



Metropolitan Transportation Authority

# February 2014

**MTA Board Action Items**



**MEETING AGENDA  
METROPOLITAN TRANSPORTATION AUTHORITY BOARD  
February 26, 2014 10:00 a.m.**

347 Madison Avenue  
Fifth Floor Board Room  
New York, NY

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**AGENDA ITEMS**

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Date of next MTA Board meeting: Wednesday, March 26, 2014 at 10:00 a.m.

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

**Wednesday, January 29, 2014  
10:00 a.m.**

**The following members were present:**

**Hon. Thomas F. Prendergast, Chairman & CEO  
Hon. Fernando Ferrer, Vice Chairman  
Hon. Andrew Albert  
Hon. Jonathan A. Ballan  
Hon. John H. Banks, III  
Hon. Robert C. Bickford  
Hon. Norman Brown  
Hon. Allen P. Cappelli  
Hon. Jeffrey A. Kay  
Hon. Mark D. Lebow  
Hon. Susan Metzger  
Hon. Charles G. Moerdler  
Hon. John J. Molloy  
Hon. Mark Page  
Hon. Mitchell H. Pally  
Hon. David A. Paterson  
Hon. Andrew M. Saul  
Hon. James L. Sedore, Jr.**

**The following member was absent:**

**Hon. Carl V. Wortendyke**

Catherine Rinaldi, Chief of Staff, James B. Henly, MTA General Counsel, Stephen J. Morello, Counselor to the Chairman, Board Member James Blair, Board Member Ira R. Greenberg, Board Member Vincent Tessitore, Jr., Carmen Bianco, President, NYCTA, Helena Williams, President, Long Island Rail Road, Howard Permut, President, Metro-North Railroad, James Ferrara, President, TBTA, Darryl Irick, President/SVP, MTA Bus Operations 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 four (4) public speakers. 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 identification of the speakers and the content of speakers' statements.

2. **CHAIRMAN'S OPENING COMMENTS.**

Chairman Prendergast announced the retirement of Howard Permut, President of Metro-North Railroad. The Chairman commended Mr. Permut on his more than 30 years of service to Metro-North, the MTA, Connecticut and New York; and he thanked Mr. Permut for his services and wished him well in his retirement.

Chairman Prendergast announced the appointment of Mr. Joseph J. Giulietti as President of Metro-North Railroad, effective February 10, 2014, and noted that Mr. John Kesich would be Acting President of Metro-North until Mr. Giulietti's arrival.

Chairman Prendergast commended and thanked sixteen transit employees honored at the Daily News Hometown Heroes' Ceremony who were recognized as "the best of the best" and thanked many other exceptional employees who the Chairman said were not recognized at the ceremony.

Chairman Prendergast, commenting on the importance of safety on the MTA's systems, stated that as a follow-up to the discussions in December relating to the Spuyten Duyvil derailment and in response to questions from Board members relating to the agencies' safety protocol and procedures, he has asked the agencies next month to provide, along with the normal operating reports on safety, committee presentations about the on-going and active safety programs at the agencies to ensure the Board and customers, that the MTA is providing safe, reliable and on-time services.

3. **MINUTES.** Upon motion duly made and seconded, the Board approved the minutes of the regular Board meeting held on December 18, 2013.

4. **COMMITTEE ON FINANCE.**

- A. **Action Items.** Upon motion duly made and seconded, the Board approved the following action items, described in further detail in the staff summaries and documentation filed with the meeting materials. Board Member Charles Moerder recused himself from the vote on action items #1 and #3.

1. Authorization of Insurance-Linked Securities Professional Services Providers. Authorized a contract with Raymond James & Associates to serve as Insurance-Linked Securities ("ILS") Advisor to First Mutual Transportation Assurance Company ("FMTAC") and MTA, for a three-year period, subject to an optional renewal by FMTAC and MTA for a two-year period; and authorized the establishment of panels of qualified firms eligible to serve in the roles of ILS Legal Counsel, ILS Initial Purchaser/Structuring Agent and ILS Risk Modeling in connection with future potential insurance/risk transfer transaction of FMTAC and/or the MTA Agencies that may be undertaken.
  2. Municipal Finance Disclosure Policies and Procedures. Approved a resolution adopting the Municipal Finance Disclosure Policies and Procedures.
  3. Extension of Owner Controlled Insurance ("OCIP") for East Side Access. Approved extending the professional liability insurance coverage component of the MTA's OCIP for East Side Access Project.
- 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 Metropolitan Fiber Systems of New York, Inc. for a non-exclusive license of conduit for an existing 144-strand fiber optic cable running through NYCT's Lexington Avenue tunnel and along its approaches from NYCT's Bowling Green station in Manhattan to NYCT's Borough Hall station in Brooklyn, N.Y.

#### **Long Island Rail Road**

2. Determination and Findings under the New York Eminent Domain Procedure Law to acquire property located at 40-36 Main Street, Flushing, N.Y. (Queens Tax Block 5037, Lot 57).
3. Disposition of LIRR property identified as Block 2994, Lot 9, in Brooklyn, N.Y. to James Ruggiero.
4. Lease agreement with Merrick Newsstand Inc. for the operation of a newsstand located at Merrick Station, Merrick, N.Y.

#### **Metropolitan Transportation Authority**

5. Lease with 1-10 Industry Associates L.L.C. (an affiliate of Jamestown Properties Corp.) for warehouse and archival storage space to be used by the New York City

Transit Museum and NYCT's Capital Project Management Group located at Bush Terminal, a/k/a Industry City, 882 Third Avenue, Brooklyn, N.Y.

5. **EXECUTIVE SESSION.** Upon motion duly made and seconded, the Board voted to convene an executive session in accordance with Section 105(1)(e) of the New York State Public Officers Law to discuss matters relating to collective negotiations. Following discussion, upon motion duly made and seconded, the Board approved a new Collective Bargaining Agreement between the Metropolitan Transportation Authority and the Police Benevolent Association (PBA). Board Member Charles Moerdler abstained from the vote. Thereafter, upon motion duly made and seconded, the Board voted to resume proceedings in public session.
6. **ADJOURNMENT.** Upon motion duly made and seconded, the Board voted to adjourn the meeting at 11:05 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, January 29, 2014  
10:00 a.m.**

**The following members were present:**

**Hon. Thomas F. Prendergast, Chairman & CEO  
Hon. Fernando Ferrer, Vice Chairman  
Hon. Andrew Albert  
Hon. Jonathan A. Ballan  
Hon. John H. Banks, III  
Hon. Robert C. Bickford  
Hon. Norman Brown  
Hon. Allen P. Cappelli  
Hon. Jeffrey A. Kay  
Hon. Mark D. Lebow  
Hon. Susan Metzger  
Hon. Charles G. Moerdler  
Hon. John J. Molloy  
Hon. Mark Page  
Hon. Mitchell H. Pally  
Hon. David A. Paterson  
Hon. Andrew M. Saul  
Hon. James L. Sedore, Jr.**

**The following member was absent:**

**Hon. Carl V. Wortendyke**

Catherine Rinaldi, Chief of Staff, James B. Henly, MTA General Counsel, Stephen J. Morello, Counselor to the Chairman, Board Member James Blair, Board Member Ira R. Greenberg, Board Member Vincent Tessitore, Jr., Carmen Bianco, President, NYCTA, Helena Williams, President, Long Island Rail Road, Howard Permut, President, Metro-North Railroad, James Ferrara, President, TBTA, Darryl Irick, President/SVP, MTA Bus Operations and Michael Horodniceanu, President, MTA Capital Construction, also attended the meeting.

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

2. **PUBLIC COMMENT PERIOD**

One public speaker addressed NYC Transit/MTA Bus issues: Benjamin Diamond discussed service issues in Staten Island.

3. **CHAIRMAN PRENDERGAST'S COMMENTS**

Details of Chairman Prendergast'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 MTA 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 December 18, 2013.

5. **COMMITTEE ON FINANCE**

**Real Estate Item(s):**

**MTA NYC Transit:** Upon motion duly made and seconded, the Board approved a license agreement with Metropolitan Fiber Systems of New York, Inc. for the continued operation and maintenance of an existing fiber optic cable facility running through the Lexington Avenue tunnel from Manhattan to Brooklyn.

6. **COMMITTEE ON TRANSIT & BUS OPERATIONS**  
**NYC Transit & MTA Bus Company**

**Action Item:** Upon motion duly made and seconded, the Board authorized the implementation of the B37 and modifications to the B70 and B8 to serve the Boerum Hill, Gowanus, Sunset Park and Bay Ridge neighborhoods, Barclays Center and Fort Hamilton.

**Procurements:**

**Non-Competitive Procurements:** Upon motion duly made and seconded, the Board approved the non-competitive procurements requiring a majority vote (Schedule H in the Agenda). Details of the above items are set forth in staff summaries, copies of which are on file with the records of the meeting of the Board of the New York City 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 B in the Agenda) and a majority vote (Schedules G and L in the Agenda). Details of the above items are set forth in staff

summaries, copies of which are on file with the records of the meeting of the Board of the New York City Transit/SIR/MTA Bus Company.

Procurement Ratifications: Upon motion duly made and seconded, the Board approved the ratifications requiring a two-thirds vote (Schedule D 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 New York City Transit/SIR/MTA Bus Company.

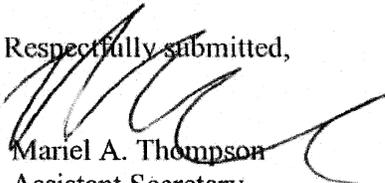
7. EXECUTIVE SESSION

Upon motion duly made and seconded, the Board voted to convene an executive session in accordance with Section 105(1) (e) of the New York State Public Officers Law to discuss matters relating to collective bargaining negotiations. Thereafter, upon motion duly made and seconded, the Board voted to resume proceedings in public session.

8. ADJOURNMENT

Upon motion duly made and seconded, the Board voted to adjourn the meeting at 11:05 a.m.

Respectfully submitted,



Mariel A. Thompson  
Assistant Secretary

Minutes of the Regular Meeting  
Metro-North Commuter Railroad Company  
Wednesday, January 29, 2014  
10:00 a.m.

The following members were present:

Hon. Thomas F. Prendergast, Chairman & CEO  
Hon. Fernando Ferrer, Vice Chairman  
Hon. Andrew Albert  
Hon. Jonathan A. Ballan  
Hon. John H. Banks, III  
Hon. Robert C. Bickford  
Hon. Norman Brown  
Hon. Allen P. Cappelli  
Hon. Jeffrey A. Kay  
Hon. Mark D. Lebow  
Hon. Susan Metzger  
Hon. Charles G. Moerdler  
Hon. John J. Molloy  
Hon. Mark Page  
Hon. Mitchell H. Pally  
Hon. David A. Paterson  
Hon. Andrew M. Saul  
Hon. James L. Sedore, Jr.

The following member was absent:

Hon. Carl V. Wortendyke

Catherine Rinaldi, Chief of Staff, James B. Henly, MTA General Counsel, Stephen J. Morello, Counselor to the Chairman, Board Member James Blair, Board Member Ira R. Greenberg, Board Member Vincent Tessitore, Jr., Carmen Bianco, President, NYCTA, Helena Williams, President, Long Island Rail Road, Howard Permut, President, Metro-North Railroad, James Ferrara, President, TBTA, Darryl Irick, President/SVP, MTA Bus Operations and Michael Horodniceanu, President, MTA Capital Construction, also attended the meeting.

Chairman Prendergast called the meeting to order.

1. Public Speakers: There were four public speakers.

Murray Bodin of Concerned Grandparents commented on the composition of the Board expressing his opinion that members whose terms have expired should be replaced with new members. He noted that he disagrees with Board member Blair's prior statements regarding the blowing of train whistles.

The subject matter of the remaining public speakers' comments is contained in the video recording of the meeting, produced by the MTA and maintained in MTA records.

2. Chairman's Opening Remarks:

Chairman Prendergast announced the retirement of Metro-North President Howard Permut. He recognized the highlights of President Permut's career with Metro-North and thanked him for his many years of service. Chairman Prendergast reported that John Kesich will be Acting President until incoming President, Joseph J. Giuliatti, begins his employment on February 10.

Chairman Prendergast commented on the Daily News Hometown Heroes ceremony during which 16 transit employees were recognized as the "best of the best." He took the opportunity to laud other exceptional employees who were not formally recognized at that ceremony.

Chairman Prendergast noted that the Spuyten Duyvil derailment has brought to the forefront the importance of safety on the MTA's system. As a result, in addition to the normal reports on procurements and action items to be presented, discussed and voted on at the upcoming March Board meeting, the presidents of each agency will report on their safety programs to ensure customers that they are being provided with safe, reliable and on-time services.

The details of Chairman Prendergast's opening remarks are contained in the video recording of the meeting, produced by the MTA and maintained in MTA records, and in the other agencies' minutes of this date.

3. Approval of Minutes:

Upon motion duly made and seconded, the minutes of the Regular Board Meeting of December 18, 2013 were approved.

4. Committee on Finance:

Action Item:

- Authorization of Insurance-Linked Security Advisor Contract: Approval of Panel Selections for Roles of Legal Counsel, Risk Modeler and Structuring Agent for Insurance-Linked Securities actions.

Upon motion duly made and seconded, the Board approved the above item. Board member Moerdler recused himself from the vote. A 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 held this day.

5. Committee on New York City Transit and Bus:

The Board voted on New York City Transit and Bus procurements. Among the items approved were two competitive, all-agency, five-year, miscellaneous service contracts for stenographic services to Diamond Reporting, Inc. and Jay Dietz & Associates to record

and prepare typed transcripts of verbatim testimony, on-call video-taping at qualified hearings, examinations before trial, public and labor hearings and other judicial or quasi-judicial proceedings on an as-needed basis.

Staff summaries and reports setting forth the details of the above items are filed with the minutes of the meeting of New York City Transit and Bus held this day.

6. Committee on Metro-North Railroad:

Procurements:

Upon motion duly made and seconded, the Board approved the following non-competitive procurements recommended to it by the Committee on Metro-North Railroad Operations.

- Zetron, Inc. – A miscellaneous service contract to install, test and commission the Acom Communication System for the Metro-North Emergency Control Center (ECC).
- Kawasaki Railcar, Inc. (KRC) – Miscellaneous procurements and various contract changes with Kawasaki Railcar, Inc. (KRC) to provide three new M-8 cars, 12 truck assemblies, to repair of four damaged M-8 cars, to provide capital spare parts and bench test equipment to allow for diagnostic testing and maintenance of the entire 405 car M-8 fleet.

Board member Moerdler asked that the record of this meeting reflect the discussion he had at the January 27<sup>th</sup> Metro-North Committee meeting with Governor Paterson and Michael Garner regarding contracts that do not have MBE/WBE goals because there are no individuals in these groups who are qualified to do the work and his request that every such contract have a built-in requirement to train and mentor minority and women partners.

Upon motion duly made and seconded, the Board approved the following competitive procurements recommended to it by the Committee on Metro-North Railroad Operations.

- Corys Thunder Inc. (Corys) – A negotiated six-year miscellaneous service contract to replace the current analog technology software used for Training Simulation for Metro-North train engineers with Computer Generated Images (CGI) technology.
- CitiStorage – An all-agency contract with CitiStorage to provide records management services to Metro-North, Long Island Rail Road, Bridges and Tunnels, MTA Bus Company, MTA Headquarters and New York City Transit.
- Sportsworld Northwest, Inc. – Approval to exercise an option to purchase 110 bicycle racks for installation on 50 Connecticut Department of Transportation (CDOT) owned M-8 railcars; also, approval to elect future options available from the original MTA Board approved award in January 2011 to complete the installation of bike racks on the remaining 330 railcars in the M-8 fleet (the 25 M-8 single cars will not be equipped with bike racks).

Upon motion duly made and seconded, the Board approved the following ratifications recommended to it by the Committee on Metro-North Railroad Operations.

- Unified Power, USA, Inc. - Replacement of two Uninterrupted Power Supply (UPS) Systems (UPS-1 and UPS-2) that supply emergency backup power needed to ensure that Metro-North's Operations Control Center (OCC) and its Centralized Traffic Control (CTC) system remains fully operational with adequate emergency backup power systems.

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

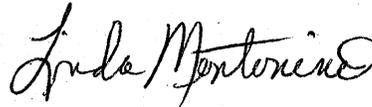
7. Executive Session:

Upon motion duly made and seconded, the Board voted to convene in Executive Session pursuant to Sections 105(1)(e) of the New York State Public Officers Law to discuss collective bargaining negotiations. Thereafter, upon motion duly made and seconded, the Board voted to reconvene in public session.

8. Adjournment:

Upon motion duly made and seconded, the members of the Board present voted to adjourn the meeting at 11:05 a.m.

Respectfully submitted,



Linda Montanino  
Assistant Secretary

Minutes of the Regular Meeting  
Long Island Rail Road Company  
347 Madison Avenue  
New York, NY 10017

Wednesday, January 29, 2013  
10:00 a.m.

The following members were present:

Hon. Thomas F. Prendergast, Chairman & CEO  
Hon. Fernando Ferrer, Vice Chairman  
Hon. Andrew Albert  
Hon. Jonathan A. Ballan  
Hon. John H. Banks, III  
Hon. Robert C. Bickford  
Hon. Norman Brown  
Hon. Allen P. Cappelli  
Hon. Jeffrey A. Kay  
Hon. Mark D. Lebow  
Hon. Susan Metzger  
Hon. Charles G. Moerdler  
Hon. John J. Molloy  
Hon. Mark Page  
Hon. Mitchell H. Pally  
Hon. David A. Paterson  
Hon. Andrew M. Saul  
Hon. James L. Sedore, Jr.

The following member was absent:

Hon. Carl V. Wortendyke

Catherine Rinaldi, Chief of Staff, James B. Henly, MTA General Counsel, Stephen J. Morello, Counselor to the Chairman, Board Member James Blair, Board Member Ira R. Greenberg, Board Member Vincent Tessitore, Jr., Carmen Bianco, President, NYCTA, Helena Williams, President, Long Island Rail Road, Howard Permut, President, Metro-North Railroad, James Ferrara, President, TBTA, Darryl Irick, President/SVP, MTA Bus Operations and Michael Horodniceanu, President, MTA Capital Construction, also attended the meeting.

Chairman Prendergast called the meeting to order.

**1. Public Speakers:**

There were four public speakers. Anthony Simon, General Chairman of the Sheet Metal, Air, Rail and Transportation Workers Union, and James Snyder, General Chairman of the Independent Railway Supervisors Association, discussed issues related to LIRR labor negotiations.

The details of all of the speakers' comments are contained in the video recording of the meeting, produced by MTA and maintained in the MTA records, and in the minutes of the other Agencies of this date.

**2. Opening Remarks:**

Chairman Prendergast announced the retirement of Metro-North President Howard Permut. He recognized the highlights of President Permut's career with Metro-North and thanked him for his many years of service. Chairman Prendergast reported that John Kesich will be Acting President until incoming president Joseph Giulietti begins his employment on February 10.

Chairman Prendergast commented on the Daily News Hometown Heroes ceremony during which 16 transit employees were recognized as the "best of the best." He took the opportunity to laud the other exceptional employees who were not formally recognized at that ceremony.

Chairman Prendergast noted that the Spuyten Duyvil derailment has brought to the forefront the importance of safety on the MTA's system. As a result, in addition to the normal reports on procurements and action items to be presented, discussed and voted on at the upcoming March Board meeting, the presidents of each agency will report on their safety programs to ensure customers that they are being provided with safe, reliable and on-time services.

The details of Chairman Prendergast's opening remarks are contained in the video recording of the meeting, produced by the MTA and maintained in MTA records, and in the other agencies' minutes of this date.

**3. Approval of Minutes:**

Upon motion duly made and seconded, the minutes of the Regular Board Meeting of December 18, 2013 were approved.

**4. Committee on Finance:**

**Action Items:**

Among the action items approved was a modification extending the professional liability insurance coverage component of the MTA's Owner Controlled Insurance Program for the East Side Access Project.

**Real Estate Items:**

Upon motion duly made and seconded, the Board approved the following real estate items relating to LIRR:

- Determination and Findings under the NY Eminent Domain Procedure Law to acquire property located at 40-36 Main Street, Flushing NY (a/k/a Queens Tax Lot 5037, Lot 57) to construct a new entrance to the Flushing Main Street Station as part of the LIRR's Flushing Main Street Station Improvements Project; and

- Sale of a fee interest to approximately 30,000 square feet in Block 2994, Lot 9, Brooklyn NY, being a remnant of the former LIRR Evergreen Yard, to James Ruggiero for the sum of \$310,000.

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

**5. NYCT & Bus Committee:**

Among the NYCTA contracts approved were the award of Miscellaneous Service Contracts to Diamond Reporting Inc. and Jay Dietz & Associates for the provision of stenographic services, including \$274,000 budgeted for LIRR

**6. Metro-North Railroad Committee:**

Among the Metro-North contracts approved was an award to CitiStorage Inc. of a competitively solicited all-agency Miscellaneous Service Contract in the total not-to-exceed amount of \$3,424,477 for a five year base period with five, one-year renewable options to provide Records Management Services.

**7. Long Island Rail Road Committee:**

**Procurements:**

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

- Approval to award three blanket contracts to ABC Construction Contracting, Inc., Pinnacle Environmental Corporation and Coastal Environmental Group for on-going asbestos, lead and biological containment abatement and demolition services to be performed on LIRR property, in the total combined not-to-exceed amount of \$10,453,300.

