized to take any and all actions as may be required necessary to satisfy applicable legal or regulatory requirements in connection with the foregoing actions.

Staff Summary



Subject Agreement for 1322 Second Avenue (Block 1444, Lot 51)
Department Second Avenue Subway Project
Department Head Name William E. Goodrich
Department Head Signature
Program Manager / Project Manager Name Anil Parikh

Date September 2011
Vendor Name 1322 Realty Equities LLC
Contract Number N/A
Contract Manager Name
Table of Contents Ref #

Board Action					
Order	To	Date	Approval	Info	Other
1	NYCT Committee	9/26/11	X		
2	Finance Committee	9/26/11	X		
3	MTA Board	9/26/11	X		

Internal Approvals			
Order	Approval	Order	Approval
4	President MTACC 	2	Chief Financial Officer
3	Executive Vice President 	1	Sr. Vice President & General Counsel

BACKGROUND:

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 has become 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 with a number of these types of agreements for SAS as they are negotiated and as design and construction proceeds.

PURPOSE:

To seek MTA Board authorization/ratification of an agreement with the owner of 1322 Second Avenue for a not-to-exceed amount of \$286,000.00 to advance the design and implementation of certain changes to 1322 Second Avenue which are necessary to accommodate Entrance 1 of the 72nd Street Station. In addition, ratification is sought for certain payments made to entities covered under the agreement.

DISCUSSION:

As part of the project, SAS will be building an entrance at the northeast corner of 69th Street and 2nd Avenue. This entrance will impact two privately owned buildings: 301 East 69th Street for the street level entrance itself and the top of escalators, and 1322 Second Avenue for underpinning work and related utility relocation so that the escalators can pass directly beneath. The work to be performed under this contract includes:

- Performing an existing conditions survey to inventory existing mechanical, electrical, plumbing and other building system elements located in or running through space to be acquired by MTA via a temporary easement.
- Planning and design for MEP relocations impacted by construction of underpinning beneath the basement floor.
- Planning and design of potential heating plant relocation, including technical and cost analysis of alternatives to full replacement.
- Planning and design in support of utility coordination for service point of entry changes.

Staff Summary

- Reviewing design drawings, specifications, calculations and shop drawings prepared by MTA, its consultants and contractors, with regard to underpinning work to be performed by MTA that will affect the building.

The agreement was entered into on March 3, 2011. SAS staff did not previously seek Board approval for this contract due to an oversight in procedure. SAS staff has since implemented corrective actions to ensure that this type of oversight is not repeated.

As of mid-August no invoices have been paid on this contract notwithstanding that the owner's consultants have been working since March 2011. At least one of the owner's consultants is now refusing to perform further work until paid which would cause delay and add significant cost to our work in this area.

Given the foregoing, we intend to pay to the owner's consultants in September, in advance of Board Approval of the Agreement, a total of \$48,103.96 (17% of the contract amount).

ALTERNATIVES:

The alternative is to seek court intervention in order to force all of the various required design and construction services on Owner. This is not recommended as it will prove to be more cost and time efficient to enter into a cooperative agreement with the Owner.

FUNDING IMPACT:

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

RECOMMENDATIONS:

To seek MTA Board authorization of an agreement with 1322 Realty Equities LLC for a not-to-exceed amount of \$286,000.00 to advance the design and implementation of certain necessary cost to cure work.

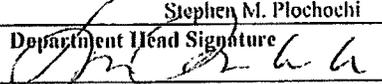
Report



New York City Transit

PROCUREMENTS

The Procurement Agenda this month includes 29 actions for a proposed expenditure of \$261.1M.

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					
Board Action					
Order	To	Date	Approval	Info	Other
1	Committee	9/26/11			
2	Board	9/28/11			

September 20, 2011			
Department Law and Procurement - MTACC			
Department Head Name Evan M. Eisland			
Department Head Signature 			
Table of Contents Ref #			
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:

Schedules Requiring Majority Vote

Schedule J: Modifications to Miscellaneous Procurement Contracts	1	\$	2.7 M
• ACI Worldwide, Inc.		\$	2.7 M
	SUBTOTAL	1	\$ 2.7 M

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:

<u>Procurements Requiring Two-Thirds Vote:</u>	<u># of Actions</u>	<u>\$ Amount</u>
Schedule C: Competitive Requests for Proposals (Award of Purchase and Public Work Contracts)	3	\$ 78.0 M
<u>Schedules Requiring Majority Vote</u>		
Schedule F: Personal Service Contracts	14	\$ 163.0 M
Schedule G: Miscellaneous Service Contracts	3	\$ 1.5 M
Schedule I: Modifications to Purchase and Public Works Contracts	1	\$.6 M
SUBTOTAL	21	\$ 243.1 M

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

NYC Transit proposes to award Ratifications in the following categories:

Schedules Requiring Majority Vote:

Schedule K: Ratification of Completed Procurement Actions	3	\$ 11.3 M
SUBTOTAL	3	\$ 11.3 M

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

Schedules Requiring Majority Vote:

Schedule K: Ratification of Completed Procurement Actions	4	\$ 4.0 M
SUBTOTAL	4	\$ 4.0 M
TOTAL	29	\$ 261.1 M

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.

SEPTEMBER 2011

LIST OF NON-COMPETITIVE PROCUREMENTS FOR BOARD APPROVAL

Procurements Requiring Majority Vote:

J. Modification to Miscellaneous Procurement 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. ACI Worldwide, Inc.
Contract # 03E8693.15 | \$2,724,844 (Est.) | <u>Staff Summary Attached</u> 6.11 |
|---|--------------------|------------------------------------|
- Modification to the contract for Custom Software Modification for the Base24 Software product, in order to extend the term of the contract.

SEPTEMBER 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.)

- | | | |
|---|---------------------------|---|
| <p>1. The Thales/Siemens Team, a consortium
between Thales Transport & Security, Inc. and Siemens Industry, Inc.
One Proposal - Forty-Six Month Contract
Contract S-32748
CBTC signaling of the Culver Line Test Track.</p> | <p>\$63,998,000 (NTE)</p> | <p><u>Staff Summary Attached</u> 6.12</p> |
| <p>2. Trio Asbestos Removal Corp.</p> | <p>\$7,000,000 (Est.)</p> | <p><u>Staff Summary Attached</u> 6.14</p> |
| <p>3. PAL Environmental Services
Five Proposals - Four-year contracts (Incl. one-year option, with an overall budget of \$10,000,000)
Contracts C-31675 and C-31676
IQ asbestos abatement in manholes system-wide.</p> | <p>\$7,000,000 (Est.)</p> | <p>↓</p> |

Procurements Requiring Majority Vote:

F. Personal Service Contracts

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

- | | | |
|--|----------------------------|---|
| <p>4. PB Americas, Inc./PTG, JV</p> | <p>\$25,000,000 (Est.)</p> | <p><u>Staff Summary Attached</u> 6.16</p> |
| <p>5. Ove Arup & Partners, PC</p> | <p>\$25,000,000 (Est.)</p> | <p>↓</p> |
| <p>6. STV, Inc.</p> | <p>\$25,000,000 (Est.)</p> | <p>↓</p> |
| <p>7. HNTB Corporation
Nine Proposals - Five-year contracts (with an overall budget of \$70,000,000)
Contracts CM-1409, CM-1410, CM-1411 and CM-1412
IQ A/E design services for federally funded miscellaneous construction and capital security projects.</p> | <p>\$25,000,000 (Est.)</p> | <p>↓</p> |
| <p>Hepco, Inc.
Peak Technical Services
Montco, Inc. T/A Rotator Staffing
Metro-Tech Consultant Services
L.J. Gonzer Associates
Six Proposals - Five-year contracts</p> | | <p><u>Staff Summary Attached</u> 6.18</p> <p>↓</p> <p>↓</p> <p>↓</p> <p>↓</p> |
| <p>8-17. Contracts CM-1413 - CM-1417 (Federally Funded - \$34,000,000 Aggregate NTE)
Contracts CM-1418 - CM-1422 (State Funded - \$29,000,000 Aggregate NTE)
Temporary Professional/Technical Staffing Consultant services for Federal and State funded contracts.</p> | | |

SEPTEMBER 2011**LIST OF COMPETITIVE PROCUREMENTS FOR BOARD APPROVAL****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.)

18. **ATC Associates, Inc.** **\$593, 736 (Est.)**
Four Bids/Second Low Bidder – Five-year contract
Contract #10A0218

The Office of System Safety (OSS) requires a contractor to provide occupational sampling and analytical services for the identification and evaluation of potentially toxic substances, chemical processes and work practices. The contractor is to provide sample collection and analysis services for components such as noise, air, solid bulk and water based on estimated quantities identified in the Price Schedule. OSS will use this data to ensure safe conditions as well as to ensure compliance with Federal, State and Local environmental regulations.

Four bids were received and the low bidder failed to submit pricing for sample collection and was deemed non-responsive. ATC, the second low bidder, submitted a compliant bid in the amount of \$618,860. The bid amount reflected a significant increase over the prior contract for the cost of analytical services. Following discussions, ATC agreed to reduce their bid amount by \$25,124 or 4.1%. This reduction included a 7% decrease to the rates for analytical services. The final price has been determined to be fair and reasonable based on adequate price competition.

19. **Natural Languages, LLC** **\$431, 520 (Est.)**
20. **Russian & Slavic Language Services** **\$432, 025 (Est.)**
Five Bids/Low Bidders – Five year contracts
Contract #09E0092

These contracts are for interpreting services to be used by NYC Transit and Long Island Railroad (LIRR) on an as needed basis. When required, interpreters provide translations of questions and responses at statutory hearings and examinations before trial.

The bid was structured to allow NYC Transit and LIRR the flexibility to make two awards in order to have a second provider in case an obscure language or dialect cannot be provided by one of the firms. The combined award amounts for NYC Transit exceed the total budget to allow the Law Department the flexibility to assign work to either contractor based on price and availability of translators as assignments arise. NYC Transit's Law Department will control expenditures of both contracts so that the amount spent between both contracts does not exceed NYC Transit's budget. LIRR will make limited use of these contracts and will issue awards to Natural Languages, LLC for \$4,585 and Russian & Slavic Language Services for \$5,090 based on the same rates.

Where translators are available from both contracts, the less expensive contract will be utilized. Overall, the rates, based on use of the less expensive contract, have decreased by approximately 10.5% from the prior contract, which was awarded 7 years ago. The rates contained in both contracts have been deemed fair and reasonable.

SEPTEMBER 2011

LIST OF COMPETITIVE PROCUREMENTS FOR BOARD APPROVAL

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.)

21. **Citnalta Construction/Judlau
Contracting, JV
Contract #A-35797.28**

\$620,000

Staff Summary Attached 6.20

Modification to the contract for the rehabilitation of seven stations and line structures on the West End Line, in order to replace canopy column beams at six stations.

SEPTEMBER 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.)

- | | | | |
|----|---|---------------------------|---|
| | T.C. Electric, LLC | | <u>Staff Summary Attached</u> 6.21 |
| 1. | Contract #S-32731.83 | \$523,000 | ↓ |
| 2. | Contract #S-32731.92 | \$772,000 | ↓ |
| | Modifications to the contract for the design, furnishing, delivery and installation of signal equipment for two interlockings on the Queens Boulevard Line, in order to replace negative cables at 53 rd Street and replace cable and conduit at 54 stops along the Queens Boulevard Line. | | |
| 3. | Washington Group International | \$10,000,000 (NTE) | <u>Staff Summary Attached</u> 6.22 |
| | Contract # CM-1324.5 | | |
| | Modification to the indefinite quantity contract for construction management and inspection services for the MTA Security Program, in order to extend the contract term and increase funding. | | |

SEPTEMBER 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. | AECOM/Arup (JV)
Contract # CM-1188.67 | \$1,898,795 | <u>Staff Summary Attached</u> 6.23 |
| | Modification to the contract to provide engineering services for the Second Avenue Subway in order to perform miscellaneous final design scope and criteria changes. | | |
| | E.E. Cruz and Tully Construction Company, JV, LLC | | |
| 2. | Contract # C-26005.52 | \$350,000 | <u>Staff Summary Attached</u> 6.24 |
| 3. | Contract # C-26005.66 | \$1,100,000 | ↓ |
| | Modifications to the contract for civil, structural, and utility relocation for the Second Avenue Subway, 96th Street Station, in order to make changes to water utilities and for the installation of an eight-inch low pressure gas crossing at 96th Street and Second Avenue and to resolve the ECS ducts and sewer conflict at the former 98th Street. | | |
| 4. | Slattery Skanska
Contract # A-36025.207 | \$641,754 | <u>Staff Summary Attached</u> 6.25 |
| | Modification to the contract for design and construction of the Dey Street Concourse Structural Box, in order to cover costs for additional professional liability insurance. | | |

Schedule J: Modifications to Miscellaneous Procurement Contracts

Item Number: 1

Vendor Name (& Location) ACI Worldwide Inc. (Omaha, NE)	
Description BASE24 Software License and Maintenance	
Contract Term (Including Options, if any) September 29, 2004 – October 4, 2011	
Option(s) included in Total Amount? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> n/a	
Procurement Type <input type="checkbox"/> Competitive <input checked="" type="checkbox"/> Non-competitive	
Solicitation Type <input type="checkbox"/> RFP <input type="checkbox"/> Bid <input checked="" type="checkbox"/> Other: Modification	
Funding Source <input checked="" type="checkbox"/> Operating <input type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other:	
Requesting Dept/Div & Dept/Div Head Name: Technology and Information Services, Sidney Gellineau	

Contract Number 03E8693	ASWO/Modification # 15
Original Amount:	\$ 1,659,528
Prior Modifications:	\$ 1,650,328
Prior Budgetary Increases:	\$
Current Amount:	\$ 3,309,856
This Request:	\$ 2,724,844
% of This Request to Current Amount:	82.3%
% of Modifications (Including This Request) to Original Amount:	263.6%

Discussion:

This modification will extend the term of the Base24 Software License and Maintenance contract for five years from October 5, 2011 through October 4, 2016.

This contract is to supply and install the BASE24 Software product, provide a software license to NYC Transit, and provide product support. The BASE24 software is used to transmit credit and debit transactions from NYC Transit's MetroCard Vending Machines (MVMs) and MetroCard Express Machines (MEMs) to NYC Transit's clearing house. Since Contract award, fourteen (14) modifications have been issued, including the exercise of the 30-month option established under the original agreement. These modifications added \$1,650,328 in contract value.

During the contract term, Technology and Information Services (TIS) found ACI's level of service to be satisfactory. Prior to contract award, TIS and Materiel's Technology Contracts Management (TCM) unit conducted a market survey to determine if other software products were available to provide the functions referenced above. In short, there were no other software products that could process credit and debit transactions on NYC Transit's IBM mainframes, using Z/OS, the operating system. Only ACI's BASE24 software had the requisite functionality. Although there were alternative software products that could run in a mid-range computer environment, NYC Transit determined that such a system conversion would be very cost prohibitive. Prior to pursuing this extension to the contract, AFC Program Management, TIS and TCM, once again, considered possible alternatives to ACI's BASE24 software. Even though other vendors now have software capable of running on the IBM mainframes, it was determined that implementing any such software conversion would result in significant, start-up costs in connection with material modifications to the AFC system. Further, the MTA plans to implement an entirely new fare payment system, one that would, among other things, result in the removal of MVMs and MEMs from the system. In the end, AFC Program Management, TIS and TCM determined that it was far more cost efficient to extend the ACI contract and continue to use the BASE24 software.

ACI's original proposal came in at \$3,036,457. During negotiations, NYC Transit was able to secure a 30% reduction in the base license fee and a 7% reduction in maintenance fees. In the end, ACI lowered its pricing by \$311,613 to \$2,724,844, an amount deemed to be fair and reasonable.

Staff Summary



Item Number 1					
Division & Division Head Name: VP Materiel, Stephen M. Plochochi					
<i>[Signature]</i>					
Board Reviews					
Order	To	Date	Approval	Info	Other
Internal Approvals					
Order	Approval	Order	Approval		
1 <i>SW</i>	Materiel	5 <i>X</i>	CPM		
2 <i>X</i>	Law	6 <i>X</i>	Subways		
3 <i>X</i>	Budget	7 <i>MS</i>	EVP		
4 <i>X</i>	DDCR	8 <i>MS</i>	President <i>TH</i>		

SUMMARY INFORMATION	
Vendor Name The Thales/Siemens Team, a consortium between Thales Transport & Security Inc., and Siemens Industry, Inc.	Contract Number S-32748
Description CBTC Culver Test Track, "B" Division (IND) In The Borough Of Brooklyn	
Total Amount \$63,998,000	
Contract Term (including Options, if any) 46 months	
Option(s) included in Total Amount?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
Renewal?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
Procurement Type <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive	
Solicitation Type <input checked="" type="checkbox"/> RFP <input type="checkbox"/> Bid <input type="checkbox"/> Other:	
Funding Source <input type="checkbox"/> Operating <input checked="" type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other:	

I. PURPOSE/RECOMMENDATION

To obtain Board approval to award contract S-32748 for the CBTC Culver Test Track, "B" Division (IND), in the Borough of Brooklyn to the Thales/Siemens Team, a consortium between Thales Transport & Security, Inc. (Thales) and Siemens Industry, Inc. (Siemens) (Thales/Siemens) in the amount of \$63,998,000 and a duration of 46 months.

II. DISCUSSION

MTA NYCT is moving toward a state of the art train control system with the installation of Communications Based Train Control (CBTC) signal systems and Auxiliary Wayside Signaling Systems (AWS) on the Canarsie and Flushing lines. Since late 2006, CBTC has been in operation along the full length of the Canarsie Line (Contract S-32701). The Flushing CBTC project (S-32723) for the Number 7 Line was awarded to Thales in June 2010. CBTC operational benefits to NYCT include enhanced train control capabilities and faster recovery after experiencing problems (e.g., equipment breakdowns, health and public safety incidents). Other benefits include improved safety (continuous over speed protection and enforcement of work zone speed restrictions), shorter headway between trains allowing for more efficient use of the track and car fleet and improved capacity to accommodate increased ridership. In addition, passengers can experience reduced travel time, less crowding during rush hours and improved system reliability.

Currently Canarsie and Flushing are the only two stand alone lines in the system; hence interoperability is not an issue. All future CBTC projects will be on lines where a train with one manufacturer's equipment could ride on a wayside system installed by another manufacturer. Therefore, interoperability is necessary to provide future maximum flexibility in the use of train equipment on the whole system. The core goals of the Culver project are: finalization of NYCT's Interoperability Interface Specifications (I2S) and NYCT's Standard CBTC System Design; design, supply and validation of the Integrated Test Facility (ITF), which is a comprehensive CBTC test simulator; development of interoperable CBTC subsystems in accordance with the I2S and NYCT Standard CBTC System Design; safety certification of the interoperable CBTC system; and, verification of the safety certification of the individual CBTC subsystems using the Culver Test Track and the ITF. The deliverables under this contract are necessary to qualify additional CBTC subsystem suppliers in the future, thus allowing NYCT the opportunity to procure CBTC subsystems competitively from a larger group of qualified suppliers and to ensure safety for a generation of CBTC projects.

The Canarsie CBTC project demonstrated the concept of interoperability and tested functionality by running Siemens and Thales carborne equipment interchangeably on each other's wayside equipment. However, it did not safety certify interoperability. Under this project Siemens and Thales will assume responsibility for the interoperability and integration of their respective CBTC systems. Each supplier will supervise and test the installation of its CBTC carborne and wayside equipment on one R160 unit (each unit consists of four train cars) along a limited section of the Culver (F) Line that will include a section of the southbound middle express track between the 7th Avenue and Church Avenue stations. Installation of the wayside equipment will be procured separately and is funded as part of this project's budget. Full functionality and interoperability will be first simulated on the ITF and then demonstrated via actual site testing on the Culver Test Track. Once commissioned, the test track and ITF will be permanent and will be used for future testing activities for the remaining CBTC Program.

