



Metropolitan Transportation Authority

September 2012

MTA Board Action Items



MEETING AGENDA
METROPOLITAN TRANSPORTATION AUTHORITY BOARD
September 27, 2012 9:30 a.m.

347 Madison Avenue
Fifth Floor Board Room
New York, NY

AGENDA ITEMS

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Date of next MTA Board meeting: Wednesday, October 31, 2012 at 9:30 a.m.

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

**Wednesday, July 25, 2012
9:30 a.m.**

The following members were present:

**Hon. Joseph J. Lhota, Chairman and CEO
Hon. Andrew M. Saul, Vice Chairman
Hon. Jonathan A. Ballan
Hon. Robert C. Bickford
Hon. Allen P. Cappelli
Hon. Fernando Ferrer
Hon. Ira R. Greenberg
Hon. Jeffrey A. Kay
Hon. Mark D. Lebow
Hon. Mark Page
Hon. Mitchell H. Pally
Hon. James L. Sedore, Jr.
Hon. Carl V. Wortendyke**

The following members were absent:

**Hon. John H. Banks, III
Hon. Susan Metzger
Hon. Charles G. Moerdler
Hon. David A. Paterson
Hon. Ed Watt**

Nuria Fernandez, Chief Operating Officer, Catherine Rinaldi, Chief of Staff, James B. Henly, MTA General Counsel, Stephen J. Morello, Counselor to the Chairman, Board Member Andrew Albert, Board Member James Blair, Board Member Norman Brown, Thomas Prendergast, President, NYCTA, Helena Williams, President, Long Island Railroad, Howard Permut, President, Metro-North Rail Road, James Ferrara, President, TBTA, Darryl Irick, President, MTA Bus Company, and Michael Horodniceanu, President, MTA Capital Construction, also attended the meeting.

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

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

1. **PUBLIC SPEAKERS.** There were twenty-eight (28) public speakers, all of whom addressed matters relating to the MTA. Refer to the video recording of the meeting produced by the MTA and maintained in MTA records, and to the other agencies' minutes of this date, for the content of these speakers' statements.

William Colton, NYS Assembly Member
Maurice Jenkins, Transit Workers' Union
Marty Goodman, Transit Workers' Union
Priscilla Consolo, Assistant to Assemblyman Colton
Geraldine Bruccoleri, private citizen
Shelliann Williams, private citizen
Joan Millman, NYS Assembly Member
Richard Kreppin, private citizen
Moreen Edilene, private citizen
Ali Fadil, private citizen
Jacqueline Carther, private citizen
Yating Liu, Transportation Alternatives
Matthew Shotkin, private citizen
Gene Rusisanoff, Straphangers Campaign
Ryan Lynch, Tri-State Transportation Campaign
Bernard Cylich, Representative for Co-op City Community
Senator Eric Adams, NYS Senate
William Henderson, PCAC
Howard Birnbaum, private citizen
Felicia Fields, Transit Workers' Union
Ingrid Bobb, private citizen
Joanne Choi, NYS Assemblywoman
Cynthia Alexander, private citizen
Mario Delia, private citizen
Christopher Greif, New York City Transit Riders Council
Farnisha Chavis, Transportation Alternatives
Jennifer Thorpe-Moscon, Southern Brooklyn Democrats
Jake Carlson, WEACT

2. **CHAIRMAN'S REMARKS.**

Chairman Lhota recognized the heroic actions of Steve St. Bernard, NYCTA Bus Operator, John Barnett, MTA Police Officer, and TBTA Officers Martha Gonzalez and Edward Fung. Chairman Lhota noted that a formal ceremony honoring the employees will be held at a later date.

The Chairman called attention to the \$29 million dollar service investment package that MTA was undertaking, noting that this is a major investment in the MTA customers and the region. Chairman Lhota acknowledged the efforts of the staff at MTAHQ and the operating agencies for helping to make the package of service investments a reality.

Chairman Lhota also stated that on Monday, July 23, 2012, a tunnel-boring machine dug its final few feet under the Harold Interlocking in Queens, marking the completion of all the tunnel boring work for the massive East Side Access project. The Chairman noted that this also marks the completion of all the tunnel boring work relating to the MTA's mega-projects, a further indication of how much progress the MTA is making on projects that will open up the city and the region to new development, new customer service and new benefits for everyone.

3. **MINUTES.** Upon motion duly made and seconded, the Board approved the minutes of the regular Board meeting held on June 27, 2012.

4. **COMMITTEE ON FINANCE.**

- A. **Procurement Items.** Upon motion duly made and seconded, the Board approved the following procurement items, described in further detail in the staff summaries and documentation filed with the meeting materials.

1. **Bloomberg LP – Bloomberg Financial Marketing Information and Security Description – No. 12166-0100.** Approved the award of a non-competitive contract to provide proprietary license and lease agreement for current and historical financial market information; analytical information; security pricing information input to the PeopleSoft system; market valuation of MTA/TBTA swap portfolios; commodity prices for fuel hedges; detailed security descriptions; and equipment upgrades and relocation on a contingency basis, if needed, for the Finance and Treasury Departments.
2. **Milliman, Inc. – Actuarial and Risk Consulting Services – No. 12019-0100.** Approved the award of a competitively negotiated contract to provide Actuarial and Risk Management Consulting services in connection with the self-insured programs of the MTA Agencies and programs insured through First Mutual Transportation Assurance Company, MTA's wholly-owned captive insurance company, for a period of 60 months from August 1, 2012 through July 31, 2017.
3. **NEPC, LLC – Multi-Agency Pension Investment Advisor – No. 12010-0100.** Approved a competitively negotiated contract to provide a full range of professional investment advisory services to the MTA Defined Benefit Pension Plan, the LIRR Plan for Additional Pensions, the Cash Balance Plan for Metro-North Railroad, the Manhattan and Bronx Surface Transit Operating Authority Pension Plan (MaBSTOA Plan), and the MTA Retiree Welfare Benefits Plan (a/k/a Other Post-Employment Benefits "OPEB" Plan).

4. Acquia, Inc. – Cloud Based Infrastructure and Web Application – No. 12059-0100. Approved additional funding for a competitively negotiated contract to continue to enhance and expand on the MTA's development of a cloud-hosted and cloud-managed infrastructure and web applications.

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

New York City Transit Authority

1. License agreement with Mr. Lev Alter for the operation of an employee cafeteria located at 207th Street Shop/Yard Employee Cafeteria Complex, New York, N.Y.
2. License agreement with Eskander Shazada for the operation of a newsstand located at Astor Place Station, Lexington Avenue Line, New York, N.Y.
3. Lease with A2Z Wireless & Electronics Corp for the sale of wireless devices, mobile phones, accessories and service plans at 1368 East Gun Hill Road, Bronx, N.Y.
4. License agreement with Bayis Ester Chana, Inc. for the operation of a recreation area for a school located on vacant land, BMT right-of-way (part of Brooklyn Block 5582, Lots 2 and 7) adjacent to 945 39th Street, Brooklyn, N.Y.
5. Modification of a license agreement with Transit Wireless, LLC for the installation of cellular/PCS and WiFi wireless telecommunications network located at 277 NYCT underground subway stations.
6. New lease with 29-76 Realty Co., LLC for NYCT Electronics Maintenance Division offices located at 29-76 Northern Boulevard for storage and training facilities, Long Island City, N.Y.

Metro-North Railroad

7. Personal services contract extension with Jones Lang LaSalle Americas, Inc. for retail property management services at Grand Central Terminal.
8. Personal services contract with William Jackson Ewing Inc. for retail leasing agency services at Grand Central Terminal.
9. Lease extension agreement with ISISTERS, LLC for less parking spaces at 76 and 86 Viaduct Road, Stamford, CT.

Long Island Rail Road

10. License agreement with Oyster Rides, LLC for taxi parking spaces at the Hicksville Station, Hicksville, N.Y.
11. License agreement with Ametek Thermal Systems, Inc. d/b/a Ametek Hughes-Treitler for commercial parking and storage of equipment at the Central Branch right-of-way, north of licensee's commercial property at 300 Endo Boulevard, Garden City, N.Y.
12. License agreement with UFT Trucking, Inc., a subsidiary of Fresh Direct Holdings, LLC for parking and dispatching of trucks and trailers, employee parking and storage of ancillary equipment at Arch Street Yard, Queens (Block 72, Part of Lot 1) a/k/a 46-26 Crane Street, Long Island City, N.Y.

Triborough Bridge and Tunnel Authority

13. Amendment to a license agreement with Municipal Art Society of New York for the installation, maintenance, storage and removal of lighting at the Battery Parking Garage, 63 Greenwich Street, New York, N.Y.

MTA Capital Construction Company

14. Lease with Sendar Equities c/o Roxann Management, 8300 Republic Airport, Suite 200, Farmingdale, New York for Second Avenue Subway community information center at 1628 Second Avenue, located between 84th and 85th Street, New York, N.Y.

5. JOINT SESSION OF THE BOARD AND FINANCE COMMITTEE OF THE MTA FOR CHIEF FINANCIAL OFFICER'S PRESENTATION OF 2012 MID-YEAR FORECAST, 2013 PRELIMINARY BUDGET AND 2013 -2016 FINANCIAL PLAN.

MTA Chief Financial Officer Robert Foran presented the MTA 2012 Mid-Year Forecast, 2013 Preliminary Budget and the 2013-2016 Financial Plan to the Finance Committee and MTA Board members. Copies of the Mid-Year Forecast, Preliminary Budget, and Financial Plan were distributed to Board members at the Board meeting.

Chairman Lhota thanked Robert Foran for the presentation 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.

Upon motion duly made and seconded, the Board approved the following actions, the specifics of which are set forth in the staff summary and documentation filed with the meeting materials.

- (i) Authorization of amendment of the LIRR and MNR ticket validity and refund policies in accordance with the resolution annexed to the staff summary;
- (ii) Authorization of the addition of Sunday service to the Q76 and X17 NYCTA bus routes, as required by NYCTA's internal service change procedures, and the holding of public hearings to elicit public comment on these changes; and
- (iii) Authorization of the Chairman and CEO and his designees to take the necessary steps, including publishing any required notices and conducting any required public hearings, in order to implement fare and toll pricing changes and to effectuate the permanent extension of the G train from Smith/9th Street to Church Avenue.

6. **ADJOURNMENT.** Upon motion duly made and seconded, the Board voted to adjourn the meeting at 11:10 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 25, 2012
9:30 a.m.**

The following members were present:

**Hon. Joseph J. Lhota, Chairman and CEO
Hon. Jonathan A. Ballan
Hon. John H. Banks, III
Hon. Allen P. Cappelli
Hon. Fernando Ferrer
Hon. Ira R. Greenberg
Hon. Jeffrey A. Kay
Hon. Mark D. Lebow
Hon. Susan Metzger
Hon. Charles G. Moerdler
Hon. Mitchell H. Pally
Hon. David A. Paterson
Hon. James L. Sedore, Jr.
Hon. Carl V. Wortendyke**

The following members were absent:

**Hon. Andrew M. Saul, Vice Chairman
Hon. Robert C. Bickford
Hon. Mark Page
Hon. Ed Watt**

Nuria Fernandez, Chief Operating Officer, Catherine Rinaldi, Chief of Staff, James B. Henly, MTA General Counsel, Stephen J. Morello, Counselor to the Chairman, Board Member Andrew Albert, Board Member Norman Brown, Board Member Vincent Tessitore, Jr., Thomas Prendergast, President, NYCTA, Helena Williams, President, Long Island Rail Road, Howard Permut, President, Metro-North Rail Road, James Ferrara, President, TBTA, Darryl Irick, President, MTA Bus Company, and Michael Horodniceanu, President, MTA Capital Construction, also attended the meeting.

1. **CHAIRMAN LHOTA CALLED THE MEETING TO ORDER**

2. **PUBLIC COMMENT PERIOD**

Twenty-two (22) public speakers addressed NYC Transit/MTA Bus issues.

William Colton thanked the Board for restoring service, but expressed the need for more restorations, and urged the Board to work together with the community coalition.

Maurice Jenkins, TWU, thanked the Board for restoring some of the bus service but protested the continued closure of station booths and commented on fare evasion.

Marty Goodman, TWU, protested fare increases and urged the Board to restore station booths and re-hire station agents.

Priscilla Consolo asked the Board to keep the interests of students in mind when considering service cuts and restorations.

Geraldine Bruccoleri, South Ozone Park, spoke against the re-routing of the Q41 and the relocation of the bus stops.

Shelliann Williams, South Ozone Park, discussed the negative impact the re-routing of the Q41 had on the quality of life in the community.

Joan Millman, Assembly Member, congratulated Chairman Lhota for expanding service, but requested that the Board consider restoration of the B51 route.

Richard Kreppin, South Ozone Park, protested the changes made to Q41 service.

Ediline Moreen asked the Board to restore B48 bus service in September instead of January.

Ali Fadil urged the MTA to add lower Manhattan service to the QM20 bus.

Jacqueline Carthen thanked the Board for restoring B48 bus service in Brooklyn and Crown Heights but expressed the need for the service to start immediately.

Yaling Liu, Transportation Alternatives, applauded the Chairman and the Board for restoring service, but articulated the need for more funding from the State.

Matthew Shotkin would like to see more police presence on the system.

Gene Rusianoff congratulated the Board for restoring and adding service but suggested that the B51 be restored and subway services improved.

Ryan Lynch, Tri-State Transportation Campaign, applauded the MTA for reinvesting resources into services, but expressed disapproval for the pending proposed fare increase.

Bernard Cylich urged the Board to restore X26 and X28 bus service and Access-A-Ride services, and to reconsider the proposed fare hikes.

State Senator Eric Adams thanked the Board for restoring B48 service in Brooklyn.

Bill Henderson, PCAC, congratulated the Board for approving service restorations, but reminded the Board that there are places where service needs have not been addressed.

Howard Birnbaum spoke on behalf of senior citizens and asked for improved service on the Q60.

Felicia Fields urged the Board to protect reinstated station agents and to reopen booths that are currently closed.

Ingrid Bobb requested the Board to start B48 service in September 2012 rather than January 2013.

Joanne Choi suggested that the Board add a lower Manhattan Wall Street branch onto QM20 bus lines.

Cynthia Alexander would like B48 service to be restored in September 2012.

Mario Delia commented on restored B64 service.

New York City Council Member Christopher Greif thanked Chairman Lhota for bringing bus service back to Brooklyn, but vowed to fight for the restoration of remaining services.

Tamisha Chavis was grateful to have the service of the QM21 Express Bus service, noting that it is the only express bus available.

Jennifer Thorpe-Moscon, Southern Brooklyn Democrats, thanked the MTA for restoring service in Southern Brooklyn.

Jake Carlson, WEACT, applauded the MTA for restorations, but expressed disapproval that there are only partial restorations.

3. CHAIRMAN LHOTA'S COMMENTS

Details of Chairman Lhota'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 27, 2012.

5. **COMMITTEE ON FINANCE**

Real Estate Action Item(s):

MTA New York City Transit: Upon motion duly made and seconded, the Board voted to approve: (i) a license agreement with Lev Alter for the operation of an employee cafeteria at NYC Transit's 207th Street subway shop/yard complex; (ii) a license agreement with Eskander Shazada for the operation of a newsstand at Astor Place Station, Lexington Avenue Line, New York, NY; (iii) a license agreement with A2Z Wireless & Electronics, Inc. for the operation of a retail store at 1368 East Gun Hill Road, Bronx, New York; (iv) a license agreement Bayia Ester for the operation of a recreation area in the vicinity of the NYC Transit's 38th Street Yard, Brooklyn, NY; (v) a modification of license agreement with Transit Wireless, LLC; and (vi) a new lease for NYCT Electronics Maintenance Division offices, storage and training facilities.

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.

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

Action Item(s):

Subway Structural Rehabilitation – 4th Avenue Line: Upon motion duly made and seconded, the Board approved a modification of the scope and intent of a capital project concerning the rehabilitation of the subway structure between 59th Street and Atlantic Avenue-Pacific Street Stations (now Atlantic Avenue-Barclay Center) along the 4th Avenue line in Brooklyn (serving the D, N, and R trains).

TAB Senior Hearing Officers: Upon motion duly made and seconded, the Board approved the renewal of retainer agreement with TAB's current panel of two Senior Hearing Officers in amounts not to exceed \$70,000.00 and \$60,000.00 annually.

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.

Procurements:

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

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

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. JOINT SESSION OF THE BOARD AND FINANCE COMMITTEE OF THE MTA FOR CHIEF FINANCIAL OFFICER'S PRESENTATION OF 2012 MID-YEAR FORECAST, 2013 PRELIMINARY BUDGET AND 2013 -2016 FINANCIAL PLAN.

MTA Chief Financial Officer Robert Foran presented the MTA 2012 Mid-Year Forecast, 2013 Preliminary Budget and the 2013-2016 Financial Plan to the Finance Committee and MTA Board members. Copies of the Mid-Year Forecast, Preliminary Budget, and Financial Plan were distributed to Board members at the Board meeting.

Chairman Lhota thanked Robert Foran for the presentation 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.

Upon motion duly made and seconded, the Board authorized the following. The specifics are set forth in the staff summaries and documentation filed with the meeting materials.

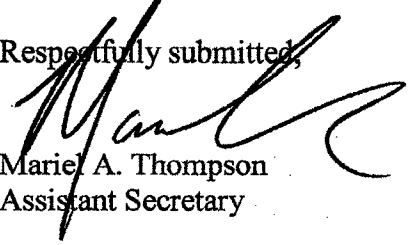
- (i) The amendment of the LIRR and MNR ticket validity and refund policies in accordance with the annexed resolution;
- (ii) The addition of Sunday service to the Q76 and X17 NYCTA bus routes, as required by NYCTA's internal service change procedures, and the holding of public hearings to elicit public comment on these changes; and
- (iii) The Chairman and CEO and his designees to take the necessary steps, including publishing any required notices and conducting any required public hearings, in

order to implement fare and toll pricing changes and to effectuate the permanent extension of the G train from Smith/9th Street to Church Avenue.

8. **ADJOURMENT**

Upon motion duly made and seconded, the meeting was adjourned at 11:10 a.m.

Respectfully submitted,



Mariel A. Thompson
Assistant Secretary

Minutes of the Regular Meeting
Metro-North Commuter Railroad Company
Wednesday, July 25, 2012
9:30 a.m.

The following members were present:

The following members were present:

Hon. Joseph J. Lhota, Chairman and CEO
Hon. Andrew M. Saul, Vice Chairman
Hon. Jonathan A. Ballan
Hon. Robert C. Bickford
Hon. Allen P. Cappelli
Hon. Fernando Ferrer
Hon. Ira R. Greenberg
Hon. Jeffrey A. Kay
Hon. Mark D. Lebow
Hon. Mark Page
Hon. Mitchell H. Pally
Hon. James L. Sedore, Jr.
Hon. Carl V. Wortendyke

The following members were absent:

Hon. John H. Banks, III
Hon. Susan Metzger
Hon. Charles G. Moerdler
Hon. David A. Paterson
Hon. Ed Watt

Nuria Fernandez, Chief Operating Officer, Catherine Rinaldi, Chief of Staff, James B. Henly, MTA General Counsel, Stephen J. Morello, Counselor to the Chairman, Board Member Andrew Albert, Board Member James Blair, Board Member Norman Brown, Thomas Prendergast, President, NYCTA, Helena Williams, President, Long Island Railroad, Howard Permut, President, Metro-North Rail Road, James Ferrara, President, TBTA, Darryl Irick, President, MTA Bus Company, and Michael Horodniceanu, President, MTA Capital Construction, also attended the meeting.

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

1. Chairman Lhota called the meeting to order.

2. Public Speakers:

There were twenty-eight public speakers.

Yating Liu of Transportation Alternatives applauded the MTA for restoring one third of its service. She stated the Governor and State Legislature need to put transportation on track by providing adequate and sustainable funding. She stated that the New York State government has to stop diverting monies designated for transit to non-transit purposes.

Ryan Lynch of Tri-State Transportation applauded Chairman Lhota and the Board for the \$29 million in service restorations, including restorations on Metro-North's system. He urged the Board to adopt restoration plan. He noted that 2011 was a banner year for Metro-North in terms of ridership increases. He stated that the New Your State legislature continues to attack designated funding sources and refuses to consider innovative revenue sources, such as, congestion pricing. The MTA's action to restore more peak and off-peak service and to extend refund policies should be a clear signal to suburban legislators that revenue can be re-invested efficiently into the transit system.

Bill Henderson of PCAC congratulated the Chairman and the Board on the restoration of some service and positive service enhancements. He urged that service be improved and all service restored in the 2013 budget. He stated a fundamental purpose of the MTA is to provide service. Mr. Henderson stated that he understands the financial restraints placed on the MTA, noting that there is a need to take a fundamental look how the transportation system is funded and develop a system of funding worthy of the region and economic impact the transportation system provides to this region. He called on the elected officials to join in this examination and development of a new funding system.

The remaining public speakers did not discuss items specific to Metro-North. The subject matter of their comments is contained in the minutes of the meeting of the Board of the Metropolitan Transportation Authority held this day.

3. Chairman's Opening Remarks:

Chairman Lhota recognized four employees for their outstanding response in an emergency situation. He thanked all staff and Board Members Pally and Capelli for their hard work on obtaining \$29 million to be used for service restorations and new investments. The details of Chairman Lhota's comments are contained in the minutes of the meeting of the Board of the Metropolitan Transportation Authority held this day.

4. Approval of Minutes

Upon motion duly made and seconded, the minutes of the Regular Board Meeting of June 27, 2012 were unanimously approved.

5. Committee on Finance Committee:

MTA Headquarter Procurements

Upon motion duly made and seconded, the Board approved MTA Headquarter procurements recommended to it by the Committee on Finance. Among the items approved are two competitive procurements requiring majority vote to award personnel service contracts to (1) Milliman, Inc. to provide actuarial and risk management consulting services in connection with the self-insured programs of the MTA agencies and programs insured through First Mutual Transportation Assurance Company, MTA's wholly-owned captive insurance company from August 1, 2012 through July 31, 2017 and (2) NEPC, LLC to provide a full range of pension investment advisory services to the MTA Defined Benefit Pension Plan and, among others, the MTA Metro-North Railroad Cash Balance Plan.

Real Estate Items:

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

- Personal services contract extension with Jones Lang LaSalle Americas, Inc. for retail property management services at Grand Central Terminal.
- Personal services contract extension with Williams Jackson Ewing, Inc. for retail leasing agent at Grand Central Terminal.
- Lease extension with ISISTERS, LLC for leased parking spaces at 76 and 86 Viaduct Road, Stamford, CT.

Staff summaries and reports setting forth the details of the above items are filed with the minutes of the meeting of the Board of the Metropolitan Transportation Authority held this day.

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

Metro-North Procurements:

Upon motion duly made and seconded, the Board unanimously approved the following procurements recommended to it by the Committee on Metro-North Railroad and Long Island Rail Road Operations. Board Member Ferrer was not present for the vote.

Approval to use the RFP process to solicit and evaluate proposals from joint partnerships of Architect/Engineers and Contractors as a design/build team, to design and construct the new North White Plains Parking Garage and Utility Building.

Approval to award a competitively solicited and negotiated, miscellaneous procurement contract to design, furnish, integrate, test, commission and maintain Avaya-brand Private Branch Exchange (PBX) communication equipment. Metro-North's PBX is an internal phone switch system connecting all Metro-North internal and external phone /communication lines. The PBX is nearing the end of its useful life and/or has reached its

maximum port and processing capacity. The upgrade/replacement systems and equipment are required at 12 Metro-North locations (7 in New York and 5 in Connecticut). The new Avaya PBX equipment is compatible with the present infrastructure and will communicate with Metro-North's existing analog and digital telephone services to ensure a state of good repair for all telecommunication networks. Black Box's proposal best demonstrated the most relevant technical knowledge and project management experience, as well as the lowest cost. Funding for this procurement is split 70% Metro-North Capital Program and 30% CDOT.

Approval to award three, three-year, competitively solicited service contracts to Rapid Armored Corp., Dunbar Armored and Titan Armored & Courier, Inc. for Armored Car services required by Metro-North for four distinct areas: Ticket Offices in New York, Ticket Offices in Connecticut, Ticket Vending Machines (TVMs) and at the Metro-North TVM Service Facility.

An emergency miscellaneous service contract for the overhaul of two Aqua Dyne Rail Washers, which are used in the cleaning of track surfaces throughout Metro-North's East-of-Hudson territory. Metro-North's two rail washer units are mounted on work trains and require immediate overhaul maintenance prior to the start of the 2012 fall leaf season. In an effort to avoid potentially unsafe, costly and out-of-service conditions, Aqua-Dyne, the Original Equipment Manufacturer (OEM), was directed to begin these services immediately and return the equipment back to Metro-North prior to the fall season.

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

7. CFO Presentation to a Joint Session of the Board & Finance Committee:

Robert Foran, Chief Financial Officer, MTA presented the following items to a joint session of the Board and Committee on Finance.

- 2012 Mid-Year Forecast
- 2013 Preliminary Budget
- July Financial Plan 2013-2016

Action Items:

Upon motion duly made and seconded, the Board approved the following Action Items. Board Member Ferrer was not present for the vote.

- Authorization for the Chairman/CEO, the Presidents of Long Island Rail Road and Metro-North Railroad to effectuate changes in the ticket validity and refund policies in accordance with the Boards resolution.
- Authorization to proceed with the steps necessary to consider proposals for fare and toll changes, including the issuance of public notices and the holding of public hearings to elicit public comment on such proposals.

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

8. Adjournment:

Upon a motion duly made and seconded, the members of the Board present voted to adjourn the meeting at 11:10 a.m.

Respectfully submitted,

A handwritten signature in cursive script, appearing to read "Linda Montanino".

Linda Montanino
Assistant Secretary

July 2012 Board Minutes
Legal/Corporate

Minutes of the Regular Meeting
Long Island Rail Road Company
Wednesday, July 25, 2012
9:30 a.m.

The following members were present:

Hon. Joseph Lhota, Chairman and CEO
Hon. Andrew M. Saul, Vice Chairman
Hon. Jonathan A. Ballan
Hon. Robert C. Bickford
Hon. Allen P. Cappelli
Hon. Fernando Ferrer
Hon. Ira R. Greenberg
Hon. Jeffrey A. Kay
Hon. Mark D. Lebow
Hon. Mark Page
Hon. Mitchell H. Pally
Hon. James L. Sedore, Jr.
Hon. Carl V. Wortendyke

The following members were absent:

Hon. John H. Banks, III
Hon. Susan Metzger
Hon. Charles G. Moerdler
Hon. David A. Paterson
Hon. Ed Watt

Nuria Fernandez, Chief Operating Officer; Catherine Rinaldi, Chief of Staff; James B. Henly, MTA General Counsel; Steven J. Morello, Counselor to the Chairman; Board Member Andrew Albert; Board Member James Blair; Board Member Norman Brown; James Ferrara, President, Triborough Bridge and Tunnel Authority; Darryl Irick, President, MTA Bus Operations; Michael Horodniceanu, President, MTA Capital Construction; Howard Permut, President, Metro-North Rail Road; Thomas Prendergast, President, New York City Transit; and Helena Williams, President, Long Island Rail Road, also attended the meeting.

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

1. Chairman Lhota called the meeting to order.

2. **Public Speakers:**

There were twenty-eight public speakers. Yating Liu of Transportation Alternatives applauded the MTA for restoring one third of its service. She stated the Governor and State Legislature need to put transportation on track by providing adequate and sustainable funding. She stated that the New York State government has to stop diverting monies designated for transit

to non-transit purposes. Ryan Lynch of Tri-State Transportation applauded Chairman Lhota and the Board for the \$29 million in service restorations. He urged the Board to adopt the restoration plan. He stated that the New York State Legislature continues to attack designated funding sources and refuses to consider innovative revenue sources, such as, congestion pricing. The MTA's action to restore more peak and off-peak service and to extend refund policies should be a clear signal to suburban legislators that revenue can be re-invested efficiently into the transit system. Bill Henderson of PCAC congratulated the Chairman and the Board on the restoration of some service and positive service enhancements. He urged that service be improved and all service restored in the 2013 budget. He stated a fundamental purpose of the MTA is to provide service. Mr. Henderson stated that he understands the financial restraints placed on the MTA, noting that there is a need to take a fundamental look at how the transportation system is funded and develop a system of funding worthy of the region and the economic impact that the transportation system provides to this region. He called on the elected officials to join in this examination and development of a new funding system.

The subject matter of the comments of the remaining speakers is contained in the minutes of the meeting of the Board of the Metropolitan Transportation Authority held this day.

3. **Chairman's Opening Remarks:**

Chairman Lhota recognized four employees for their outstanding response in an emergency situation. He thanked all staff and Board Members Pally and Capelli for their hard work on obtaining \$29 million to be used for service restorations and new investments. The details of Chairman Lhota's comments are contained in the minutes of the meeting of the Board of the Metropolitan Transportation Authority held this day.

4. **Approval of Minutes:**

Upon motion duly made and seconded, the minutes of the Regular Board Meeting of June 27, 2012 were unanimously approved.

5. **Committee on Finance:**

MTA Headquarter Procurements

Upon motion duly made and seconded, the Board approved MTA Headquarter procurements recommended to it by the Committee on Finance. Among the items approved are two competitive procurements requiring majority vote to award personnel service contracts to (1) Milliman, Inc. to provide actuarial and risk management consulting services in connection with the self-insured programs of the MTA agencies and programs insured through First Mutual Transportation Assurance Company, MTA's wholly-owned captive insurance company from August 1, 2012 through July 31, 2017; and (2) NEPC, LLC to provide a full range of pension investment advisory services to the MTA Defined Benefit Pension Plan and, among others, the Long Island Rail Road Plan for Additional Pensions.

LIRR Real Estate Items

Upon a motion duly made and seconded, the Board unanimously approved the following items recommended to it by the Committee on Finance:

- License agreements with Oyster Rides, LLC, for taxi parking at Hicksville Station, Hicksville, New York.

- License agreement with Ametek Thermal Systems, Inc. d/b/a Ametek Hughes Treitler, for parking and storage of equipment in an existing shed at Garden City, New York.
- License Agreement with UTF Trucking, Inc. for parking and dispatching of trucks and trailers at LIRR's Arch Street Yard.

Staff summaries and reports setting forth the details of the above items are filed with the minutes of the meeting of the Board of the Metropolitan Transportation Authority held this day.

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

Long Island Rail Road Action Item

Upon motion duly made and seconded, the Board unanimously approved the utilization of \$2,634,500 from the LIRR 2005-09 Capital Program for Parking and State of Good Repair work at four LIRR stations – Ronkonkoma, Merillon Avenue, Laurelton and Lawrence.

Long Island Rail Road Procurements

Upon motion duly made and seconded, the Board unanimously approved the following four LIRR procurements:

- A sole source contract to VAE Nortrak North America Inc. in the fixed amount of \$84,212.82 for the purchase of switch plates and shoulder bolts;
- A sole source three year Personal Service Contract to KLD Labs Incorporated ("KLD") in an amount not-to-exceed \$242,983 to provide calibration, scheduled and unscheduled maintenance and extended warranty and spare parts for KLD's ORIAN and Third Rail Measurement Systems employed on LIRR's Track Geometry Vehicle;
- A contract modification to Sybase, Inc. in the amount of \$413,269.70 to extend the existing contract for an additional two years (with an option for one additional year), to provide preventive and remedial maintenance, support and upgrades for the database product which supports LIRR's Train Information, Monitoring and Control Systems; and
- On behalf of the MTA Police Department, the Board approved a resolution declaring that competitive bidding is impractical or inappropriate, to allow the use of the RFP process to award a contract to design and build the MTA Police Department's radio system.

MTACC Procurements

Upon motion duly made and seconded, the Board unanimously approved the following nine MTACC procurements:

- A modification to Contract No. CQ031 for restoration of the site of the Tunnel A Reception Pit (TARP) in the amount of \$759,000;
- A modification to Contract No. VM014 to pay for impact costs associated with adjustments to milestones and access restraints in the amount of \$340,775;
- Three modifications to Contract No. CM004 for additional work due to steel obstructions, structural steel reinforcement, and purchase of Gantry Steel Crane at a cost of \$1,831,500;

- Three modifications to Contract No. CH053 for manhole & duct bank changes, fabrication and installation of monopoles and their associated foundation and civil work and modifications to existing substation 44 at a cost of \$14,927,712; and
- A modification to Contract No. CH053 for the installation of 91.6 Hz Signal Power at a cost of \$1,848,910.

Staff summaries setting forth the details of the above items are filed with the minutes of the meeting of the Board of the Metropolitan Transportation Authority held this day.

7. **CFO Presentation to a Joint Session of the Board & Finance Committee:**

Robert Foran, Chief Financial Officer, MTA, presented the following items to a joint session of the Board and Committee on Finance:

- 2012 Mid-Year Forecast
- 2013 Preliminary Budget
- July Financial Plan for 2013-2016

Upon motion duly made and seconded, the Board approved the following Action Items. Board Member Ferrer was not present for the vote:

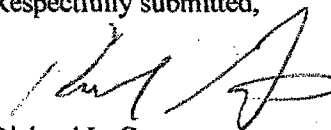
- Authorization for the Chairman/CEO, the Presidents of Long Island Rail Road and Metro-North Railroad to effectuate changes in the ticket validity and refund policies in accordance with the Board's resolution.
- Authorization to proceed with the steps necessary to consider proposals for fare and toll changes, including the issuance of public notices and the holding of public hearings to elicit public comment on such proposals.

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

8. **Adjournment:**

Upon a motion duly made and seconded, the members of the Board present voted to adjourn the meeting at 11:10 a.m.

Respectfully submitted,



Richard L. Gans
Secretary

**Minutes of the Regular Meeting
Triborough Bridge and Tunnel Authority
July 25, 2012**

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

9:30 a.m.

The following members were present:

Hon. Joseph J. Lhota, Chairman and CEO
Hon. Andrew M. Saul, Vice Chairman
Hon. Jonathan A. Ballan
Hon. Robert C. Bickford
Hon. Allen P. Cappelli
Hon. Fernando Ferrer
Hon. Ira R. Greenberg
Hon. Jeffrey A. Kay
Hon. Mark D. LeBow
Hon. Mark Page
Hon. Mitchell H. Pally
Hon. James E. Sedore, Jr.
Hon. Carl V. Wortendyke

Not Present:

Hon. John H. Banks, III
Hon. Susan Metzger
Hon. Charles G. Moerdler
Hon. David A. Paterson
Hon. Ed Watt

Nuria Fernandez, Chief Operating Officer; Catherine Rinaldi, Chief of Staff; James B. Henly, MTA General Counsel; Stephen J. Morello, Counselor to the Chairman; Board Member Andrew Albert; Board Member James Blair; Board Member Norman Brown; James Ferrara, President, Triborough Bridge and Tunnel Authority; Darryl Irick, President, MTA Bus Operations; Michael Horodniceanu, President, MTA Capital Construction; Howard Permut, President, Metro-North Rail Road; Thomas Prendergast, President, New York City Transit; and Helena E. Williams, President, Long Island Rail Road, also attended the meeting.

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

Chairman Lhota called the meeting to order.

1. Public Speakers

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

2. Chairman Lhota's Opening Comments

Chairman Lhota stated that he wanted to recognize the extraordinary actions of four MTA employees all of whom made headlines this past month. One of the employees, MTA Bridge and Tunnel Officer, Martha Gonzalez, a ten year B&T veteran, bravely prevented a man from jumping off the Verrazano-Narrows Bridge by wrestling him to the ground. Earlier this week, a second Bridge and Tunnel Officer, Edward Fung, over a four hour period patiently spoke to a would be jumper from the Verrazano-Narrows Bridge in their own Cantonese dialect, and successfully convinced him to come off the Bridge. Chairman Lhota stated that all of the MTA employees acted without hesitation proving that courage is part of their very nature and all of them have earned the right to be called heroes. The MTA will be honoring them in the future at a more formal ceremony, but Chairman Lhota wanted to wanted to recognize and celebrate these employees and express his deepest gratitude for their service.

Chairman Lhota thanked staff from across all the MTA family for helping make the sweeping package of service investments a reality. Chairman Lhota stated that the \$29 million investment is a major investment in our customers and in our region. Chairman Lhota is proud of the many people at the operating agencies and MTA Headquarters who made this happen, and he is very pleased that Board Members Pally and Cappelli started this conversation back in January.

The details of Chairman Lhota's comments are contained in the minutes of the meeting of the Board of the Metropolitan Transportation Authority.

3. Approval of the Minutes of the Regular Meeting June 27, 2012

Upon a motion duly made and seconded, the minutes of the Regular Board Meeting held June 27, 2012 were unanimously approved.

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

Procurements

Commissioner Cappelli stated that there are no non-competitive procurements this month.

Competitive Procurements

Commissioner Cappelli stated that there are four competitive procurements this month totaling \$2.43 million.

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.

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

Greenman-Pedersen, Inc./Parsons Transportation Group of New York, Inc., A Joint Venture	Contract No. PSC-07-2814 Additional construction inspection services for Project BW-89, Bronx Approach Replacement and Queens Approach Repairs at the Bronx-Whitestone Bridge.	\$774,101.30
Greenman-Pedersen, Inc./Parsons Transportation Group of New York, Inc., A Joint Venture	Contract #PSC-10-2879 Incorporate the scope for construction inspection services for Project WBM-356, Wind Fairing Painting and Access Door Repairs at the Bronx-Whitestone Bridge into the contract for construction management and inspection for Project BW-89C, Replacement of the Queens Approach at the Bronx-Whitestone Bridge.	\$423,773.28
Jacobs Civil Consultants, Inc.	Contract No. PSC-06-2783 Additional construction support services for Project BB-45, Supply Fan Replacement, Switchgear Replacement and Manhattan Underground Exhaust Building Fan Upgrade and Repairs at the Brooklyn Battery Tunnel.	\$204,759.74

Modifications to Purchase & Public Works Contracts

TAP Electrical Contracting Service, Inc.	Contract No. BB-45 Additional work under Contract BB-45, Replacement of Switchgear and Power Distribution System at the Brooklyn Battery Tunnel.	\$1,030,254.00
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Ratifications

Commissioner Cappelli stated that there is one ratification in the amount of \$0.160 million.

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

Michael Stapleton Associates, Ltd.	Contract No. 3000000951 B&T is seeking the Board's ratification under the All-Agency Guidelines for Procurement of Services for issuing a purchase order against a competitively bid New York City Department of Citywide Administrative Services (DCAS) – Contract PIN #856060001445 – with Michael Stapleton Associates Ltd. (Stapleton Associates). On May 25, 2012 the Contractor was authorized to provide trained explosive detection teams (canines and handlers) on an as needed basis.	\$160,000.00
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5. CFO Presentation to a Joint Session of the Board and Finance Committee

MTA Chief Financial Officer, Robert Foran, presented the following items to a joint session of the Board and Finance Committee:

- 2012 Mid-Year Forecast;
- MTA 2013 Preliminary Budget; and
- July Financial Plan for 2013-2016

The details of Mr. Foran's presentation are contained in the minutes of the meeting of the Board of the Metropolitan Transportation Authority.

Action Item:

Upon a motion duly made and seconded, the Board approved the following Action Item. Board Member Ferrer was not present for the vote.

- Authorize the Chairman and CEO and his designees to proceed with the steps necessary, including publishing any required notices and conducting any required public hearings, in order to implement fare and toll pricing changes.

The staff summary setting forth the details of the above item is filed with the minutes of the meeting of the Board of the Metropolitan Transportation Authority.

6. Adjournment

Upon a motion duly made and seconded, the Board unanimously voted to adjourn the meeting at 11:10 a.m.

Respectfully submitted,

A handwritten signature in cursive script, appearing to read "Cindy L. Dugan".

Cindy L. Dugan
Assistant Secretary

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

**Wednesday, July 25, 2012
9:30 a.m.**

The following members were present:

Hon. Joseph J. Lhota, Chairman and CEO
Hon. Andrew M. Saul, Vice Chairman
Hon. Jonathan A. Ballan
Hon. Robert C. Bickford
Hon. Allen P. Cappelli
Hon. Fernando Ferrer
Hon. Ira R. Greenberg
Hon. Jeffrey A. Kay
Hon. Mark D. Lebow
Hon. Mark Page
Hon. Mitchell H. Pally
Hon. James L. Sedore, Jr.
Hon. Carl V. Wortendyke

The following members were absent:

Hon. John H. Banks, III
Hon. Susan Metzger
Hon. Charles G. Moerdler
Hon. David A. Paterson
Hon. Ed Watt

Nuria Fernandez, Chief Operating Officer, Catherine Rinaldi, Chief of Staff, James B. Henly, MTA General Counsel, Stephen J. Morello, Counselor to the Chairman, Board Member Andrew Albert, Board Member James Blair, Board Member Norman Brown, Thomas Prendergast, President, NYCTA, Helena Williams, President, Long Island Railroad, Howard Permut, President, Metro-North Rail Road, James Ferrara, President, TBTA, Darryl Irick, President, MTA Bus Company, and Michael Horodniceanu, President, MTA Capital Construction, also attended the meeting.

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

Chairman and CEO Lhota called the meeting to order.

Public Comment Period

There were twenty two public speakers none of whom discussed items specific to MTA Capital Construction. The subject matter of their comments are contained in the minutes of the meeting of the Board of the Metropolitan Transportation Authority held on July 25, 2012.

Chairman Lhota's Opening Remarks

Chairman Lhota stated that the last of the Tunnel Boring Machines completed boring under Harold Interlocking in Queens marking the completion of tunnel boring work on the East Side Access Project and all of the MTA Capital Construction projects.

The remaining details of Chairman Lhota's remarks are recorded and filed with the minutes of the meeting of the Board of the Metropolitan Transportation Authority held on July 25, 2012.

Approval of Minutes

Upon motion duly made and seconded, the MTA Board unanimously approved the minutes of the regular Board meeting held on June 27, 2012.

MTA Capital Construction Action Items

There were no MTA Capital Construction Action Items for the Board members to consider.