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

**MTA Capital Construction Procurements:**

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

1. Award of Systems Facilities Package No. 3, Tunnel Signal Procurement Contract No. VS086 to Ansaldo STS USA, Inc. in the amount of \$20,795,259.
2. Award of Manhattan North Structures Contract No. CM006 to Frontier-Kemper Constructors in the amount of \$294,201,750.
3. Award of System Facilities Package No. 1 Contract No. CS179 to Tutor Perini Corporation in the amount of \$550,388,000.

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

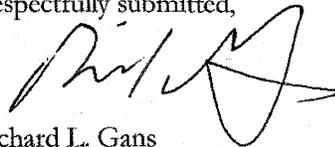
8. **Executive Session:**

The Board convened into Executive Session pursuant to Section 105(1)(e) of the New York State Public Officers Law to discuss matters relating to collective negotiations. Thereafter, upon motion duly made and seconded, the Board voted to reconvene in public session.

9. **Adjournment:**

Upon motion duly made and seconded, the Board voted to adjourn the meeting at 11:05 a.m.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Richard L. Gans", with a stylized flourish at the end.

Richard L. Gans  
Secretary

Minutes of the Regular Meeting  
Triborough Bridge and Tunnel Authority  
January 29, 2014

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

10:00 a.m.

The following members were present:

Hon. Thomas F. Prendergast, Chairman & CEO, MTA  
Hon. Fernando Ferrer, Vice Chairman, MTA  
Hon. Andrew Albert  
Hon. Jonathan A. Ballan  
Hon. John H. Banks, III  
Hon. Robert C. Bickford  
Hon. Norman Brown  
Hon. Allen P. Cappelli  
Hon. Jeffrey A. Kay  
Hon. Mark D. LeBow  
Hon. Susan Metzger  
Hon. Charles G. Moerdler  
Hon. John J. Molloy  
Hon. Mark Page  
Hon. Mitchell H. Pally  
Hon. David A. Paterson  
Hon. Andrew M. Saul  
Hon. James L. Sedore, Jr.

Not Present:

Hon. Carl V. Wortendyke

Catherine Rinaldi, Chief of Staff; James B. Henly, MTA General Counsel; Stephen J. Morello, Counselor to the Chairman; Board Member James Blair; Board Member Ira R. Greenberg; Board Member Vincent Tessitore, Jr.; Carmen Bianco, President, New York City Transit; Helena Williams, President, Long Island Rail Road; Howard Permut, President, Metro-North Railroad; James Ferrara, President, Triborough Bridge and Tunnel Authority; Darryl Irick, President/SVP, MTA Bus Operations; 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 Chief Executive Officer Prendergast called the meeting to order.

1. **Public Speakers**

There were four (4) public speakers. Mr. Murray Bodin, Concerned Grandparents, stated that MTA Bridges and Tunnels is ignoring the Manual on Uniform Traffic Control Devices and that traffic lane markings are not right and the signs that refer to the Henry Hudson Bridge toll plaza are incorrect because the toll plaza no longer exists due to All Electronic Tolling.

The remaining public speakers did not specifically comment on issues regarding the Triborough Bridge and Tunnel Authority. Refer to the video recording of the meeting produced by the MTA and maintained in MTA records, and the MTA's and other agencies' minutes of the meeting of this date, for the content of the speakers' statements.

2. **Chairman and Chief Executive Officer Prendergast's Opening Comments**

Chairman Prendergast opened his remarks by thanking Howard Permut, President of Metro North Railroad (MNRR), who announced his retirement last month, for his more than 30 years of service and wished him well in his retirement. In the interim, Chairman Prendergast announced that John Kesich will become Acting President until February 10, 2014 when Joseph Giulietti will become President of MNRR.

In addition, Chairman Prendergast stated that he and Commissioner Cappelli attended the Hometown Heroes in Transit Awards Ceremony sponsored by the Daily News which honored 16 Transit Authority employees for their exemplary duties and activities.

Finally, Chairman Prendergast mentioned that at next month's meeting, the Agency heads will be giving presentations on their ongoing and active safety programs.

The details of Chairman and CEO Prendergast's comments are contained in the video recording of this meeting, produced by the MTA and maintained in MTA records, and the MTA's and other agencies' minutes of the meeting of this date.

3. **Approval of the Minutes of the Regular Meeting December 18, 2013**

Upon a motion duly made and seconded, the minutes of the Regular Board Meeting held on December 18, 2013 were approved.

4. **Committee on Finance**

Upon motions duly made and seconded, the Board approved the following action items recommended to it by the Committee on Finance:

- Authorization to enter into an Insurance Linked Security Advisor Contract and approval of the panel selections for the roles of Legal Counsel, Risk Modeler and Structuring Agent for the ILS transactions;

- Approval of the Municipal Finance Disclosure Policies and Procedures;
- Authorization to extend the MTA's professional liability coverage for Owner Controlled Insurance Program for the East Side Access Project through December 31, 2019; and
- Five (5) real estate action items.
- Adoption of MTA and TBTA Reimbursement Resolutions for Federal Tax Purposes.

Commissioner Moerdler recused himself on the first and third bullets, above.

A copy of the staff summaries, resolutions and documents setting forth the details of the above items, as well as discussion with regard to same, are filed with the minutes of the meeting of the Board of the Metropolitan Transportation Authority held this day.

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

Commissioner Cappelli recognized that while James Fortunato, Executive Vice President and Chief of Operations for Bridges and Tunnels was not eligible to be honored at the Hometown Heroes Ceremony due to his management position, he stated that Mr. Fortunato is a true hero to all of us at the MTA.

**Procurements**

Commissioner Cappelli stated that there are three (3) procurements totaling \$3.877 million.

**Non-Competitive Procurements**

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

**Competitive Procurements**

Commissioner Cappelli stated that there is one (1) competitive procurement totaling \$467,000.

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

**Miscellaneous Service Contracts**

Engineered Energy Solutions, Inc.	Contract No. 13-MNT-2910 In October 2013 B&T issued a solicitation for a contractor to provide all labor, equipment and materials for the maintenance of the local ventilation control systems located at the ventilation buildings of the Queens Midtown (QMT) and Hugh L. Carey (HCT) Tunnels. The service requirements were publicly	\$466,895.00
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advertised. The solicitation notice was sent to 107 firms and five firms requested a copy of the solicitation. On November 15 two (2) bids were submitted as follows:

<u>Bidders</u>	<u>Bid Amount</u>
Engineered Energy Solutions, Inc.	\$466,895.00
Transdyn, Inc.	\$796,917.22

The scope of services for the first three years of the five year prospective contract with Engineered Energy Solutions, Inc. (EES) is the same as that compared with the current contract. Preventive maintenance, unscheduled repair and emergency repair rates for the initial three year period under the prospective contract compared with the same period under the current contract are on average 4.8% lower than the current rates. The rates are fixed over the five year period. EES's bid is 6.1% lower than the user's estimate of \$497,448. After evaluation of the bids, it was determined that EES is a responsive, responsible bidder. Based on competition, the price is considered fair and reasonable. The MTA Department of Diversity and Civil Rights has established goals of 10% MBE and 10% WBE for this contract. The Contract will

not be awarded until the M/WBE requirements are satisfied.

Commissioner Cappelli stated that there are two (2) ratifications in the total amount of \$3.4 million. Upon a motion duly made and seconded, the Board approved the following ratifications recommended to it by the Committee for MTA Bridges and Tunnels Operations:

**Ratification of Completed Procurement Actions**

Restani Construction Corporation	Contract No. VN-03B Amendment for de-watering and initial cleaning work performed at the Hugh L. Carey Tunnel (HCT) as a result of Superstorm Sandy. At B&T's request Restani mobilized at the HCT under Contract VN-03B, Toll Plaza Improvements at the Verrazano – Narrows Bridge.	\$2,912,728.62
PB Americas, Inc. New York, New York	Contract No. PSC-10-2877 Amendment for additional engineering support services to assess the structural integrity of the tunnels and various buildings at the HCT's (formerly Brooklyn-Battery Tunnel's) Manhattan plaza and the Queens Midtown Tunnel's Queens Plaza as a result of Superstorm Sandy under Project AW-98, Feasibility Study for Tunnel Modernization and Improvements at the Queens Midtown and Brooklyn-Battery Tunnel.	\$496,975.92

6. **Executive Session**

Upon a motion duly made and seconded, the Board unanimously voted to convene in Executive Session pursuant to Public Officers Law §105(1)(e) to discuss matters relating to collective negotiations.

7. **Public Session**

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

8. **Adjournment**

Upon a motion duly made and seconded, the Board unanimously voted to adjourn the meeting at 11:05 a.m.

Respectfully submitted,

  
Julia R. Christ  
Acting Assistant Secretary

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

**Wednesday, January 29, 2014  
10:00 a.m.**

The following members were present:

Hon. Thomas F. Prendergast, Chairman & Chief Executive Officer  
Hon. Fernando Ferrer, Vice Chairman  
Hon. Andrew Albert  
Hon. Jonathan A. Ballan  
Hon. John H. Banks, III  
Hon. Robert C. Bickford  
Hon. Norman Brown  
Hon. Allen P. Cappelli  
Hon. Jeffrey A. Kay  
Hon. Mark D. Lebow  
Hon. Susan Metzger  
Hon. Charles G. Moerdler  
Hon. John J. Molloy  
Hon. Mark Page  
Hon. Mitchell H. Pally  
Hon. David A. Paterson  
Hon. Andrew M. Saul  
Hon. James L. Sedore, Jr.

The following member was absent:

Hon. Carl V. Wortendyke

Catherine Rinaldi, Chief of Staff, James B. Henly, MTA General Counsel, Stephen J. Morello, Counselor to the Chairman, Board Member James Blair, Board Member Ira R. Greenberg, Carmen Bianco, President, NYCTA, Helena Williams, President, Long Island Rail Road, Howard Permut, President, Metro-North Railroad, James Ferrara, President, TBTA, Darryl Irick, President/SVP, MTA Bus Operations 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 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 Chief Executive Officer ("CEO") Prendergast called the meeting to order.

## **Public Comment Period**

There were four public speakers none of whom spoke on MTA Capital Construction Company matters. The names of the speakers and the subject matter of their comments are contained in the minutes of the meeting of the Board of the Metropolitan Transportation Authority held on January 29, 2014.

## **Chairman and Chief Executive Officer's Opening Remarks**

Chairman and Chief Executive Officer ("CEO") Thomas F. Prendergast on behalf of the entire MTA family wished a well-deserved retirement to Metro North Railroad President Howard Permut and expressed his gratitude for his over thirty years of service to Metro North, the MTA, New York and Connecticut. In-coming Metro North President Joseph Giulietti will begin on February 10<sup>th</sup> and John Kesich will be acting President of Metro North during the period between President Permut's retirement at the end of the month and February 10<sup>th</sup>.

The Chairman and CEO remarked that he and Board Member Cappelli had the privilege to attend the Home Town Heroes ceremony held by the New York Daily News held to honor sixteen New York City Transit Authority employees for exemplary duties and activities beyond what is expected of them on a daily basis. He also stated there are many other MTA employees who were not honored at a formal ceremony but should be acknowledged also.

The Chairman and CEO announced that along with the normal reports and procurement actions, included in next month's Board Agenda will be presentations from each Agency Head, on their Agency's Safety Program.

## **Approval of Minutes**

Upon motion duly made and seconded, the Board approved the minutes of the regular meeting of the Board of the Metropolitan Transportation Authority held on December 18, 2013.

## **Committee on Finance**

Upon motion duly made and seconded, the Board approved an Action Item for the extension of the professional liability insurance coverage component of the MTA's Owner Controlled Insurance Program (OCIP) provided by Willis of New York for the East Side Access Project.

Board Member Moedler recused himself from the vote on this item.

A copy of the Staff Summary and details of the above item is filed with the records of the meeting of the Board of the Metropolitan Transportation Authority held on January 29, 2014.

## **Committee on Long Island Rail Road**

### Procurement Items

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

1. Award of a contract for Systems Facilities Package No. 3 for the East Side Access Project to Ansaldo STS USA, Inc.
2. Award of a contract for the Manhattan North Structures for the East Side Access Project to Frontier-Kemper Constructors.
3. Award of a contract for Systems Facilities Package No. 1 for the East Side Access Project to the Tutor Perini Corporation.

A copy of the resolutions, Staff Summaries and details of the above items are filed with the records of the meeting of the Board of the Metropolitan Transportation Authority held on January 29, 2014.

#### **Executive Session**

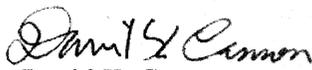
Upon motion duly made and seconded, the Board voted to convene into Executive Session pursuant to Section 105(1)(e) of the New York State Public Officers Law to discuss matters relating to collective bargaining negotiations.

Thereafter, upon motion duly made and seconded, the Board voted to resume proceedings in public session.

#### **Adjournment**

Upon motion duly made and seconded, the Board voted to adjourn the public meeting at 11:05 a.m.

Respectfully submitted,



David K. Cannon  
Assistant Secretary

# Staff Summary



<b>Subject:</b> 2013 TBTA Operating Surplus
<b>Department:</b> Finance
<b>Department Head Name</b> Donald Spero <i>DS</i>
<b>Department Head Signature</b>
<b>Project Manager Name</b> James Elkin <i>JE</i>

<b>Date</b> February 10, 2014
<b>Vendor Name</b>
<b>Contract Number</b>
<b>Contract Manager Name</b>
<b>Table of Contents Ref #</b>

Board Action					
Order	To	Date	Approval	Info	Other
1	MTA B&T Committee	02/24/14			
2	MTA Finance Committee	02/24/14			
3	MTA Board	02/26/14			

Internal Approvals			
Order	Approval	Order	Approval
2	President	<i>JE</i>	VP Staff Services
	Executive Vice President		VP Procurement & Materials
	General Counsel		VP Labor Relations
	VP Operations		VP & Chief Engineer

Internal Approvals (cont.)							
Order	Approval	Order	Approval	Order	Approval	Order	Approval
1	Chief Financial Officer <i>DS</i>		Chief Technology Officer		Chief Health & Safety Officer		Chief EEO Officer
	Chief Security Officer		Chief Maintenance Officer		MTA Office of Civil Rights		Other

**PURPOSE:**

To obtain MTA Board approval of resolutions which will:

- Certify and transfer \$614,210,249 operating surplus to the MTA and NYCTA pursuant to Section 1219-a(2)(b) of the Public Authorities Law of the State of New York.
- Transfer \$131,302 representing 2013 investment income to the MTA pursuant to Section 569-c of the Public Authorities Law of the State of New York.
- Deduct from the operating revenues of the Triborough Bridge and Tunnel Authority for its fiscal year ending December 31, 2014 the amount of \$25,895,344, which amount shall be paid into the Necessary Reconstruction Reserve established by the Authority by resolution adopted March 29, 1968.
- Deduct from the operating revenues of the Triborough Bridge and Tunnel Authority for its fiscal year ending December 31, 2014 and set aside into a special account, an amount determined from time to time by such Authority to help fund post-retirement liabilities other than pension benefits of its employees.
- Advance the 2014 TBTA Surplus as per attached Resolution.

**DISCUSSION:**

The attached calculation and letter from Deloitte & Touche LLP represents the Triborough Bridge and Tunnel Authority's operating surplus for fiscal year ending December 31, 2013. The amount of surplus available for transfer to the MTA and NYCTA is \$614,210,249. The amount of investment income that is surplus funds and available to transfer to MTA for fiscal year 2013 is \$131,302. It is also requested to set aside \$25,895,344 from operating revenues of the Triborough Bridge and Tunnel Authority for fiscal year ending December 31, 2014. This money will be used to pay for the cost and expense of current and anticipated necessary construction for the TBTA facilities. It is also requested to set aside into a special account, from operating revenues of the Triborough Bridge and Tunnel Authority for fiscal year ending December 31, 2014 an amount determined from time to time by such Authority to help fund post-retirement liabilities other than pension benefits of its employees.

**BUDGET IMPACT:** None.

**ALTERNATIVES:** None.

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

February 26, 2014

RESOLVED, that the Chairman and Chief Executive Officer be, and he hereby is, authorized to certify to the Mayor of the City of New York and to the Chairman of the Metropolitan Transportation Authority, that for the purposes of Section 1219-a (2) (e) of the Public Authorities Law of the State of New York, the amount of the Authority's operating surplus for its fiscal year ending December 31, 2013 is \$614,210,249.

RESOLVED, that this Authority hereby makes the following determination in respect of its operating surplus for its fiscal year ending December 31, 2013, for the purposes of Section 1219-a (2) (e) of the Public Authorities Law of the State of New York:

Operating Revenue	\$ 1,675,680,341
Operating Expense	<u>409,495,773</u>
	\$ 1,266,184,568
Establishment of Necessary Reconstruction Reserve Account	(25,415,000)
GASB Reserve	(3,077,000)
Debt Service on Bonds	(605,954,158)
Interest Income on Unexpended Bond Proceeds and Debt Service Fund	155,632
Purchase of Capital Assets Funded from Operations	(14,525,301)
Increase in Prepaid Expenses and other Adjustments	<u>(3,158,492)</u>
Operating Surplus	<u>\$ 614,210,249</u>

February 26, 2014

RESOLVED, that the amount of \$131,302 representing the Authority's investment income for the year 2013 is determined to be surplus funds of the Authority; and be it further

RESOLVED, that the amount of \$131,302 be transferred and paid over to Metropolitan Transportation Authority in a lump sum as soon as practicable pursuant to Section 569-c of the Public Authorities Law.

RESOLVED, that there be set aside and deducted from the operating revenues of the Triborough Bridge and Tunnel Authority for its fiscal year ending December 31, 2014 the amount of \$25,895,344 which amount shall be paid into the Necessary Reconstruction Reserve established by the Authority by resolution adopted March 29, 1968. Money credited to the Reserve, together with interest income earned thereon, are to be applied to the payment of the cost and expense of current and anticipated necessary construction of each of the TBTA Facilities within the meaning of the General Resolution Authorizing General Revenue Bonds (the "General Revenue Bond Resolution") of the Authority adopted on March 26, 2002.

RESOLVED, that the monies thus authorized will be advanced monthly during the fiscal year ending December 31, 2014 and used for the purposes of payment of the cost and expense of necessary construction of each of the TBTA Facilities.

RESOLVED, that there be set aside into a special account and deducted from the operating revenues of the Triborough Bridge and Tunnel Authority for its fiscal year ending December 31, 2014 an amount determined from time to time by such Authority to help fund post-retirement liabilities other than pension benefits of its employees.

RESOLVED, pursuant to the provisions of paragraphs (b), (c), and (d) of subdivision 2 of Section 1219-a of the Public Authorities Law, that the Chairman and Chief Executive Officer is authorized in his discretion, to advance to Metropolitan Transportation Authority and New York City Transit Authority monthly, out of funds in the General Fund created by the General Revenue Bond Resolution which are attributable to the operations of the 2014 fiscal year (other than funds arising out of the investment of monies of the Authority) and which have been released and paid over to the Authority free and clear of the lien and the pledge of the General Revenue Bond Resolution as provided in Section 506 thereof, an aggregate amount not to exceed 90% of the Chairman's estimate of the sum which that month's operations, if available, will contribute to the "operating surplus" of the Authority which he anticipates will or may be certified and transferred for the fiscal year in which such month falls; and

February 26, 2014

RESOLVED, that the monies thus authorized to be advanced monthly shall be apportioned between Metropolitan Transportation Authority and New York City Transit Authority and paid as follows:

1. The first \$1.8 million to New York City Transit Authority;
2. Fifty percentum of the remainder to New York City Transit Authority (less applicable bond service); and
3. The remainder to Metropolitan Transportation Authority (less applicable bond service).



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## INDEPENDENT ACCOUNTANTS' REPORT ON APPLYING AGREED-UPON PROCEDURES

Members of the Board  
Metropolitan Transportation Authority  
New York, New York

We have performed the procedures enumerated in Exhibit B, which were agreed to by the Triborough Bridge and Tunnel Authority (the "Authority"), a public benefit corporation which is part of the related financial reporting group of the Metropolitan Transportation Authority ("MTA"), solely to assist you in agreeing financial information presented in the Schedule of Operating Surplus for the year ended December 31, 2013 (Exhibit A) to the accounting records of the Authority. Authority's management is responsible for the Authority's accounting records and the preparation of the Schedule of Operating Surplus (Exhibit A) and Supporting Schedule to the Schedule of Operating Surplus (Exhibit C) for the year ended December 31, 2013. This agreed-upon procedures engagement was conducted in accordance with attestation standards established by the American Institute of Certified Public Accountants. The sufficiency of those procedures is solely the responsibility of the Authority. Consequently, we make no representation regarding the sufficiency of the procedures described in Exhibit B either for the purpose for which this report has been requested or for any other purpose.

We were not engaged to, and did not, conduct an examination, the objective of which would be the expression of an opinion on the specified elements, accounts, or items. Accordingly, we do not express such an opinion. Had we performed additional procedures, other matters might have come to our attention that would have been reported to you.

This report is intended solely for the information and use of the Authority, Metropolitan Transportation Authority and MTA New York City Transit Authority and is not intended to be and should not be used by anyone other than these specified parties.