An Authorizing Resolution requesting the use of a competitive Request for Proposal (RFP) procurement process was approved by the Board on December 16, 2009. Because of the complexity of this project, a Technical Committee (TC) was established to conduct an evaluation of the technical proposals and report their findings to the Selection Committee (SC). The RFP was advertised in October 2009 and required submission of two separate proposals. Proposal A was used to select a standard wayside/carborne data communication system (DCS) (including radio and fiber), transponder and Transponder Interrogator Antenna (TIA) equipment for the current project as well as future CBTC projects.

Siemens and Thales competed to provide this radio equipment. Proposal B includes CBTC systems integration using the DCS, transponder and TIA, the delivery of a NYCT approved, updated and completed I2S and NYCT Standard CBTC System Design, development and supply of the ITF, and safety certification of the integrated CBTC system. It also includes a requirement that Siemens and Thales each separately supply their wayside and carborne CBTC equipment to demonstrate interoperability. The internal cost estimate was \$1,600,000 for Proposal A and \$63,620,831 for Proposal B.

Selection was accomplished by use of a one-step RFP process in which prospective proposers submitted technical and cost proposals that were reviewed in accordance with pre-established selection criteria. For Proposal A, NYCT's selection was based on equipment performance, cost, scalability, installation and long-term equipment availability and support costs. For Proposal B, the proposers were evaluated based on the evaluation criteria stated in the RFP, namely (1) technical and qualification considerations as well as other relevant matters and (2) overall project cost. Among the technical considerations were the qualifications of the proposed Systems Integration Engineer.

In response to the RFP's request for Proposal A, separate proposals were received on December 17, 2009 from Siemens and Thales. The TC and SC evaluated the proposals utilizing the established evaluation criteria and the SC unanimously selected the Siemens DCS, transponder and TIA as the equipment that offered the best overall value to NYCT. Negotiations were held separately with Siemens for an agreement under which Siemens will make the DCS, transponder and TIA equipment available for a period of 25 years. This agreement establishes pricing (including escalation formulas and quantity discounts) without obligating NYCT to make purchases in the future. The Board's approval will be sought for future equipment purchases made pursuant to this agreement.

NYCT advised Thales, Siemens and all other potential proposers of the selection under Proposal A via addendum. Fourteen firms purchased the RFP package. While only the CBTC systems manufactured by Siemens and Thales had been qualified to be proposed for this Project, a third party integrator could have proposed using Thales and Siemens equipment.

In response to the RFP's request for Proposal B, Siemens and Thales, acting as a consortium, submitted a joint proposal for \$114,828,310, on January 26, 2011. Thales/Siemens was invited in for oral presentations. After oral presentations, it was determined that the contract scope could be reduced without affecting NYCT's core project requirements. A series of meetings were held between March and June 2011 with the Proposers and the NYCT Negotiations Committee to accomplish this.

Negotiations based on the revised scope were held with Thales/Siemens from June to September, 2011. Discussions with Thales/Siemens addressed the consortium's technical solution, terms and conditions and pricing. Agreement was reached on all contract issues. A Best and Final Offer (BAFO) in the amount of \$59,938,000 was received from Thales/Siemens encompassing both Proposal A and B. The Selection Committee unanimously recommended Thales/Siemens for award based on the selection criteria. Thales/Siemens's BAFO is \$1,362,000 (2%) less than the revised in-house estimates for Proposals A and B, which total \$61,300,000. The BAFO amount of \$59,938,000 and the estimates do not include Digimove, which is discussed below. The reduction from the initial proposal was accomplished through a combination of price negotiation and scope reduction. The final total contract price for this Project, including Digimove, is \$63,998,000 and is considered fair and reasonable.

The contract price includes the design, development and implementation of Siemens' Digimove speed measurement equipment. Separate from this RFP, Siemens had proposed a retrofit to upgrade the Canarsie line equipment with its new Digimove technology in order to ensure long term reliability, maintainability and consistency of equipment across all subway lines where Siemens CBTC equipment is used. NYCT estimates that the value of Digimove is \$11,200,000. The final negotiated price for Digimove is \$4,200,000 including implementation on the Culver Test Track project and retrofit on the Canarsie Line. Approximately \$140K of the work included in the price for Digimove will be awarded as a change order under the Canarsie CBTC contract (S-32701).

Although this is the first time Siemens Industry Inc. and Thales Transport & Security, Inc. are collaborating as a consortium for the purpose of an NYCT contract, both Siemens and Thales have extensive experience with NYCT individually and have both contributed to the development of the current version of the I2S. A background check and review of documents submitted by Thales disclosed no "significant adverse information" (SAI) within the meaning of the All Agency Responsibility Guidelines. Siemens, in a prior procurement, submitted information that was considered SAI within the meaning of the All Agency Responsibility Guidelines. That procurement was permitted to proceed. NYCT is presently updating and reviewing the responsibility of the Siemens portion of the Thales/Siemens consortium under the All Agency Responsibility Guidelines. If the Board approves this contract, no award will be made unless Siemens is found to be fully responsible for award.

III. M/WBE INFORMATION

There are no goals for this project.

IV. CAPITAL PROGRAM REPORTING

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

V. IMPACT ON FUNDING

This contract is 100% MTA funded. Funds are available and in planning number MW56-6854 Project ID T50803/23. The contract will not be awarded until a WAR Certificate is received.

VI. ALTERNATIVES

None. NYCT lacks the requisite staff or expertise to perform the full scope requirements.

Staff Summary



Item Number 2-3					
Division & Division Head Name: VP Materiel, Stephen M. Plochochi					
Division Head Signature: <i>[Signature]</i>					
Board Reviews					
Order	To	Date	Approval	Info	Other
Internal Approvals					
Order	Approval	Order	Approval		
1 <i>SP</i>	Materiel	5 X	CPM		
2 X	Law	6 X	System Safety		
3 X	Budget	7 <i>NB</i>	EVP		
4 X	DDCR	8 <i>TP</i>	President		

SUMMARY INFORMATION	
Vendor Name Trio Asbestos Removal Corp. PAL Environmental Services	Contract Number C-31675 & C-31676
Description IQ Asbestos Abatement of Manholes-System Wide	
Total Amount \$7 million each (Est.) within a \$10M Budget	
Contract Term (including Options, if any) 4 years (includes 1 year option)	
Option(s) included in Total Amount?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
Renewal?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
Procurement Type <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive	
Solicitation Type <input checked="" type="checkbox"/> RFP <input type="checkbox"/> Bid <input type="checkbox"/> Other:	
Funding Source <input type="checkbox"/> Operating <input checked="" type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other:	

I. PURPOSE/RECOMMENDATION

To obtain Board approval to award two Indefinite Quantity (IQ) Contracts for Asbestos Abatement in Manholes on a competitive basis: C-31675 to Trio Asbestos Removal Corp (Trio) and C-31676 to PAL Environmental Services (PAL). Each contract will have an estimated value of \$7 million with a duration of 3 years with an unfunded option for 1 additional year to be exercised by the Assistant Chief Procurement Officer utilizing any remaining base contract funds. The total aggregate budget for both contracts is \$10 million.

II. DISCUSSION

In February 2011, the Board approved an Authorizing Resolution to issue a competitive RFP for the award of two contracts for Asbestos Abatement in Manholes. Asbestos in manholes represents a risk to health and safety. The two selected contractors will remove and dispose of asbestos containing material on a work order basis as required by Capital Program Management (CPM). The work includes the re-installation of cable with approved insulation as necessary. The cost of each work order will be based on the unit prices established in the contract. These contracts will replace two existing contracts, C-33127 and C-33128, which will expire in November 2011. The scope of the new contracts will be limited only to asbestos removal from manholes, consistent with the work performed under the two existing contracts with Trio and ETS.

The RFP was conducted via a two step process. In the first step, five contractors submitted qualification packages. The packages were reviewed by the Selection Committee (SC) for comparable experience performing asbestos abatement and responsibility for award. The SC determined that all five firms were technically qualified to perform the work and unanimously voted that they all receive the RFP. The contractors were Trio; PAL; New York Environmental Services (NYES); Coastal Environmental Group, Inc (Coastal) and ETS Contracting, Inc. (ETS). All five firms responded to the RFP. The Selection Committee reviewed the technical proposals based on evaluation criteria specified in the RFP. Four of the five firms were found technically capable of performing the work. Coastal was not recommended for negotiations because the SC believed its asbestos abatement experience with the type of work expected to be performed under this contract was lacking and they failed to adequately demonstrate their understanding of some of the requirements and expectations of the project.

Negotiations were held with the four selected firms. Discussions focused on unit prices for defined tasks and average prices in the market place. The initial proposed total prices ranged between \$4.9M to \$7.05M. The estimated quantities were based on workload projections for evaluation purposes only. The NYCT estimated cost based on these estimated quantities is \$5,935,357 per contract. The contract amounts do not represent a commitment on the part of NYCT to any of the awardees.



As part of the proposal process, the firms submitted unit prices for 23 different work items that commonly comprise asbestos abatement in manhole work. When the need for a work order is identified, plans and drawings are developed indicating the location, type and quantities of the materials to be removed. The contractor with the overall lowest price, all other factors being equal, will receive the assignment. In some circumstances, where the lowest price contractor is deemed by NYCT to be overloaded, the work will be assigned to the other contractor.

Best and Final Offers (BAFO) were received as follows: Trio \$4,562,354; PAL \$5,247,457; ETS \$5,455,238; NYES \$5,880,051. The prices proposed by all four firms are below the NYCT estimate. Trio's proposal represents a 23.9% decrease from the current contract pricing and is 23.1% less than the Engineers Estimate (EE); PAL's proposal represents a 15% decrease from the current contract pricing and is 11.6% less than the EE. The SC unanimously recommends Trio and PAL for award as both firms are technically qualified and their prices are the two lowest of the four proposals submitted. The Trio and PAL BAFOs are considered fair and reasonable by both Procurement and CPM and they took no exception to the terms and conditions of the RFP.

PREVIOUS WORK OF THE SELECTED CONTRACTORS FOR MTA OR AFFILIATES:

Trio: NYCT, C-33127 & C-33273 - IQ Asbestos Abatement in Manholes

NYCT, C-34885 - IQ Hazardous Materials Abatement

PAL: NYCT, C-31670 - IQ Asbestos Removal and other Environmental Remediation Services

NYCT, C-33252 - IQ Environmental Remediation

NYCT, C-33272 - IQ Environmental Remediation in Manholes

PAL disclosed information for this procurement that was considered Significant Adverse Information (SAI) within the meaning of the All Agency Responsibility Guidelines. PAL had previously disclosed this information in connection with a 2010 procurement. At that time a responsibility hearing was held and after a review of all relevant information, NYCT and MTA Management determined that PAL was a responsible proposer for present and future awards unless new SAI were discovered. PAL has no new SAI, therefore, Procurement finds it to be responsible. Therefore both proposed awardees were found to be fully responsible for award.

III. MBE/WBE:

The Department of Diversity and Civil Rights has established a goal of 3% Minority Business Enterprises (MBE) and 3% Women Owned Business Enterprises (WBE). These contracts will not be awarded until the Department of Diversity & Civil Rights approval is received.

IV. IMPACT ON FUNDING:

The total estimated funding required for these contracts is \$10M, and is funded in the first instance by the MTA. Funding for these contracts is presently not in place, but will be made available by WAR Certificates chargeable to the particular project for which the abatement will be performed. A WAR Certificate will be obtained prior to award of any Work Order.

V. ALTERNATIVES:

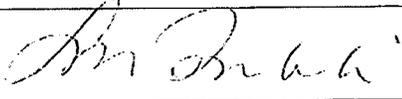
To perform the work utilizing in-house personnel, NYCT lacks the in-house personnel to perform this work.

VI. CAPITAL PROGRAM REPORTING:

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

Staff Summary



Item Number 4-7					
Division & Division Head Name: VP Materiel, Stephen M. Plochochi					
					
Board Reviews					
Order	To	Date	Approval	Info	Other
Internal Approvals					
Order	Approval	Order	Approval		
1 <i>SS</i>	Materiel	5 <i>X</i>	CPM		
2 <i>X</i>	Law	6 <i>MP</i>	EVP		
3 <i>X</i>	Budget	7 <i>AP</i>	President		
4 <i>X</i>	DDCR				

SUMMARY INFORMATION	
Vendor Name Four Awards - See below	Contract Number CM-1409, 1410, 1411 and 1412
Description IQ A/E Design Services for Federally Funded Miscellaneous Construction and Capital Security Projects	
Total Amount \$25 million each (Est.) within a \$70M Budget	
Contract Term (including Options, if any) 60 months	
Option(s) included in Total Amount? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
Renewal? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
Procurement Type <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive	
Solicitation Type <input checked="" type="checkbox"/> RFP <input type="checkbox"/> Bid <input type="checkbox"/> Other:	
Funding Source <input type="checkbox"/> Operating <input type="checkbox"/> Capital <input checked="" type="checkbox"/> Federal <input type="checkbox"/> Other:	

I. PURPOSE/RECOMMENDATION

To obtain Board approval to award four Multi-Agency Indefinite Quantity (IQ) Contracts for Architectural/Engineering (A/E) Design Services for Federally Funded Miscellaneous Construction and Capital Security Projects on a competitive basis: CM-1409 to PB Americas, Inc./ Parsons Transportation Group, JV (PB/PTG), CM-1410 to Ove Arup & Partners PC (ARUP), CM-1411 to STV, Inc. (STV) and CM-1412 to HNTB Corporation (HNTB), each for an estimated value of \$25 million for 60 months. The aggregate amount of all completed task orders awarded under each of the four contracts shall not exceed \$70 million.

II. DISCUSSION

The four consultants, PB/PTG, ARUP, STV and HNTB will provide A/E design and construction phase services, on an as needed basis, on various NYCT and MTACC federally funded construction and Capital security projects. These services shall include architectural design, geotechnical studies, value engineering, electrical/mechanical/industrial signals, telecommunications, constructability reviews, landscaping, risk assessment including planning and design of security upgrades and improved access/egress. The work shall be assigned on a competitive task order basis. These contracts will be replacing IQ Design and Security contracts which expired and were extended via contract modification pending award of the new contracts. All consultants shall be given the opportunity to propose on each task order. An award will be made after review, evaluation and completion of negotiations of consultants' task order proposals. No task order issued for design services shall exceed \$2.5M without prior authorization from the NYC Transit Division of Materiel.

The consultants were selected via a qualifications based 2-step procurement process established by the Federal Brooks Act. Under the Brooks Act, contracts for A/E services are negotiated with the A/E team that is determined to be top-ranked by the Selection Committee (SC) after evaluation of the consultant's qualifications and technical proposals. Price is not a consideration in the selection or ranking. Cost proposals remain sealed until the conclusion of the technical evaluations and only the cost proposal for the top ranked proposer is opened and considered for negotiations. Since four awards were planned under this RFP, negotiations were conducted with the four most preferred firms.

Step 1 - In response to NYC Transit's advertisement, 16 submissions consisting of Schedule J Responsibility Questionnaire, Federal SF 330 form and a qualification statement were received. The SC reviewed the submissions and recommended the following 9 firms to receive the RFP for this solicitation: Ove Arup & Partners, PC, (ARUP); URS Corporation-NY (URS); AECOM USA, Inc. (AECOM); Jacobs Civil Consultants, Inc. (JACOBS); PB Americas, Inc./ Parsons Transportation Group, JV. (PB/PTG); HNTB New York Engineering and Architecture, PC. (HNTB); Hatch Mott Macdonald (HMM); HAKS Engineering (HAKS) and STV Incorporated (STV). NYC Transit CPM, Procurement and MTACC senior management concurred with the recommendation.

Step 2 – Technical Proposals from the 9 short listed firms were received. The SC reviewed and evaluated the proposals, and invited all nine firms to give oral presentations. At the conclusion of the presentations, the committee ranked each firm in the following order of preference to receive an award: 1. PB/PTG; 2. ARUP; 3. STV; and 4. HNTB. These firms were chosen based on their superior technical qualifications including their plan of approach, relevant areas of experience, project team and key personnel experience and ability to adequately staff the project. The selected firms also have had extensive experience in providing similar services to NYC Transit, MTACC and other state and public agencies.

After being selected and approved for price negotiations, the cost proposals for the 4 top-ranked firms were opened and evaluated. To ensure a fair evaluation, the RFP required proposals be based on a fixed distribution of hours and a fixed lump sum for out-of-pocket costs. Overhead rates were checked for conformance with Federal audits and are subject to annual audits. Labor rates and fixed fees were negotiated. The RFP provided proposers with total hours and specific titles to facilitate equal price comparison and evaluation.

Best and Final Offers (BAFO) were received on August 3, 2011 and found to be within a competitive range. The Fixed Fee was negotiated at 8% for all four firms, in line with the in-house estimate and down from an average of 9%. BAFO pricing is consistent with actual labor rates on existing incumbent contracts and is good for the term of the contract. The BAFOs were considered fair and reasonable by Procurement and CPM.

Background investigations and review of the documents submitted by PB/PTG, ARUP, STV and HNTB disclosed no “significant adverse information” (SAI) within the meaning of the All-Agency Responsibility Guidelines. Having evaluated all of the available facts, Procurement finds the firms to be fully responsible for award.

PREVIOUS WORK OF THE SELECTED CONSULTANTS FOR MTA OR AFFILIATES

PB/PTG – NYCT/MTACC – CM-1278 - IQ A/E and Construction Management for MTA Security Program

ARUP - NYCT/MTACC – CM-1154 IQ Functional Planning and Conceptual Engineering Support.

STV - NYCT/MTACC – CM-1280 – IQ A/E and Construction Management for MTA Security Program

HNTB – NYCT/MTACC – CM-1279 – IQ A/E and Construction Management for MTA Security Program

III. D/M/WBE INFORMATION

The Department of Diversity and Civil Rights has established a goal of 17% DBE. This contract will not be awarded until the requirements are satisfied.

IV. IMPACT ON FUNDING

This contract will be funded with 100% FTA funds provided on a task order basis by the individual capital project requiring these services. Task orders will not be issued until an approved War Certificate is received.

V. ALTERNATIVES

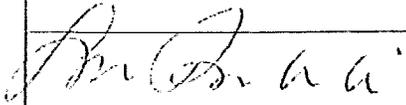
Perform the work using in-house personnel. Currently, NYC Transit lacks available in-house technical personnel to perform the specific tasks required under the scope of work for this contract.

VI. CAPITAL PROGRAM REPORTING

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

Staff Summary



Item Number 8 - 17					
Division & Division Head Name: VP Materiel, Stephen M. Plochochl					
					
Board Reviews					
Order	To	Date	Approval	Info	Other
Internal Approvals					
Order	Approval	Order	Approval		
1 <i>SP</i>	Materiel	5	<i>X</i> CPM		
2 <i>X</i>	Law	6	<i>SP</i> EVP		
3 <i>X</i>	Budget	7	<i>SP</i> President		
4 <i>X</i>	DDCR				

SUMMARY INFORMATION	
Vendor Name	Contract Number
Various - See below	CM-1413/1414/1415
	1416/1417(Federal)
	CM-1418/1419/1420
	1421/1422(State)
Description	
Temporary Professional/Technical Staffing Consultant Services for Federal/State Funded Capital Projects	
Total Amount	
Aggregate pool of \$34M for Federally Funded Contracts	
Aggregate pool of \$29M for State Funded Contracts	
Contract Term (including Options, if any)	
60 months	
Option(s) included in Total Amount?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
Renewal?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
Procurement Type	
<input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive	
Solicitation Type	
<input checked="" type="checkbox"/> RFP <input type="checkbox"/> Bid <input type="checkbox"/> Other:	
Funding Source	
<input type="checkbox"/> Operating <input checked="" type="checkbox"/> Capital <input checked="" type="checkbox"/> Federal <input type="checkbox"/> Other:	

I. PURPOSE/RECOMMENDATION

To obtain Board approval to award ten contracts on a competitive basis to provide Temporary Professional/Technical Staffing Services for Federal/State Funded Capital Projects to support New York City Transit (NYCT)/MTA Capital Construction Company (MTACC), MTA Bus Company (MTABC), and Metro-North Railroad (MNR) on an as needed basis for a period of 60 months. The aggregate pool of all five federally funded contracts shall not exceed \$34 million (NYCT/MTACC - \$25M; MTABC - \$5M; and MNR - \$4M); and the aggregate pool of all five state funded contracts shall not exceed \$29 million (NYCT/MTACC - \$25M and MNR - \$4M). These will be "zero-dollar" based contracts and have no minimum guarantee of any assignments.