MTA Capital Construction Procurements

Upon motion duly made and seconded, the Board unanimously approved the following competitive procurement items:

- A modification to the East Side Access Project's Queens Bored Tunnels and Structures contract for restoration of the site of the Tunnel A Reception Pitt.
- A modification to the East Side Access Project's Vertical Circulation Elements contract for impact costs associated with adjustments to milestones and access restraints.
- Modifications to the East Side Access Project's 44th St. Vent Plant and 245 Park Avenue Entrance contract for additional work due to steel obstructions, structural steel reinforcement and the purchase of a Gantry Crane.
- Modifications to the East Side Access Project's Harold Structures Part I contract for manhole & ductbank changes; fabrication and installation of monopoles and their associated foundations; civil work and additions to existing Substation 44 and; for the installation of 91.6Hz signal power.

Upon motion duly made and seconded, the Board ratified the following procurement items:

- A modification to the Fulton Center Project's Restoration of the Historic Corbin Building contract to preserve/restore wood window frames.
- A modification to the Fulton Center Project's Fulton Street Transit Center Enclosure contract for changes to the radio system.
- A modification to the No. 7 Line Extension Project's Furnishing and Installing Finishes and Systems contract for the construction of a retaining wall at Site J.

A copy of the resolutions, staff summaries and details of the above items are filed with the minutes of the meeting of the Board of the Metropolitan Transportation Authority held on July 25, 2012.

Adjournment

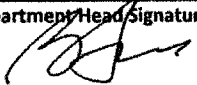

Upon motion duly made and seconded, the MTA Board voted to adjourn the public meeting at 11:10 a.m.

Respectfully submitted,

David K. Cannon



David K. Cannon
Assistant Secretary

Staff Summary

Subject Authorization for Increase in Fuel Price Agreement Capacity
Department Finance
Department Head Name Robert Foran, Chief Financial Officer
Department Head Signature 
Project Manager Name Patrick McCoy, Director of Finance 

Date September 27, 2012
Vendor Name NA
Contract Number NA
Contract Manager Name NA
Table of Contents Ref # NA

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance	9/24			
1	Board	9/27			

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

Purpose:

To obtain Board approval to increase the amount of fuel hedging capacity by an additional \$100 million, for a total of up to \$200 million, for entering into future fuel price agreements (as defined below) to establish stability in budgeting for the future price of fuels for MTA and its agencies and affiliates (collectively "MTA"). Such future fuel price agreements shall be executed on a periodic basis and reported to the Finance Committee.

Discussion:

The MTA 2013 Preliminary Budget and July Financial Plan for 2013-2016 (the "July Plan") includes fuel cost projections of \$264 million for 2013 and 2014 for a total of \$528 million for this two year period. Fuel includes ultra-low sulfur diesel (ULSD), compressed natural gas (CNG), and heating oil (HO).

In an effort to establish more certainty over one of the most volatile portions of the budget, it is requested that MTA fuel hedging capacity be increased, to provide additional flexibility to access established financial markets to hedge the risk of fuel price volatility through the use of financial instruments including; swaps, caps, floors, collars, options, or futures contracts, (collectively, "future fuel price agreements"). Due to the established and liquid nature of the above noted fuel markets, it is expected that such agreements would be bid and/or negotiated on relatively short notice.

Recommendation:

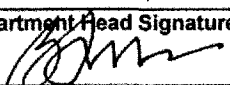
It is recommended that the Board authorize the Chairman and Chief Executive Officer, the Vice Chairman, the Chief Financial Officer, the Director of Finance, or their designee(s) to competitively bid or negotiate future fuel price agreements with creditworthy counterparties to hedge up to \$200 million notional value of the future price of fuel. Such future fuel price agreements shall be entered into with the expectation of managing this volatile expense consistent with prudent budgetary and financial practices; and consistent with the existing board-approved MTA Guidelines for Entering into Payment Agreements.

In carrying out the recommended authorization, the Chairman and Chief Executive Officer, the Vice Chairman, the Chief Financial Officer, the Director of Finance, or their designee(s) shall, to the extent



practicable, follow, with such changes as are necessary to reflect the fact that the subject matter of any hedges will be fuel and subject to standard industry practices in the fuel hedging area, the MTA Guidelines applicable to interest rate hedges and related products, including standards for the determination of the creditworthiness of acceptable counterparties and requirements as to collateralization of counterparty obligations. To the extent any future fuel price agreements is generally evidenced by Commodity ISDA documentation, the Chairman and Chief Executive Officer, the Vice Chairman, the Chief Financial Officer, the Director of Finance, or their designee(s) shall employ such documentation incorporating provisions, to the extent appropriate, similar to those contained in current MTA ISDA documents relating to interest rate hedges. The Chairman and Chief Executive Officer, the Vice Chairman, the Chief Financial Officer, the Director of Finance, or their designee(s) are further authorized to take all other actions from time to time deemed necessary or desirable by such officers in connection with such future fuel price agreements.

Staff Summary

Subject Approval of Remarketing Agent
Department Finance
Department Head Name Robert E. Foran, Chief Financial Officer
Department Head Signature 
Project Manager Name Patrick J. McCoy, Director of Finance <i>PSM</i>

Date September 27, 2012
Vendor Name PNC Capital Markets LLC
Contract Number
Contract Manager Name
Table of Contents Ref #

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance Comm.	9/24	X		
2	Board	9/27	X		

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

PURPOSE:

To obtain MTA Board approval to add PNC Capital Markets LLC to the existing approved pool of variable rate remarketing agents and dealers.

BACKGROUND AND DISCUSSION:

In July 2012, a request for proposals for letters of credit, standby purchase agreements and direct purchases was issued to replace BNP Paribas as a liquidity provider on \$250 million of Transportation Revenue Variable Rate Demand Bonds, Series 2005E.

PNC Bank, National Association submitted the low cost proposal for a letter of credit in the amount of \$85 million. Other low cost proposers selected to replace BNP Paribas include JPMorgan Chase Bank, N.A and Bank of America, N.A. In the discussions regarding the proposal, PNC Capital Markets LLC has indicated its willingness and desire to serve as a remarketing agent for one or more series of MTA or TBTA Bonds. PNC Capital Markets LLC currently serves as a remarketing agent for a nationwide variable rate demand bond and commercial paper portfolio of over \$6 billion.



Furthermore, during the 2008 market crisis, the industry learned that the liquidity providing bank also serving as a remarketing agent on the bonds it backs ensures aggressive marketing of the bonds to the benefit of both the issuer and the bank. Hence, post crisis, it has become a fairly widespread practice for the bank providing credit or liquidity support to also serve as a remarketer when the bank has adequate remarketing capabilities.

PNC Capital Markets LLC is not currently on the list of the variable rate remarketing agents and dealers, which was approved by the Board on December 15, 2010. Therefore, Board approval is required prior to the appointment of PNC Capital Markets LLC as a remarketing agent on the bonds for which the bank proposed to provide liquidity as well as on any other assignment as remarketing agent or dealer on MTA or TBTA bonds.

RECOMMENDATION:

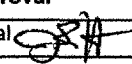

It is recommended that the Board approve the appointment of PNC Capital Markets LLC as an eligible remarketing agent.

Staff Summary

Subject Authorization to purchase MTA, TBTA, DTF bonds and 2 Broadway Certificates of Participation on the open market.
Finance
Department Head Name Robert E. Foran, Chief Financial Officer
Department Head Signature 
Project Manager Name Patrick J. McCoy, Director of Finance 

Date September 27, 2012
Vendor Name
Contract Number
Contract Manager Name
Table of Contents Ref #

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance Comm.	9/24	X		
2	Board	9/27	X		

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

PURPOSE:

To obtain MTA and TBTA Board approvals to purchase MTA Transportation Revenue Bonds, Dedicated Tax Fund Bonds, TBTA General Revenue Bonds, TBTA Subordinate Revenue Bonds and 2 Broadway Certificates of Participation ("MTA Bonds") from time to time, in unsolicited transactions in the open market including unsolicited offers to sell, from holders ("open market purchases"), at prices not to exceed 100% plus accrued interest.

DISCUSSION:

Occasionally, MTA Bonds are available for purchase for less than 100% of their par amount (plus accrued interest) either on the open market or as a result of holders approaching MTA or TBTA with an unsolicited offer to sell MTA Bonds. Making selective purchases of such MTA Bonds is an efficient strategy in managing MTA's debt portfolio that will enable MTA to retire bonds at less than their par amount and eliminate remaining interest payments on the purchased bonds. Such purchases would be made with operating revenues or with bond proceeds to be reimbursed with reimbursable operating revenues. Such purchases may not exceed \$25 million.

Such purchases would be conditioned upon the MTA Chief Financial Officer, the Director, Finance, or Treasurer determining that the discounted purchase price of the bonds purchased through open market purchases are the lowest prices available being offered on an unsolicited basis in the market. Additionally, prior to any open market purchases the Director of Finance will consult with Bond Counsel to ensure that any purchase will comply with all laws and regulations governing the issuance of tax-exempt debt.

RECOMMENDATION:

The MTA and TBTA Boards authorize the MTA Chief Financial Officer, the Director, Finance, or Treasurer to determine whether and when to execute any open market purchases of MTA Bonds not to exceed \$25 million, to apply amounts from operating revenues or from bond proceeds to be reimbursed with reimbursable operating revenues to the payment of purchase price, to execute the purchase of MTA Bonds and to retire the MTA Bonds purchased and, if required, to determine the sinking fund installment against which such purchased MTA Bonds will be applied.

Staff Summary



Metropolitan Transportation Authority

Page 1 of 1

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

Date
September 27, 2012
Vendor Name
Contract Number
Contract Manager Name
Table of Contents Ref #

Board Action					
Order	To	Date	Appr	Info	Other
1	Finance	9/24/2012	x		
2	Board	09/27/2012	x		

Internal Approvals			
Order	Approval	Order	Approval
1	Administration		
2	Corporate Affairs		
3	Budget and Finance		
4	Legal		

Narrative

Purpose

To secure MTA Board approval to file for and accept Federal grants for Federal Fiscal Year (FFY) 2012 and 2013.

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 2012 and FFY 2013.
- 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 2013. A copy of the resolution requesting MTA Board approval and the list of the projects are attached to this staff summary.

A Public Hearing inviting public comment on the projects proposed to be submitted for federal funding was held in accordance with FTA regulations on June 21, 2012 at the MTA, at which the Deputy Director of Grant Management read into the record the amounts of Federal funds and dollar amounts of work covered by the Notice.

A transcript of the hearing and written statements submitted in conjunction with the hearing are attached under separate cover. Eight members of the public spoke at the public hearing. There were comments from speakers about the recently announced service changes and some comments about the proposed capital projects. In accordance with applicable federal requirements, MTA and agency staff have reviewed and considered all substantive public comments concerning the proposed program of capital projects for federal funding.

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 2012 and 2013.

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

September 27, 2012

WHEREAS, on and after May 24, 2012, 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 2012 and federal fiscal year 2013 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, Staten Island Rapid Transit Operating Authority; and

WHEREAS, the full program of projects, including descriptions of individual projects, for the balance of federal fiscal year 2012 and federal fiscal year 2013, 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 21, 2012 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 and/or MAP-21 (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 27th day of September 2012, 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

Schedule F: Personal Service Contracts

Item Number:						SUMMARY INFORMATION	
Dept & Dept Head Name: General Counsel / James Henly						Vendor Name: Willis of New York	
Division & Division Head Name: Risk and Insurance Management / Laureen Coyne						Contract Number: 11020-100	
						Description: Owner Controlled Insurance Program	
						Total Amount: \$168,000,000	
						Contract Term (including Options, if any): Six (6) 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:	

Board Reviews					
Order	To	Date	Approval	Info	Other
1	Finance	9/24/12	x		
2	Board	9/27/12	x		

Internal Approvals			
Order	Approval	Order	Approval
1	Legal <i>[Signature]</i>	4	Office of Civil Rights <i>[Signature]</i>
2	RIM <i>[Signature]</i>	5	Chief of Staff <i>[Signature]</i>
3	Capital Programs Management <i>[Signature]</i>		

Narrative

I. PURPOSE/RECOMMENDATION

To obtain MTA Board approval of the following items necessary to finalize the procurement of an Owner Controlled Insurance Program (OCIP) for projects within the 2010-2014 Capital Program covering NYCT, LIRR, MNR and the Small Business Mentor Program

- Placement of the primary OCIP insurance policies with ACE American Insurance Co. and the excess OCIP policies with a consortium of London underwriters led by the Aegis Syndicate, the Aspen Syndicate and XL Insurance Company Ltd;
- Authorization to place the OCIP's builders risk insurance policy and railroad protective liability policy;
- Entry by First Mutual Transportation Assurance Company (FMTAC) (MTA's captive insurance company subsidiary) into an agreement with ACE American Insurance Company establishing a collateral trust that secures MTA obligations to pay the self-insured portions of worker's compensation and general liability claims; and
- Establishment of a fund within FMTAC for payment of the self-insured portions of worker's compensation and general liability claims and the payment of OCIP-related expenses, including claims, safety and administrative expenses.

II. DISCUSSION

On September 28, 2011, the MTA Board authorized MTA to utilize an OCIP for selected rail projects of the 2010 – 2014 Capital Program and to award the OCIP broker services contract to Willis of New York. Over the years, Owner Controlled Insurance Programs (a/k/a wrap-up insurance) have been successfully utilized on several agency capital projects and programs. OCIPs have been estimated to produce cost savings of up to two percent of third party construction value. In addition to cost savings, OCIPs benefit the MTA by covering our capital construction projects with higher limits of insurance and uniform insurance coverage across all trades, thereby better protecting the interests of the MTA.

During the last ninety (90) days and in accordance with the terms of the broker services contract, Willis of New York and its subsidiary, Willis of London, have engaged with the domestic and international insurance marketplace to acquire competitive quotations for the various lines of coverage required for the Program. Each contractor and subcontractor of every tier working on the selected projects will be provided with a uniform Workers' Compensation, Commercial General Liability, Excess Liability, and Builder's Risk insurance coverage. Contractors working on LIRR and MNR projects will additionally be provided with Railroad Protective Liability coverage.

Coverage will be provided for the entire term of the OCIP, estimated to be six (6) years, and will be non-cancelable by the insurers except for non-payment of premium or non-compliance with serious safety recommendations. The OCIP primary coverage (Workers' Compensation/General Liability) will provide MTA and the contractors with limits of \$3 million per occurrence and \$5 million in the aggregate, subject to self-insured retentions of \$750,000 on the Workers' Compensation policy and \$1.5 million on the General Liability. Excess Liability will increase the primary coverage limits to \$100 million per occurrence and \$108 million in the aggregate.

Willis of NY marketed the primary insurance to eight (8) potential insurance carriers; Willis of London marketed the excess to eighteen (18) international insurance syndicates. Three (3) primary and seven (7) excess carriers responded with coverage quotations. Negotiations were conducted with carriers in an effort to obtain the broadest coverage terms and most favorable pricing available. Based on discussions surrounding the scope of the projects to be included in the OCIP, the safety controls to be put in place, and a thorough review of the quotations presented by the broker, Willis has recommended, and MTA Risk and Insurance Management (RIM) agrees, that ACE American Insurance Company has provided the best quotation, at the lowest cost, for the OCIP primary insurance program and that the Aegis Syndicate, the Aspen Syndicate and XL Insurance Company Ltd have structured the best quotation for OCIP excess coverage.

For the 2010-2014 Capital Program OCIP, based on a thorough review of the scope of the projects to be included, the safety controls to be put in place, and discussions with the insurance company underwriters, MTA Risk and Insurance Management expects the maximum aggregated premium, safety management and administrative cost to be approximately \$168,000,000, or 7% of total contract cost for covered projects. The insurance premium for the primary Workers' Compensation and General Liability coverage is based on loss experience. ACE American Insurance Company has capped losses at a maximum of approximately \$120 million subject to final audited payroll. If claims expenses are under this amount, the difference will be returned to the Capital Program. By way of comparison, the actual losses on the 2005-2009 NYCT Capital Program OCIP are running at just under 30% of the maximum established for that OCIP program, while actual losses for the MN/LIRR 20005-2009 Capital Program OCIP are running just above 40% of the maximum.

As part of the insurance proposal from ACE American Insurance Company, FMTAC will be required to enter into a trust agreement with the insurance company whereby the Captive will hold collateral of \$27,500,000 to secure the insurance company against exposure to the self-insured layer of Worker's Compensation/General Liability claims. FMTAC will hold and invest the funds, with any interest earned being retained by the Captive. This transaction eliminates the need for a letter of credit or the posting of other security that would otherwise be required in order to place the policy. Based upon past experience and the financial strength of FMTAC, ACE American Insurance Company has agreed to a security requirement of less than 30% of maximum losses. At the end of the program, any remaining collateral will be returned to the Capital Program.

It is also recommended that the captive be authorized to manage the OCIP's claims, safety and administrative expenses, as has been done with past OCIPs. A loss fund of \$32,500,000 will be established to pay losses and related claim costs within the self-insured retention. Safety services and administrative expenses will be funded by investment income on the funds held by the Captive over the life of the program. With a fair rate of return and minimal loss history, it is expected that FMTAC can fully fund the Broker Services Contract and safety programs, thereby reducing the maximum cost of the program. At the end of the program, any principle monies not paid out in claims will be returned to the Capital Program.

Additionally, Builders Risk coverage will be procured to protect MTA's interests in the property being constructed and Railroad Protective Liability will be procured for the LIRR and MNR projects to protect the assets and employees of the MTA railroads and to meet our obligations to protect the railroads that operate on the right of way. These policies will be procured within the aggregate OCIP maximum budget of \$168,000,000 and based on past OCIP procurements of such policies, are anticipated to have a cost not to exceed \$20 million.

Staff Summary

Contract No.

Page 3 of 3

Recommendation:

It is recommended that the MTA Board authorize MTA RIM to (a) permit Willis of New York to place the primary OCIP policies with ACE American Insurance Company, as described above; (b) permit Willis of London to place OCIP excess liability insurance policies with a consortium of underwriters led by Aspen London, as described above; (c) permit Willis of NY to place an OCIP Railroad Protective Liability policy and Marsh to place a OCIP Builders Risk policy with insurers to be determined by MTA RIM, within the budget constraints set forth above; and authorize FMTAC to (a) manage the safety, claims and administrative expenses of the OCIP program and (b) enter into a trust agreement with ACE American Insurance to collateralize agency obligations under the primary OCIP policies.

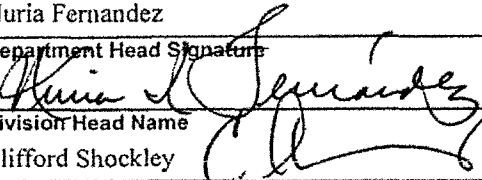
III. D/M/WBE INFORMATION

Willis has selected Atlanta Risk Management and Kettco to satisfy the 10% MBE goal and LCM Consultants, Inc. to satisfy the 10% WBE goal for the OCIP brokerage services contract. Both Atlanta Risk Management Company and Kettco will be providing administrative services such as contractor enrollment and entering information for the employee safety incentive program. LCM Consultants, Inc. will provide safety services. Willis of New York will be responsible for reimbursing these firms from its administrative fee.

IV. IMPACT ON FUNDING

The total not-to-exceed cost of \$168,000,000 will be provided by the 2010-2014 Capital Program allocated among the agencies participating in the program.

Staff Summary

Subject Request for Authorization to Award Various Procurements
Department Executive
Department Head Name Nuria Fernandez
Department Head Signature 
Division Head Name Clifford Shockley

Date September 17, 2012
Vendor Name Various
Contract Number Various
Contract Manager Name Various
Table of Contents Ref #

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance	9/24/12			
2	Board	9/27/12			

Internal Approvals			
Order	Approval	Order	Approval
			Office of Civil Rights
		2	Legal <i>KM for RB</i>
4	CFO <i>[Signature]</i>		EITG
1	Procurement <i>CC</i>	3	COO <i>AG</i>

PURPOSE:

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

DISCUSSION:

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

# of Actions	\$ Amount
None	None

MTAHQ proposes to award Competitive procurements in the following categories:

Schedules Requiring Majority Vote

Schedule C: Competitive Requests for Proposals (Award of Purchase and Public Works Contracts)	1	\$ 250,000.00
Schedule F: Personal Service Contracts	1	\$ 500,000.00
Schedule G: Miscellaneous Service Contracts	1	\$ 2,850,000.00
Schedule H: Modification to Personal Service & Miscellaneous Service Contracts	1	\$ 2,749,368.00
SUBTOTAL	4	\$ 6,349,368.00

MTAHQ presents the following procurement actions for Ratification:

Schedule K: Ratifications of Completed Procurement Actions	1	\$ 138,000.00
SUBTOTAL	1	\$ 138,000.00
TOTAL	5	\$ 6,487,368

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 2012
COMPETITIVE PROCUREMENTS

METROPOLITAN TRANSPORTATION AUTHORITY

Procurements Requiring Majority Vote:

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

1. MBF Crates \$250,000
Supply and Deliver of Dog Food (Not-to-exceed)
For the MTA Police Department
Contract No. 12028-0100
Competitively negotiated – 3 proposals – 36 months
Vendor to supply and deliver as needed dog food for the canines of the MTA Police Department-Canine Unit. The negotiated unit prices will be based on fixed discounts for the three-year period ranging from a low of 4.3% to a high of 32% off the current retail price. This is the first time that MTAPD is using these brands of dog food; thus equal comparisons cannot be made. However, the pricing that MTA is receiving is lower than the prices that MBF Crates charges other police departments in the Tri-State region.

F. Personal Service Contracts

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

2. Medical Doctor (MD) to Represent MTA on the \$500,000
Medical Board of the MTA Defined Benefit Pension Plan (Not-to-exceed)
Contract Nos. 12115-0100 to 0200
a. Dr. John Clarke, MD
b. Dr. Joseph Bottner, MD
Competitively negotiated – 3 proposals – 48 months
Physicians to perform, on an as needed basis, consulting services as medical physicians for the MTA Defined Pension Plan for a four-year period beginning October 1, 2012. These physicians will provide independent medical expert opinions in connection with employees whose applications for retirement with disability have been denied. The negotiated hourly rates of \$120 and \$187.50 are equal to or lower than the hourly rate under the current contract and are thus considered to be fair and reasonable.

METROPOLITAN TRANSPORTATION AUTHORITY
COMPETITIVE PROCUREMENTS

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)

3. As-Needed Moving Services for MTAHQ, MNR & NYCT \$2,850,000 Staff Summary Attached
Contract Nos. 12062-0100 thru -0700 (Not-to-exceed)
- a. Traffic Moving Systems, Inc.
 - b. Smart Moving & Storage, Inc.
 - c. Dahill Moving & Storage Co., Inc.
 - d. CRS-Corporate Relocation Systems, Inc.
 - e. Central Moving & Storage Co., Inc.
 - f. Advance Relocation & Storage, Inc.
 - g. Eagle Transfer Corp.

Competitively negotiated – 10 proposals – 24 months

Contractors to provide: (i) moving services to relocate MTA Headquarters (to 2 Broadway/MTAPD to undecided locations) and Metro-North Rail Road (to a Midtown location) for a not-to-exceed amount of \$1.2 million with a contingency of \$250,000 for a total, not-to exceed amount of \$1,450,000 and (ii) on-call building/office moving services to New York City Transit (NYCT) for a not-to-exceed amount of \$1.4 million for a twenty-four month period from January 7, 2013 to January 6, 2015, with an option to renew for one additional year, at the sole discretion of the MTA. These services will be performed based on the hourly rates established in the base contract and will be awarded as work assignments after conducting a mini-competitive process among some or all of the firms. As a result of negotiations, the selected firms' originally proposed hourly rates ranging from \$21.87 (for mover) to \$56.00 (for driver) were negotiated down to a range of \$18.40 to \$56.00 representing a reduction of 15.8%. The above negotiated hourly rates are within the same range as the current four-year LIRR contract. The negotiated rates will remain unchanged for the duration of the 36-month contract. Based on the above, the negotiated hourly rates are considered 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 and change orders that cause original contract to equal or exceed monetary or durational threshold required for Board approval.)

- | | | |
|---|--------------------------------|-------------------------------|
| 4. Risk Sciences Group
License, Maintenance and Consulting Services
of Proprietary Claims Administration Systems and
Risk Management Information System (RMIS)
Contract No. 24702-0-2 & 24702-0-1 | \$2,749,368
(Not-to-exceed) | <u>Staff Summary Attached</u> |
|---|--------------------------------|-------------------------------|

Base plus previous supplements = \$3,477,864

Recommend that the Board approve the amendment of two multi-agency proprietary contracts with Risk Sciences Group, Inc. (RSG) to: i) implement the upgrade of software licenses to the RSG Dmitri Suite and extend maintenance in support of the operating agencies' Claims Administration Systems and the Risk Management Information System (RMIS) and ii) extend as-needed consulting services by a five year period for a combined total not-to-exceed amount of \$2,749,368. The RMIS system is integral to the MTA Risk Management functions of identifying and analyzing the risks, determining proper risk financing options, managing the self-insured programs, and providing a statistical base for year-end loss reserve analysis and general ledger posting for the operating agencies. The upgrade to Dmitri Suite, a web-based off-the-shelf system, will greatly enhance and facilitate the integration of agency claims, safety and litigations systems and data. By implementing the upgrade, there will be an established uniform claim coding and handling process across these agencies, enabling consolidation and integration of different agency claim codes and location structures through a common user interface. The original cost proposal submitted by RSG for the five-year extension was \$2,783,071, which included 4.5% annual escalations of consultant hourly rates and maintenance cost. As a result of negotiations, RSG's cost was reduced to \$2,749,368 for a savings of \$33,703 or 1.21% with no annual escalation for the first year. Years 2 through 5, if any, will be subjected to a 3% annual escalation or CPI, whichever is lower. Based on the above, the cost is deemed fair and reasonable.

Staff Summary

Schedule G: Miscellaneous Service Contracts

Page 1 of 1

Item Number:

Vendor Name (& Location): Multiple-see below
Description: As-Needed Moving Services for MTAHQ, MNR and NYCT
Contract Term (including Options, if any): January 7, 2013 through January 6, 2015
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: 12062-0100	Renewal? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
Total Amount: \$2,850,000 (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: Chief Financial Officer/Facilities/ Phil DeCapua	
Contract Manager: Scott Mayclim	

DISCUSSION:

To recommend that the Board approve the award of seven (7) multi-agency, competitively negotiated, miscellaneous services contracts to (i) provide moving services to relocate MTA Headquarters (to 2 Broadway/MTAPD to undecided location(s) and Metro-North Rail Road (to a Midtown location) for a not-to-to-exceed amount of \$1.2 million with a contingency of \$250,000 for a total, not-to exceed amount of \$1,450,000 and (ii) provide on-call building/office moving services to New York City Transit (NYCT) for a not-to-exceed amount of \$1.4 million for a twenty-four month period from January 7, 2013 to January 6, 2015, with an option to renew for one additional year, at the sole discretion of the MTA, to the firms listed below.

- | | |
|---|--------------------------------------|
| 1. Traffic Moving Systems Inc. | 5. Central Moving & Storage Co. Inc. |
| 2. Smart Moving & Storage, Inc. | 6. Advance Relocation & Storage Inc. |
| 3. Dahill Moving & Storage Co. Inc. | 7. Eagle Transfer Corp. |
| 4. CRS-Corporate Relocation Systems, Inc. | |

To obtain these services, a competitive Request for Proposal (RFP) using the e-procurement process was publicly advertised and letters informing prospective proposers of the availability of the RFP package were sent to fifty (50) firms of which ten (10) were D/M/WBE firms. The Office of Diversity and Civil Rights established zero M/WBE goals under this contract. Ten proposals were received. A Selection Committee consisting of representatives from MTAHQ, Metro-North, and NYCT evaluated the proposals and unanimously determined that seven of the firms were technically qualified and recommended that Procurement negotiate with those firms. The number of firms retained was determined based upon (i) securing a sufficient number of firms to ensure adequate competition for each work assignment and (ii) having a wide range of expertise to ensure the best technical and project support for each work assignment. These services will be performed based on the hourly rates established in the base contract and will be awarded as work assignments after conducting a mini-competitive process among some or all of the firms. MTA has conducted a responsibility review and other due diligence on the seven firms and has deemed these firms to be responsible for award.

As a result of negotiations, the selected firms' originally proposed hourly rates ranging from \$21.87 (for mover) to \$56.00 (for driver) were negotiated down to a range of \$18.40 to \$56.00 representing a reduction of 15.8% (these rates comply with NYS Prevailing Wage Rates). The above negotiated hourly rates are within the same range as the current four-year LIRR contract. The negotiated rates will remain unchanged for the duration of the 36-month contract. Based on the above, the negotiated hourly rates are considered fair and reasonable.

Staff Summary

Schedule H: Modifications to Personal Service & Miscellaneous Service Contracts

Item Number:

Page 1 of 1

Vendor Name (& Location): Risk Sciences Group
Description: i) Implement the upgrade of software licenses to the RSG Dmitri Suite and extend maintenance in support of the operating agencies' Claims Administration Systems and the Risk Management Information System (RMIS) and ii) Extend as-needed consulting services by five year period
Contract Term (including Options, if any): October 1, 2012 through September 31, 2017
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: Sole Source
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: Risk & Insurance Management/Laureen Coyne & EITG/Daniel Queally

Contract Numbers: 24702-0-2 & 24702-0-1		AWO/Modification #'s 14 & 30
	Consulting Services #24702-0-2	License & Maintain Software 24702-0-1
Original Amount:	\$ 174,617	\$ 298,650
Prior Modifications:	\$1,668,332	\$1,336,265
Prior Budgetary Increases:	--	--
Current Amount:	\$1,842,949	\$1,634,915
This Request:	\$1,889,368	\$860,000
% of This Request to Current Amount:	102.52%	52.6%
% of Modifications (including This Request) to Original Amount:	2037.43%	735.4%

DISCUSSION:

To recommend that the Board approve the amendment of two multi-agency proprietary contracts with Risk Sciences Group, Inc. (RSG) to: i) implement the upgrade of software licenses to the RSG Dmitri Suite and extend maintenance in support of the operating agencies' Claims Administration Systems and the Risk Management Information System (RMIS), in the amount of \$1,889,368; and ii) extend as-needed consulting services by a five year period from October 1, 2012 through September 31, 2017 in the amount of \$610,000 and a contingency of \$250,000, for a combined total not-to-exceed amount of \$2,749,368.

In 1987, MTA awarded a competitive contract to RSG to provide Risk Management Information Systems (RMIS) software which included maintenance; subsequently MTA purchased claims administration systems software for MTA Metro North Railroad (MNR) and MTA Long Island Rail Road (LIRR).

RMIS receives claims data from the operating agencies' Claims Administration Systems, compiles the data for actuarial analysis and analytical loss reporting. The RMIS system is integral to the MTA Risk Management functions of identifying and analyzing the risks, determining proper risk financing options, managing the self-insured programs, and providing a statistical base for year-end loss reserve analysis and general ledger posting for the operating agencies. RMIS provides First Mutual Transportation Assurance Corporation, the MTA captive insurance company, with the proper tools to analyze captive insured claims and assist in maintaining fiscal viability.

The upgrade to Dmitri Suite, a web-based off-the-shelf system, will greatly enhance and facilitate the integration of agency claims, safety and litigations systems and data. The MTA agencies other than New York City Transit and MTA Bridges and Tunnels (B&T) presently use a variety of RSG third party and proprietary database systems to administer claims. These third party systems are maintained by RSG but the data reside in three unique databases with unique coding and location structures, thereby requiring significant manual intervention to report and consolidate agency claims data.

This upgrade, which will also incorporate B&T's claims administration and data, will simplify and integrate the system to better meet MTA's operational requirements. By implementing the upgrade, there will be an established uniform claim coding and handling process across these agencies, enabling consolidation and integration of different agency

claim codes and location structures through a common user interface. Dmitri Suite contains a robust claim information reporting tool, a graphical drill down analysis tool and a comprehensive report library with the ability to create, save and share ad hoc reports. The ad hoc reporting tool will allow the MTA and the operating agencies access to all fields in the system using a simple interface that will not require hard coding. This will provide more timely access to detailed claim information for safety and financial analysis. In the future, based upon the successful demonstration of the integration of these agency systems, consideration will be given to converting NYCT's claims data to Dmitri.

The Dmitri off-the-shelf software available from RSG is anticipated to provide a far more cost efficient and tested solution to claims management than RISCS. RISCS, an effort to procure the custom development of an all-agency claim and safety platform, was terminated by mutual agreement after sustained efforts to develop the platform failed to satisfy the identified business requirements. Funding for the proposed amendments is available from existing monies that had been allocated to the Risk Information Safety Claims System (RISCS) project. The original cost proposal submitted by RSG for the five-year extension was \$2,783,071, which included 4.5% annual escalations of consultant hourly rates and maintenance cost. As a result of negotiations, RSG's cost was reduced to \$2,749,368 for a savings of \$33,703 or 1.21% with no annual escalation for the first year. Years 2 through 5, if any, will be subjected to a 3% annual escalation or CPI, whichever is lower. Based on the above, the cost is deemed fair and reasonable.

LIST OF PROCUREMENTS FOR BOARD APPROVAL, SEPTEMBER 2012
PROCUREMENTS FOR RATIFICATION

METROPOLITAN TRANSPORTATION AUTHORITY

Procurements Requiring Majority Vote:

K. Ratifications of Completed Procurement Actions (Involving Schedules E-J)
(Staff Summaries required for unusually large or complex items which otherwise would require Board approval)

- | | | |
|----|---|------------------------------|
| 1. | I/O Solutions, Inc.
Entry-Level Police Officer Examinations
Contract No. 12140-0100 | \$138,000
(not-to-exceed) |
|----|---|------------------------------|

Competitively negotiated – 4 proposals – 48 months

To recommend that the Board ratify the award of a contract to I/O Solutions to supply, deliver and score examination materials for entry-level police officer examinations for the MTA Police Department. In order to meet the MTA's established timeline for the administration of the first examination scheduled for September 29, 2012, the Contractor was issued a Notice to Proceed. The initial unit cost of \$18 for the examination packet for each candidate was reduced as a result of negotiations to \$15 for a savings of \$3 or 16.7%. The negotiated rate of \$15 is \$3 higher than the \$12 rate paid eight years ago. The unit cost of \$15 per examination packet is lower than the unit cost charged by I/O Solutions to other state and federal law enforcement agencies and is thus considered to be fair and reasonable.

SEPTEMBER 2012
MTA REAL ESTATE
LIST OF REAL ESTATE ACTION ITEMS FOR BOARD APPROVAL

ACTION ITEMS

MTA NEW YORK CITY TRANSIT

Acquisition of 30-34 Fanchon Place (Block 3482, Lots 16, 17, and 19), Brooklyn, New York on behalf of NYCT Department of Buses and MTA Bus

MTA METRO-NORTH RAILROAD

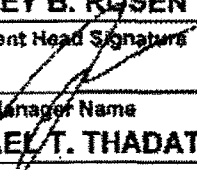
Lease Amendment with New Haven Parking Authority at Union Station for continued use of office space by CDOT

License agreement with Highland for reciprocal pedestrian and vehicular ingress and egress at Highland Mills, New York, adjacent to New York State Highway Route 32 and Metro-North's Port Jervis Line

MTA CAPITAL CONSTRUCTION


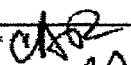

Acquisition of various property interests in support of the MTA Capital Construction Second Avenue Subway Project

Staff Summary

Subject PROPERTY ACQUISITION
Department REAL ESTATE
Department Head Name JEFFREY B. ROSEN
Department Head Signature 
Project Manager Name MICHAEL T. THADATHIL

Date September 24, 2012
Vendor Name
Contract Number
Contract Manager Name
Table of Contents Ref. #

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance Committee	09/24/12	X		
2	Board	09/27/12	X		

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

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

SELLER: 30-32-34 Fanchon Place Corporation ("Fanchon Corp.")

PROPERTY: 30, 32, and 34 Fanchon Place, East New York, Brooklyn; Brooklyn Block 03482, Lots 16, 17, & 19 (the "Properties")

PROPERTY SIZE: Approximately 8,000 square feet

CURRENT USE: Vacant land

ACTIVITY: Acquisition of fee title

IMPROVEMENTS: NYCT will build a new Department of Buses command center on the Properties

ACTION REQUESTED: Approval of terms

COMPENSATION: Six hundred eighty thousand dollars (\$680,000)

COMMENTS:

On April 25, 2012, the MTA Board authorized MTA Real Estate to take steps to acquire fee interests in the Properties by negotiated purchase or condemnation. NYCT Capital Program Management ("CPM") plans to construct a new Bus Command Center ("BCC") in East New York and has identified a site that includes the Properties as the project's preferred location. The Properties are located across the street from the East New York Bus Depot at 25 Jamaica Avenue ("East New York Bus Depot"). NYCT already owns the two lots (shown as Lots 7 and 20 on the site plan below) on either side of the Properties.

It is very important to NYCT to acquire the Properties in a timely manner to ensure that the BCC can be designed and constructed on schedule and within budget. The anticipated construction award date is December 31, 2012. CPM currently estimates that it will achieve a savings of \$14.4 million by building on the Properties (relative to the alternative construction scenario, which would require cantilevering a new building on Lot 7 over the existing subsurface subway structure that runs below a portion of Lot 7).

While the head of Fanchon Corp. indicated a willingness to sell the Properties to MTA via negotiated acquisition, his asking price of \$800,000 was significantly higher than MTA's appraised value. However, through negotiations, MTA was able to lower the price to \$680,000 (an amount only 6.25% above the appraised value of \$640,000).

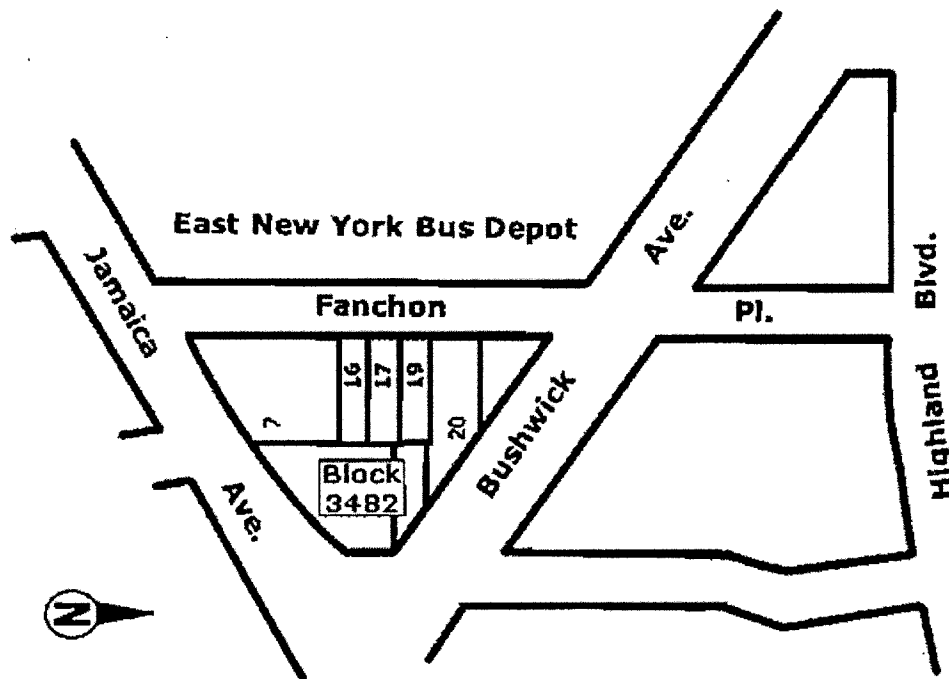
Pursuing this acquisition through condemnation rather than acquiring the property at the negotiated price would expose MTA to potential costs substantially in excess of the negotiated purchase price and would fail to meet CPM's time frame for property acquisition.

Staff Summary

FINANCE COMMITTEE MEETING Fanchon Place (Cont'd.)

Since federal funds will be used in the construction of the BCC, the Federal Transit Administration ("FTA") must approve the appraisal report before the acquisition is completed.

Based on the foregoing, MTA Real Estate requests authorization to acquire the Properties on the terms and conditions noted above.



Staff Summary



Metropolitan Transportation Authority

Page 1 of 2

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

Date SEPTEMBER 24, 2012
Vendor Name
Contract Number
Contract Manager Name
Table of Contents Ref. #

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance Committee	9/24/12	X		
2	Board	9/27/12	X		

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

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

LESSOR: New Haven Parking Authority

LOCATION: Union Station, New Haven, CT

USE: Office space for support staff

ACTION REQUESTED: Approval of terms

TERM: July 1, 2008 - June 30, 2016

SPACE: 945 rentable square feet (portion of 4th floor) plus 2 parking spaces

COMPENSATION: Initially \$18,635.40/\$19.72 per sq. ft., subject to annual CPI adjustment

TAXES: None

ALTERATIONS: None, space taken "as is"

UTILITIES: Included in rent

REPAIRS AND MAINTENANCE: Landlord is responsible for structural repairs and building systems. Tenant is responsible for repairs within demised premises.

COMMENTS:

Under a lease dating from 1985, (the "Lease"), Metro-North leases 23,098 square feet of space at New Haven's Union Station from the New Haven Parking Authority, for use as offices and for other operating purposes. A portion of the space leased by Metro-North is occupied by the Connecticut Department of Transportation ("CDOT"). Pursuant to a 1989 agreement between Metro-North and the CDOT, CDOT reimburses Metro-North for 100% of the lease costs attributed to the space CDOT occupies. In addition, under the Amended and Restated Service Agreement between Metro-North and CDOT, 65% of the costs of operating the New Haven Line, including Metro-North's lease costs at Union Station, are paid by CDOT.

An additional 945 square feet of office space at Union Station has been occupied by CDOT since 2008 but not included in the Lease or any other written agreement. The New Haven Parking Authority has now asked that this occupancy be formalized pursuant to an amendment to the Lease. The rent for the additional 945 square feet will be approximately the same per square foot as the rent Metro-North pays for the adjacent space it occupies at the station, and the full cost for the lease of this space will be reimbursed to Metro-North by CDOT.

Staff Summary

FINANCE COMMITTEE MEETING

New Haven Parking Authority (Cont'd.)

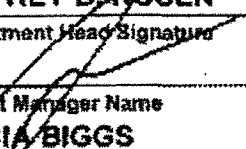


Metropolitan Transportation Authority

Page 2 of 2

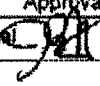


Based on the foregoing, MTA Real Estate requests authorization to enter into a lease modification agreement with the New Haven Parking Authority on the above-described terms and conditions.