February 5, 2014

Member of  
Deloitte Touche Tohmatsu

**TRIBOROUGH BRIDGE AND TUNNEL AUTHORITY****SCHEDULE OF OPERATING SURPLUS  
YEAR ENDED DECEMBER 31, 2013**

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OPERATING REVENUES (Note 2)	\$ 1,675,680,341
OPERATING EXPENSES (Note 3)	<u>(409,495,773)</u>
NET OPERATING REVENUE	1,266,184,568
INCREASE IN PREPAID EXPENSES AND OTHER ADJUSTMENTS (Note 3)	(3,158,492)
DEBT SERVICE ON BONDS (Note 4)	(605,954,158)
INTEREST INCOME ON UNEXPENDED BOND PROCEEDS AND DEBT SERVICE FUNDS (Note 5)	155,632
ESTABLISHMENT OF GASB 43 RESERVE ACCOUNT (Note 8)	(3,077,000)
PURCHASE OF CAPITAL ASSETS FUNDED FROM OPERATIONS (Note 6)	(14,525,301)
ESTABLISHMENT OF NECESSARY RECONSTRUCTION RESERVE ACCOUNT (Note 7)	<u>(25,415,000)</u>
OPERATING SURPLUS	<u>\$ 614,210,249</u>

See Independent Accountants' Report on Applying  
Agreed-Upon Procedures and accompanying notes.

## TRIBOROUGH BRIDGE AND TUNNEL AUTHORITY

### NOTES AND AGREED-UPON PROCEDURES PERFORMED IN CONNECTION WITH THE SCHEDULE OF OPERATING SURPLUS YEAR ENDED DECEMBER 31, 2013 (Exhibit A)

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#### 1. OPERATING SURPLUS CALCULATION REQUIREMENTS

- The operating surplus is calculated based upon Section 1219-a (2)(e) of the New York Public Authorities Law ("PAL") and various bond resolutions. This surplus is transferred to the Metropolitan Transportation Authority ("MTA") and the MTA New York City Transit Authority ("Transit"). The initial \$24 million in operating surplus is provided to Transit and the balance is divided equally between Transit and the MTA. Transit and the MTA are operationally and legally independent of the Triborough Bridge and Tunnel Authority (the "TBTA"), however, Transit and the TBTA are included in the MTA's financial statements because of the MTA's financial accountability for these entities and they are under the discretion of the MTA Board.

#### 2. OPERATING REVENUES

- Agreed "Operating Revenues" (net of other revenues) of the TBTA appearing on the Schedule of Operating Surplus (Exhibit A) to the general ledger of the TBTA noting no differences. We discussed with management their policy for recording operating revenue and they indicated that operating revenues were recorded using the accrual basis of accounting. We have been informed that operating revenues excluded interest income.

#### 3. OPERATING EXPENSES

- Agreed the aggregated "Operating Expenses" of the TBTA appearing on the Schedule of Operating Surplus (Exhibit A) to the general ledger of the TBTA noting no differences. We discussed with management their policy for recording operating expenses and they indicated that operating expenses were recorded using the accrual basis of accounting.
- Agreed the following expense items to the general ledger: "Interest Expense and Debt Service Related Expenses" and "Reimbursement of Personnel Costs," as noted on Exhibit C, which have been netted against salaries and fringe benefits and noted no differences.
- Recalculated the "Increase in Prepaid Expenses and Other Adjustments" appearing on the Schedule of Operating Surplus (Exhibit A) to the general ledger. We were informed that the operating expenses were adjusted to include amounts charged to prepaid expenses and deferred charges on a cash basis of accounting. We also have been informed that no cash adjustments were made for changes in accounts payable, accrued expenses or accounts receivable.

## TRIBOROUGH BRIDGE AND TUNNEL AUTHORITY

### NOTES AND AGREED-UPON PROCEDURES PERFORMED IN CONNECTION WITH THE SCHEDULE OF OPERATING SURPLUS YEAR ENDED DECEMBER 31, 2013 (Exhibit A)

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#### 4. DEBT SERVICE

- Agreed "Debt Service on Bonds" appearing on the Schedule of Operating Surplus (Exhibit A) for the following bonds to the TBTA debt service schedules:
  - General Revenue Bonds, and
  - Subordinate Revenue Bonds.
- Agreed "Debt Service on Bonds" on the TBTA's portion of debt service on the 2 Broadway Certificates of Participation to the TBTA debt service schedules.
- We have been informed that the debt service on the Convention Center Bonds was funded by the State of New York.

#### 5. INTEREST INCOME

- Agreed the aggregated amounts of "Interest Income on Unexpended Bond Proceeds and Debt Service Funds" (excluding the Convention Center Bonds) appearing on the Schedule of Operating Surplus (Exhibit A) to the general ledger and noted no differences. We have been informed that interest income is excluded from "Operating Revenues" on the Schedule of Operating Surplus.
- Agreed the aggregated "Interest Income on Unexpended Bond Proceeds and Debt Service Funds" appearing on the Schedule of Operating Surplus (Exhibit A) to the general ledger and noted no differences. We have been informed that interest income on the debt service fund investments consists of income from (1) the debt service funds established in connection with the 2 Broadway Certificates of Participation to the extent attributable to the TBTA's portion of debt service thereon, and (2) the debt service funds established in connection with the TBTA bonds from their respective dates of issuance. We have been informed that this amount was included in the computation of operating surplus as a reduction of debt service cost therefore, increasing operating surplus.
- We have been informed that the interest income on Convention Center Bond investments, which consists of interest income from the Convention Center Bond Funds, was applied to reduce the amount due from New York State and was excluded from "Operating Revenues" and "Interest Income on Unexpended Bond Proceeds and Debt Service Funds" on the Schedule of Operating Surplus (Exhibit A).

#### 6. CAPITAL ASSETS FUNDED FROM OPERATIONS

- Agreed the amount "Purchase of Capital Assets Funded From Operations," which represents amounts paid and capitalized for vehicles and other fixed assets, appearing on the Schedule of

**TRIBOROUGH BRIDGE AND TUNNEL AUTHORITY**

**NOTES AND AGREED-UPON PROCEDURES PERFORMED  
IN CONNECTION WITH THE SCHEDULE OF  
OPERATING SURPLUS YEAR ENDED DECEMBER 31, 2013 (Exhibit A)**

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Operating Surplus (Exhibit A) to the general ledger and noted a difference of \$14,618. We have been informed that these amounts were funded from operations and that such amounts represent a reduction of operating surplus appearing on the Schedule of Operating Surplus (Exhibit A).

**7. NECESSARY RECONSTRUCTION RESERVE**

- Agreed the amount appearing on the Schedule of Operating Surplus (Exhibit A) as "Establishment of Necessary Reconstruction Reserve Account" to the MTA Bridges and Tunnels November Financial Plan 2014-2017 to set aside and reduce operating surplus by \$25,415,000 (The Necessary Reconstruction Reserve Account was established by the TBTA by resolution adopted March 29, 1968) and noted no differences. We have been informed that this amount, together with interest income thereon, is to be used to fund reconstruction of present facilities within the meaning of the TBTA's General Revenue Bond Resolution.

**8. GASB 43 RESERVE**

- Agreed the amount appearing on the Schedule of Operating Surplus (Exhibit A) as "Establishment of GASB 43 Reserve Account" of \$3,077,000 the MTA Bridges and Tunnels November Financial Plan 2014-2017 which was approved by the Finance Committee. We have been informed that the MTA Bridges and Tunnels November Financial Plan 2014-2017, which was approved by the Finance Committee, authorizes the establishment of the GASB 43 Reserve. GASB 43 refers to Governmental Accounting Standards Board Statement No. 43, *Financial Reporting for Postemployment Benefit Plans Other Than Pension Plans*. The GASB 43 Reserve Account was established by the TBTA by resolution adopted December 13, 2006. We have been informed that this amount, together with interest income, thereon, is to be used to fund post-retirement liabilities other than pension benefits.

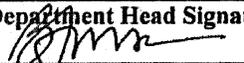
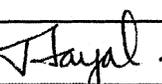
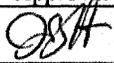
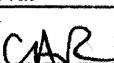
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## TRIBOROUGH BRIDGE AND TUNNEL AUTHORITY

### SUPPORTING SCHEDULE TO THE SCHEDULE OF OPERATING SURPLUS YEAR ENDED DECEMBER 31, 2013

TOTAL REVENUES		\$ 1,675,811,643
LESS INTEREST INCOME		<u>131,302</u>
OPERATING REVENUES (Exhibit A)		<u>\$ 1,675,680,341</u>
TOTAL EXPENSES		\$ 780,298,390
LESS: Interest Expense and Debt Service Related Expenses	\$ 355,653,877	
Reimbursement of Personnel Costs	<u>15,148,740</u>	<u>370,802,617</u>
OPERATING EXPENSES (Exhibit A)		<u>\$ 409,495,773</u>
PREPAID EXPENSES AND OTHER ADJUSTMENTS:		
Balance December 31, 2012	\$ 19,258,875	
Balance December 31, 2013	<u>22,417,367</u>	
INCREASE IN PREPAID EXPENSES AND OTHER ADJUSTMENTS (Exhibit A)		<u>\$ 3,158,492</u>
DEBT SERVICE:		
TBTA	\$ 215,572,141	
MTA	122,909,898	
NYCTA	<u>267,316,487</u>	
Subtotal	605,798,526	
INTEREST INCOME ON UNEXPENDED BOND PROCEEDS AND DEBT SERVICE FUNDS	<u>155,632</u>	
TOTAL DEBT SERVICE ON BONDS (Exhibit A)		<u>\$ 605,954,158</u>

# Staff Summary

<b>Subject</b> Mortgage Recording Tax – Escalation Payments to Dutchess, Orange and Rockland Counties						<b>Date</b> February 24, 2014			
<b>Department</b> Chief Financial Officer / Treasury Department						<b>Vendor Name</b>			
<b>Department Head Name</b> Robert E. Foran , Chief Financial Officer						<b>Contract Number</b>			
<b>Department Head Signature</b> 						<b>Contract Manager Name</b>			
<b>Division Head Name</b> Vinay T. Dayal 						<b>Table of Contents Ref #</b>			
<b>Board Action</b>						<b>Internal Approvals</b>			
Order	To	Date	Approval	Info	Other	Order	Approval	Order	Approval
1	Finance Comm.	2/24/2014	X			1	Legal 	2	Chief of Staff 
2	Board	2/26/2014	X						

**I. Purpose**

To seek Finance Committee and MTA Board approval to authorize MRT-2 escalator payments to Dutchess, Orange and Rockland counties.

**II. Discussion**

The MTA statute requires that certain “mass transportation operating assistance” payments be made by the MTA to Dutchess, Orange and Rockland counties from MTA’s MRT-2 receipts. (These payments are made from funds established by PAL §1270-a, the Metropolitan Transportation Authority Special Assistance Fund, from which monies are transferred to the Metropolitan Transportation Authority Dutchess, Orange and Rockland Fund created by PAL §1270-b.) Under the statute, Dutchess and Orange Counties are each to receive no less than \$1.5 million annually, and Rockland County is to receive no less than \$2.0 million annually. The counties were paid these amounts in quarterly installments during 2013.

In addition to providing these minimum mass transportation operating assistance payments, the statute provides for an “escalator payment” based on the percentage by which total MRT-1 and MRT-2 receipts attributable to such county exceeds the receipts received in 1989 from such county. Pursuant to PAL §1270-a (4)(c), the MRT-1 increase is to be calculated as if the MRT-1 tax was 25 cents per \$100 of mortgage recorded and not the current 30 cents per \$100 of mortgage recorded. The escalator payment due each county based on the FY 2013 MRT receipts is determined as follows:

$$(\text{FY2013 MRT Receipts} - \text{FY1989 Base Year MRT Receipts}) / \text{FY1989 Base Year MRT Receipts} = \text{Escalator Rate}$$

$$\text{Escalator Rate} \times \text{Minimum Mass Transit Operating Assistance Payment} = \text{Escalator Payment}$$

The results of the above formulas for each county are:

<u>County</u>	<u>1989 Base Year MRT Receipt</u>	<u>2013 MRT Receipts Adj.<sup>1</sup></u>	<u>Escalator Rate</u>	<u>Escalator Payments</u>
Dutchess Cty	\$3,569,702.51	\$4,825,851.26	35.19%	\$ 527,837.58
Orange Cty	\$4,433,935.06	\$6,967,821.18	57.15%	\$ 857,213.54
Rockland Cty	\$4,524,064.27	\$7,824,908.54	72.96%	<u>\$1,459,238.45</u>
			Total	<u>\$2,844,289.57</u>

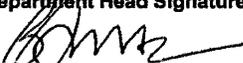
**III. Recommendations**

It is recommended that the Board authorize escalator payments totaling \$2,844,289.57 to Dutchess, Orange and Rockland counties from available funds on deposit in the MRT-2 Corporate Transportation Account.

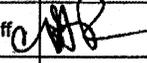
<sup>1</sup> The actual 2013 gross receipts for each of the counties was:

Dutchess Cty	\$5,408,266.71
Orange Cty	\$7,757,005.58
Rockland Cty	\$8,679,415.40

# Staff Summary

<b>Subject</b> Verrazano Narrows Bridge Rebate Program
<b>Department</b> Finance
<b>Department Head Name</b> Robert E. Foran, Chief Financial Officer
<b>Department Head Signature</b> 

<b>Date</b> February 24, 2014
<b>Table of Contents Ref #</b>

Order	To	Board Action				Internal Approvals			
		Date	Approval	Info	Other	Order	Approval	Order	Approval
1	MTA B&T Comm.	2/24	X			1	Legal 		
2	Finance Comm.	2/24	X			2	Chief of Staff 		
3	Board	2/26	X						

**PURPOSE:**

To adopt the annexed resolution delegating authority to the MTA Chairman and Chief Executive Officer to take such actions as may be necessary or appropriate in connection with the two proposed MTA toll rebate programs at the Verrazano Narrows Bridge (VNB) which are outlined in Exhibit A annexed hereto and summarized below.

**DISCUSSION:**

New York State Legislative funds are being specially allocated to the MTA to support the following two proposed Verrazano Narrows Bridge rebate programs:

**VNB Staten Island Resident Rebate Program.** Under this program (the VNB SIR Rebate Program), the MTA would rebate \$0.50 of the \$6.00 SIR E-ZPass toll paid by Staten Island residents with three or more trips per month across the VNB, where tolls are collected only in the Staten Island-bound direction in accordance with federal law, and would rebate \$0.86 of the \$6.36 SIR E-ZPass toll paid by Staten Island residents with one or two trips per month across the VNB. As a result of these proposed MTA rebates, Staten Island residents would pay \$5.50 per trip across Verrazano Narrows Bridge.

Staten Island residents are uniquely disadvantaged by the MTA district's transportation network charges in that the VNB is their sole means of vehicular access to the rest of New York City. In the past, the Legislature has recognized this class of citizens in legislation designed to reduce the toll rate which accrues to these residents for crossings over the Verrazano Narrows Bridge. Using Legislative funds being allocated to the MTA and other appropriate funds to implement a Staten Island Resident Toll Rebate Program on the Verrazano Narrows Bridge would help further reduce the burden suffered by geographically isolated Staten Island residents who have little or no practical access to mass transit, in a manner consistent with the MTA's mandate of providing a seamless transportation network for the region and the MTA's statutory purposes to develop and implement a unified transportation policy for the MTA transportation district. Moreover, the Rebate Program's effective reduction of the VNB toll for those Staten Island residents who need to drive for employment and other purposes could increase the use of other TBTA facilities, as well as the use of the E-ZPass system, and facilitate travel to points beyond.

**VNB Commercial Rebate Program.** Under this program (the VNB Commercial Rebate Program), the MTA would rebate 20% of the E-ZPass toll for trucks and other commercial vehicles with more than ten (10) trips per month across the Verrazano Narrows Bridge, where tolls are collected only in the Staten Island-bound direction in accordance with federal law, using the same New York Customer Service Center (NYCSC) E-ZPass Account. Eligible trucks and other commercial vehicles on the VNB would receive a 20% rebate of their NYCSC E-ZPass tolls, as listed in this chart:

# Staff Summary

2 axle: Current:	\$19.24	With the rebate:	\$15.43
3 axle: Current:	\$31.52	With the rebate:	\$25.29
4 axle: Current:	\$40.28	With the rebate:	\$32.31
5 axle: Current:	\$52.52	With the rebate:	\$42.13
6 axle: Current:	\$61.28	With the rebate:	\$49.16
7 axle: Current:	\$73.52	With the rebate:	\$58.98

A VNB Commercial Rebate Program would be anticipated to facilitate regional mobility; support increased economic activity and promote economic growth throughout the region; encourage trucks and other commercial vehicles using the Verrazano Narrows Bridge to enroll in the E-ZPass system; and might encourage those vehicles to also use *other* TBTA facilities, thereby promoting increased and more effective use of the facilities, services, and systems of the TBTA, and facilitate travel to points beyond.

## FINANCIAL IMPACT:

The projected annualized cost of the VNB Toll Rebate Programs would be \$14 million, with \$7 million for the VNB SIR Rebate Program and \$7 million for the VNB Commercial Rebate Program. The VNB Rebate Programs would be funded equally by Legislative funds and MTA funds. As provided in the accompanying resolution, the VNB Toll Rebate Programs would be implemented only for such periods of operation in which the Legislative funds have been provided to MTA sufficient for half the expense of the VNB Rebate Programs. In the event that such Legislative funds allocated to the MTA for this purpose are depleted before the next such allocation of funds, the VNB Rebate Programs will cease and Staten Island residents will be charged the applicable resident discount toll and trucks and other commercial vehicles will be charged the applicable NYCSC E-ZPass toll for the Verrazano Narrows Bridge.

It is anticipated that the rebates would require several months to implement and would be effective as of April 1, 2014. Consequently, the projected financial impact in the MTA's 2014 Budget would be for 3 quarters of the calendar year or \$5.25 million, with the remainder in the MTA's 2015 Budget. MMTOA funding for the MTA included in the Governor's 2015 Executive budget is \$5.5 million higher than the MMTOA funding reflected in our 2014 Budget. MTA Budget would propose using these anticipated receipts to fund MTA's share of the Rebate Programs.

## RECOMMENDATION:

It is recommended that the Board adopt the attached resolution delegating to the MTA Chairman and Chief Executive Officer authority to take such actions as he may deem necessary or appropriate in connection with the proposed VNB SIR Rebate Program and the VNB Commercial Rebate Program, including conducting environmental review of the proposed VNB Rebate Programs as may be required by the State Environmental Quality Review Act, prior to making a determination to implement such programs.

## RESOLUTION

### METROPOLITAN TRANSPORTATION AUTHORITY and TRIBOROUGH BRIDGE AND TUNNEL AUTHORITY

WHEREAS, the Metropolitan Transportation Authority (the "MTA") anticipates that Legislative funds of the State of New York will be made available to it, pursuant to agreement between the Governor and State Legislative leaders, to support implementation of proposed VNB Rebate Programs, *viz.*, the VNB Staten Island Resident Rebate Program and the VNB Commercial Vehicle Rebate Program, as each is further described in Exhibit A annexed hereto;

WHEREAS, MTA has a mandate of providing a seamless transportation network for the region and a statutory purpose to develop and implement a unified transportation policy for the metropolitan commuter transportation district (the MCTD) served by the MTA subsidiary and affiliated agencies;

WHEREAS, a VNB Staten Island Resident Rebate Program providing for the rebate of a portion of the tolls charged to Staten Island residents on trips made across the Verrazano Narrows Bridge, using State Legislative funds and other MTA funds, implemented in a manner that would not materially or adversely affect the rights of Triborough Bridge and Tunnel Authority ("TBTA") bondholders, would help reduce or eliminate the unique disadvantage, and the appearance thereof, pertaining to travel of such residents between their residences and the rest of New York City;

WHEREAS, the effective reduction of such tolls, without adversely affecting the rights of TBTA bondholders, is expected to encourage Staten Island residents to enroll in the E-ZPass system and might encourage those residents who need to drive for employment and other purposes to also use *other* TBTA facilities, thereby promoting increased and more effective use of the facilities, services, and systems of the TBTA, and could facilitate travel to points beyond; and

WHEREAS, a program for rebating such tolls charged to such residents, as outlined in Exhibit A, for the foregoing reasons would appear to be a proper component of a unified and efficient mass transportation policy in the MCTD if supported by the allocation of Legislative funds to the MTA for this purpose, and accordingly warrants such environmental review as may be required by the State Environmental Quality Review Act;

WHEREAS, a VNB Commercial Rebate Program, implemented in the manner set forth in Exhibit A, which through the use of State Legislative funds and other MTA funds would provide a rebate of 20% of the E-ZPass toll for trucks and other commercial vehicles with more than ten (10) trips per month across the Verrazano Narrows Bridge using the same New York Customer Service Center (NYCSC) E-ZPass Account, implemented in a manner that would not materially or adversely affect the rights of TBTA bondholders, would facilitate regional mobility;

WHEREAS, the effective reduction of such tolls, without adversely affecting the rights of TBTA bondholders, would support increased economic activity and promote economic growth throughout the region, and would be expected to encourage trucks and other commercial vehicles using the Verrazano Narrows Bridge to enroll in the E-ZPass system and might encourage those vehicles to also use *other* TBTA facilities, thereby promoting increased and more effective use of the facilities, services, and systems of the TBTA, and could facilitate travel to points beyond; and

WHEREAS, a program for rebating such tolls charged for such trucks and other commercial vehicles for the foregoing reasons would appear to be appropriate to implement as part of a unified and efficient transportation policy for the MCTD if supported by the allocation of Legislative funds to the MTA for this purpose, and accordingly warrants such environmental review as may be required by the State Environmental Quality Review Act; and

WHEREAS, MTA anticipates that \$7 million of the funds that would be used to finance the VNB Rebate Programs, and costs associated therewith, will be derived from Legislative funds appropriated in this year's Budget and in any subsequent Budgets; and

WHEREAS, implementation and continuation of the VNB Rebate Programs would be dependent upon having sufficient funds to do so and should the Legislative funds allocated to the MTA for this purpose become depleted before the next such allocation of funds, it would become necessary for the VNB Rebate Programs to end and for Staten Island residents to be charged the applicable resident discount toll without such further rebate and trucks and other commercial vehicles will be charged the applicable NYCSC E-ZPass toll for the Verrazano Narrows Bridge without such further rebate; and

WHEREAS, in order to preserve and protect the financial condition of the MTA itself and of the TBTA, no toll rebate program shall include aggregate annual rebates that are projected by the MTA to exceed the average five-year historical monthly variation of TBTA revenues derived from all facilities of the TBTA;

NOW, THEREFORE, BE IT RESOLVED, that the Chairman/CEO of the MTA, in consultation with the President of TBTA and other appropriate officers of the MTA and TBTA, is hereby delegated authority to take such actions as he may deem necessary or appropriate in connection with the proposed VNB SIR Rebate Program and VNB Commercial Rebate Program, including (i) causing to be conducted such environmental review of the proposed VNB Rebate Programs as may be required by the State Environmental Quality Review Act; and (ii) following completion of such environmental review and its consideration by the Chairman/CEO and the President, determining whether to implement the VNB Rebate Programs, substantially as described on Exhibit A, *provided*, any implementation may not proceed before MTA's receipt of the Legislative funds anticipated to support such implementation. The Chairman/CEO of the MTA, in consultation with the President of TBTA, is further authorized to make such changes, alterations, modifications, and revisions to the procedures for implementing the VNB Rebate Programs as are not inconsistent with this Resolution.