Consultant Firms

- Hepco, Inc. (Hepco)
- Peak Technical Services, Inc. (Peak)
- Montco, Inc. T/A Rotator Staffing Services (Rotator)
- Metro-Tech Consultant Services (Metro-Tech) MIBE
- L.J. Gonzer Associates (Gonzer)

Contract No.

- CM-1413 (Federal)/CM-1418 (State)
- CM-1414 (Federal)/CM-1419 (State)
- CM-1415 (Federal)/CM-1420 (State)
- CM-1416 (Federal)/CM-1421 (State)
- CM-1417 (Federal)/CM-1422 (State)

II. DISCUSSION

The Temporary Staffing Firms will provide temporary professional and technical staff to NYCT/MTACC, MTABC and MNR on an as-needed basis for Capital Projects. The types of professional/technical personnel requested include the following: Architects; Engineers - all disciplines; Graphics Designers; Project Managers; Space Planners; Surveyors; Construction Inspectors; HVAC Designers; Model Makers; Railroad Engineers; Specification Writers; CADD Operators; Landscape Architects; Railroad Signal Specialists; Estimators, Q/A Engineers; Signage Designers; System Integration Engineers; Project Planners; Schedulers; Communication & Signals Engineers; and Technical Training Coordinators. Unlike a contract awarded to an engineering firm, where the firm would have responsibility to execute an entire project or assigned portion thereof, these contracts will enable the respective MTA agencies to meet their need for temporary staff to perform project-specific short-term, specialized assignments under the direction of assigned Agency personnel. Staffing firms have much lower overhead rates than engineering consultants and provide staffing at a lower cost.

Work orders for new staffing requirements will be competitively solicited from all five firms by the Procurement Department of each agency. Firms will be requested to submit resumes of proposed candidates. The contract award does not represent a commitment on the part of any agency to any of the awardees. The only commitment is to give the awardees the opportunity to compete for future personnel assignments.

Staff Summary

Costs will be incurred only when the work order has been issued and the work has been performed. Staffing firms will pre-qualify all candidates prior to referral to the requesting MTA agency which includes interview, background verification, checking references and furnishing resumes and other related data. The requesting agency will consider technical factors and costs in determining candidates for assignments. The staffing firms will be paid the actual salary of the person whose services are provided to the agency, plus a mark-up which includes profit and overhead (including payroll taxes, fees, benefits, expenses, background check). This approach has been used successfully by NYCT under previous and current contracts. The firms were selected via a qualifications based 2-step procurement process established by the Federal Brooks Act. Under the Brooks Act, selection is determined by the Selection Committee (SC) after evaluation of the consultant's qualifications and technical proposals. Price is not a consideration in the selection.

Step 1 – In response to Authority's advertisements, ten firms submitted SF330 forms and Qualification Packages. The SC reviewed the submittals and selected the following six firms to receive the RFP: L.J. Gonzer Associates, Hepco, Inc., Rotator Staffing Services, Peak Technical Services, Inc., MCSS and Metro-Tech Consulting Services. The other four proposers were not selected because either they lacked the qualifications or their skills, abilities, and experience were not as strong as the selected firms.

Step 2 – All six firms submitted proposals. The Selection Committee reviewed the written technical proposals and evaluated the firms based on the evaluation criteria contained in the RFP. As this procurement utilized the Brooks Method, each Committee Member was asked to list firms in the order of preference. The votes were added and the following order of preference established:

1. Hepco; 2. Peak; 3. Rotator; 4. Metro-Tech; 5. Gonzer. These firms were found to have superior technical qualifications including their experience in the staffing business, recruitment method utilized including interview, screening, background checks, monitoring, reference checks of the candidates, and the size of the database of professionals from which to select. MCSS was not selected as their experience in providing staffing service is limited to very few disciplines. The SC considered the other firms more qualified.

Negotiations were conducted with the five selected consultants. The Best and Final Offers (BAFOs) were received as follows:

	<u>Mark-up</u>	<u>Renewal Fee</u>
Hepco	25%	23%
Peak	25%	24%
Rotator	24.8%	24%
Metro-Tech	25%	24%
Gonzer	25%	24%

The renewal fee is applied in lieu of the mark-up in the event that temporary staff is renewed for an additional time period. The contracts include a small placement fee if any temporary staff is hired as a full time employee by an agency. NYCT considers the final proposals of the selected firms to be fair and reasonable. Background investigations and materials submitted by these firms disclosed no "significant adverse information" within the meaning of the All Agency Responsibility Guidelines and all five firms were found fully responsible for award.

The selected consultants were previously awarded the following Staffing contracts for the MTA or its Affiliates:
Hepco - NYCT - CM-1270 and CM-1298, Peak - NYCT - CM-1272 and CM-1300, Rotator - NYCT - CM-1267 and CM-1299,
Metro-Tech - NYCT - CM-1301 and Gonzer - NYCT - CM-1263 and CM-1296.

III. D/M/WBE INFORMATION

Based on the scope of work and lack of subcontracting opportunities, D/M/WBE goals were established at 0% for these contracts. Metro-Tech, one of the five awardees is a certified MBE firm.

IV. IMPACT ON FUNDING

These contracts will be funded with Federal/MTA funds provided on a task order basis by the individual capital project requiring these services. Task orders will not be issued until approved War Certificates are received.

V. ALTERNATIVES

Perform the work using in-house personnel. With the current budget constraints and retirement of qualified staff, utilizing temporary staff is the most cost efficient method for performing this work.

VI. CAPITAL PROGRAM REPORTING

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

Schedule I: Modifications to Purchase and Public Work Contracts



Item Number: 21

Vendor Name (& Location) Citnalta Construction/Judlau Contracting, JV (Brooklyn, NY)	
Description Rehabilitation of Seven Stations – West End Line	
Contract Term (Including Options, if any) August 3, 2009 – February 28, 2012	
Option(s) Included in Total Amount? <input type="checkbox"/> Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> n/a	
Procurement Type <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive	
Solicitation Type <input type="checkbox"/> RFP <input type="checkbox"/> Bid <input checked="" type="checkbox"/> Other: Modification	
Funding Source <input type="checkbox"/> Operating <input checked="" type="checkbox"/> Capital <input checked="" type="checkbox"/> Federal <input type="checkbox"/> Other:	
Requesting Dept/Div & Dept/Div Head Name: Capital Program Management, Frederick E. Smith	

Contract Number A-35797	AWO/Modification # 28
Original Amount:	\$ 88,472,000
Prior Modifications:	\$ 2,541,169
Prior Budgetary Increases:	\$ 0
Current Amount:	\$ 91,013,169
This Request:	\$ 620,000
% of This Request to Current Amount:	0.7%
% of Modifications (Including This Request) to Original Amount:	3.6%

Discussion:

This modification is for the replacement of floor beams and corresponding connections to the canopy column beams at six of the seven stations.

This contract is for the rehabilitation of the line structure and seven stations on the West End Line in Brooklyn: 71st Street, 79th Street, 18th Avenue, 20th Avenue, Bay Parkway, 25th Avenue and Bay 50th Street. The Bay Parkway Station will become ADA-compliant, with upgrades including the installation of elevators.

The contract requires the repair of canopy column bases at all stations listed above except Bay Parkway, which has a different architecture. All of the canopy columns are to receive a new concrete base also known as a sanitary cove. The contract estimated that half of the canopy column base flanges were to be repaired. The procedure for the repair of the canopy column base flanges is to remove the existing sanitary cove as well as roughly six inches of the concrete platform around the column. Upon completion of the flange repair, but prior to the pouring of the platform and sanitary cove concrete, NYC Transit, along with the contractor conducted an inspection of the flange repair. During that inspection, it was discovered that at 64 locations the connection between the column and beam beneath the concrete platform on which the column rests had corroded. It was determined that the beams and corresponding connections to 64 canopy column beams would require replacement.

The contractor's initial proposal was \$953,072; NYC Transit's revised estimate was \$591,877. Following negotiations, the lump sum of \$620,000 was agreed upon and found to be fair and reasonable. A savings of \$333,072 was achieved.

Schedule K: Ratification of Completed Procurement Actions



Item Number: 1-2

Vendor Name (& Location) T.C. Electric, LLC (New York, NY)	
Signal System Modernization, Lexington Avenue & 5 th Avenue Interlocking	
Contract Term (Including Options, if any) January 30, 2009 – October 30, 2012	
Option(s) Included in Total Amount? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> n/a	
Procurement Type <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive	
Solicitation Type <input type="checkbox"/> RFP <input type="checkbox"/> Bid <input checked="" type="checkbox"/> Other: Modification	
Funding Source <input type="checkbox"/> Operating <input checked="" type="checkbox"/> Capital <input checked="" type="checkbox"/> Federal <input type="checkbox"/> Other:	
Requesting Dept/Div & Dept/Div Head Name: Capital Program Management, Frederick E. Smith	

Contract Number S-32731	AWO/Modification #s 83 & 92
Original Amount:	\$ 105,491,975
Prior Modifications:	\$ 1,384,847
Prior Budgetary Increases:	\$ 0
Current Amount:	\$ 106,876,822
This Request: AWO #83: \$523,000 AWO #92: \$772,000	\$ 1,295,000
% of This Request to Current Amount:	1.2%
% of Modifications (Including This Request) to Original Amount:	102.5%

Discussion:

These retroactive modifications are for negative rail power cable and stop cable work on the Queens Boulevard Line (QBL). The contract is for work on the QBL and calls for the furnishing and installation of signal equipment at the Lexington Avenue and at the 5th Avenue interlockings, tunnel lighting and signal-related civil work.

AWO #83

This modification provides for the replacement of the 500 MCM cables that connect the negative buses to the negative rails on the QBL.

The scope of this modification was part of an in-house project being performed by Subways for the refurbishing of the negative power supply for the QBL. The in-house project includes replacing large 2,000 MCM negative cables that connect the Power Central Substation (located at West 53rd Street and 6th Avenue) to the negative bus on the QBL. The in-house project initially included replacing smaller 500 MCM cables that connect the negative bus to the negative rails on all eight tracks of the QBL. However, Subways determined it lacked resources to economically perform this work.

Accordingly, the decision was made to add this work to the subject contract which already has related work, specifically the replacement of the 500 MCM cables which connect negative rail to negative rail on two tracks of the QBL along 53rd Street (between Lexington and 6th Avenues). The modification provides for the furnishing and installation of cables. The work will be performed at night and weekend labor rates during contractual diversions. The contractor's proposal was \$641,070; NYC Transit's revised estimate was \$485,700. Following negotiations, the lump sum of \$523,000 was agreed upon and is considered fair and reasonable. The SVP and Chief Engineer approved a retroactive waiver on August 17, 2011 and the contractor was directed to proceed on August 19, 2011.

AWO #92

In December 2005, December 2007 and May 2009, NYC Transit awarded contracts for the replacement of the old, cloth-covered cables that provide electric power to train stops located throughout the Subway system; approximately 800 were replaced in total. A stop is an electrically-actuated safety device in the track road bed that automatically stops a train that overruns a red signal. The replacement of old, cloth-covered cables is important to maintain safety; also the cable replacements improve reliability, since the old cables are prone to failures that cause delay. In order to replace the remaining stop cables more quickly and at less cost, the decision was made to replace them under current contracts. 54 will be replaced by the subject modification. This contract was selected because it has similar stop cable work for two locations in the base contract. After this modification, 96 cloth-covered stop cables remain. They will be replaced under contracts which require the existing cloth-covered cables to be removed and re-installed, thus avoiding duplicative costs for labor and diversions.

The contractor's proposal was \$986,962; NYC Transit's estimate was \$767,000. Following negotiations, the lump sum of \$772,000 was agreed upon and is considered fair and reasonable. The SVP and Chief Engineer approved a retroactive waiver on June 7, 2011 and the contractor was directed to proceed on June 10, 2011.

Schedule K: Ratification of Completed Procurement Actions



Item Number: 3

Vendor Name (& Location) Washington Group International (New York, NY)	
Description Indefinite Quantity Construction Management and Inspection Services for the MTA Security Program	
Contract Term (including Options, if any) May 1, 2006 – April 30, 2011	
Option(s) Included in Total Amount? <input type="checkbox"/> Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> n/a	
Procurement Type <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive	
Solicitation Type <input type="checkbox"/> RFP <input type="checkbox"/> Bid <input checked="" type="checkbox"/> Other: Modification	
Funding Source <input type="checkbox"/> Operating <input checked="" type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other:	
Requesting Dept/Div & Dep/Div Head Name: Capital Program Management, Frederick E. Smith	

Contract Number CM-1324	AWO/Modification # 5
Original Amount:	\$ 15,000,000
Prior Modifications:	\$ 10,000,000
Prior Budgetary Increases:	\$ 0
Current Amount:	\$ 25,000,000
This Request:	\$ 10,000,000 (Not-to-Exceed)
% of This Request to Current Amount:	40.0%
% of Modifications (including This Request) to Original Amount:	133.3%

Discussion:

This retroactive Modification, effective May 1, 2011, will increase the contract term by two years and the contract not-to-exceed (NTE) amount by \$10,000,000 in order to provide additional IQ Construction Management/Inspection Services (CMIS) in support of the MTA Security program, specifically for NYC Transit's Under River Tunnels (URT) under the base IESS/C3 Project.

Washington Group International (WGI) is one of four firms providing CMIS for the MTA Security Program on a task order basis. Each construction management contract is for a NTE amount of \$15,000,000 and term of 60 months. Projects during the 5-year term of the contracts are generally competed among the firms and task orders are issued that reduce the amount previously approved by the Board. Further, each task order is funded separately from a project budget by issuance of individual War Certificates.

As a result of the default of Lockheed Martin, MTACC and NYC Transit have worked to engage the major subcontractors and subconsultants that worked on the IESS/C3 contract to complete the work however the project has experienced delays resulting in the need for additional services from WGI to meet the continued demand for CMIS. To date, one task order (May 1, 2006) for construction management has been issued to WGI. This task order has been revised several times for continued support of the IESS/C3 Project and now encumbers \$24,514,548.

Modification No. 5 to Contract CM-1324 is a request for an increase to the contract amount of an additional \$10,000,000 which will enable the issuance of CM task orders to address the remaining CMIS required in support of URT Projects #1, 2 and 3 under the IESS/C3 contract and allow WGI to continue competing for any future CMIS requirements that may arise during the 2-year extension period. It is essential to continue utilizing WGI for its CMIS expertise and continuity of IESS/C3 Project knowledge. Modification No. 5 does not alter the current Contract CM-1324 labor rates.

Schedule K: Ratification of Completed Procurement Actions



Item Number: 1

Vendor Name (& Location) AECOM/Arup, JV (New York, NY)	
Description Preliminary and Final Engineering Services for Second Avenue Subway	
Contract Term (Including Options, if any) December 20, 2001 – December 19, 2013	
Option(s) Included in Total Amount? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> n/a	
Procurement Type <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive	
Solicitation Type <input type="checkbox"/> RFP <input type="checkbox"/> Bid <input checked="" type="checkbox"/> Other: Modification	
Funding Source <input type="checkbox"/> Operating <input checked="" type="checkbox"/> Capital <input checked="" type="checkbox"/> Federal <input type="checkbox"/> Other:	
Requesting Dept/Div & Dept/Div Head Name: MTA Capital Construction, Michael Horodniceanu, President	

Contract Number CM-1188	AWO/Modification # 67
Original Amount:	\$ 200,478,227
Option Amount:	\$ 150,400,897
Total Amount:	\$ 350,879,124
Prior Modifications:	\$ 23,908,229
Prior Budgetary Increases:	\$ 0
Current Amount:	\$ 374,787,353
This Request:	\$ 1,898,795
% of This Request to Current Amount:	0.5%
% of Modifications (Including This Request) to Original Amount:	7.4%

Discussion:

This retroactive modification incorporates miscellaneous changes in the Final Design (FD).

This contract is for design services for the Second Avenue Subway (SAS). The base contract provided for preliminary engineering (PE) of the segment running from 125th Street to Midtown, PE of the segment running from Midtown to Lower Manhattan, and support services during the construction phase for tunnel boring machine (TBM) activities. The contract also included three options for FD and construction support services for civil/structural elements, systems, and stations. This Modification integrates design changes into the final drawings for five SAS contracts: the three Station Finishes Contracts, the 63rd Street Station Reconstruction Contract and the Track, Signal, Traction Power & Communications Systems contract.

Although the FD of the SAS from 96th Street Station to the existing Lexington/63rd Street Station is complete, during the design phase, changes in design and operational requirements were requested by the City and by the various user departments. The negotiations with the consultant regarding the scope, coupled with the internal review process and review by NYC DEP completed in April 2011, would not allow for inclusion of these changes in the FD without a significant delay to the Systems RFP, C-26009. This Modification will integrate these design changes into the final drawings for the three upcoming SAS Station Finishes Contracts and post-award for the Systems Contract C-26009 and 63rd Street Station Reconstruction Contract C-26006. The major expenditures in this modification simplify elements of the FD and update structural, mechanical, architectural and communications drawings to various design elements.

After conclusion of price negotiations, the MTACC President approved a Retroactive Approval Memo authorizing AECOM/Arup (A/A) to start the work contemplated by this Modification. The retroactivity allowed the Consultant to commence work while the Modification is processed, thereby minimizing the cost and schedule impact to the SAS project and allowing the redesign to be incorporated expeditiously into the systems contract and the future construction finishes contracts.

The consultant's initial proposal was \$2,864,440; MTACC's estimate was \$1,851,604. Following negotiations, the final price was mutually agreed upon and found to be fair and reasonable. Savings of \$956,645 was achieved.

Schedule K: Ratification of Completed Procurement Actions



Item Number: 2-3

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

Contract Number C-26005	AWO/Modification #s 52 & 66
Original Amount:	\$ 325,000,000
Prior Modifications:	\$ 11,113,352
Prior Budgetary Increases:	\$ 0
Current Amount:	\$ 336,113,352
This Request:	
AWO #52: \$350,000	\$ 1,450,000
AWO #66: \$1,100,000	
% of This Request to Current Amount:	0.4%
% of Modifications (including This Request) to Original Amount:	3.7%

Discussion:

These retroactive AWOs are for gas and sewer utility work. This contract is for civil, structural, and utility relocation work for the new 96th Street Station for the Second Avenue Subway project, including cut and cover excavation for the Station, from 95th to 99th Streets.

AWO # 52:

The Contract required installation of an 8" low pressure (LP) gas main, across 2nd Avenue at 95th Street, supplying Con Edison customers on the west side from a relocated 30" gas main on the east side of 2nd Avenue. This new connection is to cross the east and west slurry wall panels. Subsequent to award, Con Edison changed their requirement for gas service to their customers requiring that service should not be interrupted during slurry wall construction. Additionally, Con Edison changed their hanging gas pipe specifications, now requiring that the permanent 8" gas main be supported in a larger steel 20-inch diameter sleeve. This AWO provides for a temporary 8" steel gas main parallel to the contractually required 8" main penetrating adjacent slurry wall panels on the east and west slurry walls. These gas mains can be independently closed by shutoff valves during slurry wall construction allowing for uninterrupted gas service to both sides of 2nd Avenue. After the slurry wall is constructed, the permanent gas main will be restored and the temporary gas main will be cut, capped and abandoned. This work had to be started prior to formal approval to support shifting the work zone from the east to the west side of 2nd Avenue and to begin slurry wall work on the west side. On November 15, 2010, the MTACC President signed a retroactive AWO memorandum and the contractor was directed to proceed.