Staff Summary

Subject MUTUAL LICENSE AGREEMENT
Department REAL ESTATE
Department Head Name JEFFREY B. ROSEN
Department Head Signature 
Project Manager Name ALICIA BIGGS

Date SEPTEMBER 24, 2012
Vendor Name
Contract Number
Contract Manager Name
Table of Contents Ref. #

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance Committee	9/27/12	X		
2	Board	9/27/12	X		

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

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

GRANTOR/GRANTEE: Highland Sand & Gravel, Inc. ("Highland")

LOCATION: Highland Mills, New York, adjacent to New York State Highway Route 32 and Metro-North's Port Jervis Line.

ACTIVITY: Execution of a license agreement with Highland for reciprocal pedestrian and vehicular ingress and egress

ACTION REQUESTED: Approval of terms

TERM: Month-to-month

TERMINATION: Terminable by either party at will upon 60 days' prior written notice

SUBJECT AREAS: "License Area 1" (the area being licensed to Metro-North) includes an area extending from New York State Route 32 to the Port Jervis Line (approximately 1,000 feet by 20 feet), and an area extending from Highland's office building to the Woodbury Viaduct (approximately 1,400 feet by 20 feet).

"License Area 2" (the area being licensed to Highland) covers a portion of Metro-North's property under the Woodbury Viaduct, north of New York State Route 32 (approximately 175 feet by 20 feet).

COMPENSATION: \$1/payment waived

COMMENTS:

Metro-North leases the real property and trackage known as the Port Jervis Line from the Norfolk Southern Corporation, over which it operates its West-of-Hudson Port Jervis Line service. In the vicinity of the Woodbury Viaduct of the Port Jervis Line in Highland Mills, Metro-North and Highland have historically accessed portions of their properties by using portions of property owned by the other.

Metro-North and Highland wish to enter into a mutually beneficial reciprocal license agreement to formalize the use of each other's property as such use now exists. Specifically, Metro-North will now have an agreement allowing it to access the Woodbury Viaduct over Highland's property from New York State Route 32, while Highland will have an agreement that formalizes its crossing of Metro-North's property under the Woodbury Viaduct so it can travel between parcels it owns on either side of the viaduct.

Staff Summary


FINANCE COMMITTEE MEETING MUTUAL LICENSE (Cont'd.)

 Metropolitan Transportation Authority

Page 2 of 2




Based on the foregoing, MTA Real Estate requests authorization to enter into a mutual license agreement with Highland Sand & Gravel, Inc. on the above-described terms and conditions.

Staff Summary

Subject	TEMPORARY CONSTRUCTION EASEMENTS
Department	REAL ESTATE
Department Head Name	JEFFREY B. ROSEN
Department Head Signature	
Project Manager Name	HELENE CINQUE

Date	SEPTEMBER 24, 2012
Vendor Name	
Contract Number	
Contract Manager Name	
Table of Contents Ref. #	

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance Committee	9/24/12	X		
2	Board	9/27/12	X		

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

AGENCY: MTA Capital Construction Company ("MTACC")

LOCATION: Residential condominium building, with ground floor retail, at 301 East 69th Street (Block 1444, Lot 1) located on the east side of Second Avenue in Manhattan between 69th and 70th Streets (the "Building").

ACTION REQUESTED: Approval to proceed with the acquisition by negotiated agreement or condemnation of additional temporary construction easements in portions of the Building in order to commence and complete construction of a new station entrance for the Second Avenue Subway Project.

COMMENTS:

In September 2010, in connection with the Second Avenue Subway Project, the MTA acquired by eminent domain permanent and temporary easements affecting the Building. Such easements are required for an entrance to the Second Avenue Subway's 72nd Street Station and are located within the Building's ground floor, basement and sub-surface levels.

In order to construct the new entrance, while maintaining essential services to the Building, MTACC's utility relocation design consultants have determined that MTACC must relocate some of the utilities from the permanent and temporary easement areas to other portions of the Building that were not acquired by eminent domain. In order to perform this essential work, MTACC requires additional temporary construction easements outside the existing easement areas. This will involve expansion of MTA's existing temporary easements across all areas of the Building's basement, into other areas of the Building's garage, and a few days of temporary access to a few second floor apartments to support the relocation of Verizon cables.

The MTA will endeavor to secure the additional temporary construction easements through voluntary agreements with the condominium owners and any affected tenants. If such agreements cannot be reached in a timely manner, the MTA must take preliminary steps under the Eminent Domain Procedure Law ("EDPL") to secure the necessary rights to perform the work.

Consequently, MTA Real Estate requests approval of the attached Resolution authorizing the MTA to proceed with the acquisition, by negotiated settlement or condemnation, of the additional temporary construction easements in the Building described above and to schedule and undertake such preliminary steps, including holding a public hearing, as may be required under the EDPL in connection with the acquisition of such temporary easements. If a public hearing is held under the EDPL, findings and a request for final approval to proceed with condemnation will be submitted to the Board for approval.

Staff Summary

FINANCE COMMITTEE MEETING
Subject (Cont'd.)



Page 2 of 2

BOARD RESOLUTION

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

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

WHEREAS, in order to construct the new entrance, while maintaining essential services to the Building, the MTA must relocate some of the utilities from the permanent and temporary easement areas to other portions of the Building that were not so acquired, thereby requiring additional temporary construction easements across all areas of the Building's basement, into other areas of the Building's garage, and a few days of temporary access to a few second floor apartments to relocate Verizon cables; and

WHEREAS, the MTA will endeavor to negotiate agreements with the affected property owners and any affected tenants in the Building to effectuate the required utility relocation work, but if negotiations are unsuccessful, the MTA must take appropriate steps to secure additional temporary construction easements by condemnation in order to perform this work.

NOW THEREFORE, BE IT

RESOLVED, that in accordance with the Eminent Domain Procedure Law ("EDPL") and Section 1267 of the Public Authorities Law, the Chairman or designated staff member of the Authority is authorized to proceed with the acquisition by negotiated agreement or condemnation of temporary construction easements in portions of the Building located at 301 E. 69th Street (Block 1444, Lot 1) and to schedule and undertake such preliminary steps, including holding a public hearing, as may be required under the Eminent Domain Procedure Law, in connection with the acquisition.

This Resolution shall take effect immediately upon its adoption.

ACTION ITEM

Staff Summary



Subject New Capital Project: Portal and tunnel repairs on the Broadway-7 th Avenue Line
Department Capital Program Management
Department Head Name Frederick E. Smith
Department Head Signature
Project Manager Name John O'Grady <i>JO</i>

Date August 16, 2012
Vendor Name TBD
Contract Number(s) C44508
Contract Manager Name Alok Saha <i>AS</i>
Table of Contents Ref #

Board Action					
Order	To	Date	Approval	Info	Other
1	NYCT Committee	9/24	X		
2	Finance Committee	9/24	X		
3	MTA Board	9/27	X		

Internal Approvals			
Order	Approval	Order	Approval
1	SVP Subways <i>AS</i>	5	Executive VP <i>AS</i>
2	SVP Capital Program <i>AS</i>	6	President <i>AS</i>
3	Director, OMB <i>AS</i>		
4	Chief Capital Budget Officer <i>AS</i>		

Purpose: To obtain MTA Board approval to add a new structural repair project to the Capital Program. The scope of the project includes structural work along the Broadway-7th Avenue line ("1 Train" service) in upper Manhattan. The project has completed design, and the estimated cost of the work is \$15.2 million, including design, 3rd party construction, and all required support. Award of construction work is forecast for March 2013, but may be accelerated into the fourth quarter of 2012, necessitating this action.

Discussion: This project will repair 2 tunnel portals, associated abutments and approximately 0.6 miles of subway tunnel in two sections on the Broadway-7th Avenue line in the borough of Manhattan. The limits of this project are south of the 122 Street portal to the LaSalle St abutment and south of the 145 Street station to the 133 Street abutment, inclusive of the 135 Street portal.

Conditions warrant an acceleration of this repair work; in addition this window will coincide with other planned work on the line, minimizing service disruption. Specifically, the 100-year-old structure requires water remedy and repair/replacement of structural steel as well as concrete repair and repair of walls and abutments. This structural damage is the result of water infiltration through the portal and ventilators built into the structure. In 2010, as a precaution, the heavy granite lintels that make up the decorative protective walls around the 122 Street portal were removed and street traffic barriers were put in place to reduce load and vibration on the structure.

Impact on Funding: 2010-2014 Capital Program funds are available through program savings. This is the result of good bids on recently awarded work.

Alternatives: The alternative is to respond to the continued deterioration of the steel and concrete in this area with operating maintenance resources to stabilize the tunnel structure as further degradation continues. In this alternative, NYCT would incur unplanned maintenance costs and continue the use of street barricades. Higher capital costs may well be incurred later as structural elements deteriorate further.

Recommendation: That the MTA Board approve the addition of this structural repair project, estimated at \$15.2 million, to the 2010-2014 Capital Program.

APPROVED FOR SUBMISSION TO THE BOARD

Thomas F. Prendergast
Thomas F. Prendergast, President

9/4/12
Date

The legal name of MTA New York City Transit is New York City Transit Authority

Staff Summary

Subject Installation of Help Points (HP) and Passenger Station Local Area Network (PSLAN)
Department Capital Program Management
Department Head Name Frederick E. Smith
Department Head Signature
Program Officer Name Mark Bienstock

Date September 4, 2012
Vendor Name
Contract Number Various
Table of Contents Ref #

Board Action					
Order	To	Date	Approval	Info	Other
1	NYCT Committee	9/24	X		
2	Finance Committee	9/24	X		
3	MTA Board	9/27	X		

Internal Approvals			
Order	Approval	Order	Approval
1	SVP Subways <i>[Signature]</i>	5	Executive VP <i>[Signature]</i>
2	SVP Capital Program Mgmt <i>[Signature]</i>	6	President <i>[Signature]</i>
3	Director, OMB <i>[Signature]</i>		
4	Chief Capital Budget Officer <i>[Signature]</i>		

Purpose:

The purpose of this staff summary is to obtain MTA Board approval to add two new projects to the 2010-2014 Capital Program:

1. To install Help Points (HP) in selected subway stations; and
2. To install Passenger Station Local Area Network (PSLAN) infrastructure in selected subway stations, which will support the rollout both of Help Points (HP) and the New Fare Payment System (NFPS).

Discussion:

Help Points are highly visible intercom devices allowing customers to speak directly to NYCT employees for travel information and emergency assistance. HP is a next-generation intercom device, designed to replace the existing Customer Assistance Intercoms (CAI) that are currently deployed in stations systemwide. HP offers superior visibility, connection times, and audio quality, compared to the existing CAI devices. HP has been pilot tested successfully at two stations (Brooklyn Bridge-City Hall and 23rd St. on the Lexington Ave. line); a second pilot is currently underway at two additional stations (Rector St. on the Broadway-7th Ave. line and Burnside Ave. on the Jerome line).

Passenger Station Local Area Network (PSLAN) is a digital communications network providing connectivity for advanced-technology devices situated in various areas of a passenger station, including fare control areas and station platforms. PSLAN will connect these devices to the existing Synchronous Optical Network (SONET), which is the fiber optic backbone network linking all NYCT stations to the Rail Control Center and other central facilities. Essentially, SONET is the communications "highway" throughout the NYCT system, while PSLAN will serve as the "local" information pathways within each station. Various applications will utilize PSLAN as a shared information pathway. Initial applications to be deployed over the next few years include Help Points (discussed above) as well as the New Fare Payment System, which will consist of contactless "tap-and-go" fare payment technology to replace the MetroCard system. A pilot is currently underway to install PSLAN at four stations (1st Av and Bedford Av on the Canarsie line, and the Delancey St / Essex St complex).

PSLAN is being designed to be able to handle a range of in-station applications. As new applications are deployed, they can be easily hooked into the PSLAN, greatly simplifying future installations. In addition to HP and NFPS, the applications envisioned to use PSLAN in the future include:

- CCTV cameras
- Customer information devices, such as interactive kiosks and signs
- Station agent communications
- Wayside-to-railcar communications

The legal name of MTA New York City Transit is New York City Transit Authority

Staff Summary

In the 2010-14 capital program, it is planned that HP and PSLAN will be deployed as follows:

- PSLAN installed at 97 stations, including "full" systems (serving station platforms and fare control areas) at 85 stations and "partial" systems (serving fare control areas only) at 12 stations. These 97 stations encompass the busiest stations in the system, handling more than 50% of all subway ridership;
- HP installed at all 85 stations receiving full PSLAN, with the HP devices utilizing the PSLAN infrastructure;
- HP installed at an additional 17 stations *without* PSLAN, as a pilot of wireless network technologies to be utilized where PSLAN infrastructure is not available.

These counts include the various HP and PSLAN pilot locations (listed above), which are being completed utilizing \$10 million in existing funding in the 2010-14 capital program. Installation of PSLAN at 24 of the 97 stations is being performed under various projects under the MTA Security Program and MTA Capital Construction, including 19 stations under IESS projects and 5 stations under Fulton Center (FC). Likewise, installation of HP at 5 of the 85 stations is being performed under FC.

Note that NFPS is planned to be deployed systemwide, not just at the 97 stations receiving PSLAN. Likewise, further rollout of HP to the balance of the system is planned for inclusion in a future capital program. At stations where PSLAN is not installed, HP and NFPS communications will be handled via other means, including wireless and/or cellular technology. From a customer's perspective, HP and NFPS will operate seamlessly regardless of whether the station has a PSLAN or other technology.

Alternatives:

The alternative to HP installation is to continue operating the existing CAI devices. However, HP offers superior visibility, connection times, and audio quality, thereby improving safety, security, and the customer travel experience.

An alternative to PSLAN is to handle all HP and NFPS communications via wireless and/or cellular technology. However, PSLAN offers a number of "behind the scenes" benefits which make it the most robust solution for high-volume stations. Compared to wireless and cellular alternatives, PSLAN offers faster, more reliable, and higher-bandwidth communications.

Another alternative to PSLAN would be to network each application separately. While this may be cheaper initially, PSLAN will consolidate wiring (eliminating multiple conduit runs) and maintenance, making future application deployments less expensive.

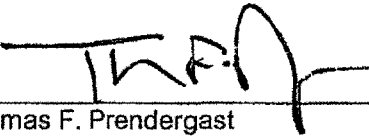
Impact on Funding:

The estimate for deploying HP and PSLAN in the 2010-2014 Capital Program is \$100 million, including \$40 million for HP and \$60 million for PSLAN. This amount excludes the cost of HP and PSLAN work that is being performed by under MTA Security and MTA Capital Construction projects because such work is already funded under the respective projects. The capital program already funded \$10 million for HP and PSLAN pilot initiatives. The additional \$90 million for this initiative will utilize \$32 million from the NFPS project and \$58 million from savings and efficiencies that NYCT has experienced.

Recommendation:

It is recommended that the MTA Board approve the addition of two capital projects, estimated at a total of \$90 million, to install Help Points and PSLAN infrastructure at selected subway stations.

APPROVED FOR SUBMISSION TO THE BOARD


Thomas F. Prendergast
President

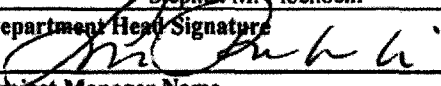

Date

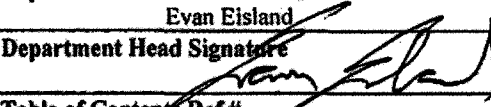



The legal name of MTA New York City Transit is New York City Transit Authority



PROCUREMENTS

The Procurement Agenda this month includes 18 actions for a proposed expenditure of \$33.9M.

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	9/24/12			
2	Board	9/27/12			

September 13, 2012			
Department Law and Procurement - MTACC			
Department Head Name Evan 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:

		<u># of Actions</u>	<u>\$ Amount</u>
Schedule F:	Personal Service Contracts	1	\$.8 M
	• Intergraph Corporation		\$.8 M
Schedule G:	Miscellaneous Service Contracts	1	\$ 3.5 M
	• Brush Industries, Inc.		\$ 3.5 M
Schedule H:	Modifications to Personal/Miscellaneous Service Contracts	1	\$ 1.8 M
	• Bentley Systems, Inc.		\$ 1.8 M
SUBTOTAL		3	\$ 6.1 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:

Schedules Requiring Majority Vote

Schedule F: Personal Service Contracts	1	\$	5.9 M
Schedule G: Miscellaneous Service Contracts	1	\$.5 M
Schedule I: Modifications to Purchase and Public Works Contracts	1	\$.8 M
	<u>3</u>	<u>\$</u>	<u>7.2 M</u>
SUBTOTAL			

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

Schedules Requiring Majority Vote

Schedule I: Modifications to Purchase and Public Works Contracts	1	\$.3 M
	<u>1</u>	<u>\$</u>	<u>.3 M</u>
SUBTOTAL			

NYC Transit proposes to award Ratifications in the following categories:

Schedules Requiring Two-Thirds Vote:

Schedule D: Ratification of Completed Procurement Actions	2	\$	12.1 M
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Schedules Requiring Majority Vote:

Schedule K: Ratification of Completed Procurement Actions	4	\$	2.2 M
	<u>6</u>	<u>\$</u>	<u>14.3 M</u>
SUBTOTAL			

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

Schedules Requiring Majority Vote:

Schedule K: Ratification of Completed Procurement Actions	5	\$	6.0 M
	<u>5</u>	<u>\$</u>	<u>6.0 M</u>
SUBTOTAL			
	<u>18</u>	<u>\$</u>	<u>33.9 M</u>
TOTAL			

COMPETITIVE BIDDING REQUIREMENTS: The procurement actions in Schedules A, B C and D are subject to the competitive bidding requirements of PAL 1209 or 1265-a relating to contracts for the purchase of goods or public work. Procurement actions in the remaining Schedules are not subject to these requirements.

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 2012

LIST OF NON-COMPETITIVE PROCUREMENTS FOR BOARD APPROVAL

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.)

1. **Intergraph Corporation** **\$795,375 (Est.)** **Staff Summary Attached**
Non-Competitive – Thirty-six month contract
Contract # 9637
Technical support of NYC Transit's T-MAP application.

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. **Brush Industries, Inc.** **\$3,514,958 (Est.)** **Staff Summary Attached**
Non-Competitive – Three-year contract
RFQ #19245
Refurbishment of MetroCard station and turnstile swipe read/write head assemblies.

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.)

3. **Bentley Systems, Inc.** **\$1,756,678 (Est.)** **Staff Summary Attached**
Non-Competitive – Five-year contract
Contract #07D9673.5
Modification to the contract for support services for Bentley application software, in order to extend the contract term and add Long Island Railroad requirements.

SEPTEMBER 2012

LIST OF COMPETITIVE PROCUREMENTS FOR BOARD APPROVAL

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.)

1. **Dvirka and Bartilucci Consulting Eng.** **\$5,900,000 (Est.)** *Staff Summary Attached*
Five Proposals/Low-Proposer – Three-year contract, with one-year option
Contract #CM-1043

Indefinite quantity consulting services contract for the Underground Storage Tank and Environmental Remediation Program.

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. **Dependable Repair, Inc.** **\$555,610 (Est.)**
Two Bids/Low Bidder – Four year contract
RFQ # 12552C

This estimated quantity contract requires the contractor to perform annual inspections and maintenance of five cable lugger pullers and ten aerial devices for the Department of Subways (DOS). The cable lugger pullers are truck mounted hydraulic equipment that provide all the necessary technology needed for transporting, removing and installing underground or overhead electric cable. The aerial devices are high-reach vehicles consisting of a telescopic boom with an articulated arm used to repair overhead cable and communication lines.

Dependable Repair, Inc.'s (Dependable) price is 37.3% lower than the second low bidder. When comparing like items from the previous contract to those under this bid, Dependable's bid price is 12.7% lower than the previous contract pricing. In addition, Dependable offered a unilateral price concession on its hourly rate for repair service from \$60 to \$55, which lowered its bid amount from \$578,010 to \$555,610, resulting in cost savings of \$22,400.

Dependable's price of \$555,610 was found to be fair and reasonable.

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.)

3. **Granite Construction Northeast, Inc.** **\$769,000** *Staff Summary Attached*
Contract #A-35870.170

Modification to the contract for the Rehabilitation of Five Stations on the Brighton Line, in order to cover extra labor costs and perform additional work needed to accommodate a scheduled all-track shut-down.

SEPTEMBER 2012

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.)

- | | | |
|---|------------------|--------------------------------------|
| 1. Scalamandre/Oliveira JV
Contract #C-26511.2 | \$290,000 | <u>Staff Summary Attached</u> |
|---|------------------|--------------------------------------|

Modification to the Site K contract for the construction of a ventilation building and reconstruction of 11th Avenue and West 36th Street for the No. 7 Line extension project, in order to perform changes to the utility work for the ventilation building.

SEPTEMBER 2012

LIST OF RATIFICATIONS FOR BOARD APPROVAL

Procurements Requiring Two-Thirds Vote:

D. Ratification of Completed Procurement Actions

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

- | | | |
|---|---------------------|--------------------------------------|
| 1. Barbaro Electric Co., Inc.
Contract #C-52110 | \$11,910,250 | <u>Staff Summary Attached</u> |
| Furnish, install, and integrate an Electronic Security System for the 14 th Street/Union Square Station Complex. | | |
| 2. Lewis Bolt & Nut Company
Commodity # 01-84-0500
Immediate Operating Need | \$185,920 | <u>Staff Summary Attached</u> |
| Purchase of 56,000 standard strength screw spikes. | | |

Procurements Requiring Majority Vote:

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

(Staff Summaries required for items requiring Board approval.)

- | | | |
|---|--------------------|--|
| 3. Saf-Gard Safety Shoe Company
Contract # 06L9586R.2 | \$223,231 | <u>Staff Summary Attached</u> |
| Modification to the contract for the furnishing, fitting and distributing of safety shoes, in order to extend the contract term by one-year. | | |
| TC Electric, LLC | | |
| 4. Contract # C-33850.1 | \$1,100,000 | <u>Staff Summaries Attached</u> |
| 5. Contract # C-33850.6 | \$410,000 | |
| Modifications to the contract for the rehabilitation of ducts in the Steinway Tube and the construction of two new circuit breaker houses in Queens, in order to expose 650 bolts, replace 250 bolts, replace 500 feet of lead caulking and perform a trial of an injectable water-proofing system. | | |
| 6. WDF, Inc.
Contract # A-36068.45 | \$539,500 | <u>Staff Summary Attached</u> |
| Modification to the contract for the rehabilitation of three stations on the Rockaway Park Line, in order to perform additional mezzanine slab repairs at Beach 90 th , 98 th and 105 th Street Stations. | | |

SEPTEMBER 2012

LIST OF RATIFICATIONS FOR BOARD APPROVAL

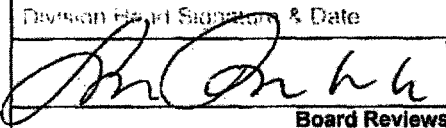



Procurements Requiring Majority Vote:

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

(Staff Summaries required for items requiring Board approval.)

- | | | | |
|----|--|--------------------------|--------------------------------------|
| 1. | AECOM*Arup (JV)
Contract # CM-1188.79 | \$2,250,000 (NTE) | <u>Staff Summary Attached</u> |
| | Modification to the contract to provide design services for the Second Avenue Subway, in order to update the final design scope included in the bid documents for the construction of the 72 nd and 86 th Street Stations. | | |
| 2. | E.E. Cruz and Tully Construction Company, JV, LLC
Contract # C-26005.97 | \$279,000 | <u>Staff Summary Attached</u> |
| | Modification to the contract for civil, structural, and utility relocation for the Second Avenue Subway, 96th Street Station, in order to complete additional utility relocation work at Entrance No. 1. | | |
| 3. | Parsons Brinckerhoff, Inc.
Contract # CM-1338.8 | \$1,117,100 | <u>Staff Summary Attached</u> |
| | Modification to the contract for Consultant Construction Management Services for the Second Avenue Subway Project, Phase I, in order to perform air monitoring, dust, odor and public health evaluations. | | |
| 4. | Plaza Schiavone JV
Contract # A-36125.94 | \$1,300,000 | <u>Staff Summary Attached</u> |
| | Modification to the contract for the Fulton Center Enclosure, in order to perform changes to the interior glass walls. | | |
| 5. | SSK Constructors, JV
Contract #C-26007.28 | \$970,000 | <u>Staff Summary Attached</u> |
| | Modification to the contract for the construction of the Second Avenue Subway Route, 72nd Street Station, in order to perform North and South Crossover Cavern changes. | | |

Staff Summary

Item Number 1					
Division & Division Head Name: VP Materiel, Stephen Plochochi					
Division Head Signature & Date					
					
Board Reviews					
Order	To	Date	Approval	Info	Other
Internal Approvals					
Order	Approval	Order	Approval		
1	Materiel 	5	EVP 		
2 X	Law	6	President 		
3 X	Budget/Operating	7			
4 X	TIS	8			

SUMMARY INFORMATION	
Vendor Name Intergraph Corp.	Req Number 9637
Description Support for T-MAP spatial database system	
Total Amount Estimated \$795,375	
Contract Term (including Options, if any) 36 Months (including 12 month 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 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 of MTAHQ contract	
Funding Source <input checked="" type="checkbox"/> Operating <input type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other:	

I. PURPOSE/RECOMMENDATION

To obtain approval from the Board to utilize a Metropolitan Transportation Authority (MTAHQ) contract to award a two year (October 1, 2012 – September 30, 2014) negotiated non-competitive personal service contract to Intergraph Corporation (Intergraph) to provide technical support to maintain the state of good repair and perform system enhancements to NYC Transit's T-MAP application, in the estimated amount of \$525,000 plus an option to extend the term for up to an additional 1 year (October 1, 2014 – September 30, 2015) in the estimated amount of \$270,375 for a combined total estimated amount of \$795,375. Award of the option will be subject to funding authorization and the approval of the Assistant Chief Procurement Officer.

II. DISCUSSION

Since February 2002, NYC Transit has utilized Intergraph's consulting services under four contracts. The sum of all four contracts totals \$1,342,434. These contracts were used in the development of a track mapping system that is capable of displaying the position of various features along the right of way, including emergency exits, fan plants, and pump rooms.

Intergraph provided technical support and assistance in the use of the database, performed system enhancements, onsite technical training for NYC Transit personnel, and support in the use of the Geographic Information System (GIS) software and technology.

Under this two year contract and one year option, Intergraph will continue to provide state of good repair maintenance for software, which includes direct technical assistance in upgrading T-MAP in response to changes in the technical environment, including changes to GIS software, Oracle database server operating system, as well as security and network changes. System enhancements will include items such as: user-friendly annotated maps; the ability to display schematic and corresponding geographical maps simultaneously; caching of maps for improved response time; improved handling of streets with multiple names; creation of a 'photolog' of tunnel images that are indexed to track stationing address; and expansion of the basemap to surrounding counties.

The T-MAP application allows users to create custom maps by choosing from a long list of NYC Transit specific features, including but not limited to, the following:

- The entire track network;
- Allowing users to create pushpins in order to annotate maps to show the current location of NYC Transit assets;
- The ability to display schematic and corresponding geographical maps simultaneously;
- An expansion of the basemap to include surrounding counties;
- Various station features including station outline, platforms, stairs, escalators, and elevators;
- High resolution aerial images and track videos;
- Basemap features that include waterways, streets, buildings, and parks;
- Subway and bus service routes.

Currently, there are approximately 540 T-MAP users. The Department of Subways and CPM are the largest groups of users that utilize T-MAP. Subways and CPM currently use T-MAP to predict which assets are vulnerable to flooding, plan conduit runs for under river tunnels, and to assess security measures of subway tunnels. There are also other users such as FDNY and the City of New York. The FDNY currently uses T-MAP's track and station data in their own applications for response planning and to provide real-time assistance to first responders, while the City of New York uses T-MAP data to study subway system vulnerability.

NYC Transit's Division of Technology and Information Services (TIS) has requested a new two year contract with Intergraph for continued support of the T-MAP application for the period October 1, 2012 through September 30, 2014 plus a one year option (October 1, 2014 through September 30, 2015). For this contract, NYC Transit will utilize MTAHQ's Contract No. 10185-0100. Article V.C of the All-Agency Guidelines for Procurement of Services allows for award of a contract without a competitive process, and hence allows for utilization of another agency's contract, when the services are available from one source only. The T-MAP application uses proprietary software licensed under exclusive legal right of Intergraph and no other firms are authorized to provide maintenance service or have the expertise needed to support this application. MTAHQ's contract is primarily for security software maintenance services and NYC Transit will utilize this contract for consulting services. As Intergraph does not currently have an NYS OGS contract as was used previously as a contract vehicle for their services, riding the MTAHQ contract is the most efficient manner presently available to NYC Transit to utilize for continued support of the T-Map application.

Intergraph's current labor rate for the four required titles: Project Manager, Transportation Consultant, System Architect, and Developer, reflect a 40% discount off the then-current OGS contract rate, which was negotiated and fixed for NYC Transit's prior contract, CMM-1517, in May 2007. Intergraph has agreed to continue to charge these same labor rates as in the previous contract for the two year base contract. For the one year option period, these rates can increase by 3% or the Producer Price Index, which ever is lower. Based on the foregoing, Procurement considers Intergraph's labor rates to be fair and reasonable. TIS concurs with this determination and recommends award.

Background search and review of documents submitted by Intergraph have disclosed no significant adverse information within the meaning of the All-Agency Responsibility Guidelines. Having evaluated all of the available facts, Procurement finds Intergraph responsible for award.

III. MWDBE INFORMATION

Based on the Scope of Work and lack of subcontracting opportunities, the MWDBE goals established are 0% MBE and 0% WBE for this contract.

IV. IMPACT ON FUNDING

Funds for the two year award are available in TIS' Operating Budget under General Ledger Account No. 711557, Responsibility Center No. 7526, Function No. 940 and Job No. 04715. Separate funding approval will be sought by TIS when requesting the exercise of the option.

V. ALTERNATIVES

Have NYC Transit personnel perform the work. NYC Transit lacks the expertise to perform this work, and therefore, requires assistance to perform the various processes.

Schedule G: Miscellaneous Service Contracts



Item Number: 2

Vendor Name (& Location) Brush Industries, Inc. (Sunbury, PA)
Description Refurbishment of MetroCard station and turnstile swipe read/write head assemblies
Contract Term (Including Options, if any) Three years
Option(s) included in Total Amount? <input type="checkbox"/> Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> n/a
Procurement Type <input type="checkbox"/> Competitive <input checked="" type="checkbox"/> Non-competitive
Solicitation Type <input type="checkbox"/> RFP <input type="checkbox"/> Bid <input checked="" type="checkbox"/> Other: Non-Competitive

Contract Number RFQ # 19245	Renewal? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
Total Amount: \$3,514,958 (Est.)	
Funding Source <input checked="" type="checkbox"/> Operating <input type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other:	
Requesting Dept/Div & Dept/Div Head Name: Department of Subways, Carmen Bianco	

Discussion:

The Department of Subways - Electronic Maintenance Division (EMD) has requested a new contract with Brush Industries, Inc. (Brush) to refurbish NYC Transit's MetroCard Station and Turnstile Swipe Read/Write head assemblies (SRW) that are used in the Automatic Fare Collection System. The refurbishment includes disassembly, cleaning and inspection of the roller block assemblies, replacing the old ceramic head blocks with new ceramic head blocks, replacing old ceramic coated base plates with new ceramic coated base plates (when required), installing new connectors, clamps, tubing and cable ties, reassembling SRWs and performing functional swipe tests to ensure that SRWs work properly.

The previous procurement, which the Board approved in September 2005, was the first contract for the refurbishment of this equipment. Like the last time, this work is required to prevent the erosion of SRW heads. Over time, the SRW wears down due to frequent swipes of MetroCards. NYC Transit has approximately 7,200 Swipe Read/Write and Read Only heads in the subway system and another 900 in inventory. Brush will refurbish approximately 8,100 SRWs over the three year term. The units refurbished under the previous contract were done in sufficient quantity to last until recently.

The All Agency Guidelines for the Procurement of Services do not require a competitive process when circumstances exist that make competition impracticable or inappropriate. In this case, the SRW magnetic heads as well as the ceramic coating design of the base plate are proprietary to Brush, the manufacturer of these swipe heads for Cubic. Consequently, there are no other firms that can provide the necessary refurbishment.

Brush submitted a proposal of \$3,663,940. Following negotiations, which included input from MTA Audit, Brush submitted a final price of \$3,514,958 resulting in a savings of \$148,982. Brush's pricing is firm for the three years. Based upon the aforementioned, the final price of \$3,514,958 is deemed fair and reasonable.

This contract is subject to review and approval by the New York State Office of the State Comptroller ("Comptroller"). Award of the contract cannot be made until Comptroller approval is obtained.

Schedule H: Modifications to Personal Service & Miscellaneous Contracts



New York City Transit

Item Number: 3

Vendor Name (& Location) Bentley Systems, Inc. (Exton, PA)	
Description Support services for Bentley Application Software	
Contract Term (including Options, if any) October 1, 2007 – September 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 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	AWO/Modification #
07D9673	5
Total Amount:	
	\$ 2,149,341
Prior Modifications:	
	\$ 468,954
Prior Budgetary Increases:	
	\$ 0
Current Amount:	
	\$ 2,618,295
This Request:	
NYCT: \$1,700,000	\$ 1,756,678
LIRR: \$56,678	(Est.)
% of This Request to Current Amount:	
	67.1%
% of Modifications (including This Request) to Original Amount:	
	103.5%

Discussion:

This request is to extend a negotiated non-competitive miscellaneous service contract with Bentley Systems, Incorporated (Bentley) for an additional five years from October 1, 2012 – September 30, 2017 in order to continue to provide support services for Bentley application software in the estimated amount of \$1,700,000 for NYC Transit. In conjunction with this modification, the Board is also asked to approve the addition of Long Island Railroad (LIRR) to this extension for five years of continued support services and the purchase of three additional licenses for their Bentley application software in the amount of \$56,678. The total combined estimated amount is \$1,756,678.

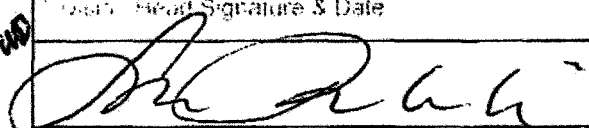



For over 27 years, NYC Transit departments, including Capital Program Management and the Departments of Subways and Buses, have used Bentley Computer Aided Design and Drafting (CADD) software, Microstation and other applications to create architectural and engineering design drawings. The CADD system uses Bentley application software to create and access archived drawings in electronic format from designated workstations. The current five year contract was approved by the Board in September 2007 and was awarded on October 1, 2007. NYC Transit currently has approximately 725 CADD workstations configured to use Bentley Microstation software to create and store drawings with approximately 700 designers trained in Microstation. Contractors and consultants that develop and submit drawings for NYC Transit review and all final as-built drawings are required to use Microstation software to ensure compatibility. Bentley owns the proprietary rights to the software and is the sole provider of support services. To select another software platform would be cost and time prohibitive given how long this software has been in use at NYC Transit.

Under this extension, Bentley will provide software support, consulting and training under their Select level program, which includes a 24/7 Technical Support Group Help Desk to assist NYC Transit in resolving technical problems related to software, software updates and upgrades when they become available, and on-site beginner and professional level training in the features and tools of the software.

Bentley's initial proposal of \$2,076,437 reflected a 30% discount off the published list price for software support and was deemed unacceptable as compared to the current pricing. Following negotiations, NYC Transit and Bentley agreed to a final proposal amount of \$1,910,734, which is \$165,703 or 8% lower than their initial proposal and \$189,016 or 9% lower than the in-house estimate of \$2,099,750. This amount reflects a discount rate of 40% for years one and two and 35% for years three through five, which will be based on the 2011 published list price for all five years. Bentley also reduced their daily training and consulting rates by 5%, which are now less than the current rates and these rates will escalate each year by 3%. In addition, Bentley agreed that should NYC Transit purchase additional licenses, the discount rate will increase from the current 21% to 35% off the 2011 list price and the associated cost for support will be the same price as above. All these discounts are deeper than Bentley's standard earned volume discount under their GSA contract. NYC Transit's total cost of \$1,910,734 will be offset by under runs in the existing contract thereby resulting in a net cost of \$1,700,000 for this modification.

Due to their inclusion in this extension, LIRR will be receiving this same discount for five years of support for existing licenses and for the purchase of three STAAD Pro software licenses with associated support for \$56,678. As a result of this deeper discount, LIRR realized a savings of \$22,636. Based on the aforementioned comparisons, Procurement and LIRR find Bentley's combined final price of \$1,756,678 to be fair and reasonable.

Staff Summary

Item Number 1					
Division & Division Head Name: VP Materiel, Stephen M. Plochochi					
Division Head Signature & Date					
					
Board Reviews					
Order	To	Date	Approval	Info	Other
Internal Approvals					
Order	Approval	Order	Approval		
1 X	Law	5 X	System Safety		
2 X	Budget	6 	EVP		
3 X	Diversity & Civil Rights	7 	President, NYCT		
4 X	CPM	8 	President, MTABC		

SUMMARY INFORMATION	
Vendor Name Dvirka and Bartilucci Consulting Engineers	Contract Number CM-1043
Description Indefinite Quantity Consultant Services for the Underground Storage Tank & Environmental Remediation Program	
Total Amount \$5,900,000 (Estimated)	
Contract Term (Including Options, if any) Thirty-six (36) months, with an option to extend for one additional year	
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 Architectural and Engineering <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 a competitively solicited indefinite quantity consultant contract for the Underground Storage Tank (UST) program to Dvirka and Bartilucci Consulting Engineers (D&B), for a total estimated cost of \$5.9M. This is a joint procurement between New York City Transit (NYCT) and MTA Bus Company (MTABC). The NYCT portion will be valued at \$4.3M and the MTABC portion will be valued at \$1.6M. The contract duration will be 36 months with an unfunded option to extend for up to one additional year. Appropriate authorization will be sought at the time the option is exercised.

II. DISCUSSION

The contract is to engage the services of an environmental engineering consultant to provide services for the UST program, on a task order basis, which generally will be up to \$250K. One contract will be awarded, with a scope of work that applies to both NYCT and MTABC. As part of an agreement with the NYSDEC, the agencies have to continually test and monitor tanks. The goal of the UST Program is to investigate and remediate any contaminated soil and groundwater caused by petroleum spills, primarily from leaking USTs. The services will include remedial investigations of soil and water contamination and recommendations, remedial design, technical inspection, tank tightness testing and tank closures. These services will be performed at various NYCT and MTABC sites throughout NYC. There will be two separate price schedules in the contract, one for NYCT and one for MTABC. NYCT and MTABC will both manage their own task orders.

A two step Request for Proposal (RFP) was utilized for this procurement. In Step 1, as a result of the solicitation and advertisement, 16 Qualification Packages were submitted. Each package consisted of a customized qualification statement, a Federal SF330 form and a Schedule 'J' Responsibility Questionnaire. The selection committee reviewed the packages in accordance with the evaluation criteria of the RFP and selected the following six firms to receive the RFP and submit proposals: URS, TRC Engineers (TRC), Tetra Tech (Tetra), D&B, LIRO Engineers (LIRO) and Louis Berger (LB). The other ten submittals were not selected due to their inadequate staff resources and/or insufficient relevant experience.

On June 12, 2012, five proposals were received. Tetra, after further review of the requirements of this project, decided not to submit a proposal. Tetra determined that many of their key personnel were already engaged and Tetra did not have the capacity at this time to undertake a project of this magnitude.

The Selection Committee evaluated the remaining five technical proposals utilizing the evaluation criteria set forth in the RFP and all five consultants were invited to make oral presentations. After review of technical proposals and participation in the oral presentations the Selection Committee recommended that negotiations be conducted with three firms, URS, LIRO, and D&B. These three firms were selected for negotiations because they have extensive UST experience, including remedial investigation, remedial design, tank tightness testing, and tank closures. The firms not selected generally lacked sufficient relevant experience and qualified personnel in key areas of the scope to efficiently perform the work. Cost proposals for the three firms were opened, a detailed cost analysis was performed and a fully loaded average hourly rate was developed for each consultant, using estimated hours for various labor categories that were provided for evaluation purposes.

Negotiations were conducted and focused on hourly rates, overhead, fixed fee and out of pocket expenses. Best and Final Offers (BAFOs) were received from each firm and evaluated against NYCT/MTABC's in-house budget estimate based on hours distributed among various titles, overhead, and fixed fees. BAFOs were received in the following amounts, D&B \$5.35M, LIRO \$5.49M, and URS \$5.71M. The combined NYCT and MTABC budget estimate was \$5.9M. All three BAFOs were determined to be fair and reasonable, based on an analysis of the components of the initial and revised cost proposals, estimate and the competitive nature of the RFP. The rates for D&B represent an annualized increase of approximately 1.3% from the current contract.

The Selection Committee was reconvened and voted to award D&B the contract based on the technical evaluation and lower cost. While URS was slightly better technically, primarily because of the experience gained as incumbent for the past twenty years, D&B has extensive experience in remedial design services, a critical aspect of this project, and has completed numerous UST projects and petroleum spill investigation/remediation projects throughout the five boroughs of NYC, maintaining an excellent working relationship with NYDEC Region II Division of Environmental Remediation. D&B does not have past experience with NYCT, but it has worked extensively with LIRR over the past 24 years on similar projects. D&B has also worked for major public entities, environmental related government agencies and public authorities. All contacted references provided positive feedback.

A background investigation and materials submitted by D&B disclosed no "significant adverse information" within the meaning of the All Agency Responsibility Guidelines. D&B has been found fully responsible for award.

III. MWDBE INFORMATION

The goals for this project have been established at 10% Minority Business Enterprise (MBE) and 10% Women-owned Business Enterprise (WBE). D&B's compliance plan is being evaluated and award will not be made until the Department of Diversity and Civil Rights' (DDCR) approval is obtained. D&B has not had any NYCT contracts; however, it has achieved its previous MWDBE goals on previous MTA contracts.

IV. CAPITAL PROGRAM REPORTING

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

V. IMPACT ON FUNDING

The cost of this contract will be funded with 100% MTA funds. One WAR certificate for \$4.3M will be issued for NYCT and one WAR certificate will be issued for MTA Bus Company for \$1.6M, prior to contract award.

VI. ALTERNATIVES

Perform the work using in-house personnel. At this time, NYCT and MTA Bus Company lack available staff to perform the specific tasks required.