Dated: February 24, 2014

**Exhibit A**

**Proposed Operating Elements of the  
Verrazano Narrows Bridge (VNB) Staten Island Resident (SIR) and Commercial Rebate  
Programs**

1. Under the VNB SIR Rebate Program, the MTA would rebate \$0.50 of the \$6.00 SIR E-ZPass toll paid by Staten Island residents with three or more trips per month across the Verrazano Narrows Bridge (VNB), where tolls are collected only in the Staten Island-bound direction in accordance with federal law, and would rebate \$0.86 of the \$6.36 SIR E-ZPass toll paid by Staten Island residents with one or two trips per month across the VNB.

2. Under the VNB Commercial Rebate Program, the MTA would rebate 20% of the E-ZPass tolls for trucks and other commercial vehicles with more than ten (10) trips per month across the Verrazano Narrows Bridge, where tolls are collected only in the Staten Island-bound direction in accordance with federal law, using the same New York Customer Service Center (NYCSC) E-ZPass Account. Eligible trucks and other commercial vehicles on the VNB would receive a 20% rebate of their NYCSC E-ZPass tolls, as listed in this chart:

2 axle: Current: \$19.24	With the rebate: \$15.43
3 axle: Current: \$31.52	With the rebate: \$25.29
4 axle: Current: \$40.28	With the rebate: \$32.31
5 axle: Current: \$52.52	With the rebate: \$42.13
6 axle: Current: \$61.28	With the rebate: \$49.16
7 axle: Current: \$73.52	With the rebate: \$58.98

3. Funding for the costs of the VNB SIR Rebate Program and the VNB Commercial Rebate Program (collectively, the VNB Rebate Programs) would come from Legislative funds allocated to the MTA and other appropriate MTA funds and such funds shall be remitted to TBTA.

4. Moneys to fund a year's estimated costs for the VNB Rebate Programs would be transferred by MTAHQ to TBTA prior to implementation of the VNB Rebate Programs each year. The effective date of the first VNB Rebate Program year would be April 1, 2014. Each successive VNB Rebate Program year would start 12 months later provided the Legislature has adopted a Budget or otherwise appropriated to the MTA funds sufficient for half the costs of the VNB Rebate Programs.

5. At the beginning of the VNB Rebate Program year, TBTA would increase its liability for the VNB Rebate Programs by the amount transferred from MTAHQ. The E-ZPass New York Customer Service Center would credit E-ZPass accounts for Staten Island Residents with three or more trips per month across the VNB with the amount of \$0.50 for each such trip. The NYCSC would credit E-ZPass accounts for Staten Island Residents with one or two trips per month across the VNB with the amount of \$0.86 for each such trip. The NYCSC would credit E-ZPass Accounts with more than ten (10) trips per month across the

VNB by trucks or other commercial vehicles with an amount equal to 20% of the NYCSC E-ZPass toll per trip, as listed in this chart:

2 axle: \$ 3.81  
3 axle: \$ 6.23  
4 axle: \$ 7.97  
5 axle: \$10.39  
6 axle: \$12.12  
7 axle: \$14.54

At least monthly, TBTA would draw down on the liability for the VNB Rebate Programs based on the total number of such trips charged against Staten Island resident and NYCSC E-ZPass Accounts. The drawn down amount would be added to TBTA toll revenues. (The TBTA's responsibility to do so would be capped at the amount in the fund for the VNB Rebate Programs.) MTAHQ would use Legislative funds allocated to the MTA and other appropriate MTA funds to reimburse TBTA for the cost of any charges levied by the service center provider in connection with the VNB Rebate Programs.

6. If, in the judgment of TBTA during the course of a VNB Rebate Program year, funds in the account for the VNB Rebate Programs were likely to be less than the amount of a year's potential rebates, TBTA could request supplemental funds of MTAHQ, but the provision of such funds would be subject to regular MTAHQ budget procedures, including Board approval when required. In the event that funds are not on deposit in the account for the VNB Rebate Programs at the time and in the amount necessary to effectuate the credit, participants in the VNB SIR Rebate Program would be charged the applicable resident discount toll rate without such further rebate and trucks and other commercial vehicles in the VNB Commercial Rebate Program would be charged the applicable NYCSC E-ZPass toll rate without such further rebate for their trips across the Verrazano Narrows Bridge.

# Staff Summary

<b>Subject</b> Request for Authorization to Award Various Procurements
<b>Department</b> Executive
<b>Department Head Name</b> Bob Foran
<b>Department Head Signature</b>
<b>Division Head Name</b> Angel Barbosa <i>Bob Foran for AB</i>

<b>Date</b> February 18, 2014
<b>Vendor Name</b> Various
<b>Contract Number</b> Various
<b>Contract Manager Name</b> Various
<b>Table of Contents Ref #</b>

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance	2/24/2014			
2	Board	2/26/2014			

Internal Approvals			
Order	Approval	Order	Approval
1	Procurement <i>de for ab</i>	3	CFO <i>AB</i>
2	Legal <i>AB</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:** # of Actions \$ Amount

MTAHQ proposes to award Non-competitive procurements in the following categories: 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 Work Contracts)	1	\$ 300,000.00
Schedule F: Personal Services Contracts	3	\$ 8,112,291.00
<b>SUBTOTAL</b>	4	\$ 8,112,291.00

MTAHQ presents the following procurement actions for Ratification: None      None

**TOTAL** 4      \$ 8,412,291.00

**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, FEBRUARY 2014**  
**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. **As-Needed Purchase of Canines** **\$300,000**  
**For MTA Police Department** **(not-to-exceed)**  
**Contract Nos. 13180-0100 thru 0800**
- a. Alabama Canine Law Enforcement Officer's Training Center, Inc.
  - b. Blue Rebel K9, LLC
  - c. Cobra Canine LLC
  - d. Law Enforcement Training Services LLC
  - e. iK9, LLC
  - f. Shallow Creek Kennels Inc.
  - g. Controlled F.O.R.C.E. K9
  - h. East Coast K-9 Academy, LLC (dba Connecticut Canine Services)

Competitively negotiated – 8 proposals – 36 months

Contractors to provide, on an as needed basis, canines for dual purposes of explosive detection and patrol duties. Currently, the MTA Police Department (MTAPD) has a Canine Unit of fifty (50) deployed canine teams (i.e. handler and canine). Canines have a working life of approximately 7-9 years and must be regularly replaced due to age related health issues. Over the next 3 years many canines that were purchased will be retired because of age and health issues. Prior to the purchase of any canine, all canines must undergo long and rigorous testing and evaluation to ensure that they meet the requirements to perform their duties in the MTA's environment. It is necessary to award multiple contracts in order to provide MTAPD with several sources to ensure the ability to acquire qualified canines when necessary.

The initial unit costs from the above vendors ranged from \$7,000 to \$10,000 per canine and were negotiated down to \$6,950 to \$9,000, a savings of \$50 to \$1,000. Under the previous three-year contracts approved by the Board on October 27, 2010, the unit costs ranged from \$6,000 to 7,800, an increase of \$950 to \$1,200. This increase is due to the acute demand of explosive detection canines from Federal, State, local governments as well as private businesses.

After undertaking a thorough analysis, the MTA's Department of Diversity and Civil Rights determined not to assign any goals to this contract due to the highly specialized nature of the work and the unavailability of MWBE subconsultants to perform the work.

**METROPOLITAN TRANSPORTATION AUTHORITY**  
**COMPETITIVE PROCUREMENTS**

**F. Personal Service Contracts**

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

2. **Gartner, Inc.** **\$196,092**  
**Assistance with MTA IT Transformation** (not-to-exceed)  
**Contract No. 14037-0100**  
Ride OGS Contract PS66085 – 12 months  
MTA seeks to ride a New York State Contract to provide as-needed Information Technology (IT) Consulting Services to assist MTA with its IT Transformation Initiative. MTA has recently undertaken this initiative to consolidate all of the MTA agencies' information technology divisions into a unified MTA Headquarters department. In order to achieve and accelerate this initiative, the MTA wishes to engage Gartner, Inc., the world's leading information technology research and advisory company, to assist in supporting the following goals: (i) develop a comprehensive MTA integrated IT transformation roadmap; (ii) ensure that appropriate sequence activities and IT resources are aligned with critical business priorities and objectives; (iii) develop a comprehensive organization change management plan and (iv) assist in the implementation of this initiative. Gartner is the only firm authorized under NY State Contract PS66085 to furnish these consulting services. No M/WBE goals were established under the OGS contract. The hourly rate for these services, which range from a low of \$290 to a high of \$495, is the same rate currently being paid by New York State, which is approximately 12-14% off of Gartner's commercial list price and is the same as Gartner's current Federal (GSA) pricing. There is no prior contract for these services with which this cost can be compared; however, the not-to-exceed cost of \$196,092 is considered fair and reasonable.
3. **Oracle America, Inc.** **\$7,641,199** **Staff Summary Attached**  
**All-Agency Software Implementation, Hosting** (Fixed)  
**and Training Services**  
**Contract No. 13229-0100**  
Competitively negotiated – 4 proposals – 60 months  
Vendor to provide all-agency, software implementation services, hosting and training for the Oracle Hyperion Planning consolidated budgeting system (Hyperion). Currently, MTAHQ and its agencies have non-integrated, standalone legacy systems that are obsolete and costly to maintain. Hyperion will replace the current systems. Oracle disclosed information that was considered Significant Adverse Information within the meaning of the All Agency Responsibility Guidelines. MTA-HQ reviewed such information and after due consideration thereof, determined that Oracle should be deemed a responsible bidder, a recommendation with which the Chairman has concurred. Oracle's original proposal in the amount of \$9,620,685 (Time and Material) was reduced to \$7,641,199 (Fixed Price) representing a savings of \$1,979,486 or 20% as a result of negotiations and MTA's request to change the proposed hardware platform. Additionally, Oracle's best and final is \$787,326 or 9.3% less than KPI's best and final proposal in the amount of \$8,428,525. There is no prior contract for these services with which this cost can be compared; however, the fixed cost of \$7,641,199 for the five year period is considered fair and reasonable.
4. **AFT Project at LIRR Facility** -- AFT to provide technical design, fabrication, crating, storage, delivery installation and oversight of installation of materials at the facility specified below.  
Competitively negotiated – 26 proposals – 36 months  
MTA Long Island Railroad Moe Brooker, Wyandanch Station Facility, Ronkonkoma Line  
(**\$275,000**)

# Staff Summary

## Schedule F: Personal Service Contracts



<b>Item Number:</b>					
<b>Dept &amp; Dept Head Name:</b> Executive, Bob Foran					
<b>Division &amp; Division Head Name:</b> Business Service Center, Wael Hibri					
<b>Board Reviews</b>					
Order	To	Date	Approval	Info	Other
1	Finance	2/24/2014	X		
2	Board	2/26/2014	X		
<b>Internal Approvals</b>					
Order	Approval	Order	Approval		
1	Procurement <i>(Signature)</i>	4	Diversity and Civil Rights <i>(Signature)</i>		
2	Business Service Center <i>(Signature)</i>	5	Legal <i>(Signature)</i>		
3	CFO <i>(Signature)</i>				

<b>SUMMARY INFORMATION</b>	
<b>Vendor Name:</b> Oracle America, Inc.	<b>Contract Number:</b> 13229-0100
<b>Description:</b> All-Agency Software Implementation, Hosting and Training Services	
<b>Total Amount:</b> \$7,641,199 (Fixed)	
<b>Contract Term (Including Options, if any)</b> March 3, 2014 through February 28, 2019	
<b>Option(s) included in Total Amount?</b> <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
<b>Renewal?</b> <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
<b>Procurement Type:</b> <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive	
<b>Solicitation Type:</b> <input checked="" type="checkbox"/> RFP <input type="checkbox"/> Bid <input type="checkbox"/> Other:	
<b>Funding Source:</b> <input checked="" type="checkbox"/> Operating <input type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other:	

**Narrative**

**I. PURPOSE/RECOMMENDATION**

To recommend that the Board approve the award of a competitively negotiated, all-agency personal services contract to Oracle America, Inc. (Oracle) to provide software implementation services, hosting and training for the Oracle Hyperion Planning consolidated budgeting system (Hyperion) for a period of sixty (60) months from March 3, 2014 through February 28, 2019 for a fixed amount of \$7,641,199.

**II. DISCUSSION:**

Currently, MTAHQ and its agencies have non-integrated, standalone legacy budgeting systems that are obsolete and costly to maintain. Hyperion will replace the current systems at HQ and the agencies (LIRR and B&T are currently using Hyperion systems and will primarily require integration with PeopleSoft and the consolidated budget ) and when fully integrated will enable the following:

- Produce a consolidated budget for MTA and the Agencies which will provide clarity and transparency;
- Enable MTA and each agency to produce uniform individual budgets;
- Integrate the budgeting functionality to: i) Peoplesoft's Financial Management, Human Capital Management and Enterprise Performance Management

In order to provide these essential services a competitive Request for Proposal (RFP) was issued. The RFP was publicly advertised and letters advising potential proposers of the RFP's availability were sent to thirty-eight (38) firms including five (5) M/WBE Firms. Four (4) proposals were received. The Selection Committee, consisting of representatives from MTAHQ, Metro North Rail Road and New York City Transit evaluated the proposals based on the criteria set forth in the RFP and recommended that two of the four firms be invited to make oral presentations. Upon conclusion of the oral presentations, the Committee determined that two firms, Oracle and Key Performance Ideas, Inc. (KPI) were the most technically qualified and best suited firms to provide the services identified in the RFP. Negotiations were conducted with these two firms and after review of the best and final offers, Oracle was found to be the most technically qualified and most cost-effective proposer to provide the services. In addition to its lower price, Oracle will bring to bear significant knowledge of the inner architecture of the system which is deemed beneficial to the MTA.

# Staff Summary



Contract No. 13229-0100

Oracle disclosed information that was considered Significant Adverse Information within the meaning of the All Agency Responsibility Guidelines. MTA-HQ reviewed such information and after due consideration thereof, determined that Oracle should be deemed a responsible bidder, a recommendation with which the Chairman has concurred.

Oracle's original proposal in the amount of \$9,620,685 (Time and Material) was reduced to \$7,641,199 (Fixed Price) representing a savings of \$1,979,486 or 20% as a result of negotiations and MTA's request to change the proposed hardware platform. Additionally, Oracle's best and final is \$787,326 or 9.3% less than KPI's best and final proposal in the amount of \$8,428,525. There is no prior contract for these services with which this cost can be compared; however, the fixed cost of \$7,641,199 for the five year period is considered fair and reasonable.

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

The MTA's Department of Diversity and Civil Rights established 10% MBE and 10% WBE goals for this contract.

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

There is a centralized budget set aside residing in MTA Headquarters' 2014 budget.

### **V. ALTERNATIVES**

1. Perform the Services In-house. This is not a feasible alternative. MTA does not possess the internal resources to provide these services.
2. Do not Approve Award of the Contract. This alternative is neither economical nor efficient. This would severely curtail MTA's ability to implement a comprehensive and uniformed all-agency budgetary system.

**FEBRUARY 2014**  
**MTA REAL ESTATE**  
**LIST OF REAL ESTATE ACTION ITEMS FOR BOARD APPROVAL**

**ACTION ITEMS**

**MTA METRO-NORTH RAILROAD**

Lease with North Fork Wines & Vineyards LLC dba One Woman Wines for a TASTE NY location selling alcoholic and non-alcoholic beverages, specialty foods, and other culinary products grown or produced in New York State in Retail Space MC-05 at Grand Central Terminal

Long term sublease with purchase option relating to Ardsley-on-Hudson Station Building with Degennaro Construction LLC

**MTA LONG ISLAND RAIL ROAD**

Lease extension with Sutphin LLC. for office space at 90-27 Sutphin Boulevard, Jamaica, Queens to be used by LIRR procurement department

**MTA CAPITAL CONSTRUCTION**

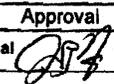
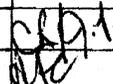
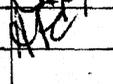
Approval to proceed with negotiated purchase or condemnation of permanent and temporary easements in property known as 335 Madison Avenue, Block 1278, Lot 20 to construct two elevators for MTA LIRR's East Side Access Project

# Staff Summary

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

<b>Date</b> <b>FEBRUARY 24, 2014</b>
<b>Vendor Name</b>
<b>Contract Number</b>
<b>Contract Manager Name</b>
<b>Table of Contents Ref #</b>

Board Action					
Order	To	Date	Approval	Info	Other
1	Metro-North	2/24/14		X	
2	Finance Committee	2/24/14	X		
3	Board	2/26/14	X		

Internal Approvals			
Order	Approval	Order	Approval
	Executive Director	1	Legal 
3	Chief of Staff		
2	Chief Financial Officer		
	Civil Rights		

**Narrative**

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

**LESSEE:** North Fork Wines & Vineyards LLC dba One Woman Wines ("One Woman Wines")

**LOCATION:** Retail Space MC-05

**ACTIVITY:** A TASTE NY location selling at retail alcoholic and non-alcoholic beverages, specialty foods, and other culinary products grown or produced in New York State ("TASTE NY")

**ACTION REQUESTED:** Approval of terms

**TERM:** Five years

**SPACE:** Approximately 460 sq. ft.

**COMPENSATION:** Annual Base Rent plus 5% of gross sales over Breakpoint, as follows:

Year	Annual Base Rent	PSF	Breakpoint
1	\$108,000.00	\$234.78	\$ 900,000.00
2	\$118,800.00	\$258.26	\$1,000,000.00
3	\$130,680.00	\$284.08	\$1,500,000.00
4	\$143,748.00	\$312.49	\$2,000,000.00
5	\$158,123.00	\$343.74	\$2,000,000.00

**MARKETING:** \$10.92 per sq. ft. per year, increasing annually by 3%

**TRASH:** \$ 9.00 per sq. ft. per year, increasing annually by 3%

**SECURITY:** Three months minimum rent plus personal guaranties from Gabriella Purita and Gloria Purita (limited to six months' rent after vacating of premises)

**INSURANCE:** Standard

**CONSTRUCTION PERIOD:** 60 days

## FINANCE COMMITTEE MEETING

### North Fork Wines & Vineyards LLC dba One Woman Wines

#### COMMENTS:

In response to a recent MTA Request for Proposals ("RFP") for Retail Space MC-05 in the Shuttle Passage of Grand Central Terminal, two proposals were received; 1. One Woman Wines and 2. TASTE NY GCT, LLC ("TNY GCT"), a partnership to be formed between Red Hook Winery and Beer Table to Go.

Per the Guidelines for Selection of Tenants for Grand Central Terminal approved by the MTA Board in November 2009, such proposals were independently evaluated by Williams Jackson Ewing and Jones Lang LaSalle, and subsequently evaluated by the Director of GCT Development. In evaluating the proposals, two evaluation criteria were taken into account. Selection Criterion A, which accounts for 70% of the score, is designed to evaluate the direct economic benefit of a proposal to the MTA. Selection Criterion B, which accounts for 30% of the score, reflects the evaluator's determination of a proposal's indirect economic benefit to the MTA.

The RFP for this Shuttle Passage location required the tenant to be a TASTE NY store, supported by the New York State government's TASTE NY marketing campaign, selling at retail high-quality specialty food, all types of New York State labeled alcoholic beverages (beer, wine, cider and spirits) and non-alcoholic beverages, and/or other culinary products grown or produced in New York State that will complement the quality of the retail merchandise currently available in Grand Central Terminal. Taste NY is intended to expand New York's food and beverage industry by highlighting the wide variety of foods and beverages made and grown in New York State and making them readily available to consumers. In efforts to promote New York's agricultural and farm-based foods, Taste NY is being implemented through a variety of promotional efforts, including Taste NY tents at important events, Taste NY stores at transportation hubs and public facilities, and a dedicated website: [www.taste.ny.gov](http://www.taste.ny.gov)

As set forth on the attached chart, One Woman Wines' Unadjusted Guaranteed Rent Amount (i.e. the proposed guaranteed minimum rent, on a present value basis determined using a discount rate of 6%) and its Total Selection Criteria Score were both higher than that of TNY GCT ; consequently a selection committee was not convened. The rent proposed by One Woman Wines is within 10% of the value estimated by Williams Jackson Ewing in advance of the RFP.