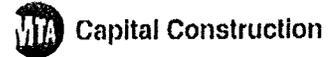
The contractor submitted a cost proposal of \$510,561; MTACC's estimate was \$323,061. The final price of \$350,000 was agreed upon and found to be fair and reasonable. Savings of \$160,561 were achieved.

AWO # 66:

The contract documents depict an existing brick sewer main running along the western half of 2nd Avenue in approximately the same alignment as the proposed slurry wall between 97th and 99th Streets. The contractor was to relocate the sewer main in between the slurry wall and an existing Empire City Subway (ECS) duct bank. No changes were to be made to the ECS duct bank as part of the contract work, other than to support and protect it during construction. After exposing the ECS duct bank in the field, it was found to be five (5) feet closer to the new slurry wall than its mapped location and in conflict with one of the new sewer manholes to be installed. This AWO provides for an alternate sewer system alignment including revising the local manhole locations, extending the affected sewer main runs and relocating the existing ECS duct bank in between the new sewer manhole locations. An analysis is being performed to determine if this AWO is the result of a design error/omission. This issue has impacted the installation of the new sewer main between 97th Street and 99th Street. In order to minimize the schedule impact, a retroactive AWO Memorandum was approved by the MTACC President on December 22, 2010 and the Contractor was directed to proceed.

The Contractor submitted a cost proposal in the amount of \$1,348,927.00. The MTACC estimate was \$1,066,951.00. Negotiations resulted in agreement of the lump sum price of \$1,100,000 which is considered fair and reasonable. Savings of \$248,927 were achieved. The schedule delay and potential impact costs associated with AWO #66 will be handled under a future AWO.

Schedule K: Ratification of Completed Procurement Actions



Item Number: 4

Vendor Name (& Location) Slattery Skanska, Inc. (Whitestone, NY)	
Description Design/Build For Fulton Street Transit Center-Dey Street Concourse Structural Box	
Contract Term (including Options, If any) July 29, 2005 – November 21, 2008	
Option(s) Included in Total Amount? <input type="checkbox"/> Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> n/a	
Procurement Type <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive	
Solicitation Type <input checked="" type="checkbox"/> RFP <input type="checkbox"/> Bid <input type="checkbox"/> Other: Modification	
Funding Source <input type="checkbox"/> Operating <input checked="" type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other:	
Requesting Dept/Div & Dept/Div Head Name: MTA Capital Construction, Michael Horodniceanu	

Contract Number	AWO/Modification #
A-36025	207
Original Amount:	\$ 132,993,000
Prior Modifications:	\$ 29,665,764
Prior Budgetary Increases:	\$ 0
Current Amount:	\$ 162,658,764
This Request:	\$ 641,754
% of This Request to Current Amount:	0.4%
% of Modifications (including This Request) to Original Amount:	22.8%

Discussion:

This retroactive modification is for the cost of additional professional liability insurance (PLI).

The contract is for the design and construction of the Dey Street Concourse Structural Box. It calls for PLI as protection from claims arising from a negligent act, error or omission by the designer. Design firms carry a general practice PLI policy; but such policies are unsuited for a high-risk contract because MTA cannot be added as an additional insured, liability limits are too low, and the policies may be terminated prematurely, etc. The subject contract was high-risk because the contractor is responsible for the design and construction of structural elements in a location that suffered major destruction, is adjacent to a running railroad, and adjacent to a major occupied office building. Accordingly, the Request for Proposals required the contractor to provide project-specific PLI with limits of liability of \$25,000,000 per occurrence for design and construction of this particular contract with MTA as a named insured.

Normally, the price for PLI and other insurances is included in the lump sum price. However, in this contract, the price for PLI is a separate line item since, at the time of award in mid 2005, there was difficulty securing the project-specific PLI. Accordingly, the contract was awarded in the amount of \$129,993,000 (firm lump sum price) plus \$3,000,000 (estimated price for PLI), or \$132,993,000 total.

Subsequently, the contractor obtained the required PLI coverage by securing a primary policy with a \$15M limit of liability from one insurer and an excess policy with a \$10M limit of liability from a second insurer at an aggregate total premium cost of \$3,193,459. A modification was previously issued for the additional \$193,459 to compensate the contractor for the full initial PLI cost.

The policies provided by the contractor and accepted by MTA call for a cost adjustment at contract end; the adjustment is based on the final contract value. The contract was substantially completed in 2008. In accordance with the contract, PLI coverage was provided for an extended period which ended in 2009. The contractor requested compensation for the final PLI cost in 2010.

The amount for this modification is based on the same insurance rates used to compute the prior insurance amounts. The final price is considered to be fair and reasonable.

PROCUREMENTS

The Procurement Agenda this month includes 4 actions for a proposed expenditure of \$9.5M.

Staff Summary

Subject Requests for Authorization to Award Various Procurements
Department MTA Bus Company/Long Island Bus/NYCT Department of Buses
Department Head Name Thomas Del Sorbo
Department Head Signature <i>Thomas Del Sorbo</i>
Project Manager Name James P. Curry

Date September 8, 2011
Vendor Name N/A
Contract Number N/A
Contract Manager Name N/A
Table of Contents Ref #

Board Action					
Order	To	Date	Approval	Info	Other
1	Committee	9/26/11	X		
2	Board	9/28/11	X		

Internal Approvals			
Order	Approval	Order	Approval
3	President <i>[Signature]</i>		
2	Executive VP <i>[Signature]</i>		
1	General Counsel		<i>RB</i>

PURPOSE:

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

DISCUSSION:

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

None

Long Island Bus proposes to award Non-Competitive procurements in the following categories:

None

NYC Transit Department of Buses proposes to award Non-Competitive procurements in the following categories:

<u>Procurements Requiring Majority Vote</u>	<u># of Actions</u>	<u>\$ Amount</u>
Schedule F: Personal Service Contracts	1	\$0.6M
Schedule G: Miscellaneous Service Contracts	1	\$0.2 M
Schedule H: Modifications to Personal Service Contracts and Miscellaneous Service Contracts Awarded as Contracts for Services	1	\$8.3M
	<u># of Actions</u>	<u>\$Amount</u>
Total Non-Competitive Procurements	3	\$9.1M

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

None

Long Island Bus proposes to award Competitive procurements in the following categories:

None

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

Procurements Requiring Majority Vote

Schedule G: Miscellaneous Service Contracts	1	\$0.4M
	<u># of Actions</u>	<u>\$ Amount</u>
Total Competitive Procurements	1	\$0.4M

MTA Bus Company proposes seeks Ratifications in the following categories:

None

Long Island Bus proposes to award Ratifications in the following categories:

None

NYC Transit Department of Buses seeks Ratifications the following categories:

None

	<u># of Actions</u>	<u>\$ Amount</u>
Total Procurements	4	\$9.5M

BOARD RESOLUTION

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

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

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

NOW, the Board resolves as follows:

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

SEPTEMBER 2011

LIST OF NON-COMPETITIVE PROCUREMENTS FOR BOARD APPROVAL

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.)

1. **NYS Industries for the Disabled** **\$187,093 (Est.)** *Staff Summary Attached*
Preferred Source - Three-year contract
RFQ # 2918

This contract is for landscaping services at various NYC Transit DOB and MTA Bus company locations.

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

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

1. **StrataGen Systems, Inc.** **\$8,296,498 (Est.)** *Staff Summary Attached*
Contract #04F8952.4

Modification to the contract for the ADEPT scheduling and dispatching software utilized by Paratransit, in order to modify the interactive voice response system and ADEPT software and to add two years of ADEPT maintenance and support.

SEPTEMBER 2011

LIST OF COMPETITIVE PROCUREMENTS FOR BOARD APPROVAL

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.)

1. **Fremont Industrial Corp.** **\$364,264 (Est.)**
Two Bids/Low Bidder – Three-year contract
RFQ #0000000822

This estimated quantity contract requires the contractor to perform annual on-site inspections and re-certification services, including maintenance and repairs, to the fall protection systems of various manufacturers within the Department of Buses (DOB) and MTA Bus Company (MTABC) bus depots and maintenance facilities. This work requires testing, certifying and/or repairing and maintaining safety harness units and lifeline systems used by NYC Transit & MTABC workers making necessary repairs to roof mounted bus equipment on the bus fleet. The Occupational Safety and Health Administration states that all parts of the equipment shall be inspected and tested by a competent person at least once every twelve months, to determine safe operating conditions.

Each bidder for this solicitation is required to be certified by each of the manufacturers as professionally and technically qualified to perform inspections and maintenance repairs or to be able to be judged technically qualified by DOB Engineering in accordance with the detailed technical requirements set forth in the contract documents. In addition, the awardee must have a NYS licensed professional engineer on site to oversee its repairs. Fremont Industrial Corp. (Fremont) was the incumbent on the previous contract. When comparing like items from the previous contract, which represents approximately 93% of the overall dollars, Fremont's bid price is 17% lower than its price for the previous contract. Fremont's bid price is 83% lower than that of the second bidder. The final price was found to be fair and reasonable.

Schedule G: Miscellaneous Service Contracts

Item Number: G-1

Vendor Name (& Location) New York State Industries for the Disabled, Inc. (Albany, NY)	Contract Number RFQ# 2918	Renewal? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
Description Perform landscaping services at various NYC Transit DOB and MTABC locations	Total Amount: \$187,093 (Est.)	
Contract Term (including Options, if any) Three years	Funding Source <input checked="" type="checkbox"/> Operating <input type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other:	
Option(s) included in Total Amount? <input type="checkbox"/> Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> n/a	Requesting Dept/Div & Dept/Div Head Name: Department of Buses, Darryl Irick	
Procurement Type <input type="checkbox"/> Competitive <input checked="" type="checkbox"/> Non-competitive		
Solicitation Type <input type="checkbox"/> RFP <input type="checkbox"/> Bid <input checked="" type="checkbox"/> Other: Preferred Source		

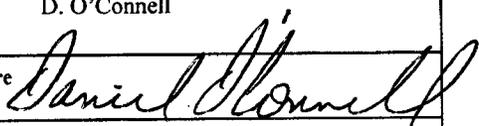
Discussion:

This three year estimated quantity contract is for landscaping services at Gun Hill, Kingsbridge and East New York Depots and as-needed landscaping services at various NYC Transit Department of Buses (DOB) and MTA Bus Company (MTABC) locations. Pursuant to New York State Finance Law §162, this multi-agency contract is being awarded to New York State Industries for the Disabled, Inc., (NYSID), a preferred source. The contractor is required to provide all necessary incidental work, labor and materials that includes grass cutting, leaves and debris removal, litter removal and cleanup, shrub and tree trimming, removal and control of weeds.

NYSID submitted a price proposal of \$329,542. Extensive negotiations were held with NYSID which centered around pricing, the Technical Specifications, the personnel required and the prevailing wage titles utilized to perform the work. Based on the negotiations, NYSID submitted a Best and Final Offer (BAFO) of \$187,093.

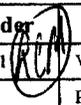
A market survey conducted by Procurement revealed that NYSID's pricing was within 5% of other landscaping companies surveyed. NYSID's price is 2% less than the most recent contract for this service. Based on the market survey, a comparison to the previous procurement and an analysis of wages and material costs, the price has been determined to be fair and reasonable.

Staff Summary

Subject Establishment of Fairfield Metro Station Fares	Date September 7, 2011
Department Operations Planning & Analysis	Vendor Name
Department Head Name D. O'Connell	Contract Number
Department Head Signature 	Contract Manager Name
Project Manager Name	Table of Contents Ref#

Board Action					
Order	To	Date	Approval	Info	Other
1	M-N Comm. Mtg.	9/26	X		
2	MTA Fin. Comm.	9/26	X		
3	MTA Board Mtg.	9/28	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 the establishment of fares for travel to/from the new Fairfield Metro Station, planned for November start, and that said fares be the same as the fare in effect to and from the Fairfield zone.

Discussion:

Metro-North will commence service to Fairfield Metro Station, planned for November start. To attract new ridership, as well as to provide additional parking for customers currently using the existing Fairfield station, CDOT has recommended, and Metro-North concurs, that the fares for the Fairfield Metro station be the same as the existing fares for Fairfield Station. Inclusion of this station in the Westport-Fairfield fare zone is consistent with the current fare zone structure on all three lines.

Examples of the proposed fares to/from Fairfield Metro Station are as follows:

<u>Station Pair</u>	<u>One Way Peak/ Intermediate Fare</u>	<u>Monthly Commutation Fare</u>
Fairfield Metro-GCT	\$14.25	\$308
Fairfield Metro-Greenwich	\$3.50	\$71
Fairfield Metro-Stamford	\$2.25	\$54
Fairfield Metro-Bridgeport	\$2.25	\$50
Fairfield Metro-New Haven	\$4.25	\$92

Staff Summary

The MTA Board conducted a public hearing on this proposal pursuant to Section 1266 of the New York Public Authorities Law. The hearing took place on August 1, 2011, and the transcript has been furnished to the Board members. The MTA public hearing was advertised in newspapers of general circulation as well as on seat notices distributed on Metro-North New Haven Line trains.

Recommendation:

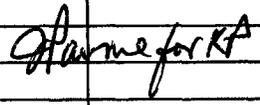
That the Board authorize the establishment of fares for travel to/from the new Fairfield Metro Station, planned for November start, and that said fares be the same as the fare in effect to and from the Fairfield zone.

Staff Summary

Subject NYS DOT Grant for Connecting Services	
Department Operations Planning and Analysis	
Department Head Name Daniel O'Connell	
Department Head Signature 	
Project Manager Name Edilma Jarvis	Program Manager Name

Date August 26, 2011
Vendor Name N/A
Contract Number N/A
Contract Manager Name N/A
Table of Contents Ref#

Board Action					
Order	To	Date	Approval	Info	Other
1	M-N Comm Mtn	9/26	X		
2	MTA Finance Mtn	9/26	X		
3	MTA Board Mtn	9/28	X		

Internal Approvals			
Order	Approval	Order	Approval
4	President		
3	VP Financial Admin		

Internal Approvals (cont.)							
Order	Approval	Order	Approval	Order	Approval	Order	Approval
	VP Planning					2	General Counsel
	Press						

Narrative

PURPOSE:

To obtain MTA Board approval to enter into a contract to accept \$300,000 in a Congestion Mitigation/Air Quality (CMAQ) grant from the New York State Department of Transportation (NYS DOT) to support connecting services, covering the period from October 1, 2011 through September 30, 2012.

DISCUSSION:

Metro-North has worked with NYSDOT to implement various projects to improve access to Metro-North stations. These projects, which include connecting buses (e.g. Transport of Rockland, Newburgh-Beacon Shuttle, Dutchess LOOP, HART, etc.), the Haverstraw-Ossining Ferry, the Newburgh-Beacon Ferry and Guaranteed Ride Home programs, create station access/egress and increase ridership and revenue for the Railroad, as well as reduce the number of single occupancy vehicles on the roads.

Over the past fifteen years, Metro-North has received over \$2.5 million from similar NYSDOT (CMAQ) grants. These funds have been used for a variety of operational and marketing activities: providing customer information (e.g. signage, kiosks, pocket timetables, etc.); marketing/advertising to launch and support these services; supporting Metro-North's Guaranteed Ride Home programs; and for miscellaneous operational improvements. Metro-North plans to use the \$300,000 from the new CMAQ grant in a similar fashion, working with our regional partners to maintain service quality and improve station access.

BUDGET IMPACT:

No budget impact. These monies allow for projects that would not otherwise be implemented.

RECOMMENDATION:

That the MTA Board grant approval to enter into a contract to accept \$300,000 in a Congestion Mitigation/Air Quality (CMAQ) grant from the New York State Department of Transportation (NYS DOT) to support connecting services, covering the period from October 1, 2011 through September 30, 2012.

Staff Summary

Subject Rebuilding of Port Jervis Line	Date September 19, 2011
Department Executive	Vendor Name N/A
Department Head Name Howard Permut <i>HP</i>	Contract Number N/A
Department Head Signature	Contract Manager Name N/A
Project Manager Name N/A	Table of Contents Ref#

Board Action					
Order	To	Date	Approval	Info	Other
	M-N Comm. Mtg.				
	MTA Fin. Comm.				
	MTA Board Mtg.				

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

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

Purpose: To obtain Board ratification of (a) the declaration of emergency issued by Chairman Walder on August 31, 2011, which authorized the MNR President to proceed with emergency actions necessary for the rebuilding of the Port Jervis Line in the wake of Tropical Storm Irene, and directed MTA's Chief Financial Officer to work with Metro-North to identify and provide necessary funds for this critical effort, including the management of the MTA's efforts to recover insurance reimbursement and obtain FEMA funding; and (b) the West of Hudson-Port Jervis Line Emergency Condition Assessment contract that has been entered into by Metro-North in accordance with the declaration of emergency.

Discussion: By memorandum dated August 31, 2011 (copy attached), Chairman Walder issued an emergency declaration to MNR President Permut, with copies to the MTA Board members, the Governor's Secretary and the Executives of Rockland and Orange Counties. Responding to the devastation left by Tropical Storm Irene, and the immediate need to begin the restoration effort, Chairman Walder wrote:

"I hereby authorize you, working in concert with local authorities, to proceed with expenditures, procurements and repairs in the most expedited fashion possible. Due to the existence of an emergency involving danger to life, safety or property that requires immediate action, this authorization shall serve as a waiver of procurement rules and other legal requirements, consistent with applicable law. I am directing the MTA's Chief Financial Officer to work with the Railroad to identify and provide all necessary funds for this critical effort.

This will ensure that all necessary resources are brought to bear and red tape eliminated in the rebuilding of Metro-North Railroad's devastated Port Jervis Line. You are directed to take such steps as are necessary to expeditiously and fully address the catastrophic damage suffered along the Port Jervis line as a result of Irene. Rebuilding this infrastructure is going to be a long and difficult process, but this authorization will ensure that the actions we take to serve our customers are done without unnecessary delay."

Among the emergency actions to be taken, the Chairman specifically directed that:

Staff Summary

“Existing funding will be tapped to begin work even as the MTA pursues FEMA compensation for the extensive storm damage, [and] normal procurement rules will be waived to allow Metro-North to quickly acquire the resources and assistance needed to rebuild, beginning with the hiring of an engineering consultant to advise on the work within days”

In accord with the Chairman’s directives, MTA, in conjunction with MNR, is aggressively pursuing recovery for all eligible losses and expenses from both the MTA’s property insurers and from the Federal Emergency Management Agency (FEMA). At the same time, Metro-North is acting to restore train service as quickly as possible. A report of conditions and actions taken to date is being provided to the MNR Committee at its September meeting.

Among those actions is the entry by Metro-North into a contract with AECOM to perform the West of Hudson-Port Jervis Line Emergency Condition Assessment. In the wake of the devastation left by Tropical Storm Irene on MNR’s Port Jervis Line, and in accordance with the emergency procurement powers approved by MTA Chairman Walder, MNR Procurement has engaged this firm to provide an emergency Condition Assessment and recommendations for a Reconstruction Plan along the approximate 14 mile stretch of the Port Jervis Line from Suffern to Harriman. The Condition Assessment’s scope of work was to first identify the extent of the damage to the Line’s infrastructure, and includes examination of track, structures, communications and signals, bridges and the hydrology of the area. In performing the assessment, AECOM is utilizing various resources, including diverse structural, civil, mechanical, electrical, geotechnical engineers and hydrologists. The assessment began September 1, 2011. AECOM was selected after an expedited review of proposals by five firms from MNR’s General Engineering Contractor (GEC) list. All rates paid are in accordance with the previously Board-approved Metro-North GEC rates in place for these engineering and consultant services. The total cost of the emergency condition assessment is not-to-exceed \$500,000. Metro-North in coming months will bring further procurement actions to the Board for ratification which are undertaken to rebuild the Port Jervis Line to the extent required by the Public Authorities Law and the MTA Procurement Guidelines.