Schedule I: Modifications to Purchase and Public Work Contracts



New York City Transit

Item Number: 3

Vendor Name (& Location)	
Granite Construction Northeast, Inc. (Tarrytown, NY)	
Description	
Rehabilitation of Five Stations – Brighton Line	
Contract Term (including Options, if any)	
October 30, 2008 – December 30, 2011	
Option(s) included in Total Amount? <input type="checkbox"/> Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> n/a	
Procurement Type <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive	
Solicitation Type <input type="checkbox"/> RFP <input type="checkbox"/> Bid <input checked="" type="checkbox"/> Other: Modification	
Funding Source	
<input type="checkbox"/> Operating <input checked="" type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other:	
Requesting Dept/Div & Dept/Div Head Name:	
Capital Program Management, Frederick E. Smith	

Contract Number	AWO/Modification #
A-35870	170
Original Amount:	\$ 161,400,000
Prior Modifications:	\$ 8,822,305
Prior Budgetary Increases:	\$ 0
Current Amount:	\$ 170,222,305
This Request:	\$ 769,000
% of This Request to Current Amount:	0.4%
% of Modifications (including This Request) to Original Amount:	5.9%

Discussion:

This modification is for extra labor costs and additional work needed to accommodate a scheduled all-track shut-down.

This contract is for the rehabilitation of five outdoor stations on the Brighton Line in Brooklyn: Newkirk Avenue, Avenue H, Avenue J, Avenue M and Kings Highway. Improvements included: platform reconstruction; platform canopy replacement; track realignment; upgraded lighting, electrical, communications, mechanical, plumbing and storm drainage systems; new interior and exterior finishes and incorporation of Arts-for-Transit mosaic work; and ADA elevators at Kings Highway.

The Brighton Line has four tracks. The contract required work to be done in phases, so as to minimize customer inconvenience. In preparation for the phased work, the contractor rehabilitated Newkirk Avenue platforms and installed signal systems needed for the phased work. Then, under phase one, express service was suspended and southbound local service was diverted to an express track, allowing the contractor to rehabilitate all the southbound platforms at Avenue H, Avenue J, Avenue M and Kings Highway. Phase two reversed the process. Between the first and second phases, NYC Transit had to switch passenger service from one side to the other. The contract called for the switchover to occur during an all-track shut-down; this was scheduled for the weekend of September 10 – 12, 2010. Passengers were accommodated by bus service during the shut-down.

In summer 2010, it became apparent that the contractor would not be able to finish phase one on time. The contractor had been delayed by modifications that addressed field conditions discovered after existing station buildings were demolished in preparation for the construction of new station buildings on the existing foundations. To meet the switchover deadline of September 10, 2010, the contractor had to work nights and weekends at premium labor rates. Despite that effort, the contractor was unable to finish all phase one work by the deadline. Accordingly, the contractor had to construct temporary stairs and pedestrian walkways and barriers to southbound platforms that were safe for passenger use while the remaining phase one work was completed during phase two. Subsequently, the contractor submitted a request for \$3M for premium time labor in phase one; construction and removal of the temporary stairs and pedestrian walkways and barriers; and inefficiencies in performing the remaining phase one work during phase two. After protracted discussions with the contractor, the Construction Manager initiated this Mod. No. 170 in May 2012. The contractor's proposal was \$819,201; NYC Transit's estimate was \$736,240. Following negotiations, the lump sum of \$769,000 was agreed upon and found to be fair and reasonable. A savings of \$50,201 was achieved.

No extension of time to the contract is required; the contractor achieved substantial completion on time.

Schedule I: Modifications to Purchase and Public Work Contracts



Capital Construction

Item Number: 1

Vendor Name (& Location) Scalamandre/Oliveira JV (Freeport, NY)	
Description Construction of a Ventilation Building and Reconstruction of 11 th Avenue and West 36 th Street at Site K – No. 7 Line Extension	
Contract Term (including Options, if any) February 27, 2011 – February 27, 2013	
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"/> Bld <input checked="" type="checkbox"/> Other: Modification	
Funding Source <input type="checkbox"/> Operating <input checked="" type="checkbox"/> Capital <input type="checkbox"/> Federal <input checked="" type="checkbox"/> Other: HYDC	
Requesting Dept/Div & Dept/Div Head Name: MTA Capital Construction, Michael Horodniceanu	

Contract Number C-26511	AWO/Modification # 2
Original Amount:	\$ 56,447,000
Prior Modifications:	\$ 1,085,025
Prior Budgetary Increases:	\$ 0
Current Amount:	\$ 57,532,025
This Request:	\$ 290,000
% of This Request to Current Amount:	0.5%
% of Modifications (including This Request) to Original Amount:	2.4%

Discussion:

This modification is for changes to the utility work for the Site "K" Ventilation Building.

This contract is for construction at Site K on the No. 7 Line Extension and includes the excavation and construction of a three-story above grade ventilation building structure, including foundation walls, slabs, columns, footings, and exterior building façade envelope; demolishing and removal of the existing viaduct on 11th Avenue between West 35th and 37th Streets as well as the existing West 36th Street viaduct; and reconstruction of the roadway on 11th Avenue and West 36th Street. The ventilation building also includes one story below grade level that extends into 11th Avenue, below the roadway. The interior fit-out for finishes and systems equipment for the ventilation building structure will be provided under a future contract.

Subsequent to the award of the contract, and as a result of reviews and comments by various entities, modifications were made to the Site "K" building plans that resulted in the issuance of revised drawings.

This modification addresses the additional costs associated with the implementation of changes to the property line manhole, per Con-Edison requirements; the Maintenance and Protection of Traffic (MPT) drawings, Traffic Signal drawings, and street lighting details per NYCDOT comments; and the joint detail along the West property line per Jacob Javits Convention Center and NYCDOT comments. These comments could not be incorporated into the bid documents because they were related to coordination with follow-on Contract No. C-26505, for finishes and systems, which was not awarded until the following year. This modification also includes several changes to the 360 foot retaining wall that are necessary due to differing site conditions. These changes include a 6-inch increase in the height of the wall, a 6-inch decrease in the height of the footer and an increase of 2 feet to the width of the footer. As a result of these changes, the amount of steel reinforcing bars, concrete and construction joints were increased and high-strength threaded anchors were removed. Revisions to signage/stripping drawings and the addition of a temporary asphalt sidewalk on West 36th Street were also made.

The contractor submitted a proposal in the lump sum amount of \$315,457; MTACC's estimate was \$289,011. Negotiations resulted in the agreed upon lump sum amount of \$290,000. Savings of \$25,457 were achieved. The final price was found to be fair and reasonable.

Schedule D: Ratification of Completed Procurement Actions



Item Number: 1

Vendor Name (& Location) Barbaro Electric Co. Inc. (Hackensack, NJ)
Description Furnish, install and integrate an Electronic Security System for the 14 th Street/Union Square Station Complex
Contract Term (including Options, if any) Eighteen months
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 checked="" type="checkbox"/> Bid <input type="checkbox"/> Other:

Contract Number C-52110	Renewal? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
This request:	\$11,910,250
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	

Discussion:

It is requested that the Board formally ratify the award of this contract to Barbaro Electric Company, Inc. to furnish, install, and integrate an Electronic Security System (ESS). The MTA Security Program is developing an integrated Inter-Agency Electronic Security System infrastructure to allow for commonality across all MTA agencies, as well as direct communication to the NYC Police Department (NYPD). The ESS is an infrastructure consisting of hardware and software that will integrate all NYC Transit legacy security subsystems as well as new applications onto a single platform.

Contract C-52110 is to furnish, install, and integrate an ESS at the 14th Street/Union Square Station Complex. The contractor will also install a new access control system to the relay and electrical distribution rooms, video cameras, switches, racks, and intercom systems. This contract has been awarded pursuant to an Emergency Declaration signed by all agency presidents in December 2002. This contract was solicited using a two-step selection process whereby interested bidders were evaluated and selected based on their technical experience and integrity. This pre-selection process afforded NYC Transit the ability to control the distribution of its security sensitive information and have competition for this procurement. Through this pre-selection process, 22 contractors were identified as possessing the capability to perform this work. All of the contractors were required to sign a non-disclosure agreement and have worked previously with NYC Transit.

Following advertisement, six bids were received. Barbaro Electric submitted the lowest bid of \$11,910,250. The price was found to be fair and reasonable. Barbaro has one ongoing NYC Transit construction contract as a prime and has completed multiple contracts as a subcontractor.

Barbaro Electric has not completed any MTA contract; therefore, no assessment of the firm's MWDBE performance can be determined at this time.

Schedule D: Ratification of Completed Procurement Actions**New York City Transit**

Item Number: 2

Vendor Name (& Location) Lewis Bolt & Nut Company (Wayzata, MN)
Description Purchase of 56,000 standard strength screw spikes
Contract Term (Including Options, if any) Immediate Use
Option(s) included in Total Amount? <input type="checkbox"/> Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> n/a
Procurement Type <input type="checkbox"/> Competitive <input checked="" type="checkbox"/> Non-competitive
Solicitation Type <input type="checkbox"/> RFP <input type="checkbox"/> Bid <input checked="" type="checkbox"/> Other: Immediate Operating Need

Contract Number Commodity #01-84-0500	Renewal? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
Total Amount: \$185,920	
Funding Source <input checked="" type="checkbox"/> Operating <input type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other:	
Requesting Dept/Div & Dept/Div Head Name: Department of Subways, Carmen Bianco	

Discussion:

It is requested that the Board formally ratify the declaration of an Immediate Operating Need (ION) made by the Vice President, Materiel waiving formal competitive bidding pursuant to Public Authorities Law §1209 subsection 9(a) and approve the award made to Lewis Bolt & Nut Company (Lewis Bolt) for the purchase of a total of 56,000 screw spikes, 1" diameter by 5-1/8" long. This screw spike is critical in order to ensure the continuation of ongoing track maintenance and construction projects. It is a basic component of track design and attaches the rail plate to the tie.

Commencing in January 2012, Track's usage of this screw spike increased by approximately 77% due to a revision to Track's maintenance and construction standards, coupled with Track's more extensive utilization of weeknight and weekend track closures. This increased usage almost exhausted the inventory of the screw spikes by mid-February 2012. An estimated quantity contract existed with A&K Railroad Materials, Inc. (A&K) and, although an order was placed with A&K its contractual delivery lead-time was not able to meet the demand at that time and it was necessary to also proceed with this ION with Lewis Bolt.

In order to prevent a complete cessation of track work or create an inability to respond to emergency situations, it was imperative that a supply of screw spikes be obtained to cover the increase in demand. Time was of the essence in this purchase therefore, an informal competitive canvass was made of vendors and manufacturers (both foreign and domestic) who have supplied screw spikes to NYC Transit in the past. Consequently, only one manufacturer, Lewis Bolt, was able to supply the standard strength screw spike on an expedited basis. As opposed to the other two vendors solicited, Lewis Bolt produces this material domestically which eliminates approximately 40 days of shipping time and it was willing to disrupt its current production schedule in response to NYC Transit's urgent need. Lewis Bolt was selected because it offered the best combination of price and lead-time available under the circumstances.

Schedule K: Ratification of Completed Procurement Actions



Item Number: 3

Vendor Name (& Location) Saf-Gard Safety Shoe Company (Lancaster, PA)	
Description Purchase and distribution of safety shoes	
Contract Term (including Options, if any) June 2, 2008 – June 1, 2012	
Option(s) included in Total Amount? <input type="checkbox"/> Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	
Procurement Type <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive	
Solicitation Type <input type="checkbox"/> RFP <input type="checkbox"/> Bid <input checked="" type="checkbox"/> Other: Modification	
Funding Source <input checked="" type="checkbox"/> Operating <input type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other: Immediate Operating Need	
Requesting Dept/Div & Dept/Div Head Name: Division of Materiel, Stephen M. Plochochi	

Contract Number	AWO/Modification #
06L9586R	2
Original Amount:	\$ 5,898,506
Prior Modifications:	\$ 35,910
Prior Budgetary Increases:	\$ 1,987,622
Current Amount:	\$ 7,922,038
This Request:	\$ 223,231
% of This Request to Current Amount:	2.8%
% of Modifications (including This Request) to Original Amount:	0.4%

Discussion:

It is requested that the Board formally ratify the declaration of an immediate operating need made by the Vice President, Materiel, waiving formal competitive bidding pursuant to Public Authorities Law §1209, subdivision 9(a) and approve this contract extension for one additional year from June 2, 2012 through June 1, 2013 to continue to furnish, fit and distribute safety shoes to various NYC Transit employees.

NYC Transit provides safety shoes to field employees working in various departments/divisions, such as MOW, Revenue, Supply Logistics, Car Equipment, Bus Maintenance, Stations and Rapid Transit Operations. Safety shoes are issued in order to minimize slips and falls and to prevent exposure to electrical hazards.

This contract extension became necessary to allow sufficient time to prepare a solicitation that combines both requirements for safety and work shoes to be coterminous, increase competition and secure better pricing, and allow for sufficient time after the receipt of bids to perform compliance audits of the participating factories; first article sampling and laboratory testing of shoes and post-award contract implementation. Given the long lead time associated with the manufacturing and shipping of shoes, in order to meet NYC Transit's needs for these safety related items, the only practical manner to acquire them was to modify the existing contract and extend its term for an additional year. Based on the projected contract balance available and forecast of need for the coming year, and additional \$223,231 is required.

The pricing of shoes under this extension reflects an average increase of 9.2% per pair. Saf-Gard provided documentation from its supplier, Hytest Safety Footwear that confirms an increase of their prices to Saf-Gard for the one year extension based on labor and material increases. Saf-Gard advised that the balance of the cost would cover its increases in overhead and distribution costs. Based on the aforementioned information, Saf-Gard's final price was found to be fair and reasonable.

Schedule K: Ratification of Completed Procurement Actions



Item Number: 4-5

Vendor Name (& Location)	
TC Electric, LLC (College Point, NY)	
Steinway Tube Duct Rehabilitation and Construction of Circuit Breaker Houses	
Contract Term (including Options, if any)	
January 6, 2012 – January 5, 2015	
Option(s) included in Total Amount?	<input type="checkbox"/> Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> n/a
Procurement Type	<input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive
Solicitation Type	<input type="checkbox"/> RFP <input type="checkbox"/> Bid <input checked="" type="checkbox"/> Other: Modification
Funding Source	
<input type="checkbox"/> Operating <input checked="" type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other:	
Requesting Dept/Div & Dept/Div Head Name:	
Capital Program Management, Frederick E. Smith	

Contract Number	AWO/Modification #s:
C-33850	1 and 6
Original Amount:	\$ 23,120,000
Prior Modifications:	\$ 59,225
Prior Budgetary Increases:	\$ 0
Current Amount:	\$ 23,179,225
This Request:	
Mod. 1: \$1,100,000 (Est.)	
Mod. 6: \$410,000	
	\$ 1,510,000
% of This Request to Current Amount:	6.5%
% of Modifications (including This Request) to Original Amount:	6.8%

Discussion:

These retroactive modifications are for water remediation measures. Water is infiltrating the Steinway Tube, which was constructed in 1907. One modification covers remedial work performed in the cast iron portions of the Tube. The other modification provides a trial of an injectable waterproofing system for the concrete horseshoe portions of the Tube.

This contract is for rehabilitation of ducts in the Steinway Tube and the construction of two new circuit breaker houses in Queens. The work encompasses two ducts that run from an electrical substation near Grand Central Station in Manhattan to the Vernon-Jackson Station in Queens. The work in the Steinway Tube includes the demolition of existing duct banks and installation of new ducts encased in concrete; repair of deteriorated concrete; and furnishing and installation of conduit and cable. The contract provides for the furnishing and installation of new communications and fiber optic cable in the conduit between Grand Central and Jackson Avenue. The contract also provides the construction of two circuit breaker houses with new equalizer circuit breakers and associated equipment at the Vernon-Jackson and Main Street Stations.

In December 2012, the Board approved the addition of this project to the 2012-2014 Capital Program. Although it was not part of the Capital Program, it was determined to be urgently needed because the deterioration of the electrical cables in the duct banks was causing power outages and creating train delays. It is critical that this work be closely coordinated with signal rehabilitation work being performed by another contractor, using diversions of service scheduled for that project.

Modification No. 1

Portions of the Tube are constructed of cast iron wall segments joined by flanges, which are bolted together and sealed with lead caulk and then covered with concrete. This retroactive modification provides for the replacement of bolts and the application of new lead caulking to stop water infiltration in the areas of the flanges which were hidden by the existing duct bank, but are now being uncovered as the existing duct bank is demolished. Before contract award, it was not known how many bolts or flanged joints were leaking, so the contract only requires the contractor to support inspection by NYC Transit engineers and consultants. This modification covers the additional work needed to expose an estimated total of 650 bolts and to replace an estimated total of 250 bolts, which may be leaking. The work also includes the replacement of an estimated 2,500 pounds of lead caulk. Finally, the work includes an estimated 45 square feet of concrete patching, to cover the few exposed bolts that would otherwise remain exposed after the new duct banks are installed. The contractor's proposal was \$1,593,487; NYC Transit's revised estimate was \$1,053,000. Negotiations resulted in agreed upon unit prices for the four items, resulting in estimated subtotals of \$718,250 for exposing bolts; \$123,500 for replacing bolts; \$242,500 for replacing lead caulk; and \$15,750 for concrete patching. The estimated total is \$1,100,000. The agreed upon unit prices and estimated total were found to be fair and reasonable. Savings of \$493,487 were achieved. The SVP/Chief Engineer signed a retroactive waiver and the contractor was directed to proceed effective April 2, 2012, to mitigate delay.

Modification No. 6

Portions of the Tube are constructed of concrete in a horseshoe cross-section. Water is infiltrating through the concrete walls in some locations. This retroactive modification is a trial of the Sovereign Hydroseal injectable waterproofing system for the concrete horseshoe portions of the Tube. The system is used to stop water leakage into or through underground and mining excavations, dam walls and foundations. The trial will provide waterproofing for a total of 150 linear feet of tunnel wall. On June 28, 2012, the SVP/Chief Engineer signed a retroactive waiver and the contractor was directed to proceed to mitigate delay. After preparations were completed, the injection work commenced on August 20, 2012. After the trial injections, the tunnel wall will be monitored. A different injectable waterproofing system by a different manufacturer may be tested under a separate modification; other than that, no other injectable waterproofing work is planned to be done under this contract. The contractor's proposal was \$543,609; NYC Transit's estimate was \$405,990. Negotiations resulted in an agreed upon lump sum price of \$410,000, which was found to be fair and reasonable. Savings of \$133,609 were achieved.

Schedule K: Ratification of Completed Procurement Actions



Item Number: 6

Vendor Name (& Location) WDF Inc. (Mount Vernon, NY)	
Rehabilitation of three stations – Rockaway Park Line	
Contract Term (including Options, if any) January 28, 2009 – February 28, 2011	
Option(s) included in Total Amount? <input type="checkbox"/> Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> n/a	
Procurement Type <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive	
Solicitation Type <input type="checkbox"/> RFP <input type="checkbox"/> Bid <input checked="" type="checkbox"/> Other: Modification	
Funding Source <input type="checkbox"/> Operating <input checked="" type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other:	
Requesting Dept/Div & Dept/Div Head Name: Capital Program Management, Frederick E. Smith	

Contract Number A-36068	AWO/Modification #: 45
Original Amount:	\$ 39,387,000
Prior Modifications:	\$ 1,010,507
Prior Budgetary Increases:	\$ 0
Current Amount:	\$ 40,397,507
This Request:	\$ 539,500
% of This Request to Current Amount:	1.3%
% of Modifications (including This Request) to Original Amount:	3.9%

Discussion:

This retroactive modification is for additional mezzanine slab repairs at all three stations.

This contract is for the rehabilitation of three stations on the Rockaway Park Line: Beach 90th, 98th, and 105th Street Stations. The rehabilitation includes electrical, architectural, communications, structural and concrete work.

The contract calls for repairs to the concrete slab mezzanines at all three stations. The contract specified certain types of repairs and indicated approximate square footage to be repaired as part of the contract lump sum price.

After the contract was awarded, the contractor and NYC Transit conducted a joint survey which determined that the contractually specified repairs were inappropriate for certain locations and that fewer underside repairs would be needed. Accordingly, in May 2010, a net credit modification was negotiated which added unit prices for "top", "whole" and "bottom" slab repair. The modification added 430 square feet of "top" slab repairs and 480 square feet of "whole" slab repairs. The additional repairs subtotaled \$143,320. This was offset by a (\$165,000) credit for 1,500 square feet of deleted "bottom" repairs. Accordingly, the May 2010 modification was issued in the credit amount of (\$21,680).

After the May 2010 modification was issued and as the work progressed, removal of deteriorated concrete disclosed that additional square footage needed repairs. Also, in some locations "whole" slab repairs were needed, to facilitate the replacement of corroded structural steel by removing and replacing the surrounding concrete. The work under the subject retroactive modification is, in effect, a continuation of the repair work established under the May 2010 modification. When the square footage of repairs provided by the May 2010 modification was exceeded, the same repair work proceeded without interruption and without a retroactive waiver. The final, as-built additional quantities are covered by this retroactive modification. This retroactive modification provides the final, as-built quantities of additional repairs, beyond those covered by the May 2010 modification: 201 square feet of "top" slab repair; 2,075 square feet of "whole" slab repair; and 779 square feet of "bottom" slab repair.

The contractor's revised proposal was \$644,505; NYC Transit's estimate was \$513,136. During negotiations, the contractor agreed to use the unit prices established under the prior modification, even though they were two years old and labor costs have increased. Application of the 2010 unit prices resulted in the agreed lump sum of \$539,500 which was found to be fair and reasonable. Savings of \$105,500 were achieved.

On May 31, 2012 the contract was declared substantially complete. On May 30, 2012 the contractor submitted a claim for delay associated with this and other modifications. Extension of time and impact costs, if any, will be negotiated under a separate modification and submitted for separate approval.

Schedule K: Ratification of Completed Procurement Actions



Item Number: 1

Vendor Name (& Location)	
AECOM*ARUP, JV (New York, NY)	
Design Services for the Second Avenue Subway Project	
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, Dr. Michael Horodniceanu	

Contract Number	AWO/Modification #:
CM-1188	79
Original Amount:	\$ 200,478,227
Option Amount:	\$ 150,400,897
Total Amount:	\$ 350,879,124
Prior Modifications:	\$ 39,484,573
Prior Budgetary Increases:	\$ 0
Current Amount:	\$ 390,363,697
This Request:	\$ 2,250,000 (NTE)
% of This Request to Current Amount:	0.6%
% of Modifications (including This Request) to Total Amount:	11.9%

Discussion:

This retroactive modification is for additional design services to update Final Design Documents (FDD) for Contracts C-26011 (72nd Street Station Finishes) and C-26012 (86th Street Station Finishes).

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 final design and construction support services for the civil/structural elements, systems, and stations. The SAS project is currently in the construction phase with eight of the planned ten contracts in place. The remaining two, Contracts C-26011 and C-26012 will be awarded in 2013. This modification pertains to the shortfall in FDD funding anticipated by MTACC after their re-evaluation of the effort required to finalize Contracts C-26011 and C-26012.

Modification No. 38, issued in March 2009, included \$4.5M to provide design hours to update FDD in the contract bid documents for the seven remaining SAS construction contracts which had not been awarded at that time. However, the funding was only enough to cover five of the contracts as several factors arose which caused greater than anticipated effort in preparing and revising design documents. The need for additional design hours resulted primarily from the need to make revisions to reflect changes in as-built conditions from prior contracts; changes in stipulations from utilities; transfer of work from cavern to finishes contracts; change the procurement method from an IFB to an RFP for the Systems and Finishes contract required greater technical support to review and evaluate the contractors' proposals and the bid process for the 96th Street Finishes contract generated substantially more questions than expected. These issues caused funds to be depleted sooner than expected. Therefore, this modification is needed to restore sufficient funding to complete the design for the two remaining contracts. To keep the design progressing, the MTACC President approved a retroactive waiver authorizing the consultant to proceed as of March 26, 2012.

The consultant BAFO consisting of retroactive and prospective work was \$2,250,000. The revised MTACC estimate was in the amount of \$2,250,000. The agreed to amount was found to be fair and reasonable. There were no changes to existing contract rates.

Schedule K: Ratification of Completed Procurement Actions



Capital Construction

Item Number: 2

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, Dr. Michael Horodniceanu	

Contract Number	AWO/Modification #:
C-26005	97
Original Amount:	\$ 303,863,700
Option 1 Amount:	\$ 17,526,300
Option 2 Amount:	\$ 3,610,000
Total Amount:	\$ 325,000,000
Prior Modifications:	\$ 5,794,462
Prior Budgetary Increases:	\$ 0
Current Amount:	\$ 330,794,462
This Request:	\$ 279,000
% of This Request to Current Amount:	0.1%
% of Modifications (including This Request) to Total Amount:	1.9%

Discussion:

This retroactive modification is for additional utility relocation work at Entrance No. 1.

This contract is for civil, structural, and utility relocation work for the new 96th Street Station for the Second Avenue Subway.

The work to be performed under this contract includes: the relocation of utilities, demolition of the existing Century Lumber Building and interior demolition at Astor Terrace Condominium; construction of temporary and permanent Support of Excavation retaining structures including the construction of slurry walls, secant piles and micro pile walls; connection to the existing tunnel north of 99th Street; installation of temporary roadway decking; construction of the 96th Street Station invert slab; and construction of certain station entrance and ancillary building structural elements.

The contract requires the breakout of approximately 120 linear feet of existing Empire City Subway (ECS) duct bank crossing the west side of 94th Street. This duct bank was found to be approximately seven feet deeper than what was shown in the contract documents. Test pit data obtained during the design phase, in this location, was inconclusive as far as the depth of the duct bank. This modification addresses the additional cost associated with the increased depth of the duct bank, including additional excavation, support of excavation and dewatering; additional trucking and backfill material; and removal of other existing electrical utilities to provide sufficient clearance for the ECS duct bank work. On May 16, 2012, retroactive approval was obtained from the MTACC President in order to avoid impact on the project schedule.

The contractor submitted a cost proposal in the amount of \$439,993; MTACC's revised estimate was \$271,566. Negotiations resulted in the agreed upon lump sum price of \$279,000, which is considered fair and reasonable. Savings of \$160,993 were achieved.

Schedule K: Ratification of Completed Procurement Actions



Capital Construction

Item Number: 3

Vendor Name (& Location) Parsons Brinckerhoff, Inc (New York, NY)	
Description Consultant Construction Management Services for the Second Avenue Subway Project, Phase I	
Contract Term (including Options, if any) May 31, 2007 – December 31, 2014	
Option(s) included in Total Amount? <input type="checkbox"/> Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> n/a	
Procurement Type <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive	
Solicitation Type <input type="checkbox"/> RFP <input type="checkbox"/> Bid <input checked="" type="checkbox"/> Other: Modification	
Funding Source <input type="checkbox"/> Operating <input checked="" type="checkbox"/> Capital <input checked="" type="checkbox"/> Federal <input type="checkbox"/> Other:	
Requesting Dept/Div & Dept/Div Head Name: MTA Capital Construction, Dr. Michael Horodniceanu	

Contract Number CM-1338	AWO/Modification # 8
Original Amount: \$ 80,940,647	
Prior Modifications: \$ 0	
Prior Budgetary Increases: \$ 0	
Current Amount: \$ 80,940,647	
This Request: \$1,117,100	
% of This Request to Current Amount: 1.4%	
% of Modifications (including This Request) to Original Amount: 1.4%	

Discussion:

This retroactive modification is to perform air monitoring, dust and odor testing and evaluations due to Second Avenue Subway (SAS) construction activities between 69th and 87th Streets and also formulating any necessary mitigation measures.

On May 31, 2007, the base contract for SAS Project Phase I CCM Services was awarded to Parsons Brinckerhoff, Inc., (PB). In June 2011, residents near the 72nd Street SAS construction area began to raise concerns about dust and odors released from the 72nd Street shaft. The consultant is required to review dust control measures and monitor air quality in accordance with guidelines from the NYS Department of Environmental Conservation (DEC) and the NYS Department of Health (DOH). In the event that threshold levels are exceeded, immediate action must be taken.

This modification includes establishment of an enhanced environmental monitoring program to measure emissions resulting from SAS construction activities with data collected at locations representative of prolonged (24 hours or more) public exposure. Sophisticated air monitoring equipment is required for the testing and this data will be compared to National Ambient Air Quality Standards (NAAQS).

The consultant submitted a proposal in the amount of \$1,230,400; \$812,000 for retroactive work and \$418,400 for prospective work. MTACC's estimate was \$1,109,060; \$769,455 for retroactive work and \$339,605 for prospective work. Of the retroactive work, MTACC was able to verify \$716,363 from supporting documentation supplied by the consultant.

Negotiations for the prospective work resulted in the agreed upon price of \$400,737, for a total agreed upon price of \$1,117,100, which is considered fair and reasonable. Savings of \$113,300 were achieved. There were no changes to existing contract rates.

In order to immediately address the concerns, the MTACC President approved a retroactive waiver and the consultant was directed to proceed with this work in August 2011.

Schedule K: Ratification of Completed Procurement Actions



Capital Construction

Item Number: 4

Vendor Name (& Location) Plaza Schiavone, JV (New York, NY)	
Description Fulton Street Transit Center Enclosure	
Contract Term (Including Options, if any) August 5, 2010 – February 4, 2014	
Option(s) included in Total Amount? <input type="checkbox"/> Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> n/a	
Procurement Type <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive	
Solicitation Type <input type="checkbox"/> RFP <input type="checkbox"/> Bid <input checked="" type="checkbox"/> Other: Modification	
Funding Source <input type="checkbox"/> Operating <input checked="" type="checkbox"/> Capital <input checked="" type="checkbox"/> Federal <input type="checkbox"/> Other:	
Requesting Dept/Div & Dept/Div Head Name: MTA Capital Construction, Dr. Michael Horodniceanu	

Contract Number	AWO/Modification #
A-36125	94
Original Amount:	
	\$ 175,988,000
Prior Modifications:	
	\$ 11,612,989
Prior Budgetary Increases:	
	\$ 0
Current Amount:	
	\$ 187,600,989
This Request:	
	\$1,300,000
% of This Request to Current Amount:	
	0.7%
% of Modifications (Including This Request) to Original Amount:	
	7.3%

Discussion:

This retroactive modification is for changes to the double-glazed interior glass walls of the Fulton Street Transit Center (Fulton Center).

This contract is for the construction of the Fulton Center Enclosure.

As a result of the reprogramming of the Fulton Center, revisions are required to the double-glazed interior glass walls which enclose the second and third floors inside the main pavilion. As the third floor was originally intended as office space for NYC Transit personnel, the design of the cladding on the glass walls included privacy features, primarily consisting of horizontal aluminum fins. The reprogramming of the area to retail space requires more visibility from the street level.

This modification includes the addition of a decorative pattern to the third floor glass facing the exterior perimeter of the pavilion in lieu of the installation of the aluminum privacy fins, a change to the second floor glass to match the pattern of the third floor glass and the reconfiguration of the interior glass wall construction, including the addition of new metal panels and a custom shaped architecturally exposed structural steel channel between the second and third floors. This modification also includes the installation of stainless steel handrails around the perimeter of the second floor. To avoid schedule impact, this work had to continue without delay. Consequently, the MTACC President approved a retroactive waiver and the Contractor was directed to proceed with the work in March 2012.

The contractor submitted a proposal in the amount of \$1,602,268; MTACC's revised estimate was \$1,240,512. Negotiations resulted in the agreed upon lump sum price of \$1,300,000, which is considered fair and reasonable. Savings of \$302,268 were achieved.

Schedule K: Ratification of Completed Procurement Actions



Capital Construction

Item Number: 5

Vendor Name (& Location)	
SSK Constructors, JV (Secaucus, NJ)	
Second Avenue Subway – 72nd Street Station, Station Cavern Mining, Tunnels and Heavy Civil Structure	
Contract Term (Including Options, if any)	
October 1, 2010 – October 13, 2013	
Option(s) included in Total Amount?	<input type="checkbox"/> Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> n/a
Procurement Type	<input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive
Solicitation Type	<input type="checkbox"/> RFP <input type="checkbox"/> Bid <input checked="" type="checkbox"/> Other: Modification
Funding Source	
<input type="checkbox"/> Operating <input checked="" type="checkbox"/> Capital <input checked="" type="checkbox"/> Federal <input type="checkbox"/> Other:	
Requesting Dept/Div & Dept/Div Head Name:	
MTA Capital Construction, Dr. Michael Horodniceanu	

Contract Number	AWO/Modification #:
C-26007	28
Original Amount:	\$ 447,180,260
Prior Modifications:	\$ 2,982,875
Prior Budgetary Increases:	\$ 0
Current Amount:	\$ 450,163,135
This Request:	\$ 970,000
% of This Request to Current Amount:	0.2%
% of Modifications (including This Request) to Original Amount:	0.9%

Discussion:

This retroactive modification is for changes made to increase the height and width of the north and south crossover caverns at each end of the 72nd Street Station.

This contract is for 72nd Street Station cavern mining, tunnels and heavy civil/structural work along the Second Avenue Subway.

The contract requires the mining of the 72nd Street Station cavern and crossover caverns by means of drilling and blasting and specifies a mining sequence to address the close proximity of the concurrent excavation of the East Tunnel under Contract C-26002 (TBM). The West Tunnel was previously bored prior to the award of the 72nd Street contract. The TBM contractor expressed concerns about the rock conditions indicating that, at times, rock up to five feet in length has dislodged from the crown of the tunnel prior to installing steel supports. Additionally, during excavation of the cavern from drilling and blasting, SSK has experienced over break of up to four feet. In order to address these safety concerns and still maintain the final tunnel alignment, it was decided to shift the East TBM alignment an additional five feet within the limits of the north and south crossover caverns, and 72nd Street Main Station Cavern, this shift increases the theoretical distance between the two excavations and reduces the risk of SSK's drill and blast excavation breaching the TBM tunnel excavation. As a result, the dimensions of the crossover caverns were increased to accommodate this shift.


This modification will cover an increase in excavation, shotcrete, waterproofing, concrete, rock bolts and rebar quantities associated with enlarging the crossover caverns in order to accommodate the TBM shift in the Main Station Cavern. Excavation of the south crossover cavern lies on the critical path of the project schedule and contract work cannot continue without the start of this additional work. To avoid impact on the project schedule, MTACC's President approved a retroactive waiver on March 13, 2012, and the contractor was directed to proceed.

The contractor submitted a proposal in the amount of \$1,066,879; MTACC's estimate was \$959,915. Negotiations resulted in the agreed upon lump sum price of \$970,000, which is considered fair and reasonable. Savings of \$96,879 were achieved.

PROCUREMENTS




The Procurement Agenda this month includes five (5) Procurement actions for a proposed expenditure of \$10.7M.

Staff Summary

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

Date September 10, 2012
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	9/24/12	X		
2	Board	9/27/12	X		

Internal Approvals			
Order	Approval	Order	Approval
3	President 		
2	Executive VP 		
1	General Counsel 		

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:

<u>Procurements Requiring Majority Vote</u>	<u># of Actions</u>	<u>\$ Amount</u>
Schedule A: Non-Competitive Purchases and Public Works Contracts	1	\$ 0.1M

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 A: Non-Competitive Purchases and Public Works Contracts	1	\$ 10.0M

	<u># of Actions</u>	<u>\$ Amount</u>
Total Non-Competitive Procurements	2	\$ 10.1M

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

None

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

<u>Procurements Requiring Majority Vote</u>	<u># of Actions</u>	<u>\$ Amount</u>
Schedule B: Competitive Requests for Proposals (Solicitation of Purchase and Public Works Contracts)	1	TBD
Schedule G: Miscellaneous Service Contracts	1	\$0.5M
	<u># of Actions</u>	<u>\$ Amount</u>
Total Competitive Procurements	2	\$0.5M

MTA Bus Company seeks Ratifications in the following categories:

	<u># of Actions</u>	<u>\$ Amount</u>
Schedule K: Ratifications of Completed Procurement Actions	1	\$0.1M
	<u># of Actions</u>	<u>\$ Amount</u>
Total Ratifications	1	\$0.1M

NYC Transit Department of Buses seeks Ratifications in the following categories:

None

	<u># of Actions</u>	<u>\$ Amount</u>
Total Ratifications	1	\$0.1M
	<u># of Actions</u>	<u>\$ Amount</u>
Total Procurements	5	\$10.7M

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 2012

LIST OF NON-COMPETITIVE PROCUREMENTS FOR BOARD APPROVAL

Procurements Requiring Two-Thirds Vote:

A. Non-Competitive Purchases and Public Work Contracts

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

1. **Martin A. Krieger, Consultant** **\$99,180** Staff Summary Attached
 Sole Source – Two- year contract
 Consulting services for federally mandated Title VI reporting supporting MTA Bus Company.
2. **MCI Service Parts, Inc.** **\$10,000,000 (Est.)** Staff Summary Attached
 Sole Source - Three-year omnibus
 Purchase of inventory and non-inventory replacement bus parts

SEPTEMBER 2012

LIST OF COMPETITIVE PROCUREMENTS FOR BOARD APPROVAL

Procurements Requiring Two-Thirds Vote:

B. Competitive Requests for Proposals (Solicitation of Purchase and Public Work Contracts)
(Staff Summaries required for items estimated to be greater than \$1M.)

- | | | |
|---------------------------------------|------------------------------|--------------------------------------|
| 3. Contractor To Be Determined | Cost To Be Determined | <u>Staff Summary Attached</u> |
| Contract Term To Be Determined | | |
| Contract # B-40657 | | |

Purchase of up to 285 Over-the-Road Diesel Express Buses, with an option to purchase up to 15 additional buses.

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.)

- | | | |
|---|-------------------------|--------------------------------------|
| 4. Global Traffic Technologies, LLC | \$481,980 (Est.) | <u>Staff Summary Attached</u> |
| Four Proposals – Seven-year contract | | |
| RFQ # 30383 | | |

Transit Signal Priority pilot program.

SEPTEMBER 2012

LIST OF RATIFICATIONS FOR BOARD APPROVAL

K. Ratifications of Completed Procurement Actions (Involving Schedules E-J)

(Staff Summaries required for unusually large or complex items which otherwise would require Board Approval)

5. Thrift Auto Body

\$116,838.52

Staff Summary Attached

Major accident repair of Long Island Bus (LIB) #1808

Schedule A: Non-Competitive Purchases and Public Work Contracts



Item Number: 1

Vendor Name (& Location) Martin A. Krieger
Description Consultant services for federally mandated Title VI reporting
Contract Term (including Options, if any) November 1, 2012- October 31, 2014
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: Omnibus Sole Source Approval

Contract Number PSB121249	Renewal? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
Total Amount: \$99,180	
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: Norman Silverman, Vice President, Operations Planning	

Purpose/Recommendation

To obtain approval from the Board to reject all bids, cancel the solicitation and award a non-competitive two-year personal service contract to Martin A. Krieger in the amount of \$99,180 for consultant services in support of MTA Bus Company's (MTABC) federally mandated Title VI reporting effort.

Discussion

MTABC is required to submit a Title VI report on a triennial basis and provide annual updates to this report, as part of the regulations stipulated by the Federal Law. In conformance with federally proscribed reporting procedures, the Title VI report analyzes the equity of MTABC's bus service that is provided to all populations in MTABC's service area. Approval of MTABC's Title VI submission is a key element of maintaining MTABC's and the overall MTA's eligibility for federal capital funding.

The scope of work includes a review of all lists/maps of random MTABC demographics by census tracts and presentation of minority equity and income equity analyses in connection with the Civil Rights Act of 1964 (Title VI), and performance of impact analyses for certain federally funded, fixed-facility construction projects to comply with relevant FTA Circulars. Mr. Krieger has been under Contract as the Title VI Consultant to MTABC and Metro North Railroad (MNR) for the past seven (7) years and has very specialized knowledge of this key federal reporting aspect. The prior Contract was an RFP where MNR was the lead agency that resulted in a single proposal from Mr. Krieger. MNR has used Mr. Krieger on an as needed basis over the last several years. New York City Transit and Long Island Railroad have in house staff devoted for the Title VI submission and its annual updates. MTABC has limited staff for this function, but as they have done in the past few years, will work directly with the consultant to assist in the preparation and review of the submission in conformance with federal reporting guidelines.

As a result of a competitive Invitation for Bid (IFB) for these services MTABC received two (2) bids/responses. Mr. Krieger's bid was deemed non-responsive because he revised the estimated labor hours in the Price Schedule from 1,140 hours over the two (2) year period to 1,020 hours in conjunction with an hourly rate of \$90 per hour; and Automation and Advanced Technology, Inc.(A&AT) submitted an hourly rate of \$200 per hour, which was deemed not fair and reasonable based on prior costs for this service. Based on these bid results, MTABC elected to reject all bids.

As a result MTABC conducted a market survey to determine if any others had interest or the capability to perform this service. Since no others were identified, MTABC elected to negotiate only with both firms that submitted the original bid responses on the hourly rate only and would not allow any changes to the Contract's terms and conditions or price schedule from the IFB. As a result of the negotiations, Martin A. Krieger submitted an all inclusive Best and Final Offer of \$87 per hour, which represents a reduction of 3.3% in cost from its initial bid and Automation and Advanced Technology, Inc. (A&AT) submitted a revised pricing of \$189 per hour, also all inclusive, which represented a reduction of 5.5% from its' original bid.

Schedule A: Non-Competitive Purchases and Public Work Contracts



The revised all inclusive hourly rate of \$87 per hour for the next two (2) years from Mr. Krieger has been deemed fair and reasonable. The prior all inclusive hourly rate was \$80 per hour but represents a rate that is almost five years old. Therefore, the 8.75% increase in the hourly rate has been deemed fair and reasonable.

Alternatives

Perform the work with in-house staff or via a Memorandum of Understanding (MOU) with another MTA agency. This would not be a viable decision since MTABC lacks the available trained staff to fully perform this work, given the rigorous federal reporting guidelines, and the cost to have this work performed under an MOU would be more expensive due to the overhead rates associated with the use of other agency personnel.

Impact on Funding

The cost of this work is included in the MTABC Operating Budget.