Based on the foregoing, MTA Real Estate requests authorization to enter into a lease agreement with One Woman Wines on the terms and conditions above.

# Staff Summary



**Grand Central Terminal Retail Leasing Evaluation Sheet**  
 Evaluator: Nancy Marshall, Director GCT Development

Space: MC 45 (currently Papyrus)  
 Date: January 17, 2014

Scoring	A	B	C	D	E	F	G	H	I	J
	Unadjusted Guaranteed Rent Amount	Guaranteed Rent Adjustment Factor**	Adjusted Guaranteed Rent Amount (A x B)	Unadjusted Percentage Rent Amount	Percentage Rent Adjustment Factor**	Adjusted Percentage Rent Amount (D x E)	Adjusted Total Rent Amount (C + F)	Selection Criterion A Score *** (0-70)	Selection Criterion B Score (0-30)	Total Selection Criterion Score (H + I)
North Fork Wines and Vineyards LLC dba One Woman Wines	\$549,360	1	\$549,360	\$943	0	0	\$549,360	70.0	15	85
TASTE NY GCT, LLC, a partnership to be formed between Red Hook Winery and Beer Table to Go	\$307,563	1	\$307,563	\$7,538	0	0	\$307,563	39.2	20	59.2
* Guaranteed Rent Adjustment Factor from 1.00 (no uncertainty about A) to as low as 0.50 (great uncertainty about A); however may be as low as 0.00 per guidelines										
** Percentage Rent Adjustment Factor as high as 0.50 (no uncertainty about D) to as low as zero (great uncertainty about D)										
*** Selection Criterion A Score: 70 multiplied by the ratio of the Adjusted Total Rent Amount for the proposer to the highest Adjusted Total Rent Amount (from column G)										

# Staff Summary

<b>Subject</b> <b>DISPOSITION OF PROPERTY</b>
<b>Department</b> <b>REAL ESTATE</b>
<b>Department Head Name</b> <b>JEFFREY B. ROSEN</b>
<b>Department Head Signature</b>
<b>Project Manager Name</b> <b>ALICIA BIGGS</b>

<b>Date</b> <b>FEBRUARY 24, 2014</b>
<b>Vendor Name</b>
<b>Contract Number</b>
<b>Contract Manager Name</b>
<b>Table of Contents Ref. #</b>

Board Action					
Order	To	Date	Approval	Info	Other
1	Metro-North	02/24/14		X	
2	Finance Committee	02/24/14	X		
3	Board	02/26/14	X		

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

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

**SUB-LESSEE:** Degennaro Construction, LLC ("Degannaro")

**LOCATION:** Ardsley-on-Hudson station on Metro-North's Hudson Line

**ACTIVITY:** Long-term sublease of the Ardsley-on-Hudson station building (the "Building") and outdoor lot for parking (the "Outdoor Lot")

**ACTION REQUESTED:** Approval of terms

**TERM:** 260 years, to expire February 27, 2274, upon the expiration of Metro-North lease of Harlem and Hudson Lines (the "Harlem - Hudson" lease); if Metro-North's purchase option is exercised the Building but not the Outdoor Lot will be conveyed

**SIZE:** Lot size – approximately 73± ft. × 25± ft.  
Building size – 3,300± sq. ft.  
Outdoor Lot – approximately 4,300± sq. ft.

**PRE-PAID RENT:** Fifty thousand dollars (\$50,000), payable at lease signing

**COMMENTS:**

In furtherance of the net-leasing program that MTA Real Estate and Metro-North have developed and to provide for the disposition of historic but no longer needed station buildings, MTA Real Estate issued a request for proposals ("RFP") for the long-term triple-net sublease of the Building and the Outdoor Lot. Metro-North seeks to divest itself of ongoing maintenance obligations associated with the Building which is no longer needed to support passenger railroad service with the recent renovation of the Ardsley-on-Hudson station.

In response to the RFP, a single proposal was received, from Degennaro Construction, LLC, which offered a pre-paid rent of \$50,000. Such amount is lower than the appraised value of \$103,000. However, in valuing the property, the appraiser did not consider the cost of renovations required for Metro-North to bring the Building into a state of good repair. A 2006 assessment by Metro-North determined the total cost to bring the Building to a state of good repair would be approximately \$3.276 million. In addition, the annual maintenance costs would total approximately \$100,000. Accordingly, MTA Real Estate and Metro-North believe that it is in the best interests of the MTA and Metro-North to dispose of Building for the offered payment, which, in view of the above-noted costs that burden the premises, exceeds the reasonable assessment of the fair market value of the premises. If MTA exercises its purchase option under the Harlem-Hudson Lease, the Building will be deeded to the sub-lessee via quitclaim deed.

# Staff Summary

## FINANCE COMMITTEE MEETING Ardsey-on-Hudson Station. (Cont'd.)



Page 2 of 2

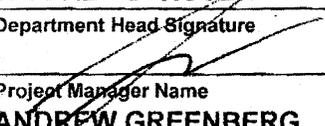
John-Michael Degennaro has owned and operated Degennaro since 2004. He plans to renovate the building for commercial use. Approximately 574 square feet on the first floor is currently subleased to a local U.S. Post Office branch on a month-to-month basis. The continuation of this sublease agreement would be subject to Degennaro Construction's interest and the Post Office's willingness to remain in the space.

The Outdoor Lot, consisting of vacant land located directly northeast of the Building and measuring approximately 4,300 square feet, will allow parking to be developed at Degennaro's cost and expense. The portion of the sublease covering the Outdoor Lot, adjacent to the outbound platform and right-of-way, will be subject to MNR's right to terminate for a transportation related purpose upon 180 days' prior written notice. Metro-North will retain access rights to this area for ingress and egress purposes and will not deed the Outdoor Lot to Degennaro if MTA's purchase option is exercised under the Harlem-Hudson Lease.

Based on the foregoing, MTA Real Estate requests authorization to enter into a sublease agreement with Degennaro Construction, LLC on the terms described above.

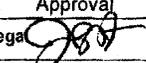
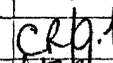
**MTA LONG ISLAND  
RAIL ROAD**

# Staff Summary

Subject <b>LEASE MODIFICATION &amp; EXTENSION</b>
Department <b>REAL ESTATE</b>
Department Head Name <b>JEFFREY B. ROSEN</b>
Department Head Signature 
Project Manager Name <b>ANDREW GREENBERG</b>

Date <b>February 24, 2014</b>
Vendor Name
Contract Number
Contract Manager Name
Table of Contents Ref. #

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance Committee	2/24/14	X		
2	Board	2/26/14	X		

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

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

LANDLORD: Sutphin LLC

LOCATION: 90-27 Sutphin Boulevard, Jamaica Queens, New York 11101

ACTIVITY: Lease modification and extension

ACTION REQUESTED: Approval of terms

TERM: January 1, 2015 - June 30, 2015

RENEWAL OPTION: 6 month renewal option from 7/1/15 thru 12/31/15, if exercised by 6/30/14

SPACE: Entire 3<sup>rd</sup> Floor – 19,600 sq. ft. (the "Premises")

COMPENSATION: \$475,104 (\$24.24 per sq. ft.) per annum

ELECTRIC: Direct meter to utility

REAL ESTATE TAXES: Tenant to pay its proportionate share of increases in taxes over the base fiscal year 2013

LANDLORD'S WORK: None

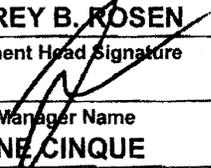
**COMMENTS:**

As part of the MTA's comprehensive right sizing initiative, in order to maximize the use of MTA-owned space in lieu of leased space to generate savings, the LIRR Procurement Department will relocate from 90-27 Sutphin Boulevard to its Hillside Support Facility ("HSF") during 2015. The project calls for the rehabilitation of underutilized space in the HSF to domicile the Procurement Department and reconfigure the current Metropolitan Transportation Authority Police Department group into less, but more efficient space. Due to the time frame required to complete this project, a short term lease extension at 90-27 Sutphin Boulevard is required. All terms and conditions of the existing lease, including the base Compensation above plus accrued escalation remain unchanged.

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

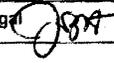
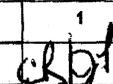
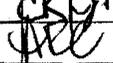
# **MTA CAPITAL CONSTRUCTION**

# Staff Summary

Subject <b>PROPERTY ACQUISITION</b>
Department <b>REAL ESTATE</b>
Department Head Name <b>JEFFREY B. ROSEN</b>
Department Head Signature 
Project Manager Name <b>HELENE CINQUE</b>

Date <b>FEBRUARY 24, 2014</b>
Vendor Name
Contract Number
Contract Manager Name
Table of Contents Ref. #

Board Action					
Order	To	Date	Approval	Info	Other
1	Finance Committee	2/24/14			
2	Board	2/26/14			

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

AGENCY: MTA Capital Construction Company ("MTACC")

PROPERTY: 335 Madison Avenue (Block 1278, Lot 20) Manhattan (the "Property")

OWNER: 335 Madison Avenue LLC (controlled by Milstein Properties Corp.)

ACTIVITY: Acquisition of permanent and temporary easements

AREA: Approx. 400 sq. ft. permanent easement on the East 43<sup>rd</sup> St. side of the Property and approx. 600 sq. ft. permanent easement on the East 44<sup>th</sup> St. side of the Property.

ACTION REQUESTED: Authorization to commence steps for acquisition

**COMMENTS:**

The MTA LIRR East Side Access Project ("ESA") has requested that MTA Real Estate proceed with the acquisition of permanent and temporary easements in 335 Madison Ave, Manhattan, New York, Block 1278, Lot 20 (the "Property") to support construction and operation of two new elevators, as described below. The Property is a 28-story commercial office building containing approximately 1,000,000 square feet of rentable space. The building occupies the entire block bounded by East 44<sup>th</sup> Street, East 43<sup>rd</sup> Street, Madison Avenue and Vanderbilt Avenue.

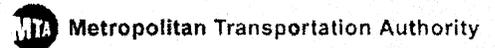
The TMC/SMO elevator, which will be located in the East 43<sup>rd</sup> Street side of the Property, will be a three-stop, non-public elevator connecting Metro-North's existing Station Master's Office ("SMO") in Grand Central Terminal with the street above and with LIRR's new Terminal Management Center ("TMC") below. The TMC/SMO elevator link will facilitate rapid coordination of LIRR and Metro-North responses and improved access to first responders including the FDNY and NYPD. The FDNY fully supports the design and encourages the construction of this elevator. The easements needed to construct and operate this elevator will be located in a portion of the Property's street-level lobby and Bank of America ATM area and in basement space formerly occupied by a health club.

The Biltmore elevator will be a two-stop, public, ADA-accessible elevator located on the East 44<sup>th</sup> Street side of the Property. This elevator will provide customer access from the Biltmore Room lobby in Grand Central to the new East Side Access Concourse below. The easements needed to construct and operate this elevator primarily will be located in a presently unused portion of the Property's basement, with a small easement in the street level retail space (formerly leased by Daffy's) to support the top of the elevator's mechanical equipment.

MTA Real Estate will endeavor to acquire the easements described above through negotiation. If negotiated agreements are not reached, MTA may be compelled to acquire the one or both sets of easements by eminent domain. In order to preserve MTA's rights and lessen the potential for future delays to the project, the MTA must begin taking steps to satisfy the requirements of the Eminent Domain Procedure Law ("EDPL"), including a public hearing.

# Staff Summary

**FINANCE COMMITTEE MEETING**  
Property Acquisition. (Cont'd.)



Page 2 of 2

Based on the foregoing, MTA Real Estate requests authorization to acquire temporary and permanent easements in the Property by negotiated agreement or eminent domain and to adopt the attached Resolution authorizing MTA to commence the proposed acquisition process.

**BOARD RESOLUTION**

**WHEREAS**, acquisition of permanent and temporary easements (the "Easements") in the property located at 335 Madison Avenue, Manhattan, New York, a/k/a Block 1278, Lot 20 (the "Property") is required to construct and operate two new elevators serving Grand Central Terminal as follows:

- (1) A non-public elevator on the East 43<sup>rd</sup> Street side of the Property connecting Metro-North Commuter Railroad's existing Station Master's Office with the street above and with LIRR's new Terminal Management Center below and
- (2) A public, ADA-accessible elevator on the East 44<sup>th</sup> Street side of the Property connecting Grand Central Terminal's Biltmore Room to the new East Side Access Concourse below;

**WHEREAS**, MTA Real Estate will seek to acquire the Easements through negotiated agreement(s); and

**WHEREAS**, if such negotiated agreement(s) cannot be concluded in a timely manner, acquisition of the Easements by eminent domain will be required;

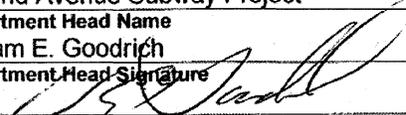
**NOW, THEREFORE BE IT**

**RESOLVED**, that in accordance with the Eminent Domain Procedure Law and Section 1267 of the Public Authorities Law, the Chairman or designated staff member of the Authority is authorized to proceed with the acquisition of the Easements by negotiated agreement(s) or eminent domain 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 these acquisitions.

This Resolution shall take effect immediately upon its adoption.

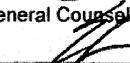
**6. ACTION ITEM**

# Staff Summary

<b>Subject</b> Construction & Access Services for 301 East 69th Street (Block 1444, Lot 1)
<b>Department</b> Second Avenue Subway Project
<b>Department Head Name</b> William E. Goodrich
<b>Department Head Signature</b> 
<b>Program Manager / Project Manager Name</b> Anil Parikh/Tim Gianfrancesco/Manan Garg

<b>Date</b> February 4, 2014
<b>Vendor Name</b> 301/69th Street Owners Corp.
<b>Contract Number</b> N/A
<b>Contract Manager Name</b>
<b>Table of Contents Ref #</b>

Board Action					
Order	To	Date	Approval	Info	Other
1	NYCT Committee	02/24/14	X		
2	MTA Board	02/26/14	X		

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

**PURPOSE:**

MTACC seeks MTA's Board Approval to enter into an access and work agreement with 301/69 Street Owners Corp. to construct alterations to a privately owned building located at 301 East 69th Street for Entrance 1 of 72<sup>nd</sup> Street Station.

The total amount is for a not-to-exceed amount of \$368,000. The alterations are required to accommodate an escalator entrance for the 72<sup>nd</sup> Street Station of the Second Avenue Subway (SAS).

**BACKGROUND:**

The Second Avenue Subway Project acquired permanent and temporary easements for the 72<sup>nd</sup> Street Station entrance in a privately-owned building located at 301 East 69<sup>th</sup> Street, at Second Avenue between 69<sup>th</sup> and 70<sup>th</sup> Streets. Over the last three years, MTACC, along with its design consultants, have worked with the building's owners to develop an entrance design that is acceptable to both parties based upon existing utility conditions.

Now that the entrance design is complete and has been approved by all parties, including the FTA, MTA is ready to begin entrance construction at the building, which includes:

- Mechanical, electrical, plumbing and fire protection relocations impacted by the SAS facility.
- Structural and architectural changes to the building impacted by the SAS facility.
- Construction phase consultant services to review construction drawings, specifications, calculations and shop drawings provided by MTA, its consultants and contractors, for entrance construction impacting their building.

In order to perform this work, MTACC needs to work with the building's owners for building access and execution of permit applications, among other things. As part of the agreement, the building's owners will; (1) have their technical consultants review construction shop drawings and inspect the work to ensure it conforms to the approved entrance plans; (2) be paid rent for MTA's use and occupancy of the temporary easement areas; and (3) be reimbursed for their consultants' fees.

MTACC seeks to enter into an agreement with 301/69 Owners Corp. that will grant it the access needed to perform construction and ensure a cooperative relationship with the Owner.

**ALTERNATIVES:**

The alternative is for the MTACC to contract directly for this work without the benefit of input by the building owners and their consultants. This is not recommended because the work cannot be reasonably accomplished without the input from the building owners.

**FUNDING IMPACT:**

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

**RECOMMENDATIONS:**

MTACC recommends that the Board approve entering into an agreement with 301/69 Street Owners Corp. to proceed with construction for alterations needed to accommodate the escalator entrance at 69<sup>th</sup> Street for the 72<sup>nd</sup> Street Station of the Second Avenue Subway for a not-to-exceed amount of \$368,000.

# Report

## PROCUREMENTS

The Procurement Agenda this month includes 4 actions for a proposed expenditure of \$11.0M.



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

<u>Procurements Requiring Two-Thirds Vote:</u>	<u># of Actions</u>	<u>\$ Amount</u>
Schedule B: Competitive Requests for Proposals (Solicitation of Purchase and Public Work Contracts)	1	\$ TBD M
<u>Schedules Requiring Majority Vote</u>		
Schedule G: Miscellaneous Service Contracts	1	\$ 3.8 M
SUBTOTAL	2	\$ 3.8 M

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

<u>Schedules Requiring Majority Vote</u>		
Schedule I: Modifications to Purchase and Public Works Contracts	1	\$ 1.9 M
SUBTOTAL	1	\$ 1.9 M

**MTA Bus Company proposes to award Competitive procurements in the following categories: NONE**

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

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

**MTA Bus Company proposes to award Ratifications in the following categories: NONE**

TOTAL	4	\$ 11.0 M
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**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 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.

**FEBRUARY 2014**

**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. <b>Prevost Car (US), Inc.</b><br><b>Sole Source - Three-year omnibus</b> | <b>\$5,300,000 (Est.)</b> | <b><u>Staff Summary Attached</u></b> |
| Purchase of inventory and non-inventory replacement bus parts.              |                           |                                      |

**FEBRUARY 2014**

**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.)

- |                                       |                              |                                      |
|---------------------------------------|------------------------------|--------------------------------------|
| <b>1. Contractor To Be Determined</b> | <b>Cost To Be Determined</b> | <b><u>Staff Summary Attached</u></b> |
| <b>Contract Term To Be Determined</b> |                              |                                      |
| <b>Contract# B-40660</b>              |                              |                                      |

Purchase of up to 256 low floor 60-foot articulated diesel buses with an option to purchase up to 275 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.)

- |   |                           |
|---|---------------------------|
| <b>2. Applied Adaptive Solutions Corp.</b>        | <b>\$3,826,600 (Est.)</b> |
| <b>Three bids/Low-bidder – Five-year contract</b> |                           |
| <b>Contract# 6737</b>                             |                           |

This competitively bid contract will provide preventive and remedial maintenance and installation of Halon Fire Extinguishing Systems (Halon Systems) in station fare booths, PBX locations, the Power Control Center and the Bus Radio Command Center. The Halon Systems are used in nearly 500 locations throughout NYC Transit to detect and quickly extinguish fire without leaving residue that could damage the assets being protected.

The Department of Subways, Electronic Maintenance Division requires continuous maintenance of the Halon Systems in various locations throughout the NYC Transit system. Over the course of the contract, the contractor will be responsible for Preventive Maintenance, which includes semi-annual inspection, leak detection, visual inspection, and cleaning of the flame detectors in all of the Halon Systems; Remedial Maintenance, which includes the refilling of any Halon cylinder after discharge, as well as the repair of other electrical/mechanical failures on an emergency basis; and Station Rehabilitation and Installation, which includes the installation, removal, and relocation of complete Halon Systems and Halon System components.

Following extensive outreach to the contracting community, three bids were received. Of the three bidders, the incumbent, Applied Adaptive Solutions Corp. (Applied) submitted a bid that was 18% lower than the next lowest bidder. Compared to the current contract, the new pricing reflects an annual escalation of less than 2% per year. Based upon effective competition, Procurement finds Applied's bid to be fair and reasonable.

**FEBRUARY 2014**

**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. **E.E. Cruz and Tully Construction**                      **\$1,855,875**                      *Staff Summary Attached*  
**Company, JV, LLC**  
**Contract # C-26010.20**

Modification to the contract for Station finishes for the Second Avenue Subway, 96<sup>th</sup> Street Station, for changes to the manufacturing and installation of the switch gear.

**Schedule A: Non-Competitive Purchases and Public Work Contracts**



Item Number: 1

<b>Vendor Name (&amp; Location)</b> Prevost Car (US), Inc. (Elgin, IL)
<b>Description</b> Purchase of non-inventory and inventory bus parts
<b>Contract Term (including Options, if any)</b> March 28, 2014 – March 27, 2017
<b>Option(s) included in Total Amount?</b> <input type="checkbox"/> Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> n/a
<b>Procurement Type</b> <input type="checkbox"/> Competitive <input checked="" type="checkbox"/> Non-competitive
<b>Solicitation Type</b> <input type="checkbox"/> RFP <input type="checkbox"/> Bid <input checked="" type="checkbox"/> Other: Omnibus Sole Source Approval

<b>Contract Number</b> NONE	<b>Renewal?</b> <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
<b>Total Amount:</b> NYC Transit: \$5,000,000 MTABC: \$300,000	\$5,300,000 (Est.)
<b>Funding Source</b> <input checked="" type="checkbox"/> Operating <input type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other:	
<b>Requesting Dept/Div &amp; Dept/Div Head Name:</b> Division of Materiel, Stephen M. Plochochi	

**Discussion:**

This is an omnibus approval request for items identified as obtainable only from Prevost Car (US), Inc. (Prevost) 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 has buses manufactured by Nova Bus (Nova) and Prevost; MTA Bus Company (MTABC) has buses manufactured by Nova. The parent company of Nova and Prevost, AB Volvo, decided to have Prevost sell all aftermarket parts for both companies. NYC Transit and MTABC are 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 4,452 items covered by this approval for the purchase of Nova and Prevost parts for NYC Transit Department of Buses (DOB) and MTABC buses. These items are identified as obtainable only from Prevost for the following reasons: not available from any distributors or other sources; publicly advertised within a twelve month period without an acceptable alternate supplier; or proprietary to Nova or Prevost. These items are advertised a minimum of once every twelve months to seek competition. A list of Nova and Prevost sole source items, as well as each agency's intention to buy items on the list without competitive bidding, are available for download from the NYC Transit website at any time by any prospective vendor. These sole source parts will be used by DOB and MTABC for normal maintenance and replenishment of inventory and non-inventory bus parts to be purchased on an as-required basis.