Budget Impact: While every effort will be made to control costs and maximize insurance and FEMA recovery, it is possible that the magnitude of the damage may not be absorbed solely within Metro-North’s current Capital and Operating Budgets, thus requiring that the resources of the entire MTA be utilized to support the short and long term cash flow demands of funding the recovery. MTA’s Chief Financial Officer is working with Metro-North, pursuant to the Chairman’s directive, to identify and provide necessary funds for this effort.

Alternatives: Given the great devastation to the Port Jervis Line and the urgent public necessity of returning rail service to West-of-Hudson commuters, there is no realistic alternative to proceeding in this fashion. Procurements and other actions taken in the normal course would defer restoration of the Line not just for many months, but for a year or more.

Recommendation: That the Board ratify (a) the declaration of emergency issued by Chairman Walder on August 31, 2011, which authorized the MNR President to proceed with emergency actions necessary for the rebuilding of the Port Jervis Line in the wake of Tropical Storm Irene, and directed MTA’s Chief Financial Officer to work with Metro-North to identify and provide necessary funds for this critical effort, including the management of the MTA’s efforts to recover insurance reimbursement and obtain FEMA funding; and (b) the West of Hudson-Port Jervis Line Emergency Condition Assessment contract that has been entered into by Metro-North in accordance with the declaration of emergency.

Approved:



President

The legal name of MTA Metro-North Railroad is Metro-North Commuter Railroad Company

Memorandum



Metropolitan Transportation Authority

State of New York

Date August 31, 2011
To Howard Permut, President, Metro-North Railroad
From Jay H. Walder, Chairman and Chief Executive Officer
Re Port Jervis Line

A handwritten signature in black ink, appearing to read "Jay H. Walder", written over a horizontal line.

In view of the devastation left in the wake of Hurricane Irene and its impact on the ability of MTA Metro-North Railroad to provide service to its commuters on the Port Jervis Line, I hereby authorize you, working in concert with local authorities, to proceed with expenditures, procurements and repairs in the most expedited fashion possible. Due to the existence of an emergency involving danger to life, safety or property that requires immediate action, this authorization shall serve as a waiver of procurement rules and other legal requirements, consistent with applicable law. I am directing the MTA's Chief Financial Officer to work with the Railroad to identify and provide all necessary funds for this critical effort.

This will ensure that all necessary resources are brought to bear and red tape eliminated in the rebuilding of Metro-North Railroad's devastated Port Jervis Line. You are directed to take such steps as are necessary to expeditiously and fully address the catastrophic damage suffered along the Port Jervis line as a result of Irene. Rebuilding this infrastructure is going to be a long and difficult process, but this authorization will ensure that the actions we take to serve our customers are done without unnecessary delay.

To serve the residents of Rockland and Orange counties who rely on this service every day, I am committing the MTA to taking the following actions necessary to continue serving customers and to begin the rebuilding process immediately:

- MTA Buses and bus operators will provide bus service on the impacted route until the infrastructure can be rebuilt and rail service can be restored.
- Emergency powers will be used to expedite the rebuilding process:
 - Existing funding will be tapped to begin work even as the MTA pursues FEMA compensation for the extensive storm damage
 - Normal procurement rules will be waived to allow Metro-North to quickly acquire the resources and assistance needed to rebuild, beginning with the hiring of an engineering consultant to advise on the work within days

Port Jervis Line

Page 2

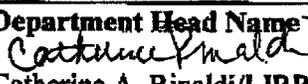
August 31, 2011

- Special efforts will be made to communicate with the communities and customers who will be faced with long-term inconvenience, including:
 - An MTA liaison will be assigned to meet with all local officials on a regular basis for the duration of the outage.
 - A special website will be posted with regular updates on the progress of the rebuilding and the alternative service that will be offered, and social media will also be used to reach as many people as possible.
 - The MTA will work with all local, state and federal officials to ensure proactive communication with customers on all parts of the Port Jervis line.

I know that you have already begun this effort with a careful and disciplined survey of every mile of the Port Jervis line and all supporting structures, systems and equipment. The actions committed to herein will allow you to develop a work plan that addresses the need to rebuild miles of the right of way, including new foundation, tracks, switching equipment and signals, new bridges and rehabilitation of parking areas where required. The MTA is committed to rebuilding this 100-year-old railway to 21 century standards.

cc: MTA Board Members
Lawrence S. Schwartz, Secretary to the Governor
C. Scott Vanderhoef, County Executive, Rockland County
Edward Diana, County Executive, Orange County

Staff Summary

Subject
LIRR & Metro-North Rules of Conduct
Departments
LIRR and Metro-North Law Departments
Department Head Name   Catherine A. Rinaldi/LIRR; Seth Zummins/Metro-North
Department Head Signatures
Project Manager Names
Priscilla Lundin/LIRR; Susan Sarch/Metro-North

September 8, 2011
Vendor Name
N/A
Contract Number
N/A
Contract Manager Name
N/A
Table of Contents Ref #

Board Action					
	To	Date	Approv	Inf	Other
1	LI/MNR	9/26	X		
2	Board	9/28	X		

Internal Approvals			
Order	Approval	Order	Approval
1	 MNR President		
2	 LIRR President		

PURPOSE:

To obtain Board approval to proceed with a rule making pursuant to the New York State Administrative Procedure Act ("SAPA") to revise the Long Island Rail Road's ("LIRR") and Metro-North Railroad's ("Metro-North") (collectively the "Railroads") respective Rules and Regulations Governing the Conduct and Safety of the Public ("Rules of Conduct") to conform to a new state law that prohibits smoking in LIRR and Metro-North outdoor ticketing, boarding or platform areas.

DISCUSSION:

On August 15, 2011, Governor Andrew Cuomo signed into law an amendment to Article 13 of the NY Public Health Law that added the following language to Section 1399-o of the law: "Smoking shall not be permitted and no person shall smoke in the following outdoor areas: ticketing, boarding or platform areas of railroad stations operated by the Metropolitan Transportation Authority or its subsidiaries." (Emphasis added.) The effective date of this amendment, which applies to LIRR and to Metro-North's New York facilities, is November 13, 2011.

In order to educate customers about this new smoking restriction, the Railroads are implementing an extensive public information campaign, which will include station and on-board public announcements, the installation of new signage in specified areas covered by the new law, and the printing of pamphlets, posters and seat drops.

The LIRR and Metro-North Rules of Conduct currently ban smoking on a train or in any indoor area within a terminal or station not specifically designated as an area where such conduct is permitted. This smoking prohibition was approved by the Board in March 1990 as part of the adoption of substantially identical Rules of Conduct for both agencies. In order to conform to the new law and to ensure the continuation of the Railroads' enforcement powers, revisions to section 1097.5(15) of the LIRR Rules of Conduct and section 1085.5(o) of the Metro-North Rules of Conduct are proposed that would (1) add outdoor ticketing, boarding or platform areas of a terminal or station to the areas where persons are currently prohibited from smoking; and (2) delete language referring to smoking being allowed in designated areas, since

neither Railroad maintains designated smoking areas. The new language sought to be added, as set forth below, is italicized, and material to be deleted is bracketed:

No person in a terminal, station, or train shall:

Burn a lighted cigarette, cigar, pipe, or any other matter or substance which contains tobacco or any tobacco substitute on a train or in any indoor area within a terminal or station [or in any indoor area within a terminal or station not specifically designated as an area where such conduct is permitted], *or in an outdoor ticketing, boarding or platform area of a terminal or station.*

RECOMMENDATION:

It is recommended that the Board approve a resolution authorizing LIRR and Metro-North to commence the SAPA rule making process in order to make the above-described changes in the Railroads' Rules of Conduct.

It is noted that presently there is no similar prohibition of smoking in outdoor areas of a terminal or station along the Connecticut portion of the Metro-North New Haven line (or the three Connecticut branch lines). CDOT is considering its options including the potential to proceed as a matter of policy and whether to seek legislative changes.

RESOLUTION

WHEREAS, the LONG ISLAND RAIL ROAD COMPANY ("LIRR") and METRO-NORTH COMMUTER RAILROAD COMPANY ("METRO-NORTH") (collectively, the "Railroads") maintain Rules & Regulations Governing the Conduct and Safety of the Public (Rules of Conduct) in the use of their facilities;

WHEREAS, LIRR and METRO-NORTH seek to modify certain of their Rules of Conduct in substantially identical respects for the purpose of being in compliance with a recent amendment to Article 13-A of the New York Public Health Law;

WHEREAS, LIRR and METRO-NORTH have, accordingly, prepared proposed changes to their respective Rules of Conduct, which are fully set forth in the Railroads' joint Staff Summary dated September 8, 2011;

WHEREAS, the New York State Administrative Procedure Act ("SAPA") sets forth a process for rule making activities;

NOW, THEREFORE, upon motion duly made and seconded, the following resolutions were adopted by the Boards of LIRR and METRO-NORTH;

RESOLVED, the Boards of LIRR and METRO-NORTH hereby authorize the Presidents of LIRR and METRO-NORTH and/or their designees to take all steps necessary to commence the SAPA rule making process in order to make the proposed rule changes in their respective Rules of Conduct referred to above.

**METRO-NORTH/LONG
ISLAND COMMITTEES**

**PROCUREMENTS FOR
BOARD ACTION**

SEPTEMBER 26, 2011



Subject Request for Authorization to Award Various Procurements	Date September 8, 2011																																						
Department Procurement & Material Management - MNR	Department Law and Procurement - MTACC																																						
Department Head Name Anthony J. Bombace, Jr., Sr. Director, Procurement & Material Management	Department Head Name Evan M. Eisland, Sr. Vice President & General Counsel																																						
Department Head Signature 	Department Head Signature 																																						
Department Procurement & Logistics - LIRR																																							
Department Head Name Dennis L. Mahon, Chief Procurement & Logistics Officer																																							
Department Head Signature 																																							
Board Action																																							
<table border="1" style="width:100%; border-collapse: collapse;"> <thead> <tr> <th>Order</th> <th>To</th> <th>Date</th> <th>Approval</th> <th>Info</th> <th>Other</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>MNR/LIRR Committee</td> <td>9-28-11</td> <td>X</td> <td></td> <td></td> </tr> <tr> <td>2</td> <td>MTA Board</td> <td>9-28-11</td> <td>X</td> <td></td> <td></td> </tr> </tbody> </table>	Order	To	Date	Approval	Info	Other	1	MNR/LIRR Committee	9-28-11	X			2	MTA Board	9-28-11	X			<table border="1" style="width:100%; border-collapse: collapse;"> <thead> <tr> <th colspan="4" style="text-align: center;">Internal Approvals</th> </tr> <tr> <th>Order</th> <th>Approval</th> <th>Order</th> <th>Approval</th> </tr> </thead> <tbody> <tr> <td>X</td> <td>President, MNR</td> <td></td> <td></td> </tr> <tr> <td>X</td> <td>President, LIRR</td> <td></td> <td></td> </tr> <tr> <td>X</td> <td>President, MTACC</td> <td></td> <td></td> </tr> </tbody> </table>	Internal Approvals				Order	Approval	Order	Approval	X	President, MNR			X	President, LIRR			X	President, MTACC		
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Order	Approval	Order	Approval																																				
X	President, MNR																																						
X	President, LIRR																																						
X	President, MTACC																																						

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:

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

Schedule A: Non-Competitive Purchases and Public Work Contracts	<u># of Actions</u>	<u>\$ Amount</u>
	1	\$600,000
SUBTOTAL:	1	\$600,000

Schedules Requiring Majority Vote

Schedule E: Miscellaneous Procurement Contracts	<u># of Actions</u>	<u>\$ Amount</u>
	1	\$450,000
SUBTOTAL:	1	\$450,000

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

Schedules Requiring Majority Vote

Schedule G: Miscellaneous Service Contracts	<u># of Actions</u>	<u>\$ Amount</u>
	1	\$133,171
Schedule H: Modifications to Personal/Miscellaneous Service Contracts	1	\$25,614
SUBTOTAL:	2	\$158,785

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

MNR proposes to award Competitive procurements in the following categories:

<u>Schedules Requiring Two-Thirds Vote (or more, where noted)</u>		<u># of Actions</u>	<u>\$ Amount</u>
Schedule B:	Competitive Requests for Proposals	1	TBD
<u>Schedules Requiring Majority Vote</u>			
Schedule G:	Miscellaneous Service Contracts	1	\$190,845
Schedule I:	Modifications to Purchase and Public Work Contracts	1	\$330,142
Schedule J:	Modifications to Miscellaneous Procurement Contracts	1	\$533,802
SUBTOTAL:		4	\$1,054,789

LIRR proposes to award Competitive Procurements in the following categories:

<u>Schedules Requiring Two-Thirds Vote</u>		<u># of Actions</u>	<u>\$ Amount</u>
Schedule C:	Competitive Request for Proposals	1	\$9,950,394
SUBTOTAL:		1	\$9,950,394

<u>Schedules Requiring Majority Vote</u>		<u># of Actions</u>	<u>\$ Amount</u>
Schedule G:	Miscellaneous Service Contracts	2	\$1,848,184
SUBTOTAL:		2	\$1,848,184

MTACC proposes to award Competitive Procurements in the following categories:

<u>Schedules Requiring Majority Vote</u>		<u># of Actions</u>	<u>\$ Amount</u>
Schedule B:	Competitive Request for Proposal	1	TBD
Schedule I:	Modifications to Purchase & Public Work Contracts	3	\$3,439,953
SUBTOTAL:		4	\$3,439,953

MNR proposes to award Ratifications in the following categories:		<u># of Actions</u>	<u>\$ Amount</u>
Schedule K:	Ratification of Completed Procurement Actions	1	\$75,000
SUBTOTAL:		1	\$75,000

LIRR proposes to award Ratifications in the following categories: NONE

MTACC proposes to award Ratifications in the following categories: NONE

TOTAL:		16	\$17,577,105
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The contractors noted above and on the following Staff Summary Sheets have been found in all respects responsive and responsible, and are in compliance with State laws and regulations concerning procurements.

BUDGET IMPACT:

The purchases/contracts will result in obligating Long Island Rail Road, Metro-North Railroad and MTA Capital Construction operating and capital funds in the amount listed. Funds are available in the current operating/capital budgets for this purpose.

RECOMMENDATION:

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

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.

SEPTEMBER 2011

METRO-NORTH RAILROAD

LIST OF NON-COMPETITIVE PROCUREMENTS FOR BOARD APPROVAL

Schedules Requiring Two-Thirds Vote:

A. Non-Competitive Purchases and Public Work Contracts

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

1. **Mitsui & Co. (USA) Inc.** **\$600,000 (not-to-exceed)** **Staff Summary Attached**
Two-Year Purchase Authorization - M-4 Railcar Replacement Parts

Non-competitive, 2-year miscellaneous procurement for various OEM replacement parts for Metro-North's M-4 Commuter Railcar fleet. Mitsui & Co. (USA) Inc. is the OEM and the sole source of specific MNR's required material. The Purchase Authorization with Mitsui will eliminate the need and expense of individually advertising prospective procurements as well as reducing administrative costs, material delivery, and procurement lead times which are critical as most of the material supplied by Mitsui has long production lead times.

The duration of the agreement and the not-to-exceed amount has been designed to coincide with the anticipated retirement of the M-4 fleet. These replacement parts and/or components will be purchased on an as-needed basis and negotiated on an individual parts basis prior to their purchase. Recent comparative price analysis in 2011 has shown an average price increase of less than 3% per year from the last MTA Board approved authorization in 2008. Advertisements placed in the last 12 months and outreach to prospective alternate suppliers has not identified any additional interest from other sources. This procurement is to be funded by the Operating Budget.

Schedules Requiring Majority Vote:

E. Miscellaneous Procurement Contracts

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

2. **Railware, Inc.** **\$450,000 (not-to-exceed)** **Staff Summary Attached**
Centralized Traffic Control Software Maintenance

Non-competitive, negotiated, 3-year, miscellaneous procurement contract with the firm, Railware, Inc., for the maintenance and support of Metro-North's Centralized Traffic Control (CTC) System. Railware, Inc. is the original software vendor who designed, developed, integrated, installed and validated MNR's CTC system in 2003 as part of the GCT Operations Control Center (OCC) and an expanded Emergency Control Center (ECC). MNR's CTC system is comprised of extremely complex software subsystems, which are critical for the safe and reliable control and monitoring of the signal system throughout MNR's operating territory. These software systems are the sole "engine" upon which critical operations rely on a daily basis and is the source for the public information offered by the very successful "Train Time" application that provides customers with instant information on MNR train service.

Railware, Inc. is the only source for modifications to be made to its proprietary CTC systems and applications which are unique to MNR. The maintenance contract covers all Software Components and includes unlimited 24/7 Phone Support, 1-hr. technical response time, diagnosis of problems when requested by MNR, warranty to correct problems/bugs in the software components, and software engineering services for specified enhancements.

Negotiations resulted in a 4% reduction in overall maintenance cost from the previous agreement, five on-site visits at no extra cost, and additional hours of on-site software engineering services. The total not-to-exceed cost of this 3-year maintenance agreement is \$450K, and funding is to be provided by MNR's Operating Budget.

Schedule A: Non-Competitive Purchases and Public Work Contracts



Item Number: A

Vendor Name (& Location) Mitsui & Co. (USA) Inc., New York, NY
Description : Purchase Agreement for M-4 OEM Replacement Parts
Contract Term (including Options, if any) 2 Years
Option(s) included in Total Amount? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
Procurement Type <input type="checkbox"/> Competitive <input checked="" type="checkbox"/> Non-competitive
Solicitation Type <input type="checkbox"/> RFP <input type="checkbox"/> Bid <input checked="" type="checkbox"/> Other: Sole Source/OEM

Contract Number TBD	Renewal? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
Total Amount:	\$600,000 (not-to-exceed)
Funding Source <input checked="" type="checkbox"/> Operating <input type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other:	
Requesting Dept/Div & Dept/Div Head Name: Procurement & Material Management, Anthony J. Bombace, Jr.	
Contract Manager: O. Messado	

Discussion:

Non-competitive, 2-year miscellaneous procurement for various OEM replacement parts for Metro-North's M-4 Commuter Railcar fleet. Mitsui & Co. (USA) Inc. is the OEM and the sole source of specific MNR's required material. The Purchase Authorization with Mitsui will eliminate the need and expense of individually advertising prospective procurements as well as reducing administrative costs, material delivery, and procurement lead times which are critical as most of the material supplied by Mitsui has long production lead times.

The duration of the agreement and the not-to-exceed amount has been designed to coincide with the anticipated retirement of the M-4 fleet. These replacement parts and/or components will be purchased on an as-needed basis and negotiated on an individual parts basis prior to their purchase. Recent comparative price analysis in 2011 has shown an average price increase of less than 3% per year from the last MTA Board approved authorization in 2008. Advertisements placed in the last 12 months and outreach to prospective alternate suppliers has not identified any additional interest from other sources. This procurement is to be funded by the Operating Budget.

Schedule E: Miscellaneous Procurement Contracts



Item Number: E

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

Contract Number 5180	AWO/Modification #
Renewal?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
Total Amount:	\$ 450,000
Funding Source <input checked="" type="checkbox"/> Operating <input type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other:	
Requesting Dept/Div & Dept/Div Head Name: Procurement & Material Management, Anthony J. Bombace, Jr.	