Schedule A: Non-Competitive Purchases and Public Work Contracts



Item Number: 2

Vendor Name (& Location) MCI Service Parts, Inc. (Louisville, KY)
Description Purchase of inventory and non-inventory replacement bus parts
Contract Term (including Options, if any) October 2012 – October 2015
Option(s) included in Total Amount? <input type="checkbox"/> Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> n/a
Procurement Type <input type="checkbox"/> Competitive <input checked="" type="checkbox"/> Non-competitive
Solicitation Type <input type="checkbox"/> RFP <input type="checkbox"/> Bid <input checked="" type="checkbox"/> Other: Omnibus Sole Source Approval

Contract Number NONE	Renewal? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
Total Amount: NYC Transit: \$5,000,000 MTABC: \$5,000,000	
\$10,000,000 (Est.)	
Funding Source <input checked="" type="checkbox"/> Operating <input type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other:	
Requesting Dept/Div & Dept/Div Head Name: Division of Materiel, Stephen M. Plochochi	

Discussion:

This omnibus approval will cover items identified as obtainable only from Motor Coach Industries Service Parts, Inc. (MCISP) and will eliminate the need to advertise and prepare individual procurement staff summaries for Board approval for each procurement over the \$15,000 small purchase threshold. NYC Transit is not obligated to generate any expenditures pursuant to an omnibus approval. Any purchases made under this approval will be made pursuant to paragraph 9 (b) of PAL 1209, which allows purchases of items that are available from only a single responsible source to be conducted without competitive bidding.

There are approximately 8,686 items covered by this approval for the purchase of all replacement bus parts supplied by MCISP. These MCISP-supplied items will be used by NYC Transit's Department of Buses and MTA Bus Company (MTABC) for normal maintenance and replenishment of bus parts for the MCI Over-the-Road (OTR) fleet, which currently consists of 901 buses (404 NYCT, 497 MTABC) and represents approximately 15.9% of the entire bus fleet of 5,675 buses. Additionally, MCISP is the sole source provider for Rapid Transit Series (RTS) buses manufactured by Transportation Manufacturing Corporation (TMC).

This approval will apply to inventory and non-inventory items identified as obtainable only from MCISP for the following reasons: sole pre-qualified source on the QPL, and not available from any distributors or other sources; publicly advertised within a twelve month period without an acceptable alternate supplier; or proprietary to MCISP. These sole source parts will be purchased on an as-required basis during the three year period.

The current omnibus approval, approved by the Board in September 2009 and expiring October 2012, was for \$12,000,000 (\$8,000,000 for NYC Transit and \$4,000,000 for MTABC). However, there is a remaining balance of \$3,038,781 on NYC Transit's portion of the omnibus approval and approximately \$597,475 on MTABC's portion. The reason for the remaining funds for both agencies is due to NYCT retiring the balance of 131 RTS buses manufactured by TMC and 218 MCI OTR buses and MTABC retiring the balance of its 127 RTS buses manufactured by TMC, during the approval term for which MCISP was the supplier of sole source items. Since approval of the current omnibus, NYC Transit has utilized \$4,961,219, which equates to a monthly expenditure of approximately \$146,000. As a result, it is anticipated that NYC Transit will require an estimated \$5,000,000 of sole source items from MCISP during the term of this omnibus approval request. MTABC will also require an estimated \$5,000,000 for its requirements to support its MCI fleet.

Procurement has performed a price analysis on 42 sole source items for which 48 contracts were issued by NYC Transit during the term of the current omnibus approval, which exceeded the \$15,000 threshold. The 42 items represent 60% of the \$4,961,219 NYC Transit utilized to date under the current omnibus. A comparative price analysis of these 42 items shows a weighted average annual price increase of 2.39%. A review of the corresponding Producer Price Index for Transportation Equipment and other motor vehicle parts shows an average annual price increase of 2.28% over the past three years. However, there is one particular item that impacted the overall price increase due to a change in MCISP's subcontractor for the item. If this item is excluded from the analysis, the weighted average annual price increase is 2.06%.



This compares favorably with the aforementioned Producer Price Index. Each item to be purchased under the omnibus approval will be subject to a price analysis and determination that the negotiated price is fair and reasonable.

Schedule B: Competitive Requests for Proposals



Item Number 3					
Division & Division Head Name: VP Materiel, Stephen M. Plochocki					
Division Head Signature & Date					
Board Reviews					
Order	To	Date	Approval	Info	Other
Internal Approvals					
Order	Approval	Order	Approval		
1	Materiel	5	Executive VP		
2	Law	6	President		
3	SVP Buses	7			
4	Budget	8			

SUMMARY INFORMATION	
Vendor Name NA	Contract Number B40657
Description Purchase of up to 285 Over the Road Diesel Express buses with an option to purchase up to 15 additional buses.	
Total Amount N/A	
Contract Term (including Options, if any) TBD	
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.	

PURPOSE/RECOMMENDATION:

To request that the Board determine that competitive bidding is impractical or inappropriate for the procurement of up to 285 Over the Road Diesel Express buses for NYC Transit with an option to purchase up to 15 additional buses, and that it is in the public interest to issue a competitive request for proposals (RFP) pursuant to subdivision 9(g) of Section 1209 of the Public Authorities Law.

DISCUSSION:

Subdivision 9(g) of Section 1209 of the Public Authorities Law permits NYC Transit to use a competitive RFP in lieu of competitive bidding to award a contract for the purchase or rehabilitation of rapid transit cars or omnibuses. NYC Transit is desirous of utilizing such a procedure with respect to the procurement of up to 285 Over the Road Diesel Express buses. The RFP process will allow NYC Transit to arrive at the best overall proposal through negotiations and evaluation based on criteria that reflect the critical needs of the agency. It is anticipated that there will be two bus manufacturers, Motor Coach Industries and Prevost Car (US), approved to compete based on their successful completion of ongoing participation in the NYC Transit New Bus Qualification Program thus creating a competitive environment. This will be the first time that NYC Transit has had competition for this bus type. Upon completion of the RFP process, NYC Transit intends to obtain Board approval for the actual contract award.

The 285 Over the Road Diesel Express buses will be purchased based on the replacement of aging buses that have reached the end of their 12-year useful life. The quantity of buses may be reduced based on further evaluation of service requirements.

By utilizing the RFP process, NYC Transit will be able to: 1) weigh factors such as overall project price, NYS content, overall quality of proposer and product including but not limited to fuel economy; 2) negotiate specific contract terms, such as warranty and payment terms; 3) negotiate technical matters as deemed appropriate; 4) include any other factors that NYC Transit deems relevant to its operation; and 5) potentially split the award in such a manner as deemed to be in the public interest provided that the terms and conditions offered by the two qualified proposers are commercially reasonable and the proposers' BAFOs are deemed to be within a pre-established competitive range. NYC Transit reserves the right to award the entire contract to a single proposer if there are substantial differences between the BAFOs received.

ALTERNATIVE:

Issue a competitive IFB. Not recommended, given the complexity of this procurement and the advantages offered by the RFP process.

IMPACT ON FUNDING:

Funds for the procurement of the 285 buses will be funded under SF02-7292. This project is anticipated to be 100% MTA funded.

RECOMMENDATION:

It is recommended that the Board determine that competitive bidding is impractical or inappropriate for the procurement of up to 285 Over the Road Diesel Express buses for NYC Transit with an option to purchase up to 15 additional buses, and that it is in the public interest to issue a competitive request for proposals (RFP) pursuant to subdivision 9(g) of Section 1209 of the Public Authorities Law.

Schedule G: Miscellaneous Service Contracts



Item Number: 4

Vendor Name (& Location) Global Traffic Technologies, LLC	
Description Transit Signal Priority Pilot Program	
Contract Term (including Options, if any) Seven years	
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 checked="" type="checkbox"/> RFP <input type="checkbox"/> Bid <input type="checkbox"/> Other:	

Contract Number RFQ # 30383	Renewal? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
Total Amount: \$481,980 (Est.)	
Funding Source <input type="checkbox"/> Operating <input checked="" type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other:	
Requesting Dept/Div & Dept/Div Head Name: Department of Buses, Darryl Irick	

Discussion:

This contract is to conduct a pilot known as Transit Signal Priority to test a Traffic Signal Priority system (TSP) on the M15 Select Bus Service (SBS) route consisting of up to 60 buses operating primarily on First and Second Avenues in Manhattan, from Battery Park to 126th Street.

The Department of Buses (DOB), working in conjunction with the New York City Department of Transportation (DOT), is seeking to improve bus service through the prioritization of green signals for buses. DOT has equipped selected corridors with traffic signal controllers including along the M15 bus route.

The goal of the pilot, which seeks to enhance customer service, includes determining the benefits from utilizing TSP, which may include improvements to on-time performance while reducing travel times by allowing for greater distance to be covered in an equivalent time frame (as a result of less time waiting for traffic light changes). The contract includes an option for expansion by equipping up to 200 additional buses, for which subsequent Board approval will be sought.

DOT commenced work on the project in 2007 in conjunction with various Federal agencies, which included the installation of the controller equipment and the creation of a central Traffic Management Center (TMC) to manage traffic signals via messages submitted by TSP equipped vehicles. While DOT was building its system, DOB conducted proof of concept tests on buses which determined that a centralized network-based TSP solution utilizing GPS and cellular communications was suitable for interacting with the DOT system design.

A request for proposal for TSP was solicited on May 24, 2012. Proposals were received from four firms. The Selection Committee invited three firms to make Oral Presentations: M&J Engineering, Inc. (M&J); Global Traffic Technologies, LLC (GTT); and Novax Industries Corporation (Novax). After the Oral Presentations, clarifications to technical aspects were requested and submitted. Subsequently, these three firms were invited for negotiations, which centered mainly on each proposer's technical approach, as well as pricing for hardware, software and options for extended warranty and expansion. BAFOs were requested and received on September 11, 2012. Pricing for the base system to equip up to sixty buses, including a three year hardware warranty and a seven year software warranty, is as follows: GTT \$481,980, Novax \$511,251 and M&J \$591,003. Pricing for the option for equipping up to an additional 200 vehicles, including a three year hardware warranty and a seven year software warranty, is as follows: GTT \$923,800, Novax \$724,642 and M&J \$1,285,922. The combined totals for the base system including the option are: GTT \$1,405,780, Novax \$1,235,893 and M&J \$1,876,925.

The Selection Committee unanimously voted to recommend the award of this contract to GTT based on a superior technical ranking and offering the best overall value. GTT provided a well thought-out and comprehensive technical solution that the Selection Committee found best met the overall evaluation criteria and provided the greatest opportunity for project success. While Novax's combined price for both the base and option was lower, the Selection Committee determined that Novax's BAFO lacked a clear and detailed technical approach to the project and further, considered portions of their technical software solution to be unacceptable (ranking them technically the lowest of all three proposers).

Schedule G: Miscellaneous Service Contracts



The Controller's office conducted a financial review and finds GTT to be financially qualified. A background search and review of documents submitted by GTT disclosed no significant adverse information within the meaning of the All-Agency Responsibility Guidelines. GTT has been found fully responsible for award of Transit Signal Priority. Pricing submitted by GTT has been deemed fair and reasonable. This project is being funded through an agreement between the MTA and DOT, under which DOT reprogrammed grant funding for this project.

Schedule K: Ratifications of Completed Procurement Actions



Item Number: 5

Vendor Name (& Location) Thrift Auto Body, Inc. Coram, NY	Contract Number	Renewal? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
Description Major Accident Repair of Long Island Bus # 1808	Total Amount: \$116,838.52	
Contract Term (including Options, if any) May 1, 2012 through April 30, 2013	Funding Source <input checked="" type="checkbox"/> Operating <input type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other:	
Option(s) included in Total Amount? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> n/a	Requesting Dept/Div & Dept/Div Head Name: John Kivlehan, Vice President and Chief of Operations	
Procurement Type <input type="checkbox"/> Competitive <input checked="" type="checkbox"/> Non-competitive		
Solicitation Type <input type="checkbox"/> RFP <input checked="" type="checkbox"/> Bid <input type="checkbox"/> Other:		

Discussion:

It is requested that the Board formally ratify the award of a non-competitive contract to Thrift Auto Body Inc for major accident repair of MTA Long Island Bus [LIB] bus number 1808 which was involved in a vehicle accident while in operation under the MTA, for a total not-to-exceed price of \$116,838.52.

LIB bus number 1808 is a low floor Orion VII CNG bus which was manufactured by DaimlerChrysler Commercial Buses North America [Daimler] in 2010. The bus was purchased with FTA funds at a purchase price of \$419,940. The expected life cycle of the bus is 12 years from the date of acceptance. The bus was in regular revenue service at MTA Long Island Bus until July 2011 when it was struck on the roadside by a private sanitation truck and suffered major accident damage. The bus has been out of service since the accident and the MTA advised the FTA and Nassau County of the status of the bus in 2011. The MTA LIB Claims Department had notified the private sanitation vehicle's insurance carrier and is pursuing reimbursement for the accident repairs on behalf of the MTA. Because the anticipated cost to repair bus 1808 was far less than the cost of reimbursing the FTA for the remaining useful life of the vehicle if it had to be permanently removed from service. MTA Bus Operations made the decision to have the bus repaired after an assessment concluded the damage was repairable. Following repairs, the bus was scheduled to be returned to Nassau County and the private operator that has operated Nassau's bus service since January 1, 2012.

Daimler submitted a preliminary non-binding cost estimate in the amount of \$147,312.70 in October 2011 for the repair of the bus, which was subject to cost adjustment if any additional work would be found upon disassembly of the bus during the repair process. Since Daimler had incurred liquidated damages in connection with inexcusable delays associated with the LIB bus delivery schedule, MTA LIB sought to execute an agreement with Daimler to complete the accident repairs as part of the final liquidated damages settlement. The LIB bus purchase contracts and the resulting settlement agreement were eventually assigned to Nassau County and Veolia Transportation, its selected private operator, effective January 1, 2012. Nassau County and Veolia elected not to include the bus repair as part of the settlement agreement.

Shortly after the transition of LIB service from the MTA, Nassau County requested that the MTA repair the bus, since the MTA operated the bus during the accident and was proceeding with the insurance claim against the responsible party. MTA Bus Company [MTABC], acting on behalf of MTA LI Bus requested Daimler confirm its repair proposal. However, in February 2012, Daimler rescinded its proposal to repair bus 1808. MTABC, acting on behalf of MTA LIB, then proceeded to conduct a market survey to find other firms that would be interested in expeditiously repairing the major accident work on the bus. MTABC contacted several companies, including Northeast Bus Repair, Thrift Auto Body and Body Rite.

Thrift Auto Body was the only vendor that submitted a firm fixed price proposal, which was reviewed by Bus Maintenance management and approved for a total of \$116,838.52. Thereafter, MTABC directed Thrift Auto Body to proceed with the work on a non-competitive basis. The repair work has been completed by Thrift and is currently being inspected by MTABC forces, prior to return to Nassau County for NYS DOT inspection by the end of September. Thrift Auto Body has stated that its prices and rates for this scope of work are the lowest it would offer to any of its customers or governmental agencies. Thus, prices are deemed fair and reasonable. There are no recommended alternatives as neither MTABC nor NYCT DOB possess the manpower, parts or shop space to do this work.

It is recommended the MTA Board ratify an award to Thrift Auto Body for \$116,838.52 for the repair of Long Island Bus 1808. Funding for this contract is contained within the MTA's 2012 Operating Budget.

SEPTEMBER 2012

**METRO NORTH AND LONG ISLAND
COMMITTEE**

ACTION ITEM

Staff Summary

Item Number 1					
Dept & Dept Head Name: East Side Access, A. Paskoff					
Division and Division Head Name: Program Operations, S. Jurman					
Board Reviews					
Order	To	Date	Approval	Info	Other
1	MNR/LIRR Committee	09/24/12	X		
2	Finance	09/24/12	X		
3	Board	09/27/12	X		
Internal Approvals					
Order	Approval	Order	Approval		
2	General Counsel	4	President		
1	Financial Officer	3	Executive Vice President		

SUMMARY INFORMATION	
Vendor Name N/A	Contract Number N/A
Description Addition of two escalators and one elevator to connect the Biltmore Room at Grand Central Terminal to the ESA-LIRR Concourse below.	
Total Amount N/A	
Contract Term N/A	
Option(s) included in Total Amount? <input type="checkbox"/> Yes <input type="checkbox"/> No	
Renewal? <input type="checkbox"/> Yes <input type="checkbox"/> No	
Procurement Type <input type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive	
Solicitation Type <input 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 add a project entitled "Biltmore Room Connection to the MTA Capital Program's Interagency Program at an estimated cost of \$15.5 million.

II. DISCUSSION

The MTA's East Side Access project is currently under construction and will bring Long Island Rail Road (LIRR) trains into a new concourse beneath Grand Central Terminal (GCT). This new concourse is over 350,000 square feet and will occupy space within a portion of GCT's lower level. The first portion of the concourse construction is underway and the remaining construction is scheduled for bid this fall.

The design of the ESA project as funded by the Federal Full Funding Grant Agreements meets all passenger flow and egress requirements and standards. That said, there is no direct connection from the LIRR Concourse to the main level within GCT. The Biltmore Room Connection is composed of two escalators and an elevator connecting the Biltmore Room on the Upper Level of GCT directly to the LIRR Concourse and will provide additional benefits to both future LIRR riders and Metro-North passengers. Passenger flow will be improved by adding a direct connection between the Upper Level of existing GCT and ESA via the Biltmore Room. It will provide added capacity during periods of operational delays and special events. The project will also support regional growth by facilitating more efficient commutation between LIRR and Metro-North territories.

The design of the Biltmore room has been progressed by the ESA General Engineering Consultant (GEC) at the request of Metro-North Railroad (MNR). Construction would be included in the ESA's GCT Concourse Contract CM014B.

III. IMPACT ON FUNDING

Funding is available within the MTA's 2010-2014 Interagency Program.

IV. ALTERNATIVES

The alternative is to not construct the Biltmore Room Connection. This is not recommended since the project will provide many benefits to our customers. The project could be constructed at a future date but this would be impractical, resulting in increased costs and impacts on a newly completed LIRR Concourse.

METRO-NORTH/LONG ISLAND


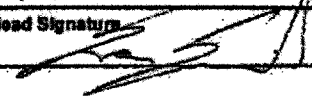
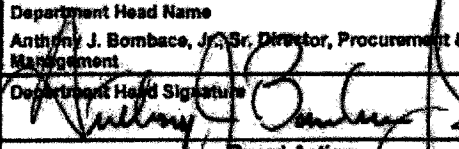
COMMITTEE

PROCUREMENTS

FOR BOARD

ACTION

September 24, 2012

Subject Request for Authorization to Award Various Procurements						Date September 24, 2012			
Department Procurement and Logistics - LIRR						Department Law and Procurement - MTACC			
Department Head Name Dennis L. Mahon, Chief Procurement and Logistics Officer						Department Head Name Evan M. Eisland, Senior Vice President and General Counsel			
Department Head Signature 						Department Head Signature 			
Department Procurement and Material Management - MNR									
Department Head Name Anthony J. Bombace, Jr., Sr. Director, Procurement & Material Management									
Department Head Signature 									
Board Action						Internal Approvals			
Order	To	Date	Approval	Info	Other	Order	Approval	Order	Approval
1	LIRR/MNR Committee	9.25.12				X	President, LIRR		
2	MTA Board	9.27.12				X	President, MNR		
						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:

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

Schedules Requiring Two-Thirds Vote:	# of Actions	\$ Amount
Schedule A: Non-Competitive Purchases and Public Works	3	\$3,697,265
SUBTOTAL	3	\$3,697,265

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

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

LIRR proposes to award Competitive procurements in the following categories:

Schedules Requiring Two-Thirds Vote:	# of Actions	\$ Amount
Schedule C Competitive Requests for Proposals	1	\$11,471,450
Schedule F Personal Source Contract	1	\$0
SUBTOTAL	2	\$11,471,450

MNR proposes to award Competitive procurements in the following categories:

<u>Schedules Requiring Two-Thirds Vote:</u>		<u># of Actions</u>	<u>\$ Amount</u>
Schedule B	Competitive Request for proposals	1	\$0
SUBTOTAL		1	\$0

<u>Schedules Requiring Majority Vote:</u>		<u># of Actions</u>	<u>\$ Amount</u>
Schedule G:	Miscellaneous Service Contracts	6	\$5,237,000
Schedule H	Modifications to Personal/Miscellaneous Contracts	1	\$1,736,719
Schedule J	Modification to Miscellaneous Procurement Contracts	1	\$375,000
SUBTOTAL:		8	\$7,348,719

MTACC proposes to award Competitive procurements in the following categories:

<u>Schedules Requiring Majority Vote</u>		<u># of Actions</u>	<u>\$ Amount</u>
Schedule H	Modifications to Personal Service Contracts & Misc. Service Contracts	1	\$1,308,213
Schedule I	Modifications To Purchase and Public Work Contracts	4	\$7,693,185
SUBTOTAL:		5	\$9,001,398

LIRR proposes to award Ratifications in the following categories:		<u># of Actions</u>	<u>\$ Amount</u>
Schedule K	Ratification of Completed Procurement Action	1	\$3,759,400
SUBTOTAL:		1	\$3,759,400

MNR proposes to award Ratifications in the following categories:		<u># of Actions</u>	<u>\$ Amount</u>
		NONE	

MTACC proposes to award Ratifications in the following categories:		<u># of Actions</u>	<u>\$ Amount</u>
Schedule K	Ratification of Completed Procurement Action	1	\$868,500
SUBTOTAL:		1	\$868,500
TOTAL:		<u>21</u>	<u>\$36,146,732</u>

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 2012

MTA LONG ISLAND RAIL ROAD

LIST OF NON-COMPETITIVE PROCUREMENTS FOR BOARD APPROVAL

Procurements Requiring Two-Thirds Vote

Schedule A: Non-Competitive Purchase and Public Works Contracts

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

- | | | | |
|-----------|--|--------------------------------------|--------------------------------------|
| 1. | Nordco, Inc.
Sole Source
Contract No. IT05426 | \$990,000
(Not-to-Exceed) | <u>Staff Summary Attached</u> |
|-----------|--|--------------------------------------|--------------------------------------|

LIRR, on behalf of itself and Metro-North Railroad (the Railroads), for MTA Board approval to award contracts for a 36-month period to Nordco Inc. in a total amount not-to-exceed \$990,000 (LIRR \$790,000/MNR \$200,000) for replacement parts required by the Railroads to operate and maintain various pieces of Nordco and Pyke track equipment. The Railroads use this equipment to perform infrastructure maintenance along their respective rights-of-way. Nordco is the Original Equipment Manufacturer and the sole responsible source for these parts.

- | | | | |
|-----------|---|--|--------------------------------------|
| 2. | Daktronics, Inc.
Sole Source
Contract No. IT010971 | \$2,621,300
(Not-to-Exceed) | <u>Staff Summary Attached</u> |
|-----------|---|--|--------------------------------------|

LIRR, on behalf of itself, Metro-North Railroad and MTA Bridges and Tunnels (the Agencies), requests MTA Board approval to award Sole Source Contracts to Daktronics, Inc., each for a three-year period in the total not-to-exceed amount of \$2,621,300 (\$593,300 - LIRR; \$464,000 - MNR; \$1,564,000 - B&T) to furnish visual message dissemination equipment required by the Agencies as they continue the expansion of their existing station/bridge public notification systems. On an as-needed basis, Daktronics will supply equipment and replacement parts required to expand, operate and maintain their systems. This is a sole source procurement because the VMS/AVPS system of the Agencies are designed to interface explicitly with the Daktronics signs which utilize a proprietary protocol. LIRR advertised its intent to award a sole source blanket order in the NYS Contract Reporter as well as the New York Post and no other vendor expressed any interest in competing for this procurement.

- | | | |
|-----------|--|--|
| 3. | North American Signal System LLC
Sole Source
Contract No. IT04689 | \$85,965.00
(Not-to-Exceed) |
|-----------|--|--|

LIRR requests approval to award a three year Sole Source Blanket Purchase Order (BPO) to North American Signal System LLC (NAS), in the not-to-exceed amount of \$85,965.00. Under the BPO, the LIRR will purchase NAS Universal Data Analyzers (UDA) and/or component parts in order to maintain LIRR's existing Centralized Wayside Event Monitoring System. Alarms generated by the system are analyzed by Signal Department personnel, who then dispatch law enforcement personnel and appropriate LIRR maintenance crews to initiate repairs thereby improving response time to incidents and overall grade crossing safety. This is sole source

procurement because the UDAs in the Central Monitoring System are proprietary designs of NAS. LIRR advertised its intent to award a sole source blanket order in the NYS Contract Reporter as well as the New York Post and no other vendor expressed any interest in competing for this procurement. The prices submitted represent an average annual increase of 1.65% over the previous contract. The Producer Price Index for electricity and signal testing instruments manufacture for the same period indicates a 3.7% increase. Further, NAS has certified that prices offered are equal to or less than prices quoted to their most favored transit customer or any other commuter railroad or transit agency. The prices will remain fixed for the 36-month term of the BPO. Based on the above, the prices have been determined to be fair and reasonable.

Schedule A: Non-Competitive Purchases and Public Works

Staff Summary



Item Number: 1

Vendor Name (& Location) Nordco, Inc. (Oak Creek, WI)
Description Replacement Parts for Various Maintenance Of Way Equipment
Contract Term (including Options, if any) 36 months
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

Contact Number IT05426	Renewal? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
Total Amount:	LIRR: \$ 790,000 MNR : 200,000 Not-to-Exceed \$ 990,000
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: Engineering - Kevin Tomlinson Chief Engineer	
Contract Manager : Richard Barone	

Discussion:

Long Island Rail Road, on behalf of itself and Metro-North Railroad (the Railroads), requests MTA Board approval to award contracts for a 36-month period to Nordco Inc. (Nordco) in a total amount not-to-exceed \$990,000 (LIRR \$790,000/MNR \$200,000) for replacement parts required by the Railroads to operate and maintain various pieces of Nordco and Pyke track equipment.

On July 14, 1999 Nordco Inc. acquired Pyke Manufacturing which then ceased to operate as a separate corporate entity. LIRR and MNR currently own and operate Nordco/Pyke specialized track maintenance equipment including Grabber Spike Pullers, Screw Lag Drivers and Tie Remover/Inserters. The Railroads use the equipment identified above to perform infrastructure maintenance along its respective rights-of-way.

Nordco is the Original Equipment Manufacturer and sole responsible source for these parts. LIRR advertised its intent to award a Sole Source Contract in the NYS Contract Reporter and in the New York Post, and no other vendor expressed an interest in competing for this requirement. LIRR has complied with the MTA All-Agency Procurement Guidelines and with PAL 1265-a (3) regarding the posting of advertisements in order to identify potential alternate suppliers. In addition to the advertisement, direct outreach by LIRR Procurement was performed and no alternate suppliers have been identified.

Prices for parts ordered through this procurement will be based on Nordco's published parts price list in effect at the time that an order for a part is placed. Combining all of the projected usages of all the Class I railroads, Nordco offers identical pricing for parts to all of its customers. A comparison of the current price list reflects a weighted average price increase of 5.4%. The Producer Price Index (PPI) for Construction Machinery and equipment for the same period increased by 5.5. Based on this price analysis, Nordco's pricing is determined to be fair and reasonable.

Schedule A: Non-Competitive Purchases and Public Works

Staff Summary



Item Number: 2

Vendor Name (& Location) Daktronics, Inc. (Brookings, SD)	
Description Furnishing of Visual Message Dissemination Equipment	
Contract Term (including Options, If any) 3 Years	
Option(s) included in Total Amount? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
Procurement Type <input type="checkbox"/> Competitive <input checked="" type="checkbox"/> Non-Competitive	
Solicitation Type <input type="checkbox"/> RFP <input type="checkbox"/> Bid <input checked="" type="checkbox"/> Other: Sole Source	

Contract Number IT010971	Renewal? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
Total Amount: LIRR \$593,300 MNR \$464,000 B&T \$1,564,000 Not-to-Exceed: \$2,621,300	
Funding Source <input checked="" type="checkbox"/> Operating <input type="checkbox"/> Capital <input checked="" type="checkbox"/> Federal <input type="checkbox"/> Other:	
Requesting Dept/Div & Dept/Div Head Name: Engineering – Kevin Tomlinson, Chief Engineer	
Contract Manager: Richard Barone	

Discussion:

Long Island Rail Road, on behalf of itself, Metro-North Railroad and MTA Bridges and Tunnels (the Agencies), requests MTA Board approval to award Sole Source Contracts to Daktronics, Inc., (Daktronics) each for a three-year period in the total not-to-exceed amount of \$2,621,300 (\$593,300 - LIRR; \$464,000 - MNR; \$1,564,000 - B&T) to furnish visual message dissemination equipment required by the Agencies as they continue the expansion of their existing station/bridge public notification systems. Each agency will issue individual Purchase Order Releases to Daktronics on an as-needed basis to supply equipment and replacement parts required to expand, operate and maintain their systems. The Agency's public address systems are at varying stages of maturity as each one was implemented at different times utilizing different technologies and equipment. However, as part of an all-agency joint procurement strategy, LIRR, MNR and B&T have standardized their systems using Daktronics displays in order to maintain compatibility with all platform signs, significantly reduce maintenance and force account installation costs, and inventory control of materials. The purchase and implementation of the Daktronics signs allowed for consistency of spare parts and inventory and maximized the efficiency of maintaining the station signage.

B&T has installed Variable Message Signs (VMS) at all B&T facilities under the AW-80 Capital Program and have become a critical element in B&T's operations to better serve the public by displaying real time travel time data to B&T customers as they travel through B&T's facilities. These signs also display traffic related incident messages, amber alerts, weather condition messages and construction advisements. VMS signs have been fully integrated into B&T's Advance Traffic Management System used by the Operations Department.

Similarly, under prior Capital Programs, LIRR and MNR have each deployed Daktronics Audio Visual Paging System (AVPS) equipment throughout their infrastructure, including 121 LIRR stations and MNR's New Haven Line stations, to provide customers with timely train information and other messages and operational communications. As part of their continuous effort to enhance customer communication, new devices are required at additional stations, platforms, overpasses and underpasses. These current and future requirements are covered under this request.

This is a sole source procurement because the VMS/AVPS systems of the Agencies are designed to interface explicitly with the Daktronics signs which utilize a proprietary protocol. LIRR has complied with the MTA All-Agency Procurement Guidelines and with PAL 1265-a (3) regarding the posting of advertisements in order to identify potential alternate suppliers. In addition to the direct outreach performed by LIRR's Procurement department which resulted in no alternate suppliers having been identified, LIRR advertised its intent to award a sole source blanket order in the NYS Contract Report as well as the New York Post and no other vendor expressed any interest in competing for this work.

A comparison of the current price list reflects an annual average price increase of 5.89%. The Producer Price Index (PPI) for signs and advertising displays for the same period increased by 8.4%. Based on this price analysis, Daktronics pricing is determined to be fair and reasonable.

SEPTEMBER 2012

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)

- | | | | |
|----|---|---------------------|--------------------------------------|
| 4. | Myers Controlled Power, LLC
Competitive RFP
Contract No. TBD | \$11,741,450 | <i><u>Staff Summary Attached</u></i> |
|----|---|---------------------|--------------------------------------|

LIRR requests MTA Board approval to award a contract to Myers Controlled Power, LLC (Myers) for the lump sum price of \$11,471,450 to furnish prefabricated traction power substations needed to replace existing substations located at Hillside and Kew Gardens. Under this substation procurement, Myers will design, fabricate, deliver, install, integrate and test the modular substations including building enclosures, equipment, cabling and supervisory control systems. Myers was not only the highest ranked technical proposal, but also Myers' cost proposal of \$11,471,450 was the lowest of all four proposers, and fully \$2,055,992 lower than the next-ranked and next-costliest proposer. It also compared favorably to LIRR's internal estimate.

Schedule F: Personal Service Contracts

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

- | | | |
|----|---|---|
| 5. | NCO Financial Systems, Inc.
Five-Year Contract
Ride B&T Contract No.: PSC-10-2883
Contract Nos.: TBD | LIRR - \$0.00
MNR - \$0.00 |
|----|---|---|

Under MTA's Joint Procurement Strategy, LIRR, on behalf of itself and Metro-North Railroad (MNR), requests Board approval to ride a Bridges & Tunnels (B&T) Personal Services Contract, No. PSC-10-2883, with NCO Financial Systems, Inc., (NCO), for Debt Collection Services, from 10/1/2012 through 7/31/2017. In May 2012, the Board approved the award of B&T's competitively negotiated contract to NCO, for a period of five (5) years, from 8/1/2012 through 7/31/2017. Services provided under this contract include; (i) developing a database of delinquent receivable accounts, (ii) contacting customers by mailers, and telephone, in effort to collect monies owed, and (iii) collecting unpaid fees. Under the terms of this contract, NCO receives a 13.9% fee for all monies collected. This fee remains fixed for the five-year contract term. LIRR and MNR estimate that over the five year term of the contract, NCO will be paid (i) \$50,000 by LIRR, based on \$360,000 collected, and (ii) \$83,000 by MNR based on \$600,000 collected. All contracts will be co-terminus to allow for a joint-agency follow-on solicitation. No budgetary funding is required since the consultant receives a percentage of all delinquent revenue collected on behalf of the agencies.

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

Staff Summary



Item Number: 4					
Dept & Dept Head Name: Procurement & Logistics; Dennis Mahon					
Department Head Signature & Date <i>[Signature]</i>					
Division & Division Head Name: Richard Oakley; Chief Program Officer					
Division Head Signature & Date <i>[Signature]</i>					
Board Reviews					
Order	To	Date	Approval	Info	Other
1	LI Committee				
2	MTA Board				
Internal Approvals					
Order	Approval	Order	Approval		
6	President <i>[Signature]</i>	3	VP/CFO <i>[Signature]</i>		
5	Executive VP <i>[Signature]</i>	2	Sr. VP/Operations <i>[Signature]</i>		
4	VP/Gen'l Counsel & Sec'y <i>[Signature]</i>	1	Sr. VP/Administration <i>[Signature]</i>		

SUMMARY INFORMATION	
Vendor Name	Contract Number
Myers Controlled Power, LLC	6074
Description	
Replacement of Hillside & Kew Gardens Substations	
Total Amount	
\$11,471,450	
Contract Term (including Options, if any)	
770 consecutive calendar days	
Options(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:

MTA Board approval of a contract award to Myers Controlled Power, LLC (Myers) for the lump sum price of \$11,471,450 to furnish prefabricated traction power substations needed to replace existing substations located at Hillside and Kew Gardens.

II. DISCUSSION:

LIRR's 2010-2014 Capital Program includes \$130 million for power related investments including the replacement of traction power substations at Hillside and Kew Gardens that are past their useful life. Under this substation procurement, Myers will design, fabricate, deliver, install, integrate and test the modular substations including building enclosures, equipment, cabling and supervisory control systems. The modular substation buildings will be assembled and installed on foundations constructed by LIRR forces. LIRR Forces will also interconnect the substation into the power infrastructure. The MTA Board approved the use of the RFP method for this procurement at its December 2011 meeting.

Advertisement of this Contract ran in both the New York State Contract Reporter and the New York Post on January 26, 2012. In addition, a copy of the advertisement was sent directly to 18 firms known to have experience with this type of work. The proposers' conference and site tour was attended by 13 firms.

Four firms responded to the Railroad's RFP. All four firms were invited to give detailed oral presentations to the LIRR. A Technical Evaluation Committee (TEC) reviewed these proposals against pre-set criteria for technical response and quality plan, management approach, experience and qualifications of the firms and proposed project team.

The TEC cited the following reasons for Myers receiving the highest overall rating when compared to other proposers:

- Myers proposed sound methods and processes for maintaining the project schedule,
- Myers has extensive corporate experience with this kind of work,
- The equipment being proposed by Myers has been demonstrated as high-functioning on other LIRR power projects,

Staff Summary



- The manufacture and integration of equipment and housing is largely centralized at Myers' facilities, increasing the ability to control these activities.

Moreover, Myers was not only the highest ranked technical proposal, but also Myers' cost proposal of \$11,471,450 was the lowest of all four proposers, and fully \$2,055,992 lower than the next-ranked and next-costliest proposer. It also compares favorably to the LIRR's internal estimate. Based on a comparison to market prices and the internal estimate, Myers' cost is deemed fair and reasonable.

As part of the replacement of the Hillside Substation, the original 1905 brick Hillside Substation will be impacted. LIRR is following all State historic preservation procedures with regard to this building.

The award of this Contract to Myers is conditioned on the execution of an agreement between LIRR, FTA, and NYSOPRHP with regard to the existing Hillside substation. It is anticipated that this agreement will be finalized in late September 2012.

III. D/M/WBE INFORMATION:

This contract has a 5% DBE goal, which Myers' proposal meets through its proposed subcontract for the SCADA system. Myers Controlled Power LLC has NOT completed any MTA contract containing D/M/WBE goals within the last 6 years; therefore, no assessment of the firm's D/M/WBE performance can be determined at this time.

IV. IMPACT ON FUNDING:

This contract will be funded by LIRR's 2010 – 2014 Capital Program.

V. ALTERNATIVES:

State-of-the-art traction power substations are crucial to the continued functioning of the LIRR in maintaining On-Time Performance. Further, LIRR has no ability to perform this work in-house; 3rd-party vendors are required.

VI. FUTURE TASKS:

None associated with the Hillside and Kew Gardens substations.

SEPTEMBER 2012

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. Request to use RFP Process

Staff Summary Attached

Solicit Proposals for the Overhaul of six GP35 and one GP8 Locomotives

Request for MTA Board approval to use the Request for Proposal (RFP) process to solicit and evaluate proposals from prospective Railcar Remanufacturers to overhaul six GP35 Locomotives and one GP8 Locomotive.

The scope of services of this project includes the overhaul of six GP35 Locomotives and one GP8 Locomotive that have been maintained by the Maintenance of Equipment (M of E) Department for Metro-North's (MNR) East of Hudson Service. The Locomotives are over forty-five (45) years old and were last rebuilt more than twenty (20) years ago. They are used for work trains, yard movements and service protection. The overhaul of these Locomotives will defer the need for replacement via the Capital Program. A cost-benefit analysis of the overhaul of these locomotives indicated that the overhaul of these locomotives was more cost effective than the originally planned acquisition of five new switcher shuttle locomotives.

This project will include, but not be limited to a complete electrical system re-wire, overhaul of the diesel engine and all rotating components as well as the federally mandated installation of Positive Train Control (PTC). The Federal Railroad Administration (FRA) has mandated that PTC be implemented by the end of 2015; this installation will ensure MNR's compliance on these locomotives. This overhaul shall extend the service life of these locomotives an additional fifteen (15) years.

In order to assure the selection of the remanufacturer with the necessary experience and expertise, it is in the public interest to use the RFP process to properly evaluate the technical and remanufacturing capabilities of prospective proposers. The Contractor will be selected based on an evaluation of technical capability, past performance, organization resources, experience of team members, and cost. This procurement will be funded by MNR's Operating 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. Tennant Sales and Service Company (Tennant) \$200,000 (not-to-exceed)
Preventative Maintenance and Repair of Ten Sweepers and Scrubbers**

Approval is requested to award a four-year (2 year base and 2 one-year options) competitively solicited (one bid received), miscellaneous service contract to Tennant Sales and Service Company (Tennant), to provide preventative maintenance and repair services for 10 Scrubbers and Sweepers located at MNR's New Haven, Stamford, Brewster and Croton Harmon maintenance facilities. The sweepers and scrubbers are used in the maintenance facilities to minimize dirt and dust on the shop floors and working areas. The units have been in service for approximately seven years. Services include providing scheduled quarterly maintenance, inspections, repairs and all associated parts, materials and service costs. These services are necessary to maintain the sweepers and scrubbers in a state of good repair. Tennant is the Original Equipment Manufacturer (OEM) and incumbent provider of the required services and has performed satisfactorily.

Tennant was the sole responsive and responsible bidder for these services. A review of those vendors who did not bid found that it was not within their business interest to bid or elected not to respond. The solicitation of potential bidders included both advertisements placed in required publications as well as direct outreach to 10 vendors known to perform this unique type of work. The cost of these services has increased 1.5% per year comparing the midpoint of the prior contract and the new contract. This is attributable to the increase in labor and material replacement costs due to the age of the machines currently in service. The prices will be fixed for the new four year contract and are deemed fair and reasonable for the level of service to be provided. The total cost of this service is not-to-exceed \$200,000. This procurement will be funded by the MNR Operating Budget.

**3. Emcor-Tucker Mechanical \$92,000 (not-to-exceed)
Preventative Maintenance, Inspection, and Repair HVAC and Heater Units**

Approval is requested to award a four year (1 year base and 3 one-year options), competitively solicited (one bid received) miscellaneous service contract to Emcor-Tucker Mechanical (Emcor) to provide emergency and preventative maintenance, inspection and repair services for forty-three (43) HVAC and Heater Units located at MNR's New Haven and Stamford facilities (i.e. storerooms, office buildings and maintenance centers). Services include providing quarterly preventative maintenance, inspection and repair, 24-hour emergency service and all necessary parts. These services are necessary to maintain and ensure the continued operation of the HVAC and Heater systems.

Emcor was the sole responsive and responsible bidder and is an authorized maintainer of this equipment. A review of those vendors who did not bid found that it was not within their business interest to bid or elected not to respond. The solicitation of potential bidders included both advertisements placed in required publications as well as direct outreach to 11 vendors known to perform this unique type of work.

The cost of these services has decreased 1.6% per year comparing the midpoint of the prior contract and the new contract. The prices will be fixed for the new four year contract and are deemed fair and reasonable for the level of service to be provided. The total cost of this service is not-to-exceed \$92,000. This procurement will be funded by the MNR Operating Budget.

4. **Simpson Gumpertz & Heger Associates Inc., P.C. (SGH)**
Metro-North Railroad (S75,000) (not-to-exceed)
New York City Transit (S40,000) (not-to-exceed)
Metallurgical and Structural Testing Services

Approval is requested to award a competitively solicited (2 bids received), three year joint miscellaneous service contract to Simpson Gumpertz & Heger Associates Inc., P.C. (SGH) for Metallurgical and Structural Testing services. The scope of work is highly specialized and requires the contractor to perform metallurgical and structural testing on wheels, mechanical or structural components, railcar axles, railcar truck frames and locomotive or passenger car operational dynamics. This contract will be used on an as-needed basis for both Metro-North Railroad (MNR) and New York City Transit (NYCT).