DOB and MTABC will utilize these sole source parts on approximately 1,447 buses (1,326 NYCT, 121 MTABC), which include Nova 40-foot diesel buses, Nova articulated diesel buses and Prevost Over-the-Road diesel buses. These 1,447 buses represent 25.3% of the entire 5,714 bus NYC Transit and MTABC bus fleets. The current omnibus approval for \$6,500,000 (\$6 million NYC Transit, \$500,000 MTABC) was approved by the Board in February 2011 and expires on March 27, 2014. There is a remaining balance of approximately \$2.5 million for NYC Transit and \$336,000 for MTABC on the current omnibus approval.

Procurement performed a price analysis on 31 sole source items for which 37 contracts were issued by NYC Transit during the term of the current omnibus approval, which exceed the \$15,000 threshold. The 31 items amount to a total of \$1,687,585 or 49.2% of the value of the contracts issued under the current omnibus approval. A comparative price analysis of these 31 items revealed an annual weighted average price increase of approximately 2.92% over the past three years. However, there is one particular item that impacted the overall price increase due to an administrative error in pricing by Prevost for which the price on the earlier contract to NYC Transit, on which the comparison is based, was lower than Prevost's actual cost. Prevost honored the erroneous low price for the remainder of the contract and corrected its price on the ensuing contract. If this item is excluded from the analysis, the annual weighted average price increase is 1.62%. A review of the Producer Price Indices of similar items within the last three years indicates an annual weighted average price increase of 1.92%.

Based on the current expenditures as well as projections for 2014 through 2017, it is anticipated that DOB and MTABC will require approximately \$5,300,000 for sole source items from Prevost during the term of this omnibus approval request. Procurement believes that the amount requested on this omnibus approval is sufficient to procure all sole source materials from Prevost for the next three year period. Procurement and DOB will continue to research alternate sources of supply wherever possible.

Under this omnibus approval, pricing for any procurement is established by requesting a quotation for each item from Prevost on an as-required basis. Each item purchased under this omnibus approval will be subject to a cost and/or price analysis and determination that the negotiated price is found to be fair and reasonable.

# Staff Summary

Item Number <b>1</b>					
Division & Division Head Name: VP Materiel, Stephen M. Plochochi					
<b>Board Reviews</b>					
Order	To	Date	Approval	Info	Other
<b>Internal Approvals</b>					
Order	Approval	Order	Approval		
1	Materiel	5 <sup>MTC</sup> for RB	Executive VP		
2 X	Law	6	President		
3 X	SVP Buses				
4 X	Budget				

<b>SUMMARY INFORMATION</b>	
Vendor Name RFP Authorizing Resolution	Contract Number B-40660
Description Purchase of up to 256 low floor 60-foot articulated diesel buses with an option to purchase up to 275 additional buses.	
Total Amount Cost To Be Determined	
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:**

To request that the Board determine that competitive bidding is impractical or inappropriate for the procurement of up to 256 low floor 60-foot articulated diesel buses for NYC Transit with an option to purchase up to an additional 275 buses, and that it is in the public interest to issue a competitive Request for Proposals (RFP) pursuant to subdivision 9(g) of §1209 of the Public Authorities Law.

**DISCUSSION:**

Subdivision 9(g) of §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 256 low floor 60-foot articulated diesel buses. These articulated diesel buses will be purchased to replace aging high floor 60-foot diesel buses that have reached the end of their 12-year useful life.

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. Upon completion of the RFP process, NYC Transit will obtain Board approval for the actual contract award.

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 reliability and 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 proposers are commercially reasonable and the proposers' Best and Final Offers (BAFOs) are deemed to be within a reasonable 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.

## Staff Summary

With respect to the option, if there is a split award on the base, it is anticipated that award of the option will be based upon obtaining proposals on a competitive basis from both awardees in the form of a "run-off" at the time the option is to be exercised, thus ensuring the best value for both the base and the option buses. In the event another bus manufacturer is deemed qualified before the "run-off," no option will be exercised and a new RFP will be conducted. Board approval will be sought for the award of the option(s).

### **ALTERNATIVE:**

Issue an Invitation to Bid. Not recommended given the complexity of this procurement and the advantages offered by the RFP process.

### **IMPACT ON FUNDING:**

This procurement is funded under SF02-6976, as part of the approved 2010-2014 Capital Program. It is anticipated that this project will be 100% MTA funded. The option will be proposed as part of the future 2015-2019 Capital Program.

### **RECOMMENDATION:**

It is recommended that the Board determine that competitive bidding is impractical or inappropriate for the procurement of up to 256 low floor 60-foot articulated diesel buses for NYC Transit with an option to purchase up to an additional 275 buses, and that it is in the public interest to issue a competitive RFP pursuant to subdivision 9(g) of §1209 of the Public Authorities Law.

**Schedule I: Modifications to Purchase and Public Work Contracts**



Item Number: 1

<b>Vendor Name (&amp; Location)</b> E.E. Cruz and Tully Construction Company, JV, LLC (New York, NY)	
<b>Description</b> Second Avenue Subway Route – 96 <sup>th</sup> Street Station Finishes	
<b>Contract Term (including Options, if any)</b> June 22, 2012 – December 21, 2015	
<b>Option(s) included in Total Amount?</b> <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> n/a	
<b>Procurement Type</b> <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive	
<b>Solicitation Type</b> <input type="checkbox"/> RFP <input type="checkbox"/> Bid <input checked="" type="checkbox"/> Other: Modification	
<b>Funding Source</b> <input type="checkbox"/> Operating <input checked="" type="checkbox"/> Capital <input checked="" type="checkbox"/> Federal <input type="checkbox"/> Other:	
<b>Requesting Dept/Div &amp; Dept/Div Head Name:</b> MTA Capital Construction, Dr. Michael Horodniceanu	

Contract Number	AWO/Modification #
C-26010	20
<b>Original Amount:</b>	\$ 324,800,000
<b>Prior Modifications:</b>	\$ 4,957,630
<b>Prior Budgetary Increases:</b>	\$ 0
<b>Current Amount:</b>	\$ 329,557,630
<b>This Request:</b>	\$ 1,855,875
<b>% of This Request to Current Amount:</b>	0.6%
<b>% of Modifications (including This Request) to Original Amount:</b>	2.0%

**Discussion:**

This modification is for changes to the manufacturing and installation of the medium voltage switchgear related to facility power. The switchgear is a combination of electrical disconnect switches and circuit breakers used to control, protect and isolate electrical equipment. The switchgear is used to safely de-energize the electrical equipment when necessary.

This contract is for station finishes for the Second Avenue Subway – 96<sup>th</sup> Street Station Finishes. The work to be performed under this contract includes: the rehabilitation and retro-fit of the existing 99<sup>th</sup> – 105<sup>th</sup> Street Tunnel; construction of invert slab and benches in the newly constructed 87<sup>th</sup> – 92<sup>nd</sup> Street Tunnels and in the northern section of the 97<sup>th</sup> – 99<sup>th</sup> Street Tunnel; waterproofing; installation of mechanical systems, including HVAC, electrical medium voltage and 120V systems; plumbing; supply and installation of elevators and escalators in the station and entrances; construction of the station platform, mezzanine levels, ancillaries and entrances; construction of interior walls and rooms; installation of architectural finishes; restoration of the surface of Second Avenue and adjacent streets; removal of the temporary road deck installed in previous contracts; and maintenance of the station until contract completion.

The contract requires Con Edison service for facility power at the 96<sup>th</sup> Street Station associated with two facility power substations that will provide power for lighting, tunnel ventilation fans, escalators, elevators, communication rooms, HVAC and plumbing systems. The contract includes a performance-based design which is based on requirements from Con Edison’s specifications for providing High Tension Service and, accordingly, the designs for facility power used for bidding purposes were developed based on coordination meetings with Con Edison.

After this Contract was out for bid, however, MTACC received specific comments from Con Edison related to the facility power design for the No. 7 Line Extension Project, which has a similar system. Although some of those comments were added to the bid package for this contract by addendum, the more significant comments could not be included without jeopardizing the contract award date. Accordingly, the more significant comments/changes which were not able to be incorporated into the bid package form the basis for this modification with the primary change being the requirement for the mimic panel in the north and south switchgear rooms to be able to remotely operate all of the functions in the other room. This change results in significant amounts of additional conduit and cable on this contract.

Additional changes resulting from Con Edison’s review of the post-award submission, specific to this contract, will be addressed in a subsequent modification that may require Board approval. Modifications associated with the facility power design at the 86<sup>th</sup> and 72<sup>nd</sup> Street Stations will also be required under those contracts, but to a lesser extent as those contracts benefited from lessons-learned from the No. 7 Project and this contract.

The changes addressed in this modification include: in addition to the changes to the mimic panel mentioned above; revision of a detailed interlocking for the main circuit breakers for both substations; modifying the circuit breakers for tripping requirements; revising the diagrams of primary service feeders; changing the 480V system and circuit breakers for electrical operation; modifying the 125V DC control power including conduits and cables; various revisions to other equipment and devices including breakers, relays, circuits, panels, battery chargers, transfer switches and disconnects. The aggregate schedule impact of this modification and others related to Con Edison service is still under review and will be addressed in a subsequent modification. The contractor submitted a cost proposal in the net amount of \$2,273,375; MTACC’s estimate was \$1,703,749. Negotiations resulted in the agreed upon net lump sum price of \$1,855,875, which is considered fair and reasonable. Savings of \$417,500 were achieved.



**Metro-North Railroad**

**Procurements  
February 2014**

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

**Department** Procurement and Material Management

**Department Head Name** Anthony J. Bombace, Jr.

**Department Head Signature** *[Signature]*

**Project Manager Name**

**Date** February 6, 2014

**Vendor Name** Various

**Contract Number** Various

**Contract Manager Name** Various

**Table of Contents Ref #**

Board Action					
Order	To	Date	Approval	Info	Other
1	MNR Comm Mtg	2-24-14	x		
2	MTA Board Mtg	2-26-14	x		

Internal Approvals			
	Approval		Approval
x	President	x	General Counsel
x	Sr. VP Operations		Capital Programs
x	Sr. VP Administration		VP Planning
x	VP Finance & IT	x	Chief of Staff

Internal Approvals (cont.)							
Order	Approval	Order	Approval	Order	Approval	Order	Approval
	Press		Government Relations		Labor Relations		Other
			Safety		Human Resources		

**PURPOSE:**

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

**DISCUSSION:**

**MNR proposes to award non-competitive procurements in the following categories:**

	<u># of Actions</u>	<u>\$ Amount</u>
<u>Schedules Requiring Two-Thirds Vote (or more, where noted)</u>	NONE	
<u>Schedules Requiring Majority Vote</u>		
Schedule E: Miscellaneous Procurement Contracts	1	\$375,705
• Axion Technologies (USA) Ltd. \$375,705		
<b>SUB TOTAL:</b>	1	\$375,705

**MNR proposes to award competitive procurements in the following categories:**

	<u># of Actions</u>	<u>\$ Amount</u>
<u>Schedules Requiring Two-Thirds Vote (or more, where noted)</u>	NONE	
<u>Schedules Requiring Majority Vote</u>	NONE	

SUB TOTAL:

**MNR presents the following procurement actions for Ratification:**

<u>Schedules Requiring Two-Thirds Vote (or more, where noted)</u>	NONE	
<u>Schedules Requiring Majority Vote</u>		
Schedule K: Ratification of Completed Procurement Actions	3	\$590,000
• Ballast Tool Equipment Company		\$95,000
• East Coast Railroad Services		\$100,000
• Stewart & Stevenson Power, Inc.		\$395,000

SUB TOTAL:                    3                    \$590,000

TOTAL:                            4                    \$965,705

The contractors noted above and on the following Staff Summary Sheets have been found in all respects responsive and responsible, and are in compliance with State laws and regulations concerning procurements.

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

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

## METROPOLITAN TRANSPORTATION AUTHORITY

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

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

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

NOW, 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.

**FEBRUARY 2014**

**METRO-NORTH RAILROAD**

**LIST OF NON-COMPETITIVE PROCUREMENTS FOR BOARD APPROVAL**

**Schedules Requiring Majority Vote:**

**E. Miscellaneous Procurement Contracts**

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

1. **Axion Technologies (USA) Ltd.      \$375,705 (not-to-exceed)      Staff Summary Attached**  
**On-Board Public Address Controller Head Equipment**

Approval is requested for a non-competitive, negotiated one-time purchase of On-Board Communication Public Address Controller Head equipment for the Metro-North Railroad (MNR) Coach Cars. The current On-Board Public Address Controller Heads on the MNR Coach Cars were initially installed in the 1980's, have exceeded their useful life and are in need of replacement.

Axion Technologies (USA) Ltd. is the Original Equipment Manufacturer (OEM) and the sole authorized supplier for this on-board public address communication control head equipment.

MNR Procurement negotiated a 2% reduction from the initially proposed unit prices of the equipment by Axion and the pricing is deemed to be fair and reasonable. All parts are required to be delivered prior to April 2014 to meet MNR's operational needs. The total not-to-exceed amount for this purchase is \$375,705 and it is to be funded by the MNR Operating Budget.

**Schedule E: Miscellaneous Procurement Contracts**



Item Number: E

<b>Vendor Name (&amp; Location)</b> Axion Technologies (USA) Ltd.
<b>Description Equipment</b> Purchase of On-Board Communication Public Address Controller Heads
<b>Contract Term (including Options, if any)</b> Immediate Purchase (ARO)
<b>Option(s) included in Total Amount?</b> <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
<b>Procurement Type</b> <input type="checkbox"/> Competitive <input checked="" type="checkbox"/> Non-competitive/Sole Source
<b>Solicitation Type</b> <input type="checkbox"/> RFP <input type="checkbox"/> Bid <input checked="" type="checkbox"/> Other:

<b>Contract Number</b> 9158-A	<b>AWO/Modification #</b>
<b>Renewal?</b>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
<b>Total Amount:</b>	\$ 375,705 (not-to-exceed)
<b>Funding Source</b> <input checked="" type="checkbox"/> Operating <input type="checkbox"/> Capital <input type="checkbox"/> Federal <input type="checkbox"/> Other:	
<b>Requesting Dept/Div. Dept/Div Head Name:</b> Procurement & Material Management, Anthony J. Bombace, Jr.	

**Discussion:**

Approval is requested for a sole source, negotiated one-time purchase of On-Board Communication Public Address Controller Head equipment for the Metro-North Railroad (MNR) Coach Cars. The current On-Board Public Address Controller Heads on the MNR Coach Cars were initially installed in the 1980's, have exceeded their useful life and are in need of replacement.

Axion Technologies (USA) Ltd. is the Original Equipment Manufacturer (OEM) and the sole authorized supplier for this on-board public address communication control head equipment.

In accordance with the MTA-All Agency Procurement Guidelines, a sole source advertisement was placed in the New York State Contract Reporter, The Daily Challenge, The New York Post and on the MNR website in October 2013. MNR has complied with PAL 1265-a (3) (advertisement for alternate suppliers) and with MTA All-Agency Procurement Guidelines for the purchase of sole source items. This one-time purchase will apply to inventory items identified as obtained only from the OEM vendor (Axion) for the following reasons: a) sole pre-qualified items on the Qualified Products list, and not available from any distributor or other source; b) is proprietary to the OEM vendor.

MNR Procurement negotiated a 2% reduction from the initially proposed unit prices of the equipment by Axion and the pricing is deemed to be fair and reasonable. All parts are required to be delivered prior to April 2014 to meet MNR's operational needs. The total not-to-exceed amount for this purchase is \$375,705 and it is to be funded by the MNR Operating Budget.

FEBRUARY 2014

METRO-NORTH RAILROAD

LIST OF COMPETITIVE PROCUREMENTS FOR BOARD APPROVAL

NONE

FEBRUARY 2014

METRO-NORTH RAILROAD

LIST OF RATIFICATIONS FOR BOARD APPROVAL

Schedules Requiring Majority Vote:

**K. Ratification of Completed Procurement Actions**

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

As part of the continuing right-of-way improvement program on Metro-North Railroad territory which began in July 2013 and in response to the Spuyten Duyvil derailment in December 2013, MNR has expedited various procurement actions in order to implement track and drainage improvements, tie replacement, fencing repairs and general cleanup as well as the rebuilding of 800 ft. of track at the derailment site. Expedited procurement actions were initiated in order to provide for the prompt and efficient operation of MNR services including recovery of services due to the derailment.

In these two procurement actions, the MNR Procurement Department sought competitive quotes/bids whenever possible, and in cases where contractors had contracts in-place with MNR and equipment readily available to respond to immediate requirements, MNR executed agreements to enable work to begin as soon as possible. Rates and costs were reviewed in accordance with those agreements already in place, and deemed fair and reasonable for the level of equipment and/or services provided. The actions were performed in accordance with PAL 1265-a (4a) and in conjunction with the MTA All-Agency Procurement Guidelines Art III-A. Ratification is requested for the following procurement actions needed to continue right-of-way improvements and to restore service.

**1a) Ballast Tools Equipment Company \$95,000 (not-to-exceed)**

**Lease of Hi-Rail Backhoe**

MNR expedited the lease of a hi-rail backhoe with various attachments (i.e. - under cutter, tamper, tie-head, cribbing bucket and ditching bucket) needed to assist in-house M of W maintenance forces in performing track and drainage improvements and tie replacement to address subterranean deterioration. MNR did not have the specialized hi-rail equipment needed for this undertaking, and after an outreach to various suppliers of rail equipment, Ballast Tools Equipment Company (BTE) was the only supplier who had the equipment readily available for MNR use. The lease of the unit is for nine months to support the right-of-way improvement project.

**1b) East Coast Railroad Services \$100,000 (not to exceed)**

**Removal and Disposal of Concrete Ties**

MNR solicited quotes (2 received) and contracted with East Coast Railroad Services (ECRS) for the removal and disposal of concrete ties which were damaged as a result of the on-going right-of-way improvements as well as the Spuyten Duyvil derailment. ECRS responded with the lower of the two quotes received. Further, ECRS is presently under contract to remove wood ties for MNR and had the equipment available to remove the concrete ties needing disposal.

2. **Stewart & Stevenson Power, Inc.**

**\$395,000 (not-to-exceed)**

**Purchase of MTU Diesel Engine for MNR BL-20 Locomotive**

Emergency purchase and delivery of a Main Diesel Engine for a BL-20 Locomotive. MNR's BL-20 Locomotive #129 is currently out-of-service due to a main engine failure. This was the result of collateral damage sustained from a connecting rod separating from the engine cylinder which blew out of the side of the engine, thereby fracturing the engine block. The immediate replacement of the Diesel Engine is essential to returning the locomotive back to service.

A market review disclosed only one appropriately engineered approved source--Stewart & Stevenson Power, which had previously purchased the unit from MTU Detroit Diesel, the Original Equipment Manufacturer (OEM). No alternate supplier is available to directly replace the engine. This component is required to be compatible to the existing main power components and engine control software currently on the BL-20 Locomotive Fleet.

The cost to be paid for this emergency replacement is deemed to be fair and reasonable. The total not-to-exceed for this replacement MTU Diesel Engine is \$395,000 and is to be funded by the MNR operating budget.

**LONG ISLAND COMMITTEE**

**PROCUREMENTS**

**FOR**

**BOARD ACTION**

**February 24, 2014**

## **LONG ISLAND RAIL ROAD**

No Procurements for February 24, 2014 meeting

**LONG ISLAND COMMITTEE  
BOARD PROCUREMENT PACKAGE**

**February 2014**

# Staff Summary



<b>Subject</b> Request for Authorization to Award Various Procurements					
<b>Department</b> Law and Procurement					
<b>Department Head Name</b> Evan M. Eisland					
<b>Department Head Signature</b>					
<b>Project Manager Name</b> David K. Cannon					
Board Action					
Order	To	Date	Approval	Info	Other
1	Long Island Committee	2/24/14	X		
2	Board	2/26/14	X		

<b>Date:</b> February 6, 2014			
<b>Vendor Name</b> Various			
<b>Contract Number</b> Various			
<b>Contract Manager Name</b> Various			
<b>Table of Contents Ref #</b>			
Internal Approvals			
	Approval		Approval
5	President 	3	Chief Financial Officer 
4	Executive Vice President 	2	Vice President, Project Controls Chief Procurement Officer 

**PURPOSE**

To obtain approval of the Board to adopt a resolution/declaration, award a modification and to inform the Long Island Committee of these procurement actions.

**DISCUSSION**

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

**Schedules Requiring Two-Thirds Vote:**

Schedule B Competitive Request For Proposals (Solicitation of Purc & Pub Wrk Contracts)	<u># of Actions</u>	<u>\$ Amount</u>
	1	\$ TBD
SUBTOTAL	1	\$ TBD

**Schedules Requiring Majority vote:**

Schedule I Modifications to Purchase and Public Work Contracts	<u># of Actions</u>	<u>\$ Amount</u>
	1	\$ 2,100,000
SUBTOTAL	1	\$ 2,100,000

TOTAL 2 \$ 2,100,000

**Competitive Bidding Requirements**

The procurement action in Schedule B is subject to the competitive bidding requirements of PAL 1265-a relating to contracts for the purchase of goods or public work. The Procurement action in the remaining Schedule is not subject to these requirements

**Budget Impact:**

The approval of the modification will obligate MTA Capital Construction capital funds in the respective amount listed. Funds are available in the current capital budget for this purpose.