Discussion:

Non-competitive, negotiated, 3-year, miscellaneous procurement contract with the firm, Railware, Inc., for the maintenance and support of Metro-North's Centralized Traffic Control (CTC) System. Railware, Inc. is the original software vendor who designed, developed, integrated, installed and validated MNR's CTC system in 2003 as part of the GCT Operations Control Center (OCC) and an expanded Emergency Control Center (ECC). MNR's CTC system is comprised of extremely complex software subsystems, which are critical for the safe and reliable control and monitoring of the signal system throughout MNR's operating territory. These software systems are the sole "engine" upon which critical operations rely on a daily basis and is the source for the public information offered by the very successful "Train Time" application that provides customers with instant information on MNR train service.

Railware, Inc. is the only source for modifications to be made to its proprietary CTC systems and applications which are unique to MNR. The maintenance contract covers all Software Components and includes unlimited 24/7 Phone Support, 1-hr. technical response time, diagnosis of problems when requested by MNR, warranty to correct problems/bugs in the software components, and software engineering services for specified enhancements.

Negotiations resulted in a 4% reduction in overall maintenance cost from the previous agreement, five onsite visits at no extra cost, and additional hours of onsite software engineering services. The total not-to-exceed cost of this 3-year maintenance agreement is \$450K, and funding is to be provided by MNR's Operating Budget.

SEPTEMBER 2011

MTA LONG ISLAND RAIL ROAD

LIST OF NON-COMPETITIVE PROCUREMENTS FOR BOARD APPROVAL

Procurements Requiring Majority Vote

Schedule G: Miscellaneous Service Contracts

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

- | | | | |
|-----------|---|--|--------------------------------------|
| 1. | Basin Haulage, Inc.
Sole Source
Contract No. TBD | \$133,171
Not-to-Exceed | <i><u>Staff Summary Attached</u></i> |
|-----------|---|--|--------------------------------------|

LIRR requests MTA Board approval to award a thirty-eight month, sole source miscellaneous service contract in the amount of \$133,171 to Basin Haulage, Inc. for rubbish removal services to be provided at LIRR's Bethpage facility. This is a renewal contract and is in accordance with the existing facility lease agreement with the building owner.

Procurements Requiring Majority Vote

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

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

- | | | | |
|-----------|--|---|--------------------------------------|
| 2. | DVI Communications/
Federal Engineering, Inc.
Contract No. 6051 | \$25,614
Not-to-Exceed | <i><u>Staff Summary Attached</u></i> |
|-----------|--|---|--------------------------------------|

LIRR requests MTA Board approval to issue a change order in the amount of \$25,614 to its contract with DVI Communications/Federal Engineering, Inc. (Joint-Venture) to include additional required scope to complete its work. The MTA and New York State Police (NYSP) have entered into a Letter of Intent to share radio resources (radio frequency (RF) spectrum, system infrastructure, and radio equipment) between the agencies. As of result of this joint agreement, changes to DVI/FE's original scope of work is required in order to include NYSP and its radio assets as an application partner on the MTAPD application documentation. The scope will now include altering all signal propagation maps to include NYSP sites and radio infrastructure; updating the current application to include NYSP; and completing all addition computer data entry for the MTAPD and NYSP.

Staff Summary



Item Number: 2

Vendor Name (& Location) DVI Communications/Federal Engineering, Inc. (Joint-Venture)	
Description Radio frequency application services and acquisition support	
Contract Term (including Options, if any) 90 ccd from date of award; time extension to be granted	
Option(s) included in Total Amount? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
Procurement Type	<input type="checkbox"/> Competitive <input checked="" type="checkbox"/> Non-Competitive
Solicitation Type	<input type="checkbox"/> RFP <input type="checkbox"/> Bid <input checked="" type="checkbox"/> Other: Ride to NYCT Contract
Funding Source <input type="checkbox"/> Operating <input checked="" type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other:	
Requesting Dept/Div & Dept/Div Head Name: LIRR Special Projects/East Side Access on behalf of MTA Police Department/John Coulter, VP	

Contact Number 6051	AWO/Modification # 1
Original Amount:	\$68,939 NTE
Prior Modifications:	\$0.00
Prior Budgetary Increases:	\$0.00
Current Amount:	\$68,939 NTE
This Request:	\$25,614 NTE
% of This Request to Current Amount:	37%
% of Modifications (including This Request) to Original Amount:	37%

Discussion:

On December 16, 2009 the LIRR, as project manager for the MTA Police Department’s (MTAPD) upgrade of its radio system to public safety grade, received MTA Board approval to ride the NYCT Contract (CM-1325) with DVI/FE. The scope of work under this authorization included the preparation and submission of frequency applications for Region 19 (Connecticut) and frequency acquisition support, which included the formal presentation and representation of the MTAPD applications to the government licensing entity, the FCC Regional Planning Committee, for both Region 8 (New York/New Jersey) and Region 19 (Connecticut). The scope of work also included elements such as preparing signal propagation mapping, updating the existing applications to ensure compliance with the current guidelines and preparing and presenting a formal application to the Regional Planning Committee.

In July, LIRR and MTAPD updated the Board regarding the selected alternative for constructing the police radio system, which alternative involves leveraging existing public safety assets in the region. This alternative, which minimizes installation and maintenance cost and is relatively simple to implement, is considerably more cost-effective than building an entirely new system.

Consistent with this strategy of leveraging existing resources, the MTA and New York State Police (NYSP) have entered into a Letter of Intent to share radio resources (radio frequency (RF) spectrum, system infrastructure, and radio equipment) between the agencies. As of result of this joint agreement, changes to DVI/FE’s original scope of work is required in order to include NYSP and its radio assets as an application partner on the MTAPD application documentation. This includes: altering all signal propagation maps to include NYSP sites and radio infrastructure; updating the current application to include NYSP; and completing all addition computer data entry for the MTAPD and NYSP.

DVI/FE produced a detailed explanation justifying the number of hours proposed for this extra work, and LIRR has accepted these hours as fair and reasonable for this effort. Further, the work will be issued on a “not to exceed” basis, only allowing for billing of actual hours worked. DVI/FE staff titles and rates are the same as those included in the base contract, leading to a total negotiated not-to-exceed price of \$25,614.00 for the additional work required to include the NYSP radio system in MTAPD’s application.

Funds are included in Capital Project PN-N5100109.

SEPTEMBER 2011

METRO-NORTH RAILROAD

LIST OF COMPETITIVE PROCUREMENTS FOR BOARD APPROVAL

Schedules Requiring Two-Thirds Vote:

B. Competitive Requests for Proposals (Solicitation of Purchase and Public Work Contracts)

(Staff Summaries only required for items estimated to be greater than \$1 million)

1. Pilot Program- Request to use the RFP Process- Engineering and Construction Svces. for the Repair of Concrete Grout Pads on the Park Avenue Viaduct *Staff Summary Attached*

MNR requests permission to use the RFP process to evaluate during a pilot program prospective design/build contractors that will analyze, evaluate, recommend and implement methods of securing direct fixation track fasteners to the concrete slab on the Park Avenue Viaduct. Presently, a number of the concrete grout pads which support the fasteners installed during the Park Ave. Viaduct Rehabilitation of the mid-1990's are experiencing some delamination and cracking of the grout at the edges of the fastener pads. A pilot program will be established that will: identify the cause(s), propose and test possible solutions, analyze the results, and make recommendation(s) that will allow MNR to determine the most appropriate and cost effective solution with minimal disruption to train operations. The period of performance of the pilot program is 18 months, and funding for the project is included in MNR's Capital Budget.

Schedules 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. Air Compressor Engineering, Inc. \$190,845 (not-to-exceed)
Preventative Maintenance, Repair and Emergency Services for Metro-North Air Compressors**

Competitively solicited, negotiated (1 bid received), miscellaneous service contract for up to a 6-yr. period (3-yr. base + 3 one-year options) for the preventative maintenance and repair of five Ingersoll-Rand Rotary Screw Air Compressors and Dryer units located at Croton Harmon in New York and Stamford and New Haven in Connecticut. The MNR air compressors are stationary and cannot be moved; therefore maintenance must be performed on-site at the locations.

Air Compressor Engineering, Inc was the sole responsive and responsible bidder for the services. The scope of the services for maintenance and repair includes providing all parts, supervision, labor, equipment, tools, materials, transportation and replacement and/or removal of obsolete equipment. The previous 3-yr. contract had an average 2% increase per year; the negotiated pricing for the new contract is fixed for the initial 3-year base period. The total cost is not-to-exceed \$190,845. This procurement is to be funded by the MNR Operating Budget.

I. Modifications to Purchase and Public Work Contracts

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

**3. Ducci Electrical Contractors, Inc. \$330,142 (not-to-exceed) Staff Summary Attached
Danbury Signalization Project-Relocation of Transformer**

Approval is requested to issue a contract change order to the firm, Ducci Electrical Contractors, Inc., (Ducci), in the not-to-exceed amount of \$330,142 for additional work associated with the relocation of a transformer from the Jennings Place, Grade Crossing in Norwalk, CT.

During construction, unforeseen field conditions necessitated the location change for the installation of a new transformer from its original designation (Jennings Place Grade Crossing in Norwalk) to a second site where the proper power feed is available. There are no alternatives to the contract change at this time, as the transformer must be relocated by the contractor to complete the overall Project in a timely matter.

Ducci provided a cost proposal that MNR has negotiated down by approximately 21% to \$330,142. The proposed labor categories, labor rates, material and equipment costs will be verified prior to issuance of the final contract change. This project is 100% funded by CDOT using Federal funds.

J. Modification to Miscellaneous Procurement Contracts

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

**4. RPM Technology Inc. \$533,802 (not-to-exceed) Staff Summary Attached
Purchase of Cold Air Snow Blower & Retrofit services**

In June 2011, MNR awarded a competitively solicited miscellaneous procurement contract to RPM Technologies, Inc. (RPM) for the purchase of 2 high-velocity cold air snow blowers used for blowing and displacing snow from around switches, third rail, yard tracks and passenger platforms. RPM is a North American leader in the design, manufacture, maintenance and distribution of industrial snow blowers for maintenance of roads, railways, subways and airport runways. The snow blowers are hi-rail capable and are used by railroads to blast away the toughest snow and ice with its high-powered, hydraulically-controlled air nozzle. They were purchased to complement MNR's current pool of 3 older snow blowers.

At this time, MNR is requesting approval for 1 additional AFI snow blower, as well as the necessary retrofit services for 1 of MNR's older snow blowers. The additional new snow blower will provide better flexibility for dispatching equipment from the yard locations and reduce track switch problems. Retrofitting services of an existing older snow blower will include: modification to incorporate the capability of reaching and then clearing roof-mounted pantograph equipment on MNR's New Haven Line railcars and the ability to control air velocity of the blower for safe and direct application.

In anticipation of 2011/12 winter weather conditions, it's in MNR's best interest to purchase this additional snow blower and retrofit services through the existing contract with RPM. RPM confirmed the same pricing and terms which provided an 8% discount from RPM's 2011-2012 list price, and an additional 1% discount from RPM's standard price for retrofitting services. A new competitive

solicitation would not result in more favorable commercial terms due to market price increases in 2011 for major components such as the engine, truck chassis, clutch and other equipment parts. Equipment delivery is anticipated by year end, prior to the winter season. Retrofitting services will begin in October 2011. The total cost is \$533,802 (\$445,302 for equipment and \$88,500 for retrofitting). Funding is to be provided by MNR's Operating Budget.

Staff Summary

Item Number B					
Dept & Dept Head Name: Procurement & Material Management, Anthony J. Bombace, Jr.					
Division & Division Head Name: Sen. VP – Administration, Raymond Burney					
Board Reviews					
Order	To	Date	Approval	Info	Other
1	M-N Comm.Mtg.	9-26-11	X		
2	MTA Board Mtg.	9-28-11	X		
Internal Approvals					
Order	Approval	Order	Approval		
X	President	[Signature]	Sr. V.P. Operations		
[Signature]	Sr. V.P. Admin.	[Signature]	V.P. Planning		
X	V.P. Finance & IT	X	General Counsel		
X	Capital Programs				

SUMMARY INFORMATION	
Vendor Name N/A	Contract Number
Description Request to Use Design/Building Process Direct Fixation Repairs	
Total Amount TBD	
Contract Term (including Options, if any) 18 months	
Option(s) included in Total Amount? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
Renewal? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
Procurement Type <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive	
Solicitation Type <input checked="" type="checkbox"/> RFP <input type="checkbox"/> Bid <input type="checkbox"/> Other:	
Funding Source <input type="checkbox"/> Operating <input checked="" type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other:	

Narrative

I. **PURPOSE/RECOMMENDATION:** Request permission to use the RFP process to evaluate during a pilot program prospective design/build contractors that will analyze, evaluate, recommend and implement methods of securing direct fixation track fasteners to the concrete slab on the Park Avenue Viaduct.

II. **DISCUSSION:** Presently, a number of the concrete grout pads which support the fasteners installed during the Park Ave. Viaduct Rehabilitation of the mid-1990's are experiencing some delamination and cracking of the grout at the edges of the fastener pads.

A pilot program will be established that will: identify the cause(s), propose and test possible solutions, analyze the results, and make recommendation(s) that will allow MNR to determine the most appropriate and cost effective solution with minimal disruption to train operations. The prospective contractor will: identify the cause(s), propose and test possible solutions, analyze the results, and make recommendation(s). The prospective design-builders will install their proposed remedies at a number of fastener locations, where their performance will then be observed by Metro-North and a determination made as to the appropriate and cost effective solution that can be readily implemented with minimal disruption to train operations over the Viaduct. The period of performance of the pilot program is 18 months.

III. **IMPACT ON FUNDING:** The funding for this pilot program is included in MNR's Capital Budget.

IV. **ALTERNATIVES:** None; MNR does not have the staff with the necessary expertise and the capability to analyze and provide manufactured products for this pilot program.

Schedule I: Modifications to Purchase and Public Works Contracts

Item Number: I

Vendor Name (& Location) Ducci Electrical Contractors, Inc.	Contract Number 68875	AWO/Modification # 016
Description Danbury Signalization Project	Original Amount: \$17,878,000	
Contract Term (including Options, if any) 18 Months	Prior Modifications: \$3,165,721	
Option(s) included in Total Amount? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	Prior Budgetary Increases: \$0.00	
Procurement Type <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive	Current Amount: \$21,043,721	
Solicitation Type <input type="checkbox"/> RFP <input checked="" type="checkbox"/> Bid <input type="checkbox"/> Other:	This Request: \$330,142 (not-to-exceed)	
Funding Source <input type="checkbox"/> Operating <input type="checkbox"/> Capital <input type="checkbox"/> Federal <input checked="" type="checkbox"/> Other: CDOT	% of This Request to Current Amount: 1.6%	
Requesting Dept/Div & Dept/Div Head Name: Procurement & Material Management, Anthony Lombace, Jr.	% of Modifications (including This Request) to Original Amount: 16.6%	

Discussion:

Approval is requested to issue a contract change order to the firm, Ducci Electrical Contractors, Inc., (Ducci), in the not-to-exceed amount of \$330,142 for additional work associated with the relocation of a transformer from the Jennings Place, Grade Crossing in Norwalk, CT.

During construction, unforeseen field conditions necessitated the location change for the installation of a new transformer from its original designation (Jennings Place Grade Crossing in Norwalk) to a second site where the proper power feed is available. There are no alternatives to the contract change at this time, as the transformer must be relocated by the contractor to complete the overall Project in a timely matter.

Ducci provided a cost proposal that MNR has negotiated down by approximately 21% to \$330,142. The proposed labor categories, labor rates, material and equipment costs will be verified prior to issuance of the final contract change. This project is 100% funded by CDOT using Federal funds.

Schedule J: Modifications to Miscellaneous Procurement Contracts



Item Number: J

Vendor Name (& Location) RPM Technology, Inc.	Contract Number 4737	AWO/Modification # 1
Description Purchase of AFI Snow Blowers	Original Amount:	\$ 890,604
Contract Term (including Options, if any) Immediate	Prior Modifications:	\$ 0.00
Option(s) included in Total Amount? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	Prior Budgetary Increases:	\$ 0.00
Procurement Type <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive	Current Amount:	\$ 890,604
Solicitation Type <input type="checkbox"/> RFP <input checked="" type="checkbox"/> Bid <input type="checkbox"/> Other:	This Request:	\$ 533,802
Funding Source <input checked="" type="checkbox"/> Operating <input type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other:	% of This Request to Current Amount:	59.9 %
Requesting Dept/Div & Dept/Div Head Name: Procurement & Material Management, Anthony J. Bombardieri, Jr.	% of Modifications (including This Request) to Original Amount:	59.9 %

Discussion:

In June 2011, MNR awarded a competitively solicited miscellaneous procurement contract to RPM Technologies, Inc. (RPM) for the purchase of 2 high-velocity cold air snow blowers used for blowing and displacing snow from around switches, third rail, yard tracks and passenger platforms. RPM is a North American leader in the design, manufacture, maintenance and distribution of industrial snow blowers for maintenance of roads, railways, subways and airport runways. The snow blowers are hi-rail capable and are used by railroads to blast away the toughest snow and ice with its high-powered, hydraulically-controlled air nozzle. They were purchased to complement MNR's current pool of 3 older snow blowers.

At this time, MNR is requesting approval for 1 additional AFI snow blower, as well as the necessary retrofit services for 1 of MNR's older snow blowers. The additional new snow blower will provide better flexibility for dispatching equipment from the yard locations and reduce track switch problems. Retrofitting services of an existing older snow blower will include: modification to incorporate the capability of reaching and then clearing roof-mounted pantograph equipment on MNR's New Haven Line railcars and the ability to control air velocity of the blower for safe and direct application.

In anticipation of 2011/12 winter weather conditions, it's in MNR's best interest to purchase this additional snow blower and retrofit services through the existing contract with RPM. RPM confirmed the same pricing and terms which provided an 8% discount from RPM's 2011-2012 list price, and an additional 1% discount from RPM's standard price for retrofitting services. A new competitive solicitation would not result in more favorable commercial terms due to market price increases in 2011 for major components such as the engine, truck chassis, clutch and other equipment parts. Equipment delivery is anticipated by year end, prior to the winter season. Retrofitting services will begin in October 2011. The total cost is \$533,802 (\$445,302 for equipment and \$88,500 for retrofitting). Funding is to be provided by MNR's Operating Budget.

SEPTEMBER 2011

MTA LONG ISLAND RAIL ROAD

LIST OF COMPETITIVE PROCUREMENTS FOR BOARD APPROVAL

Procurements Requiring Two-Thirds Vote

Schedule C: Competitive Request for Proposals (Award of Purchase and Public Work Contracts)
 (Staff Summaries only required for items requiring Board approval)

3. **Conti of New York, LLC** **\$9,950,394** *Staff Summary Attached*
Competitive RFP
Contract No. 6067
 LIRR requests MTA Board approval to award a contract to Conti of New York, LLC ("Conti"), in the lump sum amount of \$9,950,394, to perform construction services to rehabilitate three Montauk Bridges: North Highway Bridge, Montauk Highway Bridge and Shinnecock Canal Bridge, located on the Montauk Branch within 1.9 miles of each other, in Hampton Bays, New York.

Procurements Requiring Majority Vote

Schedule G: Miscellaneous Service Contracts

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

4. **Richmond Elevator Co., Inc.** **\$1,494,228** *Staff Summary Attached*
Ride NYCT Contract No. 08C9850C Not-to-Exceed
Contract No. 040000218
 LIRR requests MTA Board approval to ride New York City Transit (NYCT) Contract No. 08C9850C with Richmond Elevator Co., Inc., for scheduled and unscheduled maintenance and repair of elevators, for a period of two years, from October 1, 2011 through September 30, 2013, in an amount not to exceed \$1,494,228. In accordance with MTA Joint-Agency Initiatives, the LIRR is seeking to ride this contract for the remaining two year period to be co-terminous with NYCT and to facilitate a joint agency follow-on contract.