SGH was the lowest responsive and responsible bidder. The cost of these services has decreased 6.6% per year comparing the midpoint of the prior contract and the new contract. The prices will be fixed for the three year contract period and are deemed fair and reasonable for the level of service to be provided. The total award for both MNR and NYCT is not-to-exceed \$115,000 for the three year period. This procurement is to be funded by each Agency's Operating Budget.

5. **Mitsubishi Electric Power Products Inc.** \$1.61 Million (estimated)
6. **Ram Industrial Svce.** \$1.61 Million (estimated)
7. **Walco Electric Co.** \$1.61 Million (estimated)

Overhaul/ Repair and Return of AC - Powered Traction Motors

Approval is requested to award three competitively solicited, 5-year miscellaneous service agreements (10 bids received) for the pick-up, overhaul and/or repair, and delivery of AC - powered traction motors used on MNR's M-7 Railcar Fleet. These agreements are required to maintain MNR's M-7 fleet's long-term operation. The scope of services includes but is not limited to an OEM-specified ten(10) year basic overhaul, a complete overhaul, if required, and the repair, recondition, and rebuild of motor assemblies, if required. These repairs will ensure the efficient, timely, reliable and safe operation of this fleet. MNR does not have the capabilities to perform this work with in-house forces. L IRR has declined to participate in this solicitation and award as they have the capability to perform these services with in-house forces.

In order to ensure that MNR has an appropriate inventory of working AC traction motors and to protect against the circumstance that any vendor is not meeting production capacity, MNR Procurement structured the solicitation to allow for award to more than one qualified contractor. The solicitation of potential bidders included both advertisements placed in required publications as well as direct outreach to vendors known to perform this unique type of work. The solicitation was based on the estimated amount of AC traction motor assemblies requiring either overhaul and/or repair during the next five years.

Ten vendors responded to the solicitation and eight of the ten were deemed responsive and responsible bids. A QA/QC technical site visit was conducted on the three vendors with the lowest gross sum bid. All were deemed qualified to perform this scope of work. Mitsubishi Electric Power Products Inc., Ram Industrial Services Inc., and Walco Electric Company, submitted bids in accordance with the solicitation and awards to each are requested at this time.

The estimated individual award amounts are based on the equal distribution of work to the different vendors. The actual distribution of work to the vendors will be based on operational requirements, and

vendor capacity and timeliness of work, with the goal of meeting service requirements at the lowest possible cost and efficiency. MNR's Maintenance of Equipment Department, in coordination with MNR's Procurement and Material Management Department, manages the distribution and the work performed. As this Board Authorization shall not guarantee any one vendor a fixed amount of work, the overall budget may be reallocated as necessary to ensure the timeliest overhaul/repair of these motors.

Unit prices for the new agreements are fixed for the first two years, with the third through fifth years' prices adjusted in accordance with pre-designated tables of escalation formulae published by the Bureau of Labor Statistics. Since this is the first time overhaul and repairs have been administered for these AC traction motors, no pricing history is available. However, when comparing total costs to a previous Original Equipment Manufacturer (OEM) proposal for the same services requested by MNR, an overall savings of approximately \$3.4 million is projected as a direct result of this competitive procurement in lieu of an award to the OEM.

The total estimated cost for this agreement is approximately \$4.83 million. The prices for the new agreements are deemed fair and reasonable for the work to be performed. These agreements are to be funded by the MNR Operating Budget. These contracts will be available to the other MTA agencies at the same rates, terms and conditions. A background check performed by MNR Legal and Procurement revealed that information disclosed by Mitsubishi regarding issues with a U. S. affiliate is considered Significant Adverse Information (SAI) within the meaning of the All-Agency Responsibility Guidelines. If the MTA Board approves this contract, no award will be made unless Mitsubishi is found to be fully responsible for award.

H. Modifications to Personal/Miscellaneous Service Contracts

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

8. PB Americas, Inc.	\$1,736,719 (not-to-exceed)	<u>Staff Summary Attached</u>
Penn Station Access Environmental Review		

Through use of the competitive RFP process, the MTA Board approved a personal service agreement to PB Americas, Inc. (PB) in the total not-to-exceed amount of \$2,884,647 to perform the Penn Station Access study (PSA). The PSA workscope included performing an environmental review of using existing infrastructure to provide Hudson and New Haven Line service to Pennsylvania Station, New York (PSNY) and the construction of three new stations in the eastern Bronx on Amtrak's Hell Gate Line and two new stations in Manhattan on Amtrak's Empire Line. Prior changes to the contract have included additional work to coordinate documentation requirements, extended coordination with public agencies, revise, update and respond to comments regarding the draft EIS, increased efforts to support FTA review and public hearings, and to incorporate additional FTA requirements.

Presently, MNR is seeking Board approval to address scope changes to address the following: (1) perform necessary operations analysis at interlockings at New Rochelle, Stamford and Spuyten Duyvil; (2) develop a newly proposed station on the Hell Gate Line at Morris Park to a conceptual level and assess related costs and environmental impacts; (3) perform additional engineering work for a potential Upper West Side station at a location on the Empire Line between W. 54 St. and W. 57th St. to determine if it is a viable site; (4) improvements to the Hell Gate Line that may be necessary as the result of the Penn Station Operations Study; and (5) update some environmental information and analysis to conform with federal requirements.

MTA Board approval is requested for MNR to execute a contract modification to PB Americas, Inc. for scope changes to the Penn Station Access Environmental Review contract that will facilitate FTA approval of the project. The amount of this change, \$1,736,719, is funded by the MTA Capital Program Budget, MNR Operating Budget and the Connecticut Department of Transportation. The present contract end date is December 31, 2013.

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)

**9. North American Specialty Glass, Inc. (NASG) \$375,000 (not-to-exceed) Staff Summary Attached
M-7 Window Assemblies and Window Components**

Approval is requested for additional funds totaling \$375,000 to North American Specialty Glass Inc. (NASG). Under a previously approved (April 2011) competitively solicited joint procurement led by LIRR, NASG has provided various original equipment manufacturer (OEM) window assemblies and window components. This purchase agreement was established to support MNR's M-7 railcars.

Presently, MNR has exhausted the originally budgeted funds prior to contract completion date of April 2014 and requires additional funding for the remainder of the contract period. The original contract funding was exhausted due to unanticipated high replacement of M-7 window assemblies due to storm-related damage caused by downed trees.

Application of MNR's material forecasting system has determined that \$375,000 is the level of purchase needed to support the M-7 fleet through the end of the contract period. The total additional funds required by MNR are not-to-exceed \$375,000. All contract terms, conditions and pricing with NASG will remain fixed for the duration of the agreement. This contract change is to be funded by the MNR Operating Budget.

Staff Summary

Item Number <u>B</u>					
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.	9-24-12	X		
2	MTA Board Mtg.	9-27-12	X		
Internal Approvals					
Order	Approval	Order	Approval		
X	President	X	Sr. V.P. Operations		
X	Sr. V.P. Admin.	X	V.P. Planning		
X	V.P. Finance & IT	X	General Counsel		
X	Capital Programs				

SUMMARY INFORMATION	
Vendor Name TBD	Contract Number TBD
Description Request to use the RFP process to solicit proposals for the Overhaul of six GP35 and one GP8 Locomotives	
Total Amount TBD	
Contract Term (including Options, if any) TBD	
Option(s) included in Total Amount? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
Renewal? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
Procurement Type <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive	
Solicitation Type <input checked="" type="checkbox"/> RFP <input type="checkbox"/> Bid <input type="checkbox"/> Other:	
Funding Source <input checked="" type="checkbox"/> Operating <input type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other:	

I. PURPOSE/RECOMMENDATION:

Request for MTA Board approval to use the Request for Proposal (RFP) process to solicit and evaluate proposals from prospective Railcar Remanufacturers to overhaul six GP35 Locomotives and one GP8 Locomotive.

II. DISCUSSION:

The scope of services of this project includes the overhaul of six GP35 Locomotives and one GP8 Locomotive that have been maintained by the Maintenance of Equipment (M of E) Department for Metro-North's (MNR) East of Hudson Service. The Locomotives are over forty-five (45) years old and were last rebuilt more than twenty (20) years ago. They are used for work trains, yard movements and service protection. The overhaul of these Locomotives will defer the need for replacement via the Capital Program. A cost-benefit analysis of the overhaul of these locomotives indicated that the overhaul of these locomotives was more cost effective than the originally planned acquisition of five new switcher shuttle locomotives.

This project will include, but not be limited to a complete electrical system re-wire, overhaul of the diesel engine and all rotating components as well as the federally mandated installation of Positive Train Control (PTC). The Federal Railway Authority (FRA) has mandated that PTC be implemented by the end of 2015; this installation will ensure MNR's compliance on these locomotives. This overhaul shall extend the service life of these locomotives an additional fifteen (15) years.

In order to assure the selection of the remanufacturer with the necessary experience and expertise, it is in the public interest to use the RFP process to properly evaluate the technical and remanufacturing capabilities of prospective proposers. The Contractor will be selected based on an evaluation of technical capability, past performance, organization resources, experience of team members, and cost.

Staff Summary

II. D/M/WBE INFORMATION:
TBD

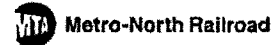
IV. IMPACT ON FUNDING:

This procurement will be funded by MNR's Operating Budget.

V. ALTERNATIVES:

MNR does not have the available in-house design or overhaul capacity to complete the scope of the specified work.

**Schedule H: Modifications to Personal Service and
Miscellaneous Service Contracts**



Page 1 of 2

Item Number: 11

Vendor Name (& Location) PB Americas, Inc.	
Description Penn Station Access Environmental Review	
Contract Term (including Options, if any) 181 Months	
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:	
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: Procurement & Material Management Anthony J. Bombace, Jr.	

Contract Number 9388	AWO/Modification # 13
Original Amount:	\$2,884,647
Prior Modifications:	\$1,776,456
Prior Budgetary Increases:	\$ 0
Current Amount:	\$4,661,103
This Request:	not-to-exceed \$1,736,719
% of This Request to Current Amount:	37.3%
% of Modifications (including This Request) to Original Amount:	121.8%

I. Purpose:

Approval is requested to issue a supplemental agreement to the firm, PB Americas, Inc. (PB), for: (1) work necessary to address issues related to new stations and potential relocated stations and (2) additional work associated with the MTA Penn Station Operations Study; and (3) work to address issues that have arisen during the course of the study. The total not-to-exceed amount of this supplemental agreement is \$1,736,719 with no extension to the period of performance.

II. Background

Through use of the competitive RFP process, the MTA Board approved a personal service agreement to PB Americas, Inc. (PB) in the total not-to-exceed amount of \$2,884,647 to perform the Penn Station Access study (PSA). The PSA workscope included performing an environmental review of using existing infrastructure to provide Hudson and New Haven Line service to Pennsylvania Station, New York (PSNY) and the construction of three new stations in the eastern Bronx on Amtrak's Hell Gate Line and two new stations in Manhattan on Amtrak's Empire Line. Prior changes to the contract have included additional work to coordinate documentation requirements, extended coordination with public agencies, revise, update and respond to comments regarding the draft EIS, increased efforts to support FTA review and public hearings, and to incorporate additional FTA requirements.

Presently, MNR is seeking Board approval to address scope changes to address the following: (1) perform necessary operations analysis at interlockings at New Rochelle, Stamford and Spuyten Duyvil; (2) develop a newly proposed station on the Hell Gate Line at Morris Park to a conceptual level and assess related costs and environmental impacts; (3) perform additional engineering work for a potential Upper West Side station at a location on the Empire Line between W. 54 St. and W. 57th St. to determine if it is a viable site; (4) improvements to the Hell Gate Line that may be necessary as the result of the Penn Station Operations Study; and (5) update some environmental information and analysis to conform with federal requirements.

**Schedule H: Modifications to Personal Service and
Miscellaneous Service Contracts**



V. Impact on Funding

The amount of this change, \$1,736,719, is funded by the MTA Capital Program, MNR Operating Budget and the Connecticut Department of Transportation. The present contract end date is December 31, 2013.

VI. Recommendation

MTA Board approval is requested for MNR to execute a contract modification to PB Americas, Inc. for scope changes to the Penn Station Access Environmental Review contract that will facilitate FTA approval of the project.

Schedule J: Modifications to Miscellaneous Procurement Contracts



Item Number: J

Vendor Name (& Location) North American Specialty Glass (NASG)	
Description M-7 Window Assembly Components	
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 checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive	
Solicitation Type <input type="checkbox"/> RFP <input checked="" type="checkbox"/> Bid <input type="checkbox"/> Other:	
Funding Source <input checked="" type="checkbox"/> Operating <input type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other:	
Requesting Dept/Div & Dept/Div Head Name: Procurement & Material Management, Anthony J. Hybace, Jr.	

Contract Number 010000000000089	AWO/Modification # 1
Original Amount:	\$ 131,900
Prior Modifications:	\$ 0.00
Prior Budgetary Increases:	\$ 0.00
Current Amount:	\$ 131,900
This Request:	\$ 375,000
% of This Request to Current Amount:	% 284.3
% of Modifications (including This Request) to Original Amount:	% 284.3

Discussion:

Approval is requested for additional funds totaling \$375,000 to North American Specialty Glass Inc. (NASG). Under a previously approved (April 2011) competitively solicited joint procurement led by LIRR, NASG has provided various original equipment manufacturer (OEM) window assemblies and window components. This purchase agreement was established to support MNR's M-7 railcars.

Presently, MNR has exhausted the originally budgeted funds prior to contract completion date of April 2014 and requires additional funding for the remainder of the contract period. The original contract funding was exhausted due to unanticipated high replacement of M-7 window assemblies due to storm-related damage caused by downed trees.

Application of MNR'S material forecasting system has determined that \$375,000 is the level of purchase needed to support the M-7 fleet through the end of the contract period. The total additional funds required by MNR are not-to-exceed \$375,000. All contract terms, conditions and pricing with NASG will remain fixed for the duration of the agreement. This contract change is to be funded by the MNR Operating Budget.

SEPTEMBER 2012

LIST OF COMPETITIVE PROCUREMENTS FOR BOARD APPROVAL

Procurements Requiring Majority Vote

Schedule H. Modifications to Personal Service Contracts and Miscellaneous Service Contracts

(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. | PB America/STV/Parsons Transportation
Group, Joint Venture
(General Engineering Consultant)
Contract No. 98-0040-01R
Modification No. 40 | \$1,308,213 | <u>Staff Summary Attached</u> |
|----|---|--------------------|--------------------------------------|

Pursuant to Article XIII of the MTA All-Agency Guidelines for the Procurement of Services, MTACC seeks Board approval to incorporate design changes for additional catenary electrification, revisions to the Eastbound Reroute, revisions to the Tunnel B/C Approach, development of additional design alternatives for the Biltmore Room Connection and provision of additional bid support services.

Schedule 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)

- | | | | |
|--------|--|--------------------|--------------------------------------|
| 2 - 4. | Tutor Perini Corporation
Contract No. CH054A
Modification Nos. 62 Part 1 F/H, 74 Part 1B & 84 | \$7,340,429 | <u>Staff Summary Attached</u> |
|--------|--|--------------------|--------------------------------------|

Pursuant to Article IX of the MTA All-Agency Procurement Guidelines, MTACC seeks Board approval for revisions to Catenary poles, foundations, guy cables and concrete guy anchors; the installation of reinforced concrete pads and foundations for the Motor Generator (MG) Sets and; erection of the B-925MM(NEW) catenary structure which includes additional steel appurtenances, the installation of one new guy anchor (scope and budget transfer from future Contract CH058).

- | | | | |
|----|--|------------------|--------------------------------------|
| 5. | Schiavone/Kiewit Joint Venture
Contract No. CQ039
Modification No. 12 Part II | \$477,689 | <u>Staff Summary Attached</u> |
|----|--|------------------|--------------------------------------|

Pursuant to Article IX of the MTA All-Agency Procurement Guidelines, MTACC seeks Board approval to pay for impact costs and additional design services related to the construction of the permanent Plaza Invert Slab within the Early Access Chamber (EAC).

Schedule H: Modifications to Personal/Miscellaneous Service Contracts



Item Number: 1

Vendor Name (& Location) PB America/STV/Parsons Transportation Group, Joint Venture (NY)	
Description East Side Access General Engineering Consultant Services	
Contract Term (Including Options, If any) December 2016	
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 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 checked="" type="checkbox"/> Federal <input type="checkbox"/> Other: <i>MTA</i>	
Requesting Dept/Div & Dept/Div Head Name: East Side Access, A. Paskoff	

Contract Number 98-0040-01R	AWO/Modification 40
Original Amount:	\$ 140,000,000
Prior Modifications:	\$ 206,692,922
Prior Budgetary Increases:	\$ 0
Current Amount:	\$ 346,692,922
This Request	\$ 1,308,213
% of This Request to Current Amount:	0.4%
% of Modifications (Including This Request) to Original Amount:	149%

Discussion:

This Contract is for engineering, design and construction phase services for the LIRR East Side Access project. In accordance with Article XIII of the MTA All-Agency Guidelines for the Procurement of Services, MTA Board approval is requested to modify the Contract.

The Contract has been modified several times to incorporate changes to the scope of Final Design. These changes have been required to satisfy various Program objectives such as implementation of Railroad operating requirements, realization of construction cost savings, resolution of schedule conflicts, mitigation of technical and contractual risk, and retroactive adjustment to overhead rates. In addition, funding for Construction Phase Services has been increased. The table below shows the allocation of the current and proposed Contract amounts.

Work Category	Original Contract	Previous Modifications	Current Contract	Proposed Modifications	Proposed Contract
Final Design	\$ 120,000,000	\$ 149,048,510	\$ 269,048,510	\$ 1,308,213	\$ 270,356,723
Construction Phase Services	\$ 20,000,000	\$ 57,109,782	\$ 77,109,782	\$ -0-	\$ 77,109,782
Misc Technical Support	\$ -0-	\$ 534,630	\$ 534,630	\$ -0-	\$ 534,630
TOTAL	\$140,000,000	\$206,692,922	\$ 346,692,922	\$ 1,308,213	\$ 348,001,135

The Current Contract and Proposed Contract amounts do not include \$3,002,779 for Task Orders and Repackaging work that has received Board approval but has not yet been allocated.

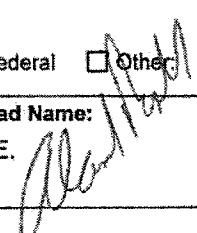
This Modification addresses the following:

- Design changes associated with the addition of new catenary electrification for Amtrak and revisions to the Eastbound Reroute. The original concept for constructing the Eastbound Reroute Tunnel and Approaches involved having the LIRR Eastward Passenger (EWP) track taken out of service and physically removed for a period of 12-18 months. This became infeasible with the current construction and railroad operating plan. This change will redesign the work so that it can be constructed with the EWP track in service for all LIRR rush hours. Further, to permit the track outages necessary for the construction of the Tunnel B/C Approach, it is necessary to extend Amtrak's catenary electrification over the RPR and EWP tracks.
- Revisions to the design of the Tunnel B/C Approach in Harold. MTACC extended the B/C Tunnel drive in CQ031 an additional +/- 400 feet, thereby shortening the cut-and-cover portion of the B/C Tunnel Approach to be built in future Contract CH058. This change results in an overall cost/schedule benefit to the project.
- Development of several design alternatives for the placement of escalators for the Biltmore Room Connection. (These design alternatives are in addition to Schedule K Item No. 6 of the Procurement Items for this month).
- The bid period for the original CM012 (not the re-bid) was extended from 12 weeks to 36 weeks, before it was canceled. During this period, the Consultant prepared numerous addenda to incorporate MTA-initiated design changes. This modification will compensate the Consultant for that effort.

The Consultant proposed \$1,939,012 for this work, while MTACC's estimate was \$1,225,544. Negotiations were held and the parties agreed to a cost of \$1,308,213 which is considered fair and reasonable as the negotiated price falls within an acceptable parameter of the estimate.

Schedule I: Modifications to Purchase and Public Work Contracts

Item Numbers: 2 - 4

Vendor Name (& Location)	
Tutor Perini Corporation (Peekskill, New York)	
Description	
Construct Harold Structures Part I for the ESA Project	
Contract Term (including Options, if any)	
42 Months	
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 checked="" 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 #
CH053	62 Part 1F/H, 74 Part 1B & 84
Original Amount: \$ 139,280,000	
Prior Modifications: \$ 61,094,973	
Prior Budgetary Increases: \$ 0	
Current Amount: \$ 200,374,973	
This Request \$ 7,340,429	
% of This Request to Current Amount: 3.6%	
% of Modifications (Including This Request) to Original Amount: 49.1%	

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. Pursuant to Article IX of the MTA All-Agency Procurement Guidelines, MTACC seeks Board approval for the following modifications:

Modification No. 62 Part I F/H – Mainline Package (MP) 5 Catenary Poles

In July of 2011 the Board approved Modification No. 62 in the lump sum amount of \$8,355,500 for revisions to Catenary poles, foundations, guy cables and concrete guy anchors. These revisions were necessary to meet Amtrak's AED-2 standard. The amount approved for Modification No. 62 was an estimate based upon similar work negotiated previously with this Contractor. This was done so that work could proceed as approvals were received from Amtrak and a final price negotiated. MP 5 was broken into a total of six packages. Negotiations are complete and work has begun on the first four packages and on the fabrication of the steel for packages five and six. The negotiated amount for this work is \$7,611,929, leaving a balance of \$743,571. This modification is for additional funding required to complete the last two packages. The cost variance over the original estimate is due to the following:

1. The location of certain poles and foundations were changed due to the staging of the catenary system.
2. The depth of catenary and guy anchor foundations increased due to the addition of wind and ice loading requirements per the AED-2 Standards.
3. Increased mobilization costs to get equipment and material in and out into Harold Interlocking due to access and storage limitations
4. Track time and power outage limitations required that majority of the work to be performed during nights and weekends.

Perini proposed \$5,852,544 for the last two packages while MTACC's estimate is for \$5,725,493. Negotiations were held and the parties agreed to a cost of \$5,654,000. In addition, in order to address potential changes to the foundations due to unforeseen underground conditions, an additional \$510,000 is included making the total amount of this modification \$5,420,429.

Modification No. 74 Part 1B– Foundations for the Motor Generator Set

This modification is for the installation of reinforced concrete pads and foundations for the Motor Generator (MG) Sets. The MG Sets (to be furnished and installed under a separate contract) are required to provide separate signal power for Amtrak and LIRR within Sunnyside Yard. Signal Power in Sunnyside Yard is currently shared by both parties. Signal Power separation is a change from the original design and was not included in this Contract.

The Contractor submitted a cost proposal of \$1,620,658. MTACC's estimate was \$1,325,067. Negotiations were held, and both parties agreed to \$1,450,000, which is considered fair and reasonable. There is no time impact associated with the modification.

Modification No. 84 – B-925MM(NEW) Catenary Structure Foundation Modifications and Installation

This modification is for the erection of the B-925MM(NEW) catenary structure and includes additional steel appurtenances and the installation of one new guy anchor. This work is a scope and budget transfer from future Contract CH058, required as a result of a change in sequence of Catenary wire installations. Also included in this modification is a revision to the placement of the foundation, which will now be above the tunnel rather than below it.

The Contractor submitted a cost proposal of \$553,061 for this modification while MTACC's estimate was \$429,725. Both amounts include a credit for the raised location of the foundation. Negotiations were held, and both parties agreed to \$470,000, which is considered fair and reasonable as it falls within an acceptable parameter of our estimate.

* * *

To the extent that the above modifications are the result of errors and omissions in design, MTACC intends to seek compensation for any resulting damages from the designer.

Schedule I: Modifications to Purchase and Public Work Contracts



Item Number: 5

Vendor Name (& Location)	
Schlavone/Kiewit (SK), Joint Venture	
Description	
Northern Boulevard Crossing	
Contract Term (including Options, if any)	
February 3, 2010 – December 1, 2012 (732 + 300 days)	
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:	
East Side Access, A. Paskoff, P.E.	

Contract Number	AWO/Modification #
CQ039	12 Part II
Original Amount:	
	\$ 84,950,000
Prior Modifications:	
	\$ 13,458,540
Prior Budgetary Increases:	
	\$ 0
Current Amount:	
	\$ 98,408,540
This Request	
	\$ 477,689
% of This Request to Current Amount:	
	0.49%
% of Modifications (Including This Request) to Original Amount:	
	16.4%

Discussion:

The work under this Contract includes but is not limited to, excavation 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. Pursuant to Article IX of the All-Agency Procurement Guidelines, Board approval is requested to modify the Contract by adding a 2nd part to a previously Board approved modification to pay for impact costs and additional design services related to the construction of the permanent Plaza Invert Slab within the Early Access Chamber (EAC).

In September 2011, the Board approved Modification No. 12 which was a scope and budget transfer from adjacent Contract CQ032 to construct the permanent Plaza Structure Invert Slab within the Early Access Chamber (EAC) for the amount of \$1,600,000. The Board was informed that the negotiated amount did not include time impact and any related cost as that issue was still under review. MTACC has now completed its Time Impact Analysis (TIA) and discussions with the contractor and has reached agreement that there were 28 days of schedule impact (25 compensable and 3 non-compensable). In accordance with the terms of the Contract, 25 compensable days equates to \$250,000 due to the Contractor.

Additional design costs were incurred by the Contractor for the design services they were required to perform under Part I of the modification. The final price for the design of the invert could not be included in Mod-012 Part I because the negotiation was not yet finalized. Therefore it was reserved for a later determination pending the Contractor's engineering firm design rates verification. After the verification of the rates, the Contractor submitted a cost proposal of \$227,689 which MTACC accepted as it compares favorably to MTACC's estimate of \$246,838.

SEPTEMBER 2012

MTA LONG ISLAND RAIL ROAD

LIST OF RATIFICATIONS FOR BOARD APPROVAL

Procurements Requiring Majority Vote

**Schedule K: Ratification of Completed Procurement Actions Involving Schedule E-J
(Staff Summaries required for items requiring Board approval)**

6.	Nouveau Elevator Inc.	\$3,502,000	<i>Staff Summary Attached</i>
	SAVKOM Inc.	\$98,000	
	Van Deusen & Associates	\$159,400	

LIRR requests MTA Board ratification of modifications to three (3) separate LIRR escalator contracts with; (i) Nouveau Escalator, Inc. (Nouveau), (ii) SAVKOM, Inc., and, (iii) Van Deusen & Associates (VDA), in an aggregate amount of \$3.8 million dollars. These modifications were required in to order to progress extensive repairs and upgrades for nine (9) of the railroad's oldest escalators which were taken out of service as part of a major Rehabilitation Program to improve safety and reliability.

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

Staff Summary



Long Island Rail Road

Item Number: 6

Vendor Name (& Location) Nouveau Elevator Inc., (Brooklyn, N.Y.) SAVKOM Inc. (Stony Brook, N.Y.) Van Deusen & Associates (New York, N.Y.)	
Description Full Time Maintenance and Repair, On-Call Emergency and Safety Upgrade Services for Nineteen (19) LIRR Escalators Escalator Inspection and Consultant Services	
Contract Term (including Options, if any) May 15, 2012 through May 14, 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:	
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: James Compton- General Manager Customer Revenue & Technology	

Contact Number 04000...471 C4BP03698/99 04000...470	AWO/Modificaiton # Mod #1 Mod #1 Mod #1
Original Amount: \$1,547,608 - Nouveau \$ 146,040 - SAVKOM \$ 15,000 - Van Deusen \$1,708,648 - Total	
Prior Modifications: \$0	
Prior Budgetary Increases: \$0	
Current Amount: \$1,708,648	
This Request: \$3,502,000- Nouveau \$ 98,000 - SAVKOM \$ 159,400 - Van Deusen \$3,759,400	
% of This Request to Current Amount: 220.02 %	
% of Modifications (Including This Request) to Original Amount: 220.02 %	

LIRR requests MTA Board ratification of modifications to three (3) separate LIRR escalator contracts with; (i) Nouveau Escalator, Inc. (Nouveau), (ii) SAVKOM, Inc. (SAVKOM), and, (iii) Van Deusen & Associates (VDA), in an aggregate amount of \$3,759,400 dollars. These modifications were required in to order to progress extensive repairs and upgrades for nine (9) of the railroad's oldest escalators which were taken out of service as part of a major Rehabilitation Program to improve safety and reliability. Two other escalators will be entered into the Rehabilitation Program as others are returned to service.

After obtaining Condition Assessment reports on LIRR's older escalator equipment, LIRR determined that a comprehensive Rehabilitation Program was required to improve safety and reliability. Numerous mechanical and electrical components were found in a state of disrepair which required immediate maintenance or replacement causing the LIRR to shut down nine (9) units. VDA or SAVKOM observed the assessments and concurred with Nouveau's recommendations for itemized repairs and upgrades. Replacement of major components was necessary. New parts were sized, ordered, fabricated, and must be installed and tested.

Due to the long lead ordering period associated with the needed components, the majority of which are no longer in manufacture, LIRR's Project Team directed Nouveau to order new replacement parts, including; steps, controllers, brakes, handrails, and step chains. Some of the parts were ordered from Germany; others came via Canada and some had to be manufactured or refurbished locally. Cost for the assessments, repairs and upgrades are shown in the chart below:

Contractor	Award	Prior Mods	This Mod #1	Rev. Total	% Inc.
Nouveau	\$1,547,608	\$0	\$3,502,000	\$5,049,608	226.28%
SAVKOM	\$146,040	\$0	\$98,000	\$244,040	67.10%
VDA	\$15,000	\$0	\$159,400	\$174,400	1,062.67%
Total	\$1,708,648	\$0	\$3,759,400	\$5,468,048	220.02%

Staff Summary



All work will be invoiced on a time and material basis, supported by contractor worksheets and material invoices. LIRR's operating budget will fund this work. Staff from the LIRR's newly established Escalator & Elevator Operations Center have been working closely with Nouveau and VDA to help expedite repairs and to ensure proper maintenance and safety procedures, including all required documentation.

SEPTEMBER 2012

LIST OF RATIFICATIONS FOR BOARD APPROVAL

Procurements Requiring Majority Vote:

Schedule K. Ratification of Completed Procurement Actions (Involving Schedule E – J)
(Staff Summaries required for items requiring Board approval.)

- | | | | |
|----|--|-----------|-------------------------------|
| 6. | PB America/STV/Parsons Transportation
Group, Joint Venture
(General Engineering Consultant)
Contract No. 98-0040-01R
Modification No. 40 | \$868,500 | <u>Staff Summary Attached</u> |
|----|--|-----------|-------------------------------|

Pursuant to Article XIV of the All-Agency Procurement Guidelines for Services, MTACC requests that the Board ratify a contract modification for revisions to the GCT Concourse and additional work related to the Biltmore Room Connection to the GCT Concourse.

Schedule K: Ratification of Completed Procurement Actions

Item Number: 6

Page 1 of 2

Vendor Name (& Location) PB America/STV/Parsons Transportation Group, Joint Venture (NY)
Description East Side Access General Engineering Consultant Services
Contract Term (Including Options, if any) December 2016
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 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 checked="" type="checkbox"/> Federal <input type="checkbox"/> Other:
Requesting Dept/Div & Dept/Div Head Name: East Side Access, A. Paskoff

Contract Number	AWO/Modification #
98-0040-01R	39
Original Amount:	
	\$ 140,000,000
Prior Modifications:	
	\$ 205,824,422
Prior Budgetary Increases:	
	\$ 0
Current Amount:	
	\$ 345,824,422
This Request	
	\$ 868,500
% of This Request to Current Amount:	
	0.2%
% of Modifications (Including This Request) to Original Amount:	
	148%

Discussion:

This Contract is for engineering, design and construction phase services for the LIRR East Side Access project. In accordance with Article XIV of the MTA All-Agency Guidelines for the Procurement of Services, Board approval is requested to modify the Contract.

The Contract has been modified several times to incorporate changes to the scope of Final Design. These changes have been required to satisfy various Program objectives such as implementation of Railroad operating requirements, realization of construction cost savings, resolution of schedule conflicts, mitigation of technical and contractual risk, and retroactive adjustment to overhead rates. In addition, funding for Construction Phase Services has been increased. The table below shows the allocation of the current and proposed Contract amounts.

Work Category	Original Contract	Previous Modifications	Current Contract	Proposed Modifications	Proposed Contract
Final Design	\$ 120,000,000	\$ 148,180,010	\$ 268,180,010	\$ 868,500	\$ 269,048,510
Construction Phase Services	\$ 20,000,000	\$ 57,109,782	\$ 77,109,782	\$ -0-	\$ 77,109,782
Misc Technical Support	\$ -0-	\$ 534,630	\$ 534,630	\$ -0-	\$ 534,630
TOTAL	\$140,000,000	\$205,824,422	\$ 345,824,422	\$ 868,500	\$ 346,692,922

The Current Contract and Proposed Contract amounts do not include \$3,002,779 for Task-Orders and Repackaging work that has received Board approval but has not yet been allocated.

MTACC requests that the Board ratify a modification for design services for additional work to incorporate the Biltmore Room Connection into the final design for the ESA GCT Concourse (Contract CM014A). The work is summarized below -

1. Relocation of MNR switchgear from MNR switchgear rooms on the north side of the escalators into new rooms on the south side of the escalators.
2. Demolition and reframing of the platforms on the north side of the escalators to enable the escalators to be shifted northward into the space formerly occupied by the switchgear, so that a 30'-0" queuing distance required by ESA Design Criteria is realized.
3. Additional work resulting from changes implemented at the 44th Street Vent Plant (CM004) and the 50th Street Vent Plant (CM013) to provide construction access to the Vent Plants.
4. Reinforcement of columns at the 45th, 46th, 47th and 48th Street Escalator Well-ways.
5. Revisions requested by Metro-North Railroad to integrate the handicap ramp from the MNR Lower Level at 43rd Street into the ESA Concourse.
6. Transfer of Access Tunnel 5 and part of Shaft 5 and all related MEP work from CM019 into CM014B to accelerate CM019 construction progress.

This design work does not include the additional design alternatives for escalator placement referred to in Schedule H Item No. 1 of the Procurement Items for this month.

Schedule K: Ratification of Completed Procurement Actions

Item No. 6

Page 2 of 2

The Consultant proposed \$914,506 for this work while MTACC's estimate was for \$836,354. Negotiations were held and the parties agreed to a cost of \$868,500 which is considered fair and reasonable as the negotiated price falls within an acceptable parameter of the estimate. Funding is available through the Interagency Program.

In order to maintain the procurement schedule for the GCT Concourse contract (CM014B), the MTACC President approved a retroactive waiver on August 9, 2012 and the Consultant was directed to proceed with this work.



Bridges and Tunnels

Procurements September 2012

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 7, 2012
Vendor Name	
Contract Number	
Contract Manager Name	
Table of Contents Ref #	

Board Action					
Order	To	Date	Approval	Info	Other
1	President	9/7/12	<i>[Signature]</i>		
2	MTA B&T Committee	9/24/12			
3	MTA Board	9/27/12			

Internal Approvals			
Order	Approval	Order	Approval
	President	<i>[Signature]</i>	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 Majority Vote		# of Actions	\$ Amount
Schedule E	Miscellaneous Procurement Contracts		
Schedule F	Personal Service Contracts	2	\$7.043M
Schedule G	Miscellaneous Service Contracts	1	\$.032M
Schedule I	Modifications to Purchase & Public Works Contracts	1	\$.419M
Schedule J	Modifications to Miscellaneous Procurement Contracts	1	\$.487M
SUBTOTAL		5	\$7.981M

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

TOTAL	5	\$7.981M
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BUDGET IMPACT:

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

RECOMMENDATION:

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

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

MTA BRIDGES & TUNNELS
TRIBOROUGH BRIDGE AND TUNNEL AUTHORITY

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

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

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

NOW, the Board resolves as follows:

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

LIST OF COMPETITIVE PROCUREMENTS FOR BOARD APPROVAL
SEPTEMBER 2012

MTA BRIDGES & TUNNELS

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. **URS – New York, Inc.** **\$ 5,749,380.65** **Staff Summary Attached**
Contract No. PSC-11-2901
5 yr. 2 mo. contract – Competitive RFP – 4 Proposals
Provide construction management and inspection services for Project QM-30, Facility Wide Electrical Upgrade at the Queens Midtown Tunnel.
2. **Chas. H. Sells, dba WSP Sells** **\$ 1,293,683.00** **Staff Summary Attached**
Contract No. PSC-11-2905
2 yr. 2 mo. contract – Competitive RFP – 3 Proposals
Provide construction administration and inspection services for Project BW-97/BW-97B, Concrete Repairs at the Bronx Anchorage and Installation of a Dehumidification System in the Bronx and Queens Anchorage Chambers at the Bronx-Whitestone Bridge.

G: Miscellaneous Service Contracts

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

3. **Future Tech Enterprise, Inc.** **\$ 32,272.64**
Contract No. 3000001045
1 yr. contract – Competitive Bid – 2nd Low Bid/3 Bids
B&T requires the services of a contractor to furnish and install Liebert batteries for the Uninterruptible Power Supply system at the Verrazano-Narrows Bridge (VN) and to provide maintenance support for the equipment. On May 31, 2012, B&T issued a solicitation to six authorized resellers of Emerson Network Power – Liebert Services, the original equipment manufacturer, to replace Liebert batteries (their significant size requires that they be housed in a panel in the VN's service building) and to provide maintenance support for these units. This equipment provides an electrical power source for the lighting system along the bridge's upper and lower roadways and supports the VN's intercom system, network servers, plaza message signs and security access/alarm control and monitoring equipment. The batteries are approaching the end of their useful life. On July 19 three bids were submitted. Based on an evaluation of pricing submitted by the low bidder, CDW Government LLC, it was determined that this firm bid on replacing the batteries only and therefore was found non-responsive. After evaluation of the bid submitted by the next lowest bidder, Future Tech Enterprise, Inc., this firm was determined to be fully responsive to the requirements of the solicitation. The batteries had previously been purchased under a separate contract and covered under warranty. B&T subsequently entered into a maintenance contract for the equipment. The price for maintenance support is 6% lower compared with the prior contract. The overall amount bid is 3.9% higher than the user's estimate of \$31,065. Based on competition, the price is considered fair and reasonable. Future Tech Enterprise, Inc. is deemed to be a responsible bidder. Funding is available in the Operating Budget under General Ledger #s 711501 and 711558.

Staff Summary

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Item Number					
Dept & Dept Head Name: Engineering & Construction, Joe Keane, PE <i>g. keane</i>					
Division & Division Head Name: Engineering & Construction, Vincent Montani, PE <i>V. Montani</i>					
Board Reviews					
Order	To	Date	Approval	Info	Other
1	President	9/07/12			
2	MTA B&T Committee	9/24/12			
3	MTA Board	9/27/12			
Internal Approvals					
Order	Approval	Order	Approval		
1	Chief Financial Officer <i>DS</i>	4	Chief of Staff <i>ES</i>		
2	General Counsel <i>JB (mrs)</i>	5	Executive Vice President <i>DM</i>		
3	Chief Procurement Officer <i>awk</i>	6	President <i>JK</i>		

SUMMARY INFORMATION	
Vendor Name URS-New York, Inc.	Contract Number PSC-11-2901
Description: Construction Management and Inspection Services for Project QM-30, Facility Wide Electrical Upgrade at the QMT	
Total Amount \$5,749,380.65	
Contract Term (including Options, if any) Five years, two 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

B&T is seeking Board approval under the All Agency Guidelines for Procurement of Services to award a personal service contract for Construction Management and Inspection Services for Project QM-30, Facility Wide Electrical Upgrade at the Queens Midtown Tunnel (QMT) to URS-New York, Inc. (URS-NY) for a period of five years, two months at a cost of \$5,749,380.65.

II. DISCUSSION

B&T requires the services of a consultant to provide construction management and inspection services to support the Work for the facility wide electrical upgrade at the Queens Midtown Tunnel. The construction activities under this project include: staged removal and replacement of the switchgear, fan motors and motor control centers; removal and replacement of the standby generators and Mid-River Pump Room doors; start up and commissioning of all systems; and asbestos and incidental lead abatement.

The service requirements were publicly advertised and six firms submitted qualification information. Four firms, HAKS Engineers and Land Surveyors, PC (HAKS), Jacobs Civil Consultants, Inc. (Jacobs), LiRo Engineering Inc. (LiRo) and

Staff Summary

Page 2 of 2

URS-NY were chosen to receive the RFP based on a review of their qualifications. All four firms submitted proposals. The proposals were evaluated against established criteria set forth in the RFP including an understanding of the technical requirements, technical expertise, proposed personnel, oral presentations and cost. After evaluation of the proposals, the selection committee recommended URS-NY as the preferred firm. URS-NY's proposal reflected a thorough understanding of the scope of work, included sufficient effort in terms of hours to complete the Work and contained the second lowest cost. URS-NY also offered recommendations to potentially reduce the Project's duration. HAKS' proposal did not demonstrate as thorough a technical understanding compared with URS-NY's. Although Jacobs submitted the lowest cost its proposed hours were significantly below the estimate and it demonstrated the least inspection experience in connection with performing the required electrical upgrades. LiRo's proposal was technically acceptable, however it proposed the highest cost.

URS-NY submitted a cost proposal in the amount of \$5,749,503.75. The Engineer's Estimate is \$5,954,000. Negotiations were conducted and the parties agreed to an amount totaling \$5,749,380.65. The negotiated cost is 3.4% less than the Engineer's Estimate and is fair and reasonable. URS-NY is deemed to be a responsible consultant.

III. D/M/WBE INFORMATION

The MTA Department of Diversity and Civil Rights (MTA DDCR) has established goals of 10% MBE and 10% WBE for the referenced contract. URS-NY has achieved its previous MWBE goals on previous MTA contracts. This contract will not be awarded without approval of MTA DDCR.

IV. IMPACT ON FUNDING





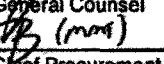
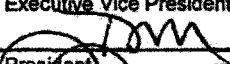


Funding in the amount of \$5,749,380.65 is available under Project QM-30 in the 2010 – 2014 Capital Budget.