**Recommendation:**

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

**MTA Capital Construction Company**  
**BOARD RESOLUTION**

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

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

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

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

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

February 2014

**LIST OF COMPETITIVE PROCUREMENTS FOR BOARD APPROVAL**

**Procurements Requiring Two-Thirds Vote:**

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

- |    |   |                              |                                      |
|----|---|------------------------------|--------------------------------------|
| 1. | <b>Contractor To Be Determined<br/>Contract Term To Be Determined<br/>Contract CM014B</b> | <b>Cost To Be Determined</b> | <b><u>Staff Summary Attached</u></b> |
|----|---|------------------------------|--------------------------------------|

Pursuant to Subdivision 4(f) of section 1265-a of the Public Authorities Law, and Article IIIA (6) of the All Agency Procurement Guidelines, MTACC requests that the Board adopt a resolution declaring competitive bidding is impractical or inappropriate and it is in the public interest to issue a competitive Request for Proposal ("RFP") to solicit Contract CM014B, GCT Concourse and Facilities Fit-Out of the East Side Access Project.

**Procurements Requiring Majority Vote**

**Schedule I. Modifications To Purchase and Public Work Contracts  
(Staff Summaries required for individual change orders greater than \$750K. Approval without Staff Summary required for change orders greater than 15% of the adjusted contract amount which are also at least \$250K)**

- |    |   |                    |                                      |
|----|---|--------------------|--------------------------------------|
| 2. | <b>Tutor Perini Corporation<br/>Contract No. CH053<br/>Modification No. 115</b> | <b>\$2,100,000</b> | <b><u>Staff Summary Attached</u></b> |
|----|---|--------------------|--------------------------------------|

Pursuant to Article IX of the MTA All-Agency Procurement Guidelines, MTACC seeks Board approval to modify the Contract for reconfiguration of manholes associated with traction power.

**Schedule B: Competitive Requests for Proposals  
Staff Summary**



<b>Item Number:1</b>					
<b>Dept &amp; Dept Head Name:</b> Law & Procurement, E. Eisland					
<b>Division &amp; Division Head Name:</b> Procurement, D. Cannon					
<b>Board Reviews</b>					
Order	To	Date	Approval	Info	Other
1	LI Committee	2/24/13	X		
2	Board	2/26/13	X		
<b>Internal Approvals</b>					
	<b>Approval</b>		<b>Approval</b>		
2	Executive Vice President		3	President	
1	Sr. VP & Program Executive, ESA				

<b>SUMMARY INFORMATION</b>	
<b>Vendor Name</b> RFP Authorizing Resolution	<b>Contract Number</b> CM014B
<b>Description</b> GCT Concourse and Facilities Fit-Out for the ESA Project	
<b>Total Amount</b> N/A	
<b>Contract Term (including Options, if any)</b> To Be Determined	
<b>Option(s) included in Total Amount?</b> <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
<b>Renewal?</b> <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
<b>Procurement Type</b> <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive	
<b>Solicitation Type</b> <input checked="" type="checkbox"/> RFP <input type="checkbox"/> Bid <input type="checkbox"/> Other:	
<b>Funding Source</b> <input type="checkbox"/> Operating <input checked="" type="checkbox"/> Capital <input checked="" type="checkbox"/> Federal <input type="checkbox"/> Other:	

**I. PURPOSE/RECOMMENDATION**

To request and recommend that the Board adopt a resolution declaring that competitive bidding is impractical or inappropriate and that, pursuant to Subdivision 4(f) of Section 1265-a of the Public Authorities Law and Article IIIA (6) of the All Agency Procurement Guidelines, it is in the public interest to issue a competitive Request for Proposal ("RFP") for the contract for the GCT Concourse and Facilities Fit-Out of the East Side Access Project.

**II. DISCUSSION**

The work on this Contract covers the construction of the new LIRR Grand Central Terminal (GCT) Concourse facility. Work elements include foundations, utilities, CMU walls, structural steel framing, mechanical, electrical, plumbing, fire protection, and architectural finishes. This contract also provides for the fit-out of the 44<sup>th</sup> Street Ventilation Facility and the 50<sup>th</sup> Street Ventilation Facility.

Based upon experience with previous related contracts and comments received from potential proposers that attended an outreach meeting for this Contract in November 2013, MTACC has determined that access to the work site and coordination with adjacent contractors, among other items, present potential risks that could translate into higher contingency reflected in bid prices. The access and coordination required by each contractor to facilitate the best price for the work, however, depends on each contractor's planned sequence of performance, technical approaches to the work and other anticipated means and methods. Procurement through the RFP process will allow the MTA to receive means and methods proposals from contractors and afford the MTA the opportunity to work through access, coordination and other perceived risks with each contractor in an effort to achieve the lowest price possible for the work. The RFP process will also permit MTACC to evaluate the relative benefits of alternative technical proposals and weigh alternatives that are in the best interest of the MTA.

The RFP process will require the interested firms to submit a technical proposal, which will include their technical approach, qualifications, experience and schedule. The technical proposals will be evaluated against MTACC's established criteria and negotiations on technical and commercial issues will be held with those firms considered to be in a competitive range. Upon completion of the negotiations, those firms within a competitive range will have their cost proposals opened. After negotiations, award will be made to the responsible firm whose best and final offer provides the best value to the MTA.

The RFP process will require the interested firms to submit a technical proposal, which will include their technical approach, qualifications, experience and schedule. The technical proposals will be evaluated against MTACC's established criteria and negotiations on technical and commercial issues will be held with those firms considered to be in a competitive range. Upon completion of the negotiations, those firms within a competitive range will have their cost proposals opened. After negotiations, award will be made to the responsible firm whose best and final offer provides the best value to the MTA.

**III. D/M/WBE**

The MTA's Department of Diversity and Civil Rights anticipates establishing a 17% DBE goal on this contract.

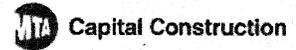
**IV. IMPACT ON FUNDING**

Funding for this Contract will be from the Capital Program.

**V. ALTERNATIVES**

The use of a sealed bid process in which factors other than cost cannot be considered is not recommended as it does not provide a means to evaluate different technical matters or to consider or negotiate alternative proposals to achieve the overall best value to the MTA.

Schedule I: Modifications to Purchase and Public Work Contracts



Item Number 2

<b>Vendor Name (&amp; Location)</b> Tutor Perini Corporation (Peekskill, New York)	<b>Contract Number</b> CH053	<b>AWO/Modification #</b> Mod 115
<b>Description</b> Construct Harold Structures Part I for the ESA Project	<b>Original Amount:</b>	\$ 139,280,000
<b>Contract Term (including Options, if any)</b> 42 Months	<b>Prior Modifications:</b>	\$ 97,376,958
<b>Option(s) included in Total Amount?</b> <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> N/A	<b>Prior Budgetary Increases:</b>	0
<b>Procurement Type</b> <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive	<b>Current Amount:</b>	\$ 236,656,958
<b>Solicitation Type</b> <input type="checkbox"/> RFP <input checked="" type="checkbox"/> Bid <input checked="" type="checkbox"/> Other: Modification	<b>This Request</b>	\$ 2,100,000
<b>Funding Source</b> <input type="checkbox"/> Operating <input checked="" type="checkbox"/> Capital <input checked="" type="checkbox"/> Federal <input type="checkbox"/> Other:	<b>% of This Request to Current Amount:</b>	.88%
<b>Requesting Dept/Div. &amp; Dept/Div. Head Name:</b> East Side Access, A. Paskoff, P.E. <i>[Signature]</i>	<b>% of Modifications (including This Request) to Original Amount:</b>	71%

**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 to modify the CH053 Contract reconfiguration of manholes associated with traction power.

The CH053 contract includes the procurement and installation of traction power utilities (power cables and returns) from the new G02 Substation to supply third rail power for LIRR tracks. Some of the cables were designed to feed power to the Three Tunnel Emergency Exits in the Track A Approach Structure, but these exits were deleted from the CQ031 Contract (a value engineering change which has provided savings in excess of \$46M). Consequently, the design of a manhole and conduits related to the Three Tunnel Emergency Exits were reconfigured because fewer cables were required. In addition, due to unforeseen field conditions of existing utilities, revisions were made to accommodate space constraints: three (3) caisson manholes were deleted, the dimensions of several manholes were revised, and the riser heights of three manholes were increased. In addition, five manholes require liner plates for support of excavation, and the existing Amtrak 12kV ductbank and a LIRR utility trough require specialized support (protection of the utilities in a wooden box and being hung from beams) during the installation of the manholes. This modification incorporates these changes into Contract CH053.

The Contractor submitted a cost proposal of \$2,332,844 while the MTACC estimate was \$2,042,249. Negotiations were held, and the parties agreed to \$2,100,000, which is considered fair and reasonable. Approximately 75% of the negotiated value (\$1,500,000) was the result of the unforeseen field conditions and the remaining 25% is due to the value engineering revisions (\$600,000). Time impact, if any, and any impact cost associated with this modification will be addressed as part of a Time Impact Analysis that is currently being performed for this Contract.



# **Bridges and Tunnels**

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## **Procurements February 2014**

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# Staff Summary



<b>Subject:</b> Request for Authorization to Award Various Procurements
<b>Department:</b> Procurement
<b>Department Head Name:</b> M. Margaret Terry <i>mmt</i>
<b>Department Head Signature:</b>
<b>Project Manager Name:</b> Various

<b>Date:</b> January 30, 2014
<b>Vendor Name:</b>
<b>Contract Number:</b>
<b>Contract Manager Name:</b>
<b>Table of Contents Ref #:</b>

Board Action					
Order	To	Date	Approval	Info	Other
1	President	2/6/14	<i>[Signature]</i>		
2	MTA B&T Committee	2/24/14			
3	MTA Board	2/26/14			

Internal Approvals			
Order	Approval	Order	Approval
	President		VP Operations
<i>[Signature]</i>	Executive Vice President		VP & Chief Engineer
	SVP & General Counsel		Chief Procurement Officer
	VP Administration		

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 C	Competitive Requests for Proposals (Award of Purchase and Public Work Contracts)	1	\$11.432M
Schedule F	Personal Service Contracts	1	\$ 1.481M
TOTAL		2	\$12.913M

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

**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**  
**FEBRUARY 2014**

**MTA BRIDGES & TUNNELS**

***Procurements Requiring Two-Thirds Vote:***

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

1. **Mass. Electric Construction Co.**                      **\$11,432,000.00**                      ***Staff Summary Attached***  
**Contract No. VN-87**  
2 yr. 3 mo. contract – Competitive RFP – 3 Proposals  
Provide Design/Build Services for a New 5kV Electrical Switchgear Substation at  
the Verrazano-Narrows Bridge.

**F: Personal Service Contracts**

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

2. **HNTB New York Engineering &**                      **\$1,481,494.00**                      ***Staff Summary Attached***  
**Architecture, P.C.**  
**Contract No. PSC-13-2945**  
3 yr. contract – Competitive RFP – 4 Proposals  
Provide Consultant Services for Developing Specifications for a New York E-ZPass  
Customer Service Center.

# Staff Summary

Item Number 1 (Final)					
Dept & Dept Head Name: Engineering and Construction, Joe Keane, P.E. <i>Joe Keane</i>					
Division & Division Head Name: Engineering and Construction, Aris Stathopoulos, P.E. <i>Aris Stathopoulos</i>					
Board Reviews					
Order	To	Date	Approval	Info	Other
1	President	2/6/14			
2	MTA B&T Committee	2/24/14			
3	MTA Board	2/26/14			
Internal Approvals					
Order	Approval	Order	Approval		
1	Chief Financial Officer <i>DS</i>	4	Executive Vice President <i>[Signature]</i>		
2	General Counsel <i>MMT</i>	5	President <i>[Signature]</i>		
3	Chief Procurement Officer <i>GJK</i>				

SUMMARY INFORMATION	
Vendor Name Mass. Electric Construction Co.	Contract Number VN-87
Description: Design/Build Services for a New 5kV Electrical Switchgear Substation at the Verrazano Narrows Bridge	
Total Amount \$11,432,000	
Contract Term (including Options, if any) Two years, three 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 Procurement Guidelines to award a public work contract for Design/Build Services for a New 5kV Electrical Switchgear Substation at the Verrazano Narrows Bridge (VNB) to Mass. Electric Construction Co. (Mass) for a period of two years, three months at a cost of \$11,432,000.

**II. DISCUSSION**

In November 2012, the Board authorized B&T to enter into a competitive Request for Proposal (RFP) process for design/build services for the construction of a new electrical substation at the VNB. The scope of work includes but is not limited to providing all labor, materials and equipment necessary to design and construct a new medium voltage substation and to supply a new emergency generator and relocate the electrical feeder connections to the new substation and generator.

The service requirements were publicly advertised; eight firms submitted qualification information. Four firms were chosen to receive the RFP based on a review of those qualifications and three firms submitted proposals: Mass, Welsbach Electric Corp (WEC) and T. Moriarty & Sons, Inc. (TMS). The proposals were evaluated against established criteria set forth in the RFP, including cost, proposed schedule, project design and understanding and constructability, record of performance for proposed contractor and designer, demonstrated plan to meet M/WBE goal requirements and qualifications of the firm and proposed personnel. Based on the selection criteria, the selection committee requested oral presentations from Mass and WEC.

(rev. 4/07/10)

## Staff Summary

After oral presentations, the committee selected Mass on the basis that its proposal included: (i) the lowest cost, (ii) an aggressive schedule, including a plan for achieving the necessary Con Edison approvals in an expedited manner, (iii) a cohesive team that was well versed in the project details; (iv) a well-developed preliminary design; and (v) a proposed M/WBE plan that included some contingencies to ensure that it would meet the M/WBE requirements. The committee found WEC's proposal was acceptable, but at a higher cost and their proposal did not include the same level of detail as compared with Mass.

Mass submitted a proposal of \$10,932,000. The Engineer's estimate is \$12,900,000. The Contract includes an allowance for a number of known risk factors (i.e., unknown underground utilities, power management upgrade, unknown hazardous materials, etc.) that cannot reasonably be priced prior to design. However, during proposal review, a number of additional risk factors became apparent, which include: (i) changes to the foundation based on the condition of the soil, (ii) an enhanced fire suppression system, and (iii) increasing the size of the generator's outdoor tank. B&T believes that adding \$500,000 to the allowance to handle these items provides the best flexibility and value. Negotiations were conducted and the parties agreed that the original proposal plus changes Mass made to its technical proposal prior to oral presentations at no additional costs are considered fair and reasonable. After increasing the allowance by \$500,000, the final negotiated amount of \$11,432,000 is still significantly lower than other proposals, is 11% under the Engineer's estimate and is considered fair and reasonable. Mass disclosed information that was considered Significant Adverse Information within the meaning of the All-Agency Responsibility Guidelines. TBTA reviewed such information and after due consideration thereof, determined that Mass should be deemed a responsible bidder, a recommendation with which the Chairman has concurred.

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

The MTA DDCR has established goals of 10% MBE and 10% WBE for the referenced contract. This contract will not be awarded without approval of MTA DDCR. Mass Electric Construction Co. has achieved its previous MWDBE goals on previous MTA contracts.

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

Funding is available under Project VN-87 in the 2010-14 Capital Budget.

### **V. ALTERNATIVES**

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

# Staff Summary

Item Number 2 (Final)					
Dept & Dept Head Name: Chief Financial Officer, Donald Spero <i>DS</i>					
Division & Division Head Name: Revenue Management, Angelo Cerbone <i>C</i>					
<b>Board Reviews</b>					
Order	To	Date	Approva	Info	Other
1	President	2/6/14			
2	MTA B&T Committee	2/24/14			
3	MTA Board	2/26/14			
<b>Internal Approvals</b>					
Order	Approval	Order	Approval		
1	Chief Financial Officer <i>DS</i>	4	Executive Vice President <i>[Signature]</i>		
2	SVP & General Counsel <i>MMT</i>	5	President <i>[Signature]</i>		
3	Chief Procurement Officer <i>AWK</i>				

<b>SUMMARY INFORMATION</b>	
Vendor Name HNTB New York Engineering and Architecture	Contract Number PSC-13-2945
Description Consultant Services for Developing Specifications for a New York E-ZPass Customer Service Center	
Total Amount \$1,481,494.00	
Contract Term (including Options, if any) Three years	
Option(s) included in Total Amount? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
Renewal? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
Procurement Type <input checked="" type="checkbox"/> Competitive <input type="checkbox"/> Non-competitive	
Solicitation Type <input checked="" type="checkbox"/> RFP <input type="checkbox"/> Bid <input type="checkbox"/> Other:	
Funding Source <input checked="" type="checkbox"/> Operating <input 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 contract, Contract PSC-13-2945, for Consultant Services for Developing Specifications for a New York E-ZPass Customer Service Center to HNTB New York Engineering and Architecture (HNTB) in the negotiated amount of \$1,481,494 over a period of three years.

**II. DISCUSSION**

The E-ZPass New York Customer Service Center (NYCSC) is a full service operation that provides transaction and payment processing for users of the electronic toll collection systems at MTA Bridges & Tunnels (B&T), Port Authority of New York and New Jersey (PANYNJ), New York State Thruway Authority (NYSTA), New York State Bridge Authority (NYSBA) and the Peace Bridge Authority (PB) (the "Tolling Agencies"). Since the current E-ZPass contract with Xerox Corporation expires in September 2017 the Tolling Agencies require the services of a consultant to procure a new E-ZPass NYCSC. The consultant will provide expert support and guidance in planning, designing and developing a scope of work so that B&T, on behalf of itself and the other agencies, can issue a new joint solicitation.

The service requirements were publicly advertised; eight firms requested copies of the Request for Proposal (RFP). Four firms submitted proposals: Atkins, P.A.; Jacobs Civil Consultants, Inc. (Jacobs), HNTB New York Engineering and Architecture, P.C. (HNTB) and Automation and Advanced Technology, Inc. The proposals were evaluated against established criteria set forth in the RFP including the proposer's understanding of the project, the firm's record of

(rev. 4/07/10)

## Staff Summary

Page 2 of 2

performance, qualifications of the firm, proposed personnel, proposed schedule and cost. After the initial evaluation, the selection committee recommended that HNTB and Jacobs conduct oral presentations.

Following completion of the evaluation, the committee unanimously selected HNTB on the basis that its proposal included: (i) the lowest rate per man-hour; (ii) unparalleled experience working with both large toll agency and multi-agency CSC procurements; (iii) a cohesive team well-versed in the details of the project; and (iv) an in-depth understanding of NYCSC operations and the Tolling Agencies' requirements. Jacobs' proposal was viewed by the committee as satisfactory; its overall proposed cost was 13.5% lower compared with HNTB's proposal which included 15.4% additional man-hours. However, as indicated above HNTB offered the lowest rate per man-hour. The committee considered the additional man-hours to be acceptable and more in line with the requirements of the contract.

HNTB proposed an amount of \$1,509,790. The user's estimate is \$1,500,000. Negotiations were conducted and the parties agreed to an amount of \$1,481,494 which is 1.2% lower than the estimate. The negotiated amount is considered fair and reasonable. HNTB is deemed to be a responsible consultant. Since B&T, PANYNJ and NYSTA (NYSBA and PA will ride NYSTA's contract) will equally share the cost under this contract B&T will be reimbursed two-thirds of the cost by these agencies.

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

The MTA DDCR has established goals of 10% MBE and 10% WBE for the referenced contract. This contract will not be awarded without approval of MTA DDCR. HNTB has achieved its previous M/WBE goals on its prior MTA contracts.

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

Funding is available in the Operating Budget under GL #712549.

### **V. ALTERNATIVES**

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

# Staff Summary



Subject <b>Revisions to MTA Code of Ethics</b>
Department <b>Corporate Compliance</b>
Department Head Name <b>Lamond W. Kearse, Chief Compliance Officer</b>
Department Head Signature 
Project Manager Name <b>Lamond W. Kearse</b>

Date <b>February 26, 2014</b>
Vendor Name <b>N/A</b>
Contract Number <b>N/A</b>
Contract Manager Name <b>N/A</b>
Table of Contents Ref # <b>N/A</b>

Board Action					
Order	To	Date	Approval	Info	Other
1	Governance	2/24/14	X		
2	Board	2/26/14	X		

Internal Approvals			
Order	Approval	Order	Approval
1	Legal		
2	Corporate Compliance		
3	Chief of Staff		

**Purpose:**

To obtain Board authorization of proposed amendments to the existing MTA All-Agency Code of Ethics as indicated in the attachment to this staff summary.

**Discussion:**

In November of 2011, the MTA Board adopted the current MTA All-Agency Code of Ethics. The Code of Ethics set forth the MTA's ethical rules relating to such matters as gifts, conflicts of interests, attendance at industry events, outside employment and post-employment service:

Revisions to the MTA All Agency Code of Ethics are now proposed to codify certain current practices and to establish additional "best practice" controls over how MTA manages outside activity approvals.

For some time, it has been the practice of the MTA agencies to require new employees to acknowledge that they have received and read the MTA Code of Ethics. The MTA Code of Ethics that is being placed before the Board this month incorporates a new section entitled "Certifications," which codifies this current practice as well as strengthens it by requiring periodic recertification.