5. **Fire Extinguisher Maintenance** **\$353,956**
Three-Year Contracts **Not-to-Exceed**
With 2-Year Options (5-years)
Contract Nos: TBD
- | | |
|-------------------------------|----------------------------------|
| <u>Total Fire Protection:</u> | <u>Campbell Fire Protection:</u> |
| LIRR - \$122,038 | MTAHQ - \$ 14,677 |
| MNR - \$200,957 | |
| MTAPD - \$ 4,284 | |
| <u>LIB (Ride) - \$ 12,000</u> | |
| Total = \$339,279 | |

In conjunction with All Agency Joint Procurement Initiatives, LIRR, on behalf of itself, MNR, MTAHQ, MTAPD, and LIB, requests MTA Board approval to award five competitively bid Miscellaneous Service contracts in the aggregate amount of \$353,956, to Total Fire Protection, Inc., and Campbell Fire Protection, for as-needed inspection and test, maintenance and repair, fill and recharge of fire extinguishers. The term of these contracts, with the exception of LIB, will be three years, with one 2-year option. NYCT elected not to participate in this solicitation since their specification, which requires fire extinguisher inspections and replacements on board buses, was not compatible with the other agencies. Given the termination of the lease and operating agreement with Nassau County for Long Island Bus, LIB will ride LIRR's contract only through December 31, 2011. Board approval of that ride is hereby requested as part of this action. Fixed prices are based on independent agency price schedules for estimated quantities of services provided at various locations throughout the agencies' operating regions. Prices have been determined to be fair and reasonable. Funding is included in each agency's operating budget.

Schedule C: Competitive Request for Proposals (Award)
Staff Summary



Item Number 3					
Dept & Dept Head Name: Procurement & Logistics; Dennis Mahon <i>[Signature]</i> 9/7/11					
Division & Division Head Name: Kevin Tomlinson, Chief Program Officer <i>[Signature]</i> 9/7/11					
Board Reviews					
Order	To	Date	Approval	Info	Other
1	LI Committee	9.26.11			
2	MTA Board	9.28.11			
Internal Approvals					
Order	Approval	Order	Approval		
6	President <i>[Signature]</i>	3	SVP of Administration <i>[Signature]</i>		
5	Exec. Vice President <i>[Signature]</i>	2	VP, Chief Financial Officer <i>[Signature]</i>		
4	SVP Operations <i>[Signature]</i>	1	VP, Gen'l Counsel & Secretary <i>[Signature]</i>		

SUMMARY INFORMATION	
Vendor Name Conti of New York, LLC. (Conti)	Contract Number 6067
Description Rehabilitation of Three (3) Montauk Bridges: North Highway, Montauk Highway and Shinnecock Canal Total Amount \$7,751,392 (Base) + \$2,199,002 (Options)	
Contract Term (including Options, if any) 640 days from NOA	
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 <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive	
Solicitation Type <input checked="" type="checkbox"/> RFP <input type="checkbox"/> Bid <input type="checkbox"/> Other: Sole Source	
Funding Source <input type="checkbox"/> Operating <input checked="" type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other:	

I. PURPOSE/RECOMMENDATION:

LIRR requests MTA Board approval to award a Contract to Conti of New York, LLC ("Conti"), for the lump sum amount of \$9,950,394, to perform construction services to rehabilitate three Montauk Bridges: North Highway Bridge, Montauk Highway Bridge and Shinnecock Canal Bridge, located on the Montauk Branch within 1.9 miles of each other, in Hampton Bays, New York.

II. DISCUSSION:

The bridge rehabilitation project is part of the Railroad's 2010 to 2014 Capital Program which includes initiatives to bring line structures to a state of good repair. These three bridges have fallen into localized states of disrepair and have the potential to impact both safety and on-time performance if not addressed. Under this procurement, Conti will perform rehabilitative work during both normal work hours (Monday to Friday), and during 72 hour weekday track outages (Tuesday through Thursday) provided by the LIRR. Work will be performed on all three bridges simultaneously to minimize disruption to railroad operations.

The base scope of work for North Highway and Shinnecock Canal Bridges includes installation of ground anchors, performing concrete crack and spall repairs, installation of new concrete approach slabs, replacing pier caps, repairing concrete decks, jacking of bridges to repair bridge seats and replace bearings, repair of steel superstructure elements including beams and bracing, and raising North Highway Bridge to improve vertical clearance over the roadway. The scope also includes an option for additional similar rehabilitation bridgework at the Montauk Highway Bridge.

The MTA Board approved the use of the RFP method for this procurement in November 2010. As the first step of the RFP process, proposers were invited to submit expressions of interest and qualifications in response to a public advertisement. Of the thirteen (13) contractors who responded, eight (8) were deemed qualified and invited to submit proposals. A site tour and pre-proposers' conference was held on March 11, 2011 and attended by seven contractors. Seven (7) addenda were subsequently issued. On April 26, 2011, four firms submitted proposals: 1) Posillico Civil Inc., 2) John P. Picone, Inc., 3) Conti and 4) Kiewit Infrastructure Co.



Staff Summary

On May 3, 2011, a Technical Evaluation Committee (TEC) evaluated the proposals based on the following technical criteria: (a) Technical Approach to implementing the project; (b) Planning and Scheduling Process and Activities; and (c) Experience of Firms and Technical Staff. Oral presentations were conducted on May 10, 2011, and a re-evaluation by the TEC followed. When cost subsequently was factored in as an evaluation criterion, all four firms were still deemed to be in the competitive range; however Conti had the best overall score. As all proposals were within LIRR's budget, inclusive of the option work, LIRR determined to add one more option for sand blast cleaning and painting of the entire Shinnecock Canal Bridge, prior to requesting Best and Final Offers from all four firms. The following BAFOs were received: Conti \$10,114,505, Picone \$10,998,000 Posillico \$14,026,596, and Kiewit \$16,830,000.

The TEC determined Conti to be technically superior, citing the following significant advantages of Conti's proposal over the other three:

- A schedule to reduce the impact on LIRR Force Account services.
- Achievement of Final Completion in 640 days vs. 762 days proposed by the other firms.
- Proven construction methodology.
- Reduced impacts to the community surrounding the project site due to shortened project duration.

As a result of further negotiations, Conti agreed to a final, reduced price of \$7,751,392.00 for the base contract work and \$2,199,002.00 for the two options. This represents a negotiated savings of \$164,111 from Conti's initial proposal. Subsequent analysis based on these negotiated figures indicates that Conti's proposed aggressive schedule requires less LIRR project support resources and produces additional LIRR Project Level savings of \$304,000. Further, Conti's final cost proposal is less than LIRR's estimate. For these reasons, Conti's final proposed price is determined to be fair and reasonable.

Based upon the evaluation process outlined above, it is the LIRR'S recommendation that Conti of New York, LLC, be awarded this construction services contract for an amount of \$7,751,392.00 for the base work and \$2,199,002.00 for the additional two options for a total contract value of \$9,950,934.00.

III. D/M/WBE INFORMATION:

This contract has a 20% DBE goal. Conti has met the DBE goal.

IV. IMPACT ON FUNDING:

This contract is funded by the LIRR 2010-2014 Capital Program.

V. ALTERNATIVES:

LIRR in-house forces are not available to perform the bridge rehabilitative structural work. Hence, the only alternative is to retain a third party contractor to undertake the work. However, LIRR forces will restore bridge deck waterproofing on all three bridges.

VI. FUTURE TASKS:

None

Staff Summary



Item Number: 4

Vendor Name (& Location) Richmond Elevator Co., Inc. (Staten Island, NY)
Description Elevator Maintenance & Repair Services
Contract Term (including Options, if any) October 1, 2011 – September 30, 2013
Option(s) included in Total Amount? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
Procurement Type <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-Competitive
Solicitation Type <input type="checkbox"/> RFP <input type="checkbox"/> Bid <input checked="" type="checkbox"/> Other: Ride

Contact Number 040000218	Renewal? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
Total Amount: \$1,494,228 NTE	
Funding Source <input checked="" type="checkbox"/> Operating <input type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other:	
Requesting Dept/Div & Dept./Div. Head Name: Engineering/Facilities/Sal Rendino, Assist Chief Ops Officer	
Contract Manager : Donald Riker	

Discussion:

LIRR requests MTA Board approval to ride a New York City Transit (NYCT) miscellaneous service contract, No 08C9850C, with Richmond Elevator Co., Inc. (Richmond) for Elevator Maintenance & Repair Services for a period of two (2) years from October 1, 2011 through September 30, 2013 in a not-to-exceed amount of \$1,494,228. Follow-on services will be coordinated with NYCT in a joint agency procurement.

Under this contract, Richmond will provide scheduled, preventive maintenance, and emergency, on-call repair services to the LIRR's fifty-five (55) elevators located throughout its operating territory.

In September 2010, NYCT on behalf of itself, MTA Headquarters (MTAHQ), MTA Bus, and Triborough Bridge & Tunnel Authority (TBTA), obtained MTA Board approval to award four competitively bid, miscellaneous service contracts to: i) Richmond (NYCT, MTA Bus and TBTA) and ii) Slate Industries (MTA HQ), to provide on-site, scheduled and unscheduled elevator maintenance, and repair services, for a period of three years from October 1, 2010 through September 30, 2013. Due to unique requirements, these contracts were based on agency specific scopes and price schedules.

LIRR's three-year elevator maintenance and repair contract with ThyssenKrupp Elevator expires on September 30, 2011. Upon reviewing other agency scopes of work, it was determined that the NYCT/TBTA contract was compatible with the needs of the LIRR. NYCT/TBTA rates represent an approximate 11% savings when compared to LIRR's current rates, based on estimated usage, and are therefore considered fair and reasonable. This Contract will be funded by LIRR's Operating Budget.

Item					
Dept & Dept Head Name: Law & Procurement E. Eisland <i>[Signature]</i>					
Division & Division Head Name: Procurement, D. Cannon <i>[Signature]</i>					
Board Reviews					
Order	To	Date	Approval	Info	Other
1	MNR/LIRR Committee	9/26/11	X		
2	Board	9/28/11	X		
Internal Approvals					
Order	Approval	Order	Approval		
1	Executive Vice President <i>[Signature]</i>	2	President <i>[Signature]</i>		

SUMMARY INFORMATION	
Vendor Name RFP Authorizing Resolution	Contract Number T0109
Description Design, Development, Fabrication, Testing and Delivery of Two Low Emissions Locomotives for the ESA Project	
Total Amount N/A	
Contract Term (including Options, if any) 30 Months	
Option(s) included in Total Amount? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
Renewal? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
Procurement Type <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive	
Solicitation Type <input checked="" type="checkbox"/> RFP <input type="checkbox"/> Bid <input type="checkbox"/> Other:	
Funding Source <input type="checkbox"/> Operating <input checked="" type="checkbox"/> Capital <input checked="" type="checkbox"/> Federal <input type="checkbox"/> Other:	

I. PURPOSE/RECOMMENDATION

Pursuant to Article III F of the All Agency Procurement Guidelines, MTACC requests that the Board adopt a resolution declaring that competitive bidding is impractical or inappropriate and that it is in the public interest to issue a competitive Request for Proposal ("RFP") for the design, development, fabrication, testing and delivery of two low emission locomotives.

II. BACKGROUND AND DISCUSSION

As part of the East Side Access Project, the Long Island Rail Road requires low emission locomotives that can fit within the confines of the ESA tunnel to Grand Central Terminal to rescue disabled trains once ESA service begins. The locomotives must also be capable of being used throughout the LIRR system. The LIRR has determined they will require a pair of locomotives which shall be capable of pulling 12' crush loaded MU cars up at least a 3.5 percent grade incline at a minimum speed of 15 MPH.

The scope of work for this procurement will require the design, development, fabrication, testing and delivery of two low emissions, engine-generator locomotives. The locomotives shall comply in all respects with the applicable standards and recommended practices of the Federal Railroad Administration (FRA), Association of American Railroads (AAR), American Public Transportation Association (APTA), NRPC (Amtrak) and all applicable Federal and State laws, rules and regulations and all industry recommended practices in effect at the time of the signing of the Contract. These standards and practices shall continue to apply during fabrication of the locomotive, up to the time of delivery and acceptance of the locomotive. If a conflict is discovered or arises among any of the above requirements, the most restrictive requirements shall apply unless otherwise approved by the LIRR.

Since locomotive manufacturers use different technologies and offer unique features in order to comply with operational requirements, MTACC has determined that it is in the MTA's best interest to comparatively evaluate the products being offered. By utilizing the RFP process, MTACC and the LIRR will be able to consider many factors, such as technical features of each proposal, including compliance with specifications and product reliability; quality assurance; the proposer's experience in furnishing protect/switching locomotives and delivering on-time; past performance of the proposer and the product; and overall cost. MTACC/LIRR will also be able to negotiate specific contract terms, such as warranty, payment, delivery schedule (among other relevant contract terms), negotiate technical matters as deemed appropriate and consider any other factors MTACC/LIRR deems relevant.

Article III F of the All Agency Procurement Guidelines permits the Board to adopt a resolution to declare that public bidding is impractical or inappropriate because it is in the public interest to award a contract pursuant to a process of competitive requests for proposals.

III. D/M/WBE

The DBE goals for this contract have not been determined at this time.

IV. IMPACT ON FUNDING

Funding for this Contract will be from the East Side Access Capital Program 2010 – 2014.

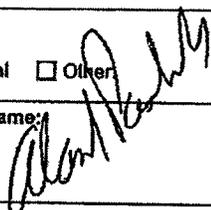
V. ALTERNATIVES

The use of a sealed bid process in which factors other than cost cannot be considered is not recommended as it does not provide a means to evaluate different technical matters or to consider or negotiate alternative proposals to achieve the overall best value to the MTA.

Schedule I: Modifications to Purchase and Public Work Contracts



Item Number 2

Vendor Name (& Location) Perini Corporation (Peekskill, New York)	Contract Number CH053	AWO/Modification # 61
Description Construct Harold Structures Part I for the ESA Project	Original Amount:	\$ 139,280,000
Contract Term (including Options, if any) 42 Months	Prior Modifications:	\$ 31,757,011
Option(s) included in Total Amount? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	Prior Budgetary Increases:	0
Procurement Type <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive	Current Amount:	\$ 171,037,011
Solicitation Type <input type="checkbox"/> RFP <input checked="" type="checkbox"/> Bid <input checked="" type="checkbox"/> Other: Modification	This Request	\$1,300,000
Funding Source <input type="checkbox"/> Operating <input checked="" type="checkbox"/> Capital <input checked="" type="checkbox"/> Federal <input type="checkbox"/> Other	% of This Request to Current Amount:	0.76%
Requesting Dept/Div & Dept/Div Head Name: East Side Access, A. Paskoff, P.E. 	% of Modifications (including This Request) to Original Amount:	23.73%

Discussion:

This contract is for the construction of various civil infrastructure elements in Harold Interlocking and to expand the existing LIRR/Amtrak right-of-way to enable mainline track diversions and facilitate the future construction of tunnels for the East Side Access ("ESA") Project. MTACC seeks Board approval for the revision to Signal Towers and Foundations for Amtrak Signal Towers 22 through 32 & LIRR Signal Towers 34 through 49.

The original specification in the contract required that Amtrak Signal Towers 22 through 32 be designed to Amtrak AED-1 Standard. During the design and staging approval process for the Amtrak signal towers, Amtrak requested that design meet the Amtrak AED-2 Standard. The AED-2 standard was put into place September 17, 2007, at which time CH053 was already out for bids. This requirement increased the size and complexity of the towers and foundations. The revised scope of work requires additional labor, equipment and coordination and provides for all labor, equipment, materials, and incidentals necessary to complete the installation of the foundations and steel erection of the modified Amtrak Signal Tower steel structures.

The LIRR Signal Towers 34 through 49 required revisions in order to support additional aerial cables. The reason for this change is that the Signal Power Towers were redesigned to accommodate 100 Hz aerial cables in lieu of 4/0 open wire. The LIRR has requested that these towers be designed to support additional aerial cables to carry 100Hz signal feed enroute from Wood-win Substation to the GCT Tunnels in order to support future power demands from system expansion. These towers were also affected because Amtrak requested the signal power cable separation of the two railroad systems.

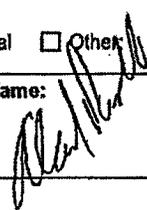
In all, modifications are required to be made to 18 Signal Towers and Foundations to address to address more stringent design requirement and additional loading due to increased cable requirements.

The Signal Towers are critical to the overall program schedule. Amtrak and LIRR have approved the revised design submittal for all Signal Towers. In order to allow the Contractor to continue this critical portion of work, MTACC proposes to modify the Contract based upon the approved design for a lump sum of \$1,300,000. This will allow the Contractor to perform work for the full set of Signal Towers without further delay. The estimated amount is based upon the successful conclusion of negotiations on five of the seven Signal Tower packages and MTACC's estimate for the remaining two packages. Perini and MTACC will perform independent estimates and negotiate the final price on the final two packages. If necessary, a Part II reconciliation Modification will be processed and if required, Board approval will be sought. The budget for this modification will come from the Project's contingency and there will be no increase in the overall Project budget. An Errors & Omissions analysis to ascertain whether any of these costs are recoverable from the General Engineering Consultant is being conducted.

Schedule I: Modifications to Purchase and Public Work Contracts



Item Number 3

Vendor Name (& Location) Yonkers Contracting Company (Yonkers, New York)	Contract Number CM004	AWO/Modification # 46
Description 44 th Street Vent Plant and 245 Park Avenue Entrance for the ESA Project	Original Amount:	\$ 40,765,000
Contract Term (including Options, If any) 737 Calendar Days	Prior Modifications:	\$ 1,023,729
Option(s) Included in Total Amount? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	Prior Budgetary Increases:	\$ 0
Procurement Type <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive	Current Amount:	\$ 41,788,729
Solicitation Type <input type="checkbox"/> RFP <input checked="" type="checkbox"/> Bid <input checked="" type="checkbox"/> Other: Modification	This Request	\$ 539,953
Funding Source <input type="checkbox"/> Operating <input checked="" type="checkbox"/> Capital <input checked="" type="checkbox"/> Federal <input type="checkbox"/> Other	% of This Request to Current Amount:	1.29%
Requesting Dept/Div & Dept/Div Head Name: East Side Access, A. Paskoff, P.E. 	% of Modifications (Including This Request) to Original Amount:	3.34%

Discussion:

This Contract is for the construction of the 44th Street Vent Plant and the 245 Park Avenue Entrance. Board approval is requested for changed contract work as a result of 44th Street Vent Plant design changes.

The 44th St. Vent plant was originally designed in accordance with the New York State Building Code (which is the Code the MTA as a State agency follows), with the expectation that a variance would be granted to allow the façade louvers to be positioned per the New York City Building Code. During the period between the completion of the design and Contract award, the City Code was revised to meet the New York State Code, thus the application for a variance was rejected. Therefore, the vent plant had to be redesigned.

The redesign requires narrower louvers, the location of the façade louvers to be at a greater distance from neighboring buildings, roof louvers were added to maintain the required louver surface area along with a snow melting system, new electrical feeds and control system with related conduit & cable, and a new drainage system to dispose of the water discharge from melted snow. The redesign also includes revisions to stone façade and glazing, floor and wall layouts, miscellaneous metals (handrails, cage ladders, etc), HVAC ducting, internal fireproofing and roof finishes.

The Contractor submitted a proposal in the amount of \$995,887 and the MTACC estimate was \$513,767. Negotiations were held and the parties agreed to a cost of \$539,953 for the work. The negotiated cost is considered fair and reasonable as it falls within an acceptable parameter (within 10%) of the estimate. Funding for this modification will come from the Contract's contingency. There is no time impact associated with this change. An errors and omissions analysis is not required.