V. ALTERNATIVES

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

Staff Summary

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Item Number 2 (Final)					
Dept & Dept Head Name:  Engineering and Construction, Joe Keane, P.E.					
Division & Division Head Name:  Engineering and Construction, Vincent Montanti, P.E.					
Board Reviews					
Order	To	Date	Approval	Info	Other
1	President	9/7/12			
2	MTA B&T Committee	9/24/12			
3	MTA Board	9/27/12			
Internal Approvals					
Order	Approval	Order	Approval		
1	Chief Financial Officer 	4	Chief of Staff 		
2	General Counsel  (mms)	5	Executive Vice President 		
3	Chief Procurement Officer 	6	President 		

SUMMARY INFORMATION	
Vendor Name Chas. H. Sells, dba WSP Sells	Contract Number PSC-11-2905
Description: Construction Administration and Inspection Services for Project BW-97/BW-97B, Concrete Repairs at the Bronx Anchorage and Installation of a Dehumidification System in the Bronx and Queens Anchorage Chambers at the Bronx-Whitestone Bridge	
Total Amount \$1,293,683	
Contract Term (including Options, if any) Two years, two 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

B&T is seeking Board approval under the All Agency Guidelines for Procurement of Services to award a personal service contract for Construction Administration and Inspection Services for Project BW-97/BW-97B, Concrete Repairs to the Bronx Anchorage and Installation of a Dehumidification System in the Bronx and Queens Anchorage Chambers at the Bronx-Whitestone Bridge (BWB) to Chas H. Sells, Inc. d/b/a WSP Sells (Sells) in the negotiated amount of \$1,293,683 for a duration of two years, two months.

II. DISCUSSION

B&T requires a consultant to provide the construction administration and inspection services for Project BW-97/BW-97B. The construction activities shall include: removal and repair of concrete joints, cracks and spalls; abrasive blasting cleaning; application of corrosion inhibitors and waterproofing to concrete surfaces; installation of a new dehumidification system at four locations with mechanical and electrical equipment upgrades and abatement of lead containing material.

The service requirements were publicly advertised; eight firms submitted qualification information. Four firms, Sells, Greenman-Pedersen, Inc (GPI), STV Inc (STV) and AECOM were chosen to receive the RFP based on a review of their

Staff Summary

Page 2 of 2

qualifications. AECOM was the only firm that did not submit a proposal. The proposals were evaluated against established criteria set forth in the RFP, including an understanding of the technical requirements and expertise, proposed personnel, oral presentations and cost. The Selection Committee recommended that B&T enter into negotiations with Sells, the highest rated firm who also submitted the lowest proposed cost. Its proposal reflected a thorough understanding of the work. Its proposed Project Team has direct experience working on a similar project at the BWB and from biennial bridge inspections, which is anticipated to mitigate potential concrete repair quantity overruns. GPI's proposal reflected a thorough understanding of the work scope, however, Sells was considered more technically qualified to support this project. STV did not demonstrate a strong understanding of the Work and proposed the highest cost.

The Engineer's estimate is \$1,245,710. Sells proposed an amount of \$1,449,648.01. Negotiations were conducted and the parties agreed to an amount of \$1,293,683, which is 3.9% above the estimate and is fair and reasonable. WSP Sells is deemed to be a responsible consultant.

III. D/M/WBE INFORMATION

The MTA Department of Diversity and Civil Rights (MTA DDCR) has established goals of 10% MBE and 10% WBE for the referenced contract. Sells has achieved its previous MWBE goals on previous MTA contracts. This contract will not be awarded without approval of MTA DDCR.

IV. IMPACT ON FUNDING

Funding is available under Project BW-97/BW-97B in the amount of \$1,293,683 in the 2010-2014 Capital Budget.

IV. ALTERNATIVES

There are no recommended alternatives. The Authority does not possess the resources required to perform these services.

Schedule I: Modifications to Purchase and Public Works Contracts
Item Number: 4 (Final)

Vendor Name (& Location) Iron Bridge Group, Inc., North Brunswick, NJ		Contract Number HH-07	AWO/Modification #
Description Structural Rehabilitation at the Henry Hudson Bridge			
Contract Term (including Options, if any) December 29, 2011 - December 28, 2013		Original Amount: \$5,615,400	
Option(s) included in Total Amount? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		Prior Modifications: \$166,750	
Procurement Type <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive		Prior Budgetary Increases: N/A	
Solicitation Type <input type="checkbox"/> RFP <input checked="" type="checkbox"/> Bid <input type="checkbox"/> Other:		Current Amount: \$5,782,150	
Funding Source <input type="checkbox"/> Operating <input checked="" type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other:		This Request: \$418,647	
Requesting Dept/Div & Dept/Div Head Name: Engineering & Construction, Joe Keane, P.E.		% of This Request to Current Amount: 7.2%	
		% of Modifications (including This Request) to Original Amount: 10.4%	

Discussion:

B&T is seeking the Board's approval under the All-Agency Procurement Guidelines to modify this Contract with Iron Bridge Group, Inc. (IBG) in the amount of \$418,647.

Based on field conditions, the Engineer determined that it is necessary to increase the quantity of two Contract items for steel removal and repair at the Henry Hudson Bridge totaling \$333,147. In accordance with Article 3.02, Variable Quantities Clause, the Engineer determined that using the existing unit price for each item is equitable to both parties. Additionally, the Contractor must remove incidental lead from the surfaces of these structures prior to performing the steel removal. Incidental lead removal was excluded from the unit prices. IBG submitted a proposal for \$85,500 for this work; the Engineer's estimate is \$82,350. The proposed price of \$85,500, which is 3.8% higher than the estimate, was accepted by B&T and is considered fair and reasonable. Based on the above, the total amendment value of \$418,647 is considered fair and reasonable. Funding for this amendment is available in the 2010-14 Capital Budget under Project HH-07.

Schedule J: Modifications to Miscellaneous Procurement Contracts

Item Number: **5** (Final)

Vendor Name (& Location) Professional Reproductions, Inc., NY, NY First Choice Copy, Maspeth, NY BP Independent Reprographics, NY, NY
Description Document Reproduction Services
Contract Term (including Options, if any) October 7, 2009 – October 6, 2012
Option(s) included in Total Amount? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
Procurement Type <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive
Solicitation Type <input type="checkbox"/> RFP <input checked="" type="checkbox"/> Bid <input type="checkbox"/> Other:
Funding Source <input checked="" type="checkbox"/> Operating <input type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other:
Requesting Dept/Div & Dept/Div Head Name: Engineering and Construction/Joe Keane

Contract Number	AWO/Modification #	
08-ENG-2824		
Original Amount:	<u>Vendor</u>	
	B&T (PRI)	\$78,599.88
	MNR (PRI)	\$348,403.50
	NYCT (FCC)	\$705,632.00
	NYCT (BPIR)	\$176,408.00
Prior Modifications:	None	
Prior Budgetary Increases:	\$0.00	
Current Amount:	B&T	\$78,599.88
	MNR	\$348,403.50
	NYCT	\$705,632.00
	NYCT	\$176,408.00
This Request:	B&T	\$0.00
	MNR	\$200,000.00
	NYCT	\$249,718.00
	NYCT	\$37,732.00
% of This Request to Current Amount:	B&T	0%
	MNR	57.4%
	NYCT	35.4%
	NYCT	21.4%
% of Modifications (Including This Request) to Original Amount:	B&T	0%
	MNR	57.4%
	NYCT	35.4%
	NYCT	21.4%

Discussion:

B&T is seeking Board approval under the All-Agency Procurement Guidelines on behalf of Metro North Railroad (MNR) and New York City Transit (NYCT) for additional funding for document reproduction services under their miscellaneous procurement contracts with Professional Reproductions, Inc. (PRI); First Choice Copy (FCC); and BP Independent Reprographics (BPIR). MNR's funding requirement is \$200,000; NYCT's combined amount is \$287,450. B&T does not require additional funding.

In January 2009 B&T, the lead agency for this procurement, issued a competitive joint solicitation for a Contractor to provide document reproduction services for itself, MNR, and NYCT over a duration of three (3) years. The contracts contain a two (2) year renewal option. The services include reproduction of large volumes of technical specifications and other printed materials including drawings and manuscripts. B&T and MNR awarded contracts to PRI. Based on NYCT's requirements, separate contracts were awarded to FCC and BPIR. Award amounts are indicated above. All contracts have been in effect from October 7, 2009 through October 6, 2012. Each agency has requested that the two year renewal option under their contracts be exercised through October 6, 2014. Funding requirements during the prospective renewal period are as follows: MNR - \$200,000 (PRI); NYCT - \$249,718 (FCC) and \$37,732 (BPIR) for a total of \$287,450. Since the contractors will be compensated in accordance with the current rates in the contracts, the value of each amendment is considered fair and reasonable. Funding for each amendment is available in MNR's Operating Budget under General Ledger #714119 and in NYCT's Operating Budget under General Ledger # 712549.



Staff Summary

Subject Changes to Board Meeting Schedule and Committee Structure
Department Chief of Staff
Department Head Name Catherine A. Rinaldi
Department Head Signature
Project Manager/Division Head

Date September 27, 2012
Vendor Name
Contract Number
Contract Manager Name
Table of Contents Ref #

Board Action					
Order	To	Date	Approval	Info	Other
1	Governance	9/19	x		
2	Board	9/27	x		

Internal Approvals			
Order	Approval	Order	Approval
1	Chief Operating Officer		
2	Legal		

Purpose:

To seek Board authorization of the annexed resolution authorizing amendments to the MTA and agency by-laws, committee charters and governance guidelines to reflect changes to the scheduling of Board and Committee meetings and to the structure of certain Board Committees.

Discussion:

1. Change in Board/Committee meeting schedule and addition of Chairman's Forum meetings

Currently, the MTA Board meets eleven times a year. In addition, the following Committees of the Board meet eleven times a year: the Finance Committee; the New York City Transit Committee; the Bus Committee; the Long Island Committee; the Metro-North Committee; the Bridges & Tunnels Committee; and CPOC.

To promote more efficient use of the time and resources of Board members and staff, it is recommended that the Board and Committee meeting cycle be adjusted to provide for regular meetings of the Board and these noted Committees eight times per year, or approximately every six weeks. In addition to the proposed changes to the regular meeting schedule, the Chairman intends to initiate two additional public forum meetings be held over the course of the year at which the public would be able to address and ask questions of a panel consisting of the chairman and the agency presidents.

It is envisioned that these additional public meetings (like existing Board and Committee meetings) would be broadcast live on the web and that members of the public who are not able to attend the forum sessions in person would be able to submit questions electronically. The addition of these "Chairman's Forum" meetings will promote transparency in MTA operations and ensure that MTA leadership remains accessible and accountable to the riding public, transportation advocates and elected officials. The Chairman Forum meetings would allow for a greater exchange of information than is possible at the regular Board and Committee meetings, which, while they do include a public speaking session, do not include question and answer sessions.

It is recommended, therefore, that the MTA and agency by-laws, governance guidelines and the Committee charters of these noted committees be revised to provide that the Board and these Committees meet eight times per year. For 2013, it is anticipated that the Board meetings would be held on the following dates: January 30;

March 13; April 24; June 5; July 24; September 18; November 13; and December 18. This meeting schedule may be adjusted in 2014 and thereafter as necessary to avoid conflicts with religious and other holidays, subject to the constraint that meetings would occur approximately every six weeks.

This revised meeting schedule will not reduce the quantity or type of information that is currently presented to the Board. State law and the Board's All-Agency Procurement Guidelines will continue to govern the process by which procurements go to the Board for approval. Similarly, this Staff Summary does not propose to revise any of the other Board policies or internal agency procedures that address what matters come before the Board for action or information.

In addition to a revised meeting schedule, the proposed by-laws (Appendix A to the annexed resolution) also have been revised to add videoconferencing flexibility, to the degree permitted by the State Open Meetings Law. Pursuant to amendments to that law, public bodies may conduct public meetings from locations connected by videoconference facilities, provided the specific requirements of the Open Meetings Law regarding public notice of, and provision of opportunity for public attendance at, the videoconference-connected locations are satisfied.

2. Changes to Committee Structure

Article II, Section 9 of the MTA and agency by-laws provide as follows: "[t]he chairman may establish one or more committees of the board, each committee to consist of one or more of the members and each of which committees shall have and may exercise the powers conferred upon it by the chairman." The Chairman/CEO is adopting the following changes to the MTA's Committee structure, effective in January 2013, which changes are presented to the Board for information but which also require changes to the charters of the affected Committees:

a. Merger of Bus and NYCT Committees

In March of 2010, the Bus Committee was formed to allow more focused oversight of MTA's various bus operations (conducted by four separate MTA legal entities: NYCT, MaBSTOA, MTA Bus and LI Bus). These operations had been under the separate purview of the NYCT committee (with respect to the NYCT Bus Division, MaBSTOA and MTA Bus) and the Long Island Committee (for LI Bus). With the creation of the new Bus Committee, the oversight function of the Long Island Committee over LI Bus issues and of the NYCT Committee over the bus operations of NYCT/MaBSTOA and MTA Bus was centralized in the newly formed Committee on Bus Operations. In January of this year, LI Bus ceased operations and a private operator retained by the County of Nassau assumed responsibility for bus services in the County. All of MTA's bus operations are now within the City of New York, with Darryl Irick serving both as the President of MTA Bus and Senior Vice-President of NYCT Department of Buses. Given the termination of MTA bus service in Nassau County, the overlapping leadership structure among NYCT, MaBSTOA and MTA Bus, and the original statutory mandate of the NYCT Committee, the Bus Committee will be merged into the NYCT Committee, which will report on both subway and bus operations.

b. Resumption of separate railroad Committee meetings

Since March of 2010, the Long Island Committee and the Metro-North Committee, although two separate, statutorily-created committees, have been conducting their meetings jointly and have had identical Committee membership. Although separate minutes are prepared by each railroad, by all appearances the two railroad committees function as one. The benefit of the joint meetings has been that the two railroads have collaborated on presentations on matters of joint interest, such as the federal Positive Train Control legislation, and are also

able to answer questions from Committee members about additional joint procurement opportunities and industry best practices. However, the joint railroad committee meetings have frequently proven quite lengthy. The railroads typically alternate the order in which their agendas are presented, with one railroad presenting first one month, and the other presenting first the following month. Given the press of time, the railroad that is not presenting its agenda first may not always have sufficient time available for discussion of its business matters. Recognizing the lengthy nature of many of the railroad committee meetings, but also the value of meeting jointly on occasion, beginning in 2013, the railroad committees will again meet separately with the exception of the April and November committee meetings, which shall be held jointly.

c. Re-assignment of Security Committee Functions

In 1995, the Safety Committee was established, and a few years later, security matters were added to the Committee's oversight responsibilities. In March of 2012, oversight over agency safety was reassigned to the operating agency committees. Currently, the Security Committee meets only four times per year, typically in the late afternoon after the agency committees, Finance Committee and CPOC have met. The Security Committee book usually contains a summary of crime statistics on MTA properties, with the meeting itself consisting of a presentation on some aspect of infrastructure security that is made in Executive Session.

Having the Security Committee exist as a separate, stand-alone committee has had the unintended effect of reducing focus on the important issue of asset and infrastructure security at the operating agency committees and CPOC, which has the statutory authority to monitor a broad range of issues related to approved or proposed Capital Programs. In order to reinforce the commitment of all the MTA agencies to asset and infrastructure security, it has been determined that the Security Committee will be dissolved and that security program issues will instead formally be made a focus of CPOC and the operating committees, each of which consists of more Board members and meets more frequently than the Security Committee. For 2013 and beyond, the committee work plans will be required to include regular presentations on asset and infrastructure security issues. As necessary, these presentations will continue to be made in Executive Session, in full compliance with the Open Meetings Law. Crime statistics will continue to be presented at each agency committee meeting.

d. Changes in the meeting dates for certain Committees

For several years, all committee meetings have been scheduled for the Monday immediately preceding the Board meeting. Although this schedule relieves Committee members from having to make multiple trips to MTA Headquarters in the week leading up to the Board meeting, Committee meetings frequently run long, and it can be difficult for Committee members to juggle their Board responsibilities with their regular work responsibilities. Accordingly, beginning in 2013, Staff will begin to look for opportunities to schedule meetings of the Audit, Diversity, and Corporate Governance Committees – which meet less frequently than the other Committees of the Board and in many instances do not recommend items to the full Board for action—immediately before the regular Board meeting.

Recommendation:

1. That the Board approve the attached resolution adopting the following amendments to the MTA and agency by-laws (Appendix A), governance guidelines (Appendix B) and Committee charters (Appendix C), which shall be effective on January 1, 2013:
 - a. Amendments to the MTA and agency by-laws to provide that the Board shall meet at least eight times per year and to permit meetings by videoconference.
 - b. An amendment to the charters of the noted Committees to provide for meetings at least eight times per year.

- c. An amendment to the New York City Transit Committee charter to incorporate the key responsibilities contained in the Bus Committee charter.
 - d. An amendment to the following Committee charters to add the key responsibility of oversight over security issues: New York City Transit Committee; Long Island Committee; Metro-North Committee; and Bridges & Tunnels Committee.
 - e. An amendment to the CPOC charter to add as a key responsibility the oversight over infrastructure security projects contained in the Capital Program.
2. That the Board approve the rescission of the charters of the Bus and Security Committees, effective January 1, 2013.

RESOLUTION

ADOPTION OF CHANGES TO BY-LAWS, GOVERNANCE GUIDELINES AND COMMITTEE CHARTERS

WHEREAS, to promote more efficient use of the time and resources of Board members and staff, it has been recommended that the Board and Committee meeting cycle of MTA and its affiliated and subsidiary agencies (collectively, the "MTA") be adjusted to provide for regular meetings of the Board, and those Board committees addressing agency operations, eight times per year, or approximately every six weeks, and that the by-laws be amended to effect such change as well as to permit, consistent with the requirements of the State Open Meetings Law, the conduct of Board and Committee meetings from locations connected by videoconference facilities;

WHEREAS, in addition to this change to the regular meeting schedule of the MTA Board and certain committees, the MTA intends to initiate two additional public forum meetings to be held over the course of the year, at which the public would be able to address and ask questions of a panel consisting of the Chairman and the agency presidents;

WHEREAS, Article II, Section 9 of the MTA by-laws authorizes the Chairman to establish one or more committees of the board, and for each of which committees to exercise the powers conferred upon it by the Chairman;

WHEREAS, the Chairman has adopted the following changes to the MTA's Committee structure and scheduling, intended to enhance oversight of the MTA agencies by the MTA Board committees and to streamline the committee structure, to become effective in January 2013:

(a) the merger of the functions of the Committee on Operations of the Bus Division of New York City Transit Authority, MTA Bus Company, Metropolitan Suburban Bus Authority and Manhattan and Bronx Surface Transit Operating Authority ("Bus Committee") into the existing Committee on the Operations of the New York City Transit Authority, the Manhattan and Bronx Surface Transit Operating Authority, and the Staten Island Rapid Transit Operating Authority (the "NYCT Committee"), with the result that the expanded NYCT Committee's functions shall include oversight of the MTA Bus Company;

(b) the re-assignment of the functions of the Security Committee to the Capital Program Oversight Committee (CPOC) and the several agency operating committees, all of which are larger in membership and meet more frequently than the Security Committee, thereby formally making security matters a consistent focus of CPOC and the operating committees and reinforcing the commitment of all the MTA agencies to asset and infrastructure security;

(c) re-institution of regular separate meetings of the two railroad committees, with the exception of the April and November committee meetings, which shall be held jointly, in recognition of the lengthy and unwieldy nature of many of the joint railroad committee meetings but also the value of meeting

jointly on occasion to further collaboration on matters of joint interest and to address joint procurement opportunities and industry best practices;

(d) scheduling meetings of the Audit, Diversity, and Corporate Governance Committees – which meet less frequently than the other Committees of the Board and in many instances do not recommend items to the full Board for action– immediately before the regular Board meeting on those occasions when the business on the agenda of particular meetings of those Committees is compatible with such scheduling;

NOW, THEREFORE, upon motion duly made and seconded the following resolution was adopted:

RESOLVED, that the Board hereby amends the by-laws of the MTA and the affiliated and subsidiary MTA agencies to make changes to said by-laws as set forth in Appendix A to this Resolution, which by-laws, as so revised, shall go into effect on January 1, 2013;

RESOLVED, that the Board hereby endorses the Chairman's plan to initiate two new public forum meetings to be held over the course of the year, at which the public would be able to address and ask questions of a panel consisting of the Chairman and the agency presidents;

RESOLVED, the Board hereby amends the MTA Governance Guidelines to make the changes set forth on Appendix B to this Resolution, which Governance Guidelines, as so revised, shall go into effect on January 1, 2013; and

RESOLVED, that the Board hereby (a) amends the charters of the Finance, NYCT, Long Island Rail Road, Metro-North Commuter Railroad, Triborough Bridge and Tunnel Authority and CPOC committees, to make changes to said committee charters as set forth in Appendix C to this Resolution, which charters, as so revised, shall go into effect on January 1, 2013, and (b) rescinds the charters of the Bus Committee and Security Committee, effective January 1, 2013.

APPENDIX A

BY-LAWS METROPOLITAN TRANSPORTATION AUTHORITY

ARTICLE 1. OFFICES

The principal office of the Metropolitan Transportation Authority (the "Authority") shall be located in the City of New York, County of New York. The Authority may have such other offices as the board may designate or as the business of the Authority may require from time to time.

ARTICLE II. THE BOARD

Section 1. General Affairs. The business and affairs of the Authority shall be managed by its board.

Section 2. Number, Tenure and Qualifications. The Authority ("the board" or "the board of the Authority") as used herein shall consist of all of those persons who from time to time hold office as chairman or members of the Metropolitan Transportation Authority pursuant to §1263 of the Public Authorities Law of the State of New York. Each member shall hold office for the term established by law and until his successor shall have been appointed and qualified. Members shall meet all requirements of law respecting their qualification for office.

Section 3. Regular Meetings. ~~A-Regular meetings of the board shall be held eight times per calendar year, at such dates and times as shall be fixed in a schedule established annually by the Chairman. Written notice of the schedule of regular meetings shall be provided to members on or before December 1 of the calendar year preceding such meetings; the schedule shall provide for at least two regular meetings to be held in each quarter of the calendar year, without other notice than these by-laws at 9:30 A.M. on the fourth Wednesdays of each month except that there shall be no regular meeting in the month of August and except that in the months of November and December the regular meetings shall be held on the third Wednesday of the month.~~ The board may provide by resolution for the time and place for the holding of additional regular meetings without other notice than such resolution. The chairman may adjust the date and time of any regular meeting by written notice provided to members at least forty-eight hours prior to such adjusted date and time. Such written notice shall be provided to members by the same means required by Section 4(b) of Article II of these by-laws for delivery of notice to members of special meetings.

Section 4. Special Meetings. (a) Special meetings of the board may be called by the chairman or, in his or her absence or in case of his or her disability, a vice chairman. In addition, a special meeting of the board shall be called by the secretary or in his or her absence by an assistant secretary upon the request of any two members. The person or persons authorized to call special meetings of

the board may fix the time and any place within the City of New York as the place for holding any special meeting of the board called or requested by them.

(b) Written notice of each special meeting shall be given by the chairman or secretary or by an assistant secretary, specifying the time and place of the meeting. Such notice shall be addressed to each member at the member's postal address on record with the Authority and deposited with the U.S. Postal Service at least forty-eight hours prior to the time fixed for such meeting, and in addition, sent by facsimile or email to each member having a facsimile number or email address on record with the Authority at least forty-eight hours prior to the time fixed for such special meeting. Such notice shall state the purpose of such meeting, and no business other than that stated in the notice shall be transacted at such special meeting unless every member of the Authority then in office is present, and it is unanimously agreed to consider matters other than those specifically provided for in the notice of such meeting. Notwithstanding the foregoing, in the event of an emergency the chairman may call a special meeting without advance notice and by means other than the delivery of a writing to the members.

Section 5. Open Meetings. All meetings of the board shall be conducted in compliance with the provisions of the Open Meetings Law, being Chapter 511 of the Laws of 1976, as amended, and with all rules and regulations promulgated thereunder.

Section 6. Quorum. A majority of the whole number of voting members of the board as defined in §1263 (1) (a) of the Public Authorities Law of the State of New York then in office shall constitute a quorum for the transaction of any business or the exercise of any power of the Authority. Those members of the board appointed upon the recommendation of the chief executive officers of Dutchess, Orange, Putnam and Rockland counties (the "Hudson Valley Member" or "Hudson Valley Members") shall be considered to be a single member, and the presence of that member for purposes of determining a quorum shall be ascertained pursuant to section 10 of this article. Except as otherwise specified by law, for the transaction of any business or exercise of any power of the Authority, the Authority shall have power to act by a majority of the voting members of the board present at any meeting at which a quorum is in attendance with the chairman having one additional vote in the event of a tie vote. For purposes of determining a tie vote, an abstention shall be counted as a vote against a motion. If a meeting is validly called but a quorum is not present, a majority of the members of the board then present may adjourn the meeting from time to time without further notice.

Section 7. Attendance at Meetings. (a) Any one or more members of the board or of a committee thereof may attend a meeting of such board or committee by means of a conference telephone or similar communications equipment allowing all persons attending the meeting to hear each other at the

same time; however, attendance by such means shall not constitute presence at a meeting for the purposes of section 6, section 8 or section 10 of this Article.

(b) Notwithstanding the provisions of Section 7(a), a member's attendance by means of videoconferencing shall constitute presence at a meeting for any purposes of this Article, provided (i) the public notice given for such a meeting of such board or committee states that videoconferencing would be used to conduct the meeting and identifies each location at which members may attend the meeting; and (ii) at each such location, opportunity for public attendance at the meeting is provided.

Section 8. Presumption of Assent. A member of the board who is present at a meeting of the board at which action on any matter is taken shall be presumed to have assented to the action taken unless his abstention or dissent is stated at the meeting, which dissent or abstention shall be duly entered in the minutes of the meeting.

Section 9. Committees. The chairman may establish one or more committees of the board, each committee to consist of one or more of the members and each of which committees shall have and may exercise the powers conferred upon it by the chairman. Such committees shall have such names as shall be given them by the chairman. The chairman shall also establish such committees of the board as shall be mandated by law. Except in an emergency, the chairman and each board member shall be given advance written notice of the time and place of any meeting of any committee of the board.

Section 10. Quorum and Voting for members of the Board from the counties of Dutchess, Orange, Putnam and Rockland.

(a) The Hudson Valley Members shall be considered to be a single member. For the purposes of determining a quorum, such single voting member shall be considered present if one or more Hudson Valley Members is present.

(b) The single collective vote of the Hudson Valley Members shall be determined as follows:

(i) if at least three Hudson Valley Members are then in office: (A) if one such member is present, the single collective vote shall be recognized; (B) if two or more such members are present but only one such member votes, the single collective vote shall be recognized as the vote of such member; (C) if two or more such members are present and two or more such members vote, the majority vote shall be recognized as the single collective vote; and (D) if two or more such members are present and two or more of such members vote but no majority is achieved, the single collective vote shall not be recognized; and

(ii) if two or one Hudson Valley Member(s) are then in office: (A) if one such member is present, the single collective vote shall be recognized as the vote of such voting member; (B) if two such members are present but only one such member votes, the single collective vote shall be recognized as the vote of such voting member; and (C) if two such members are present and both vote, only a unanimous vote shall be recognized as the single collective vote.

To evidence the single collective vote, each such member that is present may be polled as to his vote and such poll shall be recorded in the minutes.

ARTICLE III. OFFICERS

Section 1. Number. The officers of the Authority shall be a chairman, one or more vice chairmen (the number and exact designation thereof and the separate functions to be determined by the board if there is more than one), an executive director, if one is appointed by the chairman, a counsel, other senior officials (the number and exact designation thereof and the separate functions to be determined by the chairman), and a secretary. The chairman shall be appointed and shall serve as provided by law. The vice chairmen shall be appointed by the board, upon recommendation by the Chairman, and shall serve at its pleasure. The executive director, if one is appointed by the chairman, shall serve at the pleasure of the chairman. Other senior officials, the counsel, and the secretary shall be appointed by the chairman and shall serve at the pleasure of the chairman. Such other officials or employees as may be deemed necessary may be appointed by the chairman, and each shall serve at the pleasure of the chairman.

Section 2. Chairman. (a) The chairman shall serve as the chairman of the board of the Authority and as the chief executive officer of the Authority. The chairman shall be responsible for providing leadership to the board as it oversees the management of the Authority. The chairman shall preside at all meetings of the board. The chairman may delegate any or all of his or her powers relating to the leadership of the board to a vice-chairman. In the event of a tie vote, the chairman may cast an additional vote.

(b) The chairman shall also serve as the chief executive officer of the Authority. As chief executive officer of the Authority, the chairman shall be responsible for the discharge of the executive and administrative functions and powers of the Authority.

Section 3. The Vice Chairman. In the event of the chairman's death or inability to act, or in the event the position of chairman is for any other reason vacant, a vice chairman designated by the board shall perform the duties of the chairman and when so acting, shall have all the powers of and be subject to all the restrictions upon the chairman. Such powers and duties shall terminate upon the

appointment by the Governor of a successor chairman as provided by law or upon the cessation of the chairman's inability to act.

Section 4. Such Other Officials and Employees. The chairman may, in his or her judgment, appoint such other officials and employees, including an executive director, as shall in his or her judgment be needed to discharge the executive and administrative functions and powers of the of the Authority. The chairman may delegate such of his or her powers relating to the discharge of the executive and administrative functions, including the administration and day to day operations of the Authority as the chairman may deem appropriate to such other officials and employees.

Section 5. The Agency Presidents. The presidents of the subsidiary and affiliate agencies of the Authority are primarily responsible for the general management and operation of their agencies.

Section 6. The Secretary. The secretary shall keep the minutes of the proceedings of the board, see that all notices are duly given as required by law, be custodian of the corporate records and of the seal of the Authority, see to it that the seal of the Authority is affixed to all documents the execution of which on behalf of the Authority under its seal is duly authorized, and in general shall perform all duties incident to the office of secretary. The chairman may appoint one or more assistant secretaries who may perform the duties of the secretary in the event of the absence, disability or incapacity of the secretary.

Section 7. Salaries. The salaries fixed by the chairman for those officers and employees appointed by the chairman shall at all times be within the amounts budgeted therefore by the board.

ARTICLE IV. CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1. Contracts. The board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Authority, and such authority may be general or confined to specific instances.

Section 2. Loans. No loans shall be contracted on behalf of the Authority and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the board. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Authority shall be signed by such officer or officers, agent or agents of the Authority and in such manner as shall from time to time be determined by resolution of the board.

Section 4. Deposits. All funds of the Authority not otherwise employed shall be deposited from time to time to the credit of the Authority in such banks, trust companies or other depositories as the board may select.

ARTICLE V. FISCAL YEAR

The fiscal year of the Authority shall begin on the first day of January and end on the thirty-first day of December in each year.

ARTICLE VI. CORPORATE SEAL

The board shall provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the Authority and the words "Corporate Seal".

ARTICLE VII. INDEMNIFICATION

The Authority shall save harmless and indemnify any person (or his or her estate) who shall have served as a member, officer or employee of the Authority or of a subsidiary of the Authority against financial loss, including punitive damages, or litigation expense incurred in connection with any claim, demand, suit, action or proceeding, whether civil or criminal, or the defense thereof, and arising out of (a) any transaction of the Authority or of a subsidiary of the Authority, or (b) any act or failure to act by any such member, officer or employee while engaged in the discharge of his or her duties on behalf of the Authority or its subsidiaries, or the discharge of his or her duties as a fiduciary of a benefit plan for Authority employees or employees of a subsidiary of the Authority. In the event any such claim, demand, suit, action or proceeding shall occur, such member, officer or employee shall be saved harmless and indemnified as herein provided unless such individual is determined by the Authority or its designee not to have acted, in good faith, for a purpose which he or she reasonably believed to be in the best interests of the Authority or of its subsidiaries or affiliates, and, in criminal actions or proceedings, in addition, not to have had reasonable cause to believe that his or her conduct was lawful. The provisions of this Article shall inure only to the members, officers and employees of the Authority or of its subsidiaries, and to their estates, shall not enlarge or diminish the rights of any other party, and shall not impair, limit or modify the rights and obligations of any insurer under any policy of insurance. The foregoing shall be conditional on (a) the prompt delivery to the Authority of a copy of the summons, complaint, process, notice, demand or pleading commencing any such claim, demand, suit, action or proceeding; and, in civil cases only, (b) a contemporaneous offer to name counsel to the Authority as counsel to the member, officer or employee in the defense of such claim, demand, suit, action or proceeding; (c) the full cooperation of the member, officer or employee, in the event the offer is accepted, in making of such defense; and (d) an agreement that the Authority

may enter into a settlement on behalf of the member, officer or employee. If the Authority or its designee determines that the defense shall not be provided by counsel for the Authority because of a conflict of interests or other grounds warranting separate counsel, the member, officer or employee may select another attorney and the Authority shall pay reasonable attorney's fees and expenses incurred by or on behalf of such member, officer or employee represented by outside counsel. The Authority's payment of such fees and expenses may be conditioned upon the member, officer or employee's agreement that more than one member, officer or employee shall be represented by the same counsel. The provisions of Section 18 of the Public Officers Law relating to defense and indemnification shall supplement and be available in addition to the provisions of this Article; provided, however, that in the event of any conflict between the substantive provisions of this Article and those of Section 18 of the Public Officers Law, the provisions that afford the greater protection to such members, officers and employees shall control. In the event that the chairman or other member requests indemnification under this by-law, the counsel for the Authority shall review and act upon such request; provided that if upon review, the counsel believes that the facts and circumstances warrant denial of such request or raise serious question as to whether the requestor is entitled to indemnification under the by-law, such request shall be submitted to the board for determination. In the event that an officer or employee, other than the chairman, requests indemnification under this by-law, the counsel for the Authority shall review and act upon such request; provided that if upon review, the counsel believes that the facts and circumstances warrant denial of such request or raise serious question as to whether the requestor may be entitled to indemnification under the by-law, such request shall be submitted to the chairman or his or her designee for determination. The provisions of this Article replace and supersede the provisions of the prior Article VII governing Indemnification, and govern any claim, demand, suit, action or proceeding that is pending as of the date of the adoption of this Article.

ARTICLE VIII. AMENDMENTS

These by-laws may be altered, amended or repealed and new by-laws may be adopted by the board at any regular or special meeting as to which nature of the proposed alterations, amendments or repeals have been sent in writing to the members of the board together with the notice of meeting if it is a special meeting or if at a regular meeting at least seventy-two hours in advance of such regular meeting.

APPENDIX B

METROPOLITAN TRANSPORTATION AUTHORITY

GOVERNANCE GUIDELINES

The following mission statement and governance guidelines, as amended, have been recommended by the Governance Committee and approved by the Chairman and a majority of the members of the MTA Board and, along with the laws of the State of New York, the MTA By-laws, the by-laws of certain MTA subsidiaries and component units, and the charters and key practices of certain Committee of the Board, provide the framework for the governance of the MTA and its subsidiaries and component units. The Chairman and the Governance Committee will review these guidelines and other aspects of MTA governance annually or more often if deemed necessary.

Adopted by the Board ~~November 16~~ September 27, 2012



Metropolitan Transportation Authority

New York City Transit
Long Island Rail Road
Long Island Bus
Metro-North Railroad
Bridges and Tunnels
Capital Construction
Bus Company

Mission Statement of the Metropolitan Transportation Authority

The Metropolitan Transportation Authority ("MTA") preserves and enhances the quality of life and economic health of the region we serve through cost-efficient provision of safe, on-time, reliable and clean transportation services.

The MTA is the public benefit corporation of the State of New York responsible for an integrated mass transportation system for the City of New York and Dutchess, Nassau, Orange, Putnam, Rockland, Suffolk and Westchester counties. The statutory purposes set forth in the MTA enabling act are:

"the continuance, further development and improvement of commuter transportation and other services related thereto within the metropolitan commuter transportation district, including but not limited to such transportation by railroad, omnibus, marine and air, in accordance with the provisions of this title. It shall be the further purpose of the authority, consistent with its status as the ex officio board of both the New York city transit authority and the triborough bridge and tunnel authority, to develop and implement a unified mass transportation policy for such district." (Public Authorities Law §1264(1))

Governance Guidelines

These Governance Guidelines apply to MTA and the other public benefit corporations under common control of MTA (collectively with MTA, the "MTA Agencies"). The MTA Agencies consist of:

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

1. **Functions of the MTA Chairman/Chief Executive Officer.**

(a) The Chairman of the MTA shall be primarily responsible for providing leadership to the MTA Board in performing oversight of the senior management in the effective and ethical management of the MTA Agencies' integrated mass transportation system. The Chairman, inter alia, convenes and presides over Board meetings, establishes Board committees and appoints committee members and chairs, and shall serve as the principal liaison between MTA management and the Board.

(b) The Chairman, pursuant to statute, is the chief executive officer of the Authority and shall have responsibility to discharge the executive and administrative functions and powers of the Authority. In discharging the executive and administrative functions and

powers of the Authority, the Chairman shall, inter alia, be responsible for (i) managing the day-to-day operations of the MTA's integrated mass transportation system, (ii) coordinating the development and approval by the Board of long term strategy for the maintenance and expansion of that system, (iii) overseeing and providing appropriate direction to the President of each of the MTA's constituent Agencies and (iv) appointing, disciplining, and removing officers or employees.

2. **Functions of the MTA Board.** The Board shall meet no less than ~~11~~8 times a year at which the Board shall review and discuss reports by management on the performance of the MTA, its plans and prospects, as well as immediate issues facing the MTA. Board members are expected to attend all scheduled meetings of the Board and meetings of Committees on which they serve. The entire Board shall be responsible for the general oversight of the Authority's senior management in furtherance of the effective and ethical management of the entire MTA, as required by law. In addition to this general responsibility, the entire Board (with the assistance of Committees of the Board as appropriate) shall also perform a number of specific functions, including

- (a) providing counsel and oversight on the evaluation, development and compensation of senior management. When determining compensation for the Chairman/Chief Executive Officer, the Board, as required by law, shall act without the participation of the Chairman/Chief Executive Officer;
- (b) reviewing, approving and monitoring fundamental financial and business strategies and major actions, including fundamental financial and management controls;
- (c) assessing major risks facing the MTA and reviewing options for the mitigation of these risks;
- (d) ensuring processes are in place for maintaining the integrity of the MTA, including the integrity of the financial statements of the MTA (and the financial statements of the MTA subsidiaries or component units that are required by law to issue separate financial statements), the integrity of the MTA's compliance with law and ethics (including by adopting and updating codes of ethics applicable to MTA directors, officers and employees that at a minimum incorporate the standards established in section seventy-four of the Public Officers Law), the integrity of the MTA's relationships with customers and suppliers, and the integrity of the MTA's relationship with the public at large;
- (e) establishing written policies and procedures on personnel including policies protecting employees from retaliation for disclosing information concerning acts of wrongdoing, misconduct, malfeasance, or other inappropriate behavior by an employee or board member of the authority; investments; travel; the acquisition of real property; the disposition of real and personal property; and the procurement of goods and services; and
- (f) adopting a defense and indemnification policy and disclose such plan to any and all prospective board members.

3. **Functions of Senior Management:** The Chairman/Chief Executive Officer serves ex officio as the chair and chief executive officer of each of affiliated and subsidiary MTA Agencies and is responsible for appointing such other officials and employees (including, in his or her discretion, an Executive Director) as he or she determines is necessary and appropriate. These other officials and employees serve under the direction and at the pleasure of the Chairman/Chief Executive Officer. The Presidents of the MTA's constituent Agencies, pursuant to the direction of the Chairman/Chief Executive Officer, are primarily responsible for the general management and operations of such constituent Agencies.
4. **Committees of the Board.** The Chairman has established the following Committees to assist him and the Board in discharging their responsibilities: (1) the Audit Committee; (2) the Committee on Finance; (3) the Committee on Operations of the New York City Transit Authority, the Manhattan and Bronx Surface Transit Operating Authority, ~~and the Staten Island Rapid Transit Operating Authority and the MTA Bus Company~~; (4) the Committee on Operation of the Metro-North Commuter Railroad; (5) the Committee on Operation of the Long Island Rail Road ~~and the Metropolitan Suburban Bus Authority~~; (6) the Committee on Operations of the Triborough Bridge and Tunnel Authority; (7) the Committee on Capital Program Oversight; ~~(8) the Committee on Operations of The Bus Division of New York City Transit Authority, MTA Bus Company, Metropolitan Suburban Bus Authority and Manhattan and Bronx Surface Transit Operating Authority,~~ (9) ~~the Security Committee~~; (10) ~~the Diversity Committee~~, and (11) ~~the Corporate Governance Committee~~. The current charters and key practices of these Committees shall be maintained on the MTA website. The Committees may hold meetings in conjunction with the entire Board, as appropriate.
5. **Self-Assessment.** The Board, as a whole, and each of the Committees, individually, will perform an annual self-assessment. The Board will be requested to provide their assessments of the effectiveness of the Board, as a whole, and of the Committees on which they serve. The individual assessments will be organized and summarized for discussion with the Board and the Committees.
6. **Setting Agendas for Meetings of the Board.** The Chairman shall be responsible for the agenda of the Board meetings. Upon the request of the Chairman, an Agency President shall report to the Board regarding that Agency's operations, finances, and performance (with specific reference to the benchmarks established for that Agency) since the last time such Agency President reported to a meeting of the Board. The Chairman, or Committee chair as appropriate in consultation with the Chairman, shall determine the nature and extent of information that shall be provided regularly to Board members before each scheduled Board or Committee meeting. Committee chairs shall report to the entire Board for approval the matters discussed or recommended at Committee meetings as appropriate. Board members are urged to make suggestions for agenda items, or additional pre-meeting materials, to the Chairman, or the appropriate Committee chair at any time.
7. **Ethics and Conflicts of Interest.** The Chairman, Board members and the other officers and employees of the MTA are expected to act ethically at all times, to acknowledge their adherence to the policies comprising the MTA All-Agency and MTA Board Members

Codes of Ethics and to comply in all respects with the Codes of Ethics. If an actual or potential conflict of interest arises for an MTA Board Member, the MTA Member shall promptly inform the Chairman. All Board members will recuse themselves from any discussion or decision affecting their personal or commercial interests. Other than in such instances where jurisdiction over a conflict matter lies with the New York State Joint Commission on Public Integrity Ethics, the Board shall resolve any unresolved conflict of interest question involving the Chairman, a Vice Chairman, an MTA Member, the Auditor General, or an Agency President, and the Chairman shall resolve any unresolved conflict of interest issue involving any other officer of the MTA. If a significant conflict exists and cannot be resolved, the MTA Board Member should resign.

8. **Oversight of Significant MTA Policies.** The Board shall ensure that the MTA has policies addressing significant issues, and shall regularly review and, as appropriate, suggest changes or additions to, all such statements of significant MTA policy. Each statement of a significant MTA policy should be published in an accessible manner.
9. **Access of Senior Management to the Board.** Senior management are encouraged to, from time to time, bring managers into meetings of the Board who (a) can provide additional insight into the items being discussed because of personal involvement in these areas, an/or (b) are managers with future potential that the senior management believes should be given exposure to the Board.
10. **Access to Independent Advisors.** The Board or any Committee thereof shall have the right at any time to retain independent outside financial, legal or other advisors.
11. **MTA Member Orientation.** Each new MTA Board member shall, within three months of appointment as an MTA Board member, spend a day at MTA headquarters for personal briefing by the Chairman and other senior management on the MTA's strategic plans, its financial statements, and its key policies and practices. In addition, within one year of appointment, each new MTA Board member must participate in State-approved training regarding their legal, fiduciary, financial and ethical responsibilities. The Chief Executive Officer, the MTA General Counsel and Chief Compliance Officer shall be responsible for providing additional orientation materials and programs for new Board members, as appropriate. MTA Board members shall participate in such continuing training as may be required to remain informed of best practices, regulatory and statutory changes relating to the effective oversight of the management and financial activities of the MTA and to adhere to the highest standards.

APPENDIX C

THE METROPOLITAN TRANSPORTATION AUTHORITY

CAPITAL PROGRAM OVERSIGHT COMMITTEE

This Charter for the Capital Program Oversight Committee was adopted by the Board Chair and a majority of the members of Board of the Metropolitan Transportation Authority, a public benefit corporation established under the laws of the State of New York (together with any other entity or corporation for which the members of the Metropolitan Transportation Authority serve as a board of directors, the "MTA"), on ~~the 29th day of July, 2004. This charter was amended on the 17th day of December, 2008, 16th day of December, 2009 and further amended on November 17, 2010~~September 27, 2012.

I. PURPOSE

The Capital Program Oversight Committee (the "Committee") shall assist the Board Chair and the Board in fulfilling their responsibility to monitor the effective and efficient implementation of the MTA's five-year capital program.

II. COMMITTEE AUTHORITY

In discharging its role, the Committee is empowered to investigate any matter brought to its attention. To facilitate any such investigation, the chairperson and/or vice-chairperson of the Committee shall have access to all books, records, facilities and staff of the MTA (including any of its subsidiary corporations or affiliates). The foregoing is not intended to alter or curtail existing rights of individual Board members to access books, records or staff in connection with the performance of their fiduciary duties as Board members.

III. COMMITTEE MEMBERSHIP

The Committee shall consist of 6 or more members of the Board, and shall include the Board Chair; the Chair of the Committee on Operations of the New York City Transit Authority, the Manhattan and Bronx Surface Transit Operating Authority and the Staten Island Rapid Transit Operating Authority and the MTA Bus Company; the Chair of the Committee on Operations of the Triborough Bridge and Tunnel Authority; the Chair of the Committee on Operations of the MetroNorth Commuter Railroad; and the Chair of the Committee on Operations of the Long Island Rail Road and Metropolitan Suburban Bus Authority; ~~and the Chair of the Committee on Operations of the Bus Division of New York City Transit Authority, MTA Bus Company, Metropolitan Suburban Bus Authority and Manhattan and Bronx Surface Transit Operating Authority.~~ All other members of the Committee shall be appointed by the Board Chair. If not otherwise a member of the Committee, each Vice-Chair of the Board shall be an *ex officio* member of the Committee. The Board Chair shall serve as the chairperson of the Committee and shall appoint the vice-chairperson of the Committee. In the absence of the chairperson or vice-chairperson at a meeting of the Committee, the Board Chair shall appoint a temporary chairperson to chair such meeting. A member of the Committee may be removed, for cause or without cause, by the Board Chair.

IV. COMMITTEE MEETINGS

The Committee shall meet on a regularly-scheduled basis at least ~~44~~8 times per year, and more frequently as circumstances dictate. The Committee shall cause to be kept adequate minutes of all its proceedings and records of any action taken. Committee members will be furnished with copies of the minutes of each meeting. Meetings of the Committee shall be open to the public, and the Committee shall be governed by the rules regarding public meetings set forth in the applicable provisions of the Public Authorities Law and Article 7 of the Public Officers Law that relate to public notice, public speaking and the conduct of executive session. The Committee may form and assign responsibilities to subcommittees when appropriate.

The Committee may request that any member of the Board, the Auditor General, any officer or staff of the MTA, or any other person whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such pertinent information as the Committee requests. The Director of the Office of Construction Oversight and the Deputy Executive Director of Administration, and/or his or her designee, shall (1) furnish the Committee with all material information pertinent to matters appearing on the Committee agenda, (2) provide the chairperson of the Committee with all information regarding the MTA's five year capital program that is material to the Committee's monitoring and oversight of the MTA's five year capital program, and (3) inform the chairperson of the Committee of any matters not already on the Committee agenda that should be added to the agenda in order for the Committee to be adequately monitoring and overseeing the MTA's five year capital program. The Director of Security and/or his or her designee shall (1) furnish the Committee with all material information pertinent to matters appearing on the Committee agenda relating to MTA security projects and MTA-wide security issues, (2) provide the chairperson of the Committee with all information regarding MTA security projects that is material to the Committee's monitoring and oversight of security projects contained in the MTA's five year capital program, and (3) inform the chairperson of the Committee of any matters not already on the Committee agenda that should be added to the agenda in order for the Committee to be adequately monitoring and overseeing security projects contained in MTA's five year capital program.

V. COMMITTEE REPORTS

The chairperson of the Committee shall report on the Committee's proceedings, and any recommendations made.

VI. KEY RESPONSIBILITIES

The following responsibilities are set forth as a guide with the understanding that the Committee may diverge as appropriate given the circumstances. The Committee is authorized to carry out these and such other responsibilities assigned by the Board Chair or the Board from time to time, and take any actions reasonably related to the mandate of this Charter.

To fulfill its purpose, the Committee shall, with respect to any approved or proposed capital program plans:

1. Monitor the current and future availability of funds to be utilized for such capital improvement programs and plans;
2. Monitor the contracts awards of the MTA to insure that such awards are consistent with:
 - a. provisions of law authorizing United States content and New York State content;
 - b. any collective bargaining agreements;
 - c. provisions of law providing for participation by minority and women-owned businesses;
 - d. New York State labor laws;
 - e. competitive bidding requirements including those regarding sole source contracts; and
 - f. any other relevant requirements established by law.
3. Monitor the award of contracts to determine if such awards are consistent with the manner in which the work was traditionally performed in the past;
4. Review the relationship between capital expenditures pursuant to each such capital program plan and current and future operating budget requirements;
5. Monitor the progress of capital elements described in each approved capital program plan;
6. Monitor the expenditures incurred and to be incurred for each such element;
7. Identify capital elements not progressing on schedule, ascertain responsibility therefor and recommend those actions required or appropriate to accelerate their implementation;
8. Monitor the proposed benefits for approved projects in the capital program at appropriate points during the life of the capital project to ensure that the benefits materialize;
9. Review capital elements and program management to improve the efficiency and effectiveness of the program, securing analytic resources as needed;
10. Monitor awarded contracts to determine if the work is being implemented in the most efficient and effective manner possible;
11. Consult as necessary with other New York State departments, agencies and divisions with respect to the foregoing;

12. Provide guidance to the Board Chair and the Board with respect to the appointment (and if appropriate dismissal), evaluation, and compensation of an independent engineering firm to provide an independent review of reports by the MTA agencies with respect to the foregoing;
13. In consultation with the Office of Construction Oversight, oversee the work of such independent engineering firm;
14. Together with the Office of Construction Oversight, review the periodic and/or special reports provided by such independent engineering firm;
15. Monitor the implementation of MTA security projects contained in approved capital programs, provide a forum for discussion of MTA-wide security issues among representatives of MTA and each of its subsidiaries and constituent agencies, and provide guidance to the Board Chair and the Board with respect to security on an MTA-wide basis;
- ~~15-16.~~ Conduct an annual self-evaluation of the performance of the Committee, including its effectiveness and compliance with this Charter;
- ~~16-17.~~ Review and assess the adequacy of this Charter annually; and
- ~~17-18.~~ Report regularly to the Board Chair and the Board on Committee findings and recommendations and any other matters the Committee deems appropriate or the Board Chair or the Board requests.

THE METROPOLITAN TRANSPORTATION AUTHORITY

COMMITTEE ON OPERATIONS OF THE NEW YORK CITY TRANSIT AUTHORITY, THE MANHATTAN AND BRONX SURFACE TRANSIT OPERATING AUTHORITY ~~AND,~~ THE STATEN ISLAND RAPID TRANSIT OPERATING AUTHORITY AND THE MTA BUS COMPANY

~~The~~This Charter for the Committee on Operations of the New York City Transit Authority, the Manhattan and Bronx Surface Transit Operating Authority ~~and,~~ the Staten Island Rapid Transit Operating Authority and the MTA Bus Company was adopted by the Board Chair and a majority of the members of Board of the Metropolitan Transportation Authority, a public benefit corporation established under the laws of the State of New York (together with any other entity or corporation for which the members of the Metropolitan Transportation Authority serve as a board of directors, the "MTA"), ~~on the 29th day of July, 2004. This charter was amended on the following dates: December 17, 2008, December 16, 2009, March 24, 2010, November 17, 2010, and May 25, 2011.~~ on September 27, 2012.

I. PURPOSE

The Committee on Operations of the New York City Transit Authority, the Manhattan and Bronx Surface Transit Operating Authority, and the Staten Island Rapid Transit Operating Authority and the MTA Bus Company (the "Committee") shall assist the Board Chair and the Board in fulfilling their responsibility to monitor and oversee the operations of the New York City Transit Authority, the Manhattan and Bronx Surface Transit Operating Authority and the Staten Island Rapid Transit Operating Authority (collectively, the "NYCT"). ~~In addition to the Committee's oversight responsibilities over NYCT operations, the members of the Committee shall also separately assist the Board Chair and the Board in fulfilling their responsibility to monitor and oversee the operations of the MTA Bus Company.~~ "NYCT") and of the MTA Bus Company ("MTA Bus").

II. COMMITTEE AUTHORITY

In discharging its role, the Committee is empowered to investigate any matter brought to its attention. To facilitate any such investigation, the chairperson of the Committee shall have access to all books, records, facilities and staff of the MTA, ~~the NYCT and/or the MTA Bus Company.~~ The foregoing is not intended to alter or curtail existing rights of individual Board members to access books, records or staff in connection with the performance of their fiduciary duties as Board members.

III. COMMITTEE MEMBERSHIP

The Committee shall consist of 3 or more members of the Board, appointed by the Board Chair. If not otherwise a member of the Committee, each Vice-Chair of the Board shall be an *ex officio* member of the Committee. The Board Chair shall appoint the chairperson and the vice-chairperson of the Committee. The vice-chairperson of the Committee shall be a person recommended to the Board by the Mayor of the City of New York. In the absence of the chairperson at a meeting of the Committee, the vice chairperson shall chair such meeting. In the absence of the chairperson and the vice chairperson, the Board Chair shall appoint a temporary chairperson to chair such meeting. A

member of the Committee may be removed, for cause or without cause, by the Board Chair.

IV. COMMITTEE MEETINGS

The Committee shall meet on a regularly-scheduled basis at least ~~44~~8 times per year, and more frequently as circumstances dictate. The Committee shall cause to be kept adequate minutes of all its proceedings, which shall include records of any action taken. Committee members will be furnished with copies of the minutes of each meeting. Meetings of the Committee shall be open to the public, and the Committee shall be governed by the rules regarding public meetings set forth in the applicable provisions of the Public Authorities Law and Article 7 of the Public Officers Law that relate to public notice, public speaking and the conduct of executive session. The Committee may form and assign responsibilities to subcommittees when appropriate.

The Committee may request that any member of the Board, the Auditor General, any officer or staff of the MTA, the NYCT, ~~the MTA Bus Company~~ or any other person whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such pertinent information as the Committee requests. The President of NYCT, the President of MTA Bus ~~Company~~, and the President of the MTA Capital Construction Company shall each (1) furnish the Committee with all material information pertinent to matters appearing on the Committee agenda relating to his or her respective organization, (2) provide the chairperson of the Committee with all information regarding the affairs of his or her respective organization that is material to the Committee's monitoring and oversight of the operations of such organization, and (3) inform the chairperson of the Committee of any matters not already on the Committee agenda that should be added to the agenda in order for the Committee to be adequately monitoring and overseeing the operations of his or her organization.

V. COMMITTEE REPORTS.

The chairperson of the Committee shall report on the Committee's proceedings, and any recommendations made.

VI. KEY RESPONSIBILITIES

The following responsibilities are set forth as a guide with the understanding that the Committee may diverge as appropriate given the circumstances. The Committee is authorized to carry out these and such other responsibilities assigned by the Board Chair or the Board from time to time, and take any actions reasonably related to the mandate of this Charter.

To fulfill its purpose, the Committee shall, with respect to NYCT and MTA Bus:

- 1 monitor and update the Board Chair and the Board on the operating performance of NYCT and MTA Bus, including information on subway, bus and paratransit service;
- 2 monitor and update the Board Chair and the Board on the safety record of NYCT and MTA Bus; such monitoring shall include reviewing and monitoring customer and employee safety as well as crime statistics;

- 3 monitor and update the Board Chair and the Board on the implementation of security programs pertaining to NYCT and MTA Bus operations and facilities;
- 34 monitor and update the Board Chair and the Board on the finances of NYCT and MTA Bus, including financial reports, ridership reports, and the use of funds by the NYCT and MTA Bus;
- 45 review and make recommendations to the Board Chair and the Board regarding proposed procurement contracts of NYCT and MTA Bus that require Board approval;
- 56 review and make recommendations to the Board Chair and the Board on proposed capital projects of NYCT and MTA Bus and monitor the status of such projects;
- 7 review and make recommendations to the Board Chair and the Board regarding NYCT and MTA Bus service and policy changes that require Board approval; and
- 68 facilitate the identification of approaches and solutions that address NYCT and MTA Bus security issues, including best practices in national and international security respecting transportation operations and facilities and review and make recommendations to the Board Chair and the Board regarding NYCT and MTA Bus security issues; and
- 79 review periodically with the Counsel of the MTA, the Chief Compliance Officer, and the Counsel of NYCT and MTA Bus: (i) legal and regulatory matters that may have a material impact on NYCT; and (ii) the scope and effectiveness of compliance policies and programs.

With respect to capital projects undertaken by the MTA Capital Construction Company (MTACC) on behalf of NYCT or MTA Bus:

- 1 review and make recommendations to the Board Chair and Board with respect to the proposed procurements made by the MTACC that require Board approval;
- 2 review and make recommendations to the Board Chair and the Board with respect to contract procurement solicitations that require Board approval;
- 3 monitor the progress of the capital projects undertaken by the MTACC;
- 4 monitor the budget and the schedule of capital projects undertaken by the MTACC;
- 5 monitor the progress of contract commitments and completions with respect to capital projects; and
- 6 track funding needs of capital projects as well as the availability of funds to meet such needs from all sources of funding.

In addition, the Committee shall have the following responsibilities:

- 1 conduct an annual self-evaluation of the performance of the Committee, including its effectiveness and compliance with this Charter;
- 2 review and assess the adequacy of this Charter annually; and
- 3 report regularly to the Board Chair and the Board on Committee findings and recommendations and any other matters the Committee deems appropriate or the Board Chair or the Board requests, and maintain minutes or other records of Committee meetings and activities.

THE METROPOLITAN TRANSPORTATION AUTHORITY

COMMITTEE ON OPERATIONS OF THE LONG ISLAND RAIL ROAD AND THE METROPOLITAN SUBURBAN BUS AUTHORITY

This Charter for the Committee on Operations of the Long Island Railroad and the Metropolitan Suburban Bus Authority was adopted by the Board Chair and a majority of the members of Board of the Metropolitan Transportation Authority, a public benefit corporation established under the laws of the State of New York (together with any other entity or corporation for which the members of the Metropolitan Transportation Authority serve as a board of directors, the "MTA"), on ~~the 29th day of July, 2004. This charter was amended on December 17, 2008, December 16, 2009, March 24, 2010, and May 25, 2011.~~ September 27, 2012.

I. PURPOSE

The Committee on Operations of the Long Island Railroad and the Metropolitan Suburban Bus Authority (the "Committee") shall assist the Board Chair and the Board in fulfilling their responsibility to monitor and oversee the operations of the Long Island Railroad Company and the Metropolitan Suburban Bus Authority (referred to as "Long Island Bus" or "LIB" and with LIRR as the "LIRR/LIB").

II. COMMITTEE AUTHORITY

In discharging its role, the Committee is empowered to investigate any matter brought to its attention. To facilitate any such investigation, the chairperson of the Committee shall have access to all books, records, facilities and staff of the MTA and/or the LIRR/LIB. The foregoing is not intended to alter or curtail existing rights of individual Board members to access books, records or staff in connection with the performance of their fiduciary duties as Board members.

III. COMMITTEE MEMBERSHIP

The Committee shall consist of 3 or more members of the Board, appointed by the Board Chair. If not otherwise a member of the Committee, each Vice-Chair of the Board shall be an *ex officio* member of the Committee. The Board Chair shall appoint the chairperson of the Committee. In the absence of the chairperson at a meeting of the Committee, the Board Chair shall appoint a temporary chairperson to chair such meeting. A member of the Committee may be removed, for cause or without cause, by the Board Chair.

IV. COMMITTEE MEETINGS

The Committee shall meet on a regularly-scheduled basis at least ~~44~~ 8 times per year, and more frequently as circumstances dictate. The Committee shall cause to be kept adequate minutes of all its proceedings, which shall include records of any action taken. Committee members will be furnished with copies of the minutes of each meeting. Meetings of the Committee shall be open to the public, and the Committee shall be governed by the rules regarding public meetings set forth in the applicable provisions of the Public Authorities Law and Article 7 of the Public Officers Law that relate to public notice, public speaking and the conduct of executive session. The Committee may

form and assign responsibilities to subcommittees when appropriate. The Committee may request that any member of the Board, the Auditor General, any officer or staff of the MTA, LIRR/LIB or any other person whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such pertinent information as the Committee requests. The President of the LIRR, the President of LIB and the President of the MTA Capital Construction Company shall each (1) furnish the Committee with all material information pertinent to matters appearing on the Committee agenda relating to his or her respective organization, (2) provide the chairperson of the Committee with all information regarding the affairs of his or her respective organization that is material to the Committee's monitoring and oversight of the operations of such organization, and (3) inform the chairperson of the Committee of any matters not already on the Committee agenda that should be added to the agenda in order for the Committee to be adequately monitoring and overseeing the operations of his or her respective organization.

V. COMMITTEE REPORTS.

The chairperson of the Committee shall report on the Committee's proceedings, and any recommendations made.

VI. KEY RESPONSIBILITIES

The following responsibilities are set forth as a guide with the understanding that the Committee may diverge as appropriate given the circumstances. The Committee is authorized to carry out these and such other responsibilities assigned by the Board Chair or the Board from time to time, and take any actions reasonably related to the mandate of this Charter.

To fulfill its purpose, the Committee shall:

- 1 monitor and update the Board Chair and the Board on the operating performance of the LIRR/LIB, including information on railroad, bus and paratransit service;
- 2 monitor and update the Board Chair and the Board on the safety record of LIRR/LIB; such monitoring shall include reviewing and monitoring customer and employee safety;
- 3 monitor and update the Board Chair and the Board on the implementation of security programs pertaining to LIRR/LIB operations and facilities;
- 34 monitor and update the Board Chair and the Board on the finances of the LIRR/LIB, including financial reports, ridership reports, and the use of LIRR/LIB funds;
- 45 review and make recommendations to the Board Chair and the Board regarding proposed procurement contracts of the LIRR/LIB that require Board approval;
- 56 review and make recommendations to the Board Chair and the Board on proposed capital projects of the LIRR/LIB and monitor the status of such projects;

- 67 review and make recommendations to the Board Chair and the Board regarding service and policy changes that require Board approval;
- 8 facilitate the identification of approaches and solutions that address LIRR/LIB security issues, including best practices in national and international security respecting transportation operations and facilities and review and make recommendations to the Board Chair and the Board regarding LIRR/LIB security issues;
- 79 review periodically with the Counsel of the MTA, the Chief Compliance Officer, and the Counsel of the LIRR/LIB: (i) legal and regulatory matters that may have a material impact on the LIRR/LIB; and (ii) the scope and effectiveness of compliance policies and programs;
- 810 conduct an annual self-evaluation of the performance of the Committee, including its effectiveness and compliance with this Charter;
- 911 review and assess the adequacy of this Charter annually; and
- 1012 report regularly to the Board Chair and the Board on Committee findings and recommendations and any other matters the Committee deems appropriate or the Board Chair or the Board requests, and maintain minutes or other records of Committee meetings and activities.

With respect to capital projects undertaken by the MTA Capital Construction Company (MTACC) on behalf of Long Island Railroad or Long Island Bus:

- 1 Review and make recommendations to the Board Chair and Board with respect to the proposed procurements made by the MTACC that require Board approval;
- 2 Review and make recommendations to the Board Chair and the Board with respect to contract procurement solicitations that require Board approval;
- 3 Monitor the progress of the capital projects undertaken by the MTACC;
- 4 Monitor the budget and the schedule of capital projects undertaken by the MTACC;
- 5 Monitor the progress of contract commitments and completions with respect to capital projects; and
- 6 Track funding needs of capital projects as well as the availability of funds to meet such needs from all sources of funding.

THE METROPOLITAN TRANSPORTATION AUTHORITY

COMMITTEE ON OPERATIONS OF THE TRIBOROUGH BRIDGE AND TUNNEL AUTHORITY

This Charter for the Committee on Operations of the Triborough Bridge and Tunnel Authority was adopted by the Board Chair and a majority of the members of Board of the Metropolitan Transportation Authority, a public benefit corporation established under the laws of the State of New York (together with any other entity or corporation for which the members of the Metropolitan Transportation Authority serve as a board of directors, the "MTA"), on ~~the 29th day of July, 2004.~~ ~~This charter was amended on the December 17, 2008, December 16, 2009, and May 25, 2011.~~ September 27, 2012.

I. PURPOSE

The Committee on Operations of the Triborough Bridge and Tunnel Authority (the "Committee") shall assist the Board Chair and the Board in fulfilling their responsibility to monitor and oversee the operations of the Triborough Bridge and Tunnel Authority (together with its subsidiaries, "B&T").

II. COMMITTEE AUTHORITY

In discharging its role, the Committee is empowered to investigate any matter brought to its attention. To facilitate any such investigation, the chairperson of the Committee shall have access to all books, records, facilities and staff of the MTA and/or the B&T. The foregoing is not intended to alter or curtail existing rights of individual board members to access books, records or staff in connection with the performance of their fiduciary duties as board members.

III. COMMITTEE MEMBERSHIP

The Committee shall consist of 3 or more members of the Board, appointed by the Board Chair. If not otherwise a member of the Committee, each Vice-Chair of the Board shall be an *ex officio* member of the Committee. The Board Chair shall appoint the chairperson of the Committee. In the absence of the chairperson at a meeting of the Committee, the Board Chair shall appoint a temporary chairperson to chair such meeting. A member of the Committee may be removed, for cause or without cause, by the Board Chair.

IV. COMMITTEE MEETINGS

The Committee shall meet on a regularly-scheduled basis at least ~~44~~8 times per year, and more frequently as circumstances dictate. The Committee shall cause to be kept adequate minutes of all its proceedings. Committee members will be furnished with copies of the minutes of each meeting. Meetings of the Committee shall be open to the public, and the Committee shall be governed by the rules regarding public meetings set forth in the applicable provisions of the Public Authorities Law and Article 7 of the Public Officers Law that relate to public notice, public speaking and the conduct of executive session. The Committee may form and assign responsibilities to subcommittees when appropriate.

The Committee may request that any member of the Board, the Auditor General, any officer or staff of the MTA, or any other person whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such pertinent information at the Committee requests. The President of the B&T shall (1) furnish the Committee with all material information pertinent to matters appearing on the Committee agenda relating to his or her organization, (2) provide the chairperson of the Committee with all information regarding the affairs of his or her organization that is material to the Committee's monitoring and oversight of the operations of such organization, and (3) inform the chairperson of the Committee of any matters not already on the Committee agenda that should be added to the agenda in order for the Committee to be adequately monitoring and overseeing the operations of his or her organization.

V. COMMITTEE REPORTS.

The chairperson of the Committee shall report on the Committee's proceedings, and any recommendations made.

VI. KEY RESPONSIBILITIES

The following responsibilities are set forth as a guide with the understanding that the Committee may diverge as appropriate given the circumstances. The Committee is authorized to carry out these and such other responsibilities assigned by the Board Chair or the Board from time to time, and take any actions reasonably related to the mandate of this Charter.

To fulfill its purpose, the Committee shall:

1. monitor and update the Board Chair and the Board on the operating performance of B&T, including information on the service and conditions of the bridges and tunnels operated by B&T and the operation, maintenance, construction and reconstruction of B&T projects;
2. monitor and update the Board Chair and the Board on the safety record of B&T; such monitoring shall include reviewing and monitoring customer and employee safety;
3. monitor and update the Board Chair and the Board on the implementation of security programs pertaining to B&T operations and facilities;
- 3-4. monitor and update the Board Chair and the Board on the finances of B&T, including financial reports the use of funds by the B&T, and the collection and distribution of B&T revenue, such as tolls, fees and rentals charged for the use of B&T projects;
- 4-5. review and make recommendations to the Board Chair and the Board regarding proposed procurement contracts of B&T that require Board approval;
- 5-6. review and make recommendations to the Board Chair and the Board on proposed projects of B&T and monitor the status of such projects;
- 6-7. review and make recommendations to the Board Chair and the Board regarding B&T policy changes;

8. facilitate the identification of approaches and solutions that address B&T security issues, including best practices in national and international security respecting transportation operations and facilities and review and make recommendations to the Board Chair and the Board regarding B&T security issues;

7.9. review periodically with the Counsel of the MTA, the Chief Compliance Officer, and the Counsel of B&T: (i) legal and regulatory matters that may have a material impact on B&T; and (ii) the scope and effectiveness of compliance policies and programs;

8.10. _____ conduct an annual self-evaluation of the performance of the Committee, including its effectiveness and compliance with this Charter; and

9.11. _____ review and assess the adequacy of this Charter annually; and report regularly to the Board Chair and the Board on Committee findings and recommendations and any other matters the Committee deems appropriate or the Board Chair or the Board requests, and maintain minutes or other records of Committee meetings and activities.

THE METROPOLITAN TRANSPORTATION AUTHORITY

COMMITTEE ON OPERATIONS OF THE METRO-NORTH COMMUTER RAILROAD

This Charter for the Committee on the Operations of the Metro-North Commuter Railroad was adopted by the Board Chair and a majority of the members of Board of the Metropolitan Transportation Authority, a public benefit corporation established under the laws of the State of New York (together with any other entity or corporation for which the members of the Metropolitan Transportation Authority serve as a board of directors, the "MTA"), on ~~the 29th day of July, 2004.~~ ~~This charter was amended on December 17, 2008, December 16, 2009, March 24, 2010, and May 25, 2011.~~ September 27, 2012.

I. PURPOSE

The Committee on the Operations of the Metro-North Commuter Railroad (the "Committee") shall assist the Board Chair and the Board in fulfilling their responsibility to monitor and oversee the operations of the Metro-North Commuter Railroad Company ("Metro-North").

II. COMMITTEE AUTHORITY

In discharging its role, the Committee is empowered to investigate any matter brought to its attention. To facilitate any such investigation, the chairperson of the Committee shall have access to all books, records, facilities and staff of the MTA and/or Metro-North. The foregoing is not intended to alter or curtail existing rights of individual Board members to access books, records or staff in connection with the performance of their fiduciary duties as Board members.

III. COMMITTEE MEMBERSHIP

The Committee shall consist of 3 or more members of the Board, appointed by the Board Chair. If not otherwise a member of the Committee, each Vice-Chair of the Board shall be an *ex officio* member of the Committee. The Board Chair shall appoint the chairperson of the Committee. In the absence of the chairperson at a meeting of the Committee, the Board Chair shall appoint a temporary chairperson to chair such meeting. A member of the Committee may be removed, for cause or without cause, by the Board Chair.

IV. COMMITTEE MEETINGS

The Committee shall meet on a regularly-scheduled basis at least ~~4~~8 times per year, and more frequently as circumstances dictate. The Committee shall cause to be kept adequate minutes of all its proceedings, which shall include records of any action taken. Committee members will be furnished with copies of the minutes of each meeting. Meetings of the Committee shall be open to the public, and the Committee shall be governed by the rules regarding public meetings set forth in the applicable provisions of the Public Authorities Law and Article 7 of the Public Officers Law that relate to public notice, public speaking and the conduct of executive session. The Committee may form and assign responsibilities to subcommittees when appropriate.

The Committee may request that any member of the Board, the Auditor General, any officer or staff of the MTA, Metro-North or any other person whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such pertinent information at the Committee requests. The President of Metro-North and the President of the MTA Capital Construction Company shall each (1) furnish the Committee with all material information pertinent to matters appearing on the Committee agenda relating to his or her organization, (2) provide the chairperson of the Committee with all information regarding the affairs of his or her organization that is material to the Committee's monitoring and oversight of the operations of such organization, and (3) inform the chairperson of the Committee of any matters not already on the Committee agenda that should be added to the agenda in order for the Committee to be adequately monitoring and overseeing the operations of his or her organization.

V. COMMITTEE REPORTS.

The chairperson of the Committee shall report on the Committee's proceedings, and any recommendations made.

VI. KEY RESPONSIBILITIES

The following responsibilities are set forth as a guide with the understanding that the Committee may diverge as appropriate given the circumstances. The Committee is authorized to carry out these and such other responsibilities assigned by the Board Chair or the Board from time to time, and take any actions reasonably related to the mandate of this Charter.

To fulfill its purpose, the Committee shall:

- 1 monitor and update the Board Chair and the Board on the operating performance of Metro-North, including information on railroad service;
- 2 monitor and update the Board Chair and the Board on the safety record of Metro-North; such monitoring shall include reviewing and monitoring customer and employee safety;
- 3 monitor and update the Board Chair and the Board on the implementation of security programs pertaining to Metro-North operations and facilities;
- 34 monitor and update the Board Chair and the Board on the finances of Metro-North, including financial reports, ridership reports, and the use of funds by Metro-North;
- 45 review and make recommendations to the Board Chair and the Board regarding proposed procurement contracts of Metro-North that require Board approval;
- 56 review and make recommendations to the Board Chair and the Board on proposed capital projects of Metro-North and monitor the status of such projects;
- 67 review and make recommendations to the Board Chair and the Board regarding Metro-North service and policy changes that require Board approval;

- 8 facilitate the identification of approaches and solutions that address Metro-North security issues, including best practices in national and international security respecting transportation operations and facilities and review and make recommendations to the Board Chair and the Board regarding Metro-North security issues;
- 79 review periodically with the Counsel of the MTA, the Chief Compliance Officer, and the Counsel of Metro-North: (i) legal and regulatory matters that may have a material impact on Metro-North; and (ii) the scope and effectiveness of compliance policies and programs;
- 810 conduct an annual self-evaluation of the performance of the Committee, including its effectiveness and compliance with this Charter;
- 911 review and assess the adequacy of this Charter annually; and
- 1012 report regularly to the Board Chair and the Board on Committee findings and recommendations and any other matters the Committee deems appropriate or the Board Chair or the Board requests, and maintain minutes or other records of Committee meetings and activities.

With respect to capital projects undertaken by the MTA Capital Construction Company (MTACC) on behalf of Metro-North:

- 1 Review and make recommendations to the Board Chair and Board with respect to the proposed procurements made by the MTACC that require Board approval;
- 2 Review and make recommendations to the Board Chair and the Board with respect to contract procurement solicitations that require Board approval;
- 3 Monitor the progress of the capital projects undertaken by the MTACC;
- 4 Monitor the budget and the schedule of capital projects undertaken by the MTACC;
- 5 Monitor the progress of contract commitments and completions with respect to capital projects; and
- 6 Track funding needs of capital projects as well as the availability of funds to meet such needs from all sources of funding.

THE METROPOLITAN TRANSPORTATION AUTHORITY

FINANCE COMMITTEE

The Charter for the Finance Committee was adopted by the Board Chair and a majority of the members of Board of the Metropolitan Transportation Authority, a public benefit corporation established under the laws of the State of New York (together with any other entity or corporation for which the members of the Metropolitan Transportation Authority serve as a board of directors, the "MTA"), ~~on the 29th day of July, 2004. The charter was amended on following dates: December 17, 2008; December 16, 2009; March 24, 2010 and November 16, 2011~~ on September 27, 2012.

I. PURPOSE

The Finance Committee (the "Committee") shall assist the Board Chair and the Board by (1) reviewing, providing guidance, and making recommendations with respect to the MTA's core financial policies and (2) reviewing, providing guidance and making recommendations with respect to MTA real estate matters.

II. COMMITTEE AUTHORITY

In discharging its role, the Committee is empowered to investigate any matter brought to its attention. To facilitate any such investigation, the chairperson of the Committee shall have access to all books, records, facilities and staff of the MTA (including any of its subsidiary corporations or affiliates). The foregoing is not intended to alter or curtail existing rights of individual Board members to access books, records or staff in connection with the performance of their fiduciary duties as Board members.

III. COMMITTEE MEMBERSHIP

The Committee shall consist of 3 or more members of the Board, appointed by the Board Chair. If not otherwise a member of the Committee, each Vice-Chair of the Board shall be an *ex officio* member of the Committee. The Board Chair shall appoint the chairperson of the Committee. In the absence of the chairperson at a meeting of the Committee, the Board Chair shall appoint a temporary chairperson to chair such meeting. A member of the Committee may be removed, for cause or without cause, by the Board Chair.

IV. COMMITTEE MEETINGS

The Committee shall meet on a regularly-scheduled basis at least ~~4~~8 times per year, and more frequently as circumstances dictate. The Committee shall cause to be kept adequate minutes of all its proceedings and records of any action taken. Committee members will be furnished with copies of the minutes of each meeting. Meetings of the Committee shall be open to the public, and the Committee shall be governed by the rules regarding public meetings set forth in the applicable provisions of the Public Authorities Law and Article 7 of the Public Officers Law that relate to public notice, public speaking and the conduct of executive session. The Committee may form and assign responsibilities to subcommittees when appropriate.

The Committee may request that any member of the Board, the Auditor General, any officer or staff of the MTA, or any other person whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such pertinent information at the Committee requests. The Chief Financial Officer and/or the Director of the Division of Management and Budget, the Director of Finance, and the MTA Director of Real Estate, with respect to real estate matters, shall (1) furnish the Committee with all material information pertinent to matters appearing on the Committee agenda, (2) provide the chairperson of the Committee with all information that is material to the Committee's monitoring and oversight of the MTA's core financial policies and real estate matters, and (3) inform the chairperson of the Committee of any matters not already on the Committee agenda that should be added to the agenda in order for the Committee to be adequately monitoring and overseeing the MTA's core financial policies and real estate matters.

V. COMMITTEE REPORTS.

The chairperson of the Committee shall report on the Committee's proceedings, and any recommendations made.

VI. KEY RESPONSIBILITIES

The following responsibilities are set forth as a guide with the understanding that the Committee may diverge as appropriate given the circumstances. The Committee is authorized to carry out these and such other responsibilities assigned by the Board Chair or the Board, from time to time, and take any actions reasonably related to the mandate of this Charter.

To fulfill its purpose, the Committee shall:

1. Review the MTA's annual budget, and ensure that the MTA operates on a self sustaining basis, as required by applicable law, and with support from various levels of government.
2. Monitor the MTA's compliance during the fiscal year with its annual budget.
3. Review the financial requirements of the MTA's capital plans.
4. Review annually the proposed plan to meet the financial requirements of the MTA's capital plans, as well as any financing proposals during the fiscal year that deviate from the proposed financial plan for that year.
5. Review any proposal relating to the incurrence (or repayment) of material indebtedness or other financing arrangement.
6. Review any proposed procurements submitted to the Committee by the Agency Procurement Officers.

7. Oversee the operations of MTA headquarters, including by reviewing proposed procurements for MTA headquarters that require Board approval.
8. Oversee the operations of the First Mutual Transportation Assurance Company ("FMTAC"), including by reviewing proposed procurements for FMTAC.
9. Review annually the scope and terms of the MTA's insurance policies and coverage.
10. Monitor the economic performance of the various MTA pension plans.
11. Review and make recommendations to the Board with respect to the leasing and acquisition of real property; the licensing of customer services and amenities; the maximizing of advertising opportunities; the disposition or conveyance of interests in real property; the management of occupancies on the property of the MTA and the adoption or amendment of any policies relating thereto;
12. Review and make recommendations to the Board with respect to the procurement of certain professional services in support of the activities of the real estate department, including real estate brokerage and other specialized consultant services;
13. Review the MTA's offering and management of leasing, licensing, or other business opportunities on the property of the MTA and its subsidiaries and affiliates;
14. Provide support and guidance to the MTA in its formulation of its real estate policies and procedures;
15. Review and assess the adequacy of this Charter annually;
16. Conduct an annual self-evaluation of the performance of the Committee, including its effectiveness and compliance with this Charter;
17. Report regularly to the Board Chair and Board on Committee findings and recommendations and any other matters the Committee deems appropriate or the Board Chair or the Board requests, and maintain minutes or other records of Committee meetings and activities.

The Metropolitan Transportation Authority

CORPORATE GOVERNANCE COMMITTEE

This Charter for the Corporate Governance Committee was adopted by the Board Chair and a majority of the members of Board of the Metropolitan Transportation Authority, a public benefit corporation established under the laws of the State of New York (together with any other entity or corporation for which the members of the Metropolitan Transportation Authority serve as a board of directors, the "MTA"), on the 29th day of July, 2004. This charter was amended on the 17th day of December 2008 and further amended on December 16, 2009.

I. PURPOSE

The Corporate Governance Committee (the "Committee") shall assist the Board Chair and the Board in: (i) developing and recommending to the Board, policies to promote honest and ethical conduct by Board members, officers, and employees, and enhance public confidence in the MTA; (ii) developing, recommending to the Board and overseeing implementation of MTA policies relating to corporate governance, including the MTA Corporate Governance Principles; and (iii) reviewing on a regular basis the overall corporate governance of the MTA and recommending improvements when necessary (hereinafter referred to as the "Purpose").

II. COMMITTEE AUTHORITY

In discharging its role, the Committee is empowered to investigate any matter brought to its attention. To facilitate any such investigation, the chairperson of the Committee shall have access to all books, records, facilities and staff of the MTA (including any of its subsidiary corporations or affiliates). The foregoing is not intended to alter or curtail existing rights of individual Board members to access books, records or staff in connection with the performance of their fiduciary duties as Board members.

III. COMMITTEE MEMBERSHIP

The Committee shall consist of 3 or more members of the Board and shall include the Board Chair, and the chairs of each committee of the Board. All other members of the Committee shall be appointed by the Board Chair. At all times, the Committee shall include at least one member from among those recommended for appointment to the Board by the Mayor of the City of New York. If not otherwise a member of the Committee, each Vice-Chair of the Board shall be an *ex officio* member of the Committee. The Board Chair shall be the chairperson of the Committee. In the absence of the chairperson at a meeting of the Committee, the Board Chair shall appoint a temporary chairperson to chair such meeting. A member of the Committee may be removed, for cause or without cause, by the Board Chair. No member of the Committee shall be employed by (a) the MTA, or (b) a private entity that does, or is likely to do, business with the MTA.

IV. COMMITTEE MEETINGS

The Committee shall meet on a regularly-scheduled basis at least 2 times per year, and more frequently as circumstances dictate. The Committee shall cause to be kept adequate minutes of all its proceedings and records of any action taken. Committee members will be furnished with

copies of the minutes of each meeting. Meetings of the Committee shall be open to the public, and the Committee shall be governed by the rules regarding public meetings set forth in the applicable provisions of the Public Authorities Law and Article 7 of the Public Officers Law that relate to public notice, public speaking and the conduct of executive session. The Committee may form and assign responsibilities to subcommittees when appropriate.

The Committee may request that any member of the Board, the Auditor General, any officer or staff of the MTA, or any other person whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such pertinent information at the Committee requests. The Chief Compliance Officer shall (1) furnish the Committee with all material information pertinent to matters appearing on the Committee agenda relating to the Purpose, (2) provide the chairperson of the Committee with all information that is material to the Committee's monitoring and oversight of the Purpose, and (3) inform the chairperson of the Committee of any matters not already on the Committee agenda that should be added to the agenda in order for the Committee to be adequately monitoring and overseeing the Purpose.

V. COMMITTEE REPORTS

The chairperson of the Committee shall report on the Committee's proceedings, and any recommendations made.

VI. KEY RESPONSIBILITIES

The following responsibilities are set forth as a guide with the understanding that the Committee may diverge as appropriate given the circumstances. The Committee is authorized to carry out these and such other responsibilities assigned by the Board Chair or the Board, from time to time, and take any actions reasonably related to the mandate of this Charter.

To fulfill its purposes, the Committee shall:

1. coordinate and oversee the annual self-evaluation of the role and performance of the Board, its committees, and management in the governance of the MTA;
2. develop and recommend to the Board, oversee the implementation and effectiveness of, and recommend modifications as appropriate to, any policies or documents relating to the governance of the MTA, including the MTA Corporate Governance Principles;
3. consider corporate governance issues that arise from time to time, and develop appropriate recommendations for the Board regarding such matters;
4. review, and as necessary recommend to the Board any revisions to, MTA policies regarding the procurement of goods and services;
5. monitor the MTA's compliance with MTA policy and the laws and requirements of the State of New York with respect to procurement lobbying;

6. review, and as necessary recommend to the Board any revisions to, MTA policies regarding the protection of whistleblowers from retaliation;
7. review and assess the adequacy of this Charter annually;
8. conduct an annual self-evaluation of the performance of the Committee, including its effectiveness and compliance with this Charter; and
9. report regularly to the Board Chair and Board on Committee findings and recommendations and any other matters the Committee deems appropriate or the Board Chair or the Board requests, and maintain minutes or other records of Committee meetings and activities.