In addition, the outside activities section of the Code of Ethics has been revised to require that an employee designated as a policy maker who has previously had one or more outside activities approved certify every three years that there has been no material change in circumstances that would require a reevaluation of the outside activity approval. A policymaker employee who wishes to engage in new (or materially changed) outside activities would remain obligated under the Code of Ethics to timely seek approval for such a new or changed outside activity.

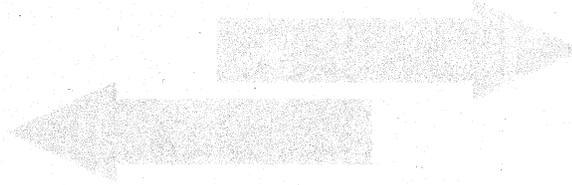
**Alternative:**

Not to adopt the revised Code of Ethic. This alternative is not recommended because these changes will both align the Code of Ethics with current practice and strengthen the MTA's Ethics program.

**Recommendation:**

It is recommended that the Board adopt the revised Code of Ethics.

# CODE OF **ETHICS**



Adopted by the MTA Board  
November 16, 2011 February 26, 2014

**Originally Issued**

**June 1, 2005**

**Revised**

**March 29, 2006**

**March 28, 2007**

**December 16, 2009**

**November 16, 2011**

**February 26, 2014**

**Additional copies may be obtained from  
MTA Corporate Compliance or your Agency's Human Resources Department**

**Internal Control Number GRC001921**



#### **Section 1.04 Revocation of Agencies' Ethics Policies**

This Code supersedes and by effect rescinds the MTA All-Agency Acceptance of Gifts Policy Statement 11-007, the MTA Guideline Document—Gifts, and all MTA Agencies' Ethics Policies and Codes.

#### **Section 1.05 Duty to Disclose**

Employees must promptly report any violation or potential violation of the MTA's Codes of Ethics (All-Agency Code of Ethics, Board Member Code of Ethics or Vendor Code of Ethics) as well as any actual or potential violation of law, regulations, or policies and procedures, relating to the MTA, whether committed by an MTA Employee or by a person doing business with the MTA. Employees should report to the MTA Inspector General allegations or information involving corruption, fraud, criminal activity or abuse.

Employees should report to their Agency's Ethics Officer, their Agency General Counsel, the MTA's Chief Compliance Officer or to the MTA Inspector General, all other violations or potential violations. Employees should feel free to discuss their concerns initially with their supervisor, but no supervisor may discourage an Employee from making a report.

NOTE: To obtain answers to questions or increase their understanding, Employees are encouraged to discuss particular situations or concerns they have regarding violations or potential violations of this Code or any laws, regulations or policies or procedures with their Agency Ethics Officer, the MTA Chief Compliance Officer or the MTA Inspector General.

#### **Section 1.06 No Reprisals/Whistle-Blowing**

Employees who report violations or potential violations of this Code or any actual or potential violations of laws, regulations or policies and procedures are protected under MTA All Agency Whistleblower Protection Policy, No. 11-041 and will not be subjected to punitive sanctions, reprisals, or other penalties solely for reporting such violations. Employees who file an intentionally false report may be subject to appropriate disciplinary penalty, up to and including dismissal as well as civil or criminal charges.



### **Section 1.07 Cooperation with Audits and Investigations**

Employees must cooperate fully and honestly with audits and investigations conducted by the MTA Inspector General, Joint Commission on Public Ethics, Auditor General, Chief Compliance Officer, or other governmental agency. Failure to so cooperate will subject an Employee to appropriate disciplinary penalty, up to and including dismissal.

### **Section 1.08 Mandatory Ethics Training**

Employees subject to the financial disclosure requirements of Section 6.01 of this Code must complete a comprehensive ethics training course within three months of becoming subject to that requirement.

Employees subject to the financial disclosure requirements and such other employees as may be determined by their Agency Ethics Committee are required to attend continuing ethics training every three years.

### **Section 1.09 Certifications**

Employees upon hire must certify to the MTA Code of Ethics by signing an Acknowledgment Form. Additionally, Employees may be required periodically to sign a certification or recertification attesting to their familiarity with the MTA Code of Ethics.

## **Chapter 2: Gifts, Awards and Honoraria**

### **Section 2.01 Gift Prohibition-Zero Tolerance**

Employees are prohibited from soliciting or receiving Gifts, directly or indirectly, from any Prohibited Source. The defined term "Gift" does not include items of truly nominal value. **(See definitions of "Gifts" and "Items of Nominal Value.")**

However, Employees may accept Gifts from employees of a Prohibited Source if these Gifts are reflective of a personal relationship independent of the relationship between the Prohibited Source and the MTA. For example, if the sibling of an MTA Agency Employee worked for a Prohibited Source, the MTA Agency Employee could nonetheless accept a Gift that reflects this personal relationship. In addition, an Employee can accept a modest, reasonable, and customary offering on an extraordinary occasion, such as a wedding, retirement, funeral, or serious illness. A Gift shall not be considered representative of a personal relationship – and thus permissible – if the donor seeks to charge or deduct the value of the Gift as a business expense or seeks reimbursement from a Prohibited Source.

Employees are permitted to accept discounts or special offers from a Prohibited Source so long as those discounts or special offers are generally available to similarly situated employees of other public



## Chapter 4: Conflicts of Interest, Other Employment and Political Activities

### Section 4.01 Conflicts of Interest

Employees shall not have any interest, financial or otherwise, direct or indirect, or engage in any business or transaction or professional activity or incur any obligation of any nature, which is or may be in conflict with the proper discharge of his or her duties. Employees must notify their Agency Ethics Committee regarding any possible conflict of interest.

#### Reminders:

- (a) If an Employee is uncertain as to whether a given situation creates a real or potential conflict of interest, such Employee should promptly disclose that situation to, and seek guidance from, his or her supervisor, Department Head, the applicable Agency Ethics Committee, or MTA Chief Compliance Officer.
- (b) With respect to all work an Employee performs, such Employee must be vigilant about the existence of any circumstances, interests, or relationships which might create or might be reasonably perceived by others as constituting a conflict of interest. If an Employee is uncertain as to whether a given situation creates a real or potential conflict of interest, such Employee must promptly disclose that situation to, and seek guidance from, such Employee's supervisor, Department Head, applicable Agency Ethics Committee, or MTA Chief Compliance Officer. In order to avoid a conflict of interest or the appearance of one, it may be necessary for Employees to recuse themselves from involvement with a matter before an MTA Agency. Employees must adhere strictly to the conflict of interest guidance they receive from their supervisor, Department Head, applicable Agency Ethics Committee, or applicable Agency law department.

**Example:** It would be a conflict of interest if an Employee participated in a transaction involving an MTA Agency in which transaction the Employee or someone associated with the Employee (Family Member or by a Business or financial relationship) had, directly or indirectly, a financial or other private interest (other than a de minimis financial interest as discussed in Section 4.04 below).

### Section 4.02 Public Trust

- (a) Employees shall not engage in a course of conduct that will raise suspicion among the public that they are likely to be engaged in acts that are in violation of the public trust. Employees shall avoid even the appearance that they can be improperly (1) influenced in the performance of their official duties or (2) induced to violate the public trust or impair their independence of judgment in the exercise of their official duties.



## Metropolitan Transportation Authority All Agency Code of Ethics

**Example:** An Employee's undisclosed social relationship with a Prohibited Source might create an impression of impropriety if the Employee were in a position to act favorably toward the Prohibited Source in an MTA Agency matter.

- (b) Employees shall not use or attempt to use their official position to secure unwarranted privileges or exemptions for themselves or others.
- (c) Employees shall not by their conduct give reasonable basis for the impression that any person can improperly influence them or unduly enjoy their favor in the performance of their official duties, or that they are affected by the kinship, rank, position, or influence of any party or person.

### Section 4.03 Confidential Information

Employees shall not disclose Confidential Information without the permission of the General Counsel of the MTA Agency at which such individual is employed for any purpose, or use such information to further their personal interests.

### Section 4.04 Financial Interest

(a) An Employee, or firm or association of which such Employee is a member, or corporation, ten per cent (10%) or more of the stock of which is owned or controlled directly or indirectly by such Employee, shall not (1) sell any goods or services having a value in excess of twenty-five dollars (\$25) to any New York State Agency, or (2) contract for or provide such goods or services with or to any private entity where the power to contract, appoint or retain on behalf of such private entity is exercised, directly or indirectly, by a New York State Agency or officer thereof, unless such goods or services are provided pursuant to an award or contract let after public notice and competitive bidding.

**Exception:** This restriction does not apply to the publication of resolutions, advertisements, or other legal propositions or notices in newspapers designated pursuant to law for such purpose and for which the rates are fixed pursuant to law.

(b) Employees shall not knowingly engage in any transaction on behalf of an MTA Agency with any business entity in which they or a family member has a direct or indirect financial interest, excluding mutual funds, that might reasonably tend to conflict with the proper discharge of their official duties. These provisions may be waived if **both** the Head of the Agency's Procurement Department and the Agency General Counsel state in writing that it is in the best interests of the Agency to waive the provisions.

In addition, New York Public Officers Law §74 provides for civil penalties in circumstances of self dealing and makes it a misdemeanor offense for an Employee of NYCT to have any interest, direct or indirect, in any contract entered into by the Employee's Agency.



#### **Section 4.05 Employees Engaged in Selection, Award and Administration of Contracts**

(a) Employees shall not participate in the selection, award, or administration of a contract if the Employee knows that he/she or any of his/her family members, his/her business partner, or an organization that employs or is about to employ any of the above, has a financial or other interest, other than mutual funds, in any of the companies, their parent company, its affiliates or subsidiaries ("the company") that propose or bid on or are awarded such contract. The provisions of Section 4.05(a) may be waived if the Head of the relevant Agency's Department, as well as Agency General Counsel, and the Agency's Ethics Officer state in writing that it is in the best interests of the Agency to waive the provisions of this Section for a specific procurement or contract. Copies of any approved Waiver Request must also be filed with MTA Corporate Compliance.

(b) If a waiver is granted, (1) the Employee engaged in the **award or selection** of a contract, shall not during the selection process and for two weeks after the award of the contract buy or sell any of the company's securities or (2) the Employee engaged in the **administration** of a contract shall not buy or sell any of the awarded company's securities for six months after the award of the contract.

(c) An Employee shall not buy or sell any of the company's securities based upon information received as a result of their employment with an MTA Agency or for two weeks after the public release of information by any MTA Agency regarding the company.

(d) For two years from the commencement of employment with an MTA Agency, an Employee shall not do either of the following in relation to the Employee's immediate past non-governmental employer: (1) participate in the selection or award of a contract in which a bidder or proposer is such immediate past employer; or (2) administer a contract awarded to such immediate past employer, unless the Employee has notified the Employee's Department Head in writing of the potential conflict and has received from such Department Head, Agency General Counsel, and the Agency Ethics Committee a waiver stating that it is in the best interests of the applicable MTA Agency for such Employee to act in such a role. A copy of such waiver request must be submitted to the MTA Chief Compliance Officer for approval.

(e) No MTA employee may ask a current or former contractor, or any officer, director or employee thereof, to disclose: (i) the political party affiliation of such contractor, or any officer, director or employee thereof; (ii) whether such contractor, or any officer, director or employee thereof, has made campaign contributions to any party, elected official, or candidate for elective office; or (iii) whether such contractor, or any officer, director or employee thereof, cast a vote for or against any elected official, candidate or political party. No MTA employee may award or decline to award any contract, or recommend, promise or threaten to do so, in whole or in part, because of a current or prospective contractor's refusal to answer any inquiry regarding the above.

#### **Section 4.06 Representation of Other Parties and Certain Appearances and Services**

Employees shall not, directly or indirectly, act or appear on behalf of any individual, firm, or corporation, in any Business dealings with, or any matter against the interests of, an MTA Agency, or any other New York State Agency, other than as a fact witness. Employees of an MTA Agency are



prohibited from appearing for compensation of any kind before a New York State Agency in connection with the purchase or sale of real estate, any rate-making proceeding, licensing, obtaining grants of money or loans, proceedings related to franchise(s), or the adoption or repeal of any rule having the force of law.

### **Exceptions**

(a) Employees may appear before an MTA Agency or any New York State Agency or tribunal (1) in a representative capacity on behalf of an Employee organization or association or (2) in connection with a ministerial matter, such as acting as a notary or translator.

(b) Uncompensated work by Employees for not-for-profit entities doing Business with the State or City is not automatically a conflict of interest if the Employee takes no part in such Business dealings and the entity in question is not subject to supervision, control, or regulation by an MTA Agency. For example, an Employee might serve, without fee, on the Board of a community or church-sponsored day-care center that receives State funds. In such a case, the Employee cannot communicate with the State concerning receipt of those funds.

### **Section 4.07 Other Employment and Outside Activities**

Outside employment/activities may pose ethical issues if there is a conflict between the Employee's duties as an MTA Employee and the requirements of the outside employment/activity.

Employees are prohibited from outside employment, business, professional, or other outside activity that interferes or is in conflict with the proper and effective discharge of the individual's official duties or responsibilities. Each MTA Agency requires that Employees devote appropriate time and attention to their employment with that agency. Full-time employment with an MTA Agency is deemed to be an Employee's primary employment. All Employees must be fit for duty during their work hours.

MTA Employees who wish to engage in outside employment/activities must consult with their Agency's Human Resources Department or Ethics Committee to determine what dual employment or outside activity policy exists at the employing Agency.

Employees may engage in outside employment/activity provided that (1) such employment/activity does not interfere with their ability to devote appropriate time and attention to their employment with their MTA Agency; (2) such employment/activity does not violate the specific guidelines for other employment set by their MTA Agency; (3) they do not use any MTA Agency resources (e.g., time, equipment, telephone, etc.) in connection with such employment; and (4) they obtain the required approvals as set forth in the specific procedures for approval of other employment set by their MTA Agency. Any MTA Employee interested in running for elective office must also comply with the provisions of Section 4.08 of the Code.



## Metropolitan Transportation Authority All Agency Code of Ethics

Employees holding Policy-Making Positions must comply with certain additional requirements in connection with engaging in outside employment/activities:

- (1) Employees holding Policy-Making Positions are prohibited from serving as a director or officer of a Prohibited Source (including nonprofit organizations) or corporation or institution engaged in profit-making activities, without the prior approval of the applicable Agency Ethics Committee. Employees must also receive the approval of the Joint Commission on Public Ethics prior to serving as a director or officer of a corporation or institution engaged in profit-making activities.
- (2) Employees in Policy-Making Positions shall not engage in any private employment, profession or Business or other outside activity, without the following prior approvals:
  - (a) Annual compensation up to \$1,000—No approval required.
  - (b) Annual compensation in excess of \$1,000 to \$4,000—Approval by the applicable MTA Agency Ethics Officer.
  - (c) Annual compensation in excess of \$4,000—Approval by the applicable MTA Agency and the Joint Commission on Public Ethics.
- (3) Employees in Policy-Making Positions with approved outside activities must inform their Agency Ethics Officer if there is any material change to either their approved outside activity or their current job responsibilities which would require a new evaluation of their outside activity approval. In addition, Employees in Policy-Making Positions with approved outside activities shall file a certification with their Agency Ethics Officer every three years attesting to the fact that there have been no material changes to either their approved outside activity or their current job responsibilities which would require a new evaluation of their outside activity approval.

### **Remember:**

- (a) These approvals are in addition to any approvals which may be required by your Agency.
- (b) Employees must comply with all conflict of interest rules and may not use any MTA Agency resources in connection with such activities.
- (c) Employees holding Policy-Making Positions who request approval from the Joint Commission on Public Ethics to engage in outside activities must file a written request with the Commission which contains the approval of the activity by the applicable MTA Agency. Each Agency Ethics Committee shall establish a form for requests of approval of such outside activity. The Agency Ethics Committee acts as



## Metropolitan Transportation Authority All Agency Code of Ethics

accuracy and completeness. Reporting accurate and complete information about the MTA Agency's financial condition is an essential responsibility of all Employees.

(b) If you have reason to believe that any of the MTA Agency's financial records are not being maintained in an accurate or complete manner, you are expected to report this immediately to your Agency's General Counsel's Office or Chief Compliance Officer or your Agency's Chief Financial Officer or the Auditor General.

### Section 7.02 Financial Statements and Accounts

Employees who are involved in the preparation of the MTA Agency's financial statements must do so according to generally accepted accounting principles and other applicable accounting standards and rules, so that the statements fairly and completely reflect the operations and financial condition of the MTA Agency.

## Chapter 8: Other Ethics Issues

### Section 8.01 Nepotism

It is the policy of the MTA Agencies to ensure that all job opportunities at MTA Agencies are based on merit and qualifications. Employees are prohibited from participating in any hiring or employment decision relating to a family member. If a hiring or employment matter arises relating to a family member, then the employee must advise his or her supervisor of the relationship, and must be recused from any and all discussions or decisions relating to the matter. There will be no preferential treatment for family members of current Employees and/or union officials.

MTA Agencies must ensure that contracting opportunities are based only on merit and qualifications. There will be no preferential treatment for family members of current or former Employees and/or union officials. Employees are prohibited from taking part in any contracting decision: (i) relating to a family member; or (ii) relating to any entity in which either they or a family member is an officer, director or partner, or in which a family member owns or controls 10% or more of the stock (or 1% or more if in the case of a corporation whose stock is regularly traded on an established securities exchange) of such entity. If a contracting matter arises relating to a family member, then the employee must advise his or her supervisor of the relationship, and must be recused from any and all discussions or decisions relating to the matter.

An MTA Employee cannot participate in any decision to invest MTA funds in any security of any entity in which that employee or any relative of that Employee has a financial interest, is an underwriter, or receives any brokerage, origination or servicing fees.

MTA Employees are required to comply with and should consult with their Agency's Human Resources Department to determine their Agency's policy for avoiding Nepotism. Any such avoidance of Nepotism policy must be consistent with this Section of the Code the All Agency Policy Directive, Anti-Nepotism Employment Procedures.



value of such personal use shall be calculated and reported as personal income to such individual for tax purposes.

Any Agency policy regarding use of MTA property must be consistent with or more restrictive than this Section of the Code.

## **Chapter 9: Discipline/Penalty for Violation of this Code or State Ethics Laws**

### **Section 9.01 General**

Employees who violate any provision of the State Ethics Laws or of this Code may be subject to disciplinary action consistent with that administered for violations of the rules and regulations of the applicable MTA Agency, up to and including termination.

### **Section 9.02 Civil Penalties**

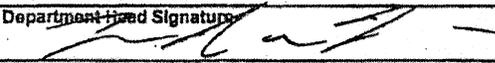
A violation of Public Officers Law Sections 73(2), (3), (4), (5), (7), (8), (12), (14), (15), (16), (17) and Sections 73-a, may result in the Joint Commission on Public Ethics imposing a civil penalty of up to forty thousand dollars (\$40,000) and the value of any gift, compensation, or benefit received as a result of such violation. These sections include but are not limited to prohibitions concerning gifts, future employment, and financial interests in MTA contracts as well as obligations in connection with the filing of Annual Statements of Financial Disclosure.

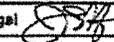
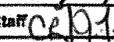
A violation of Public Officers Law Section 74 may result in the Joint Commission on Public Ethics imposing a civil penalty of up to ten thousand dollars (\$10,000) and the value of any gift, compensation, or benefit received as a result of such violation.

### **Section 9.03 Criminal Penalties**

A violation of Public Officers Law Section 73(2), (3), (4), (5), (7), (8), and Section 73-a, may result, in lieu of civil penalties, the Joint Commission on Public Ethics referring the violation to the New York State Attorney General or local prosecutor for criminal prosecution as a Class A misdemeanor, punishable by imprisonment for up to one year and a fine up to one thousand dollars (\$1,000).

# Staff Summary

<b>Subject</b> Revisions to Committee Charters	<b>Date</b> February 26, 2014
<b>Department</b> Corporate Compliance	<b>Vendor Name</b> N/A
<b>Department Head Name</b> Lamond W. Kearse	<b>Contract Number</b> N/A
<b>Department Head Signature</b> 	<b>Contract Manager Name</b> N/A
<b>Project Manager Name</b> Lamond W. Kearse	<b>Table of Contents Ref #</b>

Board Action						Internal Approvals			
Order	To	Date	Approval	Info	Other	Order	Approval	Order	Approval
1	Corporate Governance	2/24/14				1	Legal 		
2	Board	2/26/14				2	Corporate Compliance 		
						3	Chief of Staff 		

**Purpose:**

To seek Board approval of proposed revisions to the Corporate Governance and Finance committee charters. Copies of these committee charters with proposed revisions marked, are attached to this staff summary.

**Discussion:**

Minor technical amendments are proposed to the charters of the following committees:

*Finance Committee:* the Finance committee charter would be modified to make explicit that the MTA's Chief Procurement Officer is authorized to submit proposed procurements to the Committee.

*Governance Committee:* the Governance Committee charter would be amended to remove an out-of-date provision that creates an internal inconsistency in the charter. The charter appropriately provides that the MTA Chairman (who statutorily serves as the MTA chief executive officer pursuant to Public Authorities Law Section 1263.4[a]), be a member of the Governance Committee. The out-of-date provision inconsistently provides that membership on the Committee be limited to persons who are not employed by MTA.

**Recommendation:**

It is recommended that the Board adopt the revisions to the noted committee charters.

## 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"), as amended on July 24, 2013 February 26, 2014.

#### 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 11 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 Chief Procurement Officer or 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"), as amended on the 29th day of July, 2004. This charter was amended on the 17<sup>th</sup> day of December 2008 and further amended on December 16, 2009 February 26, 2014.

#### 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.