Schedule I: Modifications to Purchase and Public Work Contracts



Item Number: 4

Vendor Name (& Location)	
Schiaivone/Kiewit, JV	
Description	
Northern Blvd. Crossing	
Contract Term (including Options, if any)	
February 3, 2010 – February 5, 2012 (732 days)	
Option(s) Included in Total <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> n/a	
Procurement <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive	
Solicitation <input type="checkbox"/> RFP <input type="checkbox"/> Bid <input checked="" type="checkbox"/> Other: Modification	
Funding Source	
<input type="checkbox"/> Operating <input checked="" type="checkbox"/> Capital <input checked="" type="checkbox"/> Federal <input type="checkbox"/> Other:	
Requesting Dept/Div & Dept/Div Head Name:	
East Side Access, A. Paskoff, P.E.	

Contract Number	AWO/Modification #
CQ039	12
Original Amount:	\$ 84,950,000
Prior Modifications:	\$ 11,318,540
Prior Budgetary Increases:	\$ 0
Current Amount:	\$ 95,968,540
This Request	\$ 1,600,000
% of This Request to Current Amount:	1.67%
% of Modifications (including This Request) to Original Amount:	15.21%

Discussion:

This scope of work under this Contract includes but is not limited to, soft-ground bored tunneling beneath Northern Boulevard, provide and maintain temporary construction services and facilities, design and installation for ground treatment, ground freezing, and underpinning systems, design for support of excavation, sequence, initial support and lining systems. Board approval is requested to modify the Contract by adding the construction of the plaza structure invert slab.

This modification is to construct the permanent Plaza Structure Invert Slab within the Early Access Chamber (EAC). At the time of award of Contract CQ039, the design for adjacent Contract CQ032, Plaza Substation and Queens Structures was not completed. Therefore the CQ039 contract called for construction of a temporary structure which would be put in place until the adjacent CQ032 Contractor installed the permanent structure. This would require the CQ032 Contractor to re-support work done under the CQ039 Contract. MTACC determined that it would be in the best interest of the project to remove the permanent structure from the CQ032 contract and transfer it to the CQ039 contract, thereby eliminating the need for the temporary structure and re-support of work.

The Contractor submitted a cost proposal of \$1,657,565 while MTACC's estimate is \$1,506,525. Negotiations were held, and the parties agreed to the amount of \$1,600,000 which is considered fair and reasonable as it falls within an acceptable parameter (within 10%) of the estimate. The agreed upon amount does not include time impact and cost related to time impact for this modification. The issue of time impact and related cost is still under review and if there are any, they will be addressed in a Part II to this modification and if required, Board approval will be sought. This transfer of scope from Contract CQ032 to this Contract will result in a savings of approximately \$1.6M to the overall Project Budget subject to analysis of time impact and related costs. The budget for this modification will be transferred from the CQ032 budget. An errors and omissions analysis is not required.



Bridges and Tunnels

Procurements September 2011

Staff Summary



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

Date: September 9, 2011
Vendor Name:
Contract Number:
Contract Manager Name:
Table of Contents Ref #:

Board Action					
Order	To	Date	Approval	Info	Other
1	President	9/9/11	<i>[Signature]</i>		
2	MTA B&T Committee	9/26/11			
3	MTA Board	9/28/11			

Internal Approvals			
Order	Approval	Order	Approval
	President		VP Operations
	Executive Vice President		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 C	Competitive Requests for Proposals (Award of Purchase and Public Work Contracts)	1	\$58.000M
Schedules Requiring Majority Vote			
Schedule F	Personal Service Contracts	1	\$550M
Schedule G	Miscellaneous Service Contracts	1	\$0.16M
Schedule H	Modifications to Personal/Miscellaneous Service Contracts	1	\$1.01M
Schedule I	Modifications to Purchase & Public Works Contracts	1	\$806M
SUBTOTAL		5	\$59.473M

MTA B&T presents the following procurement actions for Ratification:

Schedules Requiring Two-Thirds Vote		# of Actions	\$ Amount
Schedule D	Ratification of Completed Procurement Actions (Involving Schedule A-C)	2	\$9.846M
SUBTOTAL		2	\$9.846M
TOTAL		7	\$69.319M

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

BUDGET IMPACT:

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

RECOMMENDATION:

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

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.

Staff Summary

Item Number 1 (Final)					
Dept & Dept Head Name: Office of the Chief Financial Officer, Don Spero					
Division & Division Head Name: Revenue Management, Angelo Cerbone					
Board Reviews					
Order	To	Date	Approval	Info	Other
1	President	09/9/11			
2	MTA B&T Committee	09/26/11			
3	MTA Board	09/28/11			
Internal Approvals					
Order	Approval	Order	Approval		
1	Chief Financial Officer <i>DS</i>	4	Chief of Staff <i>[Signature]</i>		
2	General Counsel <i>MMT</i>	5	Executive Vice President <i>[Signature]</i>		
3	Chief Procurement Officer <i>[Signature]</i>	6	President <i>[Signature]</i>		

SUMMARY INFORMATION	
Vendor Name Kapsch TrafficCom IVHS, Inc.	Contract Number 07-IAG-2782
Description Furnish and Provide Electronic Toll Technology and Associated Subsystems for the Operation of E-ZPass System	
Total Amount \$58,000,000	
Contract Term (including Options, if any) Ten years	
Option(s) included in Total Amount? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
Renewal? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
Procurement Type <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive	
Solicitation Type <input checked="" type="checkbox"/> RFP <input type="checkbox"/> Bid <input type="checkbox"/> Other:	
Funding Source <input checked="" type="checkbox"/> Operating <input 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 and authorize B&T to award a competitively solicited purchase contract to Furnish and Provide Electronic Toll Technology and Associated Subsystems for the Operation of E-ZPass System to Kapsch TrafficCom IVHS, Inc. (Kapsch TrafficCom). In accordance with the All Agency Procurement Guidelines Article IV.D, the contract shall not be awarded within less than thirty days of the Board's approval. The contract is for a period of ten (10) years in a not-to-exceed amount of \$58,000,000. The E-ZPass tag cost is 58% lower than the current contract.

II. DISCUSSION

MTA B&T is a member of the E-ZPass Interagency Group (IAG). The IAG E-ZPass Program is the largest, most successful interoperable toll collection program in the world, consisting of 24 toll agencies in 14 states and one border crossing, servicing more than 12 million accounts and collecting over \$5 billion in electronic toll revenues. Interoperability is primarily a result of the use of common technology. In anticipation of the expiration of the current technology contract for tags and readers, the IAG began a competitive RFP process for a new 10 year (with one 3 year option) contract.

(rev. 4/07/10)

Staff Summary

In March 2008, B&T issued an RFP on behalf of all the IAG members seeking proposals from vendors to provide ETC technology and associated subsystem components and services to IAG members to continue operating E-ZPass as a regionally interoperable ETC system. The RFP was publicly advertised. Solicitation letters were sent to 110 firms. Twenty firms requested a copy of the solicitation. Four (4) firms submitted proposals: (i) Mark IV IVHS, Inc. (Mark IV IVHS) (ii) Transcore Inc. (Transcore), (iii) Kapsch TrafficCom AG, and (iv) Skymeter Corp. The proposals were evaluated on: experience and capability to perform the regional services; Intellectual Property restrictions; proposer's technology; and costs. The IAG Selection Committee found Kapsch TrafficCom AG's proposed cost to be high and Skymeter Corp's proposal to be non-responsive. After evaluation of proposals and oral presentations, the IAG Selection Committee recommended that validation testing and negotiations be conducted with Mark IV IVHS and Transcore. Following completion of negotiations, vendors were requested to submit Best and Final Offers (BAFOs). During the procurement process Mark IV IVHS was acquired by Kapsch TrafficCom, Inc. and was renamed Kapsch TrafficCom IVHS, Inc.

After evaluation of BAFOs, the IAG Selection Committee recommended Kapsch TrafficCom for award of the contract. Kapsch TrafficCom was the highest rated firm and demonstrated in its proposal and through testing a thorough knowledge of the technical requirements of the RFP. The Kapsch TrafficCom equipment operates seamlessly with the existing IAG equipment, therefore, no transition and migration is required for B&T's customers. Kapsch TrafficCom also proposed the lowest cost. Although Transcore submitted an acceptable proposal, its cost would have been significantly higher over the ten year contract period, compared to the Kapsch TrafficCom proposal.

Funding in the amount of \$58 million will be used by B&T primarily for the purchase of tags over the ten years at a cost of \$8.90 per tag, 58% less than the \$20.95 per tag cost in the current contract. Based on competition, the total amount is considered fair and reasonable. The contract contains a four year exclusivity period in which B&T must purchase tags and reader equipment from Kapsch TrafficCom. Following such four year period, B&T may purchase tags and readers from other sources or vendors. Kapsch TrafficCom is deemed to be a responsible contractor.

III. D/M/WBE INFORMATION

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

IV. IMPACT ON FUNDING

Funding in the amount of \$58,000,000 is available in the 2011-2015 Operating Budget under GL 713001.

V. ALTERNATIVES

There are no recommended alternatives. The Authority does not possess the resources required to manufacture this product and perform these services.

Schedule H: Modifications to Personal Service Contracts and Miscellaneous Service Contracts

Item Number: **4 (Final)**

Vendor Name (& Location) Environmental Planning & Management, Lake Success, NY ATC Associates, Inc., New York, NY The Louis Berger Group, New York, NY	Contract Number PSC-07-2815A PSC-07-2815B PSC-07-2815C	AWO/Modification #
Description Design, Supervision and Air Monitoring Services of Asbestos and Incidental Lead Abatement Projects on an As-Needed Basis	Original Amount: \$500,000	
Contract Term (including Options, if any) March 1, 2008 – February 29, 2012 (A) March 11, 2008 – February 29, 2012 (B) March 1, 2008 – February 29, 2012 (C)	Prior Modifications: \$175,000 Prior Budgetary Increases: N/A	
Option(s) included in Total Amount? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	Current Amount: \$675,000	
Procurement Type <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive	This Request: Aggregate NTE \$101,000	
Solicitation Type <input checked="" type="checkbox"/> RFP <input type="checkbox"/> Bid <input type="checkbox"/> Other:	% of This Request to Current Amount: 15%	
Funding Source <input checked="" type="checkbox"/> Operating <input checked="" type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other:	% of Modifications (including This Request) to Original Amount: 55%	
Requesting Dept/Div & Dept/Div Head Name: Health & Safety, Andrew Petrovich		

Discussion:

B&T is seeking Board approval under the All Agency Guidelines for Procurement of Services to increase funding under three personal service contracts for design, supervision and air monitoring services of asbestos and incidental lead abatement projects on an as-needed basis in the aggregate amount of \$101,000. Contracts PSC-07-2815A – PSC-07-2815C were awarded to the above three firms pursuant to a competitive proposal process and the Board's approval in February 2008 in an aggregate amount not to exceed \$500,000 for all three contracts. Under these contracts, B&T issues work orders to perform various asbestos abatement, air monitoring, design and supervision, and incidental lead abatement design services. Through August 2011 funding under this contract has been nearly depleted. B&T has determined that continuing to acquire these types of services by utilizing these design and supervision contracts is administratively more cost effective and time efficient than soliciting these services under separate contracts. The \$101,000 requested will provide funding required to support additional needs through February 2012 (which is the time targeted to award a new group of as-needed contracts.) The consultants will be compensated in accordance with the rates in the contracts. Consistent with the Procurement Guidelines, this amendment together with the previous amendment constitutes a substantial change to the contract since Board approval in 2008. Based on the above, the aggregate value of \$101,000 under the prospective contract amendments is considered fair and reasonable. Funding for these amendments is available in the Operating Budget under GL # 711102 (\$80,000) and in the 2005 – 2009 Capital Program (\$21,000).

Schedule I: Modifications to Purchase and Public Works Contracts
Item Number: 5 (Final)

Vendor Name (& Location) Conti of New York, LLC Edison, New Jersey	Contract Number BW-97/BW-97A	AWO/Modification #
Description Concrete Repairs at the Queens Anchorage and Rehabilitation of the Bronx and Queens Eyebar Chambers at the Bronx-Whitestone Bridge (BWB)	Original Amount:	\$4,907,094.00
Contract Term (including Options, if any) December 31, 2009 – December 30, 2012	Prior Modifications:	\$434,192.37
Option(s) included in Total Amount? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	Prior Budgetary Increases:	\$0.00
Procurement Type <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive	Current Amount:	\$5,341,286.37
Solicitation Type <input type="checkbox"/> RFP <input checked="" type="checkbox"/> Bid <input type="checkbox"/> Other:	This Request:	\$806,121.32
Funding Source <input type="checkbox"/> Operating <input checked="" type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other:	% of This Request to Current Amount:	15.1%
Requesting Dept/Div & Dept/Div Head Name: Engineering & Construction, Joe Keane, P.E.	% of Modifications (including This Request) to Original Amount:	25.3%

Discussion:

B&T is seeking the Board's approval under the All-Agency Procurement Guidelines to modify this Contract with Conti of New York, LLC (Conti) for additional concrete repairs at the Queens Anchorage in the negotiated total amount of \$806,121.32. The items are summarized as follows:

1. Quantity adjustments to seven unit price items (five items increased and two items decreased) are required, which primarily resulted from site access and equipment access limitations during the project design phase due to the uneven terrain at the Queens Anchorage. These limitations prevented the designer from performing a complete inspection during the design phase and are resulting in quantity adjustments to the Contract. The contract unit prices were applied to four (quantity increases for two items and decreases for two items) of the seven items totaling (\$116,478). For the three other items with quantity increases greater than 50% the Engineer determined, in accordance with Article 3.02, that payment at the bid price would create a substantial inequity which, in turn, resulted in a unit price decrease for two items and an increase for the third item. For these three items, the unit price was applied to the initial 50% quantity increase and the new unit price was used for the remaining quantities for an additional amount totaling \$775,096.44. Overall, the net total of these changes is \$658,618.44, which is 7.6% above the Engineer's estimates totaling \$612,123.19.

2. The Contractor was required to perform concrete crack repairs at the architectural troughs on the anchorage faces under Contract Items 3303.1 and 3303.2 – Repair of Fine Cracks and Repair of Wide Cracks, respectively. The Contract Drawings identified an area of 321 square feet to be repaired. Actual field inspection revealed that the cracks were more extensive than originally identified. The revised repair quantity is 1,558 square feet. The Engineer determined that this constitutes a differing site condition. Conti submitted a proposal in the amount of \$175,905.70. The Engineer's estimate is \$170,877.23. B&T and Conti agreed to the negotiated amount of \$147,502.88.

The total amendment amount of \$806,121.32 is 3% above the estimates totaling \$783,000.42 and is considered fair and reasonable. Funding for this amendment is available in the 2005 – 2009 Capital Program under Project BW-97.

Schedule D: Ratification of Completed Procurement Actions

 Item Number: **1** (Final)

Vendor Name (& Location) DeFoe Corp., Mount Vernon, NY	Contract Number TB-23	Renewal? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
Description Design/Build Services for the Reconstruction of the Harlem River Drive Ramp at the RFK Bridge	Total Amount: \$8,745,000	
Contract Term (including Options, if any) June 30, 2011 – February 29, 2012	Funding Source: <input type="checkbox"/> Operating <input checked="" type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other:	
Option(s) included in Total Amount? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	Requesting Dept/Div & Dept/Div Head Name: Engineering & Construction, Joe Keane, P.E.	
Procurement Type <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive	Contract Manager: Del Hamm	
Solicitation Type <input checked="" type="checkbox"/> RFP <input type="checkbox"/> Bid <input type="checkbox"/> Other:		

Discussion:

B&T is seeking the Board's ratification under the All-Agency Procurement Guidelines for actions taken by B&T to waive formal advertising and dispense with sealed competitive bidding pursuant to Public Authorities Law and award Contract TB-23, Design/Build Services for the Reconstruction of the Harlem River Drive (HRD) Ramp at the Robert F. Kennedy Bridge (RFKB) to DeFoe Corp. in the amount of \$8,745,000 over a duration of eight months. The effective date of this contract was June 30, 2011.

On March 7, 2011, the TBTA President declared an urgent need to replace the HRD Ramp of the RFKB based on engineering inspections that revealed significant deterioration of the bridge deck since last year's Biennial inspection. B&T concluded that the ramp would experience continued rapid deterioration and that ramp reconstruction, originally planned for the next capital program, should commence on an accelerated basis. The declaration also waived B&T's typical design/bid/build procurement method, authorizing the use of a design/build procurement to minimize the length of time that the HRD ramp would be closed to all traffic while undergoing reconstruction.

B&T solicited seven firms to submit qualification information. Three firms were selected to receive the RFP based on a review of those qualifications and all three firms, American Bridge Company (ABC), DeFoe Corp. (DeFoe), and Judlau Contracting Inc. (JCI) submitted proposals. The proposals were evaluated against the criteria set forth in the RFP, including cost, schedule, design approach, construction approach, qualifications, record of performance, and quality and thoroughness of proposals. The selection committee recommended that negotiations be conducted with the two top rated proposers, ABC and DeFoe. After conclusion of negotiations, the committee selected DeFoe based primarily on its lower cost proposal. DeFoe initially proposed the amount of \$9,098,040; the Engineer's estimate was \$10,290,000. Negotiations were conducted and DeFoe agreed to the price of \$8,745,000 which is 15% below the Engineer's estimate and is considered fair and reasonable. MTA DDCR established goals of 10% MBE and 10% WBE for the referenced Contract. DeFoe was deemed to be a responsible contractor. Funding for this contract is available in the 2005-09 Capital Program Project TB-23.

Schedule D: Ratification of Completed Procurement Actions
Item Number:

Vendor Name (& Location) NYC Dept. of Parks and Recreation, New York, New York	Contract Number PERMIT-11-01	Renewal? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
Description Triborough Bridge and Tunnel Authority Authorization to Mitigate Impacts of Construction Work on the Bronx-Whitestone Bridge in Francis Lewis Park, Queens, New York	Total Amount: \$1,100,500.00	
Contract Term (including Options, if any) September 22, 2011 – March 21, 2015	Funding Source <input type="checkbox"/> Operating <input checked="" type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other:	
Option(s) included in Total Amount? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	Requesting Dept/Div & Dept/Div Head Name: Engineering & Construction/Joe Keane, P.E.	
Procurement Type <input type="checkbox"/> Competitive <input checked="" type="checkbox"/> Non-competitive	Contract Manager: Brian A. Walsh	
Solicitation Type <input type="checkbox"/> RFP <input type="checkbox"/> Bid <input checked="" type="checkbox"/> Other: Public Works Permit		

Discussion:

B&T is seeking the Board's ratification under the All-Agency Procurement Guidelines for an agreement with NYC Department of Parks and Recreation (DPR) that authorizes B&T to pay a fee to DPR for restitution of trees that will be removed as further described below, under Contract BW-89C, Replacement of the Queens Approach at the Bronx-Whitestone Bridge in Francis Lewis Park (FLP), Queens, New York. The cost of the restitution is in the negotiated amount of \$1,100,500. The agreement is for a duration of three (3) years, six (6) months.

Contract BW-89C requires the complete removal and replacement of the existing superstructure and substructure of the Queens Approach of the Bronx-Whitestone Bridge. Currently, an existing playground, ball courts, comfort station and walkways occupy the site beneath the existing approach. The agreement with DPR will enable B&T to occupy the site area in order to progress the construction for the complete replacement of the Queens Approach. The Contract also includes reconstruction of the on-grade ramps; restoration of parkland under the new approach; and removal of the existing playground and construction of a new playground at another location within FLP.

A significant number of trees will need to be removed to facilitate construction work and staging. The \$1,100,500 cost of replacing the trees removed for the project is based on Section 18-807 of the New York City Administrative Code, Replacement of Trees, and DPR requirements and is considered fair and reasonable. Funding is available in the 2010 - 2014 Capital Program and is to be charged to Project BW-89